

**COUNTY OF ISLE OF WIGHT
PROFFER STATEMENT**

PITT & LIPPE TRACTS

Applicant's name: East West Partners of Virginia, Incorporated

Owner's names: Monica Ann Lippe and Helene Karin Lippe (Lippe)
EH2, L.L.C. (Pitt)
Eagle Harbor, L.L.C. (Tract 11)

Project name: Pitt & Lippe Tracts

Date: October 9, 2019

Property: 34-01-077D/Inst. #153689 ("Lippe")
34-01-003A1/Instrument #010809 (portion of) ("Tract 11")
34-01-077/Instrument #165683 ("Pitt")

These proffers are made as of the 9th of October 2019 by East West Partners of Virginia, Incorporated as Applicant, with the consent of Monica Ann Lippe and Helene Karin Lippe ("Lippe"), Eagle Harbor, L.L.C., a Virginia limited liability company ("Eagle Harbor") and EH2, L.L.C., a Virginia limited liability company ("EH2") (Lippe, Eagle Harbor and EH2, the owners respectively of Tax Map Numbers 34-01-077D, 34-01-003A1 and 34-01-077, containing approximately 77.72 acres, 6.62 acres and 33.67 acres of land respectively, or an aggregate of approximately 118.01 acres of land (such parties collectively the "Owners").

The Applicant has filed a rezoning application with the Isle of Wight County Planning and Zoning Department ("Application") requesting a change in the zoning of the Pitt and Lippe parcels from Rural Agricultural Conservation and the rear 3.2+/- acre portion of the Eagle Harbor parcel (such parcels collectively the "Property") from General Commercial (GC) to Planned Development-Mixed Use (PD-MX). The remaining 3.42+/- acres of the Eagle Harbor parcel will maintain its General Commercial (GC) zoning.

The Applicant voluntarily proffers that the development of the Property shall be in strict accordance with the conditions set forth below. Owners do hereby waive any right to challenge, in any judicial or administrative proceedings, the legality of such conditions or to assert a claim for compensation resulting from such conditions (except where compensation is expressly provided for in the conditions) under federal or Virginia law.

These proffered conditions ("Proffers") are the only conditions offered on this rezoning, and any prior proffered conditions on the Property are hereby superseded by these proffers and any and all previous proffers on the Property are hereby void and of no further force and effect.

All improvements, land, easements, dedications, gifts, proffers and other conveyances to the County shall be in fee simple, without cloud of title or encumbrance of any kind.

I. Development of the Property

1. Pursuant to Section 4-14006 of the Isle of Wight County Zoning Ordinance, development of the Property shall be in substantial accordance with the Pitt & Lippe Master Plan prepared by Land Planning Solutions, dated September 5, 2019, and attached hereto as **Exhibit "A"** ("Master Plan"), as approved and/or amended by the Planning Commission and Board of Supervisors, including without limitation, the related components submitted with the Application, and the terms of the Proffers. The applicant reserves the right to make minor adjustments during preliminary and final site plan approval and/or preliminary and final subdivision construction plan approval to address grading, drainage, stormwater and environmental requirements and other final engineering considerations as may be necessary and permitted by the reviewing authority.
2. All streets shall be designed and built in substantial conformance with the Master Plan (as reflected in Exhibit A) and in accordance with VDOT requirements. The proposed bridge, if to be accepted into the VDOT system of maintenance, will be built in accordance with VDOT requirements. If the proposed bridge is to be built as a private structure, it shall be built in accordance with County ordinances, which would allow for a VDOT SS-8 or similarly designed bridge, per the VDOT Manual of the Structure and Bridge Division.
3. All buildings, open space and pedestrian pathways shall be in accordance with the *Neighborhood Plan Book for the Pitt and Lippe Property – Single Family Detached & Townhomes*, prepared by East West Partners of Virginia, Incorporated, dated September 6, 2019 and attached as **Exhibit "B"**.
4. The maximum number of residential units shall not exceed 340 consisting of a mix of single family detached and townhomes units.
5. All units shall be occupied solely as "housing for older persons" as such term is defined in Section 36.96.7.A. of the Virginia Fair Housing Law, Title 36, Chapter 5.1 of the Code of Virginia (1950), as amended, provided no person under 19 years of age shall be housed or domiciled or shall reside in any unit. For purposes of the foregoing, a person shall be deemed to be housed, domiciled or to reside in a unit if he or she stays overnight for more than 75 days in any 90-day period or for more than 90 days in any 12-month period. Such restriction shall be set forth in the Declaration and enforced by the Association (as such terms are defined at V.1 below).

II. Land Use

1. The Property shall be used as permitted under the PD/MX zoning classification as conditioned herein.

III. Transportation

1. The Owners, at its sole cost and expense, shall cause to be constructed the following transportation improvements in accordance with the recommended improvements contained in the VDOT approved Traffic Impact Analysis (TIA) for the Pitt and Lippe – Age Restricted Residential Development dated September 2019 and prepared by Kimley-Horn and Associates, Inc. The designated phase for construction for each of these improvements is shown parenthetically.

Carrollton Boulevard (U.S. Route 17) at Smiths Neck Road:

- Install a third signal head on the mast arm serving the westbound approach of Smiths Neck Road to accommodate the exclusive left-turn lane, through lane and exclusive right-turn lane. (Phase 1)
- Modify existing signal heads on the mast arm serving the eastbound approach of Smiths Neck Road to accommodate the dual exclusive left-turn lanes and a shared through/right turn lane. Replace existing lane control signage on the mast arm to reflect dual left-turn movement. (Phase 1)
- Southbound Carrollton Boulevard: Improve/extend the existing U.S. Route 17 southbound left-turn lane storage and taper lengths to be consistent with the turn-lane warrant operational analysis results provided in Appendices and/or the recommendation as described in the VDOT approved Pitt and Lippe TIA, dated September 2019. (Phase 1)
- Northbound Carrollton Boulevard: Improve/extend the existing U.S. Route 17 northbound left-turn lane storage and taper lengths to be consistent with the turn-lane warrant operational analysis results provided in Appendices and/or the recommendation as described in the VDOT approved Pitt and Lippe TIA, dated September 2019. (Phase 3)
- Eastbound Smiths Neck Road: Restripe and update signage to reflect the accommodation of two exclusive left-turn lanes and one exclusive shared through/right lane. (Phase 1)
- Westbound Smiths Neck Road: The owners shall construct the improvements depicted on Pitt & Lippe Proposed Roadway and Intersection Improvement Plan as prepared by Kimley-Horn and dated September 10, 2019 and attached as **Exhibit "C"**. These improvements will generally consist of the following:
 - Approach/Outbound Lanes:
 - Construct an exclusive right-turn lane extending from the 7-Eleven driveway entrance to the intersection with Carrollton Boulevard. (Phase 1)
 - Delineate the westbound approach to consist of an exclusive left-turn lane, exclusive through lane and exclusive right-turn lane. (Phase 1)
 - Receiving/Inbound Lanes
 - Construct 4' raised concrete median between the 7-Eleven/Bojangles intersection and the Carrollton Boulevard intersection. (Phase 1)
 - Construct two inbound lanes to consist of an inside travel lane to serve as an exclusive left-turn lane and an outside lane designated as a shared through/right-turn lane. (Phase 1)
 - Modify the channelized right-in only driveway (e.g. driveway entrance width and associated driveway radii) serving the Bojangles/Shoppes at Eagle Harbor. (Phase 1)
- Smiths Neck Road at 7-Eleven/Bojangles: Improve this intersection to consist of the following:
 - Configure intersection to be three-way STOP controlled
 - The Bojangles, 7-Eleven and the northbound Driveway 1/Connection from the Pitt property be STOP controlled. (Phase 1)

- The southbound Driveway 1/Connection to the Pitt property and the southbound left-turn movement to the 7-Eleven entrance driveway will be free-flow operations. (Phase 1)
- Signage and pavement markings will consist of the following:
 - “DO NOT BLOCK INTERSECTION” signage.
 - Intersection pavement markings delineating the area not to block. (Phase 1)

Carrollton Boulevard (U.S. Route 17) at Northgate Drive:

- Northbound Carrollton Boulevard: Improve the existing northbound right-turn lane storage and taper lengths to be consistent with the turn-lane warrant operational analysis results provided in Appendices and/or the recommendations as described in the VDOT approved Pitt and Lippe TIA, dated September 2019. (Phase 3)
- Southbound Carrollton Boulevard: Improve/extend the existing southbound U.S. Route 17 left-turn lane storage and taper lengths to be consistent with the recommendation as described in the VDOT approved Pitt and Lippe TIA, dated September 2019. (Phase 3)

*Northgate Drive **Phase 3** Interim Improvements:*

- Eastbound Northgate Drive: Implement site access/movement restrictions during peak periods (i.e. install signage reflecting no left or through movements Monday – Friday 6:00 AM to 9:00 AM and 3:00 PM to 6:00 PM). (Phase 3)
- Westbound Northgate Drive: Implement site access/movement restrictions during peak periods (i.e. install signage reflecting no left or through movements Monday – Friday 6:00 AM to 9:00 AM and 3:00 PM to 6:00 PM). (Phase 3)

*Northgate Drive **Phase 5** Permanent Partial Access Improvement*

Phase 5 will include the installation of a raised median at the existing full movement Carrollton Boulevard/Northgate Drive intersection to create channelized left-turn lanes along northbound/southbound Carrollton Boulevard and fully restrict side street left-turn and through movements (i.e., right-turn only).

- Eastbound Northgate Drive: Reconfigure (i.e., restripe and update signage) Northgate Drive approach as a right-turn only at the time the related intersection improvement project noted below in Transportation proffer item 2 is being constructed. (Phase 5)
- Westbound Northgate Drive: Reconfigure (i.e., restripe and update signage) Northgate Drive approach as a right-turn only at the time the related intersection improvement project noted below in Transportation proffer item 2 is being constructed. (Phase 5)

Channell Way:

- Improve the 2-lane typical section from the agreed upon eastern limits of Lippe parcel boundary to the Carrollton Boulevard intersection to the west. Work/coordinate directly with VDOT to design and construct the planned improvements based on the site conditions at the time work is to be done and taking into account rights-of-way and utilities installed by others. (Phase 2)

Carrollton Boulevard (U.S. Route 17) at Channell Way/Deep Bottom Drive:

- Southbound Carrollton Boulevard: Improve/extend the existing exclusive southbound U.S Route 17 left-turn lane storage and taper lengths to be consistent with the recommendation as described in the VDOT approved Pitt and Lippe TIA, dated September 2019. Final design and construction of this improvement will be coordinated directly with VDOT to account for the second northbound left-turn lane being constructed (i.e., second northbound left-turn lane at Brewers Neck Boulevard) as a part of the VDOT Bartlett Intersection improvement project. (Phase 4)
 - Westbound Channell Way: Improve the westbound approach to consist of one shared through/left-turn lane and one exclusive right-turn lane. These improvements shall be consistent with the recommendations as described in the VDOT approved Pitt and Lippe TIA, dated September 2019. (Phase 4)
2. In addition to the above Transportation proffers, the Owners will contribute \$75,000.00 to the County for use in applying for a revenue sharing or other alternative funding (SMART Scale, Highway Safety Improvement Program (HSIP), etc.) grant project programs that would be administered by VDOT or the County. It is anticipated that the alternative funding grant would be used to fund the design and construction of a raised median at the Carrollton Boulevard/Northgate Drive intersection to create channelized left-turn lanes and restrict side street left-turn and through movements in advance of Phase 5 of the proposed development. Should a VDOT/County alternative funding grant project not be approved or under construction prior to the beginning of Phase 5 of the development and the construction of the bridge noted above, the Developer shall at their sole expense, construct the described improvements at this intersection location, at which point the \$75,000 would no longer be due from the owners. (Phase 5)
 3. In addition to the above Transportation proffers, the Owners will contribute \$75,000.00 to the County for use in applying for a revenue sharing or other alternative funding (SMART Scale, Highway Safety Improvement Program (HSIP), etc.) grant project programs that would be administered by VDOT or the County. It is expected that the alternative funding grant, or a portion thereof, would be used to fund the design and construction of the right-turn lane extension (i.e., extending the existing southbound Carrollton Boulevard right-turn lane at Smiths Neck Road such that it ties into the right-turn lane serving the right-in/right-out site driveway located to the north). If this improvement is not built prior to the beginning of Phase 5 of the development, the owners will contribute this amount in cash at that time. (Phase 5)
 4. If the necessary permits to construct the vehicular bridge are not obtained by the developer by final plat approval of Phase 4 of the development, the developer shall, at their sole expense, provide an updated TIA for the “No Bridge” condition, for review and approval by the County and VDOT. The County shall withhold any additional plan approvals, zoning permits, Certificates of Occupancy (CO’s), or other approvals, until such time as the updated TIA is approved and an agreement between the County and the Developer for the construction of any new roadway improvements identified in said updated TIA is in place.

IV. Water and Sewer

1. The Property shall be served by a public water system and a public sanitary sewer system. The public water and sewer systems shall be conveyed to the County, at no cost, for its ownership, operation, and maintenance at the time applicable phases of the water and sewer systems are completed during site development of the Property. All public water and sewer systems shall be constructed by the owners in conformance with the Pitt and Lippe Parcels Master Water and Sewer Plans. The public portions of the water and sewer systems will be located within dedicated public street rights-of-way, public utility easements or other public property controlled by the County. The size of water and sewer lines interior to the development shall be determined as part of the final engineering approval. The Owners, at its sole cost and expense, shall cause to be constructed the following public improvements along with the associated distribution systems interior to the development, as illustrated on the attached Master Water and Sewer Plan:
 - A submersible pump station to accommodate the Lippe tract will be constructed and located at or near the Lippe tract and Channell Way, which will discharge directly into the proposed force main from the regional pump station, constructed by The Crossings developer, extending along Channell Way. If that force main has not been built by the time the Lippe tract is ready for development, the owners will construct the force main along Channell Way. If the owners qualify under the County's pro-rata share program, they may be partially reimbursed via the County's pro-rata share policy as others tie into and use that force main.
 - The owners will construct a submersible lift station on the Pitt tract. This station will discharge sewer flows into an extension of the existing gravity sewer system located on the south side of Route 17 at Northgate Drive. The gravity system will convey the flows from the Pitt tract and Tract 11 (Eagle Harbor LLC) to the existing Northgate Drive pump station (PS #39).

V. Property Owners' Association and Restrictive Covenants

1. The Applicant shall form a homeowners' association ("Association"), which may also include sub-associations, in accordance with Virginia law, and prepare a Declaration of Covenants, Conditions and Restrictions ("Declaration"). All owners of lots within the project shall be voting members of the Association and shall be subject to assessments pursuant to the Declaration. The Declaration shall provide for the conveyance of all of the common areas, open spaces, green areas, recreation areas and facilities, the stormwater management system, and enforcement responsibility of the age restricted provisions of the subject property to the Association. The Declaration shall be subject to the approval of the County Attorney and upon approval shall be duly recorded in the Clerk's Office for the Circuit Court of Isle of Wight County. The Declaration shall be recorded prior to recordation of the first final subdivision plat.

VI. General

1. This Proffer Statement shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns. The obligations of the Applicant hereunder shall be binding upon and enforceable against any subsequent owner

or owners of the Property or any portion thereof other than owners of individual lots within the project or, other than as set forth herein, the Association.

2. In the event that any clause, sentence, paragraph, subparagraph, section or subsection of this Proffer Statement shall be judged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or of the United States, or if the application thereof to any owner of any portion of the Property or to any government agency is held invalid, such judgment or holding shall be confined in its operation to the clause, sentence, paragraph, subparagraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of any other clause, sentence, paragraph, subparagraph, section or provision hereof.
3. If the Application is not approved by the County, this Proffer Statement shall be null and void.

* * * * *

The Applicant represents that all Owners with a legal interest in the Property have signed this Proffer Statement, that they have full authority to bind the Property to these conditions, and that the proffers are entered into voluntarily.

SIGNATURES ARE ON THE FOLLOWING PAGES

SIGNATURE PAGES

APPLICANT:

East West Partners of Virginia, Incorporated,
a Virginia corporation



Branch P. Lawson
Senior Vice President

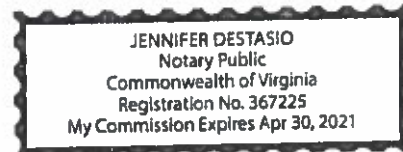
Commonwealth of Virginia
City/County of Isle of Wight, to wit:

Subscribed and sworn to before me, Jennifer Destasio, a Notary Public in and for the Commonwealth of Virginia, by Branch P. Lawson, Senior Vice President of East West Partners of Virginia, Incorporated, on behalf of such company this 11 day of October 2019.

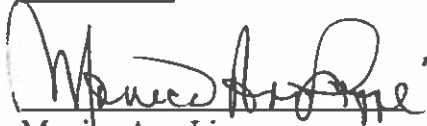


Notary Public

My commission expires: 4/30/2021.



OWNERS:


Monica Ann Lippe

State of New Jersey

City/County of Warren, to wit:

Subscribed and sworn to before me, Alexis Caramico, a Notary Public in and for the State of New Jersey, by Monica Ann Lippe this 9 day of October 2019.



Notary Public

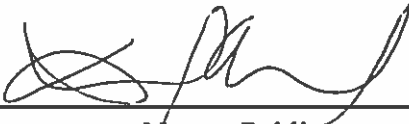
My commission expires: Jan / 22 / 2024.

ALEXIS M CARAMICO
Notary Public - State of New Jersey
My Commission Expires Jan 22, 2024


Helene Karin Lippe

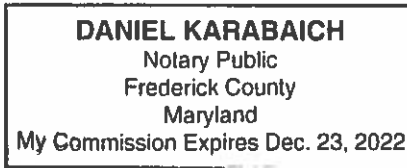
State of Maryland
City/County of Howard, to wit:

Subscribed and sworn to before me, Daniel Karabaich, a Notary Public in and for the State of Maryland, by Helene Karin Lippe this 9th day of October 2019.



Notary Public

My commission expires: 12/23 /2022.



Eagle Harbor, L.L.C., a Virginia limited liability company,
by Eagle Harbor Management Corporation, a Virginia
corporation, its Manager

By:


Branch P. Lawson
President

Commonwealth of Virginia ,
City/County of Isle of Wight, to wit:

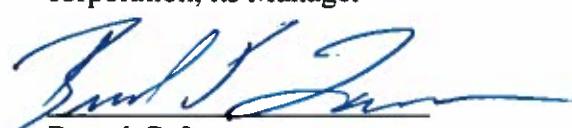
Subscribed and sworn to before me, Jennifer DeStasio, a Notary Public in and for the
Commonwealth of Virginia, by Branch P. Lawson, President of Eagle Harbor Management
Corporation, a Virginia corporation, Manager of Eagle Harbor, L.L.C., a Virginia limited liability
company, on behalf of such company this 11 day of October 2019.


Notary Public

My commission expires: 4 / 30 / 2021.

JENNIFER DESTASIO
Notary Public
Commonwealth of Virginia
Registration No. 367225
My Commission Expires Apr 30, 2021

EH2, L.L.C., a Virginia limited liability company,
by EWP Entity Management Corporation, a Virginia
corporation, its Manager


Branch P. Lawson
Senior Vice President

Commonwealth of Virginia ,
City/County of Isle of Wight, to wit:

Subscribed and sworn to before me, Jennifer DeStasio, a Notary Public in and for the
Commonwealth of Virginia, by Branch P. Lawson, Senior Vice President of EWP Entity Management
Corporation, a Virginia corporation, Manager of EH2, L.L.C., a Virginia limited liability company, on
behalf of such company this 11 day of October 2019.


Notary Public

My commission expires: 4 / 30 / 2021.

JENNIFER DESTASIO
Notary Public
Commonwealth of Virginia
Registration No. 367225
My Commission Expires Apr 30, 2021

Exhibit "A"

Master Plan

[Attached.]

Exhibit “B”

Neighborhood Plan Book

[Attached.]

Exhibit "C"

Proposed Roadway and Intersection Improvement Plan

[Attached.]