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September 1, 2017

Via Lexis-Nexis File & Serve and FedEx

The Honorable Joseph R. Slights, III, Vice Chancellor
The Court of Chancery of the State of Delaware
Kent County Courthouse
38 The Green
Dover, Delaware 19901

**Re: TD Rehoboth LLC, et al. v. Sussex County Council
C.A. No. 12432-VCS**

Your Honor:

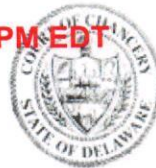
Last Friday I filed a proposed form of order to which all counsel had agreed; however, after discussions with the clerk, I have revised the form of order to make clear that it is a final form of order. Mr. Rutt and Mr. Witsil, as counsel for the other parties, have reviewed this revised form and neither objects. Accordingly, we ask that it be entered.

Respectfully submitted,

/s/ Richard A. Forsten

Richard A. Forsten (#2543)
Words: 65

cc: David N. Rutt, Esq. (via e-file)
Robert V. Witsil, Jr., Esq. (via e-file)



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

TD REHOBOTH LLC and)
OVERBROOK ACRES, LLC,)
)
Plaintiffs,)
v.)
)
SUSSEX COUNTY COUNCIL,)
the governing body of Sussex)
County, Delaware,)
Defendants,)
and,)
Rich Borrasso, John D. Vincent,)
Judy A. Vincent, Kenneth Hopkins,)
Susan Hopkins and Susabar Limited)
Liability Partnership,)
)
Intervenors-Defendants.)
)

C.A. No. 12432-VCS

FINAL ORDER

WHEREAS, on June 8, 2016, Plaintiffs TD Rehoboth LLC (“TD Rehoboth”) and Overbrook Acres, LLC (“Overbrook,” and together with TD Rehoboth, the “Plaintiffs”) initiated this action to enjoin enforcement of, and declare invalid, the decision of the Sussex County Council (“Council”) to deny TD Rehoboth’s application to rezone for commercial development approximately 114 acres of farm property legally owned by Overbrook and equitably owned by TD Rehoboth (the “Rezoning Application”);

WHEREAS, Plaintiff moved for Summary Judgment on January 17, 2017, and Defendants cross-moved on February 21;

WHEREAS, on August 11, 2017, following briefing and oral argument on the cross-motions, the Court granted Plaintiffs' Motion and denied Defendants' Motion, and ordered that the Rezoning Application be re-submitted for a new public hearing and a new vote solely by Sussex County Council; and,

WHEREAS, the parties agree that with the entry of this Final Order, this case is now concluded.

IT IS HEREBY ORDERED, as follows:

1. On or by October 27, 2017, Plaintiffs will request the scheduling for a new public hearing on their Rezoning Application. The record for the public hearing shall include all materials and submissions made in connection with the prior public hearing; provided, however, that nothing shall prohibit the submission of additional or new materials in connection with the new public hearing, whether by Plaintiffs, Sussex County, or members of the general public.

2. Sussex County shall place the Rezoning Application on its list of applications to be heard. The Rezoning Application will be scheduled in accordance with its place on the list in due course.

3. Within thirty (30) days of the new record being closed, Council will vote on the Rezoning Application.

4. Plaintiffs and Sussex County Council may modify the foregoing by mutual written consent without further action of this Court.

5. This Order is a Final Order and disposes of all matters pending in this case; to the extent there are any other claims remaining, they are deemed waived.

SO ORDERED

Vice Chancellor Slights



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OVERBROOK ACRES, LLC,)
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 Plaintiffs,)
 v.)
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 SUSSEX COUNTY COUNCIL,)
 the governing body of Sussex County,)
 Delaware,)
 Defendants,)
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 Rich Borrasso, John D. Vincent,)
 Judy A. Vincent, Kenneth Hopkins,)
 Susan Hopkins and Susabar Limited)
 Liability Partnership,)
)
 Intervenor-Defendants.)

C.A. No. 12432-VCS

CERTIFICATE OF SERVICE

I, Richard A. Forsten, Esquire, hereby certify that on this 1st day of September, 2017, I caused true and correct copies of the foregoing ***Correspondence and Proposed Order*** to be served on the following in the manner indicated:

By File & Serve Xpress:

David N. Rutt (ID #2694)
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Attorney for Defendants

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/s/ Richard A. Forsten

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Attorneys for Plaintiffs

Dated: September 1, 2017