

A G E N D A
JAMES CITY COUNTY DEVELOPMENT REVIEW COMMITTEE
REGULAR MEETING
Building D Conference Room
101 Mounts Bay Road, Williamsburg, VA 23185
December 15, 2021
4:00 PM

A. CALL TO ORDER

B. ROLL CALL

C. MINUTES

1. November 17, 2021 Meeting Minutes

D. OLD BUSINESS

E. NEW BUSINESS

1. C-19-0015. Go Karts Plus Elevated Track
2. C-21-0097. Stonehouse Tract S
3. C-21-0098. Stonehouse Tract 11A

F. ADJOURNMENT

ITEM SUMMARY

DATE: 12/15/2021

TO: The Development Review Committee

FROM: Paul D. Holt, III, Secretary

SUBJECT: November 17, 2021 Meeting Minutes

ATTACHMENTS:

	Description	Type
	Minutes of the November 17, 2021 DRC Meeting	Minutes

REVIEWERS:

Department	Reviewer	Action	Date
Development Review Committee	Crump, Josh	Approved	12/8/2021 - 10:54 AM
Development Review Committee	Holt, Paul	Approved	12/8/2021 - 10:59 AM
Publication Management	Daniel, Martha	Approved	12/8/2021 - 11:09 AM
Development Review Committee	Holt, Paul	Approved	12/8/2021 - 1:42 PM

MINUTES
JAMES CITY COUNTY DEVELOPMENT REVIEW COMMITTEE
REGULAR MEETING
Building A Large Conference Room
101 Mounts bay Road, Williamsburg, VA 23185
November 17, 2021
4:00 PM

A. CALL TO ORDER

Mr. Frank Polster called the Development Review Committee (DRC) meeting to order at 4 p.m.

B. ROLL CALL

Present:

Jack Haldeman
Frank Polster
Rob Rose

Absent:

Barbara Null, Chair

Staff in Attendance:

John Risinger, Planner
Josh Crump, Principal Planner
Beth Klapper, Community Development Assistant
Katie Pelletier, Community Development Assistant

C. MINUTES

1. July 21, 2021 Meeting Minutes

Mr. Jack Haldeman motioned to Approve the July 21, 2021, DRC meeting minutes.

On a voice vote, the Motion passed 3-0.

D. OLD BUSINESS

There was no old business.

E. NEW BUSINESS

1. Case No. C-21-0019. 360 Racefield Drive Solar Farm

Mr. Polster stated that the applicant requested this item be placed on the DRC Agenda in order to discuss the project and seek input and questions from the DRC members. He said no action by the DRC was required.

Mr. John Risinger told the Committee that Mr. Brendan Grajewski of Hexagon Energy has submitted a conceptual plan for a Special Use Permit (SUP) for a solar farm located at 360 Racefield Drive. He said the parcel is currently zoned A-1, General Agriculture, designated Rural Lands on the 2045 Comprehensive Plan Land Use map, and currently within the Barnes Swamp Agricultural and Forestal District (AFD). Mr. Risinger said the Comprehensive Plan does not specifically identify solar farms as a compatible use for Rural Lands.

Mr. Risinger stated that the proposed solar farm would be located on approximately 26 acres of the property and would take access from Racefield Drive. He said this portion of the property would need to be withdrawn from the AFD prior to the approval of an SUP for the solar farm. He noted that this proposal would have a lease with the property owner, and this use may serve as a transitional land use.

Mr. Risinger said he would be happy to answer any questions for staff, and the applicant was also in attendance with a presentation prepared.

Mr. Grajewski introduced himself to the Committee. He said Hexagon Energy is a private, independently-owned renewable energy developer based in Charlottesville, Virginia, focusing on the development of smaller-scale projects to provide clean energy access to the greater community. He said the company sold two Virginia projects recently to Dominion Energy.

Mr. Grajewski gave a brief presentation highlighting the scope of the project for a 26-acre, three-megawatt (MW) solar farm at 360 Racefield Drive. He explained the parcel is 65.26 acres, though the project would use approximately 26 acres located on the front, southern part of the parcel, currently a farm field. He said the remaining property would be left to other allowed uses for the property owners. He noted surrounding properties are a mix of small farmland, rural residence, and wooded property.

Mr. Grajewski reviewed the submitted master plan site with wetlands delineation. He said the project will not disturb any wetlands. He also noted the project will not require any additional County resources or services, and the project will not produce heavy traffic during the operations phase. Mr. Grajewski said the solar-paneled project area will actually be less than 26 acres, with a buffer for visual screening on all sides. He said Hexagon Energy is in contact with the County landscape planner to discuss the most appropriate vegetative screening plan and mixture of canopy trees, ornamental trees, and shrubs, similar to the recent Norge solar project in the County (although only about one-tenth of the size). He said that Hexagon Energy is interested in receiving input from the Committee and adjacent property owners on the types of trees to include so everyone is comfortable with the proposal.

Mr. Grajewski then discussed access from Racefield Drive. He said the access would be split into two separate locations, with the main site access going up the western property boundary. He said another access point would be created for stormwater and erosion and sediment control measures. He said Hexagon Energy has reached out to the County Stormwater and Resource Protection Division for guidance. Mr. Grajewski also noted the point of interconnection with an existing Dominion Energy electrical line, with two options of proposed rerouting lines shown on the master plan. He confirmed these would be underground as outlined in the application.

Mr. Grajewski explained that the market for small-scale solar projects was created in 2020, when the Virginia State Legislature passed the Virginia Clean Economy Act. He said this set them on a path to help source 100% of energy from carbon-free sources by 2050. He noted there are annual target goals given to utilities such as Dominion Energy to claim power from projects of up to three MW. He also explained benefits to small-scale solar projects, including distributing investments from solar throughout the Commonwealth, small footprints to minimize impacts, and short construction periods of only two to three months.

Mr. Grajewski reviewed the project timeline with the Committee. He highlighted Hexagon Energy's outreach through mail and phone calls to adjacent property owners. He said the plan is to hold community town hall meetings in December 2021 and January 2022 to solicit input and ideas. He also noted that Hexagon Energy will be meeting with the AFD Advisory Committee in January 2022 to review the request to withdrawal 26 acres from the Barnes Swamp AFD for the project. Mr. Grajewski said he is tentatively scheduled to present the

project at the Planning Commission's February 2022 meeting, for its recommendation to the Board of Supervisors for its March 2022 meeting. He said construction could commence in the first quarter of 2023, with the site operational by spring 2023.

Mr. Grajewski thanked the Committee members for their time and asked if there were any questions.

Mr. Rob Rose asked about the wetlands impact evaluation process and the size of the buffer.

Mr. Grajewski described the delineation for wetlands and stated the project would be over 100 feet from any features. He said the buffer would be 50 feet along the sides and 75 to 100 feet at the corners of the project. He said with four layers of vegetation, Hexagon Energy hopes for the appropriate level of screening. He also offered an opaque wind screen if desired.

Mr. Rose asked if the buffer could look be more natural than ornamental, for less impact and more blending to the surroundings.

Mr. Grajewski said Hexagon Energy will look into the option and work within the County Ordinance requirements for screening.

Mr. Rose asked what the response from adjacent property owners has been.

Mr. Grajewski said he has spoken to only one family so far who was gathering information particularly on property values. He said studies show no impact. He said Hexagon Energy intends to send another round of letters to an extended area, and the company knows that construction will have an impact and cause concern.

Mr. Rose asked if the business model was to lease the land and sell the energy to Dominion Energy.

Mr. Grajewski said that was one possibility, but this project would be sold outright.

Mr. Rose asked if the change to power lines proposed would affect surrounding properties.

Mr. Grajewski said Hexagon Energy is looking into any potential outages and how best to mitigate the effects. He said smaller-scale projects actually improve power grid resiliency as they require upgrades to be done to the local grid nearby.

Mr. Haldeman asked about the trenching shown on the map.

Mr. Grajewski said those were the proposed underground lines. He said they would be covered back up.

Mr. Haldeman asked about the length of the lease.

Mr. Grajewski said the lease matches the expected project life which is between 30 to 35 years.

Mr. Haldeman asked if there was a plan to decommission the site.

Mr. Grajewski confirmed and said that surety was already included in the proposed SUP conditions. He said it would be updated every five years and noted this is a temporary land use.

Mr. Haldeman asked why the project was not using more than 26 acres.

Mr. Grajewski replied the size was tied to the 3 MW cap, and the property owners have potential plans for the northern portion of the parcel.

Mr. Polster said he appreciated the outreach to adjacent property owners. He said the restoration of the land is very important. He also noted the interest and preference for native Virginian trees, shrubs, and grass with emphasis on pollinating grasses and plants. Mr. Polster said he would be interested to see a monitoring program in the SUP conditions for the vegetation.

Mr. Grajewski said he liked the idea of monitoring and noted there have been conversations with staff. He said the master plan includes a proposed planting area of pollinator species. He said Hexagon Energy may try to expand that to the ground cover which is normally native vegetation with periodic mowing.

Mr. Polster said some native grass pollinators keep to a certain height. He also said while there may not be additional sediment control requirements, there are many opportunities to do something on the property.

Mr. Rose asked if there were drawbacks to such a project.

Mr. Polster noted many benefits such as the renewable energy, land conservation, buffering, income for the landowner, and the machine and tool tax for the County. He said a potential downside is any impact to the adjoining neighbors.

Mr. Polster asked if there were any additional questions.

F. ADJOURNMENT

Mr. Polster thanked Mr. Grajewski for the presentation.

Mr. Haldeman motioned to Adjourn the meeting.

Mr. Polster adjourned the meeting at 4:40 p.m. after a unanimous voice vote of 3-0.

Ms. Barbara Null, Chair

Mr. Paul Holt, Secretary

ITEM SUMMARY

DATE: 12/15/2021

TO: The Development Review Committee

FROM: Tom Leininger, Senior Planner

SUBJECT: C-19-0015. Go Karts Plus Elevated Track

ATTACHMENTS:

	Description	Type
☐	Memorandum	Cover Memo
☐	Proposed Conditions	Backup Material
☐	Location Map	Backup Material
☐	Proposed Track Location	Backup Material
☐	1994 Master Plan	Backup Material
☐	SUP-0035-1994 Resolution	Backup Material
☐	SUP-0008-1996 Resolution	Backup Material
☐	Applicant Narrative	Backup Material
☐	Elevated Track Visuals	Backup Material

REVIEWERS:

Department	Reviewer	Action	Date
Development Review Committee	Crump, Josh	Approved	12/7/2021 - 9:22 AM
Development Review Committee	Holt, Paul	Approved	12/7/2021 - 12:10 PM
Publication Management	Pobiak, Amanda	Approved	12/7/2021 - 1:56 PM
Development Review Committee	Holt, Paul	Approved	12/7/2021 - 2:06 PM

CONCEPTUAL PLAN-19-0015. Go Karts Plus Elevated Track
Staff Report for the December 15, 2021, Development Review Committee

SUMMARY FACTS

Applicant:	Mr. Jeff Miller
Land Owner:	Action Park of Williamsburg VA INC
Proposal:	To build a new three-tiered elevated go kart track
Development Review Committee (DRC) Review:	Appeal the decision of the Director of Planning that the proposed three-tier elevated track is not fully consistent with the adopted Master Plan per Section 24-23 of the Zoning Ordinance
Location:	6910 Richmond Road
Tax Map/Parcel No.:	2430100015
Property Acreage:	± 8.09 acres
Zoning:	B-1, General Business
Comprehensive Plan:	Mixed Use
Primary Service Area: (PSA)	Inside
Staff Contact:	Tom Leininger, Senior Planner

FACTORS FAVORABLE

1. Staff finds that there are no favorable factors.

FACTORS UNFAVORABLE

1. Staff finds that the proposed elevated track would significantly alter the character of land uses or other features or conflict with any building conditions placed on the corresponding legislatively approved case associated with the Master Plan.
2. Staff finds that the proposed elevated track would significantly affect the general location of buildings as shown on the Master Plan.

SUMMARY STAFF RECOMMENDATION

After review of the conceptual plan, the Planning Director finds that the proposed conceptual plan does not fully meet the criteria listed in Section 24-23 of the Zoning Ordinance, as it: (1) significantly alters the character of land uses or other features or conflict with any building conditions placed on the corresponding legislatively approved case associated with the Master Plan, and (2) significantly affects the general location of buildings shown on the adopted Master Plan.

With the scale of the proposed improvement, staff recommends that a formal Special Use Permit (SUP) and Master Plan amendment be pursued and recommends the Development Review Committee (DRC) not approve this application.

Should the DRC find the proposed improvement consistent with the adopted Master Plan, staff recommends the attached conditions.

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

**CONCEPTUAL PLAN-19-0015. Go Karts Plus Elevated Track
Staff Report for the December 15, 2021, Development Review Committee**

PROJECT DESCRIPTION

Mr. Jeff Miller has submitted a conceptual plan for a new go kart track that consists of a three-tiered elevated track. A portion of the new track is proposed to utilize an existing track. The elevated portion is proposed in the southwest corner of the parcel, where a picnic shelter currently exists. Should the proposed track be constructed, the maximum height, including fencing and lighting, would be 35 feet from finished grade.

Currently, the tallest structures/attractions on-site are the decorative water tower (20 feet), kangaroo kiddie ride (25 feet) and the Disk-O ride (32 feet).

PLANNING AND ZONING HISTORY

Prior to becoming a single lot in 2011, Go Karts Plus was located on two separate lots. The northern parcel received a SUP in 1989 (SUP-0036-1988) to allow for an outdoor center of amusement. The southern parcel, originally zoned A-1, General Agriculture was rezoned (Z-0010-1994) and received an SUP in 1995 (SUP-0034-1994) to allow for an outdoor center of amusement. In 1996, the southern parcel received an SUP (SUP-0081-1996) to extend the commencement of construction associated with SUP-0034-1994 by one year and removed two conditions that were previously satisfied.

In 2011, a subdivision plat was approved to extinguish the property line between the two parcels. Although the properties are now a single parcel, the previously approved SUPs are all still valid and still apply to their respective portions of the property.

With the 1995 resolution (Attachment No. 5) and 1996 resolution (Attachment No. 6), there are a few key SUP conditions that would apply to the proposed elevated track should the DRC find the

application consistent with the Master Plan.

- The use of the site shall be limited to structures, monuments, amusements, devices, and rides less than 35 feet in height considered part of or accessory to an outdoor center of amusement by the Zoning Administrator.
- Operation of the amusement center between 12 a.m.-9 a.m. shall be prohibited.
- All mini-race cars shall be equipped with mufflers, which are in good repair. Noise levels at the property lines shall be less than that emanating from Richmond Road.
- All statues, monuments, and signs visible from Richmond Road shall be approved by the Director of Planning.

SURROUNDING PROPERTIES

- The properties surrounding this parcel to the east are zoned A-1, General Agriculture and designated Economic Opportunity on the 2045 Comprehensive Plan Land Use Map.
- Parcels to the west are zoned B-1, General Business and MU, Mixed Use and designated Mixed Use and Low Density Residential on the 2045 Comprehensive Plan Land Use Map.
- Parcels to the north are zoned B-1, General Business and designated Mixed Use on the 2045 Comprehensive Plan Land Use Map.
- Parcels to the south are all zoned M-1, Limited Industry and are designated Mixed Use on the 2045 Comprehensive Plan Land Use Map.

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

**CONCEPTUAL PLAN-19-0015. Go Karts Plus Elevated Track
Staff Report for the December 15, 2021, Development Review Committee**

MASTER PLAN CONSISTENCY

Section 24-23 of the Zoning Ordinance outlines a method for determining Master Plan consistency. It states that all final development plans shall be consistent with the Master Plan, but may deviate from the Master Plan if the development does not:

1. Significantly affect the general location or classification of housing units or buildings as shown on the Master Plan.

Staff Evaluation: Although the proposed project does not include building additions as defined by the Zoning Ordinance, staff finds the proposed elevated track would be a significant change to the site layout. The proposed location of the elevated track is currently occupied by an existing ground level track and a picnic shelter. The highest point of the proposed track would be located where the existing picnic shelter is currently located, approximately 165 feet from Richmond Road and approximately 60 feet from the adjacent Williamsburg Pottery property.

2. Significantly alter the distribution of recreation or open space areas on the Master Plan.

Staff Evaluation: There is no recreation or open space identified on the property.

3. Significantly alter the road layout as shown on the Master Plan.

Staff Evaluation: There are no impacts to the roadways with this proposal.

4. Significantly alter the character of land use or other features or conflict with any building conditions placed on the corresponding legislatively approved case associated with the Master Plan.

Staff Evaluation: Staff finds the proposed elevated track would be a significant change to the character of the existing park.

STAFF RECOMMENDATION

The Planning Director finds that the proposed conceptual plan does not fully meet the criteria listed in Section 24-23 of the Zoning Ordinance. With the scale of the proposed improvement, staff recommends that a formal SUP and Master Plan amendment be pursued and recommends the DRC not approve this application.

Should the DRC find this proposal consistent with the adopted Master Plan, staff recommends conditions in addition to the existing conditions to mitigate the impacts of the proposed elevated track (Attachment No. 1) conditions suggested would ensure there are no visual impacts from Richmond Road and adjacent properties.

TL/ap
CP19-15GoKrtsPlus

Attachments:

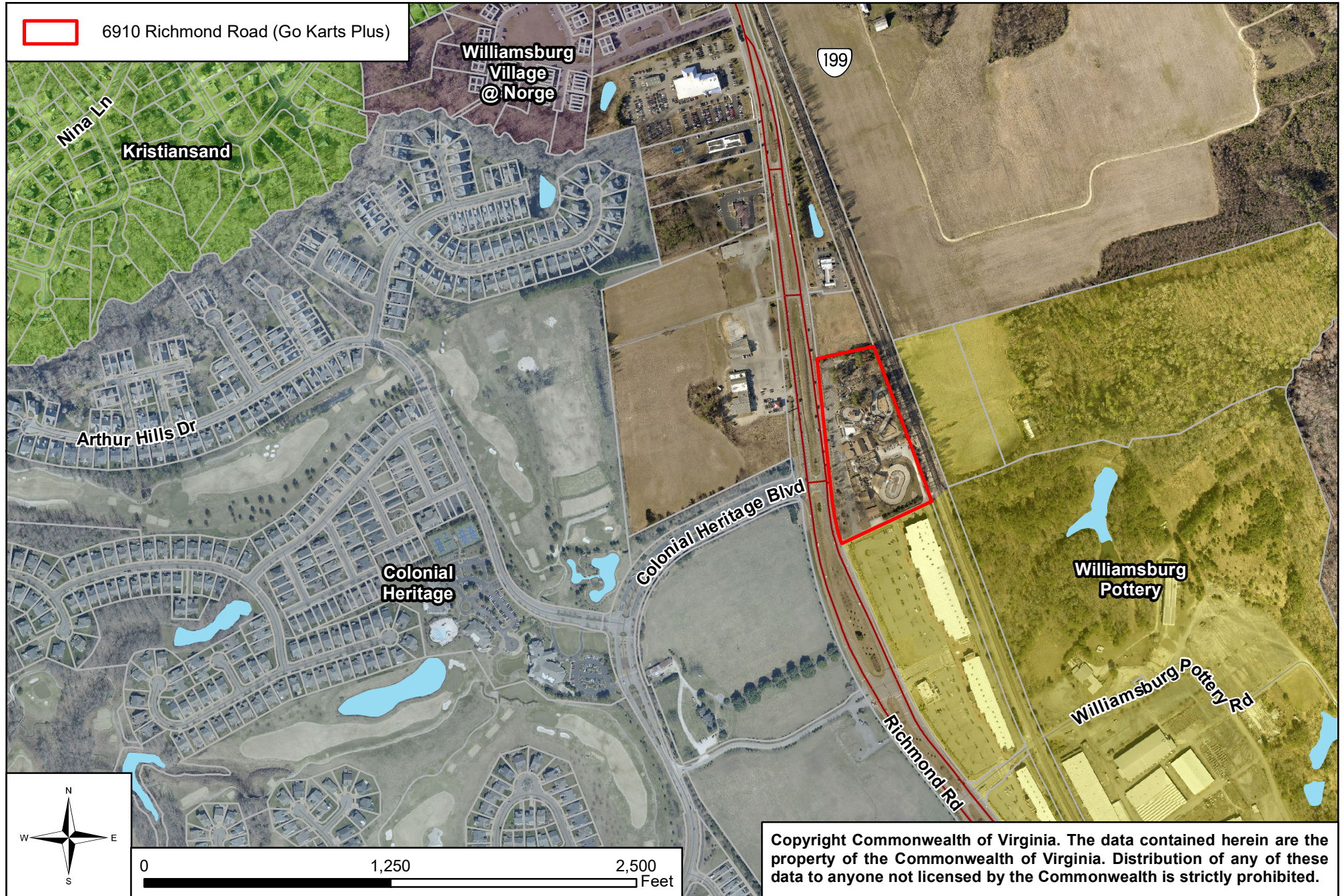
1. Proposed Conditions
2. Location Map
3. Proposed Elevated Track Location
4. 1994 Adopted Master Plan
5. 1994 Adopted Resolution
6. 1996 Adopted Resolution
7. Applicant Narrative
8. Elevated Track Renderings

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

Proposed Conditions for C-19-0015, Go Karts Plus Elevated Track

1. **Landscape Buffer.** The proposed elevated track (the “Track”) shall be adequately screened from Richmond Road and adjacent properties. Prior to approval of any site plan showing the Track, the Planning Director or designee shall review and approve a landscape plan showing, at minimum, the following in order to achieve adequate screening:
 - a. Additional landscaping between the Track and the front parking lot, along the Richmond Road frontage of 6910 Richmond Road, and along the property line with 6810 Richmond Road, which landscaping shall be in accordance with Section 24-96 of the Zoning Ordinance except that the required evergreen tree and shrub mixture shall be increased from 35% to at least 45%. Any existing vegetation may be used to meet the requirement of this condition as approved by the Planning Director as part of the landscape plan.
 - b. The existing side parking lot along the property line with 6810 Richmond Road shall be removed and planted in accordance with condition 1(a).
 - c. The entire existing Community Character Corridor landscape buffer along Richmond Road shall be planted in accordance with condition 1(a) to adequately screen the Track.
2. **Signage and Flags.** Along the elevated portions of the Track, there shall not be any external signage, flags, or other similar features installed unless required by Fire Code or Building Code. No signage, flag, or other similar feature, whether internal or external, shall be visible from Richmond Road or adjacent properties.
3. **Fencing.** Any proposed fence or similar protective features along the elevated portions of the Track shall be black or neutral in color. Prior to approval of any site plan showing the Track, the Planning Director or designee shall review and approve the fence detail for consistency with this condition.
4. **Lighting.** All lighting associated with the Track shall be installed directly to the base of the safety fence at a height no higher than 36 inches from track surface to top of the lighting fixture. All lighting fixtures shall be installed so as to direct light away from Richmond Road and adjacent properties. Prior to approval of any site plan showing the Track, the Planning Director or designee shall review and approve a lighting plan for consistency with this condition.

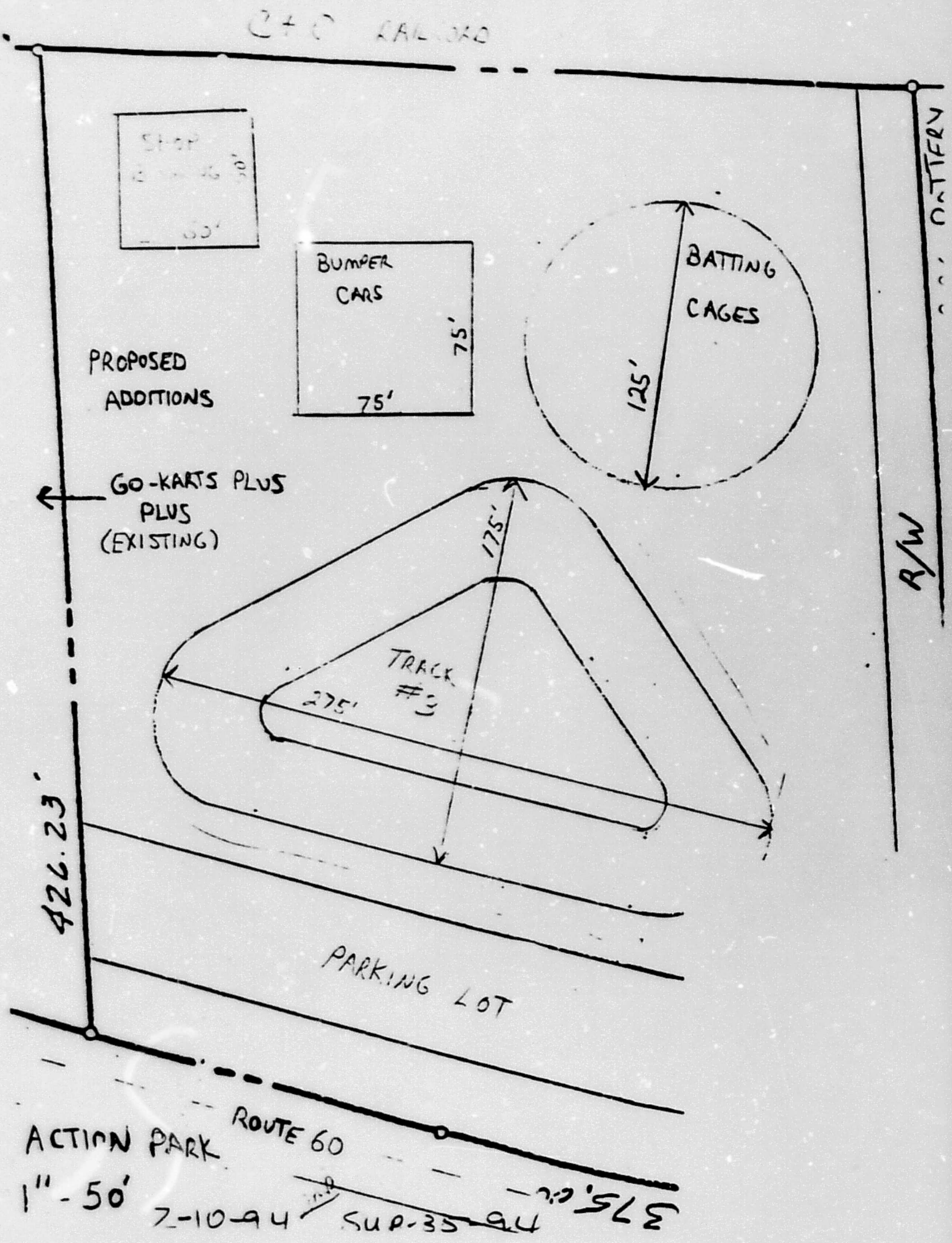
JCC C-19-0015, Go Karts Plus Elevated Track



JCC C-19-0015, Go Karts Plus Elevated Track



These documents were printed from the Official JCC Records Management Imaging Site



RESOLUTION

CASE NO. SUP-34-94. GO-KARTS PLUS

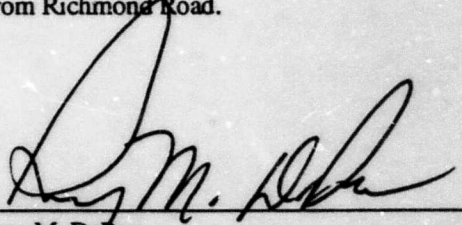
WHEREAS, the Board of Supervisors of James City County has adopted by Ordinance specific land uses that shall be subjected to a special use permit process; and

WHEREAS, the Planning Commission of James City County, following its public hearing on January 10, 1995, recommended approval of Case No. SUP-34-94, by a vote of 6 to 1, to permit the construction of an outdoor center of amusement, further identified as Parcel No. (1-18) on James City County Real Estate Tax Map No. (24-3).

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. SUP-34-94 as described herein with the following conditions:

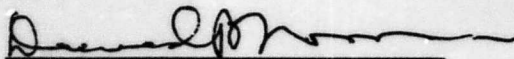
1. If construction has not commenced on the project within twelve months from the issuance of the special use permit, it shall become void. During this twelve month period all permits pertaining to the construction shall be secured, connections to water and sewer shall be made, clearing and grading of the site shall be completed and footings and/or foundations shall be installed.
2. Site plan approval by the Development Review Committee shall be required, including the submittal of a landscaping plan which protects adjacent properties and minimizes any adverse impacts on Richmond Road's function as a corridor within an historic area.
3. This special use permit shall expire in five years from its issuance unless the applicant constructs a new, commercial grade, main entrance at the crossover in front of the new amusement site within 5 years from the issuance of the special use permit. When the new entrance is opened, the existing main entrance which served the original Go Karts Plus site shall be closed. During the five-year period, the applicant can ask the Board of Supervisors to examine the need for a new entrance. It shall be the responsibility of the applicant to demonstrate to the Board of Supervisors that a new entrance at the crossover is not warranted.
4. The applicant shall show the future commercial main entrance located at the crossover on any future site plan details of the Go Karts Plus facility.
5. Parking lots and pedestrian facilities between the new and existing sites shall be connected.
6. One and only one entrance shall serve the entire Go Karts Plus outdoor amusement facility unless additional access points are required by fire or local law enforcement officials.
7. All statues, monuments and signs visible from Richmond Road shall be approved by the Director of Planning.

8. The use of this site shall be limited to structures, monuments, amusements devices and rides less than 35 feet in height considered part of or accessory to an outdoor center of amusement by the Zoning Administrator.
9. Final landscaping plan shall be approved by the Director of Planning.
10. Operation of the amusement center between 12:00 a.m. and 9:00 a.m. shall be prohibited.
11. All mini-race cars shall be equipped with mufflers, which are in good repair. Noise levels shall be less than that emanating from Richmond Road.



Perry M. DePue
Chairman, Board of Supervisors

ATTEST:



David B. Norman
Clerk to the Board

<u>SUPERVISOR</u>	<u>VOTE</u>
SLICK	AYE
EDWARDS	AYE
MAGGON	AYE
TAYLOR	AYE
DEPUE	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 21st day of February, 1995.

sup-3494.res

RESOLUTION

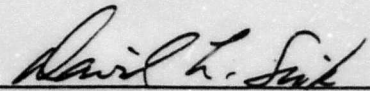
CASE NO. SUP-8-96. GO-KARTS PLUS

WHEREAS, the Board of Supervisors of James City County has adopted by Ordinance specific land uses that shall be subjected to a special use permit process; and

WHEREAS, the Planning Commission of James City County, following its public hearing on April 1, 1996, recommended approval of Case No. SUP 8-96, by a vote of 6 to 0, and extend by one year SUP-34-94 to permit the construction of an outdoor center of amusement, further identified as Parcel No. (1-18) on James City County Real Estate Tax Map No. (24-3).

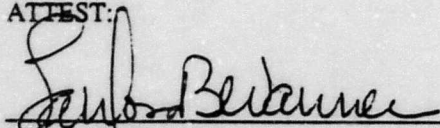
NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. SUP-8-96 as described herein with the following conditions:

1. If construction has not commenced on the project within twelve months from the issuance of the special use permit, it shall become void. During this twelve month period all permits pertaining to the construction shall be secured, connections to water and sewer shall be made, clearing and grading of the site shall be completed and footings and/or foundations shall be installed.
2. The applicant shall construct a new, commercial grade, main entrance at the crossover in front of the new amusement site within five years from the issuance of the special use permit. When the new entrance is opened, the existing main entrance which served the original Go Karts Plus site shall be closed. During the five year period, the applicant can ask the Board of Supervisors to examine the need for a new entrance. It shall be the responsibility of the applicant to demonstrate to the Board of Supervisors that a new entrance at the crossover is not warranted.
3. The applicant shall show the future commercial main entrance located at the crossover on any future site plan details of the Go Karts Plus facility.
4. Parking lots between the new and existing sites shall be connected.
5. Only one entrance shall serve the entire Go Karts Plus outdoor amusement facility unless additional access points are required by fire or local law enforcement officials.
6. All statues, monuments and signs visible from Richmond Road shall be approved by the Director of Planning.
7. The use of this site shall be limited to structures, monuments, amusements devices and rides less than 35 feet in height considered part of or accessory to an outdoor center of amusement by the Zoning Administrator.
8. Operation of the amusement center between 12:00 a.m. and 9:00 a.m. shall be prohibited.
9. All mini-race cars shall be equipped with mufflers, which are in good repair. Noise levels at the property lines shall be less than that emanating from Richmond Road.



David L. Sisk
Chairman, Board of Supervisors

ATTEST:



Sanford B. Wanner
Clerk to the Board

<u>SUPERVISOR</u>	<u>VOTE</u>
TAYLOR	ABSENT
MAGOON	AYE
DEPUE	AYE
EDWARDS	AYE
SISK	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 14th day of May,
1996.

Mr. Leininger; JCC Planning Department,

GO-KARTS PLUS would like to appeal the decision of the Planning Director to the DRC. Due to the pandemic, we were forced to delay moving forward with our elevated track this year.

We have already spent time and money on preliminary preparations such as soil testing, surveying etc. A new site plan and the engineered drawings are part of a growing list of expenses to follow as well as higher construction costs. Any delays will only add to our expenditures.

We would like to get started on this project ASAP and hope to resolve any concerns or issues that may cause a further delay.

Please inform me of the date, time and location of the DRC meeting.
I look forward to hearing from you.

Thanks,

Jeff Miller
GO-KARTS PLUS
Williamsburg, Virginia
(757) 968-9554
jeff@gokartsplus.com



Bumper Cars

310.22 ft

200.00 ft

100.00 ft

0



Bumper Cars

300.00 ft

200.00 ft

100.00 ft

0



100.00 ft

200.00 ft

310.22 ft

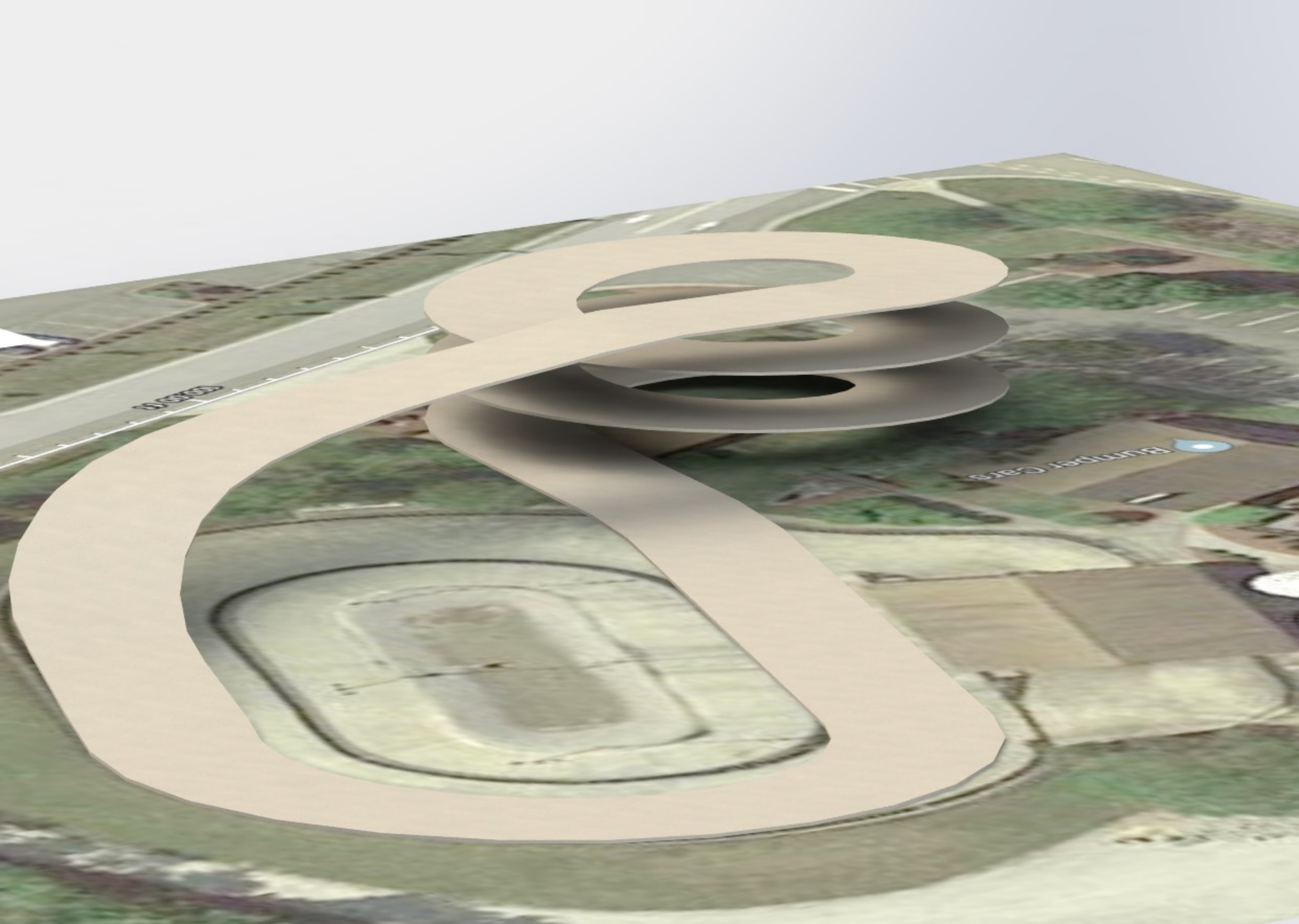
Measure distance
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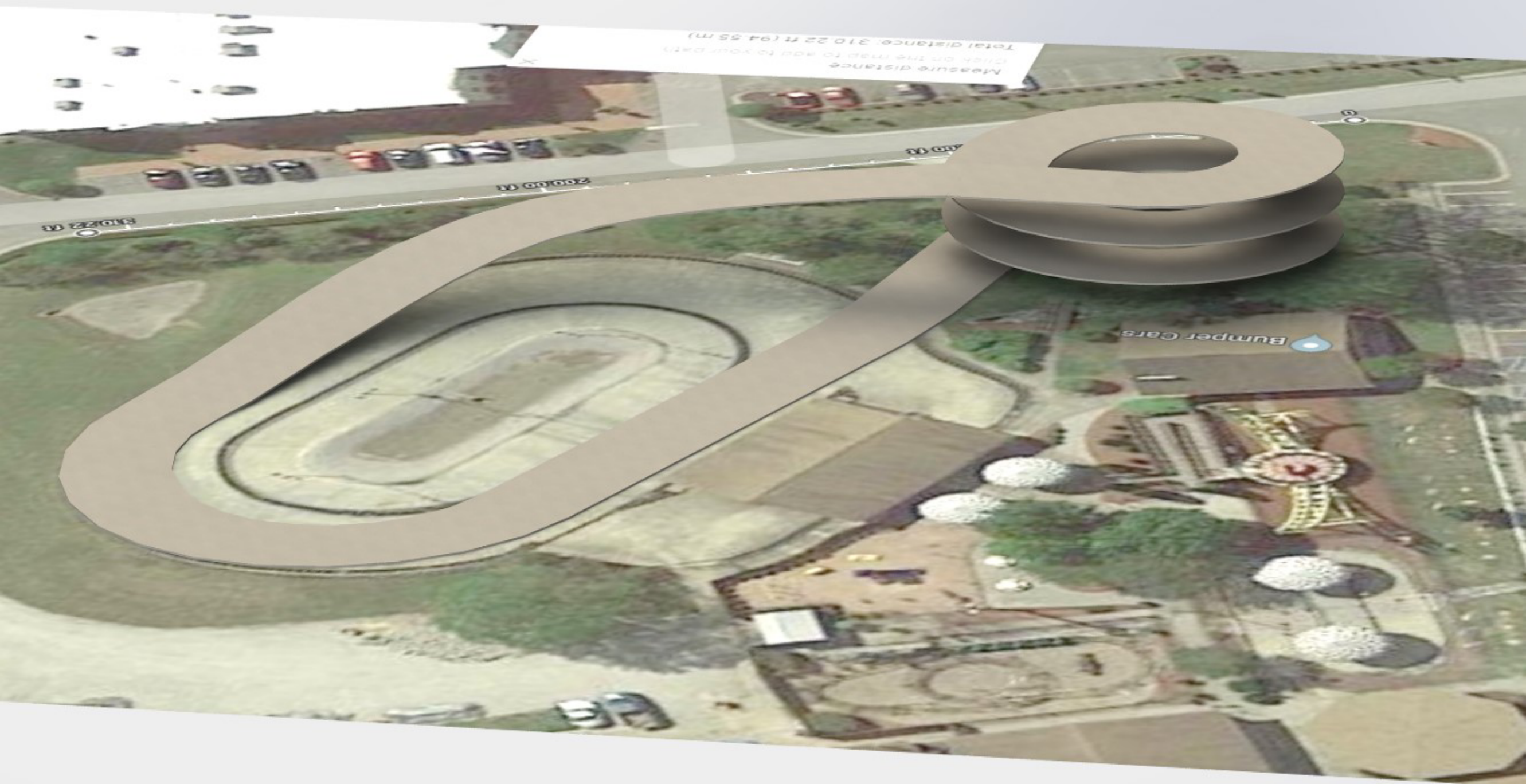


Bumper Cars

0
100.00 ft
200.00 ft
310.22 ft

EXIT





ITEM SUMMARY

DATE: 12/15/2021

TO: The Development Review Committee

FROM: Thomas Wysong, Senior Planner II

SUBJECT: C-21-0097. Stonehouse Tract S

ATTACHMENTS:

	Description	Type
☐	Staff Report	Staff Report
☐	1. Conceptual Plan	Exhibit
☐	2.. Existing Master Plan	Exhibit
☐	3. Proffers	Backup Material

REVIEWERS:

Department	Reviewer	Action	Date
Development Review Committee	Crump, Josh	Approved	12/8/2021 - 8:17 AM
Development Review Committee	Holt, Paul	Approved	12/8/2021 - 9:03 AM
Publication Management	Pobiak, Amanda	Approved	12/8/2021 - 9:17 AM
Development Review Committee	Holt, Paul	Approved	12/8/2021 - 9:18 AM

CONCEPTUAL PLAN-21-0097. Stonehouse Tract S

Staff Report for the December 15, 2021, Development Review Committee Meeting

SUMMARY FACTS

Applicant:	Mr. Jeff Huentelman
Land Owner:	MCP Stonehouse LLC
Proposal:	New construction of 300 residential units, consisting of 229 single-family detached units, 36 multifamily units in structures between two to four units, and 35 multifamily units in structures greater than four units
Locations:	9150 Six Mount Zion Road and 9250 Six Mount Zion Road
Tax Map/Parcel Nos.:	0540100012 and 0540100011
Project Acreage:	+ 173 acres
Current Zoning:	Planned Unit Development Residential (PUD-R) with Proffers
Comprehensive Plan:	Mixed Use-Stonehouse
Primary Service Area	Inside
Staff Contact:	Thomas Wysong, Senior Planner II

REASON FOR DEVELOPMENT REVIEW COMMITTEE REVIEW

Proffer 10, approved by the Board of Supervisors on November 12, 2019, per Case No. Z-19-0010, requires a conceptual plan to be submitted to the Planning Director and the Development Review Committee (DRC) for review at least 60 days prior to submittal of a

development plan for the tract (or Land Bay). The purpose of this review is to determine general consistency with Zoning Ordinance requirements, the adopted Master Plan, and other applicable County policies.

FACTORS FAVORABLE

1. This conceptual plan complies with the approved Master Plan for Stonehouse, aligning with the land use designations, maximum units permitted, and permitted density for Tract S.
2. This conceptual plan layout complies with the zoning requirements for PUD-R and applicable proffers.
3. The conceptual plan layout complies with other applicable County policies, which were evaluated during the course of the 2019 rezoning and Master Plan and proffer amendment for Stonehouse (Case Nos. Z-18-0002, MP-18-0002, and Z-19-0010).
4. The proposed units for this conceptual plan comply with the unit caps proffered for the Stonehouse development.
5. The conceptual plan is consistent with the approved proffers.

FACTORS UNFAVORABLE

1. None.

STAFF RECOMMENDATION

Staff recommends that the DRC find the proposed conceptual plan to be generally consistent with the Zoning Ordinance, adopted master plan, adopted proffers, and other applicable County policies.

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

PROJECT DESCRIPTION

This proposal is for the new construction of 300 residential units, consisting of 229 single-family detached units, 36 multifamily units in structures between two to four units, and 35 multifamily units in structures greater than four units. This property is governed by the approved Stonehouse Master Plan and proffers (Case Nos. MP-18-0002 and Z-19-0010).

PROJECT HISTORY

The Stonehouse PUD was originally approved in November 1991 as a mixed residential/commercial community with a proposed reservoir. Since the original approval, a number of changes have been made including a number of minor proffer amendments between 1991 and 1994, the removal of language pertaining to the Ware Creek Reservoir after permitting did not succeed in 1995, and a rezoning in 1999 that incorporated a 75-acre tract into the development. The existing development in Stonehouse, including the golf course and neighborhoods on Mill Pond Run and the Stonehouse Glen neighborhood on Fieldstone Parkway, occurred over the years by several corporations including Stonehouse Development Corporation and Stonehouse at Williamsburg. In 2006, the majority of the undeveloped land was sold to GS Stonehouse Greenland Sub, LLC, (“GS Stonehouse”). In 2008, GS Stonehouse received approval for comprehensive changes for this remaining land, thoroughly revising both the Master Plan and proffers. The area that was not owned by GS Stonehouse in 2008 has continued forward under the 1999 Master Plan and proffers, while the land owned by GS Stonehouse has continued forward under the 2008 Master Plan and proffers.

In 2012, the Board of Supervisors approved an amendment relating to the dedication of conservation easements within the property. In 2015, the Board of Supervisors approved amendments to the Transportation and Economic Development proffers; of most significance, the

Transportation proffer was amended to re-sequence the order of the proffered improvements by focusing on the transportation improvements necessary to support the western/southern portion of the development and waiting to determine the triggers and/or schedule for the proffered transportation improvements needed to serve the eastern and northern portions of the property, including the major new internal road (the “Bridge Road”), by providing an updated traffic study to the County that would specify this information prior to any development occurring in that area.

In addition to these legislative cases, the Planning Commission’s DRC has approved a number of modifications and unit location transfers over the years that were deemed to not change the overall concept or character of the development.

In 2019, the Board of Supervisors approved the rezoning of an approximately 2,659.6-acre portion of James City County Real Estate Tax Map Parcel No. 0630100005 from PUD-R, to A-1, General Agricultural, along with the granting of restrictive use easements over this area. Additionally, the Board approved amendments to the Stonehouse proffers and Master Plan, reduced the size of the PUD by approximately 2,659.6 acres, reduced the maximum permitted number of dwelling units and non-residential square footage, changed land use designations within the development, revised the approved proffers related to traffic improvements, community and recreational facilities, public sites, environmental protections, and other matters and adjusted the boundary line between PUD-Commercial (PUD-C) and PUD-Residential.

CONCEPTUAL PLAN-21-0097. Stonehouse Tract S

Staff Report for the December 15, 2021, Development Review Committee Meeting

SURROUNDING ZONING AND DEVELOPMENT

North: PUD-R, undeveloped land

South: PUD-R, undeveloped land

East: PUD-R, undeveloped land

West: PUD-R, Stonehouse Community Building

STAFF ANALYSIS

The reason for this conceptual review is found in Proffer No. 10 of Case No. Z-19-0010, which states the following: “At least 60 days prior to submission of a development plan for all or any portion of a Tract, Owner shall submit a conceptual development plan for the development of the entire Tract to the Planning Director for review and comment by the Planning Director and the Development Review Committee. The conceptual development plan shall show the layout of lots/units or commercial buildings, density in units or square footage, road locations, amenity areas and improvements, trails and pedestrian paths, common and natural open space, required or proffered buffers, proposed clearing limits and any archaeology or natural resource preservation areas within the tract. Such review shall be for the purposes of determining general consistency with Zoning Ordinance requirements, the Master Plan, these proffers, and other applicable County policies.”

Accordingly, staff has reviewed: a) the conceptual plan, to ensure it is sufficiently detailed pursuant to Proffer No. 10; b) the Zoning Ordinance requirements for the PUD-R; c) the approved Master Plan; and d) other applicable County policies.

Conceptual Plan

Staff finds the conceptual plan provides sufficient detail pursuant to the language of Proffer No. 10. Details shown on the plan include the lot layout, proposed unit amount and site acreage (which allows for density calculations), road locations, amenity areas, trails and pedestrian paths, common and natural open space, proposed clearing and grading, and archaeological or natural resource preservation areas.

Planned Unit Development Residential Zoning Requirements

Staff finds the conceptual plan shows compliance with all applicable zoning requirements able to be assessed at this stage in the process. The major zoning requirements for this district are listed below:

- a. *Uses*. Single-family detached and multifamily unit homes are both permitted within this district and are approved on the Master Plan for this proposal.
- b. *Minimum lot size* This proposal is part of the larger Stonehouse development, which well exceeds this minimum requirement, as does this portion of Tract S.
- c. *Gross density*. Per the acreage calculation provided on the conceptual plan, this proposal is for 2.44 units per acre, which is permitted per the approved density calculations on the Stonehouse legislative case.
- d. *Open Space*. 35% of the gross area of any PUD District is required to be set aside as open space. This requirement is shown as being met on the approved Stonehouse Master Plan.
- e. *Streets*. All dedicated public streets shown on the development plan are required to meet the design and construction requirements of the Virginia Department of Transportation's (VDOT) standards

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

CONCEPTUAL PLAN-21-0097. Stonehouse Tract S

Staff Report for the December 15, 2021, Development Review Committee Meeting

or the County Subdivision Ordinance, whichever is more stringent. The proposed layout will permit VDOT acceptance.

Stonehouse Master Plan

Staff finds this proposal to be consistent with the approved Stonehouse Master Plan. These parcels are designated as “Tract S” on the adopted “Stonehouse Master Plan” and are designated for the “A, B, C, D, I, J” Land Use Designations, which are “Single-Family” (A), “Attached Structures Containing Two to Four Units” (B), “Attached Structures Less Than Three Stories And Containing More Than Four Units” (C), “Institutional or Public Uses” (I), “Attached Structures Of Three Or More Stories Containing More Than Four Dwelling Units”, (D) and “Areas of Common Open Space” (J). The maximum dwelling units permitted for this land bay is 300 dwelling units, with a maximum density of four (4) units per acre, which this proposal meets.

Proffers

Staff finds this proposal to be consistent with the approved proffers applicable for Tract S and this phase of development in Stonehouse overall. These proffers include staying beneath the proffered unit cap (Proffer No. 2), showing the Ware Creek recreational amenity (Proffer No. 5.1(b), showing the existing and proposed trails for Tract S and this portion of Six Mount Zion Road (Proffer Nos. 4.2 and 5.3), and showing compliance with the building Resource Protection Area setback (Proffer No. 9.3). The additional proffers related to transportation improvements, traffic generation, and cash contributions, etc., are monitored by the County and will be applied during the development of this parcel.

STAFF RECOMMENDATION

Staff recommends that the DRC find the proposed conceptual plan to be generally consistent with the Zoning Ordinance, adopted Master Plan, adopted proffers, and other applicable County policies.

TW/ap

CP21-97_StnhsTrctS

Attachments:

1. Conceptual Plan Layout
2. Stonehouse Master Plan
3. Z-19-0010 Proffers

Stonehouse

Conceptual Development Plan

Tract S

James City County, Virginia
November 23, 2021

SITE DATA:

Parcel Id: 0540100011 & 0540100012
Address: 9150 SIX MT ZION RD
9250 SIX MT ZION RD
Site Area: +/-173 a.c.
Zoning: PUD-R
Adj. Site Zoning: PUD-R
Proffer Conditions: "Amended & Restated Stonehouse Proffers" dated August 7th, 2019

Proposed Development:

Site Area: +/- 173 a.c.
Non-Developable: +/- 76 a.c. (44%)
RPA: +/- 65 a.c.
25% slopes: +/- 11 a.c. (outside RPA)

Net Site Area: +/- 97 a.c.
add 15% Total Site: +/- 26 a.c.
Gross Site Area: +/- 123 a.c.

Setbacks:

Front: 20'
Side: 6'
Rear: 25' single family, 15' townhomes
RPA: 25'

Total Units: 300 lots
Use A (Single Fam.): 229
Use B (Attached 2-4 units): 36
Use C (Attached >4 units): 35

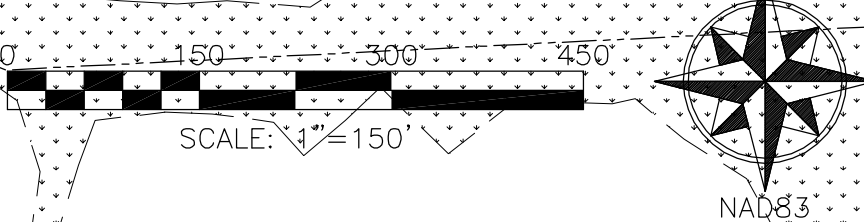
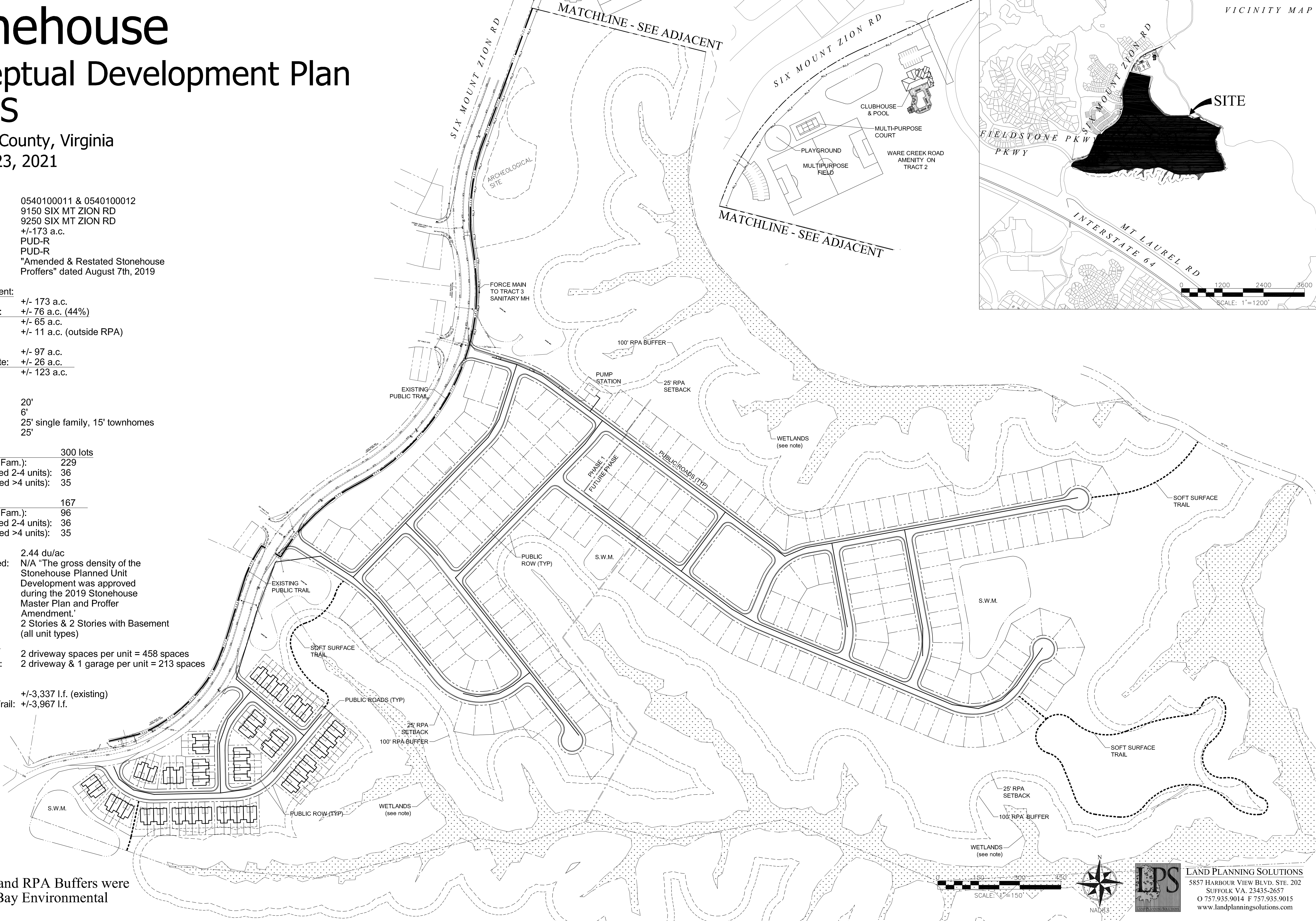
Phase 1 Units: 167
Use A (Single Fam.): 96
Use B (Attached 2-4 units): 36
Use C (Attached >4 units): 35

Density: 2.44 du/ac
Bonus Points Used: N/A "The gross density of the Stonehouse Planned Unit Development was approved during the 2019 Stonehouse Master Plan and Proffer Amendment."
Building Height: 2 Stories & 2 Stories with Basement (all unit types)

Parking Provided:
Single Family: 2 driveway spaces per unit = 458 spaces
Attached Res.: 2 driveway & 1 garage per unit = 213 spaces

Trail System:
Public Trail: +/-3,337 l.f. (existing)
Soft Surface Trail: +/-3,967 l.f.

NOTE:
The Wetlands and RPA Buffers were delineated by Bay Environmental



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STONEHOUSE VIRGINIA

**REZONING AND MASTER PLAN RESUBMITTAL
JAMES CITY COUNTY, VA
JULY 2019
(ORIGINAL SUBMITTAL: DECEMBER 2018)**

SHEET #

SHEET NAME

1

MASTER PLAN (COLOR)

2

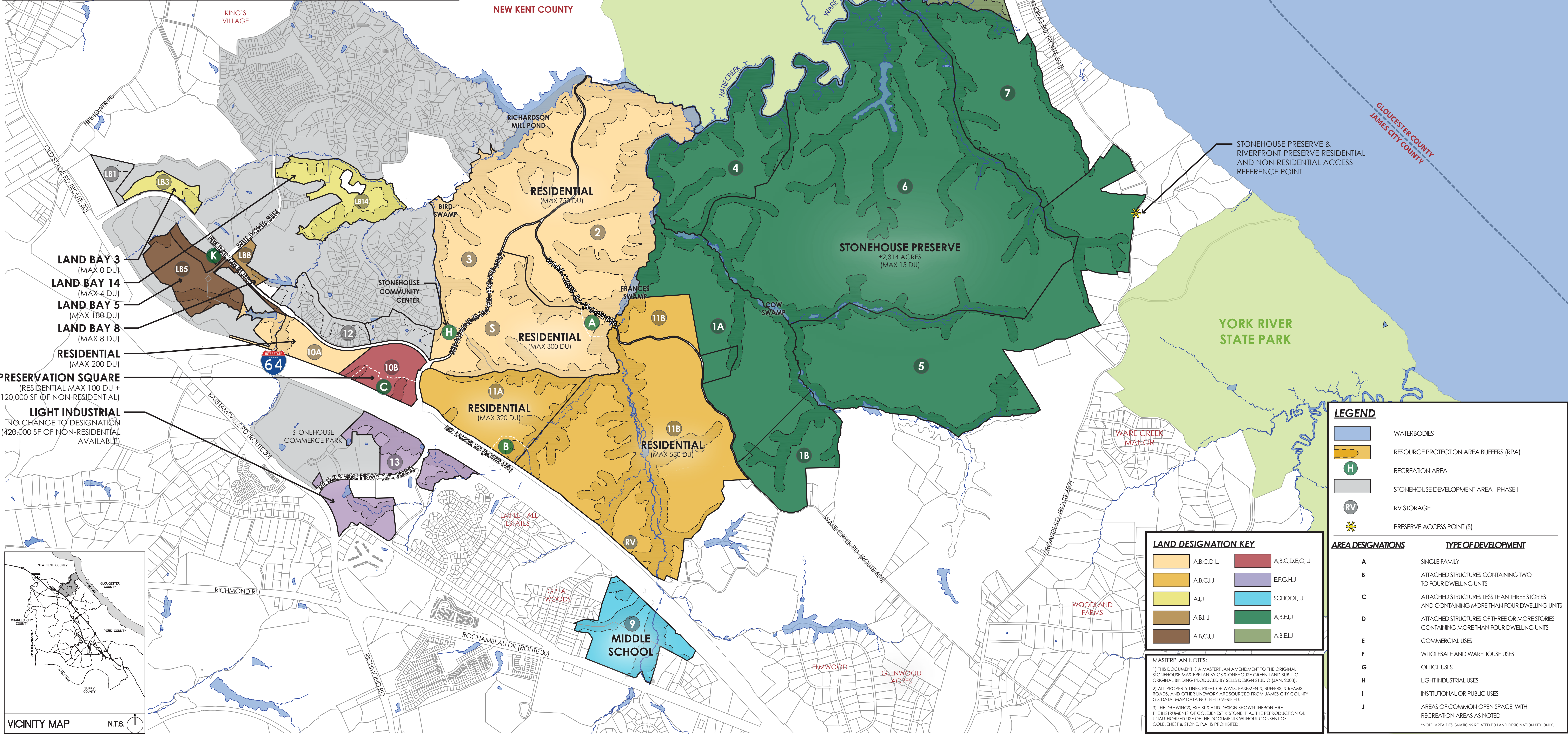
MASTER PLAN - TABLE A ENLARGEMENT

3

ZONING MAP

Table A: Permitted Use Categories By Tract									
Parcel Number	Area (gross ac)	Open Space in Resource Protection Areas (1)	Open Space Outside of Resource Protection Areas (1) (1)	Maximum Density	Units Per Net Acre (1)	2018 Total Density	Minimum Square Footage of Non-Residential Uses (not including recreational use)	Permitted Uses	Zoning
Land Bay 3	13.11	12.44	1.69	5	2.0	0	NA	A.U.	PUD-B
Land Bay 5	17.81	16.58	1.23	4	4.0	0	NA	A.B.C.D.I.J	PUD-B
Land Bay 8	18.73	17.43	1.30	4	4.0	0	NA	A.B.U.	PUD-B
Land Bay 14	70.51	68.88	1.63	4	2.0	4	NA	A.U.	PUD-B
Tract 3	186.84	173.98	128.38	46	4.0	460	NA	A.B.C.D.I.J	PUD-B
Tract 3	184.83	172.72	122.05	44.5	4.0	320	NA	A.B.C.D.I.J	PUD-B
Tract 10A	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.I.J	PUD-B (1)
Tract 10B	11.05	10.50	0.55	11.5	8.0	100	120,000	A.B.C.D.I.J	PUD-B (1)
Tract 11A	132.46	123.19	9.27	22	4.0	320	NA	A.B.C.D.I.J	PUD-B (1)
Tract 11B	105.11	97.73	7.38	40	8.0	320	NA	A.B.C.D.I.J	PUD-B (1)
Tract 5 (School)	178.94	173.38	5.56	0 (1)	4.0	320	NA	A.B.C.D.I.J	PUD-B
Tract 1A	154.80	146.97	7.83	33	4.0	320	NA	A.B.C.D.I.J	PUD-B
Tract 1B	17.81	16.58	1.23	4	4.0	0	NA	A.B.C.D.I.J	PUD-B
Tract 4	189.64	181.66	7.98	448.5	0.33	15	130,000	A1 Ordinance Uses	AS
Tract 5	189.64	181.66	7.98	448.5	0.33	15	130,000	A1 Ordinance Uses	AS
Tract 6	100.19	93.44	6.75	37	0.33	4	NA	A1 Ordinance Uses	AS
Tract 7	121.49	115.5	5.99	37	0.33	4	NA	A1 Ordinance Uses	AS
Tract 8	181.53	173.12	8.41	37	0.33	4	NA	A1 Ordinance Uses	AS
Tract 13	15.12	14.86	0.26	20	NA	NA	620,000	E1, G1, J1	PUD-C
Tract 17	18.73	17.43	1.30	4	NA	NA	620,000	SCHOOL	PUD-C
Recreation Area (1)	47.64	46.35	1.29	10.5	NA	NA	NA	Recreation Facility (1)	NA
TOTAL	4,572.84	4,217.88	3,551.15	730.50	2,411	2,411	870,000		
PUD / A1 TOTALS	PUD: 1,543.29 ac A1: 2,809.55 ac	PUD: 1,468.34 ac A1: 2,809.55 ac	PUD: 1,248.46 ac A1: 2,809.55 ac	PUD: 244 ac A1: 486.5 ac	PUD: 2,390 units A1: 19 units	PUD: 740,000 sf A1: 130,000 sf	Total maximum square footage shown is 870,000 square feet. 600,000 square feet of floor area exists in commercial park currently.		

Table A Notes:
 (1) All acreage based on James City County GIS information only. All acreage indicated as presented in approved Master Plan dated January 2008. More detailed information will be provided at the site/subdivision stage.
 (2) A maximum of 2.01 residential units are allowed. Except the proposed 3 Tracts, the actual number of units developed on each individual Tract and Bay may vary from the numbers listed in the "2018 Total Density" column above, as the number of units may be transferred between Tract/Land Bay in connection with final design, but the number of units on any given Tract/Land Bay will not exceed the corresponding density listed in the "Units Per Net Acre" column. The maximum units for proposed A-1 Tracts shall not exceed the number shown in the 2018 Total Density column.
 (3) The net acreage of each Tract is based on GIS information, and may change when subdivision plans are submitted.
 (4) Recreation areas will be provided as outlined in the profiles. Final size and location of the facilities and their footprints will be defined as the program, amenities and profiles are finalized.
 (5) Open space outside of RPA has been indicated between Land Bay 3 and Land Bay 14. The total acreage of open space outside of RPA remains 65.50 acres as in the approved Master Plan dated January 2008.
 (6) Williamson, James City County Schools will determine the design of the school site.
 (7) Land Bay 3 and Tract 12 are excluded from application. Stonehouse Preserve and Riverfront Preserve will be submitted in separate application.
 (8) Tracts 10A, 10B, 11A and 11B to be amended from a PUD-C zoning classification (per the approved Master Plan dated January 2008) to a PUD-B zoning classification.
 (9) All roads will be public roads.
 (10) All common open space areas, private recreation areas, sidewalks outside of the public right-of-way, and other privately owned but common facilities will be maintained by the homeowners' association.
 (11) Tract 12 will contain 100 and best change as a recreational use for the Stonehouse Preserve.
 (12) For development phasing, see the sewer and water planning maps, as well as the profiles and the fiscal impact report provided by the Applicant.
 (13) Tracts 1 and 12 have been divided into two tracts to better reflect the planned use. However, the number of units and the square footage of the non-residential uses remain as one for the entire tract and will be determined at the site/subdivision stage.
 (14) Mixed use buildings will be permitted in the appropriate areas in Stonehouse should the James City County Zoning Ordinance be amended to permit such buildings in the PUD-C or PUD-B zoning districts.
 (15) The amount of RPA is based on available mapping data and is subject to change with field delineation. Accordingly, the actual amount of Open Space inside the RPA and the actual amount of Open Space outside of the RPA at the time of development may vary from that shown in the 2 associated column above, but the total amount of Open Space acreage determined by adding the 2 columns above shall be provided (e.g., if the actual amount of RPA on a particular tract increases with field delineation then amount of Open Space within the RPA shall similarly increase over the acreage shown above and the amount of Open Space outside of RPA will correspondingly decrease over the acreage shown above, but the total amount of Open Space determined by adding the 2 columns above shall be provided).



STONEHOUSE MASTERPLAN

JAMES CITY COUNTY, VA
07/26/2019

Table A: Permitted Use Categories By Tract									
Parcel Number	Area ^[0] (Gross Acres)	Area ^[0] (Net Acres)	Open Space in Resource Protection Areas ^[0]	Open Space Outside of Resource Protection Areas ^[0] ^[4]	Maximum Density		Maximum Square Footage of Non-Residential Uses (Not including recreational uses)	Permitted Uses	Zoning
					Units Per Net Acre ^[2]	2018 Total Density	2018 Density FAR		
Land Bay 3	19.13	12.44	1.69	5	2.0	0	NA	A,I,J	PUD-R
Land Bay 5	67.81	50.05	18.34	10.7 ^[4]	4.0	180	NA	A,B,C,I,J	PUD-R
Land Bay 8	18.73	11.43	3.30	4	4.0	8	NA	A,B,I,J	PUD-R
Land Bay 14	70.51	18.68	33.03	18.8 ^[4]	2.0	4	NA	A,I,J	PUD-R
Tract 2	326.84	115.68	165.16	46	4.0	400	NA	A,B,C,D,I,J	PUD-R
Tract 3	264.83	107.72	112.61	44.5	4.0	350	NA	A,B,C,D,I,J	PUD-R
Tract 10A	51.95	24.53	15.92	11.5	8.0	200	NA	A,B,C,D,I,J	PUD-R ^[7]
Tract 10B	47.09	30.77	5.32	11	5.0	100	120,000	A,B,C,D,E,G,I,J	PUD-R ^[7]
Tract 11A	132.46	73.19	37.27	22	4.0	320	NA	A,B,C,I,J	PUD-R ^[7]
Tract 11B	503.51	273.77	189.74	40	6.0	530	200,000	A,B,C,I,J, RV Storage	PUD-R ^[7]
Tract S (School)	178.94	113.38	65.56	0 ^[4]	4.0	300	NA	A,B,C,D,I,J	PUD-R
Tract 1A	254.86	106.97	62.56	449.5	0.33	15	130,000	A1 Ordinance Uses	A1 ^[6]
Tract 1B	97.44	36.36	33.75						A1 ^[6]
Tract 4	189.64	45.66	125.48						A1 ^[6]
Tract 5	493.00	264.99	122.01						A1 ^[6]
Tract 6	1006.16	412.44	429.22						A1 ^[6]
Tract 7	257.14	115.5	95.14						A1 ^[6]
Tract 8	361.31	93.12	231.19	37	0.33	4	NA	A1 Ordinance Uses	A1 ^[6]
Tract 13	95.12	48.86	26.26	20	NA	NA	420,000	E,F,G,H,J	PUD-C
Tract 9	88.73	33.49	41.24	0	NA	NA	School ^[5]	School,I,J	PUD-C
Recreation Areas ^[3]	47.64	28.35	16.36	10.5	NA	NA	NA	Recreation Facility,I,J	NA
TOTAL	4,572.84 acres gross	2,017.38 acres net	1,831.15 acres	730.50 acres		2,411 2,411 maximum permitted ^[1]	870,000 Total maximum square footage shown is 870,000 square feet. 600,000 square feet of floor area exists in commerce park currently.		
PUD / A1 TOTALS	PUD - 1,913.29 ac A1 - 2,659.55 ac	PUD - 942.34 ac A1 - 1,075.04 ac	PUD - 731.8 ac A1 - 1,099.35 ac	PUD - 244 ac A1 - 486.5 ac		PUD - 2,392 units A1 - 19 units	PUD - 740,000 sf A1 - 130,000 sf		
Stonehouse Preserve									
Riverfront Preserve									
Table A Notes:									
[0] All acreage based on James City County GIS information only. All acreage indicated as presented in approved Master Plan dated January 2008. More detailed information will be provided at the site/subdivision stage.									
[1] A maximum of 2,411 residential units are allowed. Except the proposed A-1 Tracts, the actual number of units developed on each individual Tract/Land Bay may vary from the numbers listed in the "2018 Total Density" column above, as the number of units may be transferred between Tract/Land Bay in connection with final design, but the number of units on any given Tract/Land Bay will not exceed the corresponding density listed in the "Units Per Net Acre" column. The maximum units for proposed A-1 Tracts shall not exceed the number shown in the 2018 Total Density column.									
[2] The net acreage of each tract is based on GIS information, and may change when site/subdivision plans are submitted.*									
[3] Recreation Areas will be provided as outlined in the proffers. Final size and locations of the facilities and their footprints will be defined as the program, amenities and proffers are finalized.									
[4] Open space outside of RPAs has been reallocated between Land Bay 5 and Land Bay 14. The total acreage of open space outside of RPAs remains 651.50 acres as in the approved Master Plan dated January 2008.									
[5] Williamsburg - James City County Schools will determine the design of the school site.									
[6] Land Bay 1 and Tract 12 are excluded from application. Stonehouse Preserve and Riverfront Preserve will be submitted in separate application.									
[7] Tracts 10A, 10B, 11A and 11B to be amended from a PUD-C zoning classification (per the approved Master Plan dated January 2008) to a PUD-R zoning classification.									
[-] All roads will be public roads.									
[-] All common open space areas, private recreation areas, sidewalks outside of the public right-of-way, and other privately owned but common facilities will be maintained by the homeowners' association.									
[-] Tract 11B will contain RV and boat storage as a recreational use for the Stonehouse HOA.									
[-] For development phasing, see the sewer and water phasing maps, as well as the proffers and the Fiscal Impact report provided by the Applicant.									
[-] Tracts 1 and 11 have been divided into two tracts to better reflect the planned use. However, the number of units and the square footage of the non-residential uses remain as one for the entire tract and will be determined at the site/subdivision stage.									
[-] Mixed use buildings will be permitted in the appropriate areas in Stonehouse should the James City County Zoning Ordinance be amended to permit such buildings in the PUD-C or PUD-R zoning districts.									
[-]The amount of RPA is based on available mapping data and is subject to change with field delineation. Accordingly, the actual amount of Open Space inside the RPA and the actual amount of Open Space outside of the RPA at the time of development may vary from that shown in the 2 associated columns above, but the total amount of Open Space acreage determined by adding the 2 columns above shall be provided (e.g., if the actual amount of RPA on a particular tract increases with field delineation then amount of Open Space within the RPA shall similarly increase over the acreage shown above and the amount of Open Space outside of RPA will proportionately decrease from the acreage shown above, but the total amount of Open Space determined by adding the 2 columns above shall be provided).									

STONEHOUSE MASTERPLAN - TABLE A ENLARGEMENT

AMENDED AND RESTATED
STONEHOUSE PROFFERS

Table of Contents

	<u>Page</u>
RECITALS	1
CONDITIONS	4
1. Community Association	4
2. Density	6
3. Transportation Improvements	6
3.1 Phase 1 Transportation Improvements.....	6
3.2 Phase 2 Transportation Improvements.....	13
3.3 Updated Traffic Study.....	22
3.4 Traffic Signal Warrant Analyses	22
3.5 VDOT Standards.....	22
3.6 FHWA Approvals	22
3.7 Internal Road and Intersection Improvements.....	23
3.8 External Road Connections.....	24
4. Public Sites	25
4.1 School Site	25
4.2 Public Recreation Trail	25
4.3 Reversion	26
5. Community and Recreational Facilities	27
5.1 Facilities and Phasing	27
5.2 Modification of Facilities.....	28
5.3 Trail System	28
6. Archaeological Sites	29
6.1 Archaeological Sites.	29
6.2 Unexpected Archaeological Discoveries	31
6.3 Qualifications and Standards	32
7. Cash Contributions for Community Impacts	32
8. Water Conservation	34
9. Environmental Protection	35
9.1 Stormwater Management Plans	35
9.2 Stormwater Management Inventory System.....	35
9.3 Building RPA Setback	36
9.4 Natural Resources	36

9.5	Nutrient Management Plan	36
9.6	Water Quality Monitoring Program.....	37
9.7	Low Impact Development Education	37
10.	Conceptual Review	38
11.	Work Force Housing	38
12.	Water and Sewer Master Plans	39
13.	Strip Shopping Centers Prohibited	40
14.	Design Review	40
15.	Tract 10B	40
16.	Headings	41
17.	Severability	41
18.	Successors and Assigns	41
19.	Void if Amended Application not Approved	41
	Exhibit “A” Property Description.....	52

THESE AMENDED AND RESTATED PROFFERS (“Proffers”) are made as of this 7th day of August, 2019, by **SCP-JTL STONEHOUSE OWNER 1, LLC**, a Delaware limited liability company; **SCP-JTL STONEHOUSE OWNER 2, LLC**, a Delaware limited liability company; **STONEHOUSE OWNERS FOUNDATION**, a Virginia non-stock corporation; **NVR, INC.**, a Virginia corporation; **MARY CHRISTINA ALLEGRETTO, TRUSTEE** and **JAMES DANIEL ALLEGRETTO, TRUSTEE**, in their capacities as the trustees under that certain **RESTATED REVOCABLE TRUST AGREEMENT OF MARY CHRISTINA ALLEGRETTO dated April 21, 2006 and amended December 4, 2008**; **ANIL JAIN** and **KRISHNAN MENON**; **DAVID CHRISTOPHER FERGUSON** and **TYANNE F. MCDONALD**; **VIANNEY VICTOIRE** and **GLORIA ANN SIMONNET** (all to be indexed as a grantor) (collectively and/or individually hereinafter referred to, together with its successors and assigns, as the “Owner”); and the **COUNTY OF JAMES CITY, VIRGINIA**, a political subdivision of the Commonwealth of Virginia (the “County”) (to be indexed as grantee).

RECITALS

A. Owner is the owner of that certain real property (the “Property”) located in James City County, Virginia, more particularly described on **Exhibit A** attached hereto and made a part hereof, which is a portion of the property commonly referred to as the Stonehouse Planned Unit Development.

B. The Property constitutes all of the real property owned by Owner located within the Stonehouse Planned Unit Development. The Property is presently zoned PUD and is subject to (i) a conceptual plan of development entitled “STONEHOUSE VIRGINIA REZONING AND MASTER PLAN RESUBMITTAL”, dated January 2008, prepared by Chas. H. Sells, Inc., a copy of which is on file with the County Planning Director (the “Existing Master Plan”), and (ii) those

certain Amended and Restated Stonehouse Proffers dated November 27, 2007, which Proffers are recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City (the "Clerk's Office") as Instrument No. 080007838, as amended by First Amendment to Amended and Restated Stonehouse Proffers dated May 31, 2012 and recorded in the Clerk's Office as Instrument No. 120013165, and as amended by Second Amendment to Amended and Restated Stonehouse Proffers dated April 20, 2015 and recorded in the Clerk's Office as Instrument No. 150009210 (collectively, the "Existing Proffers").

C. Currently there are two master residential property owner associations within the Stonehouse Planned Unit Development: the Association at Stonehouse, Inc., a Virginia non-stock corporation and the Stonehouse Owners Foundation, a Virginia non-stock corporation. The Association at Stonehouse, Inc. is the master residential property owners association for the portions of the Stonehouse Planned Unit Development described in the Declaration of Covenants, Restrictions, Rights Affirmative Obligations and Conditions recorded in the Clerk's Office as Instrument Number 970015414, as amended and supplemented. The Stonehouse Owners Foundation is the master residential property owners association for the portions of the Stonehouse Planned Unit Development described in the Amended and Restated Declaration of Protective Covenants and Restrictions Stonehouse Owners Foundation recorded in the Clerk's Office as Instrument Number 100024411, as amended and supplemented.

D. Owner has applied to amend the Existing Master Plan and Existing Proffers. In connection therewith, Owner has filed a master plan amendment application and proffer amendment application with the County which have been assigned case numbers MP-18-0002, Z-18-0002 and Z-19-0010 respectively, by the County Planning Department (collectively, the "Application").

E. Owner has submitted to the County an amended plan of development entitled “Stonehouse Master Plan” prepared by Cole, Jenest & Stone, dated July 26, 2019 (the “Master Plan”) in accordance with Section 24-484 and Section 24-23 of the County Zoning Ordinance.

F. Owner has submitted to the County a community impact statement entitled “Community Impact Statement Stonehouse Master Plan Amendment”, dated July 25, 2019 (the “Community Impact Statement”) in accordance with Section 24-23 of the County Zoning Ordinance.

G. A traffic impact study entitled “Traffic Impact Study Stonehouse Master Plan Amendment, James City County, Virginia” prepared by Gorove Slade Associates, Inc., dated December 10, 2018 and Traffic Impact Study Addendum dated August 8, 2019 (the “Traffic Study”) has been submitted to the County in accordance with Section 24-484 and Section 24-23 of the County Zoning Ordinance. The Traffic Study has been reviewed and approved by the County and the Virginia Department of Transportation (“VDOT”).

H. Owner has submitted to the County (i) a listing of previous archaeological studies performed on the Stonehouse development, including on the Property, entitled “Previous Archaeological Excavations, Dated May 23, 2007” compiled by Carol Tyrer of Circa-Cultural Resource Management, LLC, (ii) a table listing all identified archaeological sites at the Stonehouse development, including the Property, entitled “Archaeological Sites at the Stonehouse Development, Dated March, 2007” compiled by Carol Tyrer of Circa-Cultural Resource Management, LLC, and (iii) a map identifying the approximate location of each of the identified archaeological sites entitled “Stonehouse Archaeological Exhibit” made by Chas. H. Sells, Inc. and dated April 3, 2007 (together, the “Archaeological Documents”). The Planning Director has reviewed and approved the Archaeological Documents and each of the studies listed therein.

I. It has been established that through the existing zoning of the Property, that the provisions of the Zoning Ordinance are inadequate for protecting and enhancing orderly development of the Property in accordance with the County Comprehensive Plan. Accordingly, the Owner, in furtherance of the Application, desires to amend and restate the Existing Proffers as 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 Section 15.2-2303 of the Code of Virginia (1950), as amended (the “Virginia Code”) and Section 24-16 of the County Zoning Ordinance.

J. The County constitutes a high-growth locality as defined by Section 15.2-2303 of the Virginia Code.

NOW, THEREFORE, in consideration of the approval by the County of the Application and the Master Plan and the acceptance of these Proffers, the Existing Proffers are hereby amended and restated insofar as they relate to the Property as set forth below. The Existing Proffers and Existing Master Plan shall continue to govern the portion of the Stonehouse Planned Unit Development not included within the Property; provided, however, these Proffers shall be deemed to satisfy Proffers 3 and 13 in the Existing Proffers. Owner agrees that the following conditions shall be met and satisfied in connection with the development of the Property.

CONDITIONS

1. **Community Association.** Owner, with the concurrence of the Association at Stonehouse, Inc., shall subject Land Bay 3, the portion of Land Bay 8 consisting of James City County Parcel Identification Number 0530100025, and Land Bay 14 (collectively, the “Mill Pond Areas”) to the existing Declaration of Covenants, Restrictions, Affirmative Obligations and Conditions for Stonehouse recorded in the Clerk’s Office as Instrument Number 970015414 including, without limitation, the architectural review process and guidelines. In the event the

Association at Stonehouse, Inc. does not agree to the above, the Mill Pond Areas shall be subject to the existing Amended and Restated Declaration of Protective Covenants and Restrictions Stonehouse Owners Foundation recorded in the Clerk's Office as Instrument Number 100024411. Owner shall organize a community association or associations (the "Community Association") in accordance with Virginia law in which all property owners in the development on the Property (other than the Mill Pond Areas), by virtue of their property ownership, shall be members, provided, however, Owner may subject by the recordation of supplemental declaration(s) all or portions of the Property to existing property owners association(s) (individually and collectively, considered the "Community Association") and restrictive covenants in satisfaction of this requirement. There shall be one master Community Association for all residential portions of the Property (including the existing Stonehouse Glen subdivision). The Governing Documents (hereinafter defined) shall (i) require that the Community Association adopt an annual maintenance budget and assess members for the maintenance of all properties owned or maintained by the Community Association and (ii) shall grant the Community Association the power to file liens on members' properties for non-payment of such assessments and for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. The Governing Documents shall also provide for one or more design review committee(s) with the power to review and approve all site development and architectural plans within the development. Owner may organize separate neighborhood or commercial associations and impose supplemental or different restrictive covenants on individual sections of the Property. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the

Community Association shall be submitted to the County Attorney for review and approval for consistency with these Proffers.

2. **Density.** There shall be no more than 2,392 residential units and no more than 870,000 square feet of non-residential uses, excluding recreational uses, permitted on the Property. Of the 2,392 residential units no more than 1,200 residential units shall be B - attached structures containing two to four dwelling units, C - attached structures containing more than four dwelling units or D - apartments as those terms are defined in Section 24-487 of the County Zoning Ordinance. Owner shall provide on each site plan or subdivision plan for any development within the Property a then-current accounting of the number of residential units, unit type, and square footage of non-residential development that have previously been approved by the County and are proposed by the plan being submitted for review in a form reasonably acceptable to the Planning Director to permit the accurate tracking of the progression of the development of the Property in accordance with these Proffers.

3. **Transportation Improvements.** This Proffer sets forth external and internal road and intersection improvements recommended in the Traffic Study and the phasing of the construction of such improvements.

3.1 **Phase 1 Transportation Improvements.** The construction, installation, and/or implementation of the following improvements shall be completed or 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 assurances to be herein referred to as a “Guarantee” or “Guarantees”) at the times required below:

(a) Modification of the pavement and/or pavement markings on the westbound Fieldstone Parkway approach to State Route 30 to add and/or delineate a second

exclusive left-turn lane in connection with the installation of the traffic signal proffered in subsection (b) of this Section 3.1; and

(b) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 130 total dwelling units or 27,000 square feet (“sf”) of non-residential use(s) on the Property (or, any combination of such uses that would result in 62 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of State Route 30 and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and Fieldstone Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner’s development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 390 total dwelling units or 81,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 186 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT another traffic signal warrant analysis for the intersection of State Route 30 and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and Fieldstone Parkway prior to such final site plan or subdivision

plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based upon an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of State Route 30 and Fieldstone Parkway prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and Fieldstone Parkway prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of the traffic signal at the intersection of State Route 30 and Fieldstone Parkway when deemed warranted by VDOT.

(c) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 400 total dwelling units on the Property within Tract 2 and Tract 3 (Parcels D through I), Owner shall submit to the County and VDOT a left turn lane warrant analysis for the intersection at the southern entrance to Parcel B and the single entrance to Parcel C heading northbound on Six Mount Zion Road. In the event the analysis concludes, and VDOT concurs, that a left turn lane is warranted at one or both entrances, then the Owner shall Guarantee such left turn lane(s) prior to such final site plan or subdivision plat approval and shall complete the installation of such left turn lane(s) prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such left turn lane(s) is/are not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed

above the foregoing threshold; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 600 total dwelling units on the Property within Tract 2 and Tract 3 (Parcels D through I), Owner shall submit to the County and VDOT another left turn lane warrant analysis for the intersection at the southern entrance to Parcel B and the single entrance to Parcel C heading northbound on Six Mount Zion Road. In the event the analysis concludes, and VDOT concurs, that such left turn lane(s) is/are warranted at one or both entrances, then the Owner shall Guarantee such left turn lane(s) prior to such final site plan or subdivision plat approval and shall complete the installation of such left turn lane(s) prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such left turn lane(s) is/are still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing threshold; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee such left turn lane(s) prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent left turn lane warrant analysis for the intersection at the southern entrance to Parcel B and the single entrance to Parcel C heading northbound on Six Mount Zion Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property within Tract 2 and Tract 3 (Parcels D through I), and (3) complete the installation of such left turn lane(s) when deemed warranted by VDOT.

(d) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 522 total dwelling units or 75,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 248 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County

and VDOT a traffic signal warrant analysis for the intersection of State Route 30 and the I-64 Westbound Off/On-Ramps. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,000 total dwelling units or 170,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 476 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and I-64 Westbound Off/On-Ramps. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to such final site plan or

subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps when deemed warranted by VDOT.

(e) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 522 total dwelling units or 120,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 248 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of State Route 30 and LaGrange Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and LaGrange Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,200 total dwelling units or 275,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 571 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and LaGrange Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic

signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and LaGrange Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of State Route 30 and LaGrange Parkway prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and LaGrange Parkway prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of State Route 30 and LaGrange Parkway when deemed warranted by VDOT.

(f) Owner shall provide as a separate supplemental document with each site plan or subdivision plan for any development within the Property which would result in a mix of non-residential and residential units on the Property (and with each site plan or subdivision plan for any development within the Property thereafter), the projected peak hour vehicle trip generation associated with the development (i) proposed by the corresponding site plan or subdivision plan submission, and (ii) which has previously received final site plan or final subdivision plat approval from the County (and any site plans or subdivision plans for development within the Property then under review) in a form reasonably acceptable to the Planning Director

to permit the accurate tracking of the progression of the development of the Property in accordance with these Proffers.

3.2 Phase 2 Transportation Improvements. The following additional improvements shall be completed or Guaranteed at the times required below:

(a) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 657 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 313 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Six Mount Zion Road and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a

traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Fieldstone Parkway prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway when deemed warranted by VDOT.

(b) Install an eastbound right turn lane on Fieldstone Parkway at the intersection of Six Mount Zion Road with installation of the traffic signal proffered with subsection (a) of this Section 3.2.

(c) Install a northbound left turn lane on Six Mount Zion Road at the intersection of Fieldstone Parkway with installation of the traffic signal proffered with subsection (a) of this Section 3.2.

(d) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips

based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, the Owner shall Guarantee a traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an

agreed upon alternative timing plan, then the Owner shall (1) Guarantee a traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(e) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a warrant analysis for an exclusive westbound right-turn lane on Mount Laurel Road at the intersection of Six Mount Zion road. In the event the analysis concludes, and VDOT concurs, that an exclusive right-turn lane is warranted at this intersection, the Owner shall Guarantee such turn-lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn-lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such turn lane is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour

vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent warrant analysis for an exclusive westbound right-turn lane on Mount Laurel Road at the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that such turn lane is warranted at this intersection, then the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such turn lane is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, then the Owner shall (1) Guarantee a such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent turn lane warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(f) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a warrant analysis for an exclusive northbound right-turn lane on Six Mount Zion Road

at the intersection of Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that an exclusive right-turn lane is warranted at this intersection, the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such turn lane is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent warrant analysis for an exclusive northbound right-turn lane on Six Mount Zion Road at the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that such turn lane is warranted at this intersection, then the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such turn lane is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, then the Owner shall (1) Guarantee a such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat

approval, (2) submit to the County and VDOT a subsequent turn lane warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(g) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a warrant analysis for an exclusive southbound left-turn lane on Six Mount Zion Road at the intersection of Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that an exclusive left-turn lane is warranted at this intersection, the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such turn lane is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent warrant analysis for an exclusive southbound left-turn lane on Six Mount Zion Road at the intersection of Six Mount Zion Road and Mount Laurel Road. In

the event the analysis concludes, and VDOT concurs, that such turn lane is warranted at this intersection, then the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such turn lane is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, then the Owner shall (1) Guarantee a such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent turn lane warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(h) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,932 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 920 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall install or Guarantee:

(i) a second exclusive left-turn lane for the northbound State Route 30 approach to the I-64 Westbound Off/On-Ramps intersection at Exit 227 and widen the westbound I-64 On-Ramp to consist of two receiving lanes including corresponding modifications to the traffic signal proffered in Section 3.1(d).

(ii) a second exclusive left-turn lane on the I-64 Westbound Off-Ramp approach at State Route 30 including corresponding modifications to the traffic signal proffered in Section 3.1(d).

(i) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,662 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 790 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall install or Guarantee:

(i) a modification of the pavement and/or pavement markings on La Grange Parkway to add and/or delineate a second exclusive left-turn lane to the westbound LaGrange Parkway approach to State Route 30, including corresponding modifications to the traffic signal proffered in Section 3.1(e).

(ii) a second exclusive left-turn lane for the southbound State Route 30 approach to the LaGrange Parkway intersection, including corresponding modifications to the traffic signal proffered in Section 3.1(e).

(j) If Owner fails to comply with a requirement set forth in Section 3.1 or 3.2 hereof, the County shall not be obligated to grant the corresponding final subdivision or site plan approval or building permits, as applicable, unless and until such requirement is met.

(k) Owner shall provide, as a separate supplemental document with each site plan or subdivision plan for any development within the Property, the projected peak hour vehicle trip generation associated with the development (1) proposed by the corresponding site plan or subdivision plan submission, and (2) which has previously received final site plan or final subdivision plat approval from the County (and any site plans or subdivision plans for development within the Property then under review) in a form reasonably acceptable to the Planning Director

to permit the accurate tracking of the progression of the development of the Property in accordance with these Proffers.

3.3 Updated Traffic Study. Owner may have the Traffic Study updated, amended, or supplemented from time to time by an independent traffic consultant and may submit any such updated, amended, or supplemented Traffic Study to the Board of Supervisors and VDOT for approval. The schedule of road and intersection improvements and the phasing thereof set forth above may be amended based on such updated, amended, or supplemented Traffic Study submitted to the Board of Supervisors and VDOT. Owner shall convey, without charge, to VDOT or the County, as appropriate, all right of way owned by it that is necessary for such improvements and, when completed, shall dedicate all such improvements to VDOT or the County, as appropriate.

3.4 Traffic Signal Warrant Analyses. If VDOT determines that any intersection at which a traffic signal is proffered is approaching meeting warrants for installation of the traffic signal, then at the request of VDOT, Owner shall have a warrant analysis of that intersection conducted and submitted to the County and VDOT.

3.5 VDOT Standards. All improvements proffered in this Section 3 shall be designed and constructed in accordance with applicable VDOT standards and guidelines. All traffic signals proffered hereby shall be designed and installed to accommodate future proffered traffic improvements. Traffic signal timing equipment will be modified and signal timing plans updated as required by VDOT concurrently with capacity improvements at the intersection in question. All traffic signals proffered hereby shall include signal coordination equipment if required by VDOT.

3.6 FHWA Approvals. The proffered modifications to Interstate 64 interchanges will require the approval of the Federal Highway Administration (“FHWA”). If FHWA approval of a modification is not granted after submission through and with the approval of VDOT of all

appropriate and required interchange modification applications and supporting documentation, Owner shall propose to the Board of Supervisors and VDOT substitute improvements and provide VDOT and the Board of Supervisors with a traffic study showing the impact of the proposed substitute improvements, commensurate in traffic benefit and costs with the proffered interchange modifications for review and approval by the Board of Supervisors and VDOT. If such substitute improvements are approved by the Board of Supervisors and VDOT, the completion or posting of Guarantees for their completion with the County shall satisfy the obligation of Owner with respect to the proffered interchange modification for which FHWA approval was not granted.

3.7 Internal Road and Intersection Improvements.

(a) Owner shall improve the portion of Mount Laurel Road if required to meet current VDOT Standards for a 2 lane local road (as identified on the James City County Comprehensive Plan) from Six Mount Zion Road to any entrances constructed on Mount Laurel Road providing access to/from Tract 11A or Tract 11B. Signage shall be provided along Mount Laurel Road to make such roadway a “signed shared roadway” consistent with VDOT regulations.

(b) Owner shall improve the portion of Six Mount Zion Road if required to meet current VDOT Standards for a 2 lane local road (as identified on the James City County Comprehensive Plan) from Ware Creek Road northerly to any entrances constructed on Six Mount Zion Road providing access to/from Tract 2 or Tract 3.

(c) Owner shall improve the portion of Ware Creek Road if required to meet current VDOT Standards for a 2 lane local road (as identified on the James City County Comprehensive Plan) from Six Mount Zion Road to any entrances constructed on Ware Creek Road providing access to/from Tract 2, Tract 11B, or Tract S.

(d) With the prior approval of VDOT, at such time as any of the proffered improvements to the Six Mount Zion Road/Fieldstone Parkway intersection are triggered, Owner may install a roundabout meeting VDOT requirements in lieu of the improvements to the Six Mount Zion Road/Fieldstone Parkway intersection proffered above to include, without limitation, any turn lanes.

(e) With the prior approval of VDOT, at such time as any of the proffered improvements to the Six Mount Zion Road/Mount Laurel Road intersection are triggered, Owner may install a roundabout meeting VDOT requirements in lieu of the improvements to the Fieldstone Parkway/Mount Laurel Road intersection proffered above to include, without limitation, any turn lanes.

3.8 External Road Connections. Within one year from the date of approval of the requested rezoning by the Board of Supervisors, Owner shall petition VDOT to permit the disconnection of Ware Creek Road immediately west of its intersection with Mount Laurel Road from the portion of Ware Creek Road that extends through the Property and, if VDOT approval is obtained, physically disconnect the road, to prevent traffic from the Property from using Ware Creek Road to access Croaker Road. If VDOT refuses to allow this disconnection, Owner shall not improve a segment of Ware Creek Road of at least 1,500 linear feet in length to the west of its intersection with Mount Laurel Road to the first subdivision road in the Property and through the use of signage and other measures as approved by VDOT shall attempt to de-emphasize Ware Creek Road as a means of ingress and egress to and from the Property. A plan for signage and other measures shall be submitted within 180 days of VDOT's notification to Owner of a denial of the petition, should this occur, for Planning Director review and approval, and shall be

implemented within 180 days of such approval or within such other timeframe as is agreed to in advance by both parties.

4. **Public Sites.**

4.1 School Site. Owner shall, in accordance with the terms and conditions set forth in a Memorandum of Understanding and Agreement between the Owner and the County, of even date herewith, (i) convey to the County, without consideration, a site containing approximately 88.73 gross acres (the “School Site”) in the location shown on the Master Plan as “9 MIDDLE SCHOOL”; or (ii) make a one-time contribution of \$837,200.00 for use by the County in expanding school capacity within the County.

4.2 Public Recreation Trail. A public recreation trail (“Public Trail”) will be developed within a portion of the Property as more particularly described herein. Any portions of the Public Trail located outside of public right of way will be owned and maintained by the Community Association but open for use by the public subject to reasonable rules and regulations agreed upon by the Community Association and the County. Any sections of the multi-use paths located outside of public right of way and owned and maintained by the Community Association shall be built to paved trail standards as defined in the now current version of the Parks and Recreation Greenway Master Plan, dated June 25, 2002. Any portion of the Public Trail which is located within the public right of way and to be publically maintained shall be built to VDOT standards. The Public Trail will consist of a minimum of:

(a) 10,000 linear feet of multi-use trail or shoulder bike lane along Six Mount Zion Road. All improvements to Route 600 within the Property shall include a shoulder bike lane or multi-use trail except where Route 600 passes under Interstate 64 in which location a 5 foot sidewalk, which shall transition or tie into the multi-use trail or shoulder bike lane segments, as

applicable, located immediately to the north and south of the subject Interstate 64 overpass area, shall be installed (subject to receipt of all applicable governmental approvals);

(b) 8,000 linear feet of multi-use trail along Ware Creek Road; and

(c) 6,000 linear feet of multi-use trail along Mt. Laurel Road.

The Public Trail will be installed at the time the adjacent road is constructed or improved with the development of adjacent parcels. Any portions of the Public Trail subject to VDOT policies and regulations shall have signage consistent with those requirements.

4.3 Reversion. If (i) the Board of Supervisors makes a formal determination by resolution not to use the School Site conveyed to the Williamsburg-James City County Public School Division or applicable school board for the school facilities before construction of any improvements on such School Site, or (ii) construction of improvements has not been commenced within fifteen (15) years from the date of conveyance to the Williamsburg-James City County Public School Division or the applicable school board, then at the option of Owner title to the School Site shall revert to (a) the Owner or an entity designated by Owner (if, at such time, Owner owns any of the Property), or, if Owner does not then own any of the Property, (b) the master Community Association. The County, at the request of the Owner or Community Association (as applicable), shall deliver deeds to the Owner or Community Association, as provided above, evidencing such reversion of title. The County's obligation to return the School Site to the Owner or Community Association (as applicable) shall expire on the earlier of (i) the commencement of construction on the School Site; and (ii) the fortieth anniversary of the approval of the Application by the County.

5. **Community and Recreational Facilities.**

5.1 **Facilities and Phasing.** Owner shall construct the community and recreational facilities described below (conditioned upon Owner's obtaining all required governmental permits and approvals and in accordance with the now current James City County Parks and Recreation Master Plan Update 2017 – Appendix F Development Guidelines) generally in the locations shown on the Master Plan:

(a) Tract 3 Amenity (H) – A community building, swimming pool and playground (which currently exist). Before the issuance of the 800th building permit on the Property and within the Stonehouse Glen subdivision, 1 multi-purpose court will be constructed on the Amenity H property.

(b) Ware Creek Road Amenity (A) – Concurrent with the first preliminary site plan or subdivision plan approval for development on all or a portion of Tract 2, Tract S, Tract 3 Parcel D, or Tract 3 Parcel E, conceptual site plans for a single community facility or multiple community facilities totaling approximately 8 acres across Tract 2, Tract S, Tract 3 Parcel D, or Tract 3 Parcel E shall be submitted to the County. Such facility or combination of facilities shall include 3,000 sf of buildings, one swimming pool, one multi-purpose grass field of adequate size to accommodate a regulation soccer field, and one multi-purpose court. The facility or facilities will be required to be open to the homeowners prior to the issuance of more than 1,200 building permits on the Property.

(c) Tract 11A Amenity (B) – Concurrent with the first preliminary site plan or subdivision plan approval for Tract 11A, a conceptual plan for an approximately 8 acre community facility in Tract 11A, with a pavilion, outdoor fitness equipment, and a multi-purpose grass field of adequate size to accommodate a regulation soccer field, will be submitted to the

County. The facility will be required to be open to the homeowners prior to the issuance of more than 150 building permits on Tract 11A.

(d) Tract 10B Amenity (C) – Concurrent with the first preliminary site plan or subdivision plan approval for Tract 10B, a conceptual plan for an approximately 17 acre multi-use outdoor recreation facility and two multipurpose/soccer fields in Tract 10B as shown, generally, on that certain exhibit entitled “Tract 10B Preservation Square”, dated July 26, 2019, prepared by Cole Jenest & Stone, a copy of which is on file with the County Planning Director, will be submitted to the County. The facility will be required to be open to the homeowners prior to the issuance of more than 40 building permits on Tract 10B.

(e) Playgrounds – A minimum of 3 playgrounds shall be provided within the Property. Such playgrounds will be sited, identified, and the apparatus’ specified within the preliminary site plan or subdivision plan where such facilities are to be located.

(f) Land Bay 5 Amenity (K) – Concurrent with the first preliminary site plan or subdivision plan approval for Land Bay 5, a conceptual plan for an approximately 2 acre groomed passive open space, will be submitted to the County. The facility will be required to be open to the homeowners prior to the issuance of more than 80 building permits on Land Bay 5.

5.2 Modification of Facilities. The exact facilities to be provided at each amenity site may be modified from time to time by Owner (or the Community Association if ownership of such site has been conveyed to same) provided any such modification provides an equivalent or greater recreational benefit. Any such modification shall be subject to the prior approval of the Planning Director for consistency with this Proffer.

5.3 Trail System. In addition to the Public Trail, Owner shall install a minimum of 16,000 linear feet of soft-surface trail(s) within Tracts 11A, 11B, and S which provide connection

to Six Mount Zion Road, Ware Creek Road, and Mt. Laurel Road. Design plans for the path within a Tract shall be submitted to the County with the first development plan for the Tract and construction of such path shall begin or Guarantees for such construction shall be posted before the County is obligated to grant final subdivision or site plan approval for more than 50% of residential lots or units permitted in the Tract and in any event the path shall be installed within three years from the date of final approval of the first subdivision plat or site plan for development within the Tract in question. Such soft-surface trails shall be built to mulch trail standards as currently defined in the Parks and Recreation Greenway Master Plan, dated June 25, 2002.

6. **Archaeological Sites.**

6.1 **Archaeological Sites.**

(a) Prior to the issuance of building permits that would result in more than 50 total dwelling units or 30,000 sf of non-residential use(s) on Tract 10B, an interpretive kiosk will be constructed or Guaranteed, as generally depicted upon that certain exhibit entitled “Tract 10B Preservation Square”, dated July 26, 2019, prepared by Cole Jenest Stone, a copy of which is on file in the Office of the County Planning Director. This interpretive kiosk will provide images and a cultural narrative of the historical events, significance, and sites that are located on the Stonehouse property.

(b) Archaeological sites listed in the Archaeological Documents (defined in Recital H) (each referred to as a “Site”) that are potentially eligible for the National Register of Historic Places that can be avoided by the development will be clearly marked on site plans or subdivision construction plans (“development plans”). In addition, if land clearing or construction activities take place near a Site area, then the Site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing near the area. If a Site cannot be avoided by the

development, then a Phase II evaluation will be completed on the Site prior to any land disturbance activity in the Site area. The Phase II evaluation will be submitted to the County Planning Director for review.

(c) At the conclusion of the Phase II evaluation, if a Site is determined not eligible for listing on the National Register of Historic Places, then development may occur in the Site area. If the determination is made that a Site is eligible for listing on the National Register of Historic Places, then several mitigation options are available:

(i) Avoidance. The Site may be avoided by the development by setting aside the Site in a park, RPA buffer, or vegetative area. National Register-eligible archaeological Sites that can be avoided by the development will be clearly marked on project development plans. In addition, if land clearing or construction activities take place near the Site area, then the Site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing in the area.

(ii) Partial Avoidance/Data Recovery. The Site may be partially avoided and partially impacted. In this case, data recovery will be limited to the Site area to be impacted. The portion of the Site area to be avoided will be clearly marked on project development plans. In addition, if land clearing or construction activities take place near the Site area, then the remaining Site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing in the area. A Treatment Plan for the portion of the Site area to be impacted will be completed and submitted to the County Planning Director for review.

(iii) Data Recovery. If the Site cannot be avoided, then a Treatment Plan will be completed and submitted to the County Planning Director for review.

(d) If the Phase II or Phase III study of a Site determines the Site is eligible for inclusion on the National Register of Historic Places and such Site is to be preserved in place, the treatment plan shall include nomination to the National Register of Historic Places. All approved treatment plans shall be incorporated into the plan of development for the affected portion of the Property and the clearing, grading or construction activities thereon.

6.2 Unexpected Archaeological Discoveries. Should previously unidentified historic properties be identified during development of the Property, the applicant will halt all construction work involving subsurface disturbance in the area of the resource and in the surrounding area where further subsurface remains can reasonably be expected to occur and notify the Planning Director and the Virginia State Historic Preservation Officer (“SHPO”) of the discovery. The Planning Director and the SHPO will be allowed to immediately inspect the work site and determine the area and nature of the affected archaeological resource. Construction work may then continue in the area outside the archaeological resource as defined by Planning Director and the SHPO, or their designated representative. Within 14 working days of the original notification of discovery, the Planning Director, in consultation with the SHPO, will determine the National Register eligibility of the resource based on information provided by Owner’s archaeologist recovered from the field, site type, artifacts, and historic research. If the resource is determined eligible for the National Register, the applicant will prepare a plan for its avoidance, protection, recovery of information, or destruction without data recovery. The plan shall be approved by the Planning Director, in consultation with the SHPO, prior to implementation. Work in the affected area shall not proceed until either (i) the development and implementation of appropriate data recovery or other recommended mitigation procedures, or (ii) the determination is made that the located remains are not eligible for inclusion on the National Register.

6.3 Qualifications and Standards. The archaeological excavations will be conducted under the direct supervision of an archaeologist who meets the *Secretary of the Interior's Professional Qualification Standards*. All work and resulting reports will meet the *Secretary of the Interior's Standards and Guidelines for Archaeology and Historic Preservation* and applicable Virginia Department of Historic Resource guidance.

7. **Cash Contributions for Community Impacts.**

(a) Owner shall make a one-time contribution to the County of \$2,571.27 for each residential dwelling unit constructed on the Property. Such contributions shall be used by the County for school uses.

(b) Owner shall make a one-time contribution to the County of \$1,254.94 for each residential dwelling unit constructed on the Property. Such contributions shall be used by the County for the provision of affordable housing within the County.

(c) Owner shall make to the JCSA a one-time contribution \$0.14 per gallon per day of average daily sanitary sewage flow for each non-residential building based on the use of the building(s) the sewer flows from which discharge into JCSA Lift Station 9-5 as determined by JCSA.

(d) Owner shall make to the JCSA a one-time contribution of \$0.31 per gallon per day of average daily sanitary sewage flow for each non-residential building based on the use of the building(s) the sewer flows from which discharge into JCSA Lift Station 9-7 as determined by JCSA.

(e) Owner shall make a one-time contribution of \$800,000.00 for use by the County in expanding school capacity within the County. The foregoing contribution shall be made by Owner to the County upon the earlier of (i) the approval by the County of site plans or

subdivision plats for at least 1,000 dwelling units on the Property, or (ii) within 90 days after receipt of a written request from the school district for the funds. The County shall not be obligated to grant final subdivision plat or site plan approval for residential dwelling units on the Property after such payment is triggered until the contribution is made.

(f) The contributions described in subsections (a) through (d) above shall be payable at the time of issuance of a certificate of occupancy for the residential unit or non-residential building.

(g) The per unit contribution amounts shall consist of the amounts set forth in subsections (a) and (b) above plus any adjustments included in the Marshall and Swift Building Costs Index (the “Index”) from 2019 to the year a payment is made if payments are made after on or after January 1, 2020. The per unit contribution amount shall be adjusted once a year with the January supplement of the Index of the payment year. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in the preceding subsections of this Section. In the event that the Index is not available, a reliable government or other independent publication evaluating information heretofore used in determining the Index (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary factor for purposes of increasing the per unit contribution to approximate the rate of annual inflation in the County.

(h) The County, JCSA, and Owner acknowledge and agree that the obligations of Owner to make cash contributions for water system improvements is governed by the Water Facilities Agreement dated April 29, 2005 among JCSA and the predecessors in title to Owner to the Property.

8. **Water Conservation.**

(a) The Owner shall be responsible for developing water conservation standards to be submitted to and approved by JCSA. The Community Association shall be responsible for enforcing these standards. The standards shall address such water conservation measures as (i) use of a reclaimed water system (“Reclaimed Water System”) for irrigation if such system is constructed, (ii) limitations on the installation and use of irrigation systems (other than the Reclaimed Water System) and irrigation wells, (iii) if the Reclaimed Water System is not constructed, the use of approved landscaping materials such as warm season turf in appropriate growing areas and drought tolerant native plants, and (iv) 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 JCSA prior to final subdivision or the plan approval for development on the Property.

(b) If the Owner desires to have outdoor watering of common areas on the Property it shall provide water for irrigation utilizing the Reclaimed Water System if it is constructed or otherwise from recycled water or surface water collection from surface water ponds and shall not use JCSA water or well water for irrigation purposes, except as provided below. This requirement prohibiting the use of well water may be waived or modified by the General Manager of JCSA if the Owner demonstrates to JCSA General Manager that there is insufficient water for irrigation from recycled water or in the surface water impoundments, and the Owner may apply for a waiver for shallow (less than 100 feet) wells to supplement the recycled water supply or surface water impoundments. Owner acknowledges a waiver will be required for each well requested.

9. **Environmental Protection.**

9.1 **Stormwater Management Plans.** At least 60 days prior to submission of development plans for a Tract as designated on the Master Plan within the Property, Owner shall submit to the County a conceptual master stormwater management plan for that Tract (“Stormwater Plan”). Each Stormwater Plan shall include the following: (i) narrative providing information about specific site plans including proposed land use, significant environmental constraints, and proposed method for meeting stormwater management requirements; (ii) preliminary site plan with conceptual layout of road network and utilities; (iii) completed Significant Design Consideration Checklist; (iv) identification of proposed location and type of each stormwater management device; (v) mapping of existing conditions drainage areas and environmental constraints; (vi) identification of stream crossings including proposed type of crossing and summary of environmental impacts and mitigation requirements; and (vii) outfall channels. The submittal will not include calculations or detail sheets representing the design of stormwater management devices.

9.2 **Stormwater Management Inventory System.** Owner shall create a comprehensive inventory of all stormwater management devices within the Property. This inventory shall include data sheets for every device that will include basic information including location, type, and size of device. Additionally, a digital picture and other design information such as required storage volume and general operations and maintenance requirements shall be included. The goal of the system is to provide an interactive means by which the Community Association can maintain the stormwater management system and work proactively with the County. The database will be designed in accordance with any existing James City County stormwater management inventory

standards. The initial version of the system shall be submitted with the first conceptual Stormwater Plan for the Property and the inventory system shall be updated as each Tract develops.

9.3 Building RPA Setback. A 25 foot setback from the defined RPA buffer is hereby established so that no building will be erected within 25 feet of the RPA. This additional setback shall be shown on all site plans, subdivision plans, and plans of development.

9.4 Natural Resources. A natural resource inventory of suitable habitats for S1, S2, S3, G1, G2, or G3 resources as defined in the County's Natural Resources Policy on the portion of the Property then proposed for development shall be submitted to the Planning Director for his/her review and approval prior to land disturbance of such portion of the Property. If the inventory confirms that a natural heritage resource exists, a conservation management plan shall be submitted to and approved by the Planning Director for the affected area. All inventories and conservation management plans shall meet the Virginia Department of Conservation and Recreation's Division of Natural Resources ("DCR/DNH") standards for preparing such plans, and shall be conducted under the supervision of a qualified biologist as determined by the DCR/DNH or the United States Fish and Wildlife Service. All approved conservation management plans shall be incorporated into the plan of development for the portion of the Property then proposed for development, and the clearing, grading or construction activities thereon, to the maximum extent possible. Upon approval by the Planning Director, a mitigation plan may substitute for the incorporation of the conservation management plan into the plan of development for the site. This proffer shall be interpreted in accordance with the County's Natural Resources Policy adopted by the County on July 27, 1999.

9.5 Nutrient Management Plan. The Association shall be responsible for contacting an agent of the Virginia Cooperative Extension Office ("VCEO") or, if a VCEO agent is unavailable,

a soil scientist licensed in the Commonwealth of Virginia, an agent of the Soil and Water Conservation District or other qualified professional to conduct soil tests and to develop, based upon the results of the soil tests, customized nutrient management plans (the “Plans”) for all common areas within the Property and for the single family lots shown on each subdivision plat of the Property. The Plans shall be submitted to the County’s Stormwater & Resource Protection Director for review and approval prior to the issuance of the building permits for more than 25% of the units shown on the subdivision plat. Upon approval, the Owner so long as it controls the Community Association and thereafter the Community Association shall be responsible for ensuring that any nutrients applied to common areas which are controlled by the Community Association be applied in strict accordance with the Plan. The Owner shall provide a copy of the individual Plan for each lot to the initial purchaser thereof. Within five years after issuance of the Certificate of Occupancy for the first dwelling unit on the Property and every three years thereafter, a turf management information seminar shall be conducted on the site. The seminar shall be designed to acquaint residents with the tools, methods, and procedures necessary to maintain healthy turf and landscape plants.

9.6 Water Quality Monitoring Program. Owner shall cooperate with the Environmental and Stormwater Divisions in establishing three water quality monitoring stations on the Property in locations approved by Owner. These stations will be located to operate in conjunction with any other stream monitoring conducted by Owner pursuant to permit or regulatory requirements.

9.7 Low Impact Development Education. Prior to the issuance of building permits that would result in more than 50 total dwelling units or 30,000 sf of non-residential use(s) on Tract 10B, an interpretive kiosk will be constructed or Guaranteed, as generally depicted upon that

certain exhibit entitled “Tract 10B Preservation Square”, dated July 26, 2019, prepared by Cole Jenest & Stone, a copy of which is on file in the Office of the County Planning Director. This interpretive kiosk will provide images and a narrative explaining the significance of low impact development techniques and the location of example features within the Property.

10. **Conceptual Review.** At least 60 days prior to submission of a development plan for all or any portion of a Tract, Owner shall submit a conceptual development plan for the development of the entire Tract to the Planning Director for review and comment by the Planning Director and the Development Review Committee. The conceptual development plan shall show the layout of lots/units or commercial buildings, density in units or square footage, road locations, amenity areas and improvements, trails and pedestrian paths, common and natural open space, required or proffered buffers, proposed clearing limits and any archaeology or natural resource preservation areas within the tract. Such review shall be for the purposes of determining general consistency with zoning ordinance requirements, the Master Plan, these proffers, and other applicable County policies.

11. **Work Force Housing.** A minimum of 85 of the residential units shall be offered for sale at a price at or below \$313,735.50 (“Workforce Units”) subject to adjustment as set forth herein. The maximum price for Workforce Units shall be adjusted annually, on January 1st of each year, by increasing such price by the cumulative rate of inflation as measured by the Index annual average change for the period from 2019 to the year a Workforce Unit is sold if such sale occurs on or after January 1, 2020. In the event that the Index is not available, a reliable government or other independent publication evaluating information heretofore used in determining the Index (approved in advance by the County Manager of Financial Management

Services) shall be relied upon in establishing an inflationary factor for purposes of increasing the maximum price for Workforce Units to approximate the rate of annual inflation in the County.

The Planning Director shall be provided with a copy of the settlement statement for each sale of a Workforce Unit and a spreadsheet prepared by Owner showing the prices of all of the Workforce Units that have been sold for use by the County in tracking compliance with the price restrictions applicable to the Workforce Units.

12. **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 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. The overall Master Water Plan shall also identify at what point in the development a future water source/facility may be required. JCSA will not require lift station locations and gravity sewer layout to be shown as part of the overall Master Sewer Plan. These items will be included on sub-Development Area master plan submittals when more detail can be provided (i.e. lift station locations, gravity sewer layout, looping of waterlines, etc.). It is understood the Reclaimed Water System if implemented will impact the overall Master Sewer Plan. Assuming that the project will be moving forward with sections of the development prior to this determination, notes/disclaimers will be added to the overall Master Sewer Plan stating the

water re-use facility is not included. If the Reclaimed Water System does happen, then revised overall Master Sewer Plans will have to be submitted.

13. **Strip Shopping Centers Prohibited**. No non-residential development in Tract 10 shall consist of an unbroken row or line of building fronts which are one unit deep and parallel or principally oriented to either Fieldstone Parkway or Six Mount Zion Road, with the parking field for such buildings located between the building and Fieldstone Parkway. It is the intent of this proffer to prohibit retail development commonly known as “strip retail/commercial development.” Development plans for non-residential development in Tract 10 shall be subject to approval by the Planning Director as to their compliance with this proffer.

14. **Design Review**. Owner shall prepare and submit design review guidelines for each Tract of the Property to the Planning Director setting forth design and architectural standards consistent with the section of the Community Impact Statement, a copy of which is on file in the Office of the County Planning Director, entitled “Architectural Criteria” for the development of the Tract prior to the County being obligated to grant final approval to any development plans for the Tract (the “Guidelines”). Owner shall establish one or more Design Review Board(s) to review all building plans and building elevations for conformity with the Guidelines and to approve or deny such plans.

15. **Tract 10B**. Prior to approval of a site plan and/or subdivision plan for residential development of Tract 10B, Owner shall obtain approval of a subdivision plat that establishes a parcel or parcels for the non-residential use intended on Tract 10B. Such residential site plan and or subdivision plan shall include easements for access and utilities adequate to serve the non-

residential development intended for Tract 10B. The gross acreage of non-residential use(s) in Tract 10B shall be not less than 8.0 acres.

16. **Headings.** All section and subsection headings of Conditions herein are for convenience only and are not a part of these Proffers.

17. **Severability.** If any condition or part thereof set forth herein shall be held invalid or unenforceable for any reason by a court of competent jurisdiction, the invalidity or unenforceability of such condition or part thereof shall not invalidate any other remaining condition contained in these Proffers.

18. **Successors and Assigns.** These Proffers shall run with the title to the Property and shall be binding on the parties hereto and their respective successors and assigns; provided, however once a party ceases to own any portion of the Property, such party shall have no continuing liability hereunder.

19. **Void if Amended Application not Approved.** In the event that the Amended Application is not approved by the County or is overturned by subsequent judicial determination, these Proffers and the Master Plan shall be null and void.

[Signatures located on following pages]

Signature page to the Amended and Restated Stonehouse Proffers.

WITNESS the following signatures and seals:

SCP-JTL STONEHOUSE OWNER 1 LLC

By: David C. Lane
Title: AUTHORIZED Representative

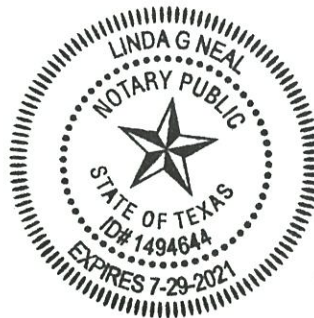
STATE OF TEXAS
CITY/COUNTY OF DALLAS, to-wit:

The foregoing instrument was acknowledged before me this 20th day of September, 2019, by DAVID A. LANE, AUTHORIZED REPRESENTATIVE, of SCP-JTL STONEHOUSE OWNER 1 LLC, a Delaware limited liability company, on behalf of the company.

Linda A. Neal
NOTARY PUBLIC

My commission expires:

7-29-2021



Signature page to the Amended and Restated Stonehouse Proffers.

SCP-JTL STONEHOUSE OWNER 2 LLC

By: David C. Lane
Title: AUTHORIZED REPRESENTATIVE

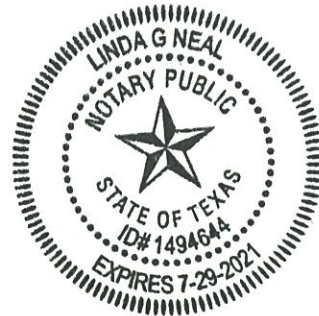
STATE OF TEXAS
CITY/COUNTY OF DALLAS, to-wit:

The foregoing instrument was acknowledged before me this 20th day of September, 2019, by DAVID A. LANE, AUTHORIZED REPRESENTATIVE, of SCP-JTL STONEHOUSE OWNER 2 LLC, a Delaware limited liability company, on behalf of the company.

Linda A. Neal
NOTARY PUBLIC

My commission expires:

7-29-2021



Signature page to the Amended and Restated Stonehouse Proffers.

STONEHOUSE OWNERS FOUNDATION

By: Robert W. Woodruff
Title: PRESIDENT

STATE OF Virginia
CITY/COUNTY OF London, to-wit:

The foregoing instrument was acknowledged before me this 23RD day of September, 2019, by Robert W. Woodruff, President, of STONEHOUSE OWNERS FOUNDATION, a Virginia

Timothy O. Trant II
NOTARY PUBLIC

My commission expires:

2/28/2021



Signature page to the Amended and Restated Stonehouse Proffers.

NVR, INC.

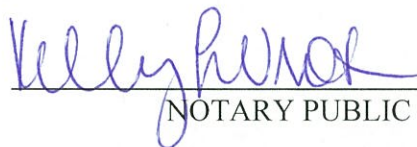


By: _____

Title: Vice President

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged before me this 23 day of September, 2019, by Jeff Ambrose, Vice President, of NVR, INC., a Virginia corporation, on behalf of the company.



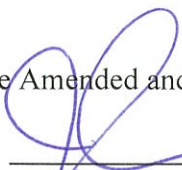
NOTARY PUBLIC

My commission expires:

5/31/2023

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.


The authorized officer of NVR, Inc.
Attorney in fact for Anil Jain.
Anil Jain

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Anil Jain

Name: Jeffrey C. Ambrose
Title: Authorized Officer

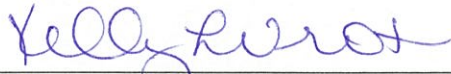

The authorized officer of NVR, Inc.
Attorney in fact for Krishnan Menon
Krishnan Menon

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Krishnan Menon

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 23 day of September,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Anil
Jain and Kirshnan Menon.



NOTARY PUBLIC

My commission expires:

5/31/23

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.

Mary Christina Allegretto

Mary Christina Allegretto, Trustee of the Restated
Revocable Trust Agreement of Mary Christina Allegretto,
dated April 21, 2006, amended December 4, 2008

James Daniel Allegretto

James Daniel Allegretto, Trustee of the Restated Revocable
Trust Agreement of Mary Christina Allegretto, dated April
21, 2006, amended December 4, 2008

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 11th day of October,
2019, by Mary Christina Allegretto, Trustee and James Daniel Allegretto, Trustee of the Restated
Revocable Trust Agreement of Mary Christina Allegretto, dated April 21, 2006, as amended.

Mary R. Hopkins

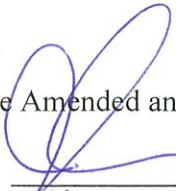
NOTARY PUBLIC

My commission expires:

10/31/2023

Mary Rogers Hopkins
NOTARY PUBLIC - Reg. No. 7839293
Commonwealth of Virginia
My Commission Expires October 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.

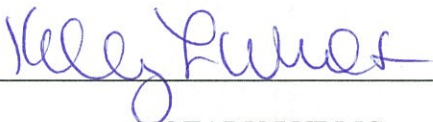

The authorized officer of NVR, Inc.
Attorney in fact for David Christopher Ferguson.
David Christopher Ferguson

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for David Christopher Ferguson

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 23 day of September,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for David
Christopher Ferguson.



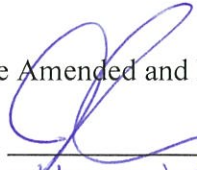
NOTARY PUBLIC

My commission expires:

5/31/23

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.

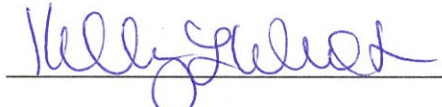

The authorized officer of NVR, Inc.
Attorney in fact for Tyanne F. McDonald
Tyanne F. McDonald

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Tyanne F. McDonald

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 23 day of September,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Tyanne
F. McDonald.



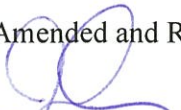
NOTARY PUBLIC

My commission expires:

5/31/23

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.


the authorized officer of NVR,
Inc., attorney-in-fact for Vianney Victoire
Vianney Victoire

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Vianney Victoire

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 29 day of October,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Vianney
Victoire.

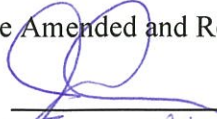
Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023


NOTARY PUBLIC

My commission expires:

5/31/23

Signature page to the Amended and Restated Stonehouse Proffers.


the authorized officer of NVR,
Inc., attorney in fact for Gloria Ann Simonnet
Gloria Ann Simonnet

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Gloria Ann Simonnet

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 29 day of October,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Gloria
Ann Simonnet.

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023


NOTARY PUBLIC

My commission expires:

5/31/23

EXHIBIT “A”
PROPERTY DESCRIPTION

OWNER: SCP-JTL STONEHOUSE OWNER 1 LLC

PIN NUMBERS: 0440100030; 0530100009; 0440100029; and 0440100025

Land Bay 5:

Parcel ID 0440100030:

All that certain lot, parcel or tract of land, lying, situate and being in Stonehouse Magisterial District, James City County, Virginia and being more particularly shown and described as Parcel B-1 on that certain plat entitled “Plat Showing Boundary Line Adjustment & Lotline Extinguishment being New Parcel B-1 and Lot 1, Section 1-A for 2J Investments, L.L.C.”, prepared by G.T. Wilson, Jr., L.S., of AES Consulting Engineers, dated February 9, 2005 and recorded March 29, 2005 in the Clerk’s Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 050007055 to which plat reference is hereby made for a more particular description such property.

Parcel ID No. 0530100009:

All that certain lot, parcel or tract of land, situate, lying and being more particularly shown and described as Parcel B-2 on that certain plat of subdivision entitled “Subdivision Plat of Stonehouse Development Area One, Phase 1, Section 1-B, Section II-A, Section III-C, Parcel B and Parcel C being a subdivision of properties owned by Stonehouse Limited Liability Company and Stonehouse, Inc., prepared by Langley and McDonald, P.C., dated November 19, 1999, revised December 9, 1999, a copy of which is of record in the Clerk’s Office of the Circuit Court of the City of Williamsburg and the County of James City, Virginia, in Plat Book 75 at Page 93 to which reference is hereby made for a more particular description of such property.

Land Bay 3:

Tax Parcel ID No.: 0440100029:

Section 1-B containing 19.1500 acres as shown on “Subdivision Plat of Stonehouse Development Area One, Phase I, Section I-B, Section II-A, Section III-C, Being a Subdivision of Properties Owned by Stonehouse Limited Liability Company and Stonehouse, Inc.”, made by Langley and McDonald, Inc., dated November 19, 1999, last revised December 9, 1999, recorded in Plat Book 75, Pages 93-97, and that certain property shown as “Parcel R-5” on that certain “Subdivision Plat Showing Stonehouse Glen Section 1 & 2 and Right of Way of Fieldstone Parkway being a subdivision of the property of Fieldstone Investment, LLC and Stonehouse Glen, LLC” dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument Number 060016179.

Land Bay 5 & Part of Tract 10A:

Tax Parcel ID No.: 0440100025:

All those certain lots, pieces or parcels of real property lying, being, and situated in the Stonehouse Magisterial District of James City County, Virginia, shown as "PARCEL B" on a that certain plat entitled "BOUNDARY LINE ADJUSTMENT PLAT OF PROPERTY OWNED BY STONEHOUSE, INC. AND GOLF TRUST OF AMERICA, L.P.", dated May 5, 1997, made by Langley and McDonald, P.C., recorded in the Circuit Court Clerk's Office for the County of James City and City of Williamsburg (the "Clerk's Office"), in Plat Book 66, at pages 89-93; and all that certain lot, piece or parcel of real property lying, being, and situated in the Stonehouse Magisterial District of James City County, Virginia, shown as "SECTION II-A" on that certain plat entitled "SUBDIVISION PLAT OF STONEHOUSE DEVELOPMENT AREA ONE, PHASE 1 SECTION I-B, SECTION II-A, SECTION III-C PARCEL B AND PARCEL C BEING A SUBDIVISION OF PROPERTIES OWNED BY STONEHOUSE LIMITED LIABILITY COMPANY AND STONEHOUSE INC.", dated November 19, 1999, revised December 9, 1999, prepared by Langley and McDonald, Inc., recorded in the Clerk's Office in Plat Book 75, at pages 93-97; LESS AND EXCEPT the following described property:

1. All that property shown as "PARCEL B-1" and "PARCEL B-2" on that certain plat entitled "SUBDIVISION PLAT OF STONEHOUSE DEVELOPMENT AREA ONE, PHASE 1 SECTION I-B, SECTION II-A, SECTION III-C PARCEL B AND PARCEL C BEING A SUBDIVISION OF PROPERTIES OWNED BY STONEHOUSE LIMITED LIABILITY COMPANY AND STONEHOUSE INC.", dated November 19, 1999, revised December 9, 1999, prepared by Langley and McDonald, Inc., recorded in the Clerk's Office in Plat Book 75, at pages 93-97;
2. All that property shown as "WELL FACILITY W-25" and "EXISTING WELL FACILITY W-26" on that certain plat entitled "SUBDIVISION & CONVEYANCE PLAT OF WELL FACILITY W-25 AND VARIABLE WIDTH UTILITY EASEMENT TO JAMES CITY SERVICE AUTHORITY FROM STONEHOUSE DEVELOPMENT CO., LLC", dated February 11, 2002, prepared by Landmark Design Group, recorded in the Clerk's Office in Plat Book 85, at pages 72 and 73;
3. All that property shown as "WASTEWATER LIFT STATION NO. 9-1" on that certain plat entitled "SUBDIVISION AND CONVEYANCE PLAT OF WASTEWATER LIFT STATION NO. 9-1 TO JAMES CITY SERVICE AUTHORITY FROM STONEHOUSE DEVELOPMENT CO., LLC.", dated January 15, 2002, prepared by Landmark Design Group, recorded in the Clerk's Office in Plat Book 85, at page 71; and
4. Public Right of Way and all that property shown as "FIELDSTONE PARKWAY", "BMP #6", "PARCEL R-3", "PARCEL R-4", and "Parcel R-5" on that certain plat entitled "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office as Instrument Number 060016179.

OWNER: SCP-JTL STONEHOUSE OWNER 2, LLC

PIN NUMBERS: 0540100011; 0540100012; 0540100015; 0540100016; 0630100005; 0630100006; and 0540100002

Tract S:

Parcel ID 0540100011:

“Slater” Tract, containing 158 acres, more or less, as depicted on a plat thereof dated May 4, 1914, made by Sidney Smith, Surveyor, recorded in Plat Book 2, Page 50, including the church lot and the James Taylor Lot shown on the plat. Less and Except that portion of the property conveyed to the Commonwealth of Virginia for Route 600 recorded in Deed Book 53, Page 186, Being the same property conveyed The Chesapeake Corporation of Virginia by A.D. Slater and wife by deed dated December 13, 1972, recorded in Deed Book 143, Page 425.

Tax Parcel ID No.: 0540100012:

“FILICHKO” Tract, containing 10.238 acres, being more particularly shown and described on a plat of survey by B.C. Littlepage, C.L.S., dated November 5, 1971, recorded in Plat Book 29, Page 6, being the same property conveyed to Chesapeake Corporation by John R. Filichko and wife by deed dated April 11, 1988, recorded in Deed Book 387, Page 143. Less and Except that property shown as “New Right of Way” on that certain plat entitled “Plat Showing Right of Way Being The Extension of Lagrange Parkway and Re-Alignment of A Portion of State Route 600”, dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument Number 030010861.

Land Bay 3:

Tax Parcel No. 0540100015:

That certain tract or parcel of land located in James City County, Virginia shown and designated as “Tract One 272.98+/- AC.” on the plat entitled Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC” made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk’s Office as Instrument No. 080027247.

A portion of which is also shown on that certain plat entitled “SUBDIVISION PLAT SHOWING PUMP HOUSE PARCEL ON STONEHOUSE TRACT 3” dated Feb. 7, 2018 made by Timmons Group and recorded in the Clerk’s Office of the Circuit Court for the City of Williamsburg and the County of James City as Instrument No. 180020132.

Tax Parcel Nos.: 0540800001A; 0540800022; 0540800023; 0540800024; 0540800025; 0540800026; 0540800027; 0540800028; 0540800029; 0540800030; 0540800031; 0540800032; 0540800033; 0540800036; 0540800037; 0540800038; 0540800039; 0540800040; 0540800041; 0540800078; 0540800079; 0540800080; 0540800081; 0540800082; 0540800083; 0540800084; 0540800085; 0540800086;

A portion of which is also shown on that certain plat entitled "SUBDIVISION OF STONEHOUSE TRACT 3 PARCEL "A" & PARCEL "A", SECTION 1 LOTS 22 THROUGH 33, LOTS 36 THROUGH 41, & LOTS 78 THROUGH 86 STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA" dated 01/29/2019 made by LandTech Resources, Inc. and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and the County of James City as Instrument No. 190002836.

A portion of which is also shown on that certain plat entitled "BOUNDARY LINE ADJUSTMENT PLAT LOTS 22 THROUGH 33, LOTS 36 THROUGH 41, LOTS 78 THROUGH 86, OPEN SPACE #1 & PARCEL A FUTURE DEVELOPMENT STONEHOUSE TRACT 3 PARCEL "A", SECTION 1 STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA" dated September 4, 2019 made by LandTech Resources, Inc. and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and the County of James City as Instrument No. 190015433.

Tax Parcel Nos.: 0540900001A; 0540900002; 0540900003; 0540900004; 0540900005; 0540900006; 0540900007; 0540900008; 0540900009; 0540900010; 050900011; 0540900012; 0540900013; 0540900014; 0540900015; 0540900016; 0540900017; 0540900018; 0540900019; 0540900020; 0540900021; 0540900022; 0540900023; 0540900024; 0540900025; 0540900026; 0540900027;

A portion of which is also shown on that certain plat entitled "SUBDIVISION OF STONEHOUSE TRACT 3 CREATING PARCEL "B" & PARCEL "B" SECTION 1 LOTS 2 THROUGH 27 STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA" dated 12/12/2018 made by LandTech Resources, Inc. and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 190000917.

Tract 11A & Part of Tract 11B:

Tax Parcel No. 0540100016:

That certain tract or parcel of land located in James City County, Virginia shown and designated as "Tract Two 587.43+/- AC." on the plat entitled "Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC" made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk's Office as Instrument No. 080027247.

Tract 8, Tracts 1A, 1B, 4, 5, 6 & 7, Part of Tract 11B and Part of Tract 2:

Tax Parcel No. 0630100005:

That certain tract or parcel of land located in James City County, Virginia shown and designated as "Tract Three 3031.43+/- AC." On the plat entitled "Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC" made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk's Office as Instrument No. 080027247.

LESS AND EXCEPT those certain pieces or parcels of land shown as 'RIVERFRONT PRESERVE' and "STONEHOUSE PRESERVE" on that certain exhibit entitled "EXHIBIT SHOWING THE PROPOSED LOCATION OF SUBDIVISION OF THE RIVERFRONT

PRESERVE & STONEHOUSE PRESERVE JAMES CITY COUNTY VIRGINIA” dated 10/08/2019 made by LandTech Resources, Inc., a copy of which is attached hereto as Exhibit B and made a part hereof.

Part of Tract 2:

Tax Parcel No. 0630100006:

That certain tract or parcel of land located in James City County, Virginia shown and designated as “Tract Four 38.74+/- AC.” on that plat entitled “Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC” made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk’s Office as Instrument No. 080027247.

Part of Tract 10A and Tract 10B

Tax Parcel No. 0540100002:

“LAGRANGE” Tract, containing 203.29 acres, more or less, being Parcels A, B and D on a plat of survey made by John B. Vance, Jr., C.L.S., dated February 5, 1972, recorded in Plat Book 29, page 40. Being the same land conveyed to the Chesapeake Corporation of Virginia by Littleberry James Haley, Jr. et al., by deed dated March 30, 1981, recorded in Deed Book 212, Page 411.

LESS AND EXCEPT all lands lying north of the southerly boundary line of “Fieldstone Parkway” shown on that certain plat entitled “SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC” dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument Number 060016179.

OWNER: SCP-JTL STONEHOUSE OWNER 1 LLC

PIN NUMBERS: 0530100010; 0530100020; 0530100025; 0530100023; 0530100024; 0640100001; 1210100047; 1310100008A; and 1310100019

Land Bay 14:

Parcel I:

Tax Parcel ID No. 0530100010:

Section III-C containing 16.0620 acres, all as shown on “Subdivision Plat of Stonehouse Development Area One, Phase I, Section I-B, Section II-A, Section III-C, Being a Subdivision of Properties Owned by Stonehouse Limited Liability Company and Stonehouse Inc.”, made by Langley and McDonald, Inc., dated November 19, 1999, last revised December 9, 1999 and recorded in Plat Book 75 at Pages 93-97.

Parcel II: Tax Parcel ID No.: 0530100020:

All that certain piece, parcel or tract of land, situate, lying and being in Stonehouse Magisterial District, James City County, Virginia, and being more particularly shown and described on that certain plat entitled "Composite Plat showing a Portion of Parcel A, Stonehouse Development Company, L.L.C., prepared by G.T. Wilson, Jr. L.S., dated January 14, 2004 and revised March 18, 2004, a copy of which is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 040008576, which plat was recorded with that certain Deed of Bargain and Sale from Stonehouse Development Company, LLC, a Virginia limited liability company, to 2J Investments, LLC, a Virginia limited liability company, dated March 16, 2004 and recorded March 25, 2004 in the aforesaid Clerk's Office as Instrument No. 040008576, and to which plat reference is hereby made for a more particular description of such property.

Land Bay 8:

Parcel I: Tax Parcel ID No.: 0530100025:

That certain property shown as "Parcel R-5", on that certain "Subdivision Plat showing Stonehouse Glen Section 1 and 2 and Right-of-Way of Fieldstone Parkway being a Subdivision of the Property of Fieldstone Investment, LLC and Stonehouse Glen, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office of the City of Williamsburg and the County of James City as Instrument No. 060016179.

Parcel II: Tax Parcel ID No.: 0530100023:

All that property shown as "Parcel R-4", on that certain plat entitled "Subdivision Plat showing Stonehouse Glen Section 1 and 2 and Right-of-Way of Fieldstone Parkway being a Subdivision of the property of Fieldstone Investment, LLC and Stonehouse Glen, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office of the City of Williamsburg and the County of James City as Instrument No. 060016179.

Parcel III: Tax Parcel ID No.: 0530100024:

All that certain piece or parcel of land located in James City County, Virginia shown and designated as "BMP #6 1.1797 ac.", on that certain plat entitled "Subdivision Plat showing Stonehouse Glen Sections 1 and 2 and Right-of-Way of Fieldstone Parkway being a Subdivision of the Property of Fieldstone Investment, LLC and Stonehouse Glen, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office of the City of Williamsburg and the County of James City as Instrument No. 060016179.

Tract 13 & Open Space around Commerce Park:

Tax Parcel ID Nos.: 0640100001 and 1210100047:

"Lagrange" Tract containing (i) 223.89 acres as depicted on that Plat of survey dated August 26, 1988, made by Charles J. Kerns, Jr., L.S., and recorded in Plat Book 50, Page 11, as conveyed to Chesapeake Corporation by Sheldon Lumber Company, Incorporated, dated April 29, 1987 and recorded in Deed Book 393 at Page 285, and (ii) 4.75 acres, depicted as Parcel B on Plat of survey dated March 29, 1984, made by AES, and recorded in Deed Book 246 at Page 313, as conveyed

to Stonehouse Inc. by deed from Howard V. Clayton and Marion P. Clayton, dated January 28, 1992 and recorded in Deed Book 549, Page 59.

Less and Except the following described property:

1. 15.00 acres depicted on "Plat of Section A of Stonehouse Commerce Park at Stonehouse for Stonehouse, Inc." dated October 10, 1995, made by Langley and McDonald, P.C., and recorded in Plat Book 62 at Pages 94-96, as conveyed to Amoco/Enron Solar, by deed dated October 12, 1995 and recorded in Deed Book 758 at Page 721;

2. 11.1906 acres depicted as Parcel A on "Plat of Section A of Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", dated October 10, 1995, made by Langley and McDonald, P.C., and recorded in Plat Book 62 at Page 94-96, as conveyed to the Industrial Development Authority of James City County, by deed dated September 30, 1996 and recorded in Deed Book 809 at Page 728;

3. 4.600 acres depicted as Stonehouse Commerce Park, Section B, Parcel A on that Plat entitled "Plat of Section B of Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", made by Langley and McDonald, P.C., dated January 23, 1998 and recorded in Plat Book 68 at Pages 60-61, as conveyed to The Barre Company, L.L.C., by deed dated March 3, 1998 and recorded as Document No. 98-4099;

4. 6.245 acres as depicted on "Plat of Boundary Line Adjustment Stonehouse Commerce Park between Avid Realty, L.L.C. and Stonehouse Inc.", dated May 2, 2002, made by AES Consulting Engineers, and recorded in the Clerk's Office aforesaid in Plat Book 87 at Page 89, of which 3.100 acres, depicted as Stonehouse Commerce Park, Section B, Parcel B on that Plat entitled "Plat of Section B of Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", made by Langley and McDonald, P.C., dated January 23, 1998 and recorded in Plat Book 68 at Pages 60-61, was conveyed to Avid Realty, L.L.C., by deed from Stonehouse Inc., dated June 23, 1998 and recorded as Document No. 98-11721;

5. 74.3712 acres depicted as "Stonehouse Commerce Park, Section C, Parcel A", on the Plat entitled "Plat of Section C of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse Inc.", made by Langley and McDonald, P.C., dated March 22, 1999 and recorded in Plat Book 73 at Page 38-39, as conveyed to Wachovia Capital Investments, Inc., by deed from Stonehouse Inc., dated May 17, 1999 and recorded as Instrument No. 99-11248;

6. 4.1278 acres depicted as "Stonehouse Commerce Park, New Parcel B-1, Section C", on the Plat entitled "Resubdivision Plat of Section C, Parcel B of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", made by Landmark Design Group, dated April 5, 2000 and recorded in Plat Book 77 at Pages 28-29, as conveyed to Friendship Partnership, LLC, by deed from Stonehouse Inc., dated April 6, 2000 and recorded as Instrument No. 00-7666;

7. Parcel A-2B containing 4151 S.F., Parcel A-2A containing 2750 S.F. and Parcel A-1A containing 2050 S.F., all as depicted on "Resubdivision Plat of Section A, Parcel A of Stonehouse Commerce Park at Stonehouse for the Industrial Development Authority of the County of James City, Virginia", made by Landmark Design Group, dated March 17, 2000, last revised June 23, 2000 and recorded in Plat Book 78 at Pages 4-5, and as conveyed to The Industrial Development

Authority of James City County by three deeds from Stonehouse Inc., all dated June 23, 2000, June 23, 2000 and June 23, 2000 and recorded as Instrument Nos. 00-12706, 00-12707 and 00-12708, respectively;

8. All that certain lot, piece or parcel of land with all improvements hereon and appurtenances thereunto belonging, situate, lying and being in the County of James City, Virginia, known and designated as “New Parcel”, consisting of 10.3+/- acres, more or less, as shown on that certain Plat entitled “Subdivision of the Property of Stonehouse at Williamsburg, LLC at Stonehouse Commerce Park, Stonehouse District, James City County, Virginia, made by Landmark Design Group, dated October 24, 2003 and revised October 28, 2003 and recorded in the Clerk’s Office of the Circuit Court for the County of James City, Virginia, as Instrument No. 030039997, to which reference is here made;

9. All that certain lot, piece or parcel of land with all improvements thereon and appurtenances thereunto belonging, situate, lying and being in the County of James City, Virginia, known and designated as “Parcel A 24,157 S.F. .05689 AC”, on that certain Plat entitled “Subdivision Plat of Parcel A & Parcel B Section D, Stonehouse Commerce Park being a portion of the property of Commerce Park at Stonehouse, LLC”, made by Landmark Design Group, dated September 26, 2005, attached hereto as Exhibit A-1, and the easement rights to be conveyed therewith as noted on the aforementioned Plat;

10. All that property shown as “New Right-of-Way” on that certain Plat entitled “Plat showing Right-of-Way being the extension of LaGrange parkway and Realignment of a portion of State Route 600”, dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, and recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument No. 030010861;

11. That certain lot or parcel of land located in the Stonehouse District of James City County, Virginia, shown and set out as “Parcel B, 100,898 S.F., 2.3163 AC”, on the Plat of Subdivision entitled “Subdivision Plat of Parcel A and Parcel B, Section D, Stonehouse Commerce Park Being a Portion of the Property of Commerce Park at Stonehouse, LLC”, prepared by Landmark Design Group, dated February 16, 2006 consisting of three sheets, which Plat of Subdivision is recorded in the Clerk’s Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 060009197;

Tract 9 (Middle School):

Tax Parcel ID No.: 1310100008A:

Parcel I:

All that certain tract or parcel of land situate, lying and being in Stonehouse District, James City County, Virginia, known and designated as “35.0 acres, +/-”, on a certain Plat entitled “Survey of 35 Acres +/- , for Conveyance to: Jackie L., Gary M. and Steve L. Massie from: Leon Carr Avery and Maxie G. Avery”, made by AES, a professional corporation, dated March 11, 1982, which Plat is recorded in the Clerk’s Office, Circuit Court, James City County, Virginia, in Plat Book 37 at Page 24.

Parcel II:

All that certain tract or parcel of land, situate, lying and being in Stonehouse District, James City County, Virginia, known and designated as “7.31 acres”, on Plat entitled “Boundary Survey of 7.31 acres located on the North line of Route 30”, made by AES, a professional corporation, dated December 17, 1984 and described by metes and bounds in that certain deed recorded in the Clerk’s Office aforesaid in Deed Book 262 at Page 455.

Tax Parcel ID No.: 1310100019:

All that certain tract of land lying in Stonehouse District, James City County, Virginia, containing 48.21 acres, more or less, and being in the residue of the “Tankard” Tract, known among the tax records for said county as Tax Map 13-1 (1-19). Reference is made to that Plat of survey recorded in the Clerk’s Office, Circuit Court, James City County, Virginia, in Plat Book 50 at Page 14, and Deed recorded in Deed Book 420 at Page 712, that Plat recorded in Plat Book 88 at Pages 43-44, and that Deed recorded as Instrument No. 020027159.

OWNER: STONEHOUSE OWNERS FOUNDATION

Tax Parcel ID #0540100017

All that certain lot or parcel of land conveyed to Stonehouse Owners Foundation in Instrument No. 140015279 and shown as “New Parcel, Amenity H, 461,136 S.F./10.586 Acres” on plat recorded as Instrument No. 090021691.

EXHIBIT “B”

- [illegible]

RECORD MERIDIAN
INST. #080027247

62

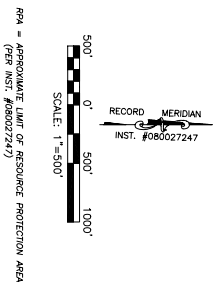
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EXHIBIT
SHOWING THE PROPOSED LOCATION OF SUBDIVISION OF THE
**RIVERFRONT PRESERVE &
STONEHOUSE PRESERVE**

JAMES CITY COUNTY

VIRGINIA

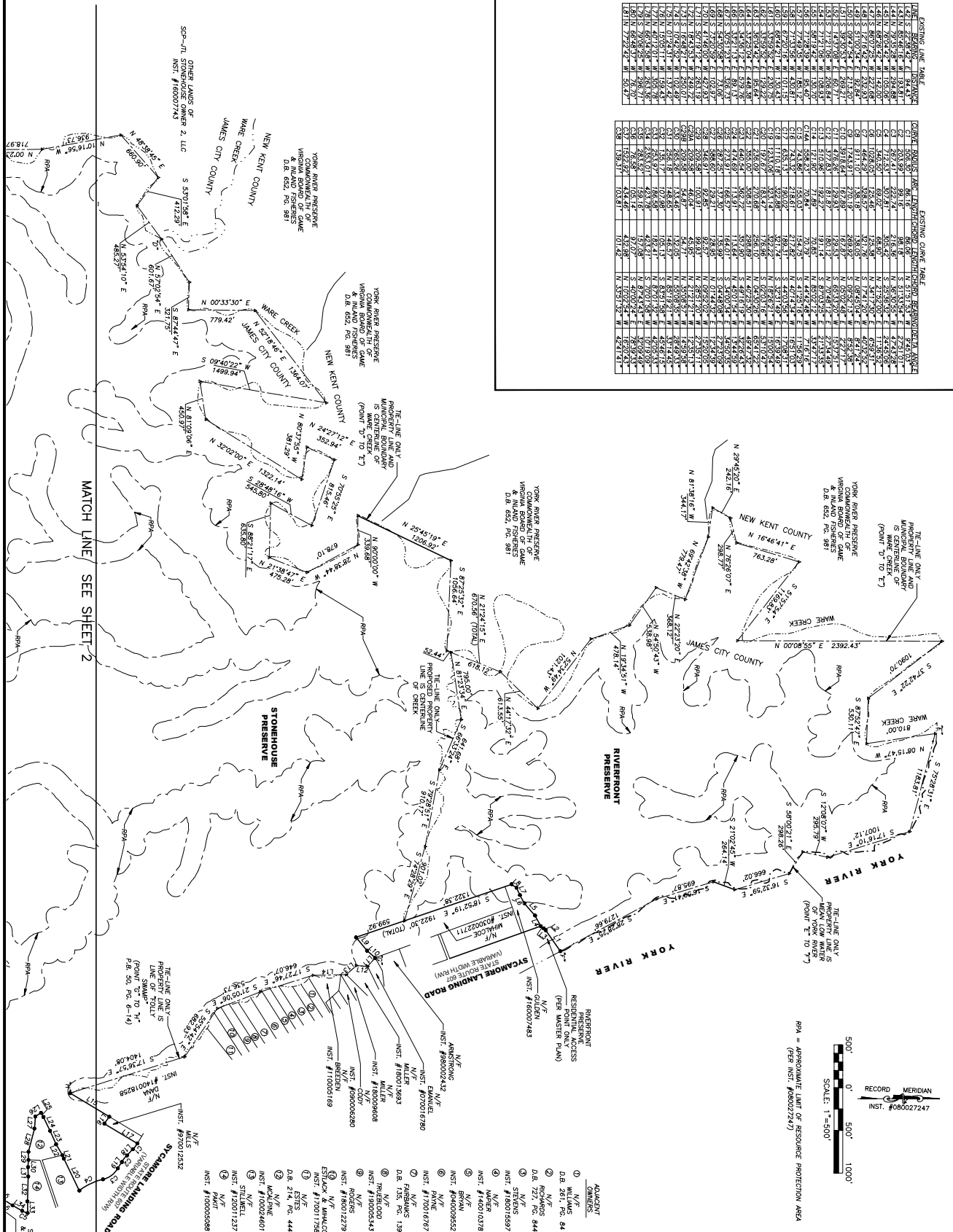


LRI
LANDTECH
RESOURCES, INC.
ENGINEERING & SURVEYING CONSULTANTS

3925 Midlands Road Williamsburg, VA 23188
Ph: (757) 565-1677 Fax: (757) 565-0782
web: www.landtechresources.com

EXISTING LINE TABLE		
LINE	BEARING	DISTANCE
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SCALE: 1"=1000'

DATE: 10/08/2019

JOB: 17-378

DRAWN BY: LRI

SHEET: 3 OF 3

LRI

LANDTECH

RESOURCES, INC.

ENGINEERING & SURVEYING CONSULTANTS

3925 Midland Road Williamsburg, VA 23188

Ph: (757) 860-1677 Fax: (757) 860-0782

web: landtechresources.com

NO. _____

DATE _____

REVISION / COMMENT / NOTE

EXHIBIT

SHOWING THE PROPOSED LOCATION OF SUBDIVISION OF THE

RIVERFRONT PRESERVE & STONEHOUSE PRESERVE

JAMES CITY COUNTY VIRGINIA

ITEM SUMMARY

DATE: 12/15/2021

TO: The Development Review Committee

FROM: Thomas Wysong, Senior Planner II

SUBJECT: C-21-0098. Stonehouse Tract 11A

ATTACHMENTS:

	Description	Type
☐	Staff Report	Backup Material
☐	1. Conceptual Plan	Exhibit
☐	2. Master Plan	Exhibit
☐	3. Proffers	Backup Material

REVIEWERS:

Department	Reviewer	Action	Date
Development Review Committee	Crump, Josh	Approved	12/8/2021 - 8:17 AM
Development Review Committee	Holt, Paul	Approved	12/8/2021 - 9:04 AM
Publication Management	Pobiak, Amanda	Approved	12/8/2021 - 9:40 AM
Development Review Committee	Holt, Paul	Approved	12/8/2021 - 9:43 AM

CONCEPTUAL PLAN-21-0098. Stonehouse Tract 11A**Staff Report for the December 15, 2021, Development Review Committee Meeting**

SUMMARY FACTS

Applicant: Mr. Jeff Huentelman

Land Owner: MCP Stonehouse LLC

Proposal: New construction of 320 single-family units

Location: 9100 Six Mount Zion Road

Tax Map/Parcel No.: Portion of 0540100016

Project Acreage: + 131 acres

Current Zoning: Planned Unit Development Residential (PUD-R) with Proffers

Comprehensive Plan: Mixed Use-Stonehouse

Primary Service Area Inside

Staff Contact: Thomas Wysong, Senior Planner II

REASON FOR DEVELOPMENT REVIEW COMMITTEE REVIEW

Proffer 10, approved by the Board of Supervisors on November 12, 2019, per Case No. Z-19-0010, requires a conceptual plan to be submitted to the Planning Director and the Development Review Committee (DRC) for review at least 60 days prior to submittal of a development plan for the tract (or Land Bay). The purpose of this review is to determine general consistency with Zoning Ordinance requirements, the adopted Master Plan, and other applicable County policies.

FACTORS FAVORABLE

1. This conceptual plan complies with the approved Master Plan for Stonehouse, aligning with the land use designations, maximum units permitted, and permitted density for Tract 11A.
2. This conceptual plan layout complies with the zoning requirements for PUD-R and applicable proffers.
3. The conceptual plan layout complies with other applicable County policies, which were evaluated during the course of the 2019 rezoning and Master Plan and proffer amendment for Stonehouse (Case Nos. Z-18-0002, MP-18-0002, and Z-19-0010).
4. The proposed units for this conceptual plan comply with the unit caps proffered for the Stonehouse development.
5. The conceptual plan is consistent with the approved proffers.

FACTORS UNFAVORABLE

1. None.

STAFF RECOMMENDATION

Staff recommends that the DRC find the proposed conceptual plan to be generally consistent with the Zoning Ordinance, adopted Master Plan, adopted proffers, and other applicable County policies.

PROJECT DESCRIPTION

This proposal is for the new construction of 320 single-family units. This property is governed by the approved Stonehouse Master Plan and proffers (Case Nos. MP-18-0002 and Z-19-0010).

This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

PROJECT HISTORY

The Stonehouse PUD was originally approved in November 1991 as a mixed residential/commercial community with a proposed reservoir. Since the original approval, a number of changes have been made including a number of minor proffer amendments between 1991 and 1994, the removal of language pertaining to the Ware Creek Reservoir after permitting did not succeed in 1995, and a rezoning in 1999 that incorporated a 75-acre tract into the development. The existing development in Stonehouse, including the golf course and neighborhoods on Mill Pond Run and the Stonehouse Glen neighborhood on Fieldstone Parkway, occurred over the years by several corporations including Stonehouse Development Corporation and Stonehouse at Williamsburg. In 2006, the majority of the undeveloped land was sold to GS Stonehouse Greenland Sub, LLC, (“GS Stonehouse”). In 2008, GS Stonehouse received approval for comprehensive changes for this remaining land, thoroughly revising both the Master Plan and proffers. The area that was not owned by GS Stonehouse in 2008 has continued forward under the 1999 Master Plan and proffers, while the land owned by GS Stonehouse has continued forward under the 2008 Master Plan and proffers.

In 2012, the Board of Supervisors approved an amendment relating to the dedication of conservation easements within the property. In 2015, the Board of Supervisors approved amendments to the Transportation and Economic Development proffers; of most significance, the Transportation proffer was amended to re-sequence the order of the proffered improvements by focusing on the transportation improvements necessary to support the western/southern portion of the development and waiting to determine the triggers and/or schedule for the proffered transportation improvements needed to serve the eastern and northern portions of the property, including the major new internal road (the “Bridge Road”), by providing an updated traffic study to the County that would specify this information prior to any development occurring in that area.

In addition to these legislative cases, the Planning Commission’s DRC has approved a number of modifications and unit location transfers over the years that were deemed to not change the overall concept or character of the development.

In 2019, the Board of Supervisors approved the rezoning of an approximately 2,659.6-acre portion of James City County Real Estate Tax Map Parcel No. 0630100005 from PUD-R, to A-1, General Agricultural, along with the granting of restrictive use easements over this area. Additionally, the Board approved amendments to the Stonehouse proffers and Master Plan, reduced the size of the PUD by approximately 2,659.6 acres, reduced the maximum permitted number of dwelling units and non-residential square footage, changed land use designations within the development, revised the approved proffers related to traffic improvements, community and recreational facilities, public sites, environmental protections, and other matters and adjusted the boundary line between PUD-Commercial (PUD-C) and PUD-Residential.

SURROUNDING ZONING AND DEVELOPMENT

North: PUD-R, undeveloped land

South: Mount Laurel Road, Interstate 64

East: PUD-R, undeveloped land

West: PUD-R, undeveloped land

STAFF ANALYSIS

The reason for this conceptual review is found in Proffer No. 10 of Case No. Z-19-0010, which states the following: “At least 60 days prior to submission of a development plan for all or any portion of a Tract, Owner shall submit a conceptual development plan for the development of the entire Tract to the Planning Director for review

CONCEPTUAL PLAN-21-0098. Stonehouse Tract 11A

Staff Report for the December 15, 2021, Development Review Committee Meeting

and comment by the Planning Director and the Development Review Committee. The conceptual development plan shall show the layout of lots/units or commercial buildings, density in units or square footage, road locations, amenity areas and improvements, trails and pedestrian paths, common and natural open space, required or proffered buffers, proposed clearing limits and any archaeology or natural resource preservation areas within the tract. Such review shall be for the purposes of determining general consistency with Zoning Ordinance requirements, the Master Plan, these proffers, and other applicable County policies.”

Accordingly, staff has reviewed: a) the conceptual plan, to ensure it is sufficiently detailed pursuant to Proffer No. 10; b) the Zoning Ordinance requirements for the PUD-R; c) the approved Master Plan; and d) other applicable County policies.

Conceptual Plan

Staff finds the conceptual plan provides sufficient detail pursuant to the language of Proffer No. 10. Details shown on the plan include the lot layout, proposed unit amount and site acreage (which allows for density calculations), road locations, amenity areas, trails and pedestrian paths, common and natural open space, proposed clearing and grading, and archaeological or natural resource preservation areas.

Planned Unit Development Residential Zoning Requirements

Staff finds the conceptual plan shows compliance with all applicable zoning requirements able to be assessed at this stage in the process. The major zoning requirements for this district are listed below:

- a. *Uses.* Single-family detached and multifamily unit homes are both permitted within this district and are approved on the Master Plan for this proposal.

- b. *Minimum lot size* This proposal is part of the larger Stonehouse development, which well exceeds this minimum requirement, as does this portion of Tract 11A.
- c. *Gross density.* Per the acreage calculation provided on the conceptual plan, this proposal is for 2.73 units per acre, which is permitted via the density approved as part of the Stonehouse legislative case.
- d. *Open Space.* 35% of the gross area of any PUD District is required to be set aside as open space. This requirement is shown as being met on the approved Stonehouse Master Plan.
- e. *Streets.* All dedicated public streets shown on the development plan are required to meet the design and construction requirements of the Virginia Department of Transportation’s (VDOT) standards or the County Subdivision Ordinance, whichever is more stringent. The proposed layout will permit VDOT acceptance.

Stonehouse Master Plan

Staff finds this proposal to be consistent with the approved Stonehouse Master Plan. These parcels are designated as “Tract 11A” on the adopted “Stonehouse Master Plan” and are designated for the “A, B, C, I, and J” Land Use Designations, which are “Single-Family” (A), “Attached Structures Containing Two to Four Units” (B), “Attached Structures Less Than Three Stories And Containing More Than Four Units” (C), “Institutional or Public Uses” (I), and “Areas of Common Open Space” (J). The maximum dwelling units permitted for this land bay is 320 dwelling units, with a maximum net density of four (4) units per acre. This proposal meets this requirement.

CONCEPTUAL PLAN-21-0098. Stonehouse Tract 11A

Staff Report for the December 15, 2021, Development Review Committee Meeting

Proffers

Staff finds this proposal to be consistent with the approved proffers applicable for Tract 11A and this phase of development in Stonehouse overall. These proffers include staying beneath the proffered unit cap (Proffer No. 2), showing the Tract 11A Amenity (B) Recreational Amenity (Proffer No. 5.1(c), showing the existing and proposed trails for Tract 11A and this portion of Six Mount Zion Road (Proffer No. 4.2 and 5.3), and showing compliance with the building Resource Protection Area setback (Proffer No. 9.3). The additional proffers related to transportation improvements (such as the potential improvement of Mount Laurel Road, per Proffer No. 3.7), traffic generation, and cash contributions, etc are monitored by the County and will be applied and examined during the development of this parcel when engineered plans are submitted.

STAFF RECOMMENDATION

Staff recommends that the DRC find the proposed conceptual plan to be generally consistent with the Zoning Ordinance, adopted Master Plan, adopted proffers, and other applicable County policies

TW/ap

CP21-98StnhsTrct11A

Attachments:

1. Conceptual Plan Layout
2. Stonehouse Master Plan
3. Z-19-0010 Proffers

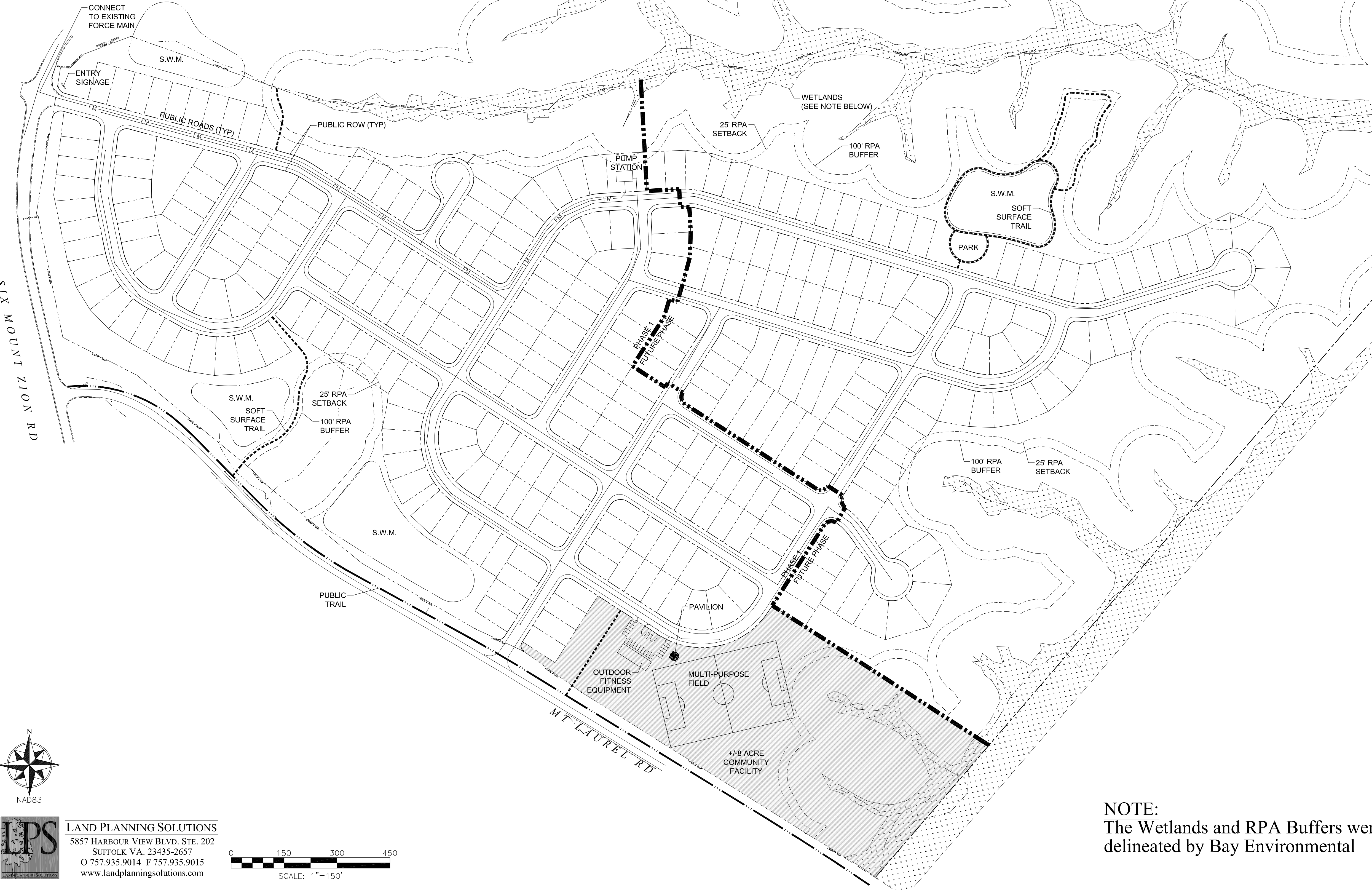
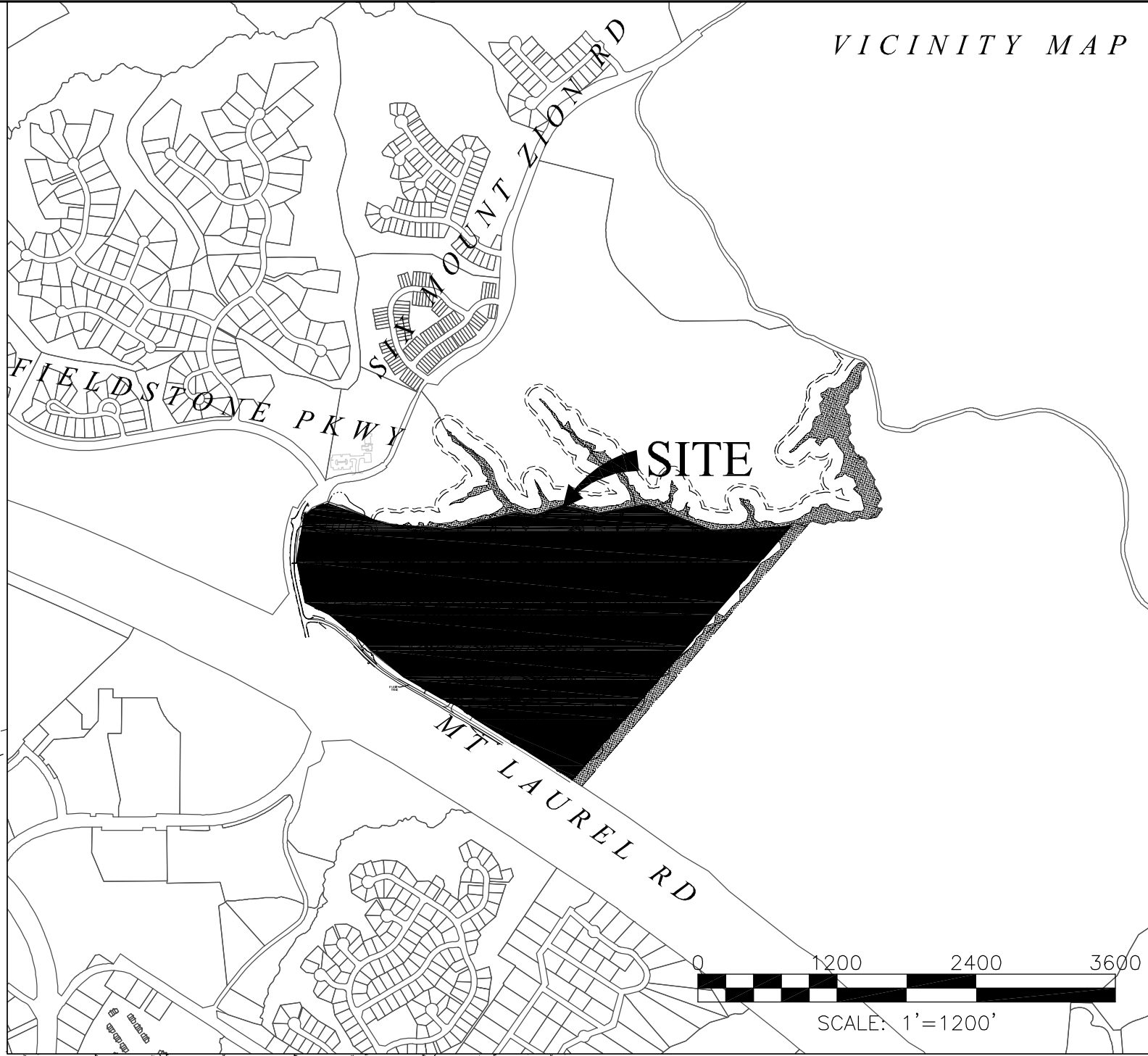
This staff report is prepared by the James City County Planning Division to provide information to the Planning Commission and Board of Supervisors to assist them in making a recommendation on this application. It may be useful to members of the general public interested in this application.

Stonehouse

Conceptual Development Plan

Tract 11A

James City County, Virginia
November 23, 2021



SITE DATA:

Parcel Id: Portion of 0540100016
Address: 9100 SIX MT ZION RD
Site Area: +/-131 a.c.
Zoning: PUD-R
Adj. Site Zoning: PUD-R
Proffer Conditions: "Amended & Restated Stonehouse Proffers" dated August 7th, 2019

Proposed Development:

Site Area: +/- 131 a.c.
Non-Developable: +/- 40 a.c. (30%)
RPA: +/- 35 a.c.
25% slopes: +/- 5 a.c. (outside of RPA)

Net Site Area: +/- 91 a.c.
add 20% Total Site: +/-26.2 a.c.
Gross Site Area: +/- 117.2 a.c.

Setbacks:
Front: 20'
Side: 6'
Rear: 25'
RPA: 25'

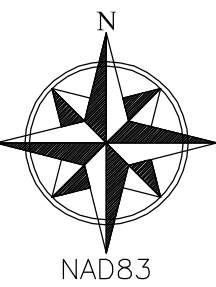
Total Units: 320 (Use A: Single Family)
Phase 1 Units: 202 (Use A: Single Family)
Density: 2.73 du/ac
Bonus Points Used: N/A "The gross density of the Stonehouse Planned Unit Development was approved during the 2019 Stonehouse Master Plan and Proffer Amendment."

Building Height: 2 Stories & 2 Stories with Basement (all unit types)

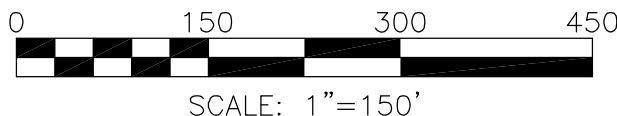
Parking Provided: 2 driveway spaces per unit = 640 spaces

Trail System:
Public Trail: +/-2,705 l.f.
Soft Surface Trail: +/-2,746 l.f.

NOTE:
The Wetlands and RPA Buffers were delineated by Bay Environmental



LAND PLANNING SOLUTIONS
5857 HARBOUR VIEW BLVD, STE. 202
SUFFOLK VA. 23435-2657
O 757.935.9014 F 757.935.9015
www.landplanningsolutions.com



O:\Projects\Robinson Development\RDG067 - Stonehouse - Tract 11A\Coord\Prelim\Conceptual Development Plan - Tract 11A.dwg, Plotted By: Randy-PC, Plotted: Nov 22, 2021 - 3:15pm



STONEHOUSE VIRGINIA

**REZONING AND MASTER PLAN RESUBMITTAL
JAMES CITY COUNTY, VA
JULY 2019
(ORIGINAL SUBMITTAL: DECEMBER 2018)**

SHEET #

SHEET NAME

1

MASTER PLAN (COLOR)

2

MASTER PLAN - TABLE A ENLARGEMENT

3

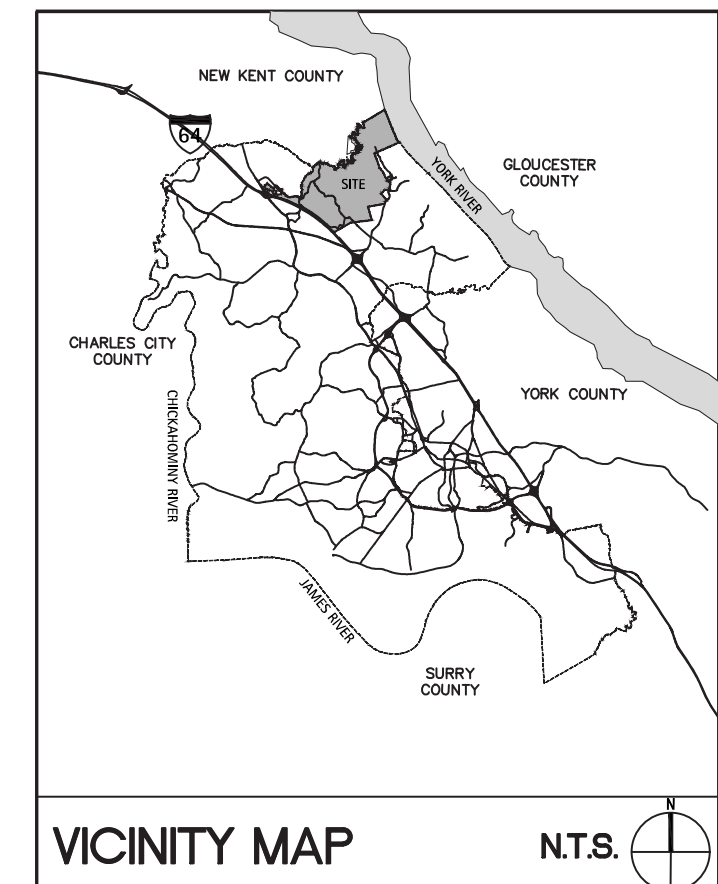
ZONING MAP

Table A: Permitted Use Categories by Tract										
Parcel Number	Area (±)		Open Space in Resource Protection Areas (±) [1]	Open Space Outside of Resource Protection Areas (±) [1]	Maximum Density		Maximum Square Footage of Non-Residential Uses (Net including permitted uses) [2]	Permitted Uses	Zoning	
	Area (±) (Open Area)	Area (±) (Net Area)			Units Per Net Acre (±)	2018 Total Density				
Unit Day 3	13.13	12.44	1.69	5	22	5	NA	AJ, J	PUD-R	
Unit Day 5	8.71	50.01	18.34	10.17	0	0	180	NA	AJ, C, J	PUD-R
Unit Day 6	12.71	1.43	2.35	0	0	0	NA	AJ, J	PUD-R	
Unit Day 14	70.51	18.68	31.03	18.81	2.0	4	NA	AJ, C, J	PUD-R	
Tract 2	126.84	113.48	103.16	48	4	400	NA	AJ, C, D, J, I	PUD-R	
Tract 3	204.81	197.72	112.61	445.5	4	400	NA	AJ, C, D, J, I	PUD-R	
Tract 10a	51.95	24.53	15.52	11.5	8.0	200	NA	AJ, C, D, J, I	PUD-B (1)	
Tract 10b	10.78	9.77	5.33	0	1.0	120	NA	AJ, C, D, J, I	PUD-B (1)	
Tract 11a	125.46	71.19	37.37	0	0	330	NA	AJ, C, D, J, I	PUD-B (1)	
Tract 11b	101.18	137.17	189.14	0	0	330	200,000	AJ, C, D, E, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z	PUD-B (1)	
Tract 1 (North)	178.94	113.58	62.26	27	4	300	NA	AJ, C, D, J, I	PUD-B (1)	
Tract 1A	166.97	166.97	62.26	0	0	0	0	NA	AI	
Tract 1B	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1C	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1D	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1E	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1F	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1G	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1H	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1I	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1J	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1K	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1L	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1M	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1N	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1O	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1P	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1Q	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1R	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1S	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1T	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1U	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1V	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1W	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1X	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1Y	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 1Z	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tract 2A	17.98	16.36	12.75	0	0	0	0	NA	AI	
Tr										

[illegible]

Table A: Permitted Use Categories By Tract									
Parcel Number	Area ^[0] (Gross Acres)	Area ^[0] (Net Acres)	Open Space in Resource Protection Areas ^[0]	Open Space Outside of Resource Protection Areas ^[0] ^[4]	Maximum Density		Maximum Square Footage of Non-Residential Uses (Not including recreational uses)	Permitted Uses	Zoning
					Units Per Net Acre ^[2]	2018 Total Density	2018 Density FAR		
Land Bay 3	19.13	12.44	1.69	5	2.0	0	NA	A,I,J	PUD-R
Land Bay 5	67.81	50.05	18.34	10.7 ^[4]	4.0	180	NA	A,B,C,I,J	PUD-R
Land Bay 8	18.73	11.43	3.30	4	4.0	8	NA	A,B,I,J	PUD-R
Land Bay 14	70.51	18.68	33.03	18.8 ^[4]	2.0	4	NA	A,I,J	PUD-R
Tract 2	326.84	115.68	165.16	46	4.0	400	NA	A,B,C,D,I,J	PUD-R
Tract 3	264.83	107.72	112.61	44.5	4.0	350	NA	A,B,C,D,I,J	PUD-R
Tract 10A	51.95	24.53	15.92	11.5	8.0	200	NA	A,B,C,D,I,J	PUD-R ^[7]
Tract 10B	47.09	30.77	5.32	11	5.0	100	120,000	A,B,C,D,E,G,I,J	PUD-R ^[7]
Tract 11A	132.46	73.19	37.27	22	4.0	320	NA	A,B,C,I,J	PUD-R ^[7]
Tract 11B	503.51	273.77	189.74	40	6.0	530	200,000	A,B,C,I,J, RV Storage	PUD-R ^[7]
Tract S (School)	178.94	113.38	65.56	0 ^[4]	4.0	300	NA	A,B,C,D,I,J	PUD-R
Tract 1A	254.86	106.97	62.56	449.5	0.33	15	130,000	A1 Ordinance Uses	A1 ^[6]
Tract 1B	97.44	36.36	33.75						A1 ^[6]
Tract 4	189.64	45.66	125.48						A1 ^[6]
Tract 5	493.00	264.99	122.01						A1 ^[6]
Tract 6	1006.16	412.44	429.22						A1 ^[6]
Tract 7	257.14	115.5	95.14						A1 ^[6]
Tract 8	361.31	93.12	231.19	37	0.33	4	NA	A1 Ordinance Uses	A1 ^[6]
Tract 13	95.12	48.86	26.26	20	NA	NA	420,000	E,F,G,H,J	PUD-C
Tract 9	88.73	33.49	41.24	0	NA	NA	School ^[5]	School,I,J	PUD-C
Recreation Areas ^[3]	47.64	28.35	16.36	10.5	NA	NA	NA	Recreation Facility,I,J	NA
TOTAL	4,572.84 acres gross	2,017.38 acres net	1,831.15 acres	730.50 acres		2,411 2,411 maximum permitted ^[1]	870,000 Total maximum square footage shown is 870,000 square feet. 600,000 square feet of floor area exists in commerce park currently.		
PUD / A1 TOTALS	PUD - 1,913.29 ac A1 - 2,659.55 ac	PUD - 942.34 ac A1 - 1,075.04 ac	PUD - 731.8 ac A1 - 1,099.35 ac	PUD - 244 ac A1 - 486.5 ac		PUD - 2,392 units A1 - 19 units	PUD - 740,000 sf A1 - 130,000 sf		
Stonehouse Preserve									
Riverfront Preserve									
Table A Notes:									
[0] All acreage based on James City County GIS information only. All acreage indicated as presented in approved Master Plan dated January 2008. More detailed information will be provided at the site/subdivision stage.									
[1] A maximum of 2,411 residential units are allowed. Except the proposed A-1 Tracts, the actual number of units developed on each individual Tract/Land Bay may vary from the numbers listed in the "2018 Total Density" column above, as the number of units may be transferred between Tract/Land Bay in connection with final design, but the number of units on any given Tract/Land Bay will not exceed the corresponding density listed in the "Units Per Net Acre" column. The maximum units for proposed A-1 Tracts shall not exceed the number shown in the 2018 Total Density column.									
[2] The net acreage of each tract is based on GIS information, and may change when site/subdivision plans are submitted.*									
[3] Recreation Areas will be provided as outlined in the proffers. Final size and locations of the facilities and their footprints will be defined as the program, amenities and proffers are finalized.									
[4] Open space outside of RPAs has been reallocated between Land Bay 5 and Land Bay 14. The total acreage of open space outside of RPAs remains 651.50 acres as in the approved Master Plan dated January 2008.									
[5] Williamsburg - James City County Schools will determine the design of the school site.									
[6] Land Bay 1 and Tract 12 are excluded from application. Stonehouse Preserve and Riverfront Preserve will be submitted in separate application.									
[7] Tracts 10A, 10B, 11A and 11B to be amended from a PUD-C zoning classification (per the approved Master Plan dated January 2008) to a PUD-R zoning classification.									
[-] All roads will be public roads.									
[-] All common open space areas, private recreation areas, sidewalks outside of the public right-of-way, and other privately owned but common facilities will be maintained by the homeowners' association.									
[-] Tract 11B will contain RV and boat storage as a recreational use for the Stonehouse HOA.									
[-] For development phasing, see the sewer and water phasing maps, as well as the proffers and the Fiscal Impact report provided by the Applicant.									
[-] Tracts 1 and 11 have been divided into two tracts to better reflect the planned use. However, the number of units and the square footage of the non-residential uses remain as one for the entire tract and will be determined at the site/subdivision stage.									
[-] Mixed use buildings will be permitted in the appropriate areas in Stonehouse should the James City County Zoning Ordinance be amended to permit such buildings in the PUD-C or PUD-R zoning districts.									
[-]The amount of RPA is based on available mapping data and is subject to change with field delineation. Accordingly, the actual amount of Open Space inside the RPA and the actual amount of Open Space outside of the RPA at the time of development may vary from that shown in the 2 associated columns above, but the total amount of Open Space acreage determined by adding the 2 columns above shall be provided (e.g., if the actual amount of RPA on a particular tract increases with field delineation then amount of Open Space within the RPA shall similarly increase over the acreage shown above and the amount of Open Space outside of RPA will proportionately decrease from the acreage shown above, but the total amount of Open Space determined by adding the 2 columns above shall be provided).									

STONEHOUSE MASTERPLAN - TABLE A ENLARGEMENT



ZONING EXHIBIT
JAMES CITY COUNTY, VA
07/26/2019

AMENDED AND RESTATED
STONEHOUSE PROFFERS

Table of Contents

	<u>Page</u>
RECITALS	1
CONDITIONS	4
1. Community Association	4
2. Density	6
3. Transportation Improvements	6
3.1 Phase 1 Transportation Improvements.....	6
3.2 Phase 2 Transportation Improvements.....	13
3.3 Updated Traffic Study.....	22
3.4 Traffic Signal Warrant Analyses	22
3.5 VDOT Standards.....	22
3.6 FHWA Approvals	22
3.7 Internal Road and Intersection Improvements	23
3.8 External Road Connections.....	24
4. Public Sites	25
4.1 School Site	25
4.2 Public Recreation Trail	25
4.3 Reversion	26
5. Community and Recreational Facilities	27
5.1 Facilities and Phasing	27
5.2 Modification of Facilities.....	28
5.3 Trail System	28
6. Archaeological Sites	29
6.1 Archaeological Sites.	29
6.2 Unexpected Archaeological Discoveries	31
6.3 Qualifications and Standards	32
7. Cash Contributions for Community Impacts	32
8. Water Conservation	34
9. Environmental Protection	35
9.1 Stormwater Management Plans	35
9.2 Stormwater Management Inventory System.....	35
9.3 Building RPA Setback	36
9.4 Natural Resources	36

9.5	Nutrient Management Plan	36
9.6	Water Quality Monitoring Program.....	37
9.7	Low Impact Development Education	37
10.	Conceptual Review	38
11.	Work Force Housing	38
12.	Water and Sewer Master Plans	39
13.	Strip Shopping Centers Prohibited	40
14.	Design Review	40
15.	Tract 10B	40
16.	Headings	41
17.	Severability	41
18.	Successors and Assigns	41
19.	Void if Amended Application not Approved	41
	Exhibit “A” Property Description.....	52

THESE AMENDED AND RESTATED PROFFERS (“Proffers”) are made as of this 7th day of August, 2019, by **SCP-JTL STONEHOUSE OWNER 1, LLC**, a Delaware limited liability company; **SCP-JTL STONEHOUSE OWNER 2, LLC**, a Delaware limited liability company; **STONEHOUSE OWNERS FOUNDATION**, a Virginia non-stock corporation; **NVR, INC.**, a Virginia corporation; **MARY CHRISTINA ALLEGRETTO, TRUSTEE** and **JAMES DANIEL ALLEGRETTO, TRUSTEE**, in their capacities as the trustees under that certain **RESTATED REVOCABLE TRUST AGREEMENT OF MARY CHRISTINA ALLEGRETTO dated April 21, 2006 and amended December 4, 2008**; **ANIL JAIN** and **KRISHNAN MENON**; **DAVID CHRISTOPHER FERGUSON** and **TYANNE F. MCDONALD**; **VIANNEY VICTOIRE** and **GLORIA ANN SIMONNET** (all to be indexed as a grantor) (collectively and/or individually hereinafter referred to, together with its successors and assigns, as the “Owner”); and the **COUNTY OF JAMES CITY, VIRGINIA**, a political subdivision of the Commonwealth of Virginia (the “County”) (to be indexed as grantee).

RECITALS

A. Owner is the owner of that certain real property (the “Property”) located in James City County, Virginia, more particularly described on **Exhibit A** attached hereto and made a part hereof, which is a portion of the property commonly referred to as the Stonehouse Planned Unit Development.

B. The Property constitutes all of the real property owned by Owner located within the Stonehouse Planned Unit Development. The Property is presently zoned PUD and is subject to (i) a conceptual plan of development entitled “STONEHOUSE VIRGINIA REZONING AND MASTER PLAN RESUBMITTAL”, dated January 2008, prepared by Chas. H. Sells, Inc., a copy of which is on file with the County Planning Director (the “Existing Master Plan”), and (ii) those

certain Amended and Restated Stonehouse Proffers dated November 27, 2007, which Proffers are recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City (the "Clerk's Office") as Instrument No. 080007838, as amended by First Amendment to Amended and Restated Stonehouse Proffers dated May 31, 2012 and recorded in the Clerk's Office as Instrument No. 120013165, and as amended by Second Amendment to Amended and Restated Stonehouse Proffers dated April 20, 2015 and recorded in the Clerk's Office as Instrument No. 150009210 (collectively, the "Existing Proffers").

C. Currently there are two master residential property owner associations within the Stonehouse Planned Unit Development: the Association at Stonehouse, Inc., a Virginia non-stock corporation and the Stonehouse Owners Foundation, a Virginia non-stock corporation. The Association at Stonehouse, Inc. is the master residential property owners association for the portions of the Stonehouse Planned Unit Development described in the Declaration of Covenants, Restrictions, Rights Affirmative Obligations and Conditions recorded in the Clerk's Office as Instrument Number 970015414, as amended and supplemented. The Stonehouse Owners Foundation is the master residential property owners association for the portions of the Stonehouse Planned Unit Development described in the Amended and Restated Declaration of Protective Covenants and Restrictions Stonehouse Owners Foundation recorded in the Clerk's Office as Instrument Number 100024411, as amended and supplemented.

D. Owner has applied to amend the Existing Master Plan and Existing Proffers. In connection therewith, Owner has filed a master plan amendment application and proffer amendment application with the County which have been assigned case numbers MP-18-0002, Z-18-0002 and Z-19-0010 respectively, by the County Planning Department (collectively, the "Application").

E. Owner has submitted to the County an amended plan of development entitled “Stonehouse Master Plan” prepared by Cole, Jenest & Stone, dated July 26, 2019 (the “Master Plan”) in accordance with Section 24-484 and Section 24-23 of the County Zoning Ordinance.

F. Owner has submitted to the County a community impact statement entitled “Community Impact Statement Stonehouse Master Plan Amendment”, dated July 25, 2019 (the “Community Impact Statement”) in accordance with Section 24-23 of the County Zoning Ordinance.

G. A traffic impact study entitled “Traffic Impact Study Stonehouse Master Plan Amendment, James City County, Virginia” prepared by Gorove Slade Associates, Inc., dated December 10, 2018 and Traffic Impact Study Addendum dated August 8, 2019 (the “Traffic Study”) has been submitted to the County in accordance with Section 24-484 and Section 24-23 of the County Zoning Ordinance. The Traffic Study has been reviewed and approved by the County and the Virginia Department of Transportation (“VDOT”).

H. Owner has submitted to the County (i) a listing of previous archaeological studies performed on the Stonehouse development, including on the Property, entitled “Previous Archaeological Excavations, Dated May 23, 2007” compiled by Carol Tyrer of Circa-Cultural Resource Management, LLC, (ii) a table listing all identified archaeological sites at the Stonehouse development, including the Property, entitled “Archaeological Sites at the Stonehouse Development, Dated March, 2007” compiled by Carol Tyrer of Circa-Cultural Resource Management, LLC, and (iii) a map identifying the approximate location of each of the identified archaeological sites entitled “Stonehouse Archaeological Exhibit” made by Chas. H. Sells, Inc. and dated April 3, 2007 (together, the “Archaeological Documents”). The Planning Director has reviewed and approved the Archaeological Documents and each of the studies listed therein.

I. It has been established that through the existing zoning of the Property, that the provisions of the Zoning Ordinance are inadequate for protecting and enhancing orderly development of the Property in accordance with the County Comprehensive Plan. Accordingly, the Owner, in furtherance of the Application, desires to amend and restate the Existing Proffers as 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 Section 15.2-2303 of the Code of Virginia (1950), as amended (the “Virginia Code”) and Section 24-16 of the County Zoning Ordinance.

J. The County constitutes a high-growth locality as defined by Section 15.2-2303 of the Virginia Code.

NOW, THEREFORE, in consideration of the approval by the County of the Application and the Master Plan and the acceptance of these Proffers, the Existing Proffers are hereby amended and restated insofar as they relate to the Property as set forth below. The Existing Proffers and Existing Master Plan shall continue to govern the portion of the Stonehouse Planned Unit Development not included within the Property; provided, however, these Proffers shall be deemed to satisfy Proffers 3 and 13 in the Existing Proffers. Owner agrees that the following conditions shall be met and satisfied in connection with the development of the Property.

CONDITIONS

1. **Community Association.** Owner, with the concurrence of the Association at Stonehouse, Inc., shall subject Land Bay 3, the portion of Land Bay 8 consisting of James City County Parcel Identification Number 0530100025, and Land Bay 14 (collectively, the “Mill Pond Areas”) to the existing Declaration of Covenants, Restrictions, Affirmative Obligations and Conditions for Stonehouse recorded in the Clerk’s Office as Instrument Number 970015414 including, without limitation, the architectural review process and guidelines. In the event the

Association at Stonehouse, Inc. does not agree to the above, the Mill Pond Areas shall be subject to the existing Amended and Restated Declaration of Protective Covenants and Restrictions Stonehouse Owners Foundation recorded in the Clerk's Office as Instrument Number 100024411. Owner shall organize a community association or associations (the "Community Association") in accordance with Virginia law in which all property owners in the development on the Property (other than the Mill Pond Areas), by virtue of their property ownership, shall be members, provided, however, Owner may subject by the recordation of supplemental declaration(s) all or portions of the Property to existing property owners association(s) (individually and collectively, considered the "Community Association") and restrictive covenants in satisfaction of this requirement. There shall be one master Community Association for all residential portions of the Property (including the existing Stonehouse Glen subdivision). The Governing Documents (hereinafter defined) shall (i) require that the Community Association adopt an annual maintenance budget and assess members for the maintenance of all properties owned or maintained by the Community Association and (ii) shall grant the Community Association the power to file liens on members' properties for non-payment of such assessments and for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. The Governing Documents shall also provide for one or more design review committee(s) with the power to review and approve all site development and architectural plans within the development. Owner may organize separate neighborhood or commercial associations and impose supplemental or different restrictive covenants on individual sections of the Property. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the

Community Association shall be submitted to the County Attorney for review and approval for consistency with these Proffers.

2. **Density.** There shall be no more than 2,392 residential units and no more than 870,000 square feet of non-residential uses, excluding recreational uses, permitted on the Property. Of the 2,392 residential units no more than 1,200 residential units shall be B - attached structures containing two to four dwelling units, C - attached structures containing more than four dwelling units or D - apartments as those terms are defined in Section 24-487 of the County Zoning Ordinance. Owner shall provide on each site plan or subdivision plan for any development within the Property a then-current accounting of the number of residential units, unit type, and square footage of non-residential development that have previously been approved by the County and are proposed by the plan being submitted for review in a form reasonably acceptable to the Planning Director to permit the accurate tracking of the progression of the development of the Property in accordance with these Proffers.

3. **Transportation Improvements.** This Proffer sets forth external and internal road and intersection improvements recommended in the Traffic Study and the phasing of the construction of such improvements.

3.1 **Phase 1 Transportation Improvements.** The construction, installation, and/or implementation of the following improvements shall be completed or 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 assurances to be herein referred to as a “Guarantee” or “Guarantees”) at the times required below:

(a) Modification of the pavement and/or pavement markings on the westbound Fieldstone Parkway approach to State Route 30 to add and/or delineate a second

exclusive left-turn lane in connection with the installation of the traffic signal proffered in subsection (b) of this Section 3.1; and

(b) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 130 total dwelling units or 27,000 square feet (“sf”) of non-residential use(s) on the Property (or, any combination of such uses that would result in 62 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of State Route 30 and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and Fieldstone Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner’s development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 390 total dwelling units or 81,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 186 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT another traffic signal warrant analysis for the intersection of State Route 30 and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and Fieldstone Parkway prior to such final site plan or subdivision

plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based upon an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of State Route 30 and Fieldstone Parkway prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and Fieldstone Parkway prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of the traffic signal at the intersection of State Route 30 and Fieldstone Parkway when deemed warranted by VDOT.

(c) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 400 total dwelling units on the Property within Tract 2 and Tract 3 (Parcels D through I), Owner shall submit to the County and VDOT a left turn lane warrant analysis for the intersection at the southern entrance to Parcel B and the single entrance to Parcel C heading northbound on Six Mount Zion Road. In the event the analysis concludes, and VDOT concurs, that a left turn lane is warranted at one or both entrances, then the Owner shall Guarantee such left turn lane(s) prior to such final site plan or subdivision plat approval and shall complete the installation of such left turn lane(s) prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such left turn lane(s) is/are not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed

above the foregoing threshold; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 600 total dwelling units on the Property within Tract 2 and Tract 3 (Parcels D through I), Owner shall submit to the County and VDOT another left turn lane warrant analysis for the intersection at the southern entrance to Parcel B and the single entrance to Parcel C heading northbound on Six Mount Zion Road. In the event the analysis concludes, and VDOT concurs, that such left turn lane(s) is/are warranted at one or both entrances, then the Owner shall Guarantee such left turn lane(s) prior to such final site plan or subdivision plat approval and shall complete the installation of such left turn lane(s) prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such left turn lane(s) is/are still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing threshold; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee such left turn lane(s) prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent left turn lane warrant analysis for the intersection at the southern entrance to Parcel B and the single entrance to Parcel C heading northbound on Six Mount Zion Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property within Tract 2 and Tract 3 (Parcels D through I), and (3) complete the installation of such left turn lane(s) when deemed warranted by VDOT.

(d) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 522 total dwelling units or 75,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 248 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County

and VDOT a traffic signal warrant analysis for the intersection of State Route 30 and the I-64 Westbound Off/On-Ramps. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,000 total dwelling units or 170,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 476 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and I-64 Westbound Off/On-Ramps. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to such final site plan or

subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and I-64 Westbound Off/On-Ramps prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of State Route 30 and I-64 Westbound Off/On-Ramps when deemed warranted by VDOT.

(e) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 522 total dwelling units or 120,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 248 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of State Route 30 and LaGrange Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and LaGrange Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,200 total dwelling units or 275,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 571 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and LaGrange Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic

signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of State Route 30 and LaGrange Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of State Route 30 and LaGrange Parkway prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of State Route 30 and LaGrange Parkway prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of State Route 30 and LaGrange Parkway when deemed warranted by VDOT.

(f) Owner shall provide as a separate supplemental document with each site plan or subdivision plan for any development within the Property which would result in a mix of non-residential and residential units on the Property (and with each site plan or subdivision plan for any development within the Property thereafter), the projected peak hour vehicle trip generation associated with the development (i) proposed by the corresponding site plan or subdivision plan submission, and (ii) which has previously received final site plan or final subdivision plat approval from the County (and any site plans or subdivision plans for development within the Property then under review) in a form reasonably acceptable to the Planning Director

to permit the accurate tracking of the progression of the development of the Property in accordance with these Proffers.

3.2 Phase 2 Transportation Improvements. The following additional improvements shall be completed or Guaranteed at the times required below:

(a) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 657 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 313 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Six Mount Zion Road and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Fieldstone Parkway. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a

traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, the Owner shall (1) Guarantee a traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Fieldstone Parkway prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of Six Mount Zion Road and Fieldstone Parkway when deemed warranted by VDOT.

(b) Install an eastbound right turn lane on Fieldstone Parkway at the intersection of Six Mount Zion Road with installation of the traffic signal proffered with subsection (a) of this Section 3.2.

(c) Install a northbound left turn lane on Six Mount Zion Road at the intersection of Fieldstone Parkway with installation of the traffic signal proffered with subsection (a) of this Section 3.2.

(d) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips

based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, the Owner shall Guarantee a traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such traffic signal is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, then the Owner shall Guarantee a traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such signal prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such traffic signal is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an

agreed upon alternative timing plan, then the Owner shall (1) Guarantee a traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent traffic signal warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such traffic signal at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(e) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a warrant analysis for an exclusive westbound right-turn lane on Mount Laurel Road at the intersection of Six Mount Zion road. In the event the analysis concludes, and VDOT concurs, that an exclusive right-turn lane is warranted at this intersection, the Owner shall Guarantee such turn-lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn-lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such turn lane is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour

vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent warrant analysis for an exclusive westbound right-turn lane on Mount Laurel Road at the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that such turn lane is warranted at this intersection, then the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such turn lane is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, then the Owner shall (1) Guarantee a such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent turn lane warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(f) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a warrant analysis for an exclusive northbound right-turn lane on Six Mount Zion Road

at the intersection of Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that an exclusive right-turn lane is warranted at this intersection, the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such turn lane is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent warrant analysis for an exclusive northbound right-turn lane on Six Mount Zion Road at the intersection of Six Mount Zion Road and Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that such turn lane is warranted at this intersection, then the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such turn lane is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, then the Owner shall (1) Guarantee a such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat

approval, (2) submit to the County and VDOT a subsequent turn lane warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(g) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,452 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 691 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a warrant analysis for an exclusive southbound left-turn lane on Six Mount Zion Road at the intersection of Mount Laurel Road. In the event the analysis concludes, and VDOT concurs, that an exclusive left-turn lane is warranted at this intersection, the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(i) In the event that such turn lane is not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 2,122 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 1,010 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall submit to the County and VDOT a subsequent warrant analysis for an exclusive southbound left-turn lane on Six Mount Zion Road at the intersection of Six Mount Zion Road and Mount Laurel Road. In

the event the analysis concludes, and VDOT concurs, that such turn lane is warranted at this intersection, then the Owner shall Guarantee such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval and shall complete the installation of such turn lane prior to the issuance of building permits for the development depicted on such site plan or subdivision plat.

(ii) In the event that such turn lane is still not warranted by VDOT, then Owner's development of the Property (and permits and approvals therefor) may proceed above the foregoing thresholds; however, unless waived by the Planning Director based on an agreed upon alternative timing plan, then the Owner shall (1) Guarantee a such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road prior to such final site plan or subdivision plat approval, (2) submit to the County and VDOT a subsequent turn lane warrant analysis for the intersection of Six Mount Zion Road and Mount Laurel Road prior to each following site plan(s) and/or subdivision plan(s) approval for development on the Property, and (3) complete the installation of such turn lane at the intersection of Six Mount Zion Road and Mount Laurel Road when deemed warranted by VDOT.

(h) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,932 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 920 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall install or Guarantee:

(i) a second exclusive left-turn lane for the northbound State Route 30 approach to the I-64 Westbound Off/On-Ramps intersection at Exit 227 and widen the westbound I-64 On-Ramp to consist of two receiving lanes including corresponding modifications to the traffic signal proffered in Section 3.1(d).

(ii) a second exclusive left-turn lane on the I-64 Westbound Off-Ramp approach at State Route 30 including corresponding modifications to the traffic signal proffered in Section 3.1(d).

(i) Prior to approval of a site plan(s) and/or subdivision plan(s) that would result in more than 1,662 total dwelling units or 740,000 sf of non-residential use(s) on the Property (or, any combination of such uses that would result in 790 or more new peak hour vehicle trips based on the trip generation rates utilized in the Traffic Study), Owner shall install or Guarantee:

(i) a modification of the pavement and/or pavement markings on La Grange Parkway to add and/or delineate a second exclusive left-turn lane to the westbound LaGrange Parkway approach to State Route 30, including corresponding modifications to the traffic signal proffered in Section 3.1(e).

(ii) a second exclusive left-turn lane for the southbound State Route 30 approach to the LaGrange Parkway intersection, including corresponding modifications to the traffic signal proffered in Section 3.1(e).

(j) If Owner fails to comply with a requirement set forth in Section 3.1 or 3.2 hereof, the County shall not be obligated to grant the corresponding final subdivision or site plan approval or building permits, as applicable, unless and until such requirement is met.

(k) Owner shall provide, as a separate supplemental document with each site plan or subdivision plan for any development within the Property, the projected peak hour vehicle trip generation associated with the development (1) proposed by the corresponding site plan or subdivision plan submission, and (2) which has previously received final site plan or final subdivision plat approval from the County (and any site plans or subdivision plans for development within the Property then under review) in a form reasonably acceptable to the Planning Director

to permit the accurate tracking of the progression of the development of the Property in accordance with these Proffers.

3.3 Updated Traffic Study. Owner may have the Traffic Study updated, amended, or supplemented from time to time by an independent traffic consultant and may submit any such updated, amended, or supplemented Traffic Study to the Board of Supervisors and VDOT for approval. The schedule of road and intersection improvements and the phasing thereof set forth above may be amended based on such updated, amended, or supplemented Traffic Study submitted to the Board of Supervisors and VDOT. Owner shall convey, without charge, to VDOT or the County, as appropriate, all right of way owned by it that is necessary for such improvements and, when completed, shall dedicate all such improvements to VDOT or the County, as appropriate.

3.4 Traffic Signal Warrant Analyses. If VDOT determines that any intersection at which a traffic signal is proffered is approaching meeting warrants for installation of the traffic signal, then at the request of VDOT, Owner shall have a warrant analysis of that intersection conducted and submitted to the County and VDOT.

3.5 VDOT Standards. All improvements proffered in this Section 3 shall be designed and constructed in accordance with applicable VDOT standards and guidelines. All traffic signals proffered hereby shall be designed and installed to accommodate future proffered traffic improvements. Traffic signal timing equipment will be modified and signal timing plans updated as required by VDOT concurrently with capacity improvements at the intersection in question. All traffic signals proffered hereby shall include signal coordination equipment if required by VDOT.

3.6 FHWA Approvals. The proffered modifications to Interstate 64 interchanges will require the approval of the Federal Highway Administration (“FHWA”). If FHWA approval of a modification is not granted after submission through and with the approval of VDOT of all

appropriate and required interchange modification applications and supporting documentation, Owner shall propose to the Board of Supervisors and VDOT substitute improvements and provide VDOT and the Board of Supervisors with a traffic study showing the impact of the proposed substitute improvements, commensurate in traffic benefit and costs with the proffered interchange modifications for review and approval by the Board of Supervisors and VDOT. If such substitute improvements are approved by the Board of Supervisors and VDOT, the completion or posting of Guarantees for their completion with the County shall satisfy the obligation of Owner with respect to the proffered interchange modification for which FHWA approval was not granted.

3.7 Internal Road and Intersection Improvements.

(a) Owner shall improve the portion of Mount Laurel Road if required to meet current VDOT Standards for a 2 lane local road (as identified on the James City County Comprehensive Plan) from Six Mount Zion Road to any entrances constructed on Mount Laurel Road providing access to/from Tract 11A or Tract 11B. Signage shall be provided along Mount Laurel Road to make such roadway a “signed shared roadway” consistent with VDOT regulations.

(b) Owner shall improve the portion of Six Mount Zion Road if required to meet current VDOT Standards for a 2 lane local road (as identified on the James City County Comprehensive Plan) from Ware Creek Road northerly to any entrances constructed on Six Mount Zion Road providing access to/from Tract 2 or Tract 3.

(c) Owner shall improve the portion of Ware Creek Road if required to meet current VDOT Standards for a 2 lane local road (as identified on the James City County Comprehensive Plan) from Six Mount Zion Road to any entrances constructed on Ware Creek Road providing access to/from Tract 2, Tract 11B, or Tract S.

(d) With the prior approval of VDOT, at such time as any of the proffered improvements to the Six Mount Zion Road/Fieldstone Parkway intersection are triggered, Owner may install a roundabout meeting VDOT requirements in lieu of the improvements to the Six Mount Zion Road/Fieldstone Parkway intersection proffered above to include, without limitation, any turn lanes.

(e) With the prior approval of VDOT, at such time as any of the proffered improvements to the Six Mount Zion Road/Mount Laurel Road intersection are triggered, Owner may install a roundabout meeting VDOT requirements in lieu of the improvements to the Fieldstone Parkway/Mount Laurel Road intersection proffered above to include, without limitation, any turn lanes.

3.8 External Road Connections. Within one year from the date of approval of the requested rezoning by the Board of Supervisors, Owner shall petition VDOT to permit the disconnection of Ware Creek Road immediately west of its intersection with Mount Laurel Road from the portion of Ware Creek Road that extends through the Property and, if VDOT approval is obtained, physically disconnect the road, to prevent traffic from the Property from using Ware Creek Road to access Croaker Road. If VDOT refuses to allow this disconnection, Owner shall not improve a segment of Ware Creek Road of at least 1,500 linear feet in length to the west of its intersection with Mount Laurel Road to the first subdivision road in the Property and through the use of signage and other measures as approved by VDOT shall attempt to de-emphasize Ware Creek Road as a means of ingress and egress to and from the Property. A plan for signage and other measures shall be submitted within 180 days of VDOT's notification to Owner of a denial of the petition, should this occur, for Planning Director review and approval, and shall be

implemented within 180 days of such approval or within such other timeframe as is agreed to in advance by both parties.

4. **Public Sites.**

4.1 School Site. Owner shall, in accordance with the terms and conditions set forth in a Memorandum of Understanding and Agreement between the Owner and the County, of even date herewith, (i) convey to the County, without consideration, a site containing approximately 88.73 gross acres (the “School Site”) in the location shown on the Master Plan as “9 MIDDLE SCHOOL”; or (ii) make a one-time contribution of \$837,200.00 for use by the County in expanding school capacity within the County.

4.2 Public Recreation Trail. A public recreation trail (“Public Trail”) will be developed within a portion of the Property as more particularly described herein. Any portions of the Public Trail located outside of public right of way will be owned and maintained by the Community Association but open for use by the public subject to reasonable rules and regulations agreed upon by the Community Association and the County. Any sections of the multi-use paths located outside of public right of way and owned and maintained by the Community Association shall be built to paved trail standards as defined in the now current version of the Parks and Recreation Greenway Master Plan, dated June 25, 2002. Any portion of the Public Trail which is located within the public right of way and to be publically maintained shall be built to VDOT standards. The Public Trail will consist of a minimum of:

(a) 10,000 linear feet of multi-use trail or shoulder bike lane along Six Mount Zion Road. All improvements to Route 600 within the Property shall include a shoulder bike lane or multi-use trail except where Route 600 passes under Interstate 64 in which location a 5 foot sidewalk, which shall transition or tie into the multi-use trail or shoulder bike lane segments, as

applicable, located immediately to the north and south of the subject Interstate 64 overpass area, shall be installed (subject to receipt of all applicable governmental approvals);

(b) 8,000 linear feet of multi-use trail along Ware Creek Road; and

(c) 6,000 linear feet of multi-use trail along Mt. Laurel Road.

The Public Trail will be installed at the time the adjacent road is constructed or improved with the development of adjacent parcels. Any portions of the Public Trail subject to VDOT policies and regulations shall have signage consistent with those requirements.

4.3 Reversion. If (i) the Board of Supervisors makes a formal determination by resolution not to use the School Site conveyed to the Williamsburg-James City County Public School Division or applicable school board for the school facilities before construction of any improvements on such School Site, or (ii) construction of improvements has not been commenced within fifteen (15) years from the date of conveyance to the Williamsburg-James City County Public School Division or the applicable school board, then at the option of Owner title to the School Site shall revert to (a) the Owner or an entity designated by Owner (if, at such time, Owner owns any of the Property), or, if Owner does not then own any of the Property, (b) the master Community Association. The County, at the request of the Owner or Community Association (as applicable), shall deliver deeds to the Owner or Community Association, as provided above, evidencing such reversion of title. The County's obligation to return the School Site to the Owner or Community Association (as applicable) shall expire on the earlier of (i) the commencement of construction on the School Site; and (ii) the fortieth anniversary of the approval of the Application by the County.

5. **Community and Recreational Facilities.**

5.1 **Facilities and Phasing.** Owner shall construct the community and recreational facilities described below (conditioned upon Owner's obtaining all required governmental permits and approvals and in accordance with the now current James City County Parks and Recreation Master Plan Update 2017 – Appendix F Development Guidelines) generally in the locations shown on the Master Plan:

(a) Tract 3 Amenity (H) – A community building, swimming pool and playground (which currently exist). Before the issuance of the 800th building permit on the Property and within the Stonehouse Glen subdivision, 1 multi-purpose court will be constructed on the Amenity H property.

(b) Ware Creek Road Amenity (A) – Concurrent with the first preliminary site plan or subdivision plan approval for development on all or a portion of Tract 2, Tract S, Tract 3 Parcel D, or Tract 3 Parcel E, conceptual site plans for a single community facility or multiple community facilities totaling approximately 8 acres across Tract 2, Tract S, Tract 3 Parcel D, or Tract 3 Parcel E shall be submitted to the County. Such facility or combination of facilities shall include 3,000 sf of buildings, one swimming pool, one multi-purpose grass field of adequate size to accommodate a regulation soccer field, and one multi-purpose court. The facility or facilities will be required to be open to the homeowners prior to the issuance of more than 1,200 building permits on the Property.

(c) Tract 11A Amenity (B) – Concurrent with the first preliminary site plan or subdivision plan approval for Tract 11A, a conceptual plan for an approximately 8 acre community facility in Tract 11A, with a pavilion, outdoor fitness equipment, and a multi-purpose grass field of adequate size to accommodate a regulation soccer field, will be submitted to the

County. The facility will be required to be open to the homeowners prior to the issuance of more than 150 building permits on Tract 11A.

(d) Tract 10B Amenity (C) – Concurrent with the first preliminary site plan or subdivision plan approval for Tract 10B, a conceptual plan for an approximately 17 acre multi-use outdoor recreation facility and two multipurpose/soccer fields in Tract 10B as shown, generally, on that certain exhibit entitled “Tract 10B Preservation Square”, dated July 26, 2019, prepared by Cole Jenest & Stone, a copy of which is on file with the County Planning Director, will be submitted to the County. The facility will be required to be open to the homeowners prior to the issuance of more than 40 building permits on Tract 10B.

(e) Playgrounds – A minimum of 3 playgrounds shall be provided within the Property. Such playgrounds will be sited, identified, and the apparatus’ specified within the preliminary site plan or subdivision plan where such facilities are to be located.

(f) Land Bay 5 Amenity (K) – Concurrent with the first preliminary site plan or subdivision plan approval for Land Bay 5, a conceptual plan for an approximately 2 acre groomed passive open space, will be submitted to the County. The facility will be required to be open to the homeowners prior to the issuance of more than 80 building permits on Land Bay 5.

5.2 Modification of Facilities. The exact facilities to be provided at each amenity site may be modified from time to time by Owner (or the Community Association if ownership of such site has been conveyed to same) provided any such modification provides an equivalent or greater recreational benefit. Any such modification shall be subject to the prior approval of the Planning Director for consistency with this Proffer.

5.3 Trail System. In addition to the Public Trail, Owner shall install a minimum of 16,000 linear feet of soft-surface trail(s) within Tracts 11A, 11B, and S which provide connection

to Six Mount Zion Road, Ware Creek Road, and Mt. Laurel Road. Design plans for the path within a Tract shall be submitted to the County with the first development plan for the Tract and construction of such path shall begin or Guarantees for such construction shall be posted before the County is obligated to grant final subdivision or site plan approval for more than 50% of residential lots or units permitted in the Tract and in any event the path shall be installed within three years from the date of final approval of the first subdivision plat or site plan for development within the Tract in question. Such soft-surface trails shall be built to mulch trail standards as currently defined in the Parks and Recreation Greenway Master Plan, dated June 25, 2002.

6. **Archaeological Sites.**

6.1 **Archaeological Sites.**

(a) Prior to the issuance of building permits that would result in more than 50 total dwelling units or 30,000 sf of non-residential use(s) on Tract 10B, an interpretive kiosk will be constructed or Guaranteed, as generally depicted upon that certain exhibit entitled “Tract 10B Preservation Square”, dated July 26, 2019, prepared by Cole Jenest Stone, a copy of which is on file in the Office of the County Planning Director. This interpretive kiosk will provide images and a cultural narrative of the historical events, significance, and sites that are located on the Stonehouse property.

(b) Archaeological sites listed in the Archaeological Documents (defined in Recital H) (each referred to as a “Site”) that are potentially eligible for the National Register of Historic Places that can be avoided by the development will be clearly marked on site plans or subdivision construction plans (“development plans”). In addition, if land clearing or construction activities take place near a Site area, then the Site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing near the area. If a Site cannot be avoided by the

development, then a Phase II evaluation will be completed on the Site prior to any land disturbance activity in the Site area. The Phase II evaluation will be submitted to the County Planning Director for review.

(c) At the conclusion of the Phase II evaluation, if a Site is determined not eligible for listing on the National Register of Historic Places, then development may occur in the Site area. If the determination is made that a Site is eligible for listing on the National Register of Historic Places, then several mitigation options are available:

(i) Avoidance. The Site may be avoided by the development by setting aside the Site in a park, RPA buffer, or vegetative area. National Register-eligible archaeological Sites that can be avoided by the development will be clearly marked on project development plans. In addition, if land clearing or construction activities take place near the Site area, then the Site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing in the area.

(ii) Partial Avoidance/Data Recovery. The Site may be partially avoided and partially impacted. In this case, data recovery will be limited to the Site area to be impacted. The portion of the Site area to be avoided will be clearly marked on project development plans. In addition, if land clearing or construction activities take place near the Site area, then the remaining Site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing in the area. A Treatment Plan for the portion of the Site area to be impacted will be completed and submitted to the County Planning Director for review.

(iii) Data Recovery. If the Site cannot be avoided, then a Treatment Plan will be completed and submitted to the County Planning Director for review.

(d) If the Phase II or Phase III study of a Site determines the Site is eligible for inclusion on the National Register of Historic Places and such Site is to be preserved in place, the treatment plan shall include nomination to the National Register of Historic Places. All approved treatment plans shall be incorporated into the plan of development for the affected portion of the Property and the clearing, grading or construction activities thereon.

6.2 Unexpected Archaeological Discoveries. Should previously unidentified historic properties be identified during development of the Property, the applicant will halt all construction work involving subsurface disturbance in the area of the resource and in the surrounding area where further subsurface remains can reasonably be expected to occur and notify the Planning Director and the Virginia State Historic Preservation Officer (“SHPO”) of the discovery. The Planning Director and the SHPO will be allowed to immediately inspect the work site and determine the area and nature of the affected archaeological resource. Construction work may then continue in the area outside the archaeological resource as defined by Planning Director and the SHPO, or their designated representative. Within 14 working days of the original notification of discovery, the Planning Director, in consultation with the SHPO, will determine the National Register eligibility of the resource based on information provided by Owner’s archaeologist recovered from the field, site type, artifacts, and historic research. If the resource is determined eligible for the National Register, the applicant will prepare a plan for its avoidance, protection, recovery of information, or destruction without data recovery. The plan shall be approved by the Planning Director, in consultation with the SHPO, prior to implementation. Work in the affected area shall not proceed until either (i) the development and implementation of appropriate data recovery or other recommended mitigation procedures, or (ii) the determination is made that the located remains are not eligible for inclusion on the National Register.

6.3 Qualifications and Standards. The archaeological excavations will be conducted under the direct supervision of an archaeologist who meets the *Secretary of the Interior's Professional Qualification Standards*. All work and resulting reports will meet the *Secretary of the Interior's Standards and Guidelines for Archaeology and Historic Preservation* and applicable Virginia Department of Historic Resource guidance.

7. **Cash Contributions for Community Impacts.**

(a) Owner shall make a one-time contribution to the County of \$2,571.27 for each residential dwelling unit constructed on the Property. Such contributions shall be used by the County for school uses.

(b) Owner shall make a one-time contribution to the County of \$1,254.94 for each residential dwelling unit constructed on the Property. Such contributions shall be used by the County for the provision of affordable housing within the County.

(c) Owner shall make to the JCSA a one-time contribution \$0.14 per gallon per day of average daily sanitary sewage flow for each non-residential building based on the use of the building(s) the sewer flows from which discharge into JCSA Lift Station 9-5 as determined by JCSA.

(d) Owner shall make to the JCSA a one-time contribution of \$0.31 per gallon per day of average daily sanitary sewage flow for each non-residential building based on the use of the building(s) the sewer flows from which discharge into JCSA Lift Station 9-7 as determined by JCSA.

(e) Owner shall make a one-time contribution of \$800,000.00 for use by the County in expanding school capacity within the County. The foregoing contribution shall be made by Owner to the County upon the earlier of (i) the approval by the County of site plans or

subdivision plats for at least 1,000 dwelling units on the Property, or (ii) within 90 days after receipt of a written request from the school district for the funds. The County shall not be obligated to grant final subdivision plat or site plan approval for residential dwelling units on the Property after such payment is triggered until the contribution is made.

(f) The contributions described in subsections (a) through (d) above shall be payable at the time of issuance of a certificate of occupancy for the residential unit or non-residential building.

(g) The per unit contribution amounts shall consist of the amounts set forth in subsections (a) and (b) above plus any adjustments included in the Marshall and Swift Building Costs Index (the “Index”) from 2019 to the year a payment is made if payments are made after on or after January 1, 2020. The per unit contribution amount shall be adjusted once a year with the January supplement of the Index of the payment year. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in the preceding subsections of this Section. In the event that the Index is not available, a reliable government or other independent publication evaluating information heretofore used in determining the Index (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary factor for purposes of increasing the per unit contribution to approximate the rate of annual inflation in the County.

(h) The County, JCSA, and Owner acknowledge and agree that the obligations of Owner to make cash contributions for water system improvements is governed by the Water Facilities Agreement dated April 29, 2005 among JCSA and the predecessors in title to Owner to the Property.

8. **Water Conservation.**

(a) The Owner shall be responsible for developing water conservation standards to be submitted to and approved by JCSA. The Community Association shall be responsible for enforcing these standards. The standards shall address such water conservation measures as (i) use of a reclaimed water system (“Reclaimed Water System”) for irrigation if such system is constructed, (ii) limitations on the installation and use of irrigation systems (other than the Reclaimed Water System) and irrigation wells, (iii) if the Reclaimed Water System is not constructed, the use of approved landscaping materials such as warm season turf in appropriate growing areas and drought tolerant native plants, and (iv) 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 JCSA prior to final subdivision or the plan approval for development on the Property.

(b) If the Owner desires to have outdoor watering of common areas on the Property it shall provide water for irrigation utilizing the Reclaimed Water System if it is constructed or otherwise from recycled water or surface water collection from surface water ponds and shall not use JCSA water or well water for irrigation purposes, except as provided below. This requirement prohibiting the use of well water may be waived or modified by the General Manager of JCSA if the Owner demonstrates to JCSA General Manager that there is insufficient water for irrigation from recycled water or in the surface water impoundments, and the Owner may apply for a waiver for shallow (less than 100 feet) wells to supplement the recycled water supply or surface water impoundments. Owner acknowledges a waiver will be required for each well requested.

9. **Environmental Protection.**

9.1 **Stormwater Management Plans.** At least 60 days prior to submission of development plans for a Tract as designated on the Master Plan within the Property, Owner shall submit to the County a conceptual master stormwater management plan for that Tract (“Stormwater Plan”). Each Stormwater Plan shall include the following: (i) narrative providing information about specific site plans including proposed land use, significant environmental constraints, and proposed method for meeting stormwater management requirements; (ii) preliminary site plan with conceptual layout of road network and utilities; (iii) completed Significant Design Consideration Checklist; (iv) identification of proposed location and type of each stormwater management device; (v) mapping of existing conditions drainage areas and environmental constraints; (vi) identification of stream crossings including proposed type of crossing and summary of environmental impacts and mitigation requirements; and (vii) outfall channels. The submittal will not include calculations or detail sheets representing the design of stormwater management devices.

9.2 **Stormwater Management Inventory System.** Owner shall create a comprehensive inventory of all stormwater management devices within the Property. This inventory shall include data sheets for every device that will include basic information including location, type, and size of device. Additionally, a digital picture and other design information such as required storage volume and general operations and maintenance requirements shall be included. The goal of the system is to provide an interactive means by which the Community Association can maintain the stormwater management system and work proactively with the County. The database will be designed in accordance with any existing James City County stormwater management inventory

standards. The initial version of the system shall be submitted with the first conceptual Stormwater Plan for the Property and the inventory system shall be updated as each Tract develops.

9.3 Building RPA Setback. A 25 foot setback from the defined RPA buffer is hereby established so that no building will be erected within 25 feet of the RPA. This additional setback shall be shown on all site plans, subdivision plans, and plans of development.

9.4 Natural Resources. A natural resource inventory of suitable habitats for S1, S2, S3, G1, G2, or G3 resources as defined in the County's Natural Resources Policy on the portion of the Property then proposed for development shall be submitted to the Planning Director for his/her review and approval prior to land disturbance of such portion of the Property. If the inventory confirms that a natural heritage resource exists, a conservation management plan shall be submitted to and approved by the Planning Director for the affected area. All inventories and conservation management plans shall meet the Virginia Department of Conservation and Recreation's Division of Natural Resources ("DCR/DNH") standards for preparing such plans, and shall be conducted under the supervision of a qualified biologist as determined by the DCR/DNH or the United States Fish and Wildlife Service. All approved conservation management plans shall be incorporated into the plan of development for the portion of the Property then proposed for development, and the clearing, grading or construction activities thereon, to the maximum extent possible. Upon approval by the Planning Director, a mitigation plan may substitute for the incorporation of the conservation management plan into the plan of development for the site. This proffer shall be interpreted in accordance with the County's Natural Resources Policy adopted by the County on July 27, 1999.

9.5 Nutrient Management Plan. The Association shall be responsible for contacting an agent of the Virginia Cooperative Extension Office ("VCEO") or, if a VCEO agent is unavailable,

a soil scientist licensed in the Commonwealth of Virginia, an agent of the Soil and Water Conservation District or other qualified professional to conduct soil tests and to develop, based upon the results of the soil tests, customized nutrient management plans (the “Plans”) for all common areas within the Property and for the single family lots shown on each subdivision plat of the Property. The Plans shall be submitted to the County’s Stormwater & Resource Protection Director for review and approval prior to the issuance of the building permits for more than 25% of the units shown on the subdivision plat. Upon approval, the Owner so long as it controls the Community Association and thereafter the Community Association shall be responsible for ensuring that any nutrients applied to common areas which are controlled by the Community Association be applied in strict accordance with the Plan. The Owner shall provide a copy of the individual Plan for each lot to the initial purchaser thereof. Within five years after issuance of the Certificate of Occupancy for the first dwelling unit on the Property and every three years thereafter, a turf management information seminar shall be conducted on the site. The seminar shall be designed to acquaint residents with the tools, methods, and procedures necessary to maintain healthy turf and landscape plants.

9.6 Water Quality Monitoring Program. Owner shall cooperate with the Environmental and Stormwater Divisions in establishing three water quality monitoring stations on the Property in locations approved by Owner. These stations will be located to operate in conjunction with any other stream monitoring conducted by Owner pursuant to permit or regulatory requirements.

9.7 Low Impact Development Education. Prior to the issuance of building permits that would result in more than 50 total dwelling units or 30,000 sf of non-residential use(s) on Tract 10B, an interpretive kiosk will be constructed or Guaranteed, as generally depicted upon that

certain exhibit entitled “Tract 10B Preservation Square”, dated July 26, 2019, prepared by Cole Jenest & Stone, a copy of which is on file in the Office of the County Planning Director. This interpretive kiosk will provide images and a narrative explaining the significance of low impact development techniques and the location of example features within the Property.

10. **Conceptual Review.** At least 60 days prior to submission of a development plan for all or any portion of a Tract, Owner shall submit a conceptual development plan for the development of the entire Tract to the Planning Director for review and comment by the Planning Director and the Development Review Committee. The conceptual development plan shall show the layout of lots/units or commercial buildings, density in units or square footage, road locations, amenity areas and improvements, trails and pedestrian paths, common and natural open space, required or proffered buffers, proposed clearing limits and any archaeology or natural resource preservation areas within the tract. Such review shall be for the purposes of determining general consistency with zoning ordinance requirements, the Master Plan, these proffers, and other applicable County policies.

11. **Work Force Housing.** A minimum of 85 of the residential units shall be offered for sale at a price at or below \$313,735.50 (“Workforce Units”) subject to adjustment as set forth herein. The maximum price for Workforce Units shall be adjusted annually, on January 1st of each year, by increasing such price by the cumulative rate of inflation as measured by the Index annual average change for the period from 2019 to the year a Workforce Unit is sold if such sale occurs on or after January 1, 2020. In the event that the Index is not available, a reliable government or other independent publication evaluating information heretofore used in determining the Index (approved in advance by the County Manager of Financial Management

Services) shall be relied upon in establishing an inflationary factor for purposes of increasing the maximum price for Workforce Units to approximate the rate of annual inflation in the County.

The Planning Director shall be provided with a copy of the settlement statement for each sale of a Workforce Unit and a spreadsheet prepared by Owner showing the prices of all of the Workforce Units that have been sold for use by the County in tracking compliance with the price restrictions applicable to the Workforce Units.

12. **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 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. The overall Master Water Plan shall also identify at what point in the development a future water source/facility may be required. JCSA will not require lift station locations and gravity sewer layout to be shown as part of the overall Master Sewer Plan. These items will be included on sub-Development Area master plan submittals when more detail can be provided (i.e. lift station locations, gravity sewer layout, looping of waterlines, etc.). It is understood the Reclaimed Water System if implemented will impact the overall Master Sewer Plan. Assuming that the project will be moving forward with sections of the development prior to this determination, notes/disclaimers will be added to the overall Master Sewer Plan stating the

water re-use facility is not included. If the Reclaimed Water System does happen, then revised overall Master Sewer Plans will have to be submitted.

13. **Strip Shopping Centers Prohibited**. No non-residential development in Tract 10 shall consist of an unbroken row or line of building fronts which are one unit deep and parallel or principally oriented to either Fieldstone Parkway or Six Mount Zion Road, with the parking field for such buildings located between the building and Fieldstone Parkway. It is the intent of this proffer to prohibit retail development commonly known as “strip retail/commercial development.” Development plans for non-residential development in Tract 10 shall be subject to approval by the Planning Director as to their compliance with this proffer.

14. **Design Review**. Owner shall prepare and submit design review guidelines for each Tract of the Property to the Planning Director setting forth design and architectural standards consistent with the section of the Community Impact Statement, a copy of which is on file in the Office of the County Planning Director, entitled “Architectural Criteria” for the development of the Tract prior to the County being obligated to grant final approval to any development plans for the Tract (the “Guidelines”). Owner shall establish one or more Design Review Board(s) to review all building plans and building elevations for conformity with the Guidelines and to approve or deny such plans.

15. **Tract 10B**. Prior to approval of a site plan and/or subdivision plan for residential development of Tract 10B, Owner shall obtain approval of a subdivision plat that establishes a parcel or parcels for the non-residential use intended on Tract 10B. Such residential site plan and or subdivision plan shall include easements for access and utilities adequate to serve the non-

residential development intended for Tract 10B. The gross acreage of non-residential use(s) in Tract 10B shall be not less than 8.0 acres.

16. **Headings.** All section and subsection headings of Conditions herein are for convenience only and are not a part of these Proffers.

17. **Severability.** If any condition or part thereof set forth herein shall be held invalid or unenforceable for any reason by a court of competent jurisdiction, the invalidity or unenforceability of such condition or part thereof shall not invalidate any other remaining condition contained in these Proffers.

18. **Successors and Assigns.** These Proffers shall run with the title to the Property and shall be binding on the parties hereto and their respective successors and assigns; provided, however once a party ceases to own any portion of the Property, such party shall have no continuing liability hereunder.

19. **Void if Amended Application not Approved.** In the event that the Amended Application is not approved by the County or is overturned by subsequent judicial determination, these Proffers and the Master Plan shall be null and void.

[Signatures located on following pages]

Signature page to the Amended and Restated Stonehouse Proffers.

WITNESS the following signatures and seals:

SCP-JTL STONEHOUSE OWNER 1 LLC

By: David C. Lane
Title: AUTHORIZED Representative

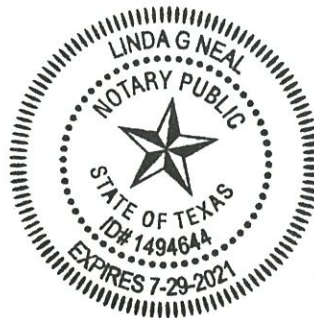
STATE OF TEXAS
CITY/COUNTY OF DALLAS, to-wit:

The foregoing instrument was acknowledged before me this 20th day of September, 2019, by DAVID A. LANE, AUTHORIZED REPRESENTATIVE, of SCP-JTL STONEHOUSE OWNER 1 LLC, a Delaware limited liability company, on behalf of the company.

Linda A. Neal
NOTARY PUBLIC

My commission expires:

7-29-2021



Signature page to the Amended and Restated Stonehouse Proffers.

SCP-JTL STONEHOUSE OWNER 2 LLC

By: David C. Lane
Title: AUTHORIZED REPRESENTATIVE

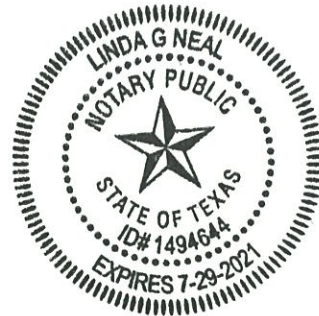
STATE OF TEXAS
CITY/COUNTY OF DALLAS, to-wit:

The foregoing instrument was acknowledged before me this 20th day of September, 2019, by DAVID A. LANE, AUTHORIZED REPRESENTATIVE, of SCP-JTL STONEHOUSE OWNER 2 LLC, a Delaware limited liability company, on behalf of the company.

Linda A. Neal
NOTARY PUBLIC

My commission expires:

7-29-2021



Signature page to the Amended and Restated Stonehouse Proffers.

STONEHOUSE OWNERS FOUNDATION

By: Robert W. Woodruff
Title: PRESIDENT

STATE OF Virginia
CITY/COUNTY OF London, to-wit:

The foregoing instrument was acknowledged before me this 23RD day of September, 2019, by Robert W. Woodruff, President, of STONEHOUSE OWNERS FOUNDATION, a Virginia

Timothy O. Trant II
NOTARY PUBLIC

My commission expires:

2/28/2021



Signature page to the Amended and Restated Stonehouse Proffers.

NVR, INC.

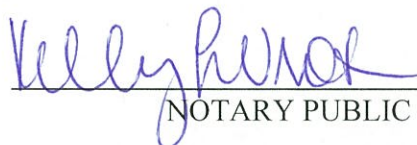


By: _____

Title: Vice President

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged before me this 23 day of September, 2019, by Jeff Ambrose, Vice President, of NVR, INC., a Virginia corporation, on behalf of the company.



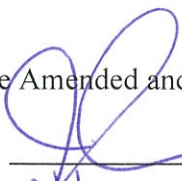
NOTARY PUBLIC

My commission expires:

5/31/2023

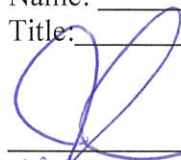
Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.


The authorized officer of NVR, Inc.
Attorney in fact for Anil Jain.
Anil Jain

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Anil Jain

Name: Jeffrey C. Ambrose
Title: Authorized Officer

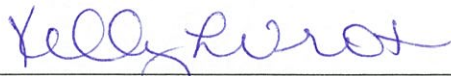

The authorized officer of NVR, Inc.
Attorney in fact for Krishnan Menon
Krishnan Menon

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Krishnan Menon

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 23 day of September,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Anil
Jain and Kirshnan Menon.



NOTARY PUBLIC

My commission expires:

5/31/23

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.

Mary Christina Allegretto

Mary Christina Allegretto, Trustee of the Restated
Revocable Trust Agreement of Mary Christina Allegretto,
dated April 21, 2006, amended December 4, 2008

James Daniel Allegretto

James Daniel Allegretto, Trustee of the Restated Revocable
Trust Agreement of Mary Christina Allegretto, dated April
21, 2006, amended December 4, 2008

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 11th day of October,
2019, by Mary Christina Allegretto, Trustee and James Daniel Allegretto, Trustee of the Restated
Revocable Trust Agreement of Mary Christina Allegretto, dated April 21, 2006, as amended.

Mary R. Hopkins

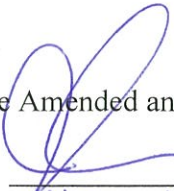
NOTARY PUBLIC

My commission expires:

10/31/2023

Mary Rogers Hopkins
NOTARY PUBLIC - Reg. No. 7839293
Commonwealth of Virginia
My Commission Expires October 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.

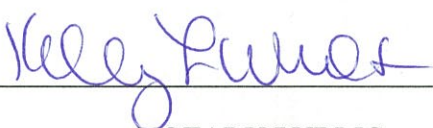

The authorized officer of NVR, Inc.
Attorney in fact for David Christopher Ferguson.
David Christopher Ferguson

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for David Christopher Ferguson

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 23 day of September,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for David
Christopher Ferguson.



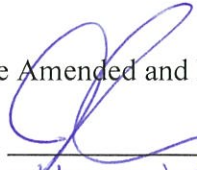
NOTARY PUBLIC

My commission expires:

5/31/23

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.

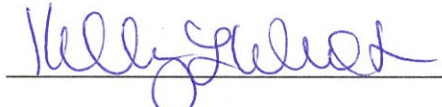

The authorized officer of NVR, Inc.
Attorney in fact for Tyanne F. McDonald
Tyanne F. McDonald

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Tyanne F. McDonald

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 23 day of September,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Tyanne
F. McDonald.



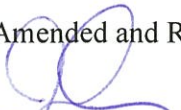
NOTARY PUBLIC

My commission expires:

5/31/23

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

Signature page to the Amended and Restated Stonehouse Proffers.


the authorized officer of NVR,
Inc., attorney-in-fact for Vianney Victoire
Vianney Victoire

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Vianney Victoire

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 29 day of October,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Vianney
Victoire.

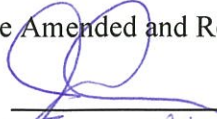
Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023


NOTARY PUBLIC

My commission expires:

5/31/23

Signature page to the Amended and Restated Stonehouse Proffers.


the authorized officer of NVR,
Inc., attorney-in-fact for Gloria Ann Simonnet
Gloria Ann Simonnet

By: Jeffrey C. Ambrose, the authorized officer of NVR,
Inc., attorney-in-fact for Gloria Ann Simonnet

Name: Jeffrey C. Ambrose
Title: Authorized Officer

STATE OF VA
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 29 day of October,
2019, by Jeffrey C. Ambrose, the authorized officer of NVR, Inc. as attorney-in-fact for Gloria
Ann Simonnet.

Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023


NOTARY PUBLIC

My commission expires:

5/31/23

EXHIBIT “A”
PROPERTY DESCRIPTION

OWNER: SCP-JTL STONEHOUSE OWNER 1 LLC

PIN NUMBERS: 0440100030; 0530100009; 0440100029; and 0440100025

Land Bay 5:

Parcel ID 0440100030:

All that certain lot, parcel or tract of land, lying, situate and being in Stonehouse Magisterial District, James City County, Virginia and being more particularly shown and described as Parcel B-1 on that certain plat entitled “Plat Showing Boundary Line Adjustment & Lotline Extinguishment being New Parcel B-1 and Lot 1, Section 1-A for 2J Investments, L.L.C.”, prepared by G.T. Wilson, Jr., L.S., of AES Consulting Engineers, dated February 9, 2005 and recorded March 29, 2005 in the Clerk’s Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 050007055 to which plat reference is hereby made for a more particular description such property.

Parcel ID No. 0530100009:

All that certain lot, parcel or tract of land, situate, lying and being more particularly shown and described as Parcel B-2 on that certain plat of subdivision entitled “Subdivision Plat of Stonehouse Development Area One, Phase 1, Section 1-B, Section II-A, Section III-C, Parcel B and Parcel C being a subdivision of properties owned by Stonehouse Limited Liability Company and Stonehouse, Inc., prepared by Langley and McDonald, P.C., dated November 19, 1999, revised December 9, 1999, a copy of which is of record in the Clerk’s Office of the Circuit Court of the City of Williamsburg and the County of James City, Virginia, in Plat Book 75 at Page 93 to which reference is hereby made for a more particular description of such property.

Land Bay 3:

Tax Parcel ID No.: 0440100029:

Section 1-B containing 19.1500 acres as shown on “Subdivision Plat of Stonehouse Development Area One, Phase I, Section I-B, Section II-A, Section III-C, Being a Subdivision of Properties Owned by Stonehouse Limited Liability Company and Stonehouse, Inc.”, made by Langley and McDonald, Inc., dated November 19, 1999, last revised December 9, 1999, recorded in Plat Book 75, Pages 93-97, and that certain property shown as “Parcel R-5” on that certain “Subdivision Plat Showing Stonehouse Glen Section 1 & 2 and Right of Way of Fieldstone Parkway being a subdivision of the property of Fieldstone Investment, LLC and Stonehouse Glen, LLC” dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument Number 060016179.

Land Bay 5 & Part of Tract 10A:

Tax Parcel ID No.: 0440100025:

All those certain lots, pieces or parcels of real property lying, being, and situated in the Stonehouse Magisterial District of James City County, Virginia, shown as "PARCEL B" on a that certain plat entitled "BOUNDARY LINE ADJUSTMENT PLAT OF PROPERTY OWNED BY STONEHOUSE, INC. AND GOLF TRUST OF AMERICA, L.P.", dated May 5, 1997, made by Langley and McDonald, P.C., recorded in the Circuit Court Clerk's Office for the County of James City and City of Williamsburg (the "Clerk's Office"), in Plat Book 66, at pages 89-93; and all that certain lot, piece or parcel of real property lying, being, and situated in the Stonehouse Magisterial District of James City County, Virginia, shown as "SECTION II-A" on that certain plat entitled "SUBDIVISION PLAT OF STONEHOUSE DEVELOPMENT AREA ONE, PHASE 1 SECTION I-B, SECTION II-A, SECTION III-C PARCEL B AND PARCEL C BEING A SUBDIVISION OF PROPERTIES OWNED BY STONEHOUSE LIMITED LIABILITY COMPANY AND STONEHOUSE INC.", dated November 19, 1999, revised December 9, 1999, prepared by Langley and McDonald, Inc., recorded in the Clerk's Office in Plat Book 75, at pages 93-97; LESS AND EXCEPT the following described property:

1. All that property shown as "PARCEL B-1" and "PARCEL B-2" on that certain plat entitled "SUBDIVISION PLAT OF STONEHOUSE DEVELOPMENT AREA ONE, PHASE 1 SECTION I-B, SECTION II-A, SECTION III-C PARCEL B AND PARCEL C BEING A SUBDIVISION OF PROPERTIES OWNED BY STONEHOUSE LIMITED LIABILITY COMPANY AND STONEHOUSE INC.", dated November 19, 1999, revised December 9, 1999, prepared by Langley and McDonald, Inc., recorded in the Clerk's Office in Plat Book 75, at pages 93-97;
2. All that property shown as "WELL FACILITY W-25" and "EXISTING WELL FACILITY W-26" on that certain plat entitled "SUBDIVISION & CONVEYANCE PLAT OF WELL FACILITY W-25 AND VARIABLE WIDTH UTILITY EASEMENT TO JAMES CITY SERVICE AUTHORITY FROM STONEHOUSE DEVELOPMENT CO., LLC", dated February 11, 2002, prepared by Landmark Design Group, recorded in the Clerk's Office in Plat Book 85, at pages 72 and 73;
3. All that property shown as "WASTEWATER LIFT STATION NO. 9-1" on that certain plat entitled "SUBDIVISION AND CONVEYANCE PLAT OF WASTEWATER LIFT STATION NO. 9-1 TO JAMES CITY SERVICE AUTHORITY FROM STONEHOUSE DEVELOPMENT CO., LLC.", dated January 15, 2002, prepared by Landmark Design Group, recorded in the Clerk's Office in Plat Book 85, at page 71; and
4. Public Right of Way and all that property shown as "FIELDSTONE PARKWAY", "BMP #6", "PARCEL R-3", "PARCEL R-4", and "Parcel R-5" on that certain plat entitled "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office as Instrument Number 060016179.

OWNER: SCP-JTL STONEHOUSE OWNER 2, LLC

PIN NUMBERS: 0540100011; 0540100012; 0540100015; 0540100016; 0630100005; 0630100006; and 0540100002

Tract S:

Parcel ID 0540100011:

“Slater” Tract, containing 158 acres, more or less, as depicted on a plat thereof dated May 4, 1914, made by Sidney Smith, Surveyor, recorded in Plat Book 2, Page 50, including the church lot and the James Taylor Lot shown on the plat. Less and Except that portion of the property conveyed to the Commonwealth of Virginia for Route 600 recorded in Deed Book 53, Page 186, Being the same property conveyed The Chesapeake Corporation of Virginia by A.D. Slater and wife by deed dated December 13, 1972, recorded in Deed Book 143, Page 425.

Tax Parcel ID No.: 0540100012:

“FILICHKO” Tract, containing 10.238 acres, being more particularly shown and described on a plat of survey by B.C. Littlepage, C.L.S., dated November 5, 1971, recorded in Plat Book 29, Page 6, being the same property conveyed to Chesapeake Corporation by John R. Filichko and wife by deed dated April 11, 1988, recorded in Deed Book 387, Page 143. Less and Except that property shown as “New Right of Way” on that certain plat entitled “Plat Showing Right of Way Being The Extension of Lagrange Parkway and Re-Alignment of A Portion of State Route 600”, dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument Number 030010861.

Land Bay 3:

Tax Parcel No. 0540100015:

That certain tract or parcel of land located in James City County, Virginia shown and designated as “Tract One 272.98+/- AC.” on the plat entitled Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC” made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk’s Office as Instrument No. 080027247.

A portion of which is also shown on that certain plat entitled “SUBDIVISION PLAT SHOWING PUMP HOUSE PARCEL ON STONEHOUSE TRACT 3” dated Feb. 7, 2018 made by Timmons Group and recorded in the Clerk’s Office of the Circuit Court for the City of Williamsburg and the County of James City as Instrument No. 180020132.

Tax Parcel Nos.: 0540800001A; 0540800022; 0540800023; 0540800024; 0540800025; 0540800026; 0540800027; 0540800028; 0540800029; 0540800030; 0540800031; 0540800032; 0540800033; 0540800036; 0540800037; 0540800038; 0540800039; 0540800040; 0540800041; 0540800078; 0540800079; 0540800080; 0540800081; 0540800082; 0540800083; 0540800084; 0540800085; 0540800086;

A portion of which is also shown on that certain plat entitled "SUBDIVISION OF STONEHOUSE TRACT 3 PARCEL "A" & PARCEL "A", SECTION 1 LOTS 22 THROUGH 33, LOTS 36 THROUGH 41, & LOTS 78 THROUGH 86 STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA" dated 01/29/2019 made by LandTech Resources, Inc. and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and the County of James City as Instrument No. 190002836.

A portion of which is also shown on that certain plat entitled "BOUNDARY LINE ADJUSTMENT PLAT LOTS 22 THROUGH 33, LOTS 36 THROUGH 41, LOTS 78 THROUGH 86, OPEN SPACE #1 & PARCEL A FUTURE DEVELOPMENT STONEHOUSE TRACT 3 PARCEL "A", SECTION 1 STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA" dated September 4, 2019 made by LandTech Resources, Inc. and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and the County of James City as Instrument No. 190015433.

Tax Parcel Nos.: 0540900001A; 0540900002; 0540900003; 0540900004; 0540900005; 0540900006; 0540900007; 0540900008; 0540900009; 0540900010; 050900011; 0540900012; 0540900013; 0540900014; 0540900015; 0540900016; 0540900017; 0540900018; 0540900019; 0540900020; 0540900021; 0540900022; 0540900023; 0540900024; 0540900025; 0540900026; 0540900027;

A portion of which is also shown on that certain plat entitled "SUBDIVISION OF STONEHOUSE TRACT 3 CREATING PARCEL "B" & PARCEL "B" SECTION 1 LOTS 2 THROUGH 27 STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA" dated 12/12/2018 made by LandTech Resources, Inc. and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 190000917.

Tract 11A & Part of Tract 11B:

Tax Parcel No. 0540100016:

That certain tract or parcel of land located in James City County, Virginia shown and designated as "Tract Two 587.43+/- AC." on the plat entitled "Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC" made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk's Office as Instrument No. 080027247.

Tract 8, Tracts 1A, 1B, 4, 5, 6 & 7, Part of Tract 11B and Part of Tract 2:

Tax Parcel No. 0630100005:

That certain tract or parcel of land located in James City County, Virginia shown and designated as "Tract Three 3031.43+/- AC." On the plat entitled "Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC" made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk's Office as Instrument No. 080027247.

LESS AND EXCEPT those certain pieces or parcels of land shown as 'RIVERFRONT PRESERVE' and "STONEHOUSE PRESERVE" on that certain exhibit entitled "EXHIBIT SHOWING THE PROPOSED LOCATION OF SUBDIVISION OF THE RIVERFRONT

PRESERVE & STONEHOUSE PRESERVE JAMES CITY COUNTY VIRGINIA” dated 10/08/2019 made by LandTech Resources, Inc., a copy of which is attached hereto as Exhibit B and made a part hereof.

Part of Tract 2:

Tax Parcel No. 0630100006:

That certain tract or parcel of land located in James City County, Virginia shown and designated as “Tract Four 38.74+/- AC.” on that plat entitled “Boundary Line Adjustment of the Properties of GS Stonehouse Green Land Sub, LLC” made by LandMark Design Group and dated 08-21-08, which plat is recorded in the Clerk’s Office as Instrument No. 080027247.

Part of Tract 10A and Tract 10B

Tax Parcel No. 0540100002:

“LAGRANGE” Tract, containing 203.29 acres, more or less, being Parcels A, B and D on a plat of survey made by John B. Vance, Jr., C.L.S., dated February 5, 1972, recorded in Plat Book 29, page 40. Being the same land conveyed to the Chesapeake Corporation of Virginia by Littleberry James Haley, Jr. et al., by deed dated March 30, 1981, recorded in Deed Book 212, Page 411.

LESS AND EXCEPT all lands lying north of the southerly boundary line of “Fieldstone Parkway” shown on that certain plat entitled “SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC” dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument Number 060016179.

OWNER: SCP-JTL STONEHOUSE OWNER 1 LLC

PIN NUMBERS: 0530100010; 0530100020; 0530100025; 0530100023; 0530100024; 0640100001; 1210100047; 1310100008A; and 1310100019

Land Bay 14:

Parcel I:

Tax Parcel ID No. 0530100010:

Section III-C containing 16.0620 acres, all as shown on “Subdivision Plat of Stonehouse Development Area One, Phase I, Section I-B, Section II-A, Section III-C, Being a Subdivision of Properties Owned by Stonehouse Limited Liability Company and Stonehouse Inc.”, made by Langley and McDonald, Inc., dated November 19, 1999, last revised December 9, 1999 and recorded in Plat Book 75 at Pages 93-97.

Parcel II: Tax Parcel ID No.: 0530100020:

All that certain piece, parcel or tract of land, situate, lying and being in Stonehouse Magisterial District, James City County, Virginia, and being more particularly shown and described on that certain plat entitled "Composite Plat showing a Portion of Parcel A, Stonehouse Development Company, L.L.C., prepared by G.T. Wilson, Jr. L.S., dated January 14, 2004 and revised March 18, 2004, a copy of which is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 040008576, which plat was recorded with that certain Deed of Bargain and Sale from Stonehouse Development Company, LLC, a Virginia limited liability company, to 2J Investments, LLC, a Virginia limited liability company, dated March 16, 2004 and recorded March 25, 2004 in the aforesaid Clerk's Office as Instrument No. 040008576, and to which plat reference is hereby made for a more particular description of such property.

Land Bay 8:

Parcel I: Tax Parcel ID No.: 0530100025:

That certain property shown as "Parcel R-5", on that certain "Subdivision Plat showing Stonehouse Glen Section 1 and 2 and Right-of-Way of Fieldstone Parkway being a Subdivision of the Property of Fieldstone Investment, LLC and Stonehouse Glen, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office of the City of Williamsburg and the County of James City as Instrument No. 060016179.

Parcel II: Tax Parcel ID No.: 0530100023:

All that property shown as "Parcel R-4", on that certain plat entitled "Subdivision Plat showing Stonehouse Glen Section 1 and 2 and Right-of-Way of Fieldstone Parkway being a Subdivision of the property of Fieldstone Investment, LLC and Stonehouse Glen, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office of the City of Williamsburg and the County of James City as Instrument No. 060016179.

Parcel III: Tax Parcel ID No.: 0530100024:

All that certain piece or parcel of land located in James City County, Virginia shown and designated as "BMP #6 1.1797 ac.", on that certain plat entitled "Subdivision Plat showing Stonehouse Glen Sections 1 and 2 and Right-of-Way of Fieldstone Parkway being a Subdivision of the Property of Fieldstone Investment, LLC and Stonehouse Glen, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office of the City of Williamsburg and the County of James City as Instrument No. 060016179.

Tract 13 & Open Space around Commerce Park:

Tax Parcel ID Nos.: 0640100001 and 1210100047:

"Lagrange" Tract containing (i) 223.89 acres as depicted on that Plat of survey dated August 26, 1988, made by Charles J. Kerns, Jr., L.S., and recorded in Plat Book 50, Page 11, as conveyed to Chesapeake Corporation by Sheldon Lumber Company, Incorporated, dated April 29, 1987 and recorded in Deed Book 393 at Page 285, and (ii) 4.75 acres, depicted as Parcel B on Plat of survey dated March 29, 1984, made by AES, and recorded in Deed Book 246 at Page 313, as conveyed

to Stonehouse Inc. by deed from Howard V. Clayton and Marion P. Clayton, dated January 28, 1992 and recorded in Deed Book 549, Page 59.

Less and Except the following described property:

1. 15.00 acres depicted on "Plat of Section A of Stonehouse Commerce Park at Stonehouse for Stonehouse, Inc." dated October 10, 1995, made by Langley and McDonald, P.C., and recorded in Plat Book 62 at Pages 94-96, as conveyed to Amoco/Enron Solar, by deed dated October 12, 1995 and recorded in Deed Book 758 at Page 721;

2. 11.1906 acres depicted as Parcel A on "Plat of Section A of Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", dated October 10, 1995, made by Langley and McDonald, P.C., and recorded in Plat Book 62 at Page 94-96, as conveyed to the Industrial Development Authority of James City County, by deed dated September 30, 1996 and recorded in Deed Book 809 at Page 728;

3. 4.600 acres depicted as Stonehouse Commerce Park, Section B, Parcel A on that Plat entitled "Plat of Section B of Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", made by Langley and McDonald, P.C., dated January 23, 1998 and recorded in Plat Book 68 at Pages 60-61, as conveyed to The Barre Company, L.L.C., by deed dated March 3, 1998 and recorded as Document No. 98-4099;

4. 6.245 acres as depicted on "Plat of Boundary Line Adjustment Stonehouse Commerce Park between Avid Realty, L.L.C. and Stonehouse Inc.", dated May 2, 2002, made by AES Consulting Engineers, and recorded in the Clerk's Office aforesaid in Plat Book 87 at Page 89, of which 3.100 acres, depicted as Stonehouse Commerce Park, Section B, Parcel B on that Plat entitled "Plat of Section B of Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", made by Langley and McDonald, P.C., dated January 23, 1998 and recorded in Plat Book 68 at Pages 60-61, was conveyed to Avid Realty, L.L.C., by deed from Stonehouse Inc., dated June 23, 1998 and recorded as Document No. 98-11721;

5. 74.3712 acres depicted as "Stonehouse Commerce Park, Section C, Parcel A", on the Plat entitled "Plat of Section C of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse Inc.", made by Langley and McDonald, P.C., dated March 22, 1999 and recorded in Plat Book 73 at Page 38-39, as conveyed to Wachovia Capital Investments, Inc., by deed from Stonehouse Inc., dated May 17, 1999 and recorded as Instrument No. 99-11248;

6. 4.1278 acres depicted as "Stonehouse Commerce Park, New Parcel B-1, Section C", on the Plat entitled "Resubdivision Plat of Section C, Parcel B of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse for Stonehouse Inc.", made by Landmark Design Group, dated April 5, 2000 and recorded in Plat Book 77 at Pages 28-29, as conveyed to Friendship Partnership, LLC, by deed from Stonehouse Inc., dated April 6, 2000 and recorded as Instrument No. 00-7666;

7. Parcel A-2B containing 4151 S.F., Parcel A-2A containing 2750 S.F. and Parcel A-1A containing 2050 S.F., all as depicted on "Resubdivision Plat of Section A, Parcel A of Stonehouse Commerce Park at Stonehouse for the Industrial Development Authority of the County of James City, Virginia", made by Landmark Design Group, dated March 17, 2000, last revised June 23, 2000 and recorded in Plat Book 78 at Pages 4-5, and as conveyed to The Industrial Development

Authority of James City County by three deeds from Stonehouse Inc., all dated June 23, 2000, June 23, 2000 and June 23, 2000 and recorded as Instrument Nos. 00-12706, 00-12707 and 00-12708, respectively;

8. All that certain lot, piece or parcel of land with all improvements hereon and appurtenances thereunto belonging, situate, lying and being in the County of James City, Virginia, known and designated as “New Parcel”, consisting of 10.3+/- acres, more or less, as shown on that certain Plat entitled “Subdivision of the Property of Stonehouse at Williamsburg, LLC at Stonehouse Commerce Park, Stonehouse District, James City County, Virginia, made by Landmark Design Group, dated October 24, 2003 and revised October 28, 2003 and recorded in the Clerk’s Office of the Circuit Court for the County of James City, Virginia, as Instrument No. 030039997, to which reference is here made;

9. All that certain lot, piece or parcel of land with all improvements thereon and appurtenances thereunto belonging, situate, lying and being in the County of James City, Virginia, known and designated as “Parcel A 24,157 S.F. .05689 AC”, on that certain Plat entitled “Subdivision Plat of Parcel A & Parcel B Section D, Stonehouse Commerce Park being a portion of the property of Commerce Park at Stonehouse, LLC”, made by Landmark Design Group, dated September 26, 2005, attached hereto as Exhibit A-1, and the easement rights to be conveyed therewith as noted on the aforementioned Plat;

10. All that property shown as “New Right-of-Way” on that certain Plat entitled “Plat showing Right-of-Way being the extension of LaGrange parkway and Realignment of a portion of State Route 600”, dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, and recorded in the Clerk’s Office for the City of Williamsburg and the County of James City as Instrument No. 030010861;

11. That certain lot or parcel of land located in the Stonehouse District of James City County, Virginia, shown and set out as “Parcel B, 100,898 S.F., 2.3163 AC”, on the Plat of Subdivision entitled “Subdivision Plat of Parcel A and Parcel B, Section D, Stonehouse Commerce Park Being a Portion of the Property of Commerce Park at Stonehouse, LLC”, prepared by Landmark Design Group, dated February 16, 2006 consisting of three sheets, which Plat of Subdivision is recorded in the Clerk’s Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 060009197;

Tract 9 (Middle School):

Tax Parcel ID No.: 1310100008A:

Parcel I:

All that certain tract or parcel of land situate, lying and being in Stonehouse District, James City County, Virginia, known and designated as “35.0 acres, +/-”, on a certain Plat entitled “Survey of 35 Acres +/- , for Conveyance to: Jackie L., Gary M. and Steve L. Massie from: Leon Carr Avery and Maxie G. Avery”, made by AES, a professional corporation, dated March 11, 1982, which Plat is recorded in the Clerk’s Office, Circuit Court, James City County, Virginia, in Plat Book 37 at Page 24.

Parcel II:

All that certain tract or parcel of land, situate, lying and being in Stonehouse District, James City County, Virginia, known and designated as “7.31 acres”, on Plat entitled “Boundary Survey of 7.31 acres located on the North line of Route 30”, made by AES, a professional corporation, dated December 17, 1984 and described by metes and bounds in that certain deed recorded in the Clerk’s Office aforesaid in Deed Book 262 at Page 455.

Tax Parcel ID No.: 1310100019:

All that certain tract of land lying in Stonehouse District, James City County, Virginia, containing 48.21 acres, more or less, and being in the residue of the “Tankard” Tract, known among the tax records for said county as Tax Map 13-1 (1-19). Reference is made to that Plat of survey recorded in the Clerk’s Office, Circuit Court, James City County, Virginia, in Plat Book 50 at Page 14, and Deed recorded in Deed Book 420 at Page 712, that Plat recorded in Plat Book 88 at Pages 43-44, and that Deed recorded as Instrument No. 020027159.

OWNER: STONEHOUSE OWNERS FOUNDATION

Tax Parcel ID #0540100017

All that certain lot or parcel of land conveyed to Stonehouse Owners Foundation in Instrument No. 140015279 and shown as “New Parcel, Amenity H, 461,136 S.F./10.586 Acres” on plat recorded as Instrument No. 090021691.

EXHIBIT “B”

- [illegible]

RECORD MERIDIAN
INST. #080027247

62

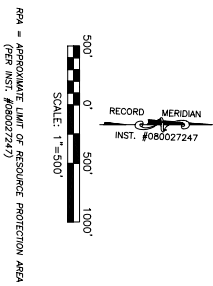
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EXHIBIT
SHOWING THE PROPOSED LOCATION OF SUBDIVISION OF THE
**RIVERFRONT PRESERVE &
STONEHOUSE PRESERVE**

JAMES CITY COUNTY

VIRGINIA



LRI
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