PROFFERS

FAIR LAKES CHASE II

RZ 1997-SU-033

December 18 , 1997

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, Toll Brothers, Inc., the Applicant in RZ 1997-SU-033, filed for property identified as Tax Map 54-2((3)) 26A, 26C, 27 and 28 (hereinafter referred to as the "Application Property"), proffers the following, provided that the Board of Supervisors (hereinafter referred to as the "Board") approves a rezoning of the Application Property to the PDH-2 District.

1. Development Plan. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP") prepared by Rinker-Detwiler & Associates, P.C. dated October 30, 1997.

2. Final Development Plan Amendment. Notwithstanding that the CDP/FDP is the subject of Proffer No. 1 above, it shall be understood that the CDP shall be the entire plan relative to the points of access, the total number and types of units, amount and general location of the Environmental Quality Corridor and Resource Protection Area, open space, and limits of clearing and grading. The Applicant has the option to request a Final Development Plan Amendment ("FDPA") 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, if in conformance with the approved CDP and proffers.

3. Minor Deviations. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the 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 without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP as determined by the Zoning Administrator, agents or assigns and neither increase the total number of units nor decrease the amount of open space or distances to peripheral lot lines, or encroach into limits of clearing and grading.

4. Building Restriction Limits. The building restriction limits shown on the CDP/FDP are representative of the general character of the development. However with the exception of the setbacks identified along the perimeter of the Application Property, the yards and setbacks may be modified and adjusted with final engineering and house location.

5. Doyle Lane. The Applicant shall dedicate right-of-way and construct frontage improvements to Doyle Lane as shown on the CDP/FDP, to the satisfaction of the Virginia Department of Transportation (VDOT) and the Department of Environmental Management (DEM).

6. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT at time of subdivision plan approval.

7. Centreville Area Road Fund. At the time of subdivision approval the Applicant shall escrow with DEM in the Centreville Area Road Fund the sum of $1,735 per unit, as adjusted by any increase in the Virginia State Highway Construction Bid Index from the date of Rezoning approval, on a pro rata basis to the date of escrow deposit.

8. Recreational Facilities. Pursuant to Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding recreational facilities, the Applicant proffers that the minimum expenditure for developed recreational facilities shall be $500.00 per residential unit. The Applicant shall use said proffered recreational facility funds for the construction of a six (6) foot wide asphalt trail constructed in accordance with Public Facilities Manual, located within and connecting to the EQC as shown on the CDP/FDP, and the construction of an extension of this trail off-site through Parcel A of the Hidden Creek at Fair Lakes to connect with a Park Authority trail being constructed on Parcel A. This off-site trail connection shall be made by the Applicant provided all necessary construction easements and approvals are provided at no cost to the Applicant within six (6) months of subdivision approval. The Applicant shall be responsible for initiating and diligently pursuing said easements and approvals. If the above referenced construction easements and approvals are not provided within six months of subdivision approval, the Applicant's obligation to physically construct the off-site trail connection shall terminate.

   Should the Applicant's actual cost to construct the trail be less than the above referenced $500.00 per dwelling unit commitment, the residual amount shall be contributed to the Fairfax County Park Authority no later than at the time of issuance of the 22nd Residential Use Permit.

9. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading shown on the CDP/FDP, subject to installation of trails generally as shown on the CDP/FDP, and utility lines, if necessary, as approved by DEM. If it is determined necessary to install trails and utilities outside the limits of clearing and grading, then they shall be located and installed in the least disruptive manner possible considering cost and engineering. A replanting plan in accordance with the Public Facilities Manual shall be developed and implemented for any areas outside the limits of clearing and grading that must be disturbed.

10. Tree Preservation Plan. For the purposes of maximizing the preservation of trees on individual lots, the Applicant shall prepare a tree preservation plan. The tree preservation

plan shall be submitted prior to any land disturbing activities, as part of the final subdivision plan and house location plans submitted to DEM. This plan shall provide for the preservation of specific quality trees or stands of trees located on individual lots which can be preserved to the extent feasible, without resulting in any of the following:

Reduction in the number of dwelling units.
Reduction of the size of the dwelling units.
Significant relocation of those houses on the lots as shown on the subdivision plan.
Require the installation of retaining walls.
Significantly increase the cost of construction or the difficulty of construction.

Subject to the approval of the Urban Forester/DEM, the Applicant shall perform the following measures relating to tree preservation on the property:

- Perform a pre-construction evaluation of the existing vegetation to determine the condition of the trees designated to be saved.

- The trees designated to be saved shall be marked on the ground with a filter fabric fence or equivalent demarcation prior to clearing and grading and at all times during construction. Signage affirming "restricted access" shall be provided on the temporary fence highly visible to construction personnel. The Applicant shall monitor the construction of the proposed development to ensure consistency with the tree preservation plan.

As a result of final engineering in the event the trees designated as tree save areas on the CDP/FDP are modified or cannot be preserved, equivalent landscaped areas shall be substituted on the site, as determined by the Urban Forester.

11. Park Dedication. The areas depicted on the CDP/FDP as Parcel A, shall be conveyed in fee simple to the Fairfax County Park Authority at the time of subdivision approval. Parcel A includes EQC; and open space. The EQC shall not be disturbed except as shown on the CDP/FDP and to the extent disturbance may be necessary to provide utility service and storm water management and trail construction.

- Future homeowners shall be notified through homeowner association documents, that encroachment and private use of the public park land for activities such as dumping of yard waste or other debris, firewood storage or construction of play equipment or any other structure is not permitted. Appropriate signage (not to exceed three signs), marking the boundary lines of the public park land may be provided to the satisfaction of the Park Authority to discourage inappropriate use of park land.

12. Heritage Resources. The Applicant shall have a Phase I Archeological Study of the Application Property prepared and submitted to the County Archeologist prior to subdivision plan approval. If determined necessary by the County Archeologist, the Applicant shall have Phase II and Phase III Archeological Studies of the Application Property conducted prior to subdivision plan approval. The maximum combined amount that the Applicant shall be obligated to pay for such Phase II and Phase III Archeological Studies is $5,000 in total or; provided, however, that using the Board of Supervisors' approval date of the Rezoning application as the base date, the maximum amount will be adjusted according to the Construction Cost Index as published in the Engineering News Record by McGraw-Hill.

13. Affordable Housing. At the time of final subdivision plan approval, the Applicant shall make a cash contribution to the Fairfax County Housing Trust Fund of one percent (1%) of the base sales price of each unit in accordance with the Residential Cash Proffer Formula adopted by the Board of Supervisors on May 20, 1991.

14. Storm Water Management. Unless waived by the Departments of Public Works or Environmental Management, the Applicant shall provide an on-site storm water management pond as generally shown on the CDP/FDP. If a waiver of the stormwater pond is granted, the pond area identified on the CDP/FDP shall remain in common open space.

15. Screening. The Applicant shall plant a row of six-foot tall evergreen trees at the rear of Lot 10 as shown on the CDP/FDP.

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

17. Counterparts. These proffers may be executed in one or more counterparts, each of one when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in same instrument.

18. Severability. Any of the sections may be subject to a Proffered Condition Amendment without joinder and/or consent of the other sections, if such PCA does not affect any other sections. Previously approved proffered conditions applicable to the section(s) which is not the subject of such a PCA shall otherwise remain in full force and effect.

{SIGNATURES BEGIN ON NEXT PAGE}

APPLICANT/CONTRACT PURCHASER
TOLL BROS., INC.

G. Cory DeSpain
Vice President

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER OF
TAX MAP 54-2 ((3)) 26A and 26C

Christa Malek-Mohamadi

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER OF
TAX MAP 54-2((3))27

John Puffenbarger, Jr.

Helen V. Puffenbarger

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER OF
TAX MAP 54-2((3))27

John Puffenbarger, Jr.

Helen V Puffenbarger

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER OF
TAX MAP 54-2((3))28

Frances D. Lilley

Frances D. Lilley

J:\TOLL\8019\PROF1218.CLN