PROPOSED PROFFERS BY OWNER AND DEVELOPERS IN CONNECTION WITH THE PROPOSED REZONING FOR THE DEVELOPMENT KNOWN AS CARY AND MAIN
DATED May 26, 2015

The undersigned applicant, Hearndon MC Builders, LLC, a Virginia limited liability company (hereinafter called "Developer"), states that the following conditions are voluntarily proffered for the reclassification of property identified as Cary and Main. The current titled owner of the subject property is Mary Crocker ("Owner"). The Developer and the Owner hereby voluntarily proffer that the development of the property proposed for reclassification under this application shall be in accordance with the conditions set forth below. The Owner grants consent to the following proffers as evidenced by their signatures hereto. Where exhibits are referenced in this proffer they are on file with the Town of Smithfield.

1. Cary and Main shall be constructed in general conformance to the conceptual plan entitled "Cary and Main Conceptual Master Plan", drafted by Land Planning Solutions, dated April 8, 2015 which is occasionally referred to hereafter as "the Conceptual Plan". Substantial deviation, as determined by the Zoning Administrator of the Town of Smithfield, from general design and layout as submitted or amended herein shall require resubmission and approval by Planning Commission in accordance with all applicable provisions as established by Town of Smithfield Zoning Ordinance.

2. The maximum number of lots to be developed shall not exceed 151 consisting of a minimum of 6,000 square feet each.

3. Developer shall form a homeowners association in accordance with Virginia law which will own (or control through easements granted to homeowners association) and be responsible for the maintenance of the following:
   a. Storm water management areas (BMP's).

   b. 100 foot Resource Protection Areas (RPA's)

   c. All common areas and all improvements thereon

4. The homeowners association shall create an Architectural Review Committee (ARC) to oversee, review and enforce the Architectural Standards. All construction and development within Cary & Main, shall be governed by strict Architectural Standards to insure consistency and compatibility of materials, elevations, architectural style, yard improvements and overall appearance. All construction documents will be reviewed by the Architectural Review Committee of the Property Owners Association for consistency with these Architectural Standards and detailed architectural regulations. Architectural review shall be performed to assure compliance with the Architectural Standards and detailed architectural regulations of Cary & Main, generally as follows:

   a. The ARC shall consist of up to three (3) persons who need not be members of the Property Owners Association, from time to time appointed by the Developer until 100% of the developable lots and 100% within Cary & Main have been developed and conveyed to owners other than builders or by the Board of Directors of the Property Owners Association from and after the date on which the Developer delegates this responsibility to the Property Owners Association by written instrument

in recordable form executed by the Developer. Anything falling under the authority of the ARC herein or in the Declaration of Protective Covenants, Conditions, Restrictions and Easements, and the Cary & Main property owner's association (the "Association"), as the same may be amended, shall be deemed to fall under the authority of the Developer until such time as the Developer assigns such functions to the Association. At such time as the Board of Directors is empowered to appoint the members of the ARC, the ARC shall be composed of at least three (3) but no more than seven (7) members. The Developer or the Board of Directors, as the case may be, may appoint one (1) alternative member to the ARC, which alternative member may vote only in the absence of a regular member. The members of the ARC shall serve for such terms as may be determined by the Developer or the Board of Directors, as the case may be. The Declaration of Protective Covenants and Restrictions (the "Declaration") shall address but not be limited to the following: (1) establish the authority of the ARC; (2) contain provisions generally consistent with these Criteria; and (3) be recorded in the Clerk's Office of the Circuit Court of Isle of Wight County.

b. Before commencing the construction, erection, or installation of any building, walk, fence, swimming pool, deck, animal pen, or shelter, exterior lighting, sign, mailbox or mailbox support or other structure, land disturbance, landscaping or paving ("Improvement") on any Lot, including site work in preparation therefore, and before commencing any alteration, enlargement, demolition or removal of an Improvement or any portion thereof in a manner that alters the exterior appearance of the Improvement or the Lot on which it is situated, each Owner shall submit to the ARC a completed application on the form provided by the ARC.

c. The ARC shall review such plans for consistency with the Architectural Standards and the Declaration. The ARC shall promulgate additional regulations ("Detailed Architectural Regulations") for application by the ARC as reasonably necessary to ensure conformance with the Declaration and the standards which appear following this paragraph. Prior to the recordation of any subdivision plat or condominium plat, these Detailed Architectural Regulations shall be reviewed and approved by the Planning Director or the Board of Historic & Architectural Review, or their designee, as the Town of Smithfield may require, to ensure consistency with the Development Criteria.

5. The predominate architectural theme for Cary and Main will be Neo Traditional and encourage architecture that embodies the themes of Historic, Georgian, Colonial, Traditional, Craftsman and Victorian style architecture.

a. SIZE. Single family residences shall have a minimum square footage of heated area of *2000* square feet. This footage is exclusive of garages, sheds, pool houses, terraces, screened porches, decks and overhangs.

b. DESIGN. All primary dwellings shall have a front porch with a minimum depth of five feet, all front loading garages shall have two separate garage doors with windows or a single carriage door with decorative features, all corner boards (excluding brick siding), windows and doors trim shall have a minimum four inch exposure.

c. FOUNDATIONS. All foundations for the primary structure shall be a raised slab with a minimum sixteen inch exposure above final grade or a crawl space, both of which shall be skirted in brick or stone.

d. EXTERIOR FINISH. All primary visible exterior surfaces shall have either fiber-cement siding, brick, stone, wood, or treated engineered wood lap siding with a minimum twenty-five year warranty or any combination thereof.

e. Roof appearance is critical to the overall appearance of a home. The pitch of the main structure's roof shall be no less than six (6) feet in twelve (12) feet. Pitches for porches, breezeways and other secondary structures could be less. Roof materials must be at a minimum an architectural grade asphalt shingle with a 25 year warranty.

f. DUPLICATION. Not less than five residential dwelling models shall be used and each model shall have at least two different façades, roof lines, and multiple color combinations. No two dwellings shall be of the identical model and elevation on the same side of the street within three building lots of each other within a single block. Façade reversal shall be treated as a different elevation.

g. ANTENNAS. Only Antennas designed to receive direct broadcast satellite services or video programming that are one meter or less in diameter will be allowed and shall be installed to minimize visibility to surrounding property and public ROW. All subject Antennas must be submitted to the ARC for approval.

h. LIGHTING. All exterior lighting should be installed so as not to shine on adjacent property or public space, and should be aesthetically planned for each location. ARC approval is required for all landscaping lights and security lighting. Temporary lighting for the holiday season does not require approval; however, holiday lighting shall not be operative and installed more than thirty-five (35) days prior to the holiday and shall be inoperative and removed no later than twenty (20) days after the holiday.

i. EXTERIOR COLORS. All exterior colors must be approved by the ARC, including siding, roof, trim, doors, shutters, outbuildings, fences, and any other structures or exterior surfaces.

j. WINDOWS. All windows must be wood or vinyl. Aluminum or metal windows are not allowed as the primary use. The ARC would consider an exception should no other alternative be available for a specific architectural feature or detail.

k. LANDSCAPING. All newly constructed dwellings must install Sod in the front yard and rough grade and seed where it does not have sod. At a minimum each lot will have eight 3 gallon plants with mulch beds and one Tree in the front yard. The remaining landscaping will based on the Site Plan. All Town required tree and buffer landscaping located on an individual lot must be maintained by the homeowner. All decorative landscaping such as water or rock gardens must be approved by the ARC before installation.

l. UTILITY AREAS. Exposure of all areas where utilities meet the main housing structure or where HVAC or trash receptacles will be placed must be minimized to adjacent Street Right of Way.

m. RECREATIONAL EQUIPMENT. No recreational equipment, such and basketball goals, swings and other playground equipment will be permitted to be placed forward of the two rear corners

of the main structure, or within five feet of the back lot line of the property and must be submitted to the ARC for approval.

n. OUTBUILDINGS. Any and all outbuildings, including proposed location of same, must be approved by the ARC and must be designed and constructed consistently with the styling, materials and colors of the main dwelling. Size and location must be compatible with the main dwelling and surrounding properties.

o. SWIMMING POOLS, HOT TUBS AND SPAS. All pools, whether above or in-ground require approval of the ARC. All pools require fencing and screening with permanent decking and underground utility connections. All pool equipment must be enclosed or screened from view. Hot tubs and spas require approval by the ARC and are considered a major addition with special consideration given to location and screening.

p. VEHICLE STORAGE. No commercial or recreational vehicles are to be stored on any part of the property at any time.

q. FENCING. All fencing must be approved by the ARC prior to installation. If front yard fencing is proposed it must be less than 4 feet in height. SIde and Rear yard fencing shall not exceed six feet in height. All fences must be constructed of a visible surface of vinyl or anodized aluminum material, or other as may be specifically determined by the ARC. No wood or chain link fences will be allowed.

6. Developer shall contract a professional management company to administer the homeowners association.

7. If any BMP is designed to be "wet" it shall be aerated. Each BMP shall have a dedicated 20' ingress/egress/maintenance easement.

8. Restrictive covenants and restrictions, which shall contain all items referred to in these proffers, will be recorded, prior to any outsales, to protect the integrity of these proffers.

9. Regardless of the desires of the property owners of Cary and Main, the homeowners association's bylaws, architectural standards, rules and the restrictive covenants and restrictions shall not be modified without the consent of the Town Council, as they pertain to items number 3, 4, 5, 6, 7 and 8 listed above.

10. Developer proffers a cash contribution to the Town of Smithfield to offset the fiscal impacts incurred by the Town of Smithfield as a result of the rezoning and development of Cary and Main. Said contributions would be paid at the rate of $2496.13 per lot based on the number of lots approved on the final plat. Said contribution would be secured by a note and deed of trust, held by the Town, which would be subordinated to any construction, development or permanent financing placed upon the property by developer. The sum of $2496.13 shall be paid at the time the certificate of occupancy is issued for a lot and the Town of Smithfield will release that lot from its deed of trust.

11. Developer shall, prior to the issuance of any certificate of occupancy, have consulted with the Town of Smithfield and Historic Smithfield to investigate and determine the appropriate individual or entity to convey the historic Pierceville Home, outbuildings and curtilage, as delineated on the Conceptual Plan, for the purpose of preservation and restoration.

12. Developer shall, for no consideration, convey the Pierceville Home, outbuildings and curtilage, as shown on the Conceptual Plan, to the individual or entity identified as a result of Proffer Number 10.

Hearndon MC Builders, LLC, DEVELOPER

By: _____
Managing member

STATE OF VIRGINIA
COUNTY OF ISLE OF WIGHT, to wit:

The foregoing instrument was acknowledged before me this 26th day of May 2015, by William G Darden, Managing Member, of behalf of Hearndon MC Builders, LLC.

_____
Notary Public

My commission expires: 6-30-17

My commission ID No.: 312859

Laura Jo Sullivan
Commonwealth of Virginia
Notary Public
Commission No. 312859
My Commission Expires 6/30/2017

MARY DELK CROCKER, OWNER

Nancy Lynn Delk

By: Nancy Lynn Delk, Attorney in fact

STATE OF VIRGINIA
COUNTY OF ISLE OF WIGHT, to wit:

The foregoing instrument was acknowledged before me this 27th day of May 2015, by Nancy Lynn Delk, Attorney in fact for Mary Delk Crocker.

Susan E. Brayshaw

Notary Public

My commission expires: 9-30-15

My commission ID No.: 7142981

SUSAN E. BRAYSHAW
COMMONWEALTH OF VIRGINIA
Expires 09-30-15
ID# 7142981
NOTARY PUBLIC