PROFFER CONDITION AMENDMENT AND REZONING APPLICATION
PCA 2002-PR-008
RZ 2003-PR-014
August 19, 2003

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owners and Applicant in this Proffer Condition Amendment Application ("PCA") and requested rezoning of Tax Map Reference Number 48-2-((7))-(34)-7 hereby proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference Nos. 48-2 ((7)) (33) 1, 2, 3, 7A, 9A, 10; (34) 1, 3, 5, 7, 9, 11, 14, 16, A, B; (35) 2, 3, 4; and (36) 1 pt., and existing private streets known as Topaz Street and Hideaway Road (hereinafter referred to as the "Property") will be in accordance with the proffered conditions accepted by the Board of Supervisors in the approval of RZ 2002-PR-008, dated September 16, 2002 for the portion of that property subject to this PCA, except as qualified below. In the event this Proffer Condition Amendment and rezoning request are denied, these proffers shall be null and void. The Owners and the Applicant ("Applicant"), for themselves, their successors and assigns, agree that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures. Additions and/or revisions to the proffered conditions accepted in the approval of RZ-2002-PR-008 are as follows:

I. General

1. Substantial Conformance. The development of the Property shall be subject to proffered conditions and associated CDP/FDP accepted by the Board of Supervisors in the approval of RZ 2002-PR-008. To the extent there is a conflict between

the CDP/FDP proffered as part of the approval of RZ 2002-PR-008 and the Conceptual Development Plan/Final Development Plan Amendment (CDPA/FDPA), containing ten (10) sheets prepared by Urban Engineering & Associates, Inc., dated January 2003 and revised through August 18, 2003, associated with this partial PCA for Land Bay A, the CDPA/FDPA shall govern. Items or commitments reflected on the approved CDP/FDP and not affected or amended by the CDPA/FDPA shall continue to govern.

Notwithstanding the above, it shall be understood that the Applicant has the right to request a Final Development Plan Amendment (FDPA) for elements other than CDP elements for all or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance. For the purpose of this Proffer, CDP elements shall include the overall number and type of units and the general location and orientation of streets, open space and tree save areas and setbacks. It shall further be understood that the Property may be developed in phases subject to market conditions.

2. Lot Yield and Orientation of Units. The development, subject to RZ 2002-PR-008 and RZ 2003-PR-014, shall consist of a maximum of 87 single family detached residential units (inclusive of the required ADUs) that are generally contained within two land units identified as Land Unit A, consisting of approximately 14.06 acres and 63 residential units; and Land Unit B, consisting of approximately 9.6 acres and 24 residential units. Unit designs shown on the CDPA/FDPA for Land Unit A are conceptual and subject to change provided that any such changes shall conform to the "Lot typical" shown on the CDPA/FDPA and the requirements of these proffers. The general orientation of the front and rear of the units shall be as shown on the CDPA/FDPA, i.e. units 1-9, 40-46, and 51-61 shall be rear loaded units. The entrance for

the unit on Lot 87 shall be oriented to the proposed private street (not to Nutley Street). In addition, notwithstanding the lot typical shown on the CDPA/FDPA, Units 12-23 shall have rear setbacks as shown on the CDPA/FDPA and Unit 1 shall have a front setback from Swanee Lane Extended that are consistent with that shown on the CDPA/FDPA (25 feet for Lot 1) and Units 24 and 25 shall have a minimum front setback consistent with Units 32 and 33 as referred on the "Land Bay A Option 2" lot typical. Notwithstanding the lot typical contained within the CDPA/FDPA, those units on corner lots shall reflect setback as generally shown on the CDPA/FDPA. Rear decks for Lots 19-23 and Lots 12-16 must maintain a total minimum 15-foot separation between the deck and rear lot line. Cross maintenance easements shall be recorded among the land records in a form as approved by the County Attorney, which provide homeowner association and homeowner maintenance access within the three (3) foot side yards between the single family detached units.

3. Dedication to HOA. Concurrent with record plat approval, a single homeowners association (HOA) shall be established for the entire property. In conjunction with the appropriate subdivision review processes, private streets and common areas and amenities not otherwise conveyed or dedicated to the County and/or VDOT (i.e. right-of-way shown as to be dedicated for future widening of I-66) shall be dedicated to the homeowners association. A public access easement in a form approved by the County Attorney shall be placed on the streets, sidewalks, and trails within the approved development.

11. Use of Existing Unit for ADU Purposes. In accordance with the provisions of Paragraph 1 of Section 2-816 and associated provisions of Article 2 of the

Fairfax County Zoning Ordinance, the Applicant retains the right, but not the obligation, to provide the required on-site affordable dwelling units through alternative programs approved by the Fairfax County Department of Housing and Community Development, to include, but not be limited to, partnerships and/or cooperation with non-profit organizations such as Habitat for Humanity and/or the potential retention of the existing unit identified as Lot 18 on the CDPA/FDPA, or alternatively, the construction of a new ADU on Lot 18 within the general footprint depicted on the CDPA/FDPA.

16. School Contributions. Prior to approval of the final subdivision plan for the approved development, the Applicant shall provide documentation to DPWES that the Applicant has donated the sum of $1,100 per dwelling unit, for each market rate dwelling unit approved on the final subdivision plan above the twenty-one (21) of existing units on the Property at the time of rezoning, or a total of $68,200 (62 market rate units multiplied by $1,100) to Fairhill Elementary School. These funds are to be applied towards the purchase of Wireless Networking and Mobile Lab Units in support of Fairhill's Technology Project. At the time the funds are received, other equivalent or more advanced technologies may be substituted, at the discretion of the principal, for the actual purchases that will be made and installed through the Fairfax County Public School System.

III. ENVIRONMENTAL

13(A). Interior noise shall be mitigated to approximately DNL 45 dBA. In the event the acoustical analysis required by Proffer III-13 of RZ 2002-PR-008 shows that any of the units, or upper stories thereof, are impacted by noise in excess of 65 dBA, such units/lots shall have the following acoustical attributes: (i) exterior walls shall have a

laboratory sound transmission class ("STC") rating of at least 39; (ii) doors (excluding garage doors) and glazing, including patio doors, shall have an STC rating of at least 28. If glazing (excluding glazing in a garage door) constitutes more than twenty percent (20%) of any facade, then such glazing shall have the same STC rating as the facade; (iii) measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission. Any units requiring noise mitigation pursuant to these proffers shall be identified on the Subdivision Plan.

13(C). Upon establishment of final site grades and prior to the issuance of a Residential Use Permit for the units on Lots 33-39, the Applicant shall again monitor noise on Lot 39 to confirm that the combination of the topography and the existing noise barrier is sufficient to ensure noise in the rear yard is mitigated to 65 dBA. If necessary to ensure compliance with this requirement, the Applicant reserves the right to install additional acoustical fencing on or adjacent to the retaining wall identified on the CDPA/FDPA. Any such fencing shall not exceed eight feet in height and shall be designed with materials of a color or texture that is complimentary to the architecture of the approved units."

IV. ARCHITECTURE/DESIGN

1. Architecture. The architecture and design of the approved units shall be in substantial conformance with the illustrative architectural renderings attached to the CDPA/FDPA as Sheets 9 and 10, or of generally comparable quality, as determined by DPWES. The ADU units identified as Units 10, 11, 18 and 87 shall be designed with an

architecture that is compatible with the market rate units, as generally shown on Sheets 11 and 12 of the CDP/FDP, as determined by DPWES.

5. Building Materials. Exterior materials used on the facade shall include brick, stone, and similar masonry type materials, wood siding, vinyl siding, standing seam metal, cementitous siding (i.e. "Hardi Plank" or similar), and materials of comparable type and quality as determined by DPWES in consultation with the Providence District Planning Commissioner and based on data and information provided by the Applicant. Any vinyl siding used for the approved units shall be "Wolverine Millenium," "Carolina Beaded" or similar brands selected by the Applicant of comparable quality as determined by DPWES in consultation with the Providence District Planning Commissioner based on specifications provided by the Applicant. In order to provide additional design amenities for the sides of those units visible from the existing development, the rear of Units 48, 49, 63, 64, 84, 85, and 86, the rear of Units 58-61, the southwestern side of Units 1 and 11 and 65, the southeast side of Units 77, 80 and 83, the west side of Units 87, 33 and 16, the eastern side of Units 39 and 32, the north side of Units 9, 40, 57 and 58 and the sides of those units facing Suteki Drive shall, at a minimum, be designed with architecture, materials and design elements, such as window types and treatments, of an amount, proportion, and quality equivalent to that used on the fronts of the units. The front facade of Units 1, 2, 73, 74, 75, 76 and 77 and the northeastern side of Unit 62 that faces Hideaway Road, shall incorporate an architecture whereby a substantial portion of the front facade (beyond 65%) is designed using brick, stone or similar material.

These proffers may be executed in counterparts and the counterparts shall constitute one and the same proffer statement.

Title Owner:

BRIARWOOD TRACE ASSOCIATES, LLC.

By: _____
Name: E. JOHN RELAN JR
Title: EXECUTIVE VICE PRESIDENT

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