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**MARYLAND BAR
*NEW JERSEY BAR

September 2, 1998

PERSONAL AND CONFIDENTIAL

Mark Stanley, Esquire
Hartman, Underhill & Brubaker
221 East Chestnut Street
Lancaster, PA 17602-2782

1062.8

Re: Cornwall Borough - Sheridan Corporation

Dear Mark:

We are writing on behalf of the Borough Council of Cornwall Borough (herein the "Borough") to outline a proposed agreement pertaining to future land use for land owned by Sheridan Corporation (herein "Sheridan") within Borough boundaries which will serve as the basis for a global settlement agreement of various lawsuits and zoning appeals filed by Sheridan against the Borough or its appointed bodies. The proposed land uses and corresponding zoning changes are based upon a planning study of the Borough by Edward Black of H. Edward Black and Associates. Attached to this correspondence is a drawing of portions of the Borough which include Sheridan lands and the proposed zoning changes related thereto. Also enclosed is a plan showing existing zoning of the Sheridan land and surrounding land and a schematic plan of Sheridan's plant and stone removal operation under the proposed zoning.

Without prejudice, the following is an outline of the proposed land uses and zoning changes necessary to implement the land use compromise:

1. An approximately 20 acre triangular tract adjoining Route 322 and Boyd Street (being a portion of a larger tract currently zoned R-F Residential

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Forest), identified as Tract 1 on the enclosed drawing would be rezoned to a new industrial zone, I-1, to include all uses as currently permitted in the Borough in the Industrial District as well as an asphalt plant, concrete plant and rock crusher to operate during daylight hours. A vegetative buffer of evergreen trees shall be installed at the entrance to the processing plant from Boyd Street, and Boyd Street shall be improved from the curve in Boyd Street immediately south of Miners Village to Route 322; however, no trucks shall be permitted beyond the plant entrance.

2. An approximately fifty-five (55) acre tract between Tract 1 and the western edge of the tract currently zoned R-F, identified as Tract 2 on the attached drawing shall be rezoned Industrial, with all light industrial and warehousing uses as currently permitted, including the right to stockpile finished and crushed stone product.

3. The parcel which includes the open pit reservoir, identified as Tract 3 on the enclosed drawing shall be rezoned from Industrial to R-F, Residential-Forest.

4. A proposed commercial area approximately 7.5 acres in size, identified as Tract 5 on the attached drawing will be rezoned C-2.

5. All zoning districts which include stockpiled rocks and slag as identified in Sheridan's original Special Exception Plan except for the parcel to the west of Burd Coleman Village shall be amended to permit the removal of stockpiled rock and slag by special exception, with the condition that removal activities occur between 7:00 a.m. and 4:00 p.m. There will be no limitation as to number of years within which the rock removal must occur.

6. The parcel on which is located the rock pile known as "Big Hill", the parcel identified as Tract 4 on the enclosed drawing shall be rezoned from Industrial to R-1-A which will allow for removal of the rock by special exception and enable development for residential purposes.

7. The rock removal of the "Big Hill" stock pile shall be commenced and completed as a second phase of the rock removal operation, with the first phase being removal of the rock located on Tract 2.

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8. An approximately 90 acre parcel located on the west side of the proposed golf course, identified as Tract 6 on the enclosed drawing, shall be rezoned R-2, permitting a density of six dwelling units per acre.

9. A conveyor belt transmission system shall be permitted in the locations shown on Sheridan's plans; however, where the conveyor belt goes under Boyd Street and in the "Big Hill" area, the conveyor belt must be completely enclosed. In addition, the Borough strongly recommends that the conveyor belt system on other portions of the Sheridan property be enclosed or fenced.

10. All zoning changes adopted July 2, 1998 will remain in effect except as modified in the prior paragraphs.

Cornwall Borough Council and its planning consultant, H. Edward Black and Associates believe the foregoing proposal represents a fair compromise in an attempt to balance Sheridan's interests with the predominantly residential character of Cornwall and will proceed to take the legal steps necessary to enact these changes, provided Sheridan concurs and agrees that if the zoning changes are enacted substantially as proposed, Sheridan will withdraw all lawsuits and appeals which have been filed.

Please advise as to your client's position on this matter.

Sincerely yours.


Paula J. Leicht

PJL/ajs

Enclosures

cc: Members of Borough Council
Steven N. Danz, Borough Manager
Samuel G. Weiss, Jr., Esquire
Jeffrey Steckbeck, P.E.
H. Edward Black