

**TOLL MID-ATLANTIC LP COMPANY, INC.  
RZ 2019-PR-001**

**PROFFER STATEMENT**

**April 29, 2019  
June 19, 2019  
July 12, 2019  
July 15, 2019  
August 15, 2019  
September 5, 2019  
September 9, 2019  
September 19, 2019  
October 2, 2019**

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended), and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), Toll Mid-Atlantic LP Company, Inc., as contract purchaser and applicant (referred to hereafter as the "Applicant"), and Glenn Marshall Thompson, John Delbert Thompson, Alfred H. Thompson III and Raymond Bennett Thompson, (the "Property Owners"), for themselves and their successors and/or assigns, proffers that the development of the parcel under consideration, identified as Fairfax County Tax Map Parcel 48-4-((1))-54B (the "Property"), containing 9.55 acres, will be in conformance with the following proffered conditions ("Proffers") if, and only if, said rezoning application RZ 2019-PR-001 for the PDH-3 Zoning District (the "Application") is approved by the Board of Supervisors of Fairfax County, Virginia (the "Board"). In the event that the Application is denied, these Proffers will be immediately null and void and will have no force or effect on the Property.

The Applicant, for itself and its successors and assigns, hereby agrees that the rezoning application was filed subsequent to the implementation of Virginia Code 15.2-2303.4 on July 1, 2016 (the "Proffer Legislation"). Since, the Property being located in a "non-exempt" area (as defined in the Proffer Legislation), the Applicant voluntarily includes reasonable Proffers that address the direct impacts from the proposed development of the Property. These Proffers will be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board, in accordance with applicable County and State statutory procedures.

**I. GENERAL**

1. **Substantial Conformance.** Subject to the provisions of Article 16 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance"), development of the Property will be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP), titled "Thompson Route 29 Property" prepared by Urban consisting of twelve (12) sheets, dated August 15, 2019.
2. **Final Development Plan Amendment.** Notwithstanding that the CDP consists of Sheets 1 through 12 and said CDP is the subject of Paragraph 1 above, it will be understood that (i) the CDP elements will consist of the plan shown on Sheet 5 relative to the general layout, points of access to the existing public street network, limits of clearing and grading, and the minimum amount of open space on the Property; and (ii) the Applicant has the option to request Final

Development Plan Amendment ("FDPA") approvals from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements. The Applicant also reserves the right to use and/or apply future revisions to the PDH District regulations of the Zoning Ordinance as long as such use or application is in substantial conformance with the proffered elements of the CDP and these Proffers.

3. **Minor Modifications/Variations.** Pursuant to Section 16-403 and Section 18-204 of the Zoning Ordinance, minor modifications and/or minor variations from the approved CDP/FDP may be permitted as determined by the Zoning Administrator so long as such changes are in substantial conformance with the CDP/FDP and proffers and do not increase the number of units or decrease the amount of open space shown to be provided on the Property.
4. **Architectural Design.** The architectural design of the dwellings will be in substantial conformance with the bulk, mass and type and quality of materials and elevations shown on Sheet 11 of the CDP/FDP. The primary building materials, exclusive of trim, will be a combination of brick, stone and siding supplemented with trim and detail features; modifications may be made with final architectural designs. Bay windows, patios, chimneys, areaways, stairs, mechanical equipment, and other similar appurtenances may encroach into the minimum yards as depicted on the "typical lot details" as shown on the CDP/FDP and as permitted by Section 2-412 and Article 10 of the Zoning Ordinances. Decks, porches (including screened in porches) or sunrooms may be permitted in the rear yard in the area identified on the typical lot details on Sheet 2 of the CDP/FDP. Deck modifications including, but not limited, to lattice work, pergolas, trellis, and overhang planter boxes may also be constructed within this area.
5. **Noise Study.**
  - A. The Applicant has submitted a Transportation Noise Impact Analysis (the "Noise Analysis") of the Property prepared by Polysonics Acoustics and Technology Consulting dated June 6, 2019. The Applicant will provide noise attenuation measures to achieve 45 dBA Ldn or less inside all affected units (as determined by the Noise Analysis) as follows:
    - i. In order to reduce interior noise to a level of no more than 45 dBA Ldn for residential units that are projected to be impacted by noise greater than 65 dBA Ldn (but not more than 70 dBA Ldn), the Applicant will construct such units using the following acoustical measures:
      - a. Exterior walls will have laboratory sound transmission class ("STC") rating of at least 39;
      - b. Glazing will have a laboratory STC rating of at least 28 STC to 33 STC for any façade exposed to noise levels greater than Ldn 65 dBA;
      - c. All surfaces will be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.

- B. Noise Levels at Private Yard Areas. The Applicant will provide noise walls consisting of brick or masonry or other non-wood material compatible with the architectural treatments of the respective homes, varying from six (6) to eight (8) feet in height, architecturally solid from the ground up with no gaps or openings ("Noise Wall"), along the rear and side privacy yards of Lots 26 and 28 as shown on the CDP/FDP, when and as determined to be necessary by the Noise Analysis for noise mitigation so that noise in those rear and side yards do not exceed 65 dBA Ldn.
- C. Refined Noise Study. Prior to subdivision plan approval, the Applicant will submit a refined noise study conducted by a qualified engineer, based on final grading and engineering plans, which may alter the height or location of the Noise Wall. If the refined noise study determines that noise attenuation measures are not required for Lots 26 and 28, the noise walls will not be provided.

## II. RECREATION FACILITIES

6. On-Site Recreation Facilities. Pursuant to Section 16-404 of the Zoning Ordinance regarding developed recreational facilities as shown on the CDP/FDP, the Applicant will provide recreational facilities to serve the Property including, but not limited to, a six (6) foot wide trail; a five (5) foot wide sidewalk east of the right-in/right-out only entrance along Lee Highway; a children's playground; an eight (8) foot wide trail located within the Resource Protection Area and Environmental Quality Corridor ("RPA"/"EQC"), and an existing wet pond which will be rehabilitated with, among other things, construction of a safety shelf along the east side of the pond nearest the residential units, plus the addition of a dock or boardwalk and seating areas for the residents. At the time of the issuance of the first Residential Use Permit ("RUP"), the Applicant will demonstrate that the value of all proposed recreational amenities is equivalent to a minimum of \$1,900 per dwelling unit for the twenty-eight (28) new homes to be built on the Property. In the event this amount is not expended on-site by the Applicant, then the residual amount will be contributed to Fairfax County Park Authority ("FCPA") at the time of, but prior to, issuance of the final RUP, and may be used by FCPA for recreation facilities in the immediate area which would serve the Property.
7. Off-Site Recreation Facilities. The Applicant will contribute to the FCPA \$893 per each of 57 net new residents, or the total sum of \$50,901, for improvements to parks and/or other recreational facilities which are in the vicinity of and would serve the Property, in consultation with the Providence District Supervisor. Such contribution will be made provided that no park facility improvement will include any operating expense of an existing public facility, such as ordinary maintenance or repair, or any capital improvement to an existing public facility, such as a renovation or technology upgrade, that does not expand the capacity of such facility. For purposes of this proffer, the term "park" will include playgrounds and other recreational facilities. The Applicant will make such contribution in equal amounts of \$1,817.89 at the time of the issuance of each respective RUP, subject to an offset (credit) against the above total sum for all funds expended for recreational and amenity facilities on-site and off-site, net after that total recreational/amenities expenditure has been reduced by the amount credited against the PDH contribution per Proffer Paragraph 6 above. To the extent funds expended by the Applicant for recreational and amenity facilities on-site and off-site exceed payments made to the FCPA pursuant to Proffer Paragraph 6 above and/or this Proffer

Paragraph 7, the Applicant shall be refunded all such payments by the FCPA within forty-five (45) days after having made demand to the FCPA for such refund.

8. **Dedication of Bear Branch Stream Valley to FCPA.** Prior to bond release, the Applicant will dedicate to the FCPA approximately 1.3 acres located within the limits of the RPA/EQC for use as recreation facilities and open space as shown on the CDP/FDP (The "Bear Branch Dedication Area").
9. **RPA/EQC Restoration.** The Applicant will provide a Water Quality Impact Analysis ("WQIA") at the time of submission of the subdivision plan or grading plan for review and approval by Land Development Services ("LDS"). As required for disturbances within the RPA/EQC, the Applicant will perform restoration of the RPA/EQC as recommended by the WQIA.
10. **Bear Branch Trail System.** The Applicant will construct a regional, asphalt pedestrian trail shown on Sheet 5 of the CDP/FDP (the "Bear Branch Pedestrian Trail") within a portion of the Bear Branch Dedication Area (as defined in Proffer 6 herein) as well as the portion of the Bear Branch Pedestrian Trail located outside of the Bear Branch Dedication Area as more particularly shown on the CDP/FDP. The Applicant will maintain the portion of the Bear Branch Pedestrian Trail located on its Property within the Bear Branch Dedication Area until such time as the Bear Branch Dedication Area is dedicated to the FCPA. The Bear Branch Pedestrian Trail will be a Type I Asphalt Trail with a minimum width of eight feet (8'). The exact location of the Bear Branch Pedestrian Trail will be determined at time of subdivision plan approval for the Property in consultation with LDS and the FCPA. The Bear Branch Pedestrian Trail will be completed and available for use by the public by the issuance of the 15th RUP for the Property. The Applicant will stake out the proposed trail alignment for review and comment by the FCPA prior to subdivision plan approval.
11. **Pedestrian Circulation System.** Sidewalks and trails on the Property will be constructed to PFM standards generally as depicted on Sheet 5 of the CDP/FDP. All onsite sidewalks and/or trails not located in public rights-of-way will be maintained by the Homeowners Association ("HOA") except the Bear Branch Pedestrian Trail, which will be maintained by the FCPA once the park dedication has been conveyed. Subject to VDOT approval, the Applicant will construct a six (6) foot wide asphalt trail along Lee Highway ("Lee Highway Trail") as generally shown on the CDP/FDP. Should VDOT not approve construction of the Lee Highway Trail across Bear Branch, the Applicant shall donate to the Board, for its construction of that Trail, Applicant's demonstrated cost of said construction. The maintenance of the Lee Highway Trail will be the responsibility of the HOA.

### III. PUBLIC SCHOOLS

12. **Contribution.** The Applicant will contribute the total sum of \$110,358 to Fairfax County to transfer to the Fairfax County School Board. Such amount is calculated from a contribution of \$12,262 per student multiplied by the proposed development's net generation of 9 new students (3 high school students, 1 middle school student and 5 elementary students). Such contribution is to be utilized for capital improvements to schools within the pyramid that serves the Property, i.e., such funds are to be used for construction of new primary and secondary public schools or expansion of existing primary and secondary public schools, to

include all buildings, structures, parking, and other capital costs directly related thereto. The Applicant will make said contribution in equal amounts of \$3,941.35 prior to the issuance of each respective RUP.

#### IV. ENERGY CONSERVATION

13. **Energy Conservation.** The dwelling units will be constructed to achieve either condition A or B below. Prior to bond release, the Applicant will provide to LDS documentation to support that each dwelling unit meets either Condition A or B below.
  - A. Certification in accordance with the then current version of the National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance, to be demonstrated through a preliminary field inspection report obtained from a home energy rater certified through the Home Innovation Research Labs, said inspection of each dwelling unit to be conducted and said report to be submitted to the Environment and Development Review Branch of the Department of Planning and Development ("EDRB") prior to the issuance of the RUP for the respective dwelling unit, provided that each such inspection report must demonstrate that the respective dwelling unit has attained the certification.
  - B. Certification in accordance with the Earth Craft House Program, to be demonstrated through certification testing accomplished prior to the issuance of a RUP for each respective dwelling, said preliminary inspection/testing report by a third party inspector to be submitted to EDRB prior to the issuance of the RUP for each respective dwelling. Provided that each such inspection report demonstrates that each respective dwelling unit has attained the certification, the final report will be submitted to EDRB before the issuance of the RUP for each respective dwelling.

#### V. GARAGE CONVERSION

14. **Garage Conversion.** Any conversion of garages that will preclude the parking of vehicles within the garage will be prohibited, with the exception of use of a sales office in a model home. Such restriction will be included as a covenant, recorded among the land records of Fairfax County prior to the sale of any lots, which covenant will run with the land to the benefit of the HOA and the Board of Supervisors, be disclosed in the HOA documents, and be given to prospective purchasers, in writing, prior to entering into a contract of sale. The driveway provided for each unit will be a minimum of seventeen (17) feet in width and eighteen (18) feet in length from the garage door to the sidewalk. Garages will be designed to accommodate two (2) vehicles with interior dimensions of 20 feet by 20 feet measured from drywall to drywall.

#### VI. HOMEOWNERS ASSOCIATION

15. **Establishment of HOA.** Prior to plat recordation for the single family detached units, the Applicant will provide LDS with documentation that the Applicant has established an HOA in accordance with Virginia law or has merged with/annexed to an adjacent HOA. The HOA will be responsible for the obligations specifically identified for it in these Proffers, including, but not limited to, maintenance of the private streets, open space and its associated elements, noise walls, walkways and privately held stormwater management underground detention

facilities. The HOA will authorize the Virginia State Police and the Fairfax County Police departments to enforce all laws, including traffic, within this community.

16. **HOA Reserve**. At the time of issuance of the initial RUP, the Applicant will provide a deposit in the amount of \$5,000.00 into a bank account established for the benefit of the HOA and its common area maintenance needs.
17. **Reciprocal Easements**. As part of the HOA governing documents, the Applicant will create reciprocal easements along the common residential property lines, which will provide future homeowners with reasonable rights of access to lots adjacent to their home to the extent reasonably needed to perform home maintenance functions.
18. **Stormwater Management ("SWM")/Best Management Practices ("BMP") Maintenance**. The HOA will be responsible for maintenance of the SWM/BMP facilities on-site. The Applicant will provide the HOA, after establishment, with written materials describing proper maintenance of the approved BMP facilities.
19. **Existing Pond**. The HOA will be responsible for maintenance of the existing pond on the Property, as an amenity not as a SWM/BMP facility. The Applicant will provide the HOA, after establishment, with written materials describing proper maintenance of the existing pond.
20. **Disclosure**. Prior to entering into a contract of sale, prospective purchasers will be notified in writing by the Applicant of the maintenance responsibility for private streets, walkways, common area landscaping, stormwater management facilities, the existing pond, and all other open space amenities, and will acknowledge in writing receipt of this information. The HOA governing documents will expressly contain these disclosures, and will contain clear language (i) delineating the tree save areas as shown on the CDP/FDP, (ii) prohibiting the removal of the trees from such preservation area except those trees which are dead, diseased, noxious or hazardous as determined by the Urban Forest Management Division of DPWES ("UFMD"), (iii) outlining the maintenance responsibility of the HOA and individual homeowners as members of the HOA, and (iv) prohibiting left turns, at the right-in/right-out entrance, from and onto westbound Route 29.

## **VII. STORMWATER MANAGEMENT**

21. **SWM/BMP**. In accordance with the current County Storm Water Ordinances and Fairfax County Public Facilities Manual ("PFM"), as reviewed and approved by LDS, the Applicant will implement storm water management techniques to control the quantity and quality of storm water runoff from the Property which will meet post development peak runoff rates for both the one-year and two-year storms. The storm water management techniques may include but not limited to the following: rain gardens, Filtera systems, infiltration ditches, bay filters, Storm-tech chamber, drainage swales, Jellyfish filters and Stormtech. SWM/BMP's will be provided as generally depicted on the CDP/FDP. The Applicant reserves the right to pursue additional or alternative storm water management measures, not to include off-site nutrient credits, provided those measures are in substantial conformance with the CDP/FDP.

## VIII. TREE PRESERVATION

22. **Tree Preservation Plan.** The Applicant will submit a Tree Preservation Plan and Narrative (the "Tree Preservation Plan") for the Property identified as tree save area on the CDP/FDP as part of the first and all subsequent subdivision plan submissions. The Tree Preservation Plan and Narrative will be prepared by a Certified Arborist or a Registered Consulting Arborist, and will include such elements of PFM 12-0309 that are deemed appropriate to the Property, as determined by UFMD.

The Tree Preservation Plan will include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees, living or dead, with trunks twelve (12) inches in diameter and greater (measured at 4½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture), located within 25 feet from the proposed limits of clearing and grading in the undisturbed area and within 10 feet of the proposed limits of clearing and grading in the area to be disturbed. All trees inventoried will be tagged in the field so they can be easily identified. The Tree Preservation Plan will provide for the preservation of those areas shown for tree preservation. The Tree Preservation Plan will include all items specified in PFM Sections 12-0507 and 12-0509 as amended or replaced. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, bio-char derived from wood and compost amendments, Cambistat, compost tea, and others as necessary, determined by the certified arborist will be included in the Tree Preservation Plan.

23. **Tree Preservation Walk-Through.** The Applicant will retain the services of a Certified Arborist or a Registered Consulting Arborist ("Project Arborist") and will have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree preservation walk-through meeting, the Project Arborist will walk the limits of clearing and grading with UFMD to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment will be implemented.

The Trees within the tree preservation areas shown on Sheet 6 of the CDP/FDP that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated will be removed using a chain saw and such removal will be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this will be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

The Applicant will notify the Providence District Supervisor's office, the Armistead Park Homeowners Association, and the Covington Homes Association, via certified mail, seven (7) days prior to the date of the walk-through meeting.

24. **Tree Preservation Fencing.** All trees shown to be preserved on the Tree Preservation Plan will be protected by tree protection fencing. Tree protection fencing in the form of four-foot

(4) high, fourteen (14) gauge welded wire attached to six-foot (6) steel posts driven eighteen (18) inches into the ground and spaced no further than ten (10) feet apart, or, in the alternative, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, will be erected at the limits of clearing and grading as shown on the phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" proffer herein.

All tree protection fencing will be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing will be performed under the supervision of a certified arborist or professional landscape architect, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, UFMD, will be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities will occur until the fencing is installed correctly, as determined by UFMD.

25. **Root Pruning.** The Applicant will root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments will be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan. The details for these treatments will be reviewed and approved by UFMD, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning will be done with a trencher or vibratory plow to a depth of 18-24 inches.
- Root pruning will take place prior to any clearing and grading.
- Root Pruning will be conducted with the supervision of the Certified Arborist or Registered Consulting Arborist.
- UFMD will be informed when all root pruning and tree protection fence installation is complete.

26. **Site Monitoring.** The Applicant will retain the services of a Project Arborist who will be present to monitor any clearing, construction, and tree preservation efforts in order to ensure substantial conformance with all tree preservation commitments and UFMD approvals. The monitoring schedule will be described and detailed in the Tree Preservation Plan, and reviewed and approved by UFMD.

27. **Invasive Plant Species Management.** The Applicant, in conjunction with the Project Arborist, will identify invasive plants within Parcel B and within the tree preservation areas shown on in Parcel A on Sheet 6 of the CDP/FDP. The Applicant will coordinate with the Project Arborist and UFMD for the removal of such identified invasive plants as well as any debris or waste. The Applicant reserves the right to use hand tools, machines, and/or chemical means to remove the invasive plants, as determined to be appropriate by UFMD. Applicant



acknowledges that trees identified for preservation on the CDP/FDP are not to be harmed in the removal activity.

## IX. LANDSCAPING

28. **Landscape Plan.** A Landscape Plan that shows, at a minimum, landscaping in conformance with the design shown on the CDP/FDP will be submitted concurrently with the first submission, and all subsequent submissions of the subdivision plan for review and approval of UFMD.

Landscaping will be generally consistent with the quality, quantity and locations shown, respectively, on the Landscape Plan included as Sheet 6 of the CDP/FDP, which illustrate the plantings and features to be provided on the Property. The Landscape Plan is conceptual in nature and tree species, quantity, and planting locations may be modified by the Applicant, in coordination with UFMD, as part of final engineering and design, provided such modifications provide a similar quality of landscape plantings, generally as shown on the CDP/FDP Landscape Plan.

- A. **Landscape Pre-Installation Meeting.** Prior to installation of plants to meet requirements of the landscape plan approved at the time of site plan approval (the "Landscape Plan"), the Applicant/Contractor/Developer will coordinate a pre-installation meeting on site with the landscape contractor and UFMD. Any proposed changes to the location of plantings, size of trees/shrubs, and any proposed plant substitutions for species specified on the Landscape Plan will be reviewed at this time and must be approved by UFMD prior to planting. The installation of plants in lieu of plants specified on the Landscape Plan, and not previously approved by UFMD, may, at the discretion of UFMD, require the submission of a revision to the Landscape Plan or removal and replacement with approved material prior to bond release. Field location of planting material, when required by the Landscape Plan, will be reviewed at the pre-installation meeting. UFMD will be contacted a minimum of three (3) days prior to the meeting on site.
- B. **Native, Non-Invasive Species.** All landscaping provided on the Property will be native to the mid-Atlantic region to the extent available and feasible, and will be non-invasive (meaning the Applicant will not use any plant species identified in the 2014, or latest version, Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). The Applicant reserves the right, in consultation with and approval by UFMD, to modify the exact species to be used, such as when plant materials are not available or have been deemed by UFMD to no longer be appropriate.
- C. **Additional Trees.** In addition to the tree canopy required on the final subdivision plan, the Applicant will designate on said final subdivision plan additional trees to be provided on the Property, as approved by UFMD and valued per the Fairfax County Unit Price List, at a cost not to exceed \$10,000.00.

**X. TRANSPORTATION IMPROVEMENTS**

29. **Right of Way Dedication along Lee Highway (Route 29)**. At the time of approval of the subdivision plat dedication or upon demand by the Virginia Department of Transportation ("VDOT") or Fairfax County, whichever occurs first, the Applicant will dedicate at no cost to Fairfax County and in fee simple, without encumbrances, to the Board, the right-of-way along the site frontage of Lee Highway, along with agreed upon associated ancillary easements, as generally shown on the CDP/FDP.
30. **Right-In/Right-Out Access on Lee Highway**. Prior to bond release, the Applicant will construct a right-in/right-out only access onto Lee Highway with a channelized island ("porkchop") as depicted on Sheet 5 of the CDP/FDP, subject to approval by VDOT. Signage will be provided to prohibit at this entrance left turn movements from Lee Highway into the Property and from the Property onto Lee Highway. In the event this right-in/right-out approval cannot be obtained from VDOT within nine (9) months after the approval of this rezoning, no direct access to/from Lee Highway will be provided, except as is approved by VDOT.
31. **Private Streets**. The private streets will be designed and constructed with materials and depth of pavement consistent with public street standards in accordance with the PFM, subject to LDS approval. The HOA will be responsible for maintenance of the private streets.
32. **Pipestem Driveways**. The initial owners of lots abutting and utilizing a pipestem driveway will be notified of their obligation and responsibility for maintenance of the pipestem driveway serving such lots, as set forth in Sect. 2-103.5 of the Public Facilities Manual.

**XI. MISCELLANEOUS**

33. **Housing Trust Fund**. The Applicant will contribute a total of \$3,400 per dwelling unit to the Fairfax County Housing Trust Fund ("ADU Payment") for the provision of affordable accommodations at the discretion of the Department of Housing and Community Development. Each ADU Payment will be made at the time of issuance of the RUP for each respective dwelling unit built on the Property.
34. **Severability**. Any portion of the Property may be the subject of a PCA, CDPA and/or FDPA without joinder and/or consent of the other portions, if such PCA, CDPA and/or FDPA does not have any material adverse effect on such other portion. Previously approved proffered conditions or development conditions applicable to the portion(s) not the subject of such a PCA, CDPA, and/or FDPA will otherwise remain in full force and effect.
35. **Advance Density Credit**. Advance density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM at the time of subdivision plan approval for the Property.
36. **Escalation**. Except as qualified in specific Proffers, monetary contributions for public facilities specified in these Proffers will escalate or de-escalate, as applicable, on a yearly basis according to the Consumer Price Index for all urban consumers not seasonally adjusted ("CPI-


U") from the base month of January 2019 and changes effective each January 1 thereafter, as permitted by Section 15.2 2303.3 of the Virginia Code.

37. **Counterparts**. To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It will not be necessary that the signature on behalf of all the parties to the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement will collectively constitute a single instrument.
38. **Successors and Assigns**. Each reference to "Applicant" in this Proffer Statement will include within its meaning, and will be binding upon, Applicant's successor(s) in interest, assigns, and/or developer(s) of the Property or any portion of the Property.

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[SIGNATURES TO FOLLOW ON THE NEXT PAGE]

TOLL MID-ATLANTIC LP COMPANY, INC.  
*Applicant*

By:   
Name: MARK D. STINES  
Title: Sr. VICE PRES.

GLENN MARSHALL THOMPSON  
*Title Owner*

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

JOHN DELBERT THOMPSON  
*Title Owner*

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ALFRED H. THOMPSON III  
*Title Owner*

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

RAYMOND BENNETT THOMPSON  
*Title Owner*

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TOLL MID-ATLANTIC LP COMPANY, INC.  
*Applicant*

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Name: \_\_\_\_\_  
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*Title Owner*

By: Glenn M Thompson  
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Title: \_\_\_\_\_

JOHN DELBERT THOMPSON  
*Title Owner*

By: John Thompson  
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By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ALFRED H. THOMPSON III  
*Title Owner*

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

RAYMOND BENNETT THOMPSON  
*Title Owner*

By: Raymond B. Thompson  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_