

011057

SECOND AMENDMENT TO  
STONEHOUSE PROFFERS

This Second Amendment to Stonehouse Proffers is made this 5th day of July, 1994 by STONEHOUSE INC., a Virginia corporation (together with its successors and assigns, the "Owner").

RECITALS

A. Owner is the owner of certain real property in James City County, Virginia known as Stonehouse now zoned PUD-R and PUD-C, with proffers. The existing Stonehouse Proffers are dated October 22, 1991 and are recorded in James City County Deed Book 541 at page 144, and have been amended by First Amendment to Stonehouse Proffers dated March 7, 1994 and recorded in James City County Deed Book 675 at page 398 (together, the "Existing Proffers").

B. Owner desires to amend the Existing Proffers as set forth below.

AMENDMENTS TO CONDITIONS

1. Condition 7.1 Facilities and Phasing of the Existing Proffers is hereby amended to read as follows:

7.1 Facilities and Phasing. Owner shall construct the community and recreational facilities described below (subject to obtaining all required permits) generally in the locations shown on the Master Recreation Plan submitted as a part of the Master Plan. Design plans for such facilities shall be submitted to and approved by the County and construction of such facilities shall

have started, or guarantees for such construction shall have been posted with the County, before the County grants final approval to any subdivision plat for dwelling units within the Land Bays set forth below. All land areas shown are net developable acres.

<u>Facility</u>	<u>Land Bay</u>
a. A recreational vehicle and equipment storage area of approximately 3.0 acres.	Any Land Bay within Phase I of the PUD-R portion of the Property
b. A park a minimum of 3.0 acres  to include a recreation building/bathhouse with a minimum of 2,000 square feet, a swimming pool with a minimum water surface area of 4,500 square feet, and a playground with a minimum of area of 4,000 square feet with clustered play apparatus suitable for both younger and older children.	15, 16, 17 or 18
c. An eighteen-hole golf course with a clubhouse facility on approximately 138 acres.	Any Land Bay within Phase I of the PUD-R portion of the Property
d. An addition of approximately 2.0 acres to the park described in b. above to include two regulation hard-surface tennis courts, a playground expansion of approximately 2,500 square feet an open lawn for play with a minimum area of 10,000 square feet, and a seating area.	17 or 18
e. A community center of approximately 10.2 acres to include a community building with a minimum area of 3,000 square feet, a swimming pool with a minimum water area of 4,500 square feet, a minimum 20 foot by 20	Any Land Bay within Phase II of the PUD-R portion of the Property except 20, 21, 22, 33, 35 or 81

<u>Facility</u>	<u>Land Bay</u>
foot wading pool, outdoor seating areas, and an open lawn with a minimum area of 30,000 square feet for gathering and play.	
f. A park of approximately 2.0 acres to include two regulation hard-surface tennis courts, a playground with a minimum area of 1,600 square feet with clustered play apparatus suitable for younger and older children, and a seating area.	20, 21, or 22
g. A park of approximately 8.0 acres to include four regulation hard-surface tennis courts, a hard surface playing court with minimum area of 3,750 square feet and three basketball goals, playground areas totalling a minimum of 5,000 square feet with clustered play apparatus suitable for younger and older children, and a portion of the Pathway Greenspace (defined in Condition 7.2 hereof) with adjacent seating areas.	28, 29, 30, 31, or 32
h. A park of approximately 2.8 acres to include a swimming pool with a minimum water area of 3,000 square feet and a bathhouse with a minimum area of 1,500 square feet, and a playground with a minimum area of 2,000 square feet with clustered play apparatus suitable for younger and older children.	41 or 42
i. A tennis center on 6.5 acres with a minimum of eight regulation tennis courts and a club building, a playground with a minimum area of 1,600 square feet with clustered play apparatus suitable for younger and older children, and a seating area.	43, 44, or 45
j. An 18-hole golf course with clubhouse facility on approximately 112 acres.	At the discretion of Owner
k. A park of approximately 3 acres to include a swimming pool with a minimum water area of 5,000 square feet, a recreation building/bathhouse with a minimum area of 2,000 square feet, and a playground with a minimum area of 4,000 square feet with clustered apparatus suitable for younger and older children.	46, 47, 48, 49, 50, 51, 53, 55, 56, 57, 58, or 59

<u>Facility</u>	<u>Land Bay</u>
l. A park of approximately 2.0 acres to include two regulation hard-surface tennis courts, a playground with a minimum area of 1,600 square feet with clustered play apparatus suitable for younger and older children, and a seating area.	62, 63, 64, or 65
m. Public access to the Stonehouse historic site with an area of approximately 2.5 acres, to include an historic marker.	50
n. A temporary recreational vehicle storage area (comparable in size to the permanent area), to be replaced by a permanent storage area of approximately 3.0 acres.	Any Land Bay within Phase III of the PUD-R portion of the Property except 19 or 81
o. A park on approximately 5.0 acres to include a recreation center/bathhouse with a minimum area of 3,000 square feet, a swimming pool with a minimum water area of 5,000 square feet, two regulation hard-surface tennis courts, a playground with a minimum area of 4,000 square feet with clustered play apparatus suitable for younger and older children, open lawn with a minimum area of 10,000 square feet, and a seating area.	Any Land Bay within Phase IV of the PUD-R portion of the Property
p. A park on approximately 3.0 acres to include a swimming pool with a minimum water area of 3,500 square feet and a bathhouse with a minimum area of 1,500 square feet, and a playground with a minimum area of 1,600 square feet with clustered play apparatus suitable for younger and older children.	67
q. A marina on the York River (if permitted by applicable law, ordinances or regulations) and an adjacent park of approximately 3.2 acres to include seating areas and walks.	73, 74, 75, 76, 77, 78, or 79
r. A temporary recreational vehicle storage area (comparable in size to a permanent storage area), to be replaced by a permanent storage area of approximately 3.5 acres at the completion of development of Phase IV.	Any Land Bay within Phase IV of the PUD-R portion of the Property except 33 area or 81

The exact facilities to be provided at each site may be varied by Owner, with the consent of the Director of Planning based on, among other things, the demographics and expressed preferences of the residents of the development. All the recreational facilities described above shall be open to all residents of the development at no additional cost to them over and above their Community Association dues and assessments, except the golf course and related facilities, tennis center and marina may be privately owned and/or operated and open only to members.

2. Subsections (a) and (b) of Condition 9.4 Use of Buffer of the Existing Proffers are hereby amended to read as follows:

9.4 Use of the Buffer. (a) The Buffer shall be maintained undisturbed and in its natural state preserving existing indigenous vegetation to the maximum extent possible as provided below.

(b) With the prior approval of the County Engineer or his designee and the General Manager of the Service Authority on a case by case basis, (i) dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from the Buffer; (ii) clearing and pruning of trees and grading shall be permitted in the Buffer to permit crossings, flight paths and landing areas for golf course fairways, tees and greens, (iii) select hand clearing shall be permitted in the Buffer to permit sight lines or vistas to the Reservoir or Ware Creek or its tributaries; and (iv) utilities, roads, pedestrian and golf cart

paths, trails and bridges may cross the Buffer. With the prior approval of the County Engineer or his designee and the General Manager of the Service Authority, if vegetation is removed from the Buffer it shall be replaced by combinations of (i) turf grass in areas of golf course tees, greens, fairways and adjacent roughs, (ii) vegetation that is effective in retarding runoff, preventing erosion and filtering nonpoint source pollution and/or (iii) structural BMPs to mitigate impacts, if any, from the removal of the natural vegetation and/or (iv) vegetation that would increase the wildlife habitat value of the portion of the Buffer the greater of the area within 100 feet of the normal pool level of the Reservoir, or the area within 50 feet of the adjacent 50-foot contour. Utility crossings shall be generally perpendicular through the Buffer and Owner shall endeavor to design utility systems that do not intrude into the Buffer. All pedestrian and golf cart paths and trails shall be constructed and surfaced to effectively control erosion. Approved stormwater management facilities may be constructed in the Buffer with the approval of the General Manager of the Service Authority.

3. Subsection (b) of Condition 9.5 Use of the Conservation Area of the Existing Proffers is hereby amended to read as follows:

(b) Dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed. Clearing and pruning of trees and grading shall be permitted in the Conservation Area to provide crossings, flight paths and landing

areas for golf course fairways, tees and greens with the prior approval of the County Engineer or his designee. Select hand clearing and pruning of trees shall be permitted in the Conservation Area to permit sight lines or vistas to Ware Creek or the York River with the prior approval of the County Engineer or his designee. With the prior approval of the County Engineer or his designee, if vegetation is removed from the Conservation Area it shall be replaced by combinations of (i) turf grass in areas of golf course tees, greens, fairways and adjacent roughs, (ii) vegetation that is effective in retarding runoff, preventing erosion and filtering nonpoint source pollution and/or (iii) structural BMPs to mitigate impacts, if any, from the removal of the natural vegetation. Utilities, roads, pedestrian and golf cart paths, trails and bridges may cross the Conservation Area in locations shown on the Master Plan or approved by the Development Review Committee in the subdivision or site plan approval process. Such utility crossings shall be generally perpendicular through the Conservation Area and Owner shall endeavor to design utility systems that do not intrude into the Conservation Area. Any permitted construction in the Conservation Area shall be accomplished with the minimum land disturbance and clearing of vegetation necessary and, unless otherwise approved by the County Engineer or his designee, vegetation cleared during such construction shall be replaced with vegetation equally effective in retarding runoff, preventing erosion and filtering nonpoint source pollution. All pedestrian and golf cart paths and trails

shall be constructed and surfaced so as to effectively control erosion. Approved stormwater management facilities may be constructed in the Conservation Area.

4. Condition 9.6 of the Existing Proffers is hereby amended to read as follows:

9.6 Maintenance of the Buffer and the Conservation Area. As each section of the Property is developed, Owner shall convey the Buffer and the Conservation Area (excluding any portion of the Buffer or Conservation Area in platted lots or contained within the boundaries of a golf course) in that section to the Community Association whereupon the Community Association shall be responsible for maintenance of those portions of the Buffer and the Conservation Area. Owner shall be responsible for maintenance of the Buffer and the Conservation Area until conveyed to the Community Association. Portions of the Buffer or Conservation Area contained within the boundaries of a golf course shall be maintained by the owner of the golf course.

5. Subsections (a) and (b) of Condition 9.10 Agricultural Chemicals of the Existing Proffers are hereby amended to read as follows:

9.10 Agricultural Chemicals. (a) Except as specifically permitted herein or with the prior written approval of the General Manager of the Service Authority or the County Engineer, no pesticides, herbicides, fertilizers or other agricultural chemicals shall be used within the Buffer or Conservation Area, respectively.



(b) Agricultural chemicals (including pesticides, herbicides and fertilizers) may be used within the Buffer or Conservation Areas on golf course areas approved by the General Manager of the Service Authority or the County Engineer or his designee pursuant to Condition 9.4 (b) or Condition 9.5 (b) but only in accordance with an integrated pest management system approved by the Director of Code Compliance as set forth below. All golf courses, recreation areas, permanent greenspace areas, and any other areas of the Property under the ownership or direct management of the Community Association shall be maintained utilizing an integrated pest management system. Integrated pest management systems shall minimize the use of pesticides, herbicides, fertilizers or other agricultural chemicals and shall be subject to the approval of the Director of Code Compliance at the time of final site plan or subdivision plat approval and annually thereafter.

6. Except as hereby amended the Existing Proffers remain unchanged and in full force and effect.

Witness the following signature.

STONEHOUSE INC.

By: James J. Franklin  
Title: VICE PRESIDENT

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

The foregoing instrument was acknowledged before me  
this 5<sup>th</sup> day of July, 1994 by James W. Franklin  
Vice President of STONEHOUSE INC., a Virginia corporation,  
on behalf of the corporation.

Cynthia F. Gilliam  
NOTARY PUBLIC

My commission expires:  
February 29, 1996.

VIRGINIA: City of Williamsburg and County of  
James City, to Wit:  
I, Clerk's office of the Circuit Court of the  
City of Williamsburg and County of James City the  
7 day of July, 1994. This Second  
Amendment was presented with certificate annexed and  
admitted to record at 2:21 o'clock  
Teste: Helene S. Ward, Clerk  
by [Signature]  
Deputy Clerk

COMMONWEALTH OF VIRGINIA



*Wald for City Doc.*

OFFICIAL RECEIPT  
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

DATE: 07/07/94 TIME: 14:21:58 ACCOUNT: 095CLP940011057 RECEIPT: 94000012424  
 CASHIER: CSF REG: MB04 TYPE: AMEND PAYMENT: FULL PAYMENT  
 INSTRUMENT: 940011057 BOOK: 0 PAGE: 0 RECORDED: 07/07/94 AT 14:21  
 GRANTEE NAME: STONEHOUSE INC EX: N LOCALITY: CC  
 GRANTEE NAME: STONEHOUSE INC EX: N PERCENT: 100%  
 AND ADDRESS: W/E  
 RECEIVED OF: JAMES CITY COUNTY DATE OF DEED: 07/05/94  
 CHECK: \$19.00  
 DESCRIPTION: 2ND AMENDMENT PROPER DB 675 P9 398

CONSIDERATION:	.00	ASSURE/VAL:	.00	MAP:
CODE DESCRIPTION:		PAID CODE DESCRIPTION:		PAID
201 DEEDS		8.00 145 VEST		1.00
TENDERED:		AMOUNT PAID:		19.00
CHANGE AMT:				.00

CLERK OF COURT: HELENE S. WARD

DC-18 (7/89)

Received at 2:21 o'clock in the Clerk's Office  
 of the City of Williamsburg, and County of  
 James City, Va.  
 039 St. Tax \_\_\_\_\_  
 213 County Tax \_\_\_\_\_  
 214 City Tax \_\_\_\_\_  
 222 Trans. Fee (City) \_\_\_\_\_  
 212 Trans. Fee (County) \_\_\_\_\_  
 301 Record. Fee 19.00  
 301 Plats \_\_\_\_\_  
 038 St. Tax \_\_\_\_\_  
 220 Local Tax (County) \_\_\_\_\_  
 223 \_\_\_\_\_  
 Total 19.00

*7/7/94*