STATE OF SOUTH CAROLINA	)	FIRST SET OF AMENDMENTS TO
	)	DEVELOPMENT AGREEMENT,
COUNTY OF BEAUFORT	)	: · · · · · · · · · · · · · · · · · · ·

WHEREAS, the Owners or their predecessors in interest have heretofore entered into a Development Agreement with the County of Beaufort, which Agreement has been adopted as an Ordinance of Beaufort County (Ordinance 99/38) pursuant to the provisions of the "South Carolina Local Government Development Agreement Act," (the "Act") as set forth in Sections 6-31-10 through 6-31-100 of the South Carolina Code of Laws (1976), as amended; and

WHEREAS, in implementing the Development Agreement and processing the Design Review Guidelines as called for in said Development Agreement, the parties hereto have determined that an amendment to the Development Agreement is required to fully implement the intent of the original Development Agreement and to clarify certain aspects of the Agreement that was inadvertently omitted or ambiguous; and

WHEREAS, Myrtle Plantation Partnership, LLC, has become the successor in interest to the approximately 47 acres, generally known as the Oaks Construction Tract, that was described as being owned by Oaks Construction in the original Development Agreement, as well as to the approximately 54 acres generally known as the Mary Lou Ulmer Tract, that was described as being owned by Stroup Limited Partnership in the original Development Agreement, which properties are subject to the terms and conditions of the Development Agreement; and

WHEREAS, Ulmer Associates remains the owner of a tract of approximately 56 acres, which is subject to the terms and conditions of the Development Agreement; and

WHEREAS, JRT Properties, L.P. remains an owner, along with June Rhoad Salvesan, Timothy Paul Rhoad and Franklin Nathaniel Rhoad (a/ka/ Franklin N. Rhoad, Jr.), successors in interest to Franklin N. Rhoad, Sr., of a tract of approximately 31 acres, which is subject to the terms and conditions of the Development Agreement and which is under option contract to Stafford Bluffton, LLC.; and

WHEREAS, Billy L. Watson remains the owner of a tract of approximately 10 acres, which is subject to the terms and conditions of the Development Agreement and which is under option contract to Stafford Blufton, LLC.; and

WHEREAS, Stafford Bluffton, LLC has become the successor in interest to the approximately 30 acre parcel that was described as being owned by Ulmer Limited, a Partnership, in the original Development Agreement, which is subject to the terms and conditions of the Development Agreement; and

WHEREAS, MCFE, LLP remains the owner of approximately 95 acres, which is subject to the

lerms and conditions of the Development Agreement; and

WHEREAS, William Godfrey remains the owner of approximately 17 acres, which is subject to the terms and conditions of the Development Agreement; and

WHEREAS, KinPin, a Partnership, has become the successor in interest to the approximately 6 acre parcel that was described as being the property of CMDCO, Inc. in the original Development Agreement, which is subject to the terms and conditions of the Development Agreement; and

WHEREAS, it is the intention of all the parties to adopt the following amendment to the Development Agreement;

NOW THEREFORE, in consideration of the terms and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of such consideration being hereby acknowledged, Beaufort County and Owners hereby agree the original Table E-11 is amended by adding a footnote stating the allowable height for the proposed YMCA shall be fifty (50) feet.

AMENDED EXHIBIT E-11 AND SIGNATURES CONTAINED ON FOLLOWING PAGES

## AMENDED TABLE E11 MIXED USE DEVELOPMENT DISTRICT PROPOSED USE/DENSITY<sup>1</sup> AND ESTIMATED OPEN SPACE

DEVELOPMENT PROPERTY	UPLANDS	WETLANDS	USE	DENSITY'	BLDG SIZE	ESTIMATED OPEN SPACE	
· · · · · · · · · · · · · · · · · · ·	(AC)	(AC)			1.		
OAKS CONSTRUCTION	93.34	7.53			1 4 1	27÷ AC	
MARY LOU ULMER							
· management		-	MULTI-FAMILY;	500-600 DU's	- 2&3 STORY		
					20-40 DU's/BLDG		
			COMMERCIAL:	290,000 S.F. TO	1&2 STORY .		
			RETAIL	350.000 S.F.	10,000-55,000 S.F.		
			OFFICE				
			SERVICES				
			AMUSEMENT				
			RESTAURANT				
			RECREATION	· 0	5 AC SITE <sup>2</sup>		
ULMER ASSOCIATES	47.78	7.91				18÷ AC	
	İ		COMMERCIAL:	270,000 S.E. TO	1&2 STORY		
			OFFICE	330.000 S.F.	10,000-30,000 S.F.		
			SERVICES				
			RETAIL				
			LIGHT INDUSTRY				
ULMER LIMITED	29.8	0				. 3÷ A.C	
			COMMERCIAL:	270,000 S.F. TO	RETAIL		
	1		RETAIL	330,000 S.F.	100.000-200,000 S.F.		
	1		HOTEL		HOTEL 3 STORY		
			RESTAURANT		40,000-60.000 S.F.		
			AMUSEMENT		OTHER- 1-2 STORY		
	1		GENERAL		10,000-60,000 S.F.		

Density and building sizes are the maximum upper range that could be attained by transfer of development rights from other properties. Total density will not exceed proposed density in Table E-11.

DI LOPMENT PROPERTY	UPLANDS (AC)	· WETLANDS (AC)	USE	DENSITY	/ BLDG SIZE	ESTIMATED OPEN SPACE
WILLIAM GODFREY	20 .	0				3- AC
			COMMERCIAL:	210.000 S.F. TO	1-2 STORY	
			RETAIL	270.000 S.F.	10,000-20,000 S.F.	
			OFFICE			
		٧.	SERVICE			
·			RESTAURANT			
			AMUSEMENT .			
MCFE	60	V 34		150		30÷ AC
			SINGLE FAMILY	125 TO 175 DU's	1-2 STORY	
				165	1,200-2,800 S.F.	
			MULTI-FAMILY	230 TO 280 DU's	2-3 STORY	
					20-40 DU's/BLDG. 🤰	
			COMMERCIAL:	320,000 S.F. TO	1 & 2 STORY	
			RETAIL	370,000 S.F.	10,000-55,000 S.F. Relail	
			OFFICE			
			SERVICES	,	-	
			AMUSEMENT		1	
			RESTAURANT	1.5		
	٠		INSTITUTIONAL		3-6 AC SITE	
PAUL RAMSEY	6	0				l+ AC
			COMMERCIAL:	60,000 S.F. TO	10,000-35,000 S.F.	
			OFFICE	72,000 S.F.	,	
·			SERVICES			
			RETAIL			
			LIGHT INDUSTRY			

DE LOPMENT PROPERTY	UPLANDS (AC)	WETLANDS (AC)	USE	DENSITY	BLDG SIZE	ESTIMATED OPEN SPACE
STAFFORD FOREMAN HILL RD	28	13				14÷ AC
	1		COMMERCIAL:	325,000 S.F. TO		
			RETAIL	375,000 S.F.	RETAIL	\· \.
			HOTEL		100,000-200,000 S.F.	
			RESTAURANT		HOTEL 3 STORY	
		·	AMUSEMENT	-	40,000- <del>6</del> 0,000 S.F.	
		-	GENERAL		OTHER 1-2 STORY	
					10,000-60,000 S.F.	
TOTAL	284.82	62.44				96+ AC
			PROPOSED MAXIMUM		•	-
,		`	SINGLE FAMILY	150 DU's		REQUIRED
			MULTI-FAMILY	805 DU's		OPEN SPACE: 80.05 AC
			COMMERCIAL	1.926.000 S.F.		

<sup>2.</sup> THE MAXIMUM BUILDING HEIGHT FOR THE PROPOSED YMCA BUILDING IS FIFTY FEET.

date first above written. MYRTLE PLANTATION PARTNERS, LLC. WITNESSES Williama SH. Brock Allest: NOT REGULACO . Its: Member STATE OF NORTH CAROLINA. ACKNOWLEDGMENT COUNTY OF WAYE THEREBY CERTIFY, that on this 1046 day of 001. , 2000, before me, the undersigned Notary Public of the State and County aforesaid, personally appeared Myrtle Platation Partners, LLC, by MAX CAXS , its Managing Member, and \_\_\_\_\_ Member, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within document, who acknowledged the due execution of the foregoing document. IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above mentioned. My Commission Expires: 67) = 1 (25) [SIGNATURES CONTINUE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereby set their hands and seals, effective the

WITHEROES	THE MEDIACO	DOLATITO		
WITNESSES	ULMER ASSO	JUATES	/	
Mach Fair	By: Oxl Ils: General P	n (	Smilk	
ZALVILE-CIMMON	Allest: 17	tant Se	grio	
STATE OF ( )				
COUNTY OF	ACKNOWLE	DGMENT		
124	day of (())			
known to me (or satisfactorily prove the within document, who acknowledged the due execu	en) to be the pe	rson whose i	name is subscrit ent.	ped to
IN WITNESS WHEREOF, I have hereu year last above mentioned.	into sel my han	d and official	seal the day an	id S
year last asore memories.	Notary Public My Commiss	for sion Expires:	_ <u> </u>	<u>()                                    </u>
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[SIGNATURES CONTINUE (	ON FOLLOWIN	IG PAGE	8 0 12 7 F. C	
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		NOTARY PUB MY COMMIS	IATION EXPIRES:	-B JOOC

H. Racy Brown	THE HOLD FREY
alyma Surver	
STATE OF SOUTH CAROLINA.  COUNTY OF BEAUFORT.	) ACKNOWLEDGMENT
I HEREBY CERTIFY, that on the undersigned Notary Public of the State and Couknown to me (or salisfactorily proven) to be the document, who acknowledged the due execution	nty aforesaid, personally appeared William Godfrey, person whose name is subscribed to the within

WITNESSES	JRT PROPERTIES, LP and JUNE RHOAD SALVES N, TIMOTHY PAUL RHOAD and FRANKLIN NATHANIEL RHOAD, a/k/a FRANKLIN N. RHOAD, JR.
Buth A Sucas (manly	By: Transland Allorney in Fact  Franklin N. Rhoad, Sr., as Allorney in Fact for  June Rhoad Salvesan, Timothy Paul Rhoad,  and franklin Nathaniel Rhoad
STATE OF SOUTH CAROLINA.  COUNTY OF BEAUFORT.  I HEREBY CERTIFY, that on this undersigned Notary Public of the State and County af LP by Franklin N. Rhoad, Sr., General Partner, and FJUNE RHOAD SALVESIN, TIMOTHY PAUL RHOAD me (or satisfactorily proven) to be the person whose racknowledged the due execution of the foregoing document of the foregoing docum	oresaid, personally appeared JRT PROPERTIES, RANKLIN N. RHOAD, SR. , as allorney in fact for D, and FRANKLIN NATHANIEL RHOAD, known to name is subscribed to the within document, who
[SIGNATURES CONTINUI	E ON FOLLOWING PAGE]

Maylone II. Smith

NOTARY PUBLIC FOR SOUTH CAROLINA

MY COMMISSION EXPIRES: 2-3 2006



STATE OF SOUTH CAROLIN	Λ
COUNTY OF BEAUFORT	

## GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That I, JUNE RHOAD SALVESEN, do hereby make, constitute and appoint FRANKLIN N. RHOAD, SR. of 202 Ulmer Road, Bluffton, South Carolina 29910, as my true and lawful attorney-in-fact for me and in my name, place, and stead, to grant, bargain, sell, convey, or contract for the sale and conveyance of any real property in which I have an interest located in Beaufort County, South Carolina. Said attorney-in-fact is authorized to grant, bargain, convey, sell or to contract for the sale and conveyance of any property in which I have an interest in Beaufort County, South Carolina to any person or entity, for such price or prices, and on such terms and conditions, as my said attorney-n-fact may deem proper, and in my name to make, execute, acknowledge, and deliver a good and sufficient deed of conveyance, or other instrument or instruments, necessary to effect sale, conveyance, or agreement.

)

- 1. I grant to my said attorney-in-fact full power and authority to perform all acts to be done in and about the premises as herein described, as I could do if personally present.
- 2. I authorize my said attorney-in-fact to request, demand, sue for, collect, recover, and receive all monies which may become due and owing to me by reason of such sale and conveyance, whether by deed, contract, or other instrument.
- 3. I hereby ratify and confirm whatsoever the herein attorney-in-fact may due in the premises by virtue hereof.
- 4. All fights, powers and authority of my said attorney-in-fact to exercise any and all the rights and powers herein granted, shall commence and be in full force and effect on the date of the execution of this instrument, and shall remain in full force and effect until the 31st day of December, 2010.

IN WITNESS WHEREOF, I have executed this Power as of this _ 22 day of
SEPTEMBER, 2000.
SIGNED, SEALED & DELIVERED IN THE PRESENCE OF:
1st WITNESS JUNE RHOAD SALVESEN
Melva M. Oll 2nd WITNESS / NOTARY PUBLIC
STATE OF MASSACHUSETTS )  PROBATE
COUNTY OF MIDDLESEX
PERSONALLY appeared before me the undersigned witness and made oath that
s/he saw the within-named JUNE RHOAD SALVESEN sign, seal, and as her act and deed,
deliver the within written General Power of Attorney for the uses and purposes therein
mentioned and that s/he, with the other subscribed witness subscribed above witnessed the
execution thereof.
SWORN TO BEFORE ME THIS  22 DAY OF Sept, 2000.  1st Witness
NOTARY PUBLIC FOR MASSACHUSETTS MY COMMISSION EXPIRES: 2-15-2002
(SEAL)



COLLEGE COLORS COLORS		·
STATE OF SOUTH CAROLINA	)	
	)	GENERAL POWER OF ATTORNEY
CANDERS OF DEATHSONS	(	
COUNTY OF BEAUFORT	)	

RHOAD, do hereby make, constitute and appoint FRANKLIN N. RHOAD, SR. of 202 Ulmer Road, Bluffton, South Carolina 29910, as my true and lawful attorney-in-fact for me and in my name, place, and stead, to grant, bargain, sell, convey, or contract for the sale and conveyance of any real property in which I have an interest located in Beaufort County, South Carolina. Said attorney-in-fact is authorized to grant, bargain, convey, sell or to contract for the sale and conveyance of any property in which I have an interest in Beaufort County, South Carolina to any person or entity, for such price or prices, and on such terms and conditions, as my said attorney-n-fact may deem proper, and in my name to make, execute, acknowledge, and deliver a good and sufficient deed of conveyance, or other instrument or instruments, necessary to effect sale, conveyance, or agreement.

- 1. I grant to my said attorney-in-fact full power and authority to perform all acts to be done in and about the premises as herein described, as I could do if personally present.
- 2. I authorize my said attorney-in-fact to request, demand, sue for, collect, recover, and receive all monies which may become due and owing to me by reason of such sale and conveyance, whether by deed, contract, or other instrument.
- 3. I hereby ratify and confirm whatsoever the herein attorney-in-fact may due in the premises by virtue hereof.
- All rights, powers and authority of my said attorney-in-fact to exercise any and all the rights and powers herein granted, shall commence and be in full force and effect on the date of the execution of this instrument, and shall remain in full force and effect until the 31st day of December, 2010.

IN WITNESS WHEREOF, I have executed this Power as of this day of SEPTEMBER, 2000.
SIGNED, SEALED & DELIVERED IN THE PRESENCE OF:
TIMOTHY PAUL RHOAD
2 MITNESS TIMOTHY PAUL RHOAD 2 NOTARY PUBLIC
STATE OF GEORGIA ) PROBATE
COUNTY OF CHATHAM )
PERSONALLY appeared before me the undersigned witness and made oath that
s/he saw the within-named TIMOTHY PAUL RHOAD sign, seal, and as his act and deed,
deliver the within written General Power of Attorney for the uses and purposes therein
mentioned and that s/he, with the other subscribed witness subscribed above witnessed the
execution thereof.
SWORN TO BEFORE ME THIS  12th DAY OF September 2000.  1st Witness
NOTARY PUBLIC FOR GEORGIA MY COMMISSION EXPIRES: 2.7-2003
Carol Taylor (SEAL)  Notary Public, Bryan County, Georgia My Commission Expires February 7, 2003



STATE OF SOUTH CAROLINA	)				
	)	GENERAL	POWER	OF	ATTORNEY
COUNTY OF BEAUFORT	)				

KNOW ALL MEN'BY THESE PRESENTS:

That I, Franklin N. Rhoad, Jr., do hereby make, constitute, and appoint Franklin N. Rhoad, Sr. of 202 Ulmer Road, Bluffton, South Carolina 29910, my true and lawful attorneyin-fact, for me, and in my name, place, and stead, to grant, bargain, sell, convey, or contract for the sale and conveyance of any real property, in which I have an interest located in Beaufort County, South Carolina. Said attorney-infact is authorized to grant, bargain, convey, sell, or to contract for the sale and conveyance of any property in which I have an interest in Beaufort County, South Carolina to any person or entity, for such price or prices, and on such terms and conditions, as my said attorney-in-fact may deem proper, and in my name to make, execute, acknowledge, and deliver a good and sufficient deed of conveyance, or other instrument or instruments, necessary to effect such sale, conveyance, or agreement.

- 1. I grant to my said attorney-in-fact full power and authority to perform all acts to be done in and about the premises as herein described, as I could do if personally present.
- 2. I authorize my said attorney-in-fact to request, demand, sue for, collect, recover, and receive all monies which may become due and owing to me by reason of such sale and conveyance, whether by deed, contract, or other instrument.

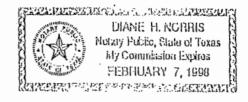
- I hereby ratify and confirm whatsoever the herein attorney-in-fact may due in the premises by virtue of hereof.
- All rights, powers and authority of my said attorney-infact to exercise any and all the rights and powers herein granted, shall commence and be in full force and effect on the date of the execution of this instrument, and shall remain in full force and effect until the 31st day of December, 2010.

• •
IN WITNESS WHEREOF, I have executed this Power of Attorney
this 6th day of February, 1998.
2) Kristy Childen Of My
Franklin N. Rhoad, yr.
3) Vinno H. Marris
STATE OF ZEXAS
) PROBATE
COUNTY OF APONTGOMERY )
PERSONALLY appeared before me the undersigned and made
oath that he/she saw the within-named Franklin N. Rhoad, Jr
sign, seal and as his Act and Deed, deliver the within-
written Power of Attorney and that he/she with

(1) Xhuily Childen witnessed the execution thereof.

SWORN to before me this 6 th

My Commission Expires: 2/7/98



WITNESS

BILLY WATSON

By Hand

David J. Oliver, his Attorney in Fact

STATE OF GEORGIA

)

ACKNOWLEDGEMENT

COUNTY OF FULTON

)

LHEREBY CERTURY that on this / Or day of Cheby (2)

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above mentioned.

Notary Public for Georgia

Notary Public, Gwinnett County, Georgia

My Commission Expires July 16, 2001

My Commission Expires:

WITNESSES	MCFE, LLP
Contlin of Cay	By: Its: Managing Member  Atlest: Its: Member
STATE OF SOUTH CAROLINA. )	A OVALOVAL ED ONENT
COUNTY OF BEAUFORT.	ACKNOWLEDGMENT
I HEREBY CERTIFY, that on this undersigned Notary Public of the State and County afore Sheres from Funder, its Managing Member, and me (or satisfactorily proven) to be the person whose nar acknowledged the due execution of the foregoing document in WITNESS WHEREOF, I have hereu year last above mentioned.	esaid, personally appeared MCFE, LLP, by  An Inches Subscribed to the within document, who

WITNESSES	STAFFORD BLUFFTON, LLC
Allison Frankt	By: Jacobs L. David J. Oliver, Its Member
Mh. Ohha	Allest: De de Strage Ils Staff Beil
STATE OF GEORGIA COUNTY OF FULTON	) ACKNOWLEDGEMENT
I HEREBY CERTIFY, that of before me, the undersigned Notary I appeared Stafford Bluffton, LLC., b me (or satisfactorily proven) to be the document, who acknowledged the of	on this Oth day of October, 2000, Public of the State and County aforesaid, personally y David J. Oliver, its Authorized Member, known to me person whose name is subscribed to the within line execution of the foregoing document.  I have hereunto set my hand and official seal the day  Notary Public for Georgia  Notary Public for Georgia  My Commission Expires:  My Commission Expires:

WITNESSES .	KINPIN, a Partnership			
Daublust	By:			
Ente R. Tullam				
STATE OF SOUTH CAROLINA.				
COUNTY OF BEAUFORT.  )  (COUNTY OF BEAUFORT.  )  (COUNTY OF BEAUFORT.  )  (COUNTY OF BEAUFORT.  )	ACKNOWLEDGMENT  Aday of Decision 2000, before me, the			
undersigned Notary Public of the State and County aforesaid, personally appeared Kinpin, a  Partnership, by				
	into set my hand and official spal the day and			
	Motarý Rublic for South Carolina My Commission Expires: My Commission Grass August 23, 2004			

WITNESSES	00141	TV OF BEALFORE COLITY CAROLINA	
Bernader Parmet	COUN	Frank Brafman Chairman, Beaufort County Council	
ashley M. Gardins	. '	Allest: Lazaru M. Rusa	
		Suzanne M. Rainey Clerk to Council	
STATE OF SOUTH CAROLINA.	)		
COUNTY OF BEAUFORT.	)	ACKNOWLEDGMENT .	
I HEREBY CERTIFY, that on this ( ) day of Municut 2000, before me, the undersigned Notary Public of the State and County aforesaid, personally appeared Frank Brafman and Suzanne M. Rainey, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within document, who acknowledged the due execution of the foregoing document.  IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above mentioned.			

Charles H. Harris

Notary Public for South Carolina

My Commission Expires: My Commission Expires December 21, 2008