

FIRST AMENDMENT TO
STONEHOUSE PROFFERS

004187

This First Amendment to Stonehouse Proffers is made this 7~~th~~ day of March, 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 (the "Existing Proffers").

B. Owner has applied to amend its approved Master Plan to include a parcel of approximately 4.75 acres described on Exhibit A hereto (the "Additional Property") not currently subject to the Master Plan or proffers and to rezone the parcel from B-1 to PUD-C, with proffers.

C. In consideration of the approval of the amendment of its Master Plan and the rezoning of the Additional Property, Owner desires to amend the Existing Proffers as set forth below.

AMENDMENTS TO CONDITIONS

1. The Existing Proffers, as amended by this First Amendment to Stonehouse Proffers, shall apply to the property described on Exhibit A to the Existing Proffers and, in addition, to the Additional Property described on Exhibit A hereto.

2. Condition 4.1 External Roads and Intersections. is hereby amended to read as follows:

Condition 4.1 External Roads and Intersections. The following schedule sets forth external road and intersection improvements recommended in the Traffic Study, as supplemented, and the phasing of their construction:

(a) A left turn lane from southbound Route 30 into the project and a right turn lane from northbound Route 30 into the project at the intersection of Route 30 and relocated Route 600 (generally in the location shown on the Master Plan) shall have been completed or construction thereof started and guarantees in accordance with §15.1-491.3 of the Code of Virginia, as amended, and the applicable provisions of the County Code ("guarantees") posted with the County before building permits are issued for any development on Land Bays 80 and 81. No building permits for more than 200,000 square feet of floor area in areas designated G, F and H in Land Bays 80 and 81 shall be issued by the County until a traffic signal at the intersection of Route 30 and the westbound I-64 on ramp and off ramp has been installed or guarantees for its installation posted with the County. The foregoing sentence notwithstanding, Owner shall not be obligated to install or guarantee installation of such signal until the signal meets VDOT warrants and is approved by VDOT. No building permit for more than 400,000 square feet of floor area in areas designated G, F and H in Land Bays 80 and 81 shall be issued by the County until the I-64 westbound off-ramp at the I-64 and

Route 30 interchange has been realigned and a westbound Route 30 to westbound I-64 loop ramp has been completed or construction thereof has started and guarantees of completion have been posted with the County.

(b) No final subdivision plat or site plan for any residential use and no building permit (other than as permitted under paragraph (a) above) for any commercial/industrial use shall be approved or issued by the County until the improvements listed below in this subparagraph (b) have been completed or construction of such improvements has started and guarantees have been posted with the County.

(1) The four lane divided section of Route 30 has been extended west approximately 500 feet from the proposed intersection with Stonehouse Parkway as shown on the Master Road Plan.

(2) The major intersection of Route 30 and Stonehouse Parkway has been constructed with the following lane configuration:

<u>Approach</u>	<u>Lane Configuration</u>
Westbound Route 30	2 thru lanes and 1 right turn lane
Eastbound Route 30	2 thru lanes and 1 left turn lane
Southbound Stonehouse Parkway	2 left turn lanes and 1 right turn lane

and a traffic signal installed at the intersection.

(3) A traffic signal has been installed at the intersection of the eastbound I-64 off ramp and

Route 30 at the expense of Owner, if, and only if, warranted and approved by VDOT.

(c) No final subdivision plat or site plan, as appropriate, for any residential use and no building permit for any commercial/industrial use shall be approved or issued by the County for any development in Phase III, IV or V as shown on the Phasing Plan submitted herewith (all references to Phases hereinafter refer to Phases as shown on the Phasing Plan) or for more than (i) 713 dwelling units in all areas designated A, B or C/D in Phases I or II, and (ii) 25,000 square feet of floor area and a 250 room convention center in the area designated E in Phases I and II, and (iii) 608,000 square feet of floor area in all areas designated F and G in Phases I and II until the improvements listed below in this subparagraph (c) have been completed or construction started and guarantees have been posted with the County.

(1) The interchange of I-64 and Route 30 has been improved to realign the I-64 westbound off-ramp and to construct a westbound Route 30 to westbound I-64 loop ramp.

(2) Route 600 has been realigned to intersect with Route 30 as shown on the Master Road Plan and the Route 600/Route 30 intersection has been constructed with the following lane configuration:

<u>Approach</u>	<u>Lane Configuration</u>
Westbound Route 30	2 thru lanes and 1 right turn lane

Eastbound Route 30

2 thru lanes and 2
left turn lane

Westbound Route 600

2 left turn lanes and
2 right turn lanes

and a traffic signal installed.

(3) A traffic signal has been installed at the intersection of Route 30 and the westbound I-64 off ramp at the expense of Owner, if, and only if, warranted and approved by VDOT.

(d) No further final subdivision plats or site plans, as appropriate, for residential uses and no building permit for commercial/industrial uses shall be approved or issued for any development in Phases IV or V or more than (i) 1,794 dwelling units in all areas designated A, B or C/D in Phases I, II and III, and (ii) 87,000 square feet of floor area and a 250 room convention center in the area designated E in Phases I, II and III, and (iii) 1,358,000 square feet of floor area in all areas designated F, G and H in Phases I, II and III until the improvements listed below in this subparagraph (d) have been completed or construction started and guarantees for completion posted with the County.

(1) A four lane arterial connector road (Ware Lake Parkway) has been extended between Route 606 and Route 30, including the bridge crossing of I-64, as shown on the Master Road Plan, and the Ware Lake Parkway and Route 30 intersection has been constructed with the following lane configuration:

<u>Approach</u>	<u>Lane Configuration</u>
Southbound Ware Lake Parkway	2 left turn lanes and 2 right turn lanes
Westbound Route 30	2 thru lanes and 1 right turn lane
Eastbound Route 30	2 left turn lanes and 2 thru lanes

and a traffic signal has been installed at the intersection.

(2) Route 30 has been widened to 4 lanes from its intersection with Ware Lake Parkway east to the intersection with Route 607 and the Route 30/Route 607 intersection has been improved to add separate right and left turn lanes to the eastbound approach on Route 30 and a traffic signal installed (or appropriate modifications installed if signal exists).

(3) The Route 607/I-64 interchange has been modified to increase the distance between the westbound I-64 off loop ramp and the eastbound I-64 on loop ramp to 1,000 feet.

(4) The I-64 westbound on ramp from eastbound Route 30 has been widened to two lanes and extended to at least 2,000 feet beyond the westbound I-64 on loop ramp from westbound Route 30.

(e) No final subdivision plats or site plans, as appropriate, for residential uses and no building permit for commercial/industrial uses for Phase IV shall be approved or issued until the Owner, at its expense, has submitted to the County and VDOT for their review and approval an updated study of the traffic impacts of the Stonehouse development performed by a

traffic consultant acceptable to the County. The consultant shall submit the proposed methodology for the study to VDOT for approval before initiation of the study. The study shall indicate any changes in the improvements or phasing thereof set forth herein necessary to accommodate the continued development of the Property. If the updated study indicates changes in the improvements or phasing thereof are necessary as a result of increase of traffic impacts generated by the development on the Property compared with those projected in the approved study, Owner shall submit to the County an updated improvement and phasing plan which shall be subject to approval by the Board of Supervisors. Further development of the Property shall be in accordance with the approved, updated improvement and phasing plan.

(f) No final subdivision plats or site plans, as appropriate, for residential uses and no building permit for commercial/industrial uses shall be approved or issued by the County for any development within Phase V as presented in the approved traffic study and addenda or for more than (i) 2,809 dwelling units in all areas designated A, B or C/D in Phases I, II, III and IV, and (ii) 107,000 square feet of floor area and a 250 room convention center in the area designated E in Phases I, II, III and IV, and (iii) 1,668,000 square feet of floor area in all areas designated F, G and H in Phases I, II, III and IV until, the improvements listed below in this subparagraph (f)

have been completed or construction thereof started and guarantees for completion posted with the County.

(1) The Route 30/Route 60 (Anderson's Corner) intersection has been improved to the following lane configuration:

<u>Approach</u>	<u>Lane Configuration</u>
Eastbound Route 30	2 left turn lanes, 2 thru lanes and 1 right turn lane
Westbound Route 60	2 left turn lanes, 2 thru lanes and 1 right turn lane
Eastbound Route 60	1 left turn lane, 2 thru lanes and 1 right turn lane
Westbound Route 30	1 left turn lane, 2 thru lanes and 1 right turn lane

(2) An additional left turn lane on the eastbound approach on Route 30 at the Route 30/Route 607 intersection has been installed.

(3) The Route 607/I-64 interchange has been modified to extend the merge length of the northbound Route 607 to eastbound I-64 on ramp to 2,000 feet.

(4) The Route 607/I-64 interchange has been modified to increase the distance between the westbound I-64 off loop ramp and the eastbound I-64 on loop ramp to 1,200 feet.

(5) The Route 607/I-64 interchange has been modified to extend the length of the weave area on southbound Route 607 to 1,100 feet.

(g) Owner shall not submit final subdivision plats or site plans, as appropriate, for residential uses or apply for building permits for commercial/industrial uses for more than (i) 3,910 dwelling units in all areas designated A, B or C/D in Phases I through V as presented in the approved traffic study and addenda and (ii) 205,000 square feet of floor area and a 250 room convention center in the area designated E in Phase I through V and (iii) 2,353,000 square feet of floor area in all areas designated F, G and H in Phase I through V until the improvements listed below in this subparagraph (g) have been completed or, with respect to the improvement described in subparagraph (3) below only, construction started and guarantees for completion posted.

(1) An additional through lane in each direction has been added to I-64 between the Route 646/I-64 interchange and the I-295/I-64 interchange in Henrico County.

(2) A full service interchange at I-64 and Route 600 has been installed and southbound Route 600 to westbound I-64 on ramp has been extended to the Route 30 interchange and become the westbound I-64 to Route 30 off ramp.

(3) The intersection of Route 30 and Route 607 has been improved to add a separate left turn lane and a separate right turn lane on the westbound approach on Route 30.

(h) If the Owner wishes to change either the phasing schedule or land use mix for the Phase V portion of the

Stonehouse development as presented in the approved traffic study and addenda, it shall prepare, or cause to be prepared, an updated traffic impact study. If the updated study indicates changes in the improvements or phasing thereof are necessary as a result of increase of traffic impacts generated by the development on the Property compared with those projected in the approved study, Owner shall submit to the County an updated improvement and phasing plan which shall be subject to approval by the Board of Supervisors. Further development of the Property shall be in accordance with the approved updated improvement and phasing plan.

(i) Owner may have the Traffic Study updated, amended or supplemented from time to time by an independent traffic consultant and shall submit any such updated, amended or supplemented Traffic Study to the County and VDOT for approval. The schedule of road and intersection improvements and the phasing thereof set forth above may be amended by the Owner based on such updated, amended or supplemented Traffic Study with the approval of the Board of Supervisors. 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. Condition 10 Archaeological Sites. is hereby amended to read as follows:

10. Archaeological Sites. (A) Owner shall preserve the site of the foundations of the "Stone House" of approximately 2.5 acres identified on the Master Plan and shall install an appropriate interpretive historical sign at the site.

(B) Before starting any clearing, grading or land disturbing within a Land Bay shown on the Master Plan, Owner shall submit a Phase I archaeological study that includes, at a minimum, that Land Bay to the Director of Planning for review and approval.

(1) For the Stonehouse land included in the original rezoning the Phase I study shall be reviewed under the guidelines set forth in the Virginia Department of Historic Resource's ("VDHR") Guidelines for Preparing Archaeological Resource Management Reports that were in effect as of November 4, 1991. The qualifications of the archaeologist that conducted the submitted Phase I study shall be reviewed under the Secretary of the Interior's Professional Qualification Standards as in effect on November 4, 1991.

(2) All other archaeological studies proffered hereby shall meet the VDHR Guidelines and the Secretary of the Interior's Standards and Guidelines for Archaeological Documentation and shall be conducted under the supervision of a qualified archaeologist who meets, at a minimum, the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards as in effect at the time of the submission of the study. Any sites not documented in the

submitted Phase I study that are encountered during construction shall be evaluated by performing a Phase I study using the VDHR and Secretary of Interior's guidelines and standards in effect at the time of discovery.

(C) (1) For all sites that the Phase I study recommends for Phase II evaluation or identifies as potentially being eligible for inclusion on the National Register of Historic Places (the "National Register"), Owner shall submit to the Director of Planning for review and approval a treatment plan. An acceptable treatment plan can consist of (i) performing a limited Phase II study to establish the boundaries of the site and thereafter leaving the site completely undisturbed or preserving it in some other manner acceptable to the Director of Planning or (ii) performing a complete Phase II study of the site. If a complete Phase II study of a site is undertaken, such Phase II study shall be submitted to and approved by the Director of Planning.

(2) If the approved Phase II study concludes that a site is not eligible for inclusion on the National Register, Owner shall not be obligated to perform any further archaeological studies thereon.

(3) For all sites which the approved Phase II study indicates are eligible for inclusion on the National Register and/or those sites upon which a Phase III study is warranted, Owner shall submit to the Director of Planning for review and approval a treatment plan. An acceptable treatment plan can

consist of (i) leaving the site completely undisturbed or preserving the site in some other manner acceptable to the Director of Planning and submitting an application to include the site on the National Register or (ii) performing a complete Phase III study of the site. If a complete Phase III study is undertaken on a site, the Phase III study shall be submitted to and approved by the Director of Planning.

(4) 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.

(5) All approved treatment plans shall be incorporated into the plan of development for the site and the clearing, grading or construction activities thereon.

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

WITNESS the following signature.

STONEHOUSE INC.

By: James J. Truller
Title: VICE PRESIDENT

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

The foregoing instrument was acknowledged before me
this 3rd day of March, 1994, by James D. Franklin
on behalf of the corporation.

Janice M. Thompson
NOTARY PUBLIC

My commission expires: 2-28-95.

VIRGINIA: City of Williamsburg and County of
James City, to Wit:

In the Clerk's office of the Circuit Court of the
City of Williamsburg and County of James City the
11 day of March 1994, This Deed
was presented with certificate annexed and
admitted to record at 3:47 o'clock

Teste: Helena S. Ward, Clerk

by [Signature]
Deputy Clerk

COMMONWEALTH OF VIRGINIA

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Williamsburg and County of
City of Williamsburg
of the Circuit Court of the
County of James City the
18
with certified records and
clock
J. Ward Clerk
hak

OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

Y1
DATE: 03/11/94 TIME: 15:47:41 ACCOUNT: 095CLR940004187 RECEIPT: 94000006528
CASHIER: CHB REG: WB04 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 940004187 BOOK: 0 PAGE: 0 RECORDED: 03/11/94 AT 15:47
GRANTOR NAME : STONEHOUSE INC EX: N LOCALITY: CD
GRANTEE NAME : STONEHOUSE INC EX: N PERCENT: 100%
AND ADDRESS :
RECEIVED OF : JCCO DATE OF DEED: 03/07/94
CHECK : \$23.00
DESCRIPTION 1: PROFFERS STONEHOUSE INC
2:
CONSIDERATION: .00 ASSUME/VAL: .00 MAP:
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 22.00 145 VSLF 1.00

TENDERED : 23.00
AMOUNT PAID: 23.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

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