

843-785-2171

COUNTY OF BEAUFORT

BUCKWALTER TRACT

assigns ("BMH"); collectively hereinafter the "Parties".

RECITALS

WHEREAS, the Town and The Branigar Organization, Inc. executed and approved the Buckwalter Development Agreement ("**Development Agreement**"), dated April 19, 2000, and as recorded in the Office of the Register of Deeds ("**ROD**") for Beaufort County, South Carolina in Book 1288 at Page 1, which Development Agreement, as amended, governs the use and development of a tract of land known as the Buckwalter Tract, originally containing approximately 5,680 acres of land, establishes the available residential development units ("RDUs") more particularly described in the Development Agreement and amendments thereto (the "**Buckwalter PUD**"); and,

WHEREAS, concurrently with the execution of the Development Agreement, the Town annexed the Buckwalter Tract and granted Concept Plan zoning to the Buckwalter Tract, all as more particularly described in the Annexation Petition and Concept Plan ("**Concept Plan**") for Buckwalter Tract, adopted April 19, 2000; and,

WHEREAS, subsequent to the execution and approval of the Development Agreement and Concept Plan, the Town approved Thirteen (13) Amendments to the Development Agreement and Concept Plan, each hereinafter identified as follows:

1. **First Amendment.** Addition of 11.721 acres known as the Robertson Tract with additional Density to the Development Agreement and Concept Plan executed on June 21, 2002, and recorded in the ROD in **Book 1599 at Page 1149**; and
2. **Second Amendment.** Addition of 43.38 acres known as the Johnson Tracts together with 55 RDUs to the Development Agreement and Concept Plan executed on February 4, 2003, and recorded in the ROD in **Book 1709 at Page 440**; and
3. **Third Amendment.** Addition of 173.62 acres known as the Cypress Lake Tract from the Jones Estate Development Agreement and Concept Plan together with 600 RDUs and 90 acres of General Commercial Density to the Development Agreement and Concept Plan executed on October 10, 2005, and recorded in the ROD in **Book 2256 at Page 189**; and
4. **Fourth Amendment.** Addition of 59.91 acres known as the Rose Dhu Creek Phase III Tract together with 18 RDUs to the Development Agreement and Concept Plan executed on October 10, 2005, and recorded in the ROD in **Book 2256 at Page 204**; and
5. **Fifth Amendment.** Addition of 58.85 acres known as the Graves Tract together with 58.85 acres of General Commercial Density to the Development Agreement and Concept Plan executed on November 2, 2005, and recorded in the ROD in **Book 2305 at Page 410**; and
6. **Sixth Amendment.** Addition of 2.687 acres known as the Jacoby Tract with no additional Density to the Development Agreement and Concept Plan executed on May 10, 2006, and recorded in the ROD in **Book 2816 at Page 1746**; and
7. **Seventh Amendment.** Addition of 6.5 acres known as the University Investments Tract with no additional Density to the Development Agreement and Concept Plan executed on January 7, 2008, and recorded in the ROD in **Book 2671 at Page 2250**; and
8. **Eighth Amendment.** Addition of 324 RDUs through Transfer of Development Rights Permit for Buckwalter Place Initial Master Plan to the Development Agreement and Concept Plan executed on November 6, 2007, and recorded in the ROD in **Book 2823 at Page 384**; and
9. **Ninth Amendment.** Addition of 163 acres known as the Willow Run Tract, together with the reallocation of Land Uses for the Northern Tract, as well as 260 RDUs and 162 acres of General Commercial Density to the Development Agreement and Concept Master Plan executed on February 25, 2008, and recorded

in the ROD in **Book 2724 at Page 1787; and**

- 10. Tenth Amendment.** Approved certain changes in use to the 9.18 acre Robertson site, and related conditions executed on February 10, 2012, and recorded in the ROD in **Book 3119 at Page 2458; and**
- 11. Eleventh Amendment.** Approved changes in permitted use for the Buckwalter Commons Connector Tract and redesignated a portion of the Sandhill Tract as Buckwalter Commons Tract and added an additional 70 acres of Commercial Density executed on April 10, 2013, and recorded in the ROD in **Book 3231 at Page 3176; and**
- 12. Twelfth Amendment.** Addition of 61.093 acres known as Saint Gregory the Great, executed on June 14, 2022, and recorded in the Beaufort County Register of Deeds in **Book 4157 at Page 250; and**
- 13. Thirteenth Amendment.** Addition of 65.592 acres known as Grande Oaks Commons, executed on January 17, 2025, and recorded in the Beaufort County Register of Deeds in **Book 4401 at Page 800; and**

WHEREAS, the Town of Bluffton (“Town”) recognizes the need for additional affordable housing within the Bluffton area; and

WHEREAS, BMH has a goal to provide workforce and affordable housing for both healthcare employees and the public, and provide additional medical services throughout Beaufort County; and the Town has expressed a desire to support the goal of establishing affordable and workforce housing within the Town; and

WHEREAS, throughout Beaufort County (“County”) and, in particular, southern Beaufort County, a shortage of affordable housing remains a pressing issue for local businesses, residents, and governmental organizations. Both the Town and BMH suffer due to the difficulties caused by a lack of reasonable housing options in attracting and retaining well-trained and highly qualified employees; and

WHEREAS, the Town of Bluffton Comprehensive Plan (“Blueprint Bluffton”) adopted by Bluffton Town Council (“Town Council”) on November 8, 2022, as amended, identifies affordable housing as an Objective for the Town’s focus per Section H1.4 Foster relationships with non-profit groups and developers to assist in the development, construction, and/ or purchase of affordable housing units; and Section H2.4 Incentivize private sector partners to develop diverse housing options within existing development agreements; and

WHEREAS, the County purchased certain property located at 335 Buckwalter Parkway

consisting of 10.09 acres, bearing Beaufort County Tax Map No. R610 030 000 0712 0000 (“Property”), which is within the Buckwalter PUD and subject to the Development Agreement and Concept Plan, for the purpose of affordable housing ,said Property is more particularly described in Exhibit "A" attached hereto and made a part hereof; and

WHEREAS, in addition to the Property, the County received an Assignment of Development Rights and Obligations Under Development Agreement for 10.09 acres of general commercial development rights; and

WHEREAS, On April 17, 2025, the County conveyed the Property to BMH for the construction of a 120 unit multi-family development providing affordable housing as well as up to 6,000 square feet of medical facilities (collectively the “Project”) pursuant to certain terms as set forth in Beaufort County Ordinance 2024-36, as amended by County Ordinance 2025-08; and

WHEREAS, in order to construct the 120 multi-family unit portion of the Project, BMH must acquire 120 RDUs; and

WHEREAS, BMH has submitted a request to the Town to acquire 60 RDUs owned by the Town which are associated with Buckwalter PUD from the Development Rights Bank via approval of a Transfer of Development Rights Ordinance and conveyance of the 60 RDUs via a purchase and sale agreement approved by Ordinance; and

WHEREAS, BMH also requests a 100% density bonus of 60 RDUs as 100% of the RDUs will be designated for affordable housing for households which qualify up to 80% of the current Area Median Income (“AMI”) via an amendment to the Buckwalter Development Agreement and Concept Plan to add the 60 RDUs to the total RDUs allowed within Buckwalter PUD as well as incorporate additional terms as deemed necessary; and

WHEREAS, pursuant to Sec. XIII.3 of the Development Agreement density bonuses are allowed as an incentive for affordable housing as follows: *“Affordable Housing. Owner and the Town recognize the increasing need for affordable housing in the Bluffton area. Owner will encourage and use best efforts to promote affordable housing within Buckwalter Tract and in consideration therefore, the Town will define affordable housing and develop reasonable incentives to encourage the development of affordable housing within Bluffton. Reasonable incentives may include but not be limited to the elimination of Development Fees on affordable housing, and density increases within any given tract to allow developers to offset any negative economic impacts as a result of the development of affordable homes. Owner will consult with Town regarding incentives to encourage and promote affordable housing which would include but not be limited to price discounts, and land and density adjustments.”*; and

WHEREAS, as the Development Agreement does not provide guidance on the approval of density bonuses, the Town’s Unified Development Ordinance (“UDO”), Section 6.5.4.C identifies

the incentive ranges for a qualified project which allows a 100% density bonus to projects providing 100% affordable housing, amounting to 60 RDUs for the Project, as follows:

Table 6.5.4: Density Bonus Incentive	
Percentage of Workforce/Affordable Housing Units	Density Bonus
Minimum 25%	25%
26-50%	50%
51-75%	75%
76+%	100%

“:and

WHEREAS, pursuant to that certain resolution by the Town attached hereto as Exhibit "B" and made a part hereof, the Town has agreed to support the assignment of sixty (60) RDUs from the Town's Development Rights Bank for use on the Property; and

WHEREAS, it is the desire and intention of the Parties to enter into this Fourteenth Amendment to amend the Concept Plan to update the Density Summary Tables to reflect the additional RDUs contemplated herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Parties agree as follows:

1. **Recitals.** The above recitals are incorporated herein by this reference thereto.
2. **Amendment of Development Agreement and Concept Plan.** The Development Agreement and Concept Plan are hereby further amended to provide:
 - A. Amendment to Development Agreement and Concept Plan. The Development Agreement and Concept Plan, as amended, is hereby further amended to add an additional sixty (60) RDUs to the overall residential density for the Buckwalter PUD only for use on the Property which result from a one hundred percent (100%) affordable housing density bonus pursuant to Section 6.5.4 of the UDO and Section XIII.3 of the Development Agreement. Notwithstanding anything otherwise contained in the Development Agreement or Concept Plan, the RDUs aforementioned allocated to the Property may not be transferred to any other piece, parcel or tract of land within the Buckwalter Tract or otherwise, and shall not be used for any other purpose than to construct affordable housing on the Property. This prohibition shall not apply to the transfer of RDUs development rights to the Town. The Conceptual Master Plan's Density Summary Table is hereby amended to incorporate these additional RDUs which is provided as Exhibit "C" attached hereto and

incorporated herein.

- B. *Affordable Housing Provisions.* The residential component of the Property shall be restricted to use for Affordable Housing for thirty (30) years from the execution of this Fourteenth Amendment and memorialized through Affordable Housing Restrictive Covenants which shall be drafted prior to the issuance of any building permit, and upon review and approval by the Town Council, will be recorded with the in the ROD Bluffton prior to the issuance of any Certificate of Occupancy. Further, any future revisions to the said Affordable Housing Restrictive Covenants will require approval by the Town Council.
- C. *Undeveloped General Commercial Development Rights.* BMH shall transfer to the Town via an Assignment of Rights and Obligations Under Development Agreement recorded in the ROD, the residual general commercial development rights after it is determined how many of their 10.09 acre holdings are necessary for the medical facilities on the Property upon the application for any building permit for said facility.
- D. *Residential Dwelling Units to Town.* If following the completion of the Project any number of RDUs are unused, then BMH shall automatically convey said RDUs to the Town. Any failure by BMH, or its successors or assigns, to adhere to any terms, conditions, requirements herein or any future covenants or restrictions as it relates to the use of the RDUs for affordable housing for the Project shall result in BMH automatically conveying any and all remaining RDUs not already used at the time of the non-compliance to the Town.

- 3. **Reaffirmation of Buckwalter Development Agreement, Concept Plan and Amendments Thereto.** The Development Agreement, Concept Plan and all prior amendments thereto as modified by this Fourteenth Amendment are hereby ratified and reaffirmed as if set forth verbatim herein.
- 4. **Binding Effect.** This Fourteenth Amendment to the Development Agreement and Concept Plan shall inure to the benefit of and be binding upon the respective Parties hereto, their successors and assigns.
- 5. **Consistency with the Comprehensive Plan.** The Town confirms that the matters contained herein are consistent with the Town's Comprehensive Plan and consistent with long range planning for the Town.

[SIGNATURES ON FOLLOWING PAGES]

IN WITNESS WHEREOF, the parties hereto, in and through their authorized representatives, have caused this instrument to be executed on their behalf effective the date first above written.

WITNESSES:

TOWN OF BLUFFTON,
SOUTH CAROLINA

By: _____

Its: _____

SOUTH CAROLINA

ACKNOWLEDGEMENT

COUNTY OF BEAUFORT

_____, Notary Public for South Carolina do hereby certify that _____ on behalf of the Town of Bluffton, South Carolina, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this _____ day of _____,

Notary Public for South Carolina
My Commission Expires: _____

WITNESSES:

BEAUFORT MEMORIAL HOSPITAL

By: _____

Its: _____

SOUTH CAROLINA

ACKNOWLEDGEMENT

COUNTY OF _____

_____, Notary Public for South Carolina do hereby
certify that

_____ on behalf of Beaufort Memorial Hospital personally appeared before me
this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this _____ day of _____,

Notary Public for South Carolina
My Commission Expires: _____

EXHIBIT "A"

Legal Description

ALL that certain piece, parcel and tract of land, situate lying and being in the Town of Bluffton, Beaufort County, South Carolina, said parcel generally known and described as Parcel C6-B, the said parcel containing a total of 10.09 acres, said Parcel C6-B more specifically shown and described on a boundary survey (the "Plat") thereof entitled "A ALTA/ACSM LAND TITLE SURVEY OF PARCEL C6-B BUCKWALTER PARKWAY", said Plat dated January 14, 2003 as prepared by T-Square Group, Inc. and certified by Forrest Baughman SCRLS #4922, with said Plat recorded in the Office of the Register of Deeds for Beaufort County, South Carolina, in Plat Book 91 at Page 147. For a more specific reference to Parcel C6-B by metes and bounds, reference is herewith made to the plat of record.

SAID PROPERTY is conveyed subject to all applicable covenants, conditions, restrictions and easements filed of record in the Office of the Register of Deeds for Beaufort County, South Carolina.

TMS# R610 030 000 0712 0000

EXHIBIT B

Town of Bluffton Resolution

Exhibit C
Buckwalter Concept Plan
Conceptual Master Plan