

AGENDA
JAMES CITY COUNTY DEVELOPMENT REVIEW COMMITTEE
REGULAR MEETING
BUILDING A LARGE CONFERENCE ROOM
101 MOUNTS BAY ROAD, WILLIAMSBURG, VA 23185

April 22, 2026

4:00 PM

A. CALL TO ORDER

B. ROLL CALL

C. MINUTES

1. Minutes of the December 17, 2025, Regular Meeting

D. OLD BUSINESS

E. NEW BUSINESS

1. C-25-0052. Stonehouse Tract 11B
2. C-26-0003. 7914 Croaker Road and 4577 Rochambeau Drive Mixed Use Development

F. ADJOURNMENT

MINUTES
JAMES CITY COUNTY DEVELOPMENT REVIEW COMMITTEE
REGULAR MEETING
BUILDING A LARGE CONFERENCE ROOM
101 MOUNTS BAY ROAD, WILLIAMSBURG, VA 23185
December 17, 2025
4:00 P.M.

A. CALL TO ORDER

Mr. Polster called the meeting to order at approximately 4 p.m.

B. ROLL CALL

Committee Members Present:

Frank Polster, Chair
Steve Rodgers
Jack Haldeman
Scott Maye

Staff Present:

Barbara Null, Board of Supervisor, Stonehouse District
Allison Jackura, Senior Planner
Hannah Hunnicutt, Administrative Coordinator

C. MINUTES

1. Minutes of the November 19, 2025, Regular Meeting

Mr. Haldeman made a motion to Approve the Minutes.

On a voice vote, the Committee approved the Minutes of the November 19, 2025, Regular Meeting. (4-0)

D. OLD BUSINESS

There was no old business.

E. NEW BUSINESS

1. C-25-0045. 4451 and 4420 Cedar Point Lane - Rezoning and Special Use Permits

Ms. Allison Jackura, Senior Planner, stated that this conceptual plan was for two properties, and that 4451 Cedar Point Lane is the house address; the address for the parcel is 4305 Fenton Mill Road. Ms. Jackura noted that if this case was to move forward, the applicant would be using the parcel address rather than the street address for the house. Ms. Jackura stated that the goal for the two properties would be to do some subdivision changes and then secure the necessary Rezoning and Special Use Permit (SUP). Ms. Jackura noted that currently 4420 Cedar Point Lane was vacant but could construct a single-family dwelling without a subdivision. She noted that 4451 Cedar Point Lane had two existing single-family residences and a large area of undeveloped land.

Mr. Chase Grogg, Applicant, stated that both lots were purchased; however, 4420 Cedar Point Lane was a landlocked parcel. Mr. Grogg continued stating that the applicants could get an ingress/egress easement to give the property access, but as part of this proposal would subdivide a flag stem for that property so that it had its own parcel access.

Mr. Polster asked for clarification on the proposed use of Lot 1.

Mr. Grogg stated that the property would be used as a single residence.

Mr. Grogg stated that Lots 1 and 2 on the conceptual plan would be utilized for A-1, General Agricultural purposes as a single-family dwelling. Mr. Grogg noted that 4451 Cedar Point Lane was the parcel that had two existing homes on it. Mr. Grogg stated that the applicants wanted to make that parcel conform to the Zoning Ordinance by subdividing the existing homes onto their own lots. Mr. Grogg noted that proposed Lot 3 was the start of the reason that this meeting was requested. Mr. Grogg stated that Lot 3 had an existing house that would be proposed to be a short-term rental property, requiring a SUP. Mr. Grogg noted that staff had stated within the comment letter that short-term rentals should be located on a main road. Mr. Grogg stated that the 2045 Comprehensive Plan stated that the entire section of road along Fenton Mill was deemed to be Neighborhood Commercial. Mr. Grogg mentioned the possibility of plantings to screen the subdivision, an effort that would be part of additional planning underway along the street to the north.

Mr. Polster noted that the short-term rental guidelines within the Comprehensive Plan were guidelines and not mandatory requirements. He stated that one of the biggest hurdles had been that the owner resides on the property.

Mr. John Hill, Applicant, asked if the criteria had already been met since his home was on Lot 2.

Mr. Polster found that to be a helpful fact for consideration in the future of applying for this application, as the owner would be nearby to ensure any operational issues could be addressed quickly as intended by the guidelines.

Mr. Grogg stated that a portion of the proposed Lot 3 within the 2045 Comprehensive Plan was indicated as a Neighborhood Commercial use. Mr. Grogg noted that the campground planned would be more of an in-place structure, glamping type setup. Mr. Grogg stated that there would not be a lot of in and out traffic regarding campers for actual camping, with the big roundabout proposed for Fire apparatus; however, it was not a set in stone layout. Mr. Grogg continued stating that the boating and RV storage upfront seemed to be a good place for it since there are nearby county facilities for water recreation. Mr. Grogg noted that to meet zoning requirements it would have to have the M-1, Limited Business/Industrial District as staff pointed out; however, their plan would be to most likely proffer to not allow most of the other uses so that it did not become an issue down the road.

Mr. Rodgers asked if a parcel was rezoned, the parcel would not stay rezoned whether the business succeeded or failed; so if the applicants were to proffer to not allow the other uses, how would that proffer exist if the parcel was sold.

Ms. Jackura stated that rezonings were allowed to have conditions offered on them which affected the Ordinance for the property permanently. Ms. Jackura noted that if approved, the property would be rezoned to the district minus the specific uses in perpetuity regardless of what the actual use on the property was at any point. Additionally, rezoning would be required to allow for the other uses.

Mr. Maye asked regarding the boat and RV storage, could that potentially be used for camping spots for trailers to come in and start camping there in the future.

Mr. Grogg responded no, and that it would be strictly used for storage only.

Ms. Jackura stated that it was discussed internally regarding the glamping cabins as a use. Ms. Jackura noted that the Zoning Administrator determined that it was a campground use; however, there was some concern about if the business did not succeed or down the line, what would happen with the structures as they would not be permitted to be long-term residences. Ms. Jackura mentioned that staff would likely recommend a condition requiring the removal of the cabins if their use was discontinued, within a specified timeframe.

Mr. Rodgers asked for clarification regarding the two roundabouts and if they were for emergency vehicle use.

Mr. Grogg responded yes, and for other uses such as if someone who is transporting a boat could turn around.

Mr. Rodgers asked if the glamping cabins would have internal baths and showers or if they would be communal.

Mr. Hill responded yes, each cabin would have their own facilities.

Mr. Hill explained how he came across this idea and his intentions with the project and future of this property.

Mr. Haldeman asked how large the cabins would be.

Mr. Hill responded the bigger cabin would be just under 1,000 square feet and the smaller ones would be between 500 to 600 square feet. Mr. Hill indicated that the majority of the cabins would have a single bathroom and a single bedroom, while four of the cabins would likely feature two bedrooms and two bathrooms.

Mr. Haldeman asked if they would be able to limit the square footage.

Ms. Jackura stated yes.

Mr. Polster asked where the two Best Management Practices (BMPs) would drain.

Mr. Grogg stated that the property drained into the Skimino Creek watershed.

Mr. Polster stated that from the plan that was provided, it looked consistent with the Comprehensive Plan and that it was a good sign that Mr. Hill had already consulted the neighbors. Mr. Polster explained that a neighbor's concerns were important when he considered cases like this. Mr. Polster stated that on the other side of the Hankin's property there were two outfalls which required some stream restoration. Mr. Polster noted that the applicants might want to consider outfall protection on the property and the Special Stormwater Criteria (SSC) Nos. 12 or 13 to be able to help in mitigating that issue.

Discussion ensued.

Mr. Rodgers asked if this property was located within the Primary Service Area (PSA).

Mr. Polster confirmed that it was located within the PSA.

Mr. Polster asked if there were any other questions for the applicants or staff.

Mr. Polster stated that there was no action required by the Development Review Committee.

F. ADJOURNMENT

Mr. Haldeman made a motion to Adjourn the meeting.

On a voice vote, the meeting was adjourned at approximately 4:34 p.m.

CONCEPTUAL PLAN-25-0052. Stonehouse Tract 11B
Staff Report for the April 22, 2026, Development Review Committee Meeting

SUMMARY FACTS

Applicant: Mr. Jeff Huentelman

Landowner: MCP Stonehouse LLC

Proposal: New construction of 530 residential units, consisting of 176 single-family detached units, and 354 multifamily units

Locations: 2000 Mount Laurel Road
2000 Ware Creek Road

Tax Map/Parcel Nos.: 0540100019
0630100007

Project Acreage: ± 504.08 acres

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

Comprehensive Plan: Mixed Use-Stonehouse

Primary Service Area: Inside

Staff Contact: Morgan Risinger, Senior Planner

REASON FOR DEVELOPMENT REVIEW COMMITTEE REVIEW

Proffer No. 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 densities for Tract 11B.
2. The conceptual plan is consistent with the approved proffers including the overall densities permitted in the Master Plan area.
3. This conceptual plan appears to be generally consistent with the zoning requirements for the PUD-R District.
4. 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).

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

The submitted conceptual plan for Tract 11B (Attachment No. 1) includes the construction of 530 residential units with 176 units being

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-25-0052. Stonehouse Tract 11B
Staff Report for the April 22, 2026, Development Review Committee Meeting

single-family homes, and 354 units being attached residences with two to four units or attached residences that are greater than four units and less than three stories in height. This property is governed by the Stonehouse Master Plan (Attachment No. 2) and proffers (Attachment No. 3) which were approved in Case Nos. MP-18-0002 and Z-19-0010. The conceptual plan indicates that 15 workforce housing units will be provided within Tract 11B. In combination with 70 workforce housing units previously constructed in Tract 3, these units will satisfy the requirement for 85 total workforce housing units required per Proffer No. 11.

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 resequence 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 nonresidential 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-R.

SURROUNDING ZONING AND DEVELOPMENT

North: A-1, Stonehouse Preserve.

South: Interstate 64.

East: A-1, Acreage Lots.

West: PUD-R, Stonehouse Tract 11A Subdivision (320 single-family homes) and PUD-R, Stonehouse Tract S Subdivision (232 single-family homes and 68 multifamily units).

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 District; 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 count and acreage (allowing for residential density to be calculated), road locations, common and natural open space, proposed clearing and grading, and archaeological or natural resource preservation areas.

PUD-R 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 units, multifamily units, and commercial uses are permitted within this district and are approved on the Master Plan for this proposal.
- b. Net density. The density calculation on the conceptual plan indicates the development has a gross density of 1.1 units per acre. Using the developable acreage provided on the conceptual plan, the net density is 4.97 units per acre. This density is consistent with the approved Master Plan.
- c. 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.
- d. 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 is anticipated to be accepted by VDOT.

CONCEPTUAL PLAN-25-0052. Stonehouse Tract 11B
Staff Report for the April 22, 2026, Development Review Committee Meeting

Stonehouse Master Plan

Staff finds this proposal to be consistent with the approved Stonehouse Master Plan. This portion of the parcel is designated as “Tract 11B” on the adopted “Stonehouse Master Plan” and is 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). A maximum of 530 residential dwelling units are permitted in Tract 11B, with a maximum net density of six units per acre. This proposal meets this requirement.

Proffers

Staff finds this proposal to be consistent with the approved proffers applicable for Tract 11B and this phase of development in Stonehouse overall. These proffers include staying beneath the proffered unit cap (Proffer No. 2), showing compliance with the building Resource Protection Area setback (Proffer No. 9.3), and providing a total of 85 workforce housing units in the Master Plan Area (Proffer No. 11). The additional proffers related to transportation improvements, 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.

MR/tm
CP25-52-SH-Tract11B

Attachments:

1. Conceptual Plan Layout
2. Stonehouse Master Plan
3. Stonehouse Proffers

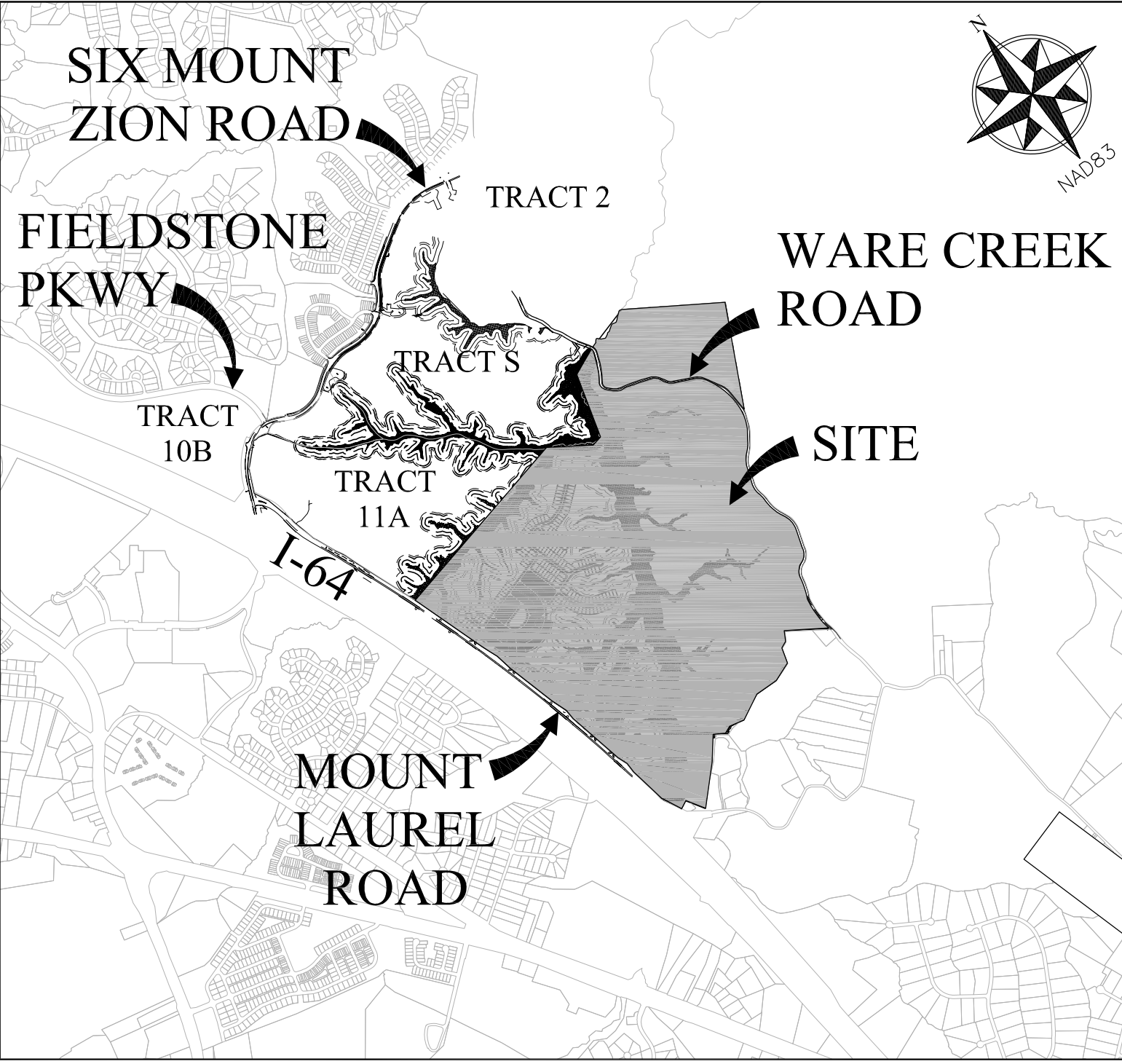
Stonehouse

Conceptual Development Plan

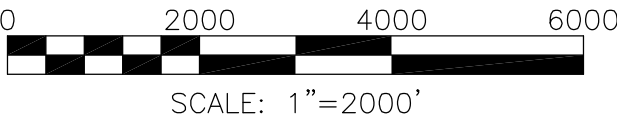
Tract 11B

James City County, Virginia
April 2, 2026

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



VICINITY MAP



SITE DATA:

Parcel Id: 0540100019 & 0630100007
Address: 2000 MOUNT LAUREL RD & 2000 WARE CREEK RD
Site Area: 504.08 a.c.
Zoning: PUD-R
Adj. Site Zoning: PUD-R
Proffer Conditions: "Amended & Restated Stonehouse Proffers" dated August 7th, 2019

Proposed Development:
Site Area: 504.08 a.c.
Non-Developable*: 397.46 a.c. (79%)
Developable Area: 106.62 a.c.

* Non-Developable Area includes areas within the RPA and to the east of the main channel of France Swamp.

Total Units: 530*
Use A (Single Fam): 176±
Use B (Attached 2-4 units) or
Use C (Attached >4 units): 354±

*Note - There will be 15 Workforce Housing Units provided in this Tract.

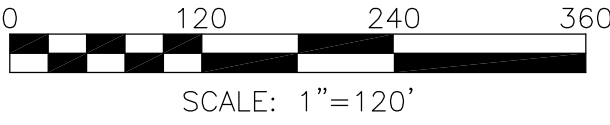
Setbacks:
Front: 20'
Corner: 10'
Side: 5'
Rear: 10'

Density: 1.1 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 Story & 2 Story w/ basement (all unit types)

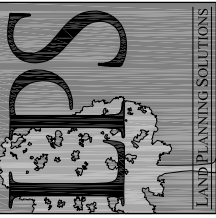
Parking Required:
Use A: 176 units x 2 per = 352 spaces req.
Use B & C: 354 units x 2.5 per = 885 spaces req.
Total: 1,237 spaces required

Parking Provided: 1,414 spaces total
Use A: 2 driveway spaces per unit = 352 spaces
Use B & C: 2 driveway spaces & 1 garage space per unit = 1,062 spaces



MATCHLINE - SEE SHEET 2 of 2

LAND PLANNING SOLUTIONS
1403 Greenbrier Pkwy. STE. 205
Chesapeake, VA. 23320
O 757.935.9014 F 757.935.9015
www.landplanningsolutions.com



REVISION

No. DATE

PROJECT No:

RDG074
DATE 02APR26
DES. JPH
DR. RLR
CKD. JPH

STONEHOUSE - TRACT 11B
SUBDIVISION PLAN

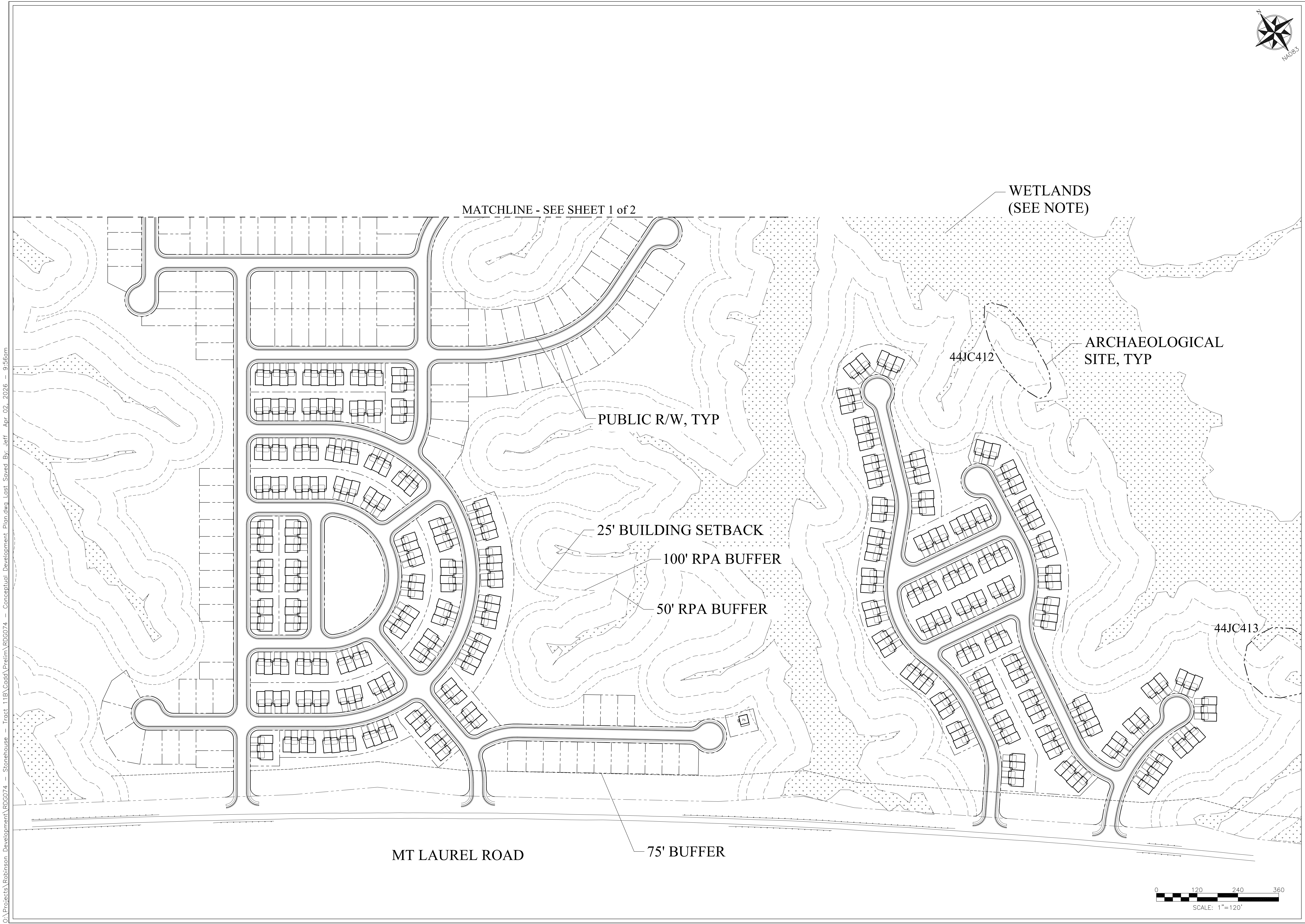
MT LAUREL ROAD
JAMES CITY COUNTY, VIRGINIA

CONCEPTUAL DEVELOPMENT PLAN

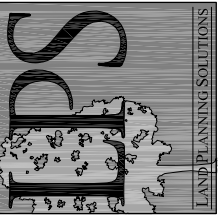
SHEET NO.

1 of 2

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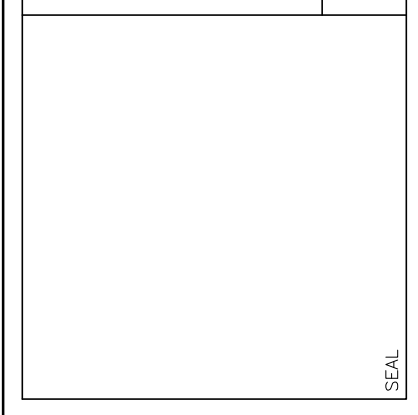
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No.	DATE	REVISION

PROJECT No:	RDG074
DATE	02APR26
DES.	JPH
DR.	RLR
CKD.	JPH

STONEHOUSE - TRACT 11B
SUBDIVISION PLAN
MT LAUREL ROAD
JAMES CITY COUNTY, VIRGINIA
CONCEPTUAL DEVELOPMENT PLAN





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

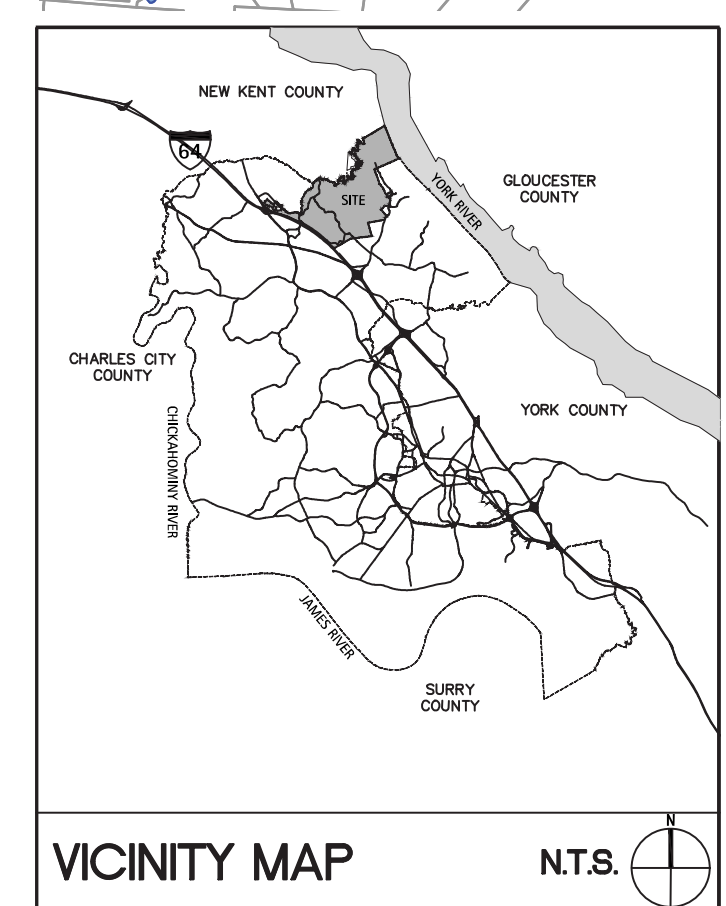
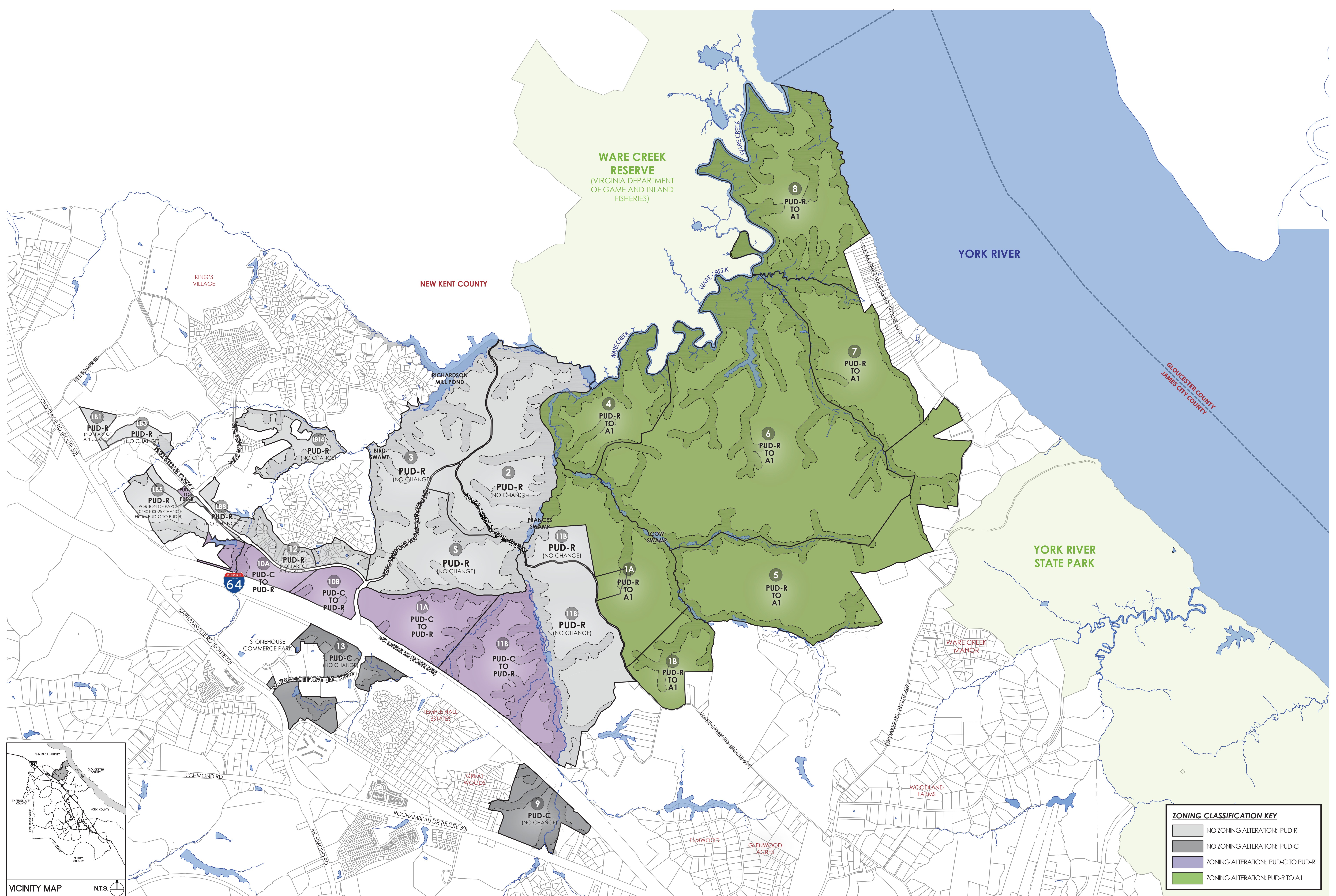
ZONING MAP

Table A: Permitted Use Categories By Tract									
Parcel Number	Area (gross ac)	Open Space in Resource Protection Areas (1)	Open Space Outside Resource Protection Areas (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	8	NA	A.B.C.D.J.	PUD-B
Land Bay 8	18.73	17.43	1.30	4	4.0	8	NA	A.B.C.D.J.	PUD-B
Land Bay 14	70.51	68.88	1.63	4	2.0	4	NA	A.U.	PUD-B
Tract 2	156.84	151.98	4.86	40	4.0	400	NA	A.B.C.D.J.	PUD-B
Tract 3	164.83	159.72	5.11	40	4.0	400	NA	A.B.C.D.J.	PUD-B
Tract 10A	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 10B	11.05	10.50	0.55	11.5	8.0	100	120,000	A.B.C.D.J.	PUD-B (1)
Tract 11A	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11B	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11C	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11D	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11E	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11F	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11G	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11H	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11I	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11J	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11K	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11L	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11M	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11N	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11O	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11P	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11Q	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11R	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11S	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11T	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11U	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11V	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11W	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11X	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11Y	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 11Z	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 12	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 13	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 14	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 15	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 16	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 17	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 18	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 19	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 20	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 21	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 22	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 23	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 24	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 25	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 26	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 27	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 28	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 29	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 30	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 31	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 32	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 33	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 34	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 35	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 36	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 37	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 38	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 39	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 40	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 41	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 42	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 43	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 44	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 45	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 46	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 47	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 48	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 49	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 50	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 51	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 52	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 53	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 54	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 55	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 56	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 57	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 58	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 59	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 60	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 61	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 62	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 63	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 64	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 65	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 66	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 67	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 68	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 69	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 70	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 71	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 72	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 73	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 74	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 75	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 76	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 77	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 78	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 79	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 80	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 81	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 82	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 83	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 84	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 85	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 86	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 87	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 88	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 89	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 90	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 91	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 92	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 93	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 94	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 95	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 96	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 97	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 98	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 99	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)
Tract 100	11.05	10.50	0.55	11.5	8.0	100	NA	A.B.C.D.J.	PUD-B (1)

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 2.15 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
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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 CLASSIFICATION KEY	
	NO ZONING ALTERATION: PUD-R
	NO ZONING ALTERATION: PUD-C
	ZONING ALTERATION: PUD-C TO PUD-R
	ZONING ALTERATION: PUD-R TO A1

STONEHOUSE MASTERPLAN

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

AMENDED AND RESTATED
STONEHOUSE PROFFERS

PIN NUMBERS: 0440100030; 0530100009; 0440100029; 0440100025; 0540100011; 0540100012; 05401000015; 05401000016; 0630100005; 0630100006; 0540100002; 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; 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; 0540100016; 0630100005; 0630100006; 0540100002; 0530100010; 0530100020; 0530100025; 0530100023; 0530100024; 0640100001; 1210100047; 1310100008A; 1310100019; 0540100017

Prepared by:

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11815 Fountain Way, Suite 400
Newport News, VA 23606

Return to:

James City County Attorney
101-C Mounts Bay Road
Williamsburg, VA 23185

Grantor:

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).

Grantee:

COUNTY OF JAMES CITY, VIRGINIA, a political subdivision of the Commonwealth of Virginia (the "County") (to be indexed as grantee).

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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 site 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. **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 Lowndes, 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 non-stock corporation, on behalf of the company.

[Signature]
NOTARY PUBLIC

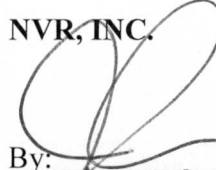
My commission expires:

2/28/2021



Signature page to the Amended and Restated Stonehouse Proffers.

NVR, INC.

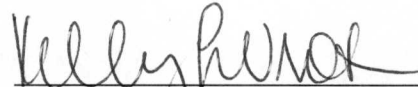


By:

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.

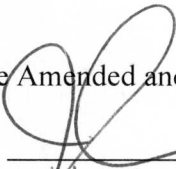

NOTARY PUBLIC

My commission expires:

5/31/2023

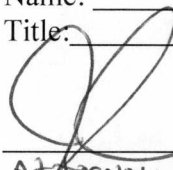
Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023

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

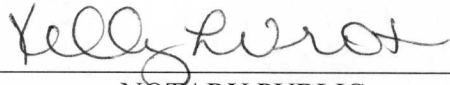

The authorized officer of NVR, Inc.
Attorney in fact for Krishnan Menon
Krishnan Menon

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.

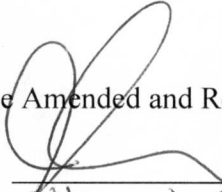
Mary R. Hopkins
NOTARY PUBLIC

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.

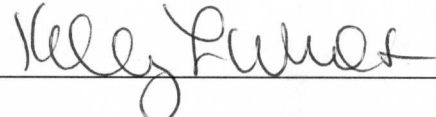

The authorized officer of NVR, Inc.
Attorney in fact for David Christopher Ferguson.
David Christopher Ferguson

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.

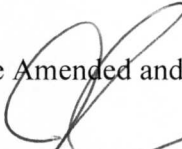

NOTARY PUBLIC

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.

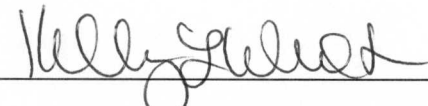

the authorized officer of NVR, Inc.
Attorney in fact for Tyanne F. McDonald
Tyanne F. McDonald

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.

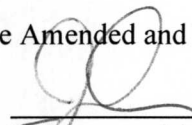

NOTARY PUBLIC

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 Victor
Vianney Victoire

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

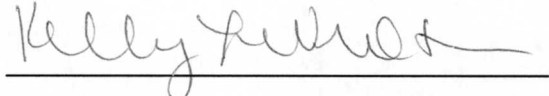
Name: Jeffrey C. Ambrose

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.

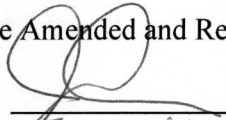
Kelly Lynn Wroten
NOTARY PUBLIC - Reg. No. 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2023


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 to that certain Supplemental Declaration of Protective Covenants, Easements and Restrictions for Stonehouse Commerce Park dated April 18, 2006 and recorded in the Clerk's Office of the Circuit Court for the County of James City, Virginia as Instrument No. 060009197, 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

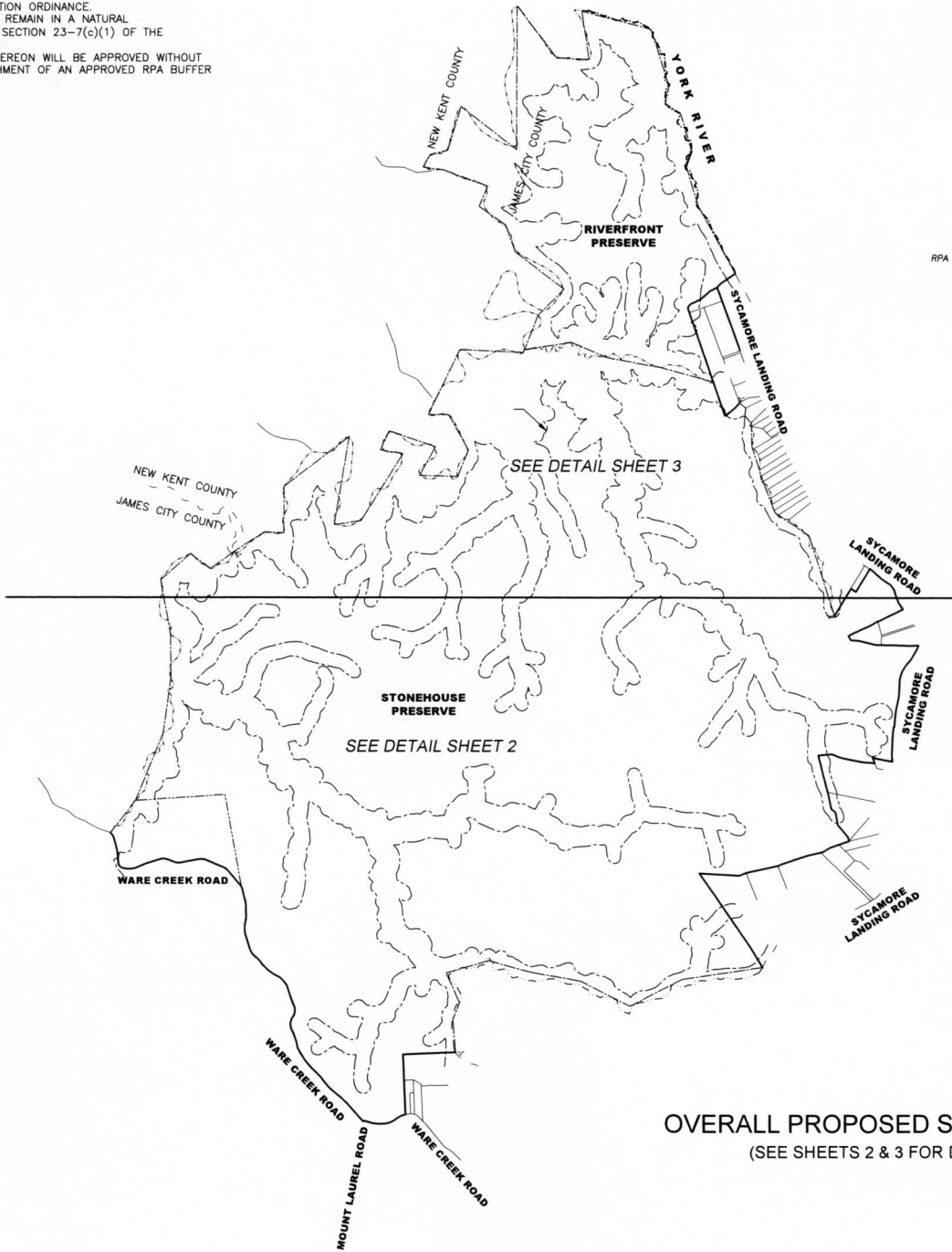
Tax Parcel ID #0540100017

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.

PLAT ATTACHED

INSTRUMENT 190018770
RECORDED IN THE CLERK'S OFFICE OF
WMSBG/JAMES CITY CIRCUIT ON
DECEMBER 18, 2019 AT 03:00 PM
MONA A. FOLEY, CLERK
RECORDED BY: JLZ

- NOTES:
1. THIS EXHIBIT WAS COMPILED FROM PLATS OF RECORD AND DOES NOT REPRESENT A CURRENT FIELD SURVEY OF THE PROPERTY SHOWN HEREON.
 2. THIS PROPERTY LIES WITHIN A RESOURCE PROTECTION AREA AND A RESOURCE MANAGEMENT AREA AND IS SUBJECT TO JAMES CITY COUNTY'S CHESAPEAKE BAY PRESERVATION ORDINANCE.
 3. WETLANDS AND LANDS WITHIN RESOURCE PROTECTION AREAS SHALL REMAIN IN A NATURAL UNDISTURBED STATE EXCEPT FOR THOSE ACTIVITIES PERMITTED BY SECTION 23-7(c)(1) OF THE JAMES CITY COUNTY CODE.
 4. NO SUBDIVISION AND/OR DEVELOPMENT OF THE PARCELS SHOWN HEREON WILL BE APPROVED WITHOUT THE REQUIRED WETLAND DELINEATION AND MAPPING AND ESTABLISHMENT OF AN APPROVED RPA BUFFER PER COUNTY CODE SECTION 23-7(C).



OVERALL PROPOSED SUBDIVISION
(SEE SHEETS 2 & 3 FOR DETAIL)

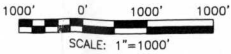
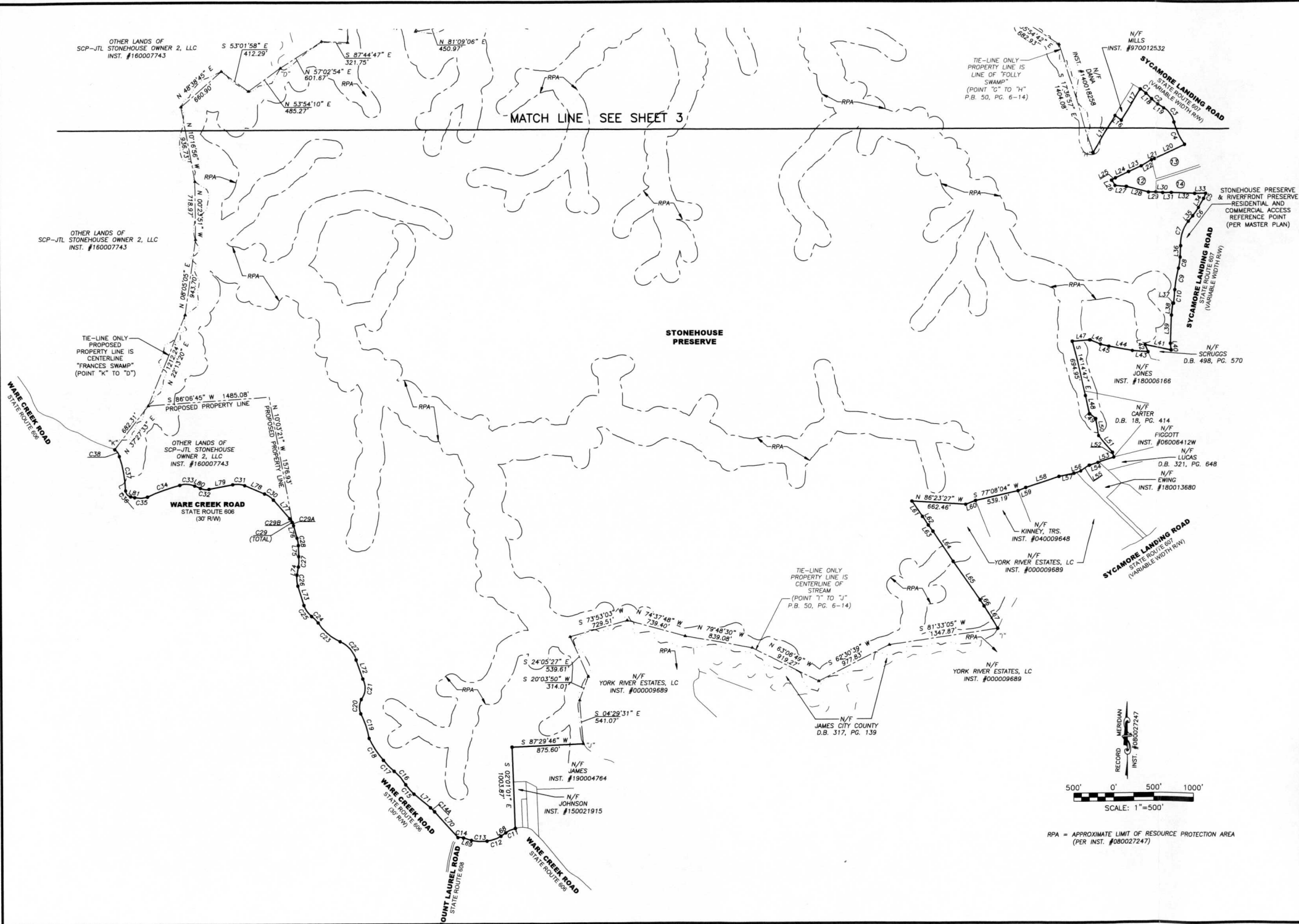


EXHIBIT
SHOWING THE PROPOSED LOCATION OF SUBDIVISION OF THE
RIVERFRONT PRESERVE &
STONEHOUSE PRESERVE
JAMES CITY COUNTY
VIRGINIA

NO.	DATE	REVISION / COMMENT / NOTE

LRI LANDTECH
RESOURCES, INC.
ENGINEERING & SURVEYING CONSULTANTS
3928 Williams Road, Williamsburg, VA 23186
Ph: (757) 565-1877 Fax: (757) 565-0782
web: landtechresources.com

SCALE: 1"=1000'
DATE: 10/08/2019
JOB: 17-378
DRAWN BY: LRI
SHEET: 1 OF 3



EXHIBIT

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

JAMES CITY COUNTY
VIRGINIA

NO.	DATE	REVISION / COMMENT / NOTE

LRI

LANDTECH

RESOURCES, INC.

ENGINEERING & SURVEYING CONSULTANTS

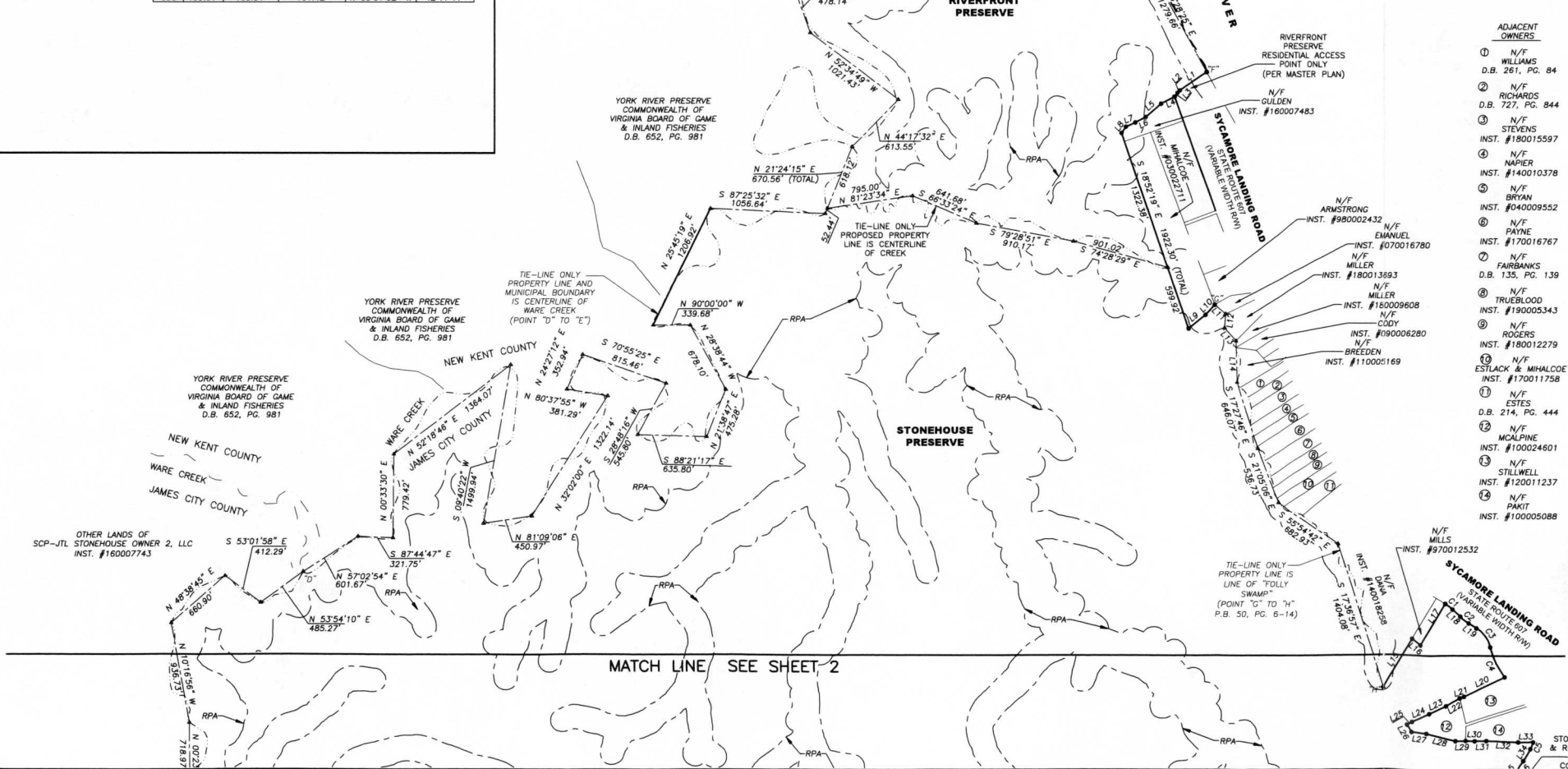
3822 Midway Road Williamsburg, VA 23188
P: 757-235-1200
F: 757-235-1201
www.landtechresources.com

SCALE: 1"=1000'
DATE: 10/08/2019
JOB: 17-378
DRAWN BY: LRI
SHEET: 2 OF 3

LINE	BEARING	DISTANCE
L1	S 54°57'18" W	299.17
L2	S 44°57'23" W	31.56
L3	S 36°14'58" W	44.23
L4	S 62°00'42" W	140.68
L5	S 48°54'19" W	190.07
L6	S 61°25'14" W	107.51
L7	S 85°32'57" W	59.33
L8	S 35°25'06" W	71.47
L9	N 30°17'26" E	201.10
L10	N 41°47'26" E	122.00
L11	S 48°50'29" E	133.05
L12	S 04°35'34" W	130.27
L13	S 40°48'57" E	159.83
L14	S 01°30'16" E	387.55
L15	N 30°57'54" E	533.46
L16	S 54°18'43" E	99.52
L17	N 30°58'07" E	450.80
L18	S 47°19'06" E	99.31
L19	S 57°08'07" E	87.40
L20	S 64°03'25" W	416.77
L21	S 69°24'34" W	42.32
L22	S 59°30'15" W	147.79
L23	S 65°51'43" W	172.02
L24	S 64°27'32" W	180.33
L25	S 59°51'10" W	56.81
L26	S 32°46'47" E	78.30
L27	S 85°27'09" E	142.49
L28	S 75°32'08" E	280.67
L29	N 89°34'14" E	94.51
L30	S 86°50'13" E	85.02
L31	N 88°51'30" E	109.46
L32	N 89°34'14" E	94.51
L33	N 86°48'33" E	136.85
L34	S 29°47'52" W	129.10
L35	S 39°42'50" W	87.40
L36	S 02°12'46" W	141.99
L37	N 88°27'44" W	11.04
L38	S 06°13'16" W	149.83
L39	S 02°13'16" W	150.71
L40	S 06°19'44" E	81.87
L41	N 79°12'44" W	334.44

LINE	BEARING	DISTANCE
L42	S 22°38'42" E	94.43
L43	N 65°46'16" W	193.81
L44	N 79°35'29" W	294.88
L45	N 76°04'42" W	105.08
L46	N 68°26'42" W	142.00
L47	S 86°07'25" W	227.68
L48	S 12°16'42" E	435.93
L49	S 35°25'06" W	71.47
L50	S 08°47'54" E	213.20
L51	S 39°05'51" E	269.21
L52	S 14°37'08" E	60.71
L53	S 71°21'08" W	206.84
L54	S 71°21'08" W	108.93
L55	S 58°19'42" W	130.70
L56	S 71°28'39" W	95.40
L57	S 74°49'58" W	185.12
L58	S 71°33'56" W	430.81
L59	S 67°20'18" W	101.18
L60	S 68°44'71" W	130.43
L61	S 33°59'52" E	430.76
L62	S 33°59'52" E	129.22
L63	S 36°04'42" E	95.64
L64	S 33°59'52" E	430.76
L65	S 34°36'12" E	579.76
L66	S 33°21'13" E	89.13
L67	S 30°51'23" E	325.74
L68	N 54°30'58" E	73.06
L69	S 73°20'59" E	102.97
L70	N 41°48'00" W	423.93
L71	S 50°19'12" E	263.19
L72	N 18°43'53" W	249.72
L73	S 16°48'21" E	250.07
L74	S 10°42'52" W	102.49
L75	N 01°24'31" W	137.42
L76	N 15°05'17" W	150.43
L77	N 40°19'01" W	305.78
L78	N 66°34'58" W	263.36
L79	S 79°06'25" W	296.71
L80	N 66°46'18" W	76.70
L81	N 77°22'42" W	50.47

CURVE	RADIUS	ARC LENGTH	CHORD LENGTH	CHORD BEARING	DELTA ANGLE
C1	506.30	86.16	86.05	N 51°51'53" W	9°45'03"
C2	203.99	99.16	98.18	S 51°33'54" E	27°51'01"
C3	267.41	222.74	216.36	N 36°30'55" W	47°43'28"
C4	712.53	307.81	305.42	S 25°36'32" E	24°45'02"
C5	340.50	69.02	68.90	N 21°52'00" E	11°36'52"
C6	1028.05	125.46	125.38	N 34°17'30" E	6°59'31"
C7	464.29	398.57	391.76	S 17°41'00" W	40°32'52"
C8	911.10	138.18	138.05	N 08°45'04" E	8°41'24"
C9	1743.91	270.19	269.92	S 09°52'13" W	8°52'38"
C10	9918.64	167.89	167.87	N 05°02'48" E	2°27'17"
C11	476.26	129.93	129.53	S 65°33'20" W	15°37'51"
C12	377.83	181.87	180.12	N 20°48'12" E	27°34'49"
C13	510.96	192.29	191.14	S 87°03'25" E	21°33'16"
C14	121.90	71.89	70.85	N 85°02'12" W	33°47'17"
C14A	558.23	70.84	70.79	N 44°42'48" W	7°16'16"
C15	743.88	155.03	154.75	S 41°25'18" E	11°56'29"
C16	743.39	218.61	217.92	N 40°14'34" W	16°51'03"
C17	635.13	190.02	189.31	S 44°03'56" E	17°08'31"
C18	1110.18	322.88	321.74	S 32°31'49" E	16°39'49"
C19	1233.06	393.14	392.22	N 18°26'21" W	15°00'54"
C20	197.67	183.47	176.96	S 02°03'16" W	53°10'47"
C21	236.09	270.68	258.10	N 04°30'26" E	85°41'32"
C22	355.00	308.51	298.89	N 40°25'40" W	49°47'42"
C23	840.54	362.72	357.90	S 49°16'19" E	32°26'43"
C24	474.69	113.91	113.64	N 45°01'54" W	13°44'59"
C25	235.91	166.59	164.07	S 54°00'54" E	34°50'56"
C26	287.26	137.30	135.99	S 04°48'08" E	27°23'09"
C27	588.60	129.21	128.95	N 01°44'32" E	12°34'39"
C28	346.91	92.85	92.55	N 09°52'02" W	15°20'05"
C29	209.58	100.91	99.93	N 28°51'20" W	27°35'11"
C29A	209.58	46.04	45.95	N 21°21'21" W	12°35'13"
C29B	209.58	54.87	54.71	N 36°08'57" W	14°59'58"
C30	265.26	133.46	132.05	N 55°08'35" W	28°49'33"
C31	256.18	148.65	146.57	N 85°19'21" W	33°14'45"
C32	135.17	107.98	105.13	S 83°51'58" E	45°46'15"
C33	263.97	186.58	182.41	N 87°01'32" W	34°51'11"
C34	2333.01	423.78	423.21	S 70°01'58" W	10°19'09"
C35	283.52	159.16	157.08	N 87°43'43" E	32°09'49"
C36	76.58	105.14	97.07	S 40°00'24" E	76°39'43"
C37	1522.92	434.46	432.98	N 10°02'54" W	16°20'43"
C38	139.31	103.81	101.42	N 33°51'32" W	42°41'41"



EXHIBIT

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

JAMES CITY COUNTY
VIRGINIA

SCALE: 1"=1000'

DATE: 10/08/2019

JOB: 17-378

DRAWN BY: LRI

SHEET: 3 OF 3



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE : 12/18/2019 TIME : 15:00:47 CASE # : 830CLR190018770
RECEIPT # : 19000037535 TRANSACTION # : 19121800077
CASHIER : JLZ REGISTER # : B350 FILING TYPE : OTHER PAYMENT : FULL PAYMENT
INSTRUMENT : 190018770 BOOK : PAGE : RECORDED : 12/18/2019 AT : 15:00
GRANTOR : SCP JTL STONEHOUSE OWNER LLC EX : N LOC : CO
GRANTEE : COUNTY OF JAMES CITY VIRGINIA EX : N PCT : 100%
RECEIVED OF : JAMES CITY COUNTY VA
ADDRESS :
CASH : \$0.00
DESCRIPTION 1 : AMENDED PROFFERS PAGES : 066 OP : 0
NAMES : 0
CONSIDERATION : \$0.00 A/VAL : \$0.00 MAP : 0440100030 PIN :

ACCOUNT CODE	DESCRIPTION	PAID
035	VIRGINIA OUTDOOR FOUNDATION	\$0.00

TENDERED : \$ 0.00
AMOUNT PAID : \$ 0.00

MEMORANDUM

DATE: April 22, 2026

TO: The Development Review Committee

FROM: Morgan Risinger, Senior Planner

SUBJECT: Case No. C-26-0003. 7914 Croaker Road and 4577 Rochambeau Drive Mixed Use Development

Mr. William Felts of Landtech Resources Inc., has submitted a Conceptual Plan for a proposed mixed use development located at 7914 Croaker Road and 4577 Rochambeau Drive. The parcels are currently zoned A-1, General Agricultural, designated Economic Opportunity - Mooretown Road/Hill Pleasant Farm Area on the 2045 Comprehensive Plan Land Use Map, located inside the Primary Service Area, and are approximately 1.073 and 17.745 acres in size, respectively.

The project narrative (Attachment No. 2) states that the proposal would include two commercial parcels to include a convenience store with fuel sales and a potential quick-service restaurant to be located adjacent to Croaker Road. Additionally, the proposal includes up to 90 townhomes to be located along Rochambeau Drive which are intended to be made affordable to households earning up to 80% of the Area Median Income. The applicant is considering potential options which include rezoning the entire property to the MU, Mixed Use Zoning District or rezoning the properties to a combination of a Zoning District intended for business uses and the Planned Unit Development Residential (PUD-R) Zoning District.

The 2045 Comprehensive Plan states that land designated Economic Opportunity is primarily intended for economic development, increased non-residential tax base, and the creation of jobs. Additionally, the principal uses and development form should maximize the economic development potential of the area and encourage development types which have a positive fiscal contribution, provide quality jobs, enhance community values, are environmentally friendly, and support economic stability.

Specific to the Mooretown Road/Hill Pleasant Farm Economic Opportunity Area, primary suggested uses include industrial, light industrial, and office uses while retail commercial uses should be limited in amount and type to serve as support uses. The guidance for the area also states that up to 15% of the developable land area may be used for mixed-cost housing with a strong emphasis on affordable housing. Development on the subject parcels should be of a design, scale, and intensity that is complementary to the Croaker Mixed Use Area.

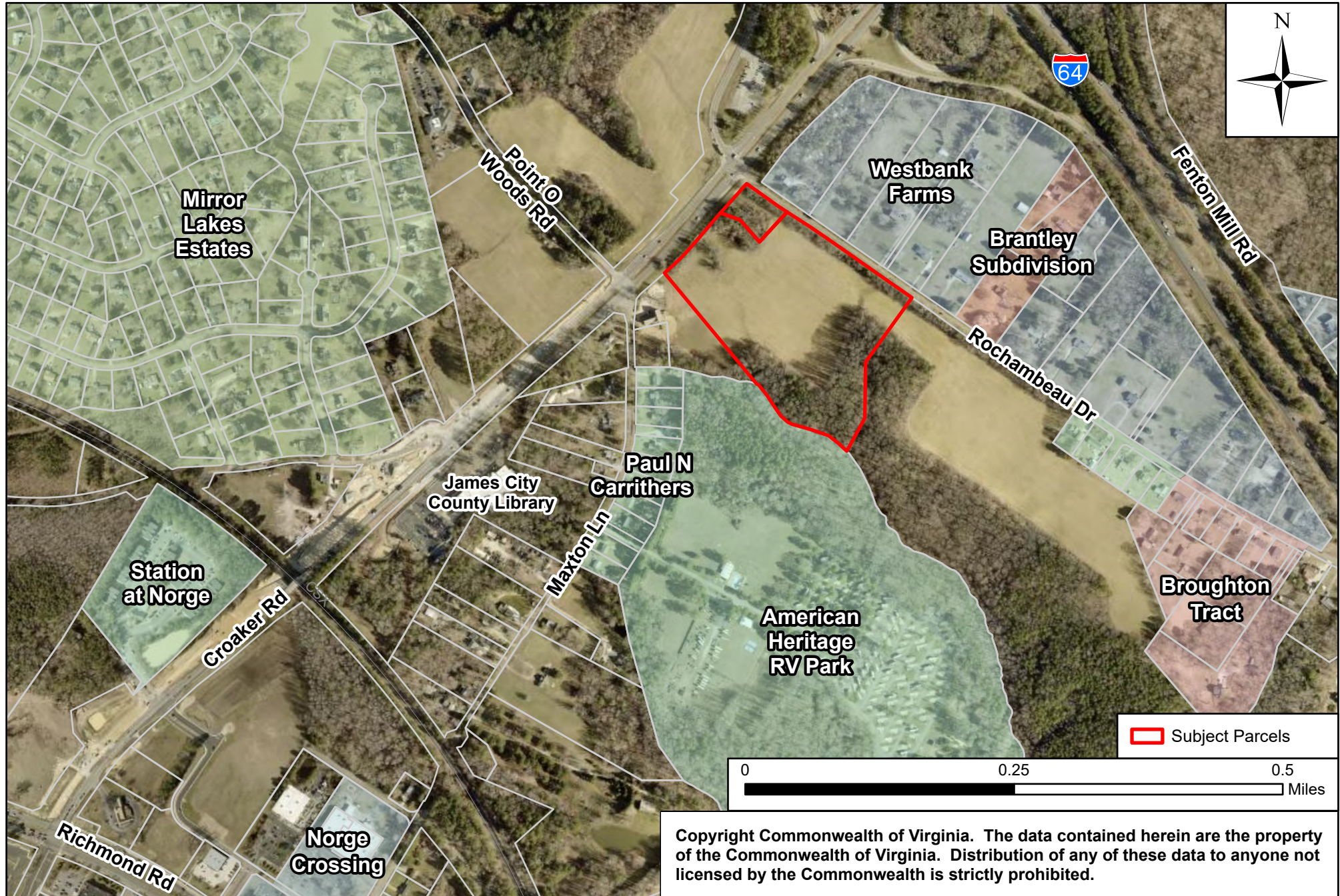
The applicant has requested that this item be placed on the Development Review Committee (DRC) Agenda in order to discuss the project and seek input and questions from the DRC members. No action by the DRC is required.

MR/tm
MUDev_C-26-03-mem

Attachments:

1. Location Map
2. Project Narrative
3. Conceptual Plan

JCC C-26-0003. 7914 Croaker Rd. and 4577 Rochambeau Dr. Mixed Use Development





Conceptual Plan Narrative

To: James City County Planning Department

From: Roka Partners & Cale Development

Date: January 16th, 2025

Re: Proposed Croaker & Rochambeau Development

Company Overview

Roka Partners is a Richmond-based private real estate investment and development firm with a portfolio exceeding \$650 million in aggregate value. Founded by Dan Hargett, who brings over 20 years of experience in acquiring and developing commercial assets, Roka Partners is built on a foundation of retail development and a steadfast commitment to creating long-term value. Our team prides ourselves on our ability to deliver high quality projects that benefit our partners, investors, customers, and the communities we serve. Roka has experience working with James City County (Pricket Road Food Lion & CVS) and has close relationships with end users who have active requirements in the market area.

Cale Development, LLC is owned by J. Hatcher Cale Jr. and operated by his son, John Cale, as Managing Member. Hatcher Cale brings more than 55 years of experience in residential real estate development and has developed over 3,000 single-family and multi-family lots throughout Hampton Roads. He has a long-standing track record of delivering high-quality housing communities, including notable developments in Williamsburg and James City County such as Holly Hills, Landfall at Jamestown, Holly Hills Carriage Homes, Holly Hills Townhomes, Kensington Woods, and multiple neighborhoods within New Town Development through a joint venture with Atlantic Homes. John Cale has been active in the real estate business since 2005 and has overseen the development of multiple successful single-family and multi-family communities across Hampton Roads and the Carolinas. Together, Cale Development combines deep generational experience with modern execution, taking pride in delivering thoughtful, value-driven developments that enhance the communities they serve.

Conceptual Narrative

This conceptual site plan is submitted for preliminary review and staff feedback for an approximately 19-acre property currently zoned Agricultural and proposed for development with commercial uses located along the roadway frontage and a residential neighborhood situated toward the interior and rear of the site. The intent of this submission is to present the overall development framework, land-use relationships, and circulation concepts, and to solicit early guidance from County staff prior to formal rezoning and site plan applications and review by planning commission and board of supervisors.

As illustrated on the conceptual plan, the front portion of the property is organized to accommodate two commercial pad sites. The northern pad, approximately 2.42 acres, is planned for a national convenience store with fuel service. A second pad of approximately 1.69 acres is located along the frontage to accommodate a future quick-service restaurant. The commercial uses are positioned to maximize roadway visibility and access while maintaining clear separation from the residential component. Vehicular access points, internal drive aisles, and parking configurations shown are conceptual and will be refined through coordination with County staff and VDOT during subsequent review stages and traffic study. We plan to commit to all improvements recommended in the TIA.

The rear and interior portion of the site, comprising approximately 14.88 acres, is proposed for a residential development of up to ninety affordable housing townhomes serving households earning up to 80 percent of the area median income. The conceptual layout depicts a cohesive internal street network with townhome buildings arranged to frame internal streets and communal areas, promoting walkability and efficient circulation for residents and emergency services. A centrally located open space area is shown to provide usable recreational and community-focused amenities, while a stormwater management facility which will accommodate both the commercial and residential components, is situated toward the southern portion of the site in a manner intended to respect natural drainage patterns and adjacent environmental features.

The applicant anticipates pursuing either a unified Mixed Use (MU) rezoning for the entire property or a split-zoning approach with commercial zoning applied to the frontage parcels and Planned Unit Development–Residential (PUD-R) zoning applied to the residential component. This conceptual plan is intended to facilitate discussion with County staff regarding the most appropriate zoning framework, density considerations, access management, buffering expectations, and overall consistency with the James City County Comprehensive Plan and adopted development policies. The applicant welcomes County feedback to guide refinement of the plan and to ensure that subsequent rezoning and site plan submissions align with County standards and community objectives.

Supporting Questions

- Does the County have a preference between a single MU rezoning versus a split commercial / PUD-R zoning approach given the site organization shown?
- Are there specific PUD-R design or density considerations the County would recommend addressing at the rezoning stage?
- Is the proposed residential density and internal street configuration generally consistent with County expectations for a townhome-oriented PUD?
- Does the County view the centrally located open space as appropriately sized and positioned, or would alternative open space configurations be preferred?
- Are there buffering, screening, easements, or architectural transition measures the County would expect between the commercial uses and townhomes beyond ordinance minimums?
- Does the county have a preference on internal roads designed as private vs public?
- Is the general location of the stormwater management area acceptable from a conceptual standpoint?
- Are there additional due diligence or entitlement requirements that the county might require (i.e., Archaeological Phase 1).

Sincerely yours,

John Cale
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Director - Construction
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OWNER: Z17 ASSOCIATES LTD
632 HAMPTON HWY
YORKTOWN, VA 236393
ZONED: B1, R1

CROAKER RD

ROCHAMBEAU DRIVE

OWNER: DOUGLAS, CLARENCE E&S
4420 ROCHAMBEAU DR
WILLIAMSBURG, VA 231887110
ZONED: A1
CLASSED: 501 SINGLE FAMILY

OWNER: DOUGLAS, CLARENCE E&S
4430 ROCHAMBEAU DR
WILLIAMSBURG, VA 231887110
ZONED: A1
CLASSED: 501 SINGLE FAMILY

2.42 ACRES

1.69 ACRES

14.88 ACRES

OPEN SPACE

SWM

OWNER: WILLIAMSBURG MENNONITE CHURCH
C/O CHARLES ROSS
7800 CROAKER RD
WILLIAMSBURG, VA 231887005
ZONED: A1

OWNER: BROUGHTON, LI
JAMES C SMITH JR
101 MILL RD STE
YORKTOWN, VA 23691
ZONED: R8

OWNER: 146 MAXTON LLC
146 MAXTON LN
WILLIAMSBURG, VA 231887025
ZONED: R8