

150009210

Prepared by: Geddy, Harris, Franck & Hickman, LLP
1177 Jamestown Road
Williamsburg, Virginia 23185

Tax Parcels: See Exhibit A

Return to: James City County Attorney's Office
101-C Mounts Bay Road
Williamsburg, Virginia 23185

SECOND AMENDMENT TO
AMENDED AND RESTATED STONEHOUSE PROFFERS

This Second Amendment to Amended and Restated Stonehouse Proffers is made this 20th day of April, 2015 by GS STONEHOUSE GREEN LAND SUB LLC, GS STONEHOUSE GREEN LAND SUB 2 LLC and GS STONEHOUSE GREEN LAND SUB 3 LLC, each being a Delaware limited liability company (together with their respective successors and assigns, the "Owner").

RECITALS

A. Owner is the owner of certain real property in James City County, Virginia within the Stonehouse planned community now zoned PUD-R and PUD-C, and subject to 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 as Instrument No. 080007838, as amended by First Amendment to Amended and Restated Stonehouse Proffers dated May 31, 2012 and recorded in the aforesaid Clerk's Office as Instrument No. 120013165 (the "Existing Proffers").

B. Owner desires to amend and restate Conditions 3 and 4 of the Existing Proffers to modify the phasing (but not the scope) of traffic improvements proffered therein as set forth below.

AMENDMENTS TO CONDITIONS

1. Except for the language of Sections 3.2, 3.3, 3.4 and 3.11 of the Existing Proffers, which is hereby incorporated by reference in section 3.4(b) of these amended and restated conditions, Conditions 3 and 4 of the Existing Proffers are hereby deleted and replaced in their entirety with the following;

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

3.1 **Periodic Traffic Counts.** Owner shall have traffic volume counts conducted annually beginning not less than one year from the date of final approval of the requested rezoning by the Board of Supervisors and on or about each anniversary of the initial count thereafter (“Annual Counts”). With the approval of VDOT and the Director of Planning, the Annual Counts shall be conducted at a time of year such that no adjustment factor will need to be applied to the raw count data to estimate annual average daily traffic. The Annual Counts shall be conducted at (i) Fieldstone Parkway at its intersection with State Route 30, (ii) La Grange Parkway at its intersection with State Route 30, (iii) Ware Creek Road at its intersection with Mount Laurel Road, (iv) Fieldstone Parkway at its intersection with Six Mount Zion Road, (v) Mount Laurel Road at its intersection with Six Mount Zion Road, and (vi) Bridge Road at its intersection with Rochambeau Drive after such time as Bridge Road is constructed (collectively, the “Entrances”). The results of the Annual Counts shall be submitted to the Director of Planning and VDOT. The Annual Counts shall include collection of right and left turn movements and a

level of service analysis at each intersection for which there is a vehicle per hour or level of service threshold in these Proffers for triggering additional left turn lane improvements.

3.2 Phase 1 Transportation Improvements. The following improvements shall be completed or commenced (as used herein with respect to construction or installation of improvements, "commenced" shall mean all necessary plan approvals and permits have been obtained and actual physical construction activity, e.g. land disturbing, has begun) and guarantees in accordance with §15.2-2299 of the Code of Virginia, as amended, and the applicable provisions of the County Code in form and amount reasonably satisfactory to the County Attorney ("Guarantees") for their completion posted with the County at the times required below:

(a) Modify the pavement markings on southbound Fieldstone Parkway to add a second left turn lane to the southbound Fieldstone Parkway approach to State Route 30 after installation of the traffic signal proffered in paragraph (b) of this Section and upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at Level of Service ("LOS") D or worse or (ii) either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour; and

(b) Install a traffic signal at the intersection of State Route 30 and Fieldstone Parkway the earlier of when VDOT signal warrants ("Warrants") are met or such signal is otherwise approved for installation by VDOT; and

(c) Install a traffic signal at the intersection of State Route 30 and the westbound Interstate 64 Exit 227 exit ramps when Warrants are met or such signal is otherwise approved for installation by VDOT; and

(d) Install a second eastbound left turn lane on Route 30 at the intersection with La Grange Parkway after installation of the traffic signal proffered in paragraph (f) of this Section and upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at LOS D or worse or (ii) either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour: and

(e) Install a second southbound right turn lane on La Grange Parkway at the intersection with Route 30 upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at LOS D or worse or (ii) either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 500 vehicles per hour: and

(f) Install a traffic signal at the intersection of State Route 30 and La Grange Parkway the earlier of when Warrants are met or such signal is otherwise approved for installation by VDOT.

If Owner fails to meet and comply with the requirements set forth in this Section 3.2, the County shall not be obligated to grant final subdivision or site plan approval for any additional development on the Property until such requirements are satisfied.

3.3. Phase 2 Transportation Improvements. The following additional improvements shall be completed or commenced and Guarantees for their completion have been posted with the County at the times required below:

(a) Modify the pavement markings on southbound La Grange Parkway to add a second left turn lane to the southbound La Grange Parkway approach to State Route 30 after installation of the traffic signal proffered in Section 3.2 (f) and upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at LOS D or worse or (ii)

either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour; and

(b) Add a second left turn lane to the westbound State Route 30 approach to the westbound I-64 on-ramp at Exit 227 and widen the westbound I-64 on-ramp to two lanes after installation of the traffic signal proffered in Section 3.2 (c) and upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at LOS D or worse or (ii) either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour; and

(c) Add a second southbound left turn lane on the I-64 westbound off-ramp at Route 30 after installation of the traffic signal proffered in Section 3.2 (c) and upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at LOS D or worse or (ii) either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour.

If Owner fails to meet and comply with the requirements set forth in Sections 3.2 and 3.3 hereof, the County shall not be obligated to grant final subdivision or site plan approval for any development on the Property located in Phase 2 of the project as depicted on the Phasing Plan until and unless the requirements set forth in Sections 3.2 and 3.3 hereof are satisfied.

3.4. Updated Traffic Study. (a) Owner may have the Traffic Study updated, amended, or supplemented from time to time by an independent traffic consultant and shall submit any such updated, amended, or supplemented Traffic Study to the County and VDOT for approval. The schedule of road and intersection improvements and the phasing thereof set forth above may be amended by the Owner based on such updated, amended, or supplemented Traffic

Study with the approval of the Board of Supervisors. Owner shall convey, without charge, to VDOT or the County, as appropriate, all right of way owned by it that is necessary for such improvements and, when completed, shall dedicate all such improvements to VDOT or the County, as appropriate.

(b) The County shall not be obligated to grant final subdivision or site plan approval for any additional development on the Property located in Phase 3 or 4 of the project as depicted on the Phasing Plan until the Owner, at its expense, has submitted to VDOT and the Director of Planning for their review and approval an updated traffic study of the Stonehouse development performed by a qualified traffic consultant. The consultant shall submit the proposed methodology for the study to VDOT for approval before initiation of the study; however, the methodology shall include forecasted background traffic volumes (including traffic volumes from approved developments other than Stonehouse) as identified in the current traffic study. The updated study shall set forth a proposed schedule of road and intersection improvements, including the improvements listed in Sections 3.2, 3.3, 3.4 and 3.11 of the Existing Proffers, not otherwise listed above, and any other improvements needed to maintain adequate levels of service, if any, as determined by the updated study and the phasing thereof to serve development of Phase 3 and 4 of the project. Upon approval by VDOT and the Director of Planning of the updated study, schedule of road and intersection improvements and phasing plan, further development of the Property shall be in accordance with the approved, updated improvement schedule and phasing plan.

3.5 Traffic Signal Warrant Analyses. Anything to the contrary herein notwithstanding, Owner shall not be obligated to install or post Guarantees for any traffic signal

until such time as VDOT determines Warrants for that signal have been met. The Annual Counts shall include turning movement counts at the intersections listed in Sections 3.2 and 3.3 for potential signalization. If, based on the Annual Counts, 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.

3.6 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.

3.7 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 County and VDOT substitute improvements and provide VDOT and the County with a traffic study showing the impact of the proposed substitute improvements, commensurate in traffic benefit and costs with the proffered interchange modifications for the review and approval of the County and VDOT. If such substitute improvements are approved by the County 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.

3.8 Internal Road and Intersection Improvements. To ensure adequate service at major internal intersections and along roadway segments within the Property, Owner shall install the following improvements at the time of roadway and intersection construction in the area of the specified intersection unless another trigger is specified herein:

- (a) Install eastbound right turn lane on the Fieldstone Parkway approach to La Grange Parkway and install a northbound left turn lane on the La Grange Parkway approach to Fieldstone Parkway when warranted by the Annual Counts; and
- (b) Install a traffic signal at the LaGrange Parkway/Fieldstone Parkway intersection when Warrants are met or such signal is otherwise approved for installation by VDOT; and
- (c) Add a second northbound left turn lane on the La Grange Parkway approach to Fieldstone Parkway and the required receiving lane on Fieldstone Parkway upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at LOS D or worse or (ii) either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour; and
- (d) Install a southbound left turn lane and a northbound right turn lane on the La Grange Parkway approach to Mount Laurel Road and install a westbound right turn lane on Mount Laurel Road when warranted by the Annual Counts; and
- (e) Install a traffic signal at the LaGrange Parkway/Mount Laurel Road intersection when Warrants are met or such signal is otherwise approved for installation by VDOT; and
- (f) Add a second westbound left turn lane to the Mount Laurel Road approach to La

Grange Parkway upon the earlier of the Annual Counts showing (i) operational conditions of the turning movement is at LOS D or worse or (ii) either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour. Concurrent with the installation of the second left turn lane on westbound Mount Laurel Road, La Grange Parkway will be widened by the addition of an additional southbound lane from Mount Laurel Road south to the existing 4-lane section.

(g) The Owner shall construct the improvements to Six Mount Zion Road to bring it into conformance with VDOT standards from the existing tie in at Amenity H to the Property boundary in the following phases.

(i) Phase 1 Six Mount Zion Road. Owner shall design and submit construction plans for the improvements to Six Mount Zion Road, from the existing Six Mount Zion Road to a point past the entrance to the school site depicted on the Preliminary Master Plan for Tracts 2 and 3 dated 9/08/2010, copy attached hereto, when the County issues its request for conveyance of the school site pursuant to Condition 5. Following conveyance of the school site to the County and issuance of site plan approval for the new school, and within 30 days of issuance of site plan approval for the road improvements, construction will begin and will thereafter be diligently pursued to completion.

(ii) Phase 2 Six Mount Zion Road. The improvements to Six Mount Zion Road from the entrance to the school site (referenced above) to the intersection with Ware Creek Road will be completed prior to the County being obligated to issue more than 200 building permits for buildings in Tract 2 or a combination of Tracts 2 and 3.

(iii) Phase 3 Six Mount Zion Road. The improvements to Six Mount Zion Road from the intersection with Ware Creek Road to the entrance to Parcel G generally depicted on the Preliminary Master Plan from Tracts 2 and 3 dated 9/08/2010 will be completed prior to the County being obligated to issue more than 400 building permits for buildings in Tracts 2 and 3.

(h) With the prior approval of VDOT, at such time as any of the proffered improvements to the Fieldstone Parkway/La Grange Parkway intersection are triggered, Owner may install a single lane roundabout meeting VDOT requirements in lieu of the improvements to the Fieldstone Parkway/La Grange Parkway intersection proffered above in this Section.

3.9 Bicycle Accommodation Improvements. The improvements made by Owner to Route 30 and the Route 607/Route 30 intersection shall include shoulder bike lanes, provided such bike lanes can be installed within the existing right of way. All improvements to Route 600 within the Property shall include a shoulder bike lane except, with the approval of the Director of Planning, no bike lane shall be required where Route 600 passes under Interstate 64 if such a bike lane is not feasible due to pavement width restrictions under the bridge.

3.10 External Road Connections. There shall be no road connection directly from the Property onto Croaker Road. Within one year from the date of approval of the requested proffer amendment 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, the applicant shall physically disconnect the road within 24 months of receipt of VDOT approval to prevent traffic from the Property from using Ware Creek Road to access

Croaker Road. If VDOT does not allow this disconnection, Owner shall not improve a segment of Ware Creek Road between its intersection with Bridge Road and the eastern boundary of the Property and shall not improve Ware Creek Road 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.

4. Economic Development. (a) As and when segments of the roads shown on the Master Plan within or adjacent to areas designated E, F, G or H on the Master Plan are constructed, water and sewer lines shall be installed adjacent to or within the road right-of-way or otherwise extended to such areas with capacity to serve the areas described above. The owner shall construct the improvements to Mt. Laurel Road in general conformance with the preliminary plans submitted by WSP Sells on 1/22/09, with the actual development plans for the improvements to meet then-current standards and to be approved by the County and VDOT in the following phases.

(i) Phase 1 Mt. Laurel Road. From the point of intersection of Mt. Laurel Road and Six Mount Zion Road to station 23+00. Owner shall design and submit construction plans for the Mt. Laurel Road improvements when the County notifies the Owner that the first site plan for commercial development in Tract 11A has been submitted. Construction of the improvements will begin within 30 days of when the final construction plans for the road improvements have been approved following site plan approval and commencement of construction of any commercial development in Tract 11A and such construction shall be diligently pursued to completion.

(ii) Phase 2 Mt. Laurel Road. From the point depicted by station 23+00 to station 47+00. Construction will begin within 30 days of site plan approval and commencement of construction of any commercial development in Tract 11B and such construction shall be diligently pursued to completion.

(iii) Phase 3 Mt. Laurel Road. From the point depicted by station 47+00 to the intersection and tie in to the yet to be named Parkway. This phase of construction will be tied directly to the construction of the Parkway in phases 3 and 4 of the transportation improvements. The timing of such improvements will be determined by the updated traffic study referred to in Condition 3.4 above.

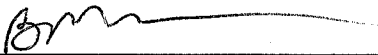
(b) Owner, upon request, shall provide the County's Office of Economic Development ("OED"), any state or regional economic development agency, and/or any prospective user identified by the OED or such state or regional agency with a marketing information package for the areas of the Property designated E, F, G or H on the Master Plan. The marketing information shall contain relevant information about the property such as size and configuration of available sites, surveys, topographic information, utility availability and capacity, road access, stormwater management plans and similar information.

(c) In Tracts 10B and 11A there shall be no more than 70,000 square feet of retail development and no single retail use shall exceed 7,500 square feet. If and when mixed use buildings are permitted by applicable zoning ordinances, no more than 10% of the floor area of any mixed use building in Tracts 10B and 11A shall be devoted to retail use.

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

Witness the following signatures.

GS STONEHOUSE GREEN LAND SUB LLC

By: 
Title: Senior Vice President

STATE OF Connecticut
CITY/COUNTY OF Fairfield, to-wit:

The foregoing instrument was acknowledged before me this 20th day of April, 2015 by Barry P. Marcus, Senior Vice President of GS STONEHOUSE GREEN LAND SUB LLC, a Delaware limited liability company, on behalf of the company.


NOTARY PUBLIC

My commission expires: _____
Registration No.: _____

KATHERINE GRACE PHILBIN Notary Public My Commission Expires Dec. 31, 2019

GS STONEHOUSE GREEN LAND SUB 2 LLC

By: *BM*
Title: *Senior Vice President*

STATE OF *Connecticut*
CITY/COUNTY OF *Fairfield*, to-wit:

April The foregoing instrument was acknowledged before me this *20th* day of *April*, 2015 by *Barry P. Marcus*, *Senior Vice President* of GS STONEHOUSE GREEN LAND SUB 2 LLC, a Delaware limited liability company, on behalf of the company.

Katherine Grace Philbin
NOTARY PUBLIC

My commission expires: _____
Registration No.: _____

KATHERINE GRACE PHILBIN
Notary Public
My Commission Expires Dec. 31, 2019

GS STONEHOUSE GREEN LAND SUB 3 LLC

By: Boon
Title: Senior Vice President

STATE OF Connecticut
CITY/COUNTY OF Fairfield, to-wit:

The foregoing instrument was acknowledged before me this 20th day of April, 2015 by Barry P. Marcus, Senior Vice President of GS STONEHOUSE GREEN LAND SUB 3LLC, a Delaware limited liability company, on behalf of the company.

Katherine Grace Philbin
NOTARY PUBLIC

My commission expires: _____

Registration No.: _____

KATHERINE GRACE PHILBIN
Notary Public
My Commission Expires Dec. 31, 2019

Tax Parcel Numbers

0440100025
0440100028
0440100029
0440100030
0530100009
0530100010
0530100020
0530100023
0530100024
0530100025
0530800001A
0530800001B
0530800001C
0530900002A
0530900007A
0530900012
0540100002
0540100011
0540100012
0540100015
0540100016
0540600001A
0540700001B
0630100005
0630100006
0640100001
1210100047
1310100008A
1310100019

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 5-15-2015
at 11:52 AM/PM. The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX	LOCAL TAX	ADDITIONAL TAX
\$ _____	\$ _____	\$ _____

TESTE: BETSY B. WOOLRIDGE, CLERK
BY: Betsy B. Woolridge Clerk



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT COURT
5201 MONTICELLO AVE SUITE 6
WILLIAMSBURG, VA 23188
757-564-2242

DEED RECEIPT

DATE: 05/15/15 TIME: 11:52:46 ACCOUNT: 830CLR150009210 RECEIPT: 15000015703
CASHIER: AES REG: WD19 TYPE: AMEND PAYMENT: FULL PAYMENT
INSTRUMENT : 150009210 BOOK: PAGE: RECORDED: 05/15/15 AT 11:52
GRANTOR: GS STONEHOUSE GREEN LAND SUB LLC EX: N LOC: CO
GRANTEE: GS STONEHOUSE GREEN LAND SUB LLC EX: N PCT: 100%
AND ADDRESS : N/A N/A, XX. 00000
RECEIVED OF : GS STONEHOUSE GREEN LAND SUB L DATE OF DEED: 04/20/15
: \$.00
DESCRIPTION 1: SECOND AMENDMENT STONEHOUSE INST 080007838 PAGES: 0 OP: 0
2: NAMES: 0
CONSIDERATION: .00 A/VAL: .00 MAP:
PIN:
000 ** ZERO PAYMENT ** .00
TENDERED : .00
AMOUNT PAID: .00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

PAYOR'S COPY
RECEIPT COPY 1 OF 2