

RZ 2003-DR-031
WINCHESTER HOMES INC.
PROFFER STATEMENT

November 13, 2003
December 15, 2003
January 28, 2004
February 19, 2004
February 23, 2004
March 2, 2004
March 11, 2004
March 19, 2004
March 24, 2004
April 5, 2004
April 7, 2004

Pursuant to Section 15.2-2303(A) of the Code of Virginia, as amended, and subject to the Fairfax County Board of Supervisors' (the "Board") approval of rezoning application RZ 2003-DR-031, as proposed, for rezoning from the R-1 and R-3 Districts to the PDH-5 District, the owners and Winchester Homes Inc. (the "Applicant"), for themselves and their successors and assigns, hereby proffer that development of Tax Map Parcels 40-2-((1))-20, 21, 22, 22A, 22B, 23 and 24A, and 40-2-((34))-A (collectively the "Property"), containing approximately 21.145 acres, shall be in accordance with the following proffered conditions:

1. Substantial Conformity. The Property shall be developed in substantial conformance with the Conceptual Development Plan and Final Development Plan ("CDP/FDP") consisting of eleven (11) sheets prepared by Urban Engineering & Associates, Inc., entitled Conceptual Development Plan/Final Development Plan (CDP/FDP), Stockwell Manor, dated June 2003, revised through March 19, 2004 and as further modified by these proffered conditions.
2. Final Development Plan Amendment. Notwithstanding that the CDP/FDP consists of eleven (11) sheets and said CDP is the subject of Paragraph 1 above, it shall be understood that (i) the CDP shall consist of the entire plan relative to the general layout, points of access to the existing road network, location and types of units, peripheral setbacks, the maximum number and type of units, limits of clearing and grading and the location and 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.
3. Minor Modifications to Design. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDP/FDP provided such changes are in substantial conformance with the CDP/FDP and proffers, and do not increase the total number of units, change the unit mix, or decrease the minimum amount of open space or peripheral setbacks shown to be provided on the Property.

4. Maximum Density. A maximum of 100 single family dwelling units shall be permitted on the Property inclusive of affordable dwelling units ("ADUs") and ADU bonus units. The Applicant shall provide ADUs that are single-family attached dwellings in accordance with Section 2-800 of the Zoning Ordinance (the "ADU Ordinance"). The number of ADUs to be provided may be reduced based on the adoption of future amendments to the ADU Ordinance, or commensurate with any reduction in the number of market rate units on the Property. The Applicant reserves the right to develop fewer than the maximum number of units referenced in this paragraph without the need for a Proffered Condition Amendment ("PCA") application or CDPA/FDPA.
5. Affordable Dwelling Units. In accordance with Zoning Ordinance requirements, eight (8) ADUs shall be provided in this development and shall consist solely of single-family attached dwelling units. The number of ADUs may be reduced if the total number of units in the development is decreased. Each ADU shall be a minimum of 20 feet wide. The facades shall be of an architectural style and constructed with materials generally consistent in appearance with the market rate attached units in the development, as illustrated on Sheet 10 of the CDP/FDP.
6. Right-of-Way Dedication. The Applicant shall dedicate right-of-way along Great Falls Street as depicted on the CDP/FDP to accommodate left and right-hand turn lanes into the entrance of the development, subject to review and approval by VDOT and DPWES. All road right-of-way ("ROW") dedicated in conjunction with these proffers and/or as depicted on the CDP/FDP shall be conveyed to the Board in fee simple upon demand by Fairfax County (the "County") or at the time of recordation of the final record plat/site plan/subdivision plat for the contiguous development area, whichever occurs first, and shall be subject to the "Density Credit" proffer below regarding reservation of development intensity to the residue of the subject Property.
7. Transportation Improvements. (a) Prior to the issuance of the first Residential Use Permit ("RUP") and subject to VDOT approval, the Applicant shall construct a right turn deceleration lane and a left turn lane at the site entrance along Great Falls Street as depicted on the CDP/FDP. Demolition, clearing, grading and construction necessary to provide said improvements shall constitute the very first phase of site development work other than installing the temporary trail referenced in Paragraph 10, below.

(b) If approved by VDOT and DPWES, at the time of connection of the Private Street on the Property to Hutchison Street the Applicant shall install a "STOP" sign at the intersection of Hutchison Street and Gervais Street, on the westbound Hutchison Street side of the intersection.
8. Private Streets. All private streets will be constructed with materials and depth of pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM"), as determined by DPWES. The homeowners' association ("HOA") shall be responsible for the maintenance of all private streets and the HOA documents shall expressly so state. The Applicant, or its representatives, shall disclose to prospective purchasers prior to, or at the time of contract, that the HOA is responsible for the maintenance of private streets within the development.

9. Traffic Signal. At the time of, or subsequent to, issuance of the seventy-fifth (75th) Residential Use Permit ("RUP"), the Applicant shall submit to VDOT for review and approval a traffic signal warrant study for the intersection of Hutchison Street and Great Falls Street. At the time of bond release for the final section of development, if VDOT has not made a determination that said signal is warranted or has deemed the warrants to have been met, then the Applicant shall post a bond in an amount, as determined by DPWES, necessary to cover the cost of the traffic signal at the intersection of Hutchison Street and Great Falls Street, subject to VDOT approval. If the warrants have not been met within three years subsequent to bond release of the final section, then any obligation under this proffer shall expire and the bond for the traffic signal shall be released. Once the traffic study has been submitted and the traffic signal bond posted, no requirement under this proffer shall delay or prevent the subdivision bond from being released.
10. Great Falls Street Trail. (a) The existing Great Falls Street trail along the subject Property's frontage shall be replaced by the Applicant immediately upon completion of installation of curb, gutter and base paving associated with Great Falls Street improvements, subject to DPWES and VDOT approval. Said replacement trail shall consist of a six (6) foot-wide, "Type I" asphalt trail.
- (b) A temporary, six (6)-foot wide trail connecting Hutchison Street to the Crutchfield Street cul-de-sac and consisting of wood chips or similar materials shall be provided generally between proposed lots 30 and 83, before the existing Great Falls Street trail is removed and until it has been relocated and is available for public use.
- (c) A public access easement for pedestrian access from the Great Falls Street trail to the Haycock Longfellow Neighborhood Park shall be provided (along sidewalks and/or trails internal to the Property) at the time of record plat recordation for the lots adjacent to the location of said easement, as approved by DPWES; said easement, however, shall contain language to the effect that the right of public pedestrian access shall not arise or occur until after completion of development and construction of the entire Stockwell Manor community including, without limitation, completion of construction of each home shown on the CDP/FDP and of the entire private street system.
11. Pedestrian Connections. A six foot wide, "Type I" asphalt trail shall be constructed by the Applicant to provide a connection between the development and Haycock Longfellow Neighborhood Park. In order to minimize site disturbance, this trail shall be field located in consultation with the Fairfax County Park Authority and the County Urban Forestry Division prior to approval of the initial subdivision/site plan(s) encompassing Lots # 48 and # 67, as depicted on the CDP/FDP. Once the trail is located in the field, it shall be shown on the site/subdivision plan with the limits of clearing and grading reflecting only that required for access and construction. Tree protection fence consisting of the temporary fencing described in Paragraphs 12 and 15, below, shall be used to protect any trees in the area during construction. An eight (8) foot-wide public pedestrian access easement shall be provided in accordance with County requirements. Said trail connection shall be completed prior to issuance of the Residential Use Permit (RUP) for the later of the two adjacent single family units (i.e. Lots # 48 and # 67).

12. Limits of Clearing and Grading. Except as to the EQC, which is governed by Proffer 13, below, the Applicant shall conform to the limits of clearing and grading shown on the CDP/FDP, subject only to the installation of possible water lines, if necessary, as approved by DPWES and the Department of Planning and Zoning ("DPZ"). All limits of clearing and grading shall be protected by temporary, wire fencing that is a minimum of four (4) feet in height, in accordance with County Urban Forestry Division standards (see Paragraph 15 below), except that the limits of clearing and grading adjacent to and upstream of the "springhouse" and "spring" shall be protected by super-silt fencing. Any necessary disturbance for water lines beyond that shown on the CDP/FDP shall be coordinated with the Urban Forester and accomplished in the least disruptive manner reasonably possible given engineering, cost, and site design constraints, as determined by the Urban Forester. Any area protected by the limits of clearing and grading that must be disturbed due to the installation of water lines shall be replanted with the application of straw, mulch, grass seed and/or a mix of native vegetation as determined by the Urban Forester, to return the area as nearly as reasonably possible to its condition prior to the disturbance, as determined by the Urban Forester.
13. Environmental Quality Corridor ("EQC"). The limits of clearing and grading around the area designated on the CDP/FDP as EQC shall strictly conform to the limits depicted on the CDP/FDP, subject to the installation of the necessary stormwater management facility as determined by DPWES. The EQC shall remain as undisturbed open space with the exception of (i) removal of diseased, dead or dying trees or other vegetation and selective maintenance to remove noxious or poisonous weeds; and (ii) the creation of the SWM/BMP facility shown on the CDP/FDP and the planting of water-tolerant vegetation, subject to DPWES and the Urban Forester's approval, as further described in Paragraph 22 below.
14. Habitat Enhancement Areas. In those areas designated on the CDP/FDP as "Habitat Enhancement Area," indigenous vegetation shall be planted in accordance with the "Vegetation Schedule and Typical Section" presented on Sheet 7 of the CDP/FDP, subject to the availability of species and to review and approval by the County Urban Forester.
15. Tree Preservation.
 - A. The Applicant shall contract with a certified arborist to prepare a tree preservation plan to be submitted as part of the first and all subsequent subdivision/site plan submissions. The plan shall be reviewed and approved by the Urban Forestry Division. The certified arborist responsible for the preparation of the tree preservation plan shall be referred to as the "Project Arborist." Said tree preservation plan shall provide for preservation of specific quality trees or stands of trees within the tree save areas depicted on the CDP/FDP to the maximum extent reasonably feasible, subject to the potential installation of water lines, and to the maximum extent reasonably feasible without precluding the development of a unit typical to this project on each of the lots shown on the CDP/FDP. The Urban Forester may require modifications of such plan to the extent these modifications do not alter the number of dwelling units shown on the CDP/FDP, reduce the size of the proposed units, significantly move their location on the lot,

or require the installation of retaining walls greater than 2 feet in height and not to exceed 50 square feet of wall face as to each such retaining wall. The tree preservation plan shall consist of a tree survey which includes the locations, species, size, crown spread, and condition rating percent of all trees of ten (10) inch caliper or greater within the tree save areas depicted on the CDP/FDP. Additionally, included in the tree preservation plan shall be a condition analysis and rating for all trees of ten (10) inch caliper or greater within 10 feet of the inside of the limits of clearing and grading for all tree buffer areas shown to be preserved on the CDP/FDP. The condition analysis shall be prepared using methods outlined in the latest edition of "The Guide for Plant Appraisal." Specific tree preservation activities shall be incorporated into the tree preservation plan. Activities should include, but not be limited to, crown pruning, root pruning, mulching and fertilization.

- B. All trees and buffers shown to be preserved on the tree preservation plan shall be protected by fencing. Tree protection fencing shall be erected at the limits of clearing and grading. Materials and installation of tree protection fencing shall consist of four foot-high, 14-gauge welded wire, attached to six foot steel posts, driven 18 inches into the ground and placed no further than 10 feet apart. The tree protection fencing shall be installed prior to the performance of any clearing and grading activities on-site. All tree preservation activities, including the installation of tree protection fencing, shall be performed under the supervision of the Project Arborist. Prior to commencement of any clearing and grading activities on-site, the Project Arborist shall verify in writing that the tree protection fencing has been properly installed.
 - C. Signage shall be securely attached to the protective fencing, identifying the tree preservation area and made clearly visible to all construction personnel. Signs shall measure a minimum of 10x12 inches and read: "TREE PRESERVATION AREA - KEEP OUT." Three days prior to the commencement of any clearing, grading or demolition activities, the Urban Forestry Division shall be notified and given the opportunity to inspect the site to ensure that all tree protection fencing has been installed properly.
 - D. The demolition of existing features and structures shall be conducted in a manner that minimizes the impact on individual trees and groups of trees to be preserved as approved by the Urban Forestry Division. These methods shall be described in detail on the tree preservation plan.
 - E. The HOA documents shall require that no structures (other than utilities, utility lines, and/or trails as provided hereinabove) or fences shall be erected in the tree save area, and that trees in HOA open space areas and the tree save area will not be disturbed except for (i) the removal of diseased, dead, dying, or hazardous trees or parts thereof; and/or (ii) selective maintenance to remove noxious and poisonous weeds.
16. Retaining Walls. Retaining walls shall be constructed in the approximate locations depicted on the CDP/FDP adjacent to the existing residences in McLean Greens and on

Crutchfield Street. Said walls shall be constructed using stone as depicted on Sheet 9 of the CDP/FDP and shall not exceed the maximum heights shown on the CDP/FDP. Additional retaining walls may be constructed elsewhere on the Property upon final engineering and as approved by the Department of Planning and Zoning and DPWES.

17. Invasive Plant Removal Plan. An invasive plant removal plan for all areas shown to be preserved through open space, tree preservation, and limits of clearing and grading shall be submitted for review and approval by the Urban Forestry Division. The removal plan shall incorporate recommended government and industry methods and practices for removal of invasive/alien plants.
18. Tree Transplanting Plan. In addition to or as part of the Tree Preservation Plan, the Applicant shall make all reasonable efforts, as determined by the Urban Forester, to transplant healthy, specimen trees that are 10 inch diameter-at-breast-height (dbh) in size or less which are located on Parcel 23 and likely to survive transplantation to the "Village Green" area. The Applicant shall provide a Tree Transplanting Plan as part of the first and all subsequent submissions of the site/subdivision plan to be reviewed and approved by the Urban Forester. Said Tree Transplanting Plan shall be prepared by a Certified Arborist with experience in the preparation of tree transplanting and shall include, but shall not be limited to, the following components: identification of the existing trees to be transplanted; an assessment of the condition and survival potential of the trees; the proposed transplant locations; the timing of transplant in the development process; the proposed time of year of the transplanting; the transplant methods to be used, including tree spade size, if one is used; the relocation site preparation materials and methods; the initial care after transplanting, including mulching and watering specifications to be conducted; and long-term care measures including watering and the installation of tree protection fencing.
19. Buffers. As depicted on the CDP/FDP, a buffer, which is a minimum of 35 feet wide between the unit lot lines and the northern and southern (except at the eastern boundary of TMP 40-2-((5))-5) peripheral boundaries of the site and a minimum of 25 feet wide along the eastern periphery of the site, shall be provided. Within said buffer, in those areas on the subject Property where residential units are adjacent to off-site residential units, plantings shall be installed to supplement existing vegetation within the first 25 feet of the buffer to achieve the equivalent of "Transitional Screening 1" plantings, as defined by the Zoning Ordinance and approved by the County Urban Forester. Said plantings shall consist of indigenous species, subject to availability and approval by the County Urban Forester. In those areas where existing residential units abut residential units proposed on the subject Property, supplemental planting shall be installed immediately after the completion of clearing, grading and construction of retaining walls.
20. Landscaping. Landscaping and site amenity features shall be consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Plan" depicted on Sheet 6 and the "Miscellaneous Details" shown on Sheet 9 of the CDP/FDP. At the time of planting, the minimum caliper for deciduous trees shall be two (2) to two and one-half (2 ½) inches and the minimum height for evergreen trees shall be seven (7) feet. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent submissions of site plans/

subdivision plans for each respective section, for review and approval by the Urban Forester. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by the Urban Forester.

21. Individual Lot Landscaping. The Applicant shall provide landscape plantings on individual lots generally consistent with the character and extent depicted on the "Typical Lot Landscaping" on Sheet 8 of the CDP/FDP.
22. Stormwater Management. In accordance with County engineering requirements and subject to approval by the County DPWES, stormwater management/Best Management Practices ("BMPs") shall be provided on-site in a detention facility, including a tree save area within the SWM/BMP facility, as depicted on the CDP/FDP. Water-tolerant vegetation shall be planted within said stormwater management/BMP facility, as may be approved by DPWES. The Applicant shall grant an easement to Fairfax County, in a location approved by DPWES at the time of final site plan/subdivision plat approval, to provide access to the stormwater facility for maintenance by Fairfax County. Any changes to the SWM/BMP facility which would decrease the limits of clearing and grading to a degree that is interpreted by DPWES and/or DPZ to be greater than a minor modification per Paragraph 3 above shall require a PCA. At the time of recordation of the record plat, the Applicant shall convey the stormwater management facilities to the relevant HOA for stormwater management/BMP purposes. The HOA shall maintain all landscaping adjacent to such on-site stormwater management facility.
23. Low-Impact Development ("LID") Techniques. The Applicant shall incorporate one or more of the following LID techniques on the subject Property, subject to DPWES approval: (i) bio-retention facility (rain garden), in the general location shown on Sheet 3 of the CDP/FDP; (ii) infiltration/perimeter trenching; (iii) substitution of "edge of pavement" treatment for curb and gutter in certain areas.
24. Upstream Drainage Improvements. Subject to consent of the property owner and availability of an easement and right of access, the Applicant shall remove the existing concrete drainage ditch and replace it with a "rip-rap" ditch, or similar type of LID drainage improvement, on Tax Map Parcel 40-2 ((5))5, subject to DPWES approval. In the event consent of the property owner is not obtained, the Applicant shall demonstrate that reasonable efforts have been made to implement this proffer, as determined by DPWES.
25. Existing Sanitary Sewer Line. Consistent with the CDP/FDP the Applicant shall abandon in place the existing sanitary sewer line in accordance with County requirements.
26. Public Schools Contribution. At the time of issuance of the first building permit, Applicant shall contribute to Fairfax County \$3,307.00 per market rate dwelling unit shown on the approved final site/subdivision plan, for a combined total not to exceed \$304,204.00, for capital improvements to schools located within the pyramid serving the subject Property.
27. Recreational Facilities. The Applicant shall comply with Paragraph 2 of Section 6-110 and with Section 16-404 of the Zoning Ordinance as follows:

- A. Contribution to Fairfax County of \$955.00 per market rate unit, not to exceed a total of \$87,860.00; credited against that contribution shall be the cost of the design and construction of on-site recreational improvements. In the event the total cost of the on-site recreation expenses is less than the proffered \$955.00 per market rate unit, the Applicant shall provide a cash contribution to the Park Authority for the remainder of the recreational facility contribution ("Park Contribution"), payable at the time of issuance of each building permit and to be used solely for development of park facilities in the vicinity of this development.
 - B. At the time of final subdivision plat recordation for the abutting residential lots (proposed lots 73 through 76), dedication in fee simple of approximately 0.7 acre of land identified as Tax Map Parcel 40-2 ((34))A to the County Park Authority, solely for public park passive open space purposes, for use as an addition to "Haycock Longfellow Neighborhood Park."
 - C. Provision of a community "Village Green" as depicted in the conceptual illustrative presented on the Sheet 8 of the CDP/FDP. At a minimum, the "Village Green" shall include a recreation area, a community gazebo, and a tot lot constructed in accordance with PFM requirements. To the extent practicable, trees shall be transplanted to the Village Green and nearby areas, pursuant to Proffer Paragraph 18 above.
28. Garages and Driveways. The Applicant shall place a covenant on each residential lot that prohibits the use of the garage for any purpose which would preclude motor vehicle storage. This covenant shall be recorded among the land records of Fairfax County prior to the sale of lots and shall run to the benefit of the HOA and to the Board. Prior to recordation, the covenant shall be approved by the Fairfax County Attorney's office. The HOA documents shall expressly state this use restriction. The driveway provided for each market-rate unit shall be a minimum of eighteen (18) feet in length and sixteen (16) feet in width to permit the parking of vehicles without overhanging into the sidewalk. Driveways for each ADU shall be a minimum of eighteen (18) feet in length, but shall be wide enough to accommodate one vehicle only.
29. Open Space. A minimum of forty-two (42) percent of the site shall be retained in open space. At the time of recordation of the subdivision/site plans for each relevant section, the Applicant shall convey all open space parcels and all open space areas outside private lot lines to the relevant HOA for ownership and maintenance.
30. Lighting. All lighting shall be directed inward and downward in an effort to prevent light from spilling onto adjacent properties. Public street lighting shall be provided by use of full cut off luminaire fixtures or similar fixtures as approved by Virginia Power. All lighting, including of signage, shall be provided in accordance with the requirements of Section 14-900 of the Zoning Ordinance.
31. Architectural Elevations. Building elevations for the proposed units shall be generally consistent in character, as to architectural style and quality, with the conceptual elevations depicted on Sheet 10 of the CDP/FDP, as determined by DPWES. The front, side and rear elevations of each respective unit shall provide patterns of windows and

architectural detailing generally consistent with the character depicted on said conceptual elevations. Side elevations of units visible from Great Falls Street shall be generally consistent in character, as to architectural style and quality, with the conceptual elevation for those units depicted on Sheet 10 of the CDP/FDP. The Applicant commits to provide siding materials consisting of brick, stone and/or composite hard board (e.g. "Hardy Plank").

32. Single Family Detached Side Yards. At a minimum, eight (8) foot-wide side yards, as defined by the Zoning Ordinance, shall be provided for the single-family detached dwelling units.
33. Sunroom Extensions. The Applicant shall be permitted to construct sunroom extensions as shown on the CDP/FDP provided that, within areas on the subject Property where single-family detached lots are situated back-to-back, sunroom extension locations shall be staggered so as not to be directly across from one another.
34. Energy Efficiency. All homes constructed on the Property shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES, for either electric or gas energy systems.
35. Archaeological Studies. As may be required by the County Archaeologist based upon the findings of the "Phase I Archaeological Assessment" which was filed prior to rezoning approval, a "Phase II Archaeological Assessment" shall be performed at the Applicant's expense in the immediate vicinity of (i) the "springhouse" approximately 150 feet northeast of the northeast edge of the Crutchfield cul de sac, and (ii) the Frase house foundation east of the same cul de sac, by a certified, professional archaeologist and/or professional architectural historian, and shall be submitted to FCPA and DPWES for review and approval prior to approval of the first site/subdivision plans for the Property. In accordance with findings and recommendations of said "Phase II Assessment" as approved by FCPA and DPWES, the Applicant and its certified professional archaeologist/historian shall, prior to final approval of the initial subdivision/site plan, perform the following as may be required: (i) fully document findings of said study as to the history, including the construction history, of the "springhouse;" (ii) collect and catalog archaeological data/relics deemed significant; and/or (iii) prior to final bond release, erect an historical marker in close proximity to the significant area.
36. Heritage Resource Documentation. For the purpose of recording and documenting relevant historic information prior to demolition, the Applicant shall cause the Frase house and the house at 2119 Great Falls Street to be photographed and documented, prior to their demolition, by a consultant listed either in the Virginia Department of Historic Resources (VDHR) or the Maryland Historical Trust Preservation Consultant Directory or by a certified professional architectural historian. Photographic recordation and written documentation and description of each house, its construction, its occupants and significant events that occurred on the Property shall be accomplished to a standard as required for a VDHR "Intensive Level Survey" using VDHR Preliminary Information Form, and shall be completed prior to demolition of the existing houses. Said documentation shall include a sketch plan drawing as to each, as indicated in the Historic American Building Survey (HABS) Documentation Level III. All photographs

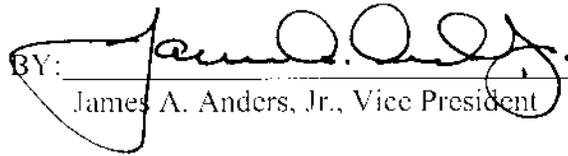
(including negatives), written documentation and sketches shall be submitted to the Virginia Room of the Fairfax County Public Library and to the Fairfax County Department of Planning and Zoning (DPZ). A minimum of thirty (30) days prior to demolition of the Frase house and the house at 2119 Great Falls Street, the Applicant shall provide DPZ with written notice and shall permit representatives of DPZ, the History Commission and the Fairfax County Park Authority access to the houses during said 30-day period. Said representatives shall be required to sign waivers of liability for their presence on the Property, as may be requested by the Applicant.

37. Illegal Signs. No temporary signs (including "popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicant or at the Applicant's direction to assist in the initial sale of homes on the Property. Furthermore, the Applicant shall direct its agents and employees involved in the marketing and sale of the residential units on the Property to adhere to this Proffer.
38. Construction Traffic. During site development and construction ("site development" shall be defined as the construction of subdivision improvements, such as the internal road network, clearing, grading and installation of utilities required pursuant to the approved site plan; "construction" shall be defined as construction of dwelling units), the Applicant shall require the following: (i) all site development and construction traffic enter the Property from Great Falls Street only and that no construction traffic be permitted to enter the site from Hutchison Street; (ii) all construction equipment and commercial vehicles be parked on the Property; and (iii) all construction materials be stored on the Property. Contractors shall not be permitted to park on Hutchison Street, Crutchfield Street or Montour Drive. These restrictions shall be posted in both English and Spanish on-site on the construction trailer.
39. Limitations on Timing of Construction Activity. All land clearing, grading, and actual construction activity shall be limited to between the hours of 7:00 a.m. and 6:00 p.m., Monday through Friday, and between 8:00 a.m. and 6:00 p.m. Saturday. Construction activity on Sundays shall be limited to interior work only and to the hours of 9:00 a.m. to 6:00 p.m. This proffer shall only apply to the original house construction and not to future additions by homeowners. These restrictions shall be posted in both English and Spanish on-site on the construction trailer.
40. Density Credit. All intensity of use attributable to land areas dedicated and conveyed to the Board or any other County agency pursuant to these proffers (including, without limitation, the dedications referenced in Paragraphs 6 and 27(B)) shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the Property.
41. Single Family Detached Basements. Basements in the single family detached dwellings located on Lots 78 through 100 along the southern periphery of the Property shall be substantially in-ground and shall not include at-grade, rear walk-outs. This proffer, however, shall not be deemed to preclude provision of "area-way walk-ups" for alternate safe egress purposes.

42. Severability. Any of the sections or individual land bays may be the subject of a PCA, CDPA and/or FDPA without joinder and/or consent of the other sections or land bays, if such PCA, CDPA and/or FDPA does not have any material adverse effect on such other section or land bays. Previously approved proffered conditions or development conditions applicable to the section(s) or land bay(s) not the subject of such a PCA, CDPA, and/or FDPA shall otherwise remain in full force and effect.
43. Counterparts. To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall 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 shall collectively constitute a single instrument.
44. Successors and Assigns. Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest, assigns, and/or developer(s) of the Property or any portion of the Property.

[SIGNATURES ON FOLLOWING PAGES]

WINCHESTER HOMES INC. (a Delaware corporation),
Applicant and Contract Purchaser

BY:  _____
James A. Anders, Jr., Vice President

THE FRASE LIMITED PARTNERSHIP, *Title Owner of
Parcels 40-2-((1))-20, 22A, 24A, and 40-2-((34))-A*

BY: ROBERT W. FRASE REVOCABLE TRUST

BY: _____
Mary J. Frase, Trustee

BY: _____
Richard S. Frase, Trustee

BY: _____
Katharine G. Frase, Trustee

BY: ELEANOR S. FRASE REVOCABLE TRUST

BY: _____
Mary J. Frase, Trustee

BY: _____
Richard S. Frase, Trustee

BY: _____
Katharine G. Frase, Trustee

[SIGNATURES CONTINUE]

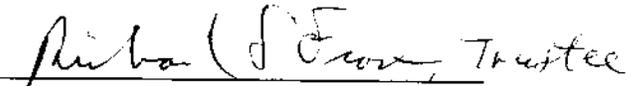
WINCHESTER HOMES INC. (a Delaware corporation),
Applicant and Contract Purchaser

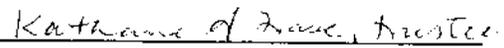
BY: _____
James A. Anders, Jr., Vice President

THE FRASE LIMITED PARTNERSHIP, *Title Owner of
Parcels 40-2-((1))-20, 22A, 24A, and 40-2-((34))-A*

BY: ROBERT W. FRASE REVOCABLE TRUST

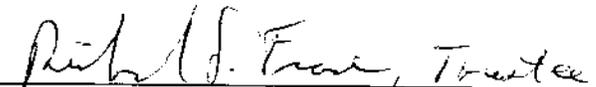
BY: 
Mary J. Frase, Trustee

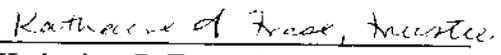
BY: 
Richard S. Frase, Trustee

BY: 
Katharine G. Frase, Trustee

BY: ELEANOR S. FRASE REVOCABLE TRUST

BY: 
Mary J. Frase, Trustee

BY: 
Richard S. Frase, Trustee

BY: 
Katharine G. Frase, Trustee

[SIGNATURES CONTINUE]

Mary J. Frase, Co-Trustee

MARY J. FRASE, Co-Trustee of the Robert W. Frase Revocable Trust, Co-Owner of Parcel 40-2-((1))-21

Richard S. Frase, Co-Trustee

RICHARD S. FRASE, Co-Trustee of the Robert W. Frase Revocable Trust, Co-Owner of Parcel 40-2-((1))-21

Katharine G. Frase, Co-Trustee

KATHARINE G. FRASE, Co-Trustee of the Robert W. Frase Revocable Trust, Co-Owner of Parcel 40-2-((1))-21

Mary J. Frase, Co-Trustee

MARY J. FRASE, Co-Trustee of the Eleanor S. Frase Revocable Trust, Co-Owner of Parcel 40-2-((1))-21

Richard S. Frase, Co-Trustee

RICHARD S. FRASE, Co-Trustee of the Eleanor S. Frase Revocable Trust, Co-Owner of Parcel 40-2-((1))-21

Katharine G. Frase, Co-Trustee

KATHARINE G. FRASE, Co-Trustee of the Eleanor S. Frase Revocable Trust, Co-Owner of Parcel 40-2-((1))-21

[SIGNATURES CONTINUE]

HAROLD H. SAUNDERS, *Title Owner of Parcel*
40-2-(1)-22

HAROLD H. SAUNDERS, BY
JAMES A. ANDERS, JR., HIS
BY: AGENT AND ATTORNEY-IN-FACT
JAMES A. ANDERS, JR., his agent and
attorney-in-fact

HEIRS OF MARY V. DONOVAN, *Title Owner of*
Parcels 40-2-(1)-22B, 23

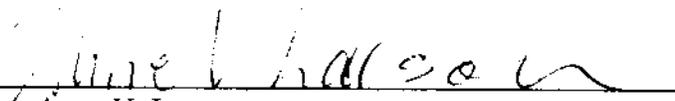
BY: _____
Anne V. Larson

BY: _____
Mary M. Mulhern

HAROLD H. SAUNDERS, *Title Owner of Parcel*
40-2-((1))-22

BY: _____
JAMES A. ANDERS, JR., his agent and
attorney-in-fact

HEIRS OF MARY V. DONOVAN, *Title Owner of*
Parcels 40-2-((1))-22B, 23

BY: 
Anne V. Larson

BY: _____
Mary M. Mulhern

HAROLD H. SAUNDERS, *Title Owner of Parcel*
40-2-((1))-22

BY: _____
JAMES A. ANDERS, JR., his agent and
attorney-in-fact

HEIRS OF MARY V. DONOVAN, *Title Owner of*
Parcels 40-2-((1))-22B, 23

BY: _____
Anne V. Larson

BY:  _____
Mary M. Mulhern

POWER OF ATTORNEY TO EXECUTE PROFFERS

KNOW ALL MEN BY THESE PRESENTS that I, Harold H. Saunders, title owner of Fairfax County Tax Map parcel 40-2-((1))-22, have made, constituted and appointed James A. Anders, Jr. of Winchester Homes, Inc., 6905 Rockledge Drive, Bethesda, Maryland, as my true and lawful attorney to execute on my behalf any and all proffers in connection with the Rezoning Application No. RZ 2003-DR-031, filed by Winchester Homes Inc. on my above-mentioned property, pursuant to Section 15.2-2303A of the 1950 Code of Virginia, as amended, and for that purpose, for me and in my name, place, and stead, and as my act and deed, to do and execute, or to concur with persons jointly interested with me therein in the execution of said proffers, in the same manner and with the same effect as I myself might or could.

KNOW ALL MEN FURTHER that this power of attorney, and the authority herein granted, shall not terminate on disability, incompetence, or incapacity of the principal.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of December, 2003.

Harold H. Saunders [SEAL]
HAROLD H. SAUNDERS

STATE OF Virginia
CITY/COUNTY OF Fairfax, to-wit:

I, the undersigned Notary Public in and for the State and County aforesaid, do hereby certify that Harold H. Saunders, whose name is signed to the foregoing, has this day personally appeared before me and acknowledged the same to be his act and deed.

GIVEN under my hand this 19th day of December, 2003.

Alexander G. Will
NOTARY PUBLIC

My Commission Expires: August 31st, 2006