

BEFORE THE COUNCIL OF TRAPPE

In the Matter of:

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Good Faith Compliance Review
for the Lakeside Development Rights
and Responsibilities Agreement

RESOLUTION NO. 2-2022

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The Council of Trappe DOES RESOLVE as follows:

WHEREAS, Section 13.01 of Article 66B, Annotated Code of Maryland (“Development Agreement Statute”) authorizes and regulates the execution of development rights and responsibilities agreements (“DRRAs”) between certain public entities and persons who desire to develop private property within a public entity’s jurisdiction; and

WHEREAS, pursuant to the Development Agreement Statute, the Town established procedures for the consideration of DRRA applications by property owners or other persons having an interest within the Town’s jurisdiction; and

WHEREAS, on March 1, 2006, the Town entered into a DRRA governing the project now known as “Lakeside” (formerly “Trappe East”), which DRRA is recorded among the Land Records of Talbot County at Liber 1428, folio 86, as amended by the First Amendment to DRRA dated December of 2021 and recorded among the Land Records in Liber 2926, folio 24 (collectively, the “Lakeside DRRA”). The Lakeside DRRA requires the Town to conduct a periodic review of the Petitioner’s¹ good faith compliance with the terms of the Lakeside DRRA (“Periodic Review”); and

WHEREAS, the Town has independently reviewed the Petitioner’s information concerning the Petitioner’s good faith compliance with the Lakeside DRRA.

NOW, THEREFORE, the Council of Trappe finds and determines as follows:

Section 1. Recitals

The Council of Trappe hereby finds and determines that the above recitals are true and correct and have served as the basis, in part, for the findings and actions of the Town Council set forth below.

¹ Excepting the parcels of land described by deeds recorded among the Land Records of Talbot County in Liber 543, folio 61 and Liber 1848, folio 209, Trappe East Holdings Business Trust, or its subsidiaries Lakeside Village LLC, Lakeside Village Infrastructure LLC, or Lakeside Village 1A LLC, are the owners of the property subject to the DRRA, are successors-in-interest to the Petitioners under the DRRA, and are therefor referenced hereinafter collectively as “Petitioner”.

Section 2. Compliance with Lakeside DRRA

The Council of Trappe hereby finds and determines that, based on the information provided by the Town staff and the Petitioner's "Good Faith Compliance Review Report" attached hereto and incorporated herein by reference as "Exhibit 1", the Petitioner has demonstrated good faith compliance with the Lakeside DRRA for the period commencing March 1, 2006 through May 4, 2022.

Section 3. Certificate of Compliance

The Town Council hereby directs and authorizes the President of the Town Council to issue to the Petitioner an Estoppel Certificate memorializing this "Finding of Compliance" that can be recorded and relied upon by the Petitioner in the form attached hereto and incorporated herein by reference as "Exhibit 2".

Section 4. Certification

The Town Clerk shall certify the adoption of this Resolution.

Section 5. Effective Date

This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED by the Council of Trappe on the 1st day of June, 2022, by a vote of 3 in favor and 0 opposed.

ATTEST:



Erin Braband, Clerk



Nicholas Newnam, President

EXHIBIT 1

**LAKESIDE DEVELOPMENT RIGHTS AND RESPONSIBILITIES AGREEMENT
GOOD FAITH COMPLIANCE REVIEW
PETITIONER'S REPORT – APRIL, 2022**

Project Name: Lakeside (formerly “Trappe East”)

Petitioner: Trappe East Holdings Business Trust, Developer/Owner (“Petitioner”)

Proposal: 2022 Review of the Lakeside Development Rights and Responsibilities Agreement (“DRRA”) to Determine Good Faith Compliance

Location: The proposed project is generally located on the east side of Route 50, north of Barber Road and south of Backtown Road

Area: 857.8 Acres

Agent: Ryan Showalter, McAllister, DeTar, Showalter & Walker LLC

Existing Zoning: Planned Neighborhood (“PN”)

Existing Land Uses: Agriculture, residential and mineral extraction

I. Background:

In 2006, the Council of Trappe approved the establishment of a PN zoning district and approved a PUD Plan and design guidelines for the mixed-use project known as “Lakeside” (formerly “Trappe East”) (the “Project”). The DRRA vesting these approvals was entered into between the then-contract purchasers of the Project site and the Town and was effective on March 1, 2006. The DRRA contemplates bi-annual Town Council review of the Petitioner’s compliance with the provisions of the DRRA on or before each even numbered anniversary of the Effective Date thereof. The bi-annual compliance review process provides the Town an opportunity to periodically review the project’s implementation and ensure compliance with the project conditions.

The Good Faith Review is triggered by the Town’s notice to the Petitioner pursuant to Section 13.1. A Good Faith Review was not conducted in 2012. The Town conducted a DRRA Good Faith Review in 2013, 2015, and 2017. A Good Faith Review was not conducted in 2019.

On October 6, 2021, the Council of Trappe approved the First Amendment to Development Rights and Responsibilities Agreement (“First Amendment”) pursuant to Town Ordinance 9-2021. Section 24 of the First Amendment provides that the Town and Petitioner each acknowledge and agree that both parties have operated in good faith compliance from the Effective Date through the date of the First Amendment and that any omitted Periodic Review is waived by the parties. Section 13 concludes with a statement that Periodic Reviews shall commence in the Spring of 2022 and continue in accordance with the provisions of Section 13 of the DRRA.

II. Discussion of Approvals and Milestones:

Significant progress on the Project has been made since the last Periodic Review in 2017. Below is a summary of key approvals and milestones:

A. Plans, Permits, and Approvals

State Highway Administration Entrance Plan and Wetlands Permit. The Maryland Department of Transportation State Highway Administration (“SHA”) approved an entrance plan for the Project titled “Lakeside at Trappe – Phase 1 – MDOT SHA ENTRANCE PLAN – FOR TRAPPE EAST HOLDINGS BUSINESS TRUST”, prepared by Rauch, Inc., dated February 27, 2020 (“SHA Entrance Plan”). The entrance has been constructed to provide access from the Project site to U.S. Route 50 and is situated immediately north of the former intersection of U.S. Route 50 and Timberwind Lane. The limit of disturbance for the entrance area subject to SHA’s approval is 1.58 acres, more or less. The SHA Entrance Plan includes a Sediment and Erosion Control Plan and a Stormwater Management and Storm Drain Plan. Effective January 22, 2020, Maryland Department of the Environment (“MDE”) issued a Letter of Authorization to Petitioner authorizing impacts to nontidal wetlands and their buffers within the SHA Entrance area. On March 11, 2020, the Talbot County Soil Conservation District approved the Erosion and Sediment Control Plan for the SHA Entrance. On April 1, 2020, MDE issued a letter to Petitioner confirming that the Project met the General Permit eligibility criteria for discharges of stormwater associated with construction activity within the SHA Entrance Area and that such discharges and activity are under MDE’s Consent Order To Comply with the Terms and Conditions of the General Permit for Stormwater Associated with Construction Activity 14GP.

Forest Conservation Plan. In June, 2021, the Maryland Department of Natural Resources (“DNR”) approved Forest Conservation Plan, FCP # E21-03, which is kept in the offices of the Town of Trappe. Petitioner caused to be recorded a Forest Conservation Act Easement dated June 6, 2021, among the Land Records of Talbot County, Maryland, in Liber 2890, folio 2, granting DNR a perpetual forest conservation easement on 112.350 acres of land, more or less, at the Project site as further shown and described on a Forest Conservation Plat titled “Plat Showing Forest Conservation Areas on the Lands of Trappe East Holdings Business Trust”, prepared by Rauch, Inc., last revised May 10, 2021, and recorded among the Plat Records of Talbot County, Maryland in Plat Book KMD 89, folio 132.

Erosion and Sediment Control Plan. On September 17, 2021, the Talbot Soil Conservation District (“TSCD”) approved the “Erosion and Sediment Control Plan for Lakeside Phase, Section 1 Revision # [sic], 4314 Ocean Gateway, Trappe, MD 21673”. On September 27, 2021, TSCD approved the “Erosion and Sediment Control Plan for Lakeside Phase 1 Section 1B, 29701 Backtown Road, Trappe, MD 21673”.

Infrastructure Plans for Phase 1, Section 1. The Town approved the “Lakeside at Trappe Phase 1-Section 1 Infrastructure Improvement Drawings”, prepared by Rauch, Inc., dated March 23, 2021 (the “Infrastructure Plans”). The Infrastructure Plans include Existing Conditions, Demolition, and Preconstruction Erosion and Sediment Control Plan, Erosion and Sediment Control Plan, Grading Plan, and Stormwater Management Plan (including Storm Sewer Plan and Proposed ESD Catchment Area Plan).

Design Guidelines. In March 2020, the Town of Trappe adopted Revision 3 to the “Lakeside Planned Neighborhood District Design Guidelines” (the “Design Guidelines”). The purpose of the Design Guidelines is to establish basic design considerations to ensure that the development of Lakeside will be in keeping with the design standards required by Town zoning at the time of establishment of the Lakeside Planned Neighborhood District.

Planned Unit Development Plan Approval. The Trappe Planning Commission approved a revised PUD Plan for the Lakeside PN District. The approved plan consists of a thirty-sheet set titled “Lakeside, PUD Plan Exhibits, Original November 2019, Revised July 20, 2021”, which is on file in the Town office.

Talbot County Comprehensive Water & Sewer Plan. On August 11, 2020, the Talbot County Council adopted Resolution 281, which remapped substantial portions of the Project site to W-1/S-1 immediate priority for water and sewer, authorized the establishment of a new Enhanced Nutrient Removal (“ENR”) wastewater treatment system capable of treating up to 540,000 gallons per day, and the connection of the first 120 dwelling units to the existing Town of Trappe municipal wastewater treatment plant. MDE approved Resolution 281 on November 4, 2020. Subsequent to approval of Resolution 281, the Talbot County Council received a citizen petition to rescind Resolution 281 and introduced and considered Resolutions 308, 313 and 327, each of which purported to impact Resolution 281 in some manner. As of May 4, 2022, no such efforts were adopted or remain pending.

Ground Water Discharge Permit. MDE issued State Ground Water Discharge Permit Number 19-DP-3460 (the “Discharge Permit”) jointly to the Town of Trappe and Petitioner (“Permittee”) in February 2021. The Discharge Permit authorized Permittee to discharge treated wastewater via spray irrigation from a to-be-constructed wastewater treatment system subject to the terms and conditions of the Discharge Permit. The Discharge Permit is currently subject to judicial review in Talbot County Circuit Court Case Numbers C-20-CV-21-000004 and C-20-CV-21-000006. Pursuant to a Consent Order, MDE conducted a public hearing on October 28, 2021 to gather additional public comment on the Discharge Permit. The Discharge Permit is currently under review by MDE.

Sewerage Collection System Construction Permit and Plans. Effective April 9, 2021, MDE issued Permit No. 20-21-1113 to Petitioner authorizing the construction of a sewerage collection system that includes pumping station, force main and gravity sewers connecting the Project site to the existing Town of Trappe municipal wastewater treatment system. The approved plan showing these improvements is titled “Lakeside at Trappe – Pumping Station #1 and Force Main to Town of Trappe MDE Permit Plans”, prepared by Rauch Inc., and dated February 8, 2021 (the “Sewer Collection Plan”).

Final Subdivision Plats for Phase 1, Sections 1A and 1B. The Town of Trappe approved those certain final subdivision plats for Phase 1, Sections 1A and 1B of the Project described as “Subdivision Plat – Phase 1, Section 1A – Lakeside at Trappe”, prepared by Rauch, Inc., last revised February 10, 2022, and recorded among the Plat Records of Talbot County, Maryland (the “Plat Records”) in Plat Book KMD 90, p. 21-29 (the “Phase 1, Section 1A Plat”), and “Subdivision Plat – Phase 1, Section 1B – Lakeside at Trappe”, prepared by Rauch, Inc., last revised February 11, 2022, and recorded among the Plat Records in Plat Book KMD 90, p. 30-37 (the “Phase 1, Section 1B Plat”). The Phase 1, Section 1A Plat consists of ninety-five (95) buildable lots for single-family dwellings and related improvements, including the northern entrance to the Project site. The Phase 1, Section 1B Plat consists of twenty-five (25) buildable lots and related improvements.

Surface Mine Permit Renewal. On February 16, 2022, Maryland Department of the Environment approved the renewal of Surface Mine Permit No. 87-SP-0260, which authorizes Petitioner to engage in a Surface Mining Operation known as Luthy Farm through the Permit expiration date of March 31, 2027.

Wastewater Treatment Plant Site Plan. The site plan for the first phase of the Lakeside Wastewater Treatment Plant was reviewed and approved by the Planning Commission during its meetings in July and August 2021.

B. Interests in Land

Broadband. On November 23, 2021, Petitioner granted to the Town of Easton, Maryland a “Deed of Right-of-Way and Easement” for the construction, installation, repair, and maintenance of broadband telecommunications within a certain 400 square foot area, which Deed is recorded among the Land Records of Talbot County, Maryland in Liber 2923, folio 34.

Sewer ROW. On September 1, 2021, Paris Foods Corporation granted a “Deed of Sewer Right-of-Way and Easement” to the Town of Trappe and Petitioner for the construction, operation, and maintenance of forcemain(s), pipe(s), conduit(s) and related equipment, fixtures, and appurtenances for the operation of municipal sewer on, under, over and across a certain portion of grantor’s property as further described in the Deed, which Deed is recorded among the Land Records of Talbot County in Liber 2895, folio 417.

Timberwind Lane. On June 17, 2021, Elizabeth Slaughter conveyed the westernmost roadbed of Timberwind Lane to Petitioner by deed, which property is further described as “Portion of Timberwind Lane Right of Way to be Transferred to Parcel 304”, consisting of 0.366 acres of land, more or less, which Deed is recorded among the Land Records of Talbot County in Liber 2892, folio 383. Subsequent to this conveyance, Petitioner, Ms. Slaughter and all other property owners having an interest in Timberwind Lane agreed to the relocation of the Timberwind Lane right-of-way by an agreement dated August 4, 2021 and recorded among the Land Records of Talbot County in Liber KMD 2892, folio 389, which relocation was further memorialized by a Confirmatory Declaration of License Termination dated February 15, 2022 and recorded among the Land Records of Talbot County in Liber KMD 2949, folio 54.

Petitioner Transfers to Subsidiaries. By deed dated September 9, 2021, Petitioner transferred six parcels of land to a subsidiary, Lakeside Village LLC, which deed is recorded among the Land Records of Talbot County in Liber KMD 2909, folio 55. Lakeside Village LLC transferred five of those parcels to its subsidiary, Lakeside Village Infrastructure LLC by deed dated February 15, 2022, which deed is recorded among the Land Records of Talbot County in Liber KMD 2949, folio 58. Lakeside Village LLC then transferred certain subdivided lots in Phase 1, Sections 1A and 1B to its subsidiary, Lakeside Village 1A LLC by deed also dated February 15, 2022, which deed is recorded among the Land Records of Talbot County in Liber KMD 2949, folio 65.

III. Status of Construction:

Construction activities at the Project site began in July of 2021. As of April 4, 2022, ninety percent (90%) of the SHA Entrance at U.S. Route 50 had been completed with only final paving and striping

remaining; the sites for fifty-one (51) of ninety-five (95) had been prepared for construction; base paving for roads in Phase 1A were more than fifty percent (50%) complete; the force main connecting Section, Phase 1 to the Town's sewer collection system was complete; the new pump station serving Phase 1 was eighty percent (80%) complete; and the water distribution/sewer collection infrastructure for the first ninety-five (95) lots was more than eighty-five (85%) complete. Road base for two roads extending to Piney Hill Road has been installed and is used as a haul road for movement of material from the existing surface mine to Phase 1. Extension of water and sewer infrastructure into Phase 1, Section 1B has commenced. Entrance monuments and signage are under construction.

As of May 4, 2022, building permits have been issued for twenty-four dwelling units, which are summarized by Exhibit A. Foundations are complete or under construction for several homes and vertical framing has commenced for the first homes located within the initial model/sales center.

IV. Information Required Pursuant to Section 13.3

Housing Units Developed (by number, type and location). The former Luthy home south of Piney Hill Road was demolished in 2015 pursuant to permits issued by the Town and Talbot County Environmental Health. No housing units have been completed on the project site since March 1, 2006. Exhibit A describes the homes for which building permits have been issued as of May 4, 2022.

Infrastructure Installed (by category and location). See summary provided in Section III above.

Status of participation by Petitioner and others in the provision of or financing of public infrastructure. All infrastructure constructed for the Project date has been provided and financed by the Petitioner.

Proposed dedications of infrastructure offered by Petitioner. The Phase 1, Sections 1A and 1B Plats contain certain areas that will be dedicated to the Town (streets) or homeowners' association in the future. Neither Section has been completed and, therefore, no infrastructure or land has been offered for dedicated to date.

Additional compliance matters offered by Petitioner. At all times since March 1, 2006, the Petitioner has strictly complied with all obligations established by the DRRA.

V. Conclusion:

Based upon the foregoing, TEHBT respectfully requests the Town to confirm the Petitioner's good faith compliance with the DRRA from the date of its execution through May 4, 2022. Similarly, the Council of Trappe has also requested that the Petitioner confirm the Town's good faith compliance with the DRRA through the same date—for which an Estoppel Certificate executed by the Petition is attached. Petitioner understands that the next Good Faith Compliance Review will be initiated by the Town to occur in 2024. Finally, Petitioner requests that the Town memorialize its good faith determination by adoption of a resolution that authorizes the executed of an Estoppel Certificate consistent with Exhibit H of the DRRA. Please contact Ryan D. Showalter at (410) 820-0259 with any questions or requests for additional information.

**EXHIBIT A TO PETITIONER'S
2022 GOOD FAITH COMPLIANCE REVIEW REPORT**

Lakeside Building Permit Log

Unit No.	Permit No.	Date		Street Address	Phase	Section	Lot	#	Water Meters		Home Design	
		Issued	C/O						Paid		Model	Elevation
1	LT-01-2022	3/16/2022		1005 CHAMPLAIN CT	1	A	3	2		3/4/2022	MONET	3
2	LT-02-2022	3/16/2022		1007 CHAMPLAIN CT	1	A	4	2		3/4/2022	DOUGLAS	2
3	LT-03-2022	3/16/2022		1011 CHAMPLAIN CT	1	A	6	2		3/4/2022	BECKNER (REV)	3
4	LT-04-2022	3/16/2022		1013 CHAMPLAIN CT	1	A	7	2		3/4/2022	301 (REV)	3
5	LT-05-2022	3/16/2022		1015 CHAMPLAIN CT	1	A	8	2		3/4/2022	BRIDGEPORT	3
6	LT-06-2022	3/16/2022		1003 CHAMPLAIN CT	1	A	2	2		3/4/2022	PEARSON	4
7	LT-07-2022	4/8/2022		1100 LAKESIDE BLVD	1	A	14	2		3/31/2022	HARRINGTON	7
8	LT-08-2022	4/8/2022		1102 LAKESIDE BLVD	1	A	15	2		3/31/2022	ABBOTT (REV)	2
9	LT-09-2022	4/8/2022		1104 LAKESIDE BLVD	1	A	16	2		3/31/2022	BRIDGEPORT	2
10	LT-10-2022	4/8/2022		1106 LAKESIDE BLVD	1	A	17	2		3/31/2022	BRIDGEPORT	3
11	LT-11-2022	4/8/2022		1108 LAKESIDE BLVD	1	A	18	2		3/31/2022	ABBOTT (REV)	3
12	LT-12-2022	4/8/2022		1110 LAKESIDE BLVD	1	A	19	2		3/31/2022	HARRINGTON	6
13	LT-13-2022	4/8/2022		1112 LAKESIDE BLVD	1	A	20	2		3/31/2022	ABBOTT (REV)	1
14	LT-14-2022	4/8/2022		1114 LAKESIDE BLVD	1	A	21	2		3/31/2022	BRIDGEPORT	1
15	LT-15-2022	4/8/2022		1116 LAKESIDE BLVD	1	A	22	2		3/31/2022	ABBOTT (REV)	3
16	LT-16-2022	4/8/2022		1118 LAKESIDE BLVD	1	A	23	2		3/31/2022	BRIDGEPORT (REV)	2
17	LT-17-2022	4/8/2022		1120 LAKESIDE BLVD	1	A	88	2		3/31/2022	HARRINGTON	4
18	LT-18-2022	4/8/2022		1122 LAKESIDE BLVD	1	A	89	2		3/31/2022	BRIDGEPORT (REV)	1
19	LT-19-2022	4/8/2022		1124 LAKESIDE BLVD	1	A	90	2		3/31/2022	BRIDGEPORT	3
20	LT-20-2022	4/8/2022		1126 LAKESIDE BLVD	1	A	91	2		3/31/2022	ABBOTT (REV)	2
21	LT-21-2022	4/8/2022		1128 LAKESIDE BLVD	1	A	92	2		3/31/2022	ABBOTT (REV)	3
22	LT-22-2022	4/8/2022		1130 LAKESIDE BLVD	1	A	93	2		3/31/2022	BRIDGEPORT	2
23	LT-23-2022	4/8/2022		1132 LAKESIDE BLVD	1	A	94	2		3/31/2022	BRIDGEPORT	3
24	LT-24-2022	4/8/2022		1134 LAKESIDE BLVD	1	A	95	2		3/31/2022	HARRINGTON	7

ESTOPPEL CERTIFICATE

Date: May 4, 2022

To: Council of Trappe
P.O. Box 162
Trappe, Maryland 21673

Re: **2022 Good Faith Compliance Review**
Development Rights and Responsibilities Agreement, dated March 1, 2006 and recorded at Liber 1428, folio 86 in the Land Records of Talbot County, Maryland ("Land Records"), as amended by the First Amendment to Development Rights and Responsibilities Agreement, dated December of 2021 and recorded among the Land Records in Liber 2926, folio 24 (collectively, the "DRRA").

Dear Commissioners:

In accordance with Section 18 of the DRRA, the Successor Petitioner has the authority to certify, as of the date hereof, the following. Capitalized terms herein will have the meanings assigned to them in the DRRA unless otherwise defined herein:

1. The Property covered by this Estoppel Certificate is depicted by Exhibit "D" of the DRRA, which is incorporated herein by reference, saving and exception such portions as are owned by: (i) Estate of Elizabeth Slaughter, which land is described by deed recorded among the Land Records of Talbot County, Maryland in Liber 543, folio 61, and (ii) Delmarva Power & Light Company, which land is described by deed recorded among the Land Records of Talbot County, Maryland in Liber 1848, folio 209.

2. The DRRA is in full force and effect and has not been amended, modified or supplemented in any way except as: (i) indicated by the Assignment and Assumption Agreement recorded among the Land Records of Talbot County in Liber 1682, folio 303, (ii) indicated by the First Amendment to DRRA dated December of 2021 and recorded among the Land Records of Talbot County in Liber 2926, folio 24 and (ii) otherwise specified herein. The Successor Petitioner hereby confirms that the Town has strictly and in good faith complied with the DRRA from the date of its recordation through May 4, 2022.

3. The Successor Petitioner has not sent any notice of default to the Town under the DRRA.

4. This Estoppel Certificate is made by undersigned Successor Petitioner, which has authority to execute the same, and may be relied upon by the Town.

Respectfully,

**TRAPPE EAST HOLDINGS BUSINESS TRUST,
a Maryland business trust**

**By: Trappe East Holdings LLC, a Delaware limited
liability company, as sole shareholder and trustee**

Charles W. Sykes Hilsmier

By:



**Michael R. F. Rocks, Vice President of Manager
of Sole Member**

EXHIBIT 2

ESTOPPEL CERTIFICATE

Date: June 6, 2022

To: Trappe East Holdings Business Trust
c/o Ryan D. Showalter, Esq.
McAllister, DeTar, Showalter & Walker LLC
100 N. West Street
Easton, Maryland 21601

Re: **2022 Good Faith Compliance Review**
Development Rights and Responsibilities Agreement, dated March 1, 2006 and recorded at Liber 1428, folio 86 in the Land Records of Talbot County, Maryland (the "Land Records"), as amended by the First Amendment to Development Rights and Responsibilities Agreement, dated December of 2021 and recorded among the Land Records in Liber 2926, folio 24 (collectively, the "DRRA").

Ladies/Gentlemen:

In accordance with the DRRA, the Council of Trappe ("Town") has the authority to certify, as of the date hereof, the following. Capitalized terms herein will have the meanings assigned to them in the DRRA unless otherwise defined herein:

1. The Property covered by this Estoppel Certificate is depicted by Exhibit "D" of the DRRA, which is incorporated herein by reference, saving and exception such portions as are owned by: (i) the Estate of Elizabeth Slaughter, which land is described by deed recorded among the Land Records of Talbot County, Maryland in Liber 543, folio 61, and (ii) Delmarva Power & Light Company, which land is described by deed recorded among the Land Records of Talbot County, Maryland in Liber 1848, folio 209.

2. The DRRA is in full force and effect and has not been amended, modified or supplemented in any way except by: (i) the Assignment and Assumption Agreement recorded among the Land Records of Talbot County in Liber 1682, folio 303, (ii) the First Amendment to DRRA dated December of 2021 and recorded among the Land Records of Talbot County in Liber 2926, folio 24 and (iii) otherwise specified herein. The Assignment and Assumption Agreement entitles Trappe East Holdings Business Trust ("TEHBT") to all of the rights and benefits accruing to the Petitioners (except Slaughter Land LLC) under the DRRA. The Town hereby confirms that the TEHBT, as Petitioner, has strictly and in good faith complied with the DRRA from the date of its recordation through May 4, 2022.

3. The Town has not sent any notice of default to the Petitioner under the DRRA.

4. This Estoppel Certificate is made by the Town and may be relied upon by the addressees, any lender related to or secured by all or a portion of the Property, and any purchaser or lessee of all or a portion of the Property, as applicable. As evidenced by the Resolution attached hereto

and incorporated herein, the undersigned has authority to execute this Estoppel Certificate on behalf of the Town.

Respectfully,

THE TOWN OF TRAPPE

By: 

Nicholas Newnam, President