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BEAUFORT COUNTY SC - ROD
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REC'D BY P BAXLEY RCPT# 668359
RECORDING FEES 14.00

STATE OF SOUTH CAROLINA) TENTH AMENDMENT TO
) DEVELOPMENT AGREEMENT AND
COUNTY OF BEAUFORT) CONCEPT PLAN
) BUCKWALTER TRACT

This Tenth Amendment ("Tenth Amendment") to Development Agreement and Concept Plan is made and entered into this 10th day of February, 2012 by and between the TOWN OF BLUFFTON, South Carolina ("Town") and GRANDE OAKS, LLC ("Grande Oaks"), a South Carolina limited liability company, its successors and assigns.

Whereas, Town and The Branigar Organization, Inc. (Branigar) executed and approved a Development Agreement ("Development Agreement"), dated April 19, 2000, and recorded in the Office of the Register of Deeds ("ROD") for Beaufort County, South Carolina in Official Record Book 1288 at Page 1, which Development Agreement, as amended, governs the use and development of a tract of land known as the Buckwalter Tract, originally containing approximately 5,680 acres of land, more particularly described in the Development Agreement and amendments thereto; and,

Whereas, concurrently with the execution of the Development Agreement, the Town of Bluffton annexed the Buckwalter Tract into the Town boundaries and granted Concept Plan zoning to the Buckwalter Tract, all as more particularly described in the Annexation Petition and the Concept Plan ("Concept Plan") for Buckwalter Tract, adopted April 19, 2000; and,

Whereas, subsequent to the execution and approval of the original Development Agreement and Concept Plan, Town has approved Nine (9) Amendments to the Buckwalter Development Agreement and Concept Plan as follows:

1. **First Amendment** which added the 11.721 acre Robertson Tract and no additional Density to the Buckwalter Development Agreement and Concept Plan was executed on June 21, 2002 and recorded in the Beaufort County Office of the Register of Deeds in Book 1599 Page 1149; and
2. **Second Amendment** which added the 43.48 acre Johnson Tracts as well as 55 Dwelling Units to the Buckwalter Development Agreement and Concept Plan was executed on February 4, 2003 and recorded in the Beaufort County Office of the Register of Deeds in Book 1709 Page 1440; and
3. **Third Amendment** which added the 173.62 acre Cypress Lake Tract from the Jones Estate Development Agreement and Concept Plan as well as 600 Dwelling Units

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and 90 acres of General Commercial Density to the Buckwalter Development Agreement and Concept Plan was executed on October 10, 2005 and recorded in the Beaufort County Office of the Register of Deeds in Book 2256 Page 189; and

4. **Fourth Amendment** which added the 59.91 acre Rose Dhu Creek Phase III Tract as well as 18 Dwelling Units to the Buckwalter Development Agreement and Concept Plan was executed on October 10, 2005 and recorded in the Beaufort County Office of the Register of Deeds in Book 2256 Page 204; and

5. **Fifth Amendment** which added the 58.85 acre Graves Tract as well as 58.85 acres of General Commercial Density to the Buckwalter Development Agreement and Concept Plan was executed on November 2, 2005 and recorded in the Beaufort County Office of the Register of Deeds in Book 2305 Page 410; and

6. **Sixth Amendment** which added the 2.687 acre Jacoby Tract and no additional Density to the Buckwalter Development Agreement and Concept Plan was executed on May 10, 2006 and recorded in the Beaufort County Office of the Register of Deeds in Book 2816 Page 1746; and

7. **Seventh Amendment** which added the 6.5 acre University Investments Tract and no additional Density to the Buckwalter Development Agreement and Concept Plan was executed on January 7, 2008 and recorded in the Beaufort County Office of the Register of Deeds in Book 2671 Page 2250; and

8. **Eighth Amendment** which added 324 Dwelling Units through Transfer of Development Rights Permit for Buckwalter Place Initial Master Plan to the Buckwalter Development Agreement and Concept Plan was executed on November 6, 2007 and recorded in the Beaufort County Office of the Register of Deeds in Book 2823 Page 384; and

9. **Ninth Amendment** which added the 163 acre Willow Run Tract, the reallocation of Land Uses for the Northern Tract, as well as 260 Dwelling Units and 162 acres of General Commercial Density to the Buckwalter Development Agreement and Concept Plan was executed on February 25, 2008 and recorded in the Beaufort County Office of the Register of Deeds in Book 2724 Page 1787; and

Whereas, Grande Oaks is the current owner of a certain 9.18-acre tract located in Buckwalter PUD Western Tract ("Western Tract") known as the Robertson Site ("Robertson Site") as shown in a Plat titled "A Boundary Plat of Robertson Site Formerly Known as a Portion of the Buckwalter Tract" and recorded in the Beaufort County Office of the Register of Deeds in Plat Book 84 Page 14 which is subject to the provisions of the Development Agreement and Concept Plan; and

Whereas, pursuant to an ASSIGNMENT OF SINGLE FAMILY OR MULTI-FAMILY DEVELOPMENT UNITS AND CONSENT, AGREEMENT AND

ACKNOWLEDGEMENT OF PURCHASER (DEVELOPMENT AGREEMENT) ("Assignment"), dated September 25, 2003, by and between International Paper Realty Corporation and Grande Oaks, LLC., twelve (12) residential dwelling units were assigned to the Robertson Site, with such Assignment recorded in the Office of the ROD for Beaufort County, South Carolina in Book 01846 at Page 2456; and

Whereas, the Robertson Site was initially restricted to only residential use with such restriction thereafter removed pursuant to a Modification of Restrictions and Covenants ("Modification") by and between International Paper Realty Corporation, as successor-in-interest to Branigar and Grande Oaks, LLC. with such document dated February 23, 2006 and recorded in the Beaufort County Office of the ROD in Book 02397 at Pages 1782-1784; and

Whereas, it is now the desire and intention of Town and Grande Oaks to effectuate this Tenth (10th) Amendment to the Development Agreement and Concept Plan to provide for changes in the permitted uses for the Robertson Site and other matters set forth herein, thus necessitating the preparation, execution and recording of this Tenth Amendment; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, Town and Grande Oaks agree as follows:

1. Recitals. The above recitals are incorporated herein by this reference thereto.
2. Amendment of Development Agreement and Concept Plan. The Development Agreement and Concept Plan are hereby further amended to provide:

I. Amendments to Development Agreement.

- A. Increase in Commercial Density. The Buckwalter Concept Plan and Development Agreement, as previously Amended is hereby further amended to add an additional 9.18 acres of Commercial Density with such increase in Commercial Density allocated to the Robertson Site as "General Commercial".
- B. Traffic Light Contribution. Grande Oaks agrees to a contribution towards the cost and installation of a Traffic Light at the intersection with Lake Point Drive, Parcel 11-A, and Buckwalter Parkway, equaling 1/3 of the Traffic Light's total cost and installation, including materials and labor, and is due upon sale of the Robertson Site or issuance of a Development Permit for the Robertson Site.

II. Amendments to Concept Plan and Illustrative Plan.

- A. Land Use Designation. The Robertson Site within the Buckwalter Concept Plan Area, formerly designated as a portion of the Western Tract, is hereby redesignated as additional Buckwalter Commons Tract as depicted on the Amended Concept Master Plan for Buckwalter PUD attached hereto as Exhibit "A". Development within the 9.18 acres of newly designated Buckwalter Commons shall be governed by the Zoning Regulations (as defined in the Buckwalter Development Agreement) and by the Amended Concept Plan, attached hereto as Exhibit "A". Specifically, the land uses and development standards applicable to Buckwalter Commons shall control development within said area, as set forth in the original Concept Plan and Development Agreement (as previously and herein amended).
- B. Revised Illustrative Plan. The Buckwalter Illustrative Plan is hereby amended to reflect the Robertson Site as General Commercial on such Illustrative Plan with a copy thereof attached hereto and made a part hereof as Exhibit "A".

III. Additional Conditions.

3. Assignment of Residential Dwelling Units. Concurrently with the execution of this Tenth Amendment, Grande Oaks does assign to Town the twelve (12) residential dwelling units previously allocated to the Robertson Site with such residential dwelling units to be placed in the Town's Density Bank for future use as Town may determine.
4. Reaffirmation of Buckwalter Development Agreement, Concept Plan and Amendments Thereto. The Buckwalter Development Agreement, Concept Plan and all prior amendments thereto are hereby ratified and reaffirmed as if set forth verbatim herein.
5. Binding Effect. This Tenth Amendment to the Buckwalter Development Agreement and Concept Plan shall inure to the benefit of and be binding upon the respective parties hereto, their successors and assigns.
6. Consistency with the Comprehensive Plan. The Town confirms that the matters contained herein are consistent with the Comprehensive Plan of the Town of Bluffton as consistent with long range planning for the Town, wetland protection, and other planning goals.

WITNESSES:

Heleen Cilli
Megan L. Criddle

GRANDE OAKS, LLC, a
South Carolina Limited Liability Company

By DM Robertson, President

Its: _____

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGMENT

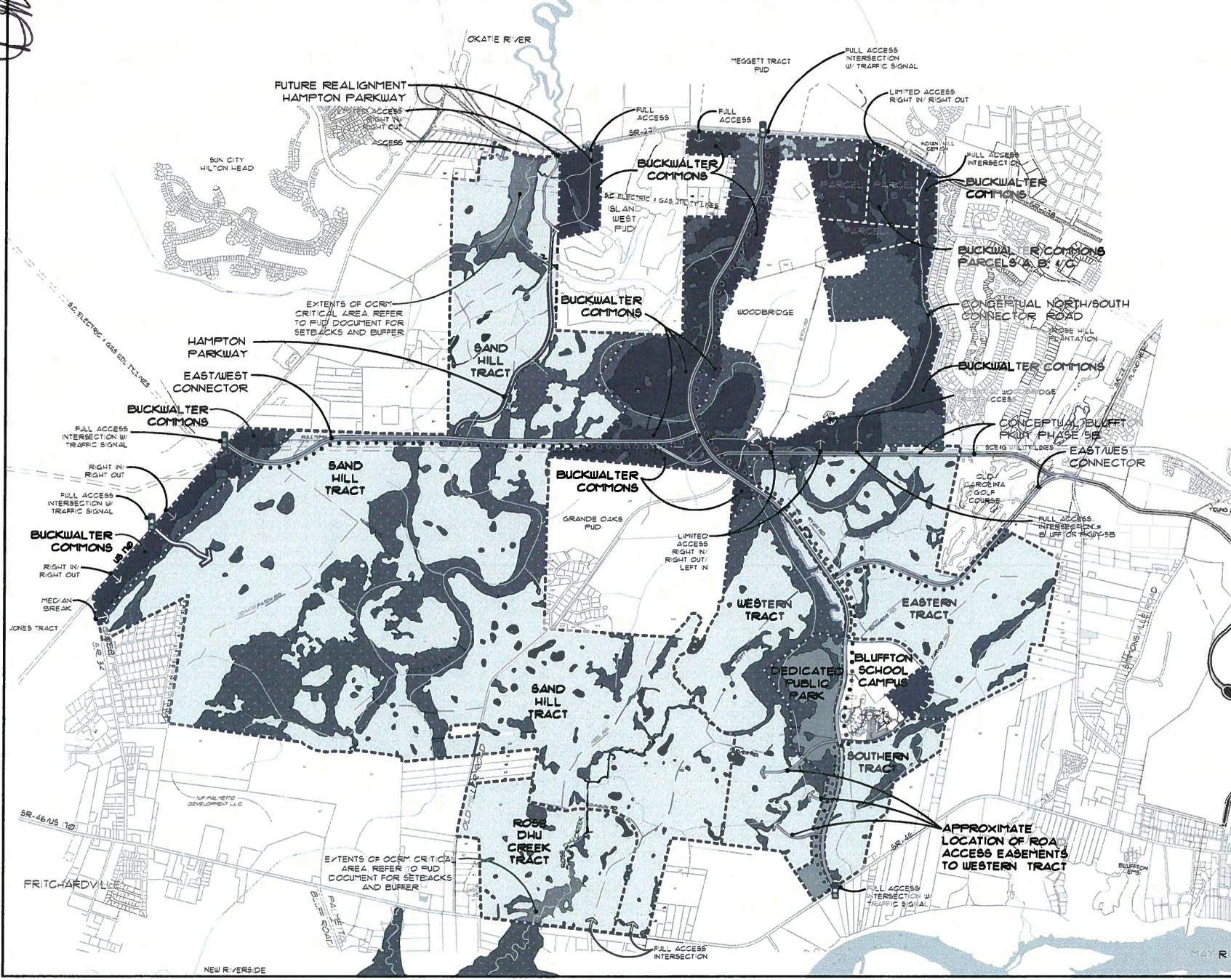
I, Megan L. Criddle, Notary Public for South Carolina do hereby certify that Doug Robertson on behalf of Grande Oaks, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this the 10th day of February, 2012

DM

Megan L. Criddle
Notary Public for South Carolina
My Commission Expires: July 8, 2015

This document was prepared in the law offices of Vaux & Marscher, P.A., P.O. Box 769, Bluffton, South Carolina by James P. Scheider, Jr., Esquire
(843) 757-2888
jim.scheider@vaux-marscher.com



DEVELOPMENT SUMMARY

DENSITY SUMMARY

LAND USE TRACT	TOTAL ACRES	DWELLING UNITS	DU/ACRE
SAND HILL TRACT	13041 AC	14786 DU / 3600 HOTEL UNITS	11.4 DU/AC
BUCKWALTER COMMONS	10939 AC	12894 DU	11.8 DU/AC
EASTERN TRACT	1687 AC	1938 DU	11.3 DU/AC
WESTERN TRACT	1531 AC	1938 DU	12.6 DU/AC
SOUTHERN TRACT	1145 AC	1311 DU	11.5 DU/AC
ROSE DUH TRACT	1325 AC	118 DU	10.4 DU/AC
PUBLIC INSTITUTIONAL	128 AC	10 DU	10 DU/AC
DEDICATED PUBLIC PARK	1143 AC	10 DU	10 DU/AC
PUBLIC ROAD RIGHT-OF-WAY	1158 AC	10 DU	10 DU/AC
TIMBER MANAGEMENT	119 AC	10 DU	10 DU/AC
TOTAL	16281 AC	18647 DU	11.4 DU/AC

MAXIMUM ALLOWED DENSITY
 SINGLE FAMILY RESIDENTIAL 8 DU/AC
 MULTI-FAMILY RESIDENTIAL 10 DU/AC
 HOTEL/INNS/AND BREAKFAST INTERVAL QUERSHIP/TIME SHARING
 INSTITUTIONAL PROPERTIES OR GUESTHOUSE SHALL NOT HAVE A SPECIFIED DWELLING UNIT PER ACRE RATIO.

MAXIMUM DWELLING UNITS
 DU COUNT SHALL NOT EXCEED 8,643 DU

ACREAGE SUMMARY

LAND USE TRACT	TOTAL ACRES	UPLAND ACRES	WETLAND ACRES
SAND HILL TRACT	13041 AC	12796 AC	1745 AC
BUCKWALTER COMMONS	10939 AC	10691 AC	1148 AC
EASTERN TRACT	1683 AC	1561 AC	118 AC
WESTERN TRACT	1531 AC	1375 AC	156 AC
SOUTHERN TRACT	1145 AC	1115 AC	128 AC
ROSE DUH TRACT	1325 AC	1284 AC	141 AC
PUBLIC INSTITUTIONAL	128 AC	128 AC	10 AC
DEDICATED PUBLIC PARK	1143 AC	1103 AC	140 AC
PUBLIC ROAD RIGHT-OF-WAY	1158 AC	115 AC	178 AC
TIMBER MANAGEMENT	119 AC	119 AC	10 AC
TOTAL	16281 AC	14841 AC	1566 AC

MAX. ALLOWABLE ACRES BY LAND USE
 BUSINESS PARK/GENERAL 143,951 UPLAND ACRES
 NEIGHBORHOOD COMMERCIAL

NOTES FOR DEVELOPMENT SUMMARY:

- All acreage is approximate, is an approximation for conceptual level of the plan, and is subject to change when Land Use Tract location changes. These changes will be in accordance with the Buckwalter Planned Unit Development.
- Wetlands shown are field surveys and are certified by the US Army Corps of Engineers.
- The "Development Summary" is not the comprehensive listing of all alternatives but is intended to provide a general overview of the development. For the Buckwalter Planned Unit Development, the Buckwalter Planned Unit Development is the comprehensive listing of all alternatives.
- Real information shown, such as, bank, etc. was generated from the USGS Parkville Quadrangle Sheet.
- All "W" Lines and an easement shall be located on the 10' buffer for road right-of-way on the Buckwalter Parkway and the east-west connector indicated on this concept master plan. A 20' wide easement shall be shown along the 10' buffer easement.
- Access points shown on this plan have been approved by the Town of Bluffton in concept. Review the South Carolina Department of Transportation (SDOT) and Beaufort County and approve final location and easements.

CONCEPT MASTER PLAN

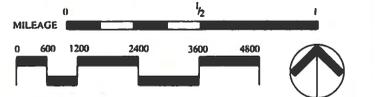
For:
Buckwalter
PLANNED UNIT DEVELOPMENT
 Bluffton, South Carolina
 Prepared For:
Branigar Organization
 Savannah, Georgia

A company of INTERNATIONAL PAPER
 Prepared By:
Wood+Partners, Inc.
 Landscape Architects/Land Planners
 Hilton Head Island, South Carolina
Thomas & Hutton Engineering Co.
 Savannah, Georgia

- LEGEND:**
- ROADS / PUBLIC RIGHT-OF-WAY
 - INTERSECTION / ACCESS POINTS
 - EXISTING DIRT ROADS
 - STREAMS / WATER CHANNELS
 - LAND USE TRACT LIMIT
 - LEISURE TRAIL

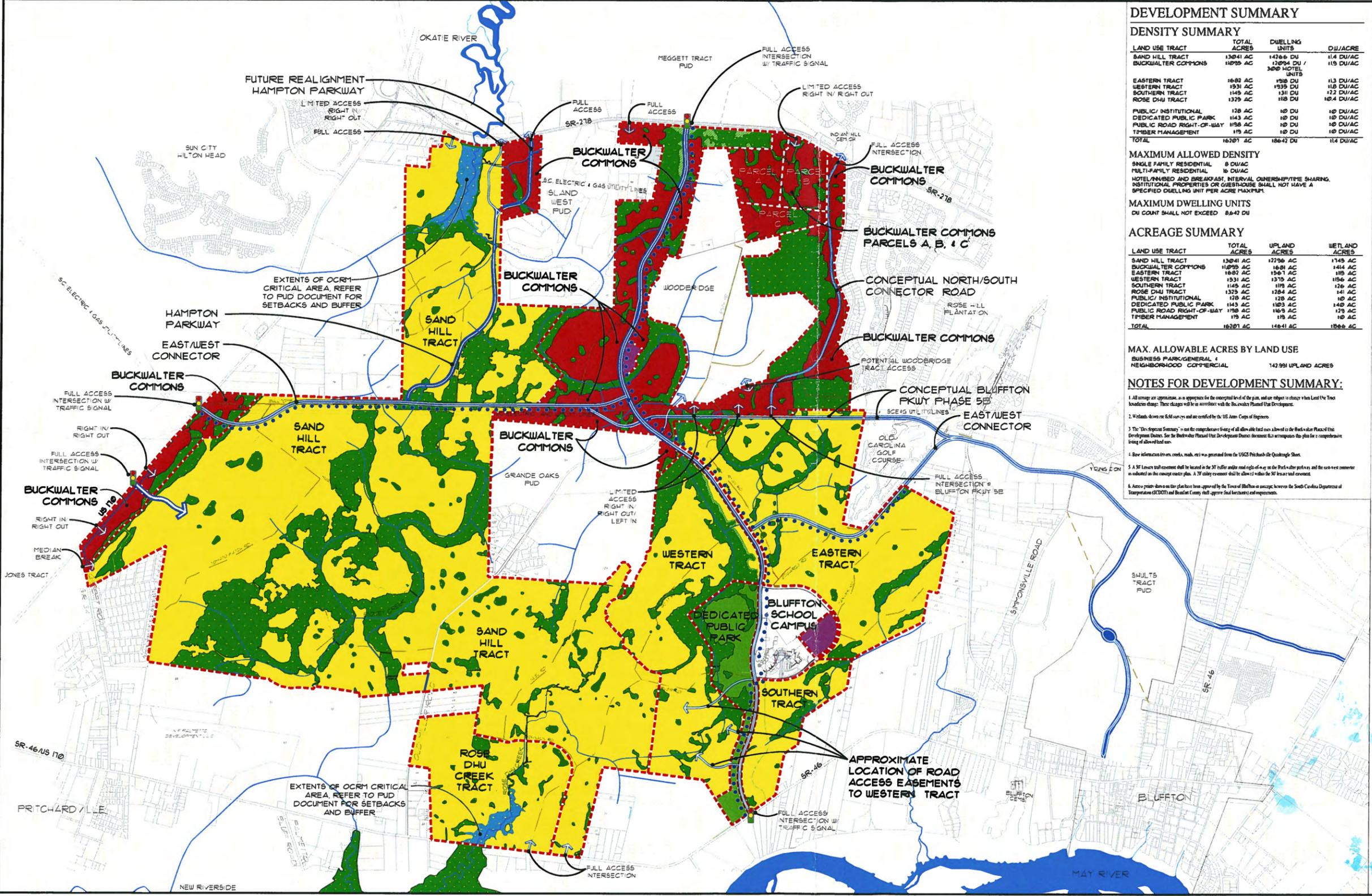
PUD LAND USE AREAS

- RESIDENTIAL
- PUBLIC/INSTITUTIONAL
- WETLANDS
- TIMBER MANAGEMENT
- OCRM CRITICAL AREA
- DEDICATED PUBLIC PARK
- COMMERCIAL



- DATE: January 2000
 REVISED: March 2000
 REVISED: May 2001 - To establish final alignment for East/West Connector (Bluffton PUD)
 REVISED: October 2001 - To provide interim trail along East/West Connector
 REVISED: May 2002 - Property additions to the Sand Hill Tract
 REVISED: August 2002 - Property additions to the Sand Hill Tract
 REVISED: October 2002 - Property additions to Sand Hill Tract & Buckwalter Commons
 REVISED: December 2004 - Property additions to the Sand Hill Tract
 REVISED: July 2005 - Hampton Parkway addition
 REVISED: May 2006 - Grove Tract addition
 REVISED: October 2006 - Rose Duh Phase 3 addition
 REVISED: January 2006 - Jersey addition
 REVISED: May 2007 - Buckwalter Commons
 REVISED: November 2007 - Wilson Run Tract
 REVISED: February 2008 - Hill Crest
 REVISED: November 2011 - Buckwalter 10th Amendment - Refinement Site

Exhibit A



DEVELOPMENT SUMMARY

DENSITY SUMMARY

LAND USE TRACT	TOTAL ACRES	DWELLING UNITS	DU/ACRE
SAND HILL TRACT	13041 AC	14266 DU	11.4 DU/AC
BUCKWALTER COMMONS	11095 AC	12094 DU / 3000 HOTEL UNITS	11.9 DU/AC
EASTERN TRACT	1682 AC	1918 DU	11.3 DU/AC
WESTERN TRACT	1531 AC	1535 DU	11.0 DU/AC
SOUTHERN TRACT	1445 AC	1311 DU	12.2 DU/AC
ROSE DHU TRACT	1325 AC	118 DU	11.0 DU/AC
PUBLIC/ INSTITUTIONAL	128 AC	10 DU	10 DU/AC
DEDICATED PUBLIC PARK	143 AC	10 DU	10 DU/AC
PUBLIC ROAD RIGHT-OF-WAY	198 AC	10 DU	10 DU/AC
TIMBER MANAGEMENT	119 AC	10 DU	10 DU/AC
TOTAL	16201 AC	18642 DU	11.4 DU/AC

MAXIMUM ALLOWED DENSITY
 SINGLE FAMILY RESIDENTIAL 8 DU/AC
 MULTI-FAMILY RESIDENTIAL 15 DU/AC
 HOTEL/INNS AND BREAKFAST, INTERVAL OWNERSHIP/TIME SHARING, INSTITUTIONAL PROPERTIES OR GUESTHOUSE SHALL NOT HAVE A SPECIFIED DWELLING UNIT PER ACRE MAXIMUM.
MAXIMUM DWELLING UNITS
 DU COUNT SHALL NOT EXCEED 8,642 DU

ACREAGE SUMMARY

LAND USE TRACT	TOTAL ACRES	UPLAND ACRES	WETLAND ACRES
SAND HILL TRACT	13041 AC	12296 AC	1745 AC
BUCKWALTER COMMONS	11095 AC	1681 AC	144 AC
EASTERN TRACT	1682 AC	1561 AC	115 AC
WESTERN TRACT	1531 AC	1375 AC	156 AC
SOUTHERN TRACT	1445 AC	119 AC	126 AC
ROSE DHU TRACT	1325 AC	1284 AC	141 AC
PUBLIC/ INSTITUTIONAL	128 AC	128 AC	10 AC
DEDICATED PUBLIC PARK	143 AC	143 AC	143 AC
PUBLIC ROAD RIGHT-OF-WAY	198 AC	169 AC	129 AC
TIMBER MANAGEMENT	119 AC	119 AC	10 AC
TOTAL	16201 AC	14641 AC	1566 AC

MAX. ALLOWABLE ACRES BY LAND USE
 BUSINESS PARK/GENERAL NEIGHBORHOOD COMMERCIAL 142,991 UPLAND ACRES

NOTES FOR DEVELOPMENT SUMMARY:

- All acreage is approximate, as an approximation for the conceptual level of the plan, and may change when final site boundaries change. These changes will be in accordance with the Buckwalter Planned Unit Development.
- Utilities shown are 600 volt and are certified by the US Army Corps of Engineers.
- The "Development Summary" is not the comprehensive listing of all allowable land uses allowed in the Buckwalter Planned Unit Development District. See the Buckwalter Planned Unit Development District document for a comprehensive listing of allowable land uses.
- Base information (town, creeks, marsh, etc.) was generated from the USGS Patchwork-2e Quadrangle Sheet.
- A 50' buffer around wetlands shall be located in the 50' buffer around road right-of-way in the Buckwalter plan, and the 50-foot easement is indicated on this concept master plan. A 20' utility easement shall be shown within the 50' buffer around wetlands.
- Acreage shown on this plan has been approved by the Town of Bluffton in concept, however the South Carolina Department of Transportation (SCDOT) and Bluffton County still approve final boundaries and easements.

CONCEPT MASTER PLAN

For:
Buckwalter
 PLANNED UNIT DEVELOPMENT

Bluffton, South Carolina
 Prepared For:
Branigar Organization
 Savannah, Georgia



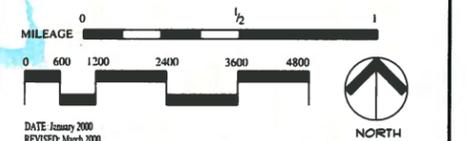
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LEGEND:

- ROADS / PUBLIC RIGHT-OF-WAY
- INTERSECTION/ ACCESS POINTS
- EXISTING DIRT ROADS
- STREAMS / WATER CHANNELS
- LAND USE TRACT LIMIT
- LEISURE TRAIL

PUD LAND USE AREAS

- RESIDENTIAL
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 REVISED: November 2007 - Wilbur Run Tract
 REVISED: February 2008 - Use Comm
 REVISED: November 2011 - Buckwalter 10th Amendment - Reberston Site