PROFFERS

IVY DEVELOPMENT, L.C.

RZ 2002-SU-042

July 22, 2005

Pursuant to Section 15.2-2303(A) Code of Virginia, 1950, as amended, the owner and Ivy Development, L.C. (hereinafter referred to as the "Applicant"), for themselves, their successors and assigns, in RZ 2002-SU-042 filed on property identified as Fairfax County tax map reference 65-1 ((1)) 15 and 16 (hereinafter referred to as the "Application Property"), hereby proffer to the following, provided that the Board of Supervisors approves a rezoning of the Application Property to the PDH-3 District in conjunction with a Conceptual/Final Development Plan for residential development. If accepted, these proffers shall replace and supersede any previous proffers approved on the Application Property.

1. CONCEPTUAL/FINAL DEVELOPMENT PLAN ("CDP/FDP")

   a. Subject to the provisions of Section 16-204 of the Fairfax County Zoning Ordinance (hereinafter referred to the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the Conceptual/Final Development Plan (CDP/FDP), entitled "The Old Centreville Road Property" containing four (4) sheets prepared by Planning & Development Services, Inc., dated October 14, 2002 as revised through July 6, 2005.

   b. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor adjustments to the layout, internal lot lines and lot sizes of the proposed subdivision at time of subdivision plan submission based on final house locations, final building footprints, utility locations and final engineering design, provided that such do not materially decrease the amount and location of open space, tree save area, or distances to peripheral lot lines.

   c. Notwithstanding that the CDP/FDP is presented on four (4) sheets and said CDP/FDP is the subject of Proffer 1.a. above, it shall be understood that the CDP shall be limited to the point of access, location and amount of open space, limits of clearing and grading, and the total number and general location of units and type of units. The Applicant has the option to request Final Development Plan Amendments ("FDPAs") for elements other than CDP elements from the Planning Commission for all of, or a portion of, the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

2. TRANSPORTATION

a. Subject to Virginia Department of Transportation (VDOT) and Department of Public Works and Environmental Services (DPWES) approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of thirty-five (35) feet from the centerline along the Application Property's Old Centreville Road frontage as shown on the CDP/FDP. Dedication shall be made at time of recordation of the final subdivision plat or upon demand of either Fairfax County or VDOT, whichever should first occur.

b. Subject to VDOT and DPWES approval, the Applicant shall construct improvements along the Application Property's Old Centreville Road frontage which shall include a right turn deceleration lane as shown on the CDP/FDP.

c. The Applicant shall construct a five (5) foot wide sidewalk along the interior private street(s) as shown on the CDP/FDP.

d. Subject to VDOT and DPWES approval, the Applicant shall provide an at grade pedestrian crosswalk between the Application Property and an existing concrete sidewalk on the east side of Old Centreville Road as shown on the CDP/FDP. The crosswalk shall be painted, to create a contrast between the crosswalk and the road pavement, subject to VDOT approval.

e. At the time of final subdivision plat recordation, the Applicant shall make an appropriate monetary contribution per approved residential unit to the Centreville Area Road Fund in conformance with the policy of the Board of Supervisors. The contribution amount shall be adjusted by increases to the *Marshall and Swift Building Cost Index* from the date of the Board of Supervisors' approval of this rezoning application to the date of subdivision approval.

f. At the time of subdivision plan approval, the Applicant shall escrow with DPWES an amount equivalent to the cost of constructing a sidewalk along the Application Property's Old Centreville Road frontage.

g. The Applicant shall design a six (6) foot wide asphalt trail to be constructed on the east side of Old Centreville Road. Said trail shall connect to an existing sidewalk on Water Wheel Way and proceed in a northerly direction to the intersection of Old Centreville Road and Centrewood Drive, with its terminus to be determined by representatives of the Fairfax County Department of Transportation (FCDOT) in coordination with VDOT and DPWES. A design plan shall be submitted no later than thirty (30) days from the approval date of the rezoning to FCDOT. The Applicant shall provide any revisions to the design plan as required by FCDOT. Construction of the trail shall not be the obligation of the Applicant.

h. The private street shown on the CDP/FDP shall be constructed of materials and depth of pavement consistent with the Public Facilities Manual Standards for public streets. Purchasers shall be advised of the requirement to maintain private street and estimated costs prior to entering into a contract of sale. This requirement to maintain the street as constructed and the estimated maintenance costs shall be included in the homeowners' association (HOA) documents prepared for the Application Property.

i. The Applicant shall construct the emergency vehicle turnaround, the driveways, and the common driveway as shown on the CDP/FDP of pervious/porous pavers, if approved by DPWES. Should DPWES not approve pervious/porous pavers, these features shall be constructed of asphalt.

j. The Applicant shall install a "No Parking" sign in proximity to the emergency vehicle turnaround to preclude the parking of private vehicles in this area. This restriction shall be included in the HOA documents prepared for the Application Property.

k. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications described herein and as may be reasonably required by Fairfax County or VDOT whether such dedications occur prior to or at time of subdivision plan approval.

l. All improvements described herein shall be constructed concurrently with the development of the Application Property.

3. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

a. The Applicant shall provide on-site stormwater management and Best Management Practices facilities as shown on the CDP/FDP to satisfy detention and water quality requirements in accordance with the requirements of the Public Facilities Manual (PFM), DPWES, and Chapter 118 of the Fairfax County Code (the Chesapeake Bay Preservation Ordinance) and/or request waivers or modifications from DPWES at time of subdivision plan submission. Applicant may utilize alternative measures, including innovative BMPs, as supplemental designs at time of subdivision plan submission, subject to the approval of DPWES and Urban Forest Management (UFM). Any minor deviations to the location and size of the proposed facilities shall not result in any additional clearing and grading of the Application Property beyond the limits of clearing and grading shown on the CDP/FDP, nor require an amendment to the CDP/FDP or these proffers. Any areas identified as a pond, but not utilized for stormwater management as a result of waivers or modifications, shall remain as open space.

b. In order to restore, as nearly as practicable, a natural appearance to the proposed stormwater management pond, the landscape plan submitted as part of the first and all subsequent submissions of the subdivision plan shall show the restrictive planting

easement for the pond and the maximum feasible amount of landscaping that reasonably will be allowed in the planting areas of the pond outside of that restrictive planting easement, in keeping with the planting policies of Fairfax County. The Applicant shall install said landscaping in accordance with said plan, subject to DPWES and UFM approval.

c. The stormwater management pond access road shown on the CDP/FDP shall be constructed of grass-crete or similar material as approved by DPWES.

d. Subject to the approval of DPWES, the Applicant shall design and construct the pond located on the Parcel A as shown on the CDP/FDP to reduce the stormwater impact on the erosive soils located on property identified as tax map 65-1 ((5)) 1, which is owned by the Fairfax County Park Authority. Improvements shall be consistent with the requirements of the PFM and Letter to Industry 03-10. Construction of improvements shall be contingent upon receipt of any necessary easements and/or letters of permission from the Fairfax County Park Authority.

4. LANDSCAPING AND OPEN SPACE

a. The Applicant shall provide landscaping consistent in size and species to that shown on the CDP/FDP.

b. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP/FDP subject to the installation of utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install utilities and/or trails outside of the limits of clearing and grading as shown on the CDP/FDP they shall be located in the least disruptive manner necessary as determined by UFM. That portion of Parcel A located in the northwest portion of the Application Property as shown on the CDP/FDP shall not be disturbed for the installation of utilities except along its perimeter as specifically permitted by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM, for any areas outside the limits of clearing and grading that must be disturbed.

c. The Applicant shall submit a tree preservation plan as part of the first and all subsequent subdivision plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of UFM.

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees twelve (12) inches in diameter and greater, and ten (10) feet to either side of the limits of clearing and grading shown on the CDP/FDP for the entire site. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the CDP/FDP and those

additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

d. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the pre-construction meeting. Before or during the pre-construction meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFM representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified specifically by UFM in writing as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump grinding machine in a manner causing as little disturbance as possible to the adjacent trees and associated understory vegetation and soil conditions.

e. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. The tree protection fence shall be four (4) feet high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart; or super silt fence. Tree protection fencing shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets.

f. All tree protection fencing shall be installed prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fence types shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three days prior to the commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection devices, UFM and the District Supervisor shall be notified and given the opportunity to inspect the site to assure 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 shall occur until the fencing is installed correctly, as determined by UFM.

g. The Applicant shall retain a professional with experience in plant appraisal, such as a certified arborist or landscape architect, to determine the replacement value of trees to be preserved. These trees and their value shall be identified on the tree

preservation plan at the time of the first submission of the subdivision plan. The replacement value shall take into consideration the age and size of the trees and shall be determined according to the methods contained in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.

At the time of subdivision plan approval, the Applicant shall post a cash bond or letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the designated trees that die or are dying due to normal construction activities permitted on the approved plan. Any trees shown to be preserved on the Tree Preservation Plan that die or are dying due to construction activities not permitted on the approved plan shall be replaced with trees of equivalent species and size and the bond monies for said trees shall not be refunded. The terms of the letter of credit shall be subject to approval by the County Attorney. The total amount of the cash bond or letter of credit shall be in the amount of the sum of the assigned replacement values of the designated trees.

If, at the time of final bond release, trees are found to be dead or dying despite adherence to approved construction activities by UFM, the cash bond or letter of credit shall be used as necessary to plant replacement trees of a size and species appropriate to the site, in consultation with UFM, and the Applicant's certified arborist. The cash bond or letter of credit shall not be used for the removal of the dead/dying trees normally required by the Public Facilities Manual and the conservation agreement.

Any funds remaining in the letter of credit or cash bond will be released two years from the date of release of the project's conservation escrow, or sooner, if approved by UFM.

h. The demolition of existing features and accessory structures shall be conducted in a manner that does not impact individual trees and/or groups of trees that are to be preserved, as reviewed and approved by UFM.

i. Subsequent to the installation of the stormwater management pond, a stone dust trail and a bench, as shown on the CDP/FDP, the Applicant shall place Parcel A, or portions thereof as shown on the CDP/FDP, within a conservation easement that prohibits any clearing or grading; the installation of structures or fencing; and the removal of trees, except those that are dead, dying or diseased, or pose a hazard. Said easement shall be recorded among the land records of Fairfax County at time of subdivision plat recordation in a form approved by the County Attorney, and shall run to the benefit of the Fairfax County Board of Supervisors and the HOA established for the residential community. The restrictions associated with Parcel A shall be disclosed to all prospective homeowners in a disclosure memorandum prior to entering into a contract of sale and included in the HOA documents.

j. Prior to the recordation of the conservation easement identified in proffer 4.i., the Applicant shall remove, to the extent feasible, invasive species, such as honey suckle and/or bamboo, and debris from the area identified as Parcel A, as shown on the CDP/FDP. Removal of invasive species shall be within the discretion of UFM in consultation with the Applicant's certified arborist.

5. PARKS AND RECREATION

a. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreation facilities for residential uses. The Applicant proffers a minimum expenditure for recreational facilities of Nine Hundred Fifty-Five Dollars ($955.00) per residential unit. If the amount of $955.00 per residential unit is not satisfied on-site, as determined by DPWES, then any remaining funds shall be provided to the Fairfax County Park Authority (FCPA) at time of subdivision plan approval for the provision of recreational facilities in the vicinity of the Application Property.

b. Prior to subdivision plan approval, the Applicant shall contribute Six Thousand Eight Hundred and Ninety Dollars ($6,890.00) to the FCPA for recreational facilities located in the vicinity of the Application Property.

6. NOISE ATTENUATION

a. In order to reduce interior noise to a level of approximately 45 dBA Ldn, the residential dwelling unit located on proposed Lot 8 shall have the following acoustical treatment measures.

i. Exterior walls shall have a laboratory Sound Transmission Classification (STC) of at least 39.

ii. Doors, windows and glazing shall have a laboratory STC rating of at least 28. If doors, windows and other glazed areas constitute more than twenty percent (20%) of any façade impacted by noise, they shall have the same laboratory STC rating specified for exterior walls.

iii. Adequate measures to seal and caulk between surfaces shall be provided.

b. The Applicant shall install an architecturally solid fence flush to the ground with no gaps to reduce exterior noise within the rear yard of proposed Lot 8 to approximately 65 dBA Ldn. The fence shall be installed in the location as generally shown on the CDP/FDP.

c. In the alternative, the Applicant reserves the right to pursue other methods of mitigating highway noise impacts, provided that these methods will be effective in reducing interior noise levels to approximately 45 dBA Ldn, and exterior noise

within rear yards to approximately 65 dBA Ldn. Said methods shall be reviewed and approved by DPWES and the Department of Planning and Zoning.

7. SCHOOL CONTRIBUTION

The Applicant shall contribute the sum of Twenty-two Thousand Five Hundred Dollars ($22,500.00) to the Fairfax County Board of Supervisors for capital improvements to schools located in the vicinity of the Application Property. Said contribution shall be payable prior to subdivision plan approval for the Application Property.

8. AFFORDABLE HOUSING

Prior to the issuance of the first building permit, the Applicant shall contribute a sum equal to one-half (1/2) percent of the aggregate sales price of each new single family dwelling unit constructed on the Application Property to the Fairfax County Housing Trust Fund to assist Fairfax County's low and moderate income housing goals.

9. DESIGN

a. The Applicant shall design the residential dwellings on the Application Property in general conformance with the architectural elevations as shown on Sheet three (3) of the CDP/FDP. Final design shall be selected by the Applicant upon the submission of architectural drawings for building permits. A two car garage shall be provided for each residential dwelling. A minimum eighteen (18) foot long driveway, measured from the garage door to the nearest sidewalk face, shall be provided for each unit.

b. The Applicant shall construct the residential dwellings on the Application Property with brick fronts. The side of the dwelling on proposed Lot 8 adjacent to Old Centreville Road shall be constructed of brick and include façade treatments (such as windows and shutters) consistent with the front façade.

c. The Applicant shall construct an architecturally solid six (6) foot high wooden fence with no gaps or openings between proposed Lot 8 and Old Centreville Road as shown on the CDP/FDP.

d. There shall be a minimum side yard setback for each dwelling unit of five (5) feet, and a total combined minimum setback for both side yards of fourteen (14) feet as illustrated on Sheet three (3) of the CDP/FDP. Chimneys, stoops, bay windows, and similar features may encroach within the minimum side yard setback, provided that no encroachments (other than fencing) shall be permitted within five (5) feet of any side yard lot line. The minimum setbacks shall be disclosed to all prospective homeowners in a disclosure memorandum prior to entering into a contract of sale and included in the HOA documents.

e. There shall be a minimum rear yard setback of eighteen (18) feet for each dwelling unit as illustrated on Sheet three (3) of the CDP/FDP. Features such as decks and patios shall be permitted in any rear yard in accordance with Zoning Ordinance requirements. The minimum setbacks shall be disclosed to all prospective homeowners in a disclosure memorandum prior to entering into a contract of sale and included in the HOA documents. In addition, the disclosure memorandum shall notify prospective homeowners that the minimum rear yard setback may limit the future construction of such features as decks, additions, sunrooms, and porches. This notification shall also be included in the HOA documents.

f. All homes on the Application Property shall comply with the Council of American Building Officials (CABO) Model Energy Code for energy efficient homes or its equivalent for electric or gas energy systems, as applicable.

g. All lighting shall comply with Zoning Ordinance Section 14-900, Outdoor Lighting Standards.

10. CONSTRUCTION

If blasting is required, and before any blasting occurs on the Application Property, the Applicant, or its successors, will ensure that blasting is done per Fairfax County Fire Marshal requirements and all safety recommendations of the Fire Marshal, including, without limitation, the use of blasting mats, shall be implemented. In addition, the Applicant, or its successors, shall:

i. Retain a professional consultant to perform a pre-blast inspection of each house or residential building, to the extent that any of these structures are located within two hundred and fifty (250) feet of the blast site.

ii. Require the consultant to request access to any house, building, or swimming pool that is located within said 250 foot range if permitted by owner, to determine the pre-blast conditions of these structures. The Applicant's consultants will be required to give adequate notice of the scheduling of the pre-blast survey. The Applicant shall provide the residents entitled to pre-blast inspections, of the name, address and phone number of the blasting contractor's insurance carrier.

iii. Require the consultant to place seismographic instruments prior to blasting to monitor the shock waves. The Applicant shall provide seismographic monitoring records to County agencies upon their request.

iv. Notify residences within 250 feet of the blast site, ten (10) days prior to blasting.

v. Upon receipt of a claim of actual damage resulting from said blasting, the Applicant shall cause his consultant to respond within five (5) days of meeting at the site of the alleged damage to confer with the property owner.

vi. The Applicant will require blasting subcontractors to maintain necessary liability insurance to cover the costs of repairing any damage to structures, which are directly attributable to the blasting activity and shall take necessary action to resolve any valid claims in an expeditious manner.

11. HOMEOWNERS' ASSOCIATION

a. The Applicant shall establish an HOA for the proposed development to own, manage and maintain open space areas including the common tree save areas and all other community owned land and improvements. Restrictions placed on the use of open space/buffer areas, including Parcel A, the minimum required setbacks, notification of possible limitations on future construction, and the maintenance responsibilities of the HOA shall be disclosed to all prospective homeowners in a disclosure memorandum prior to entering into a contract of sale and included in the HOA documents.

b. A covenant shall be recorded which provides that garages shall only be used for a purpose that will not interfere with the intended purpose of the garages (e.g., parking of vehicles). This covenant shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the HOA and the Board. This restriction shall be stated in the HOA documents, and the initial purchasers shall be advised of the use restriction prior to entering into a contract of sale.

12. SIGNAGE

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 to assist in the initial sale of homes on the Application Property. Furthermore, the agents and employees involved in the marketing and sale of the residential units on the Application Property shall be directed to adhere to this proffer.

13. SUCCESSORS AND ASSIGNS

These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

IVY DEVELOPMENT, L.C.

APPLICANT/AGENT FOR IVY CENTREVILLE LLC

By: _____
Stephen A. Bannister, Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

IVY CENTREVILLE LLC

TITLE OWNER OF TAX MAP 65-1 ((1)) 15 AND 16

By: _____
Stephen A. Bannister, Manager

[SIGNATURES END]