PROFFERS

GREENSTAR II, L.P./JEFFERSON PARK
LAND BAY A

RZ 95-P-039

March 13, 1997

Pursuant to Section 15.1-491(a), Code of Virginia, 1950 as amended, Greenstar II, L.P., the applicant in RZ 95-P-039, filed for property identified as Tax Map 49-4 ((1)) 61, 61A, 62D part; and a portion of right-of-way of Gatehouse Road to be abandoned or vacated (hereinafter referred to as the "Application Property"), proffers the following, provided that the Board of Supervisors approve a rezoning of the Application Property to the PDH-30 District.

1. Development Plan. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP") Land Bay A prepared by Dewberry & Davis, Parker Rodriguez, Inc. and Lessard Architectural Group, Inc. consisting of 10 sheets dated November 7, 1996 and revised through March 14, 1997.

2. Final Development Plan Amendment. Notwithstanding that the CDP/FDP is presented on 10 sheets and said CDP/FDP is the subject of Proffer No. 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheet 3 relative to the points of access, the total number and types of units and general location of units, amount of open space, the general location of the recreational facilities, location of common open space areas and buffers, 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 following: amount of open space; the amount of parking; the amount of tree preservation; or the location of common open space areas.

4. Private Streets. The private streets shall be constructed in conformance with Public Facilities Manual standard TS-5A with a minimum 30-foot easement and a minimum 24-foot pavement width. Said private streets shall be constructed of materials and depth of pavement consistent with Section 7-502 of the Public Facilities Manual. Sidewalks shall be provided on the private streets in accordance with Sheet 5 of the CDP/FDP. Purchasers shall be advised in writing prior to entering into a contract of sale that the homeowners association shall be responsible for the maintenance of all the private streets in the development. The homeowners association documents shall specify that the homeowners association is responsible for the maintenance of the private streets.

5. Recreational Facilities. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreational facilities by providing the following facilities as shown on the CDP/FDP.

   A. One (1) tot lot.

   B. One (1) swimming pool with clubhouse and six (6) parking spaces. The six (6) parking spaces shall have appropriate signage designating these parking spaces for the swimming pool/clubhouse.

   C. Extensive pedestrian trail system with 8 exercise stations. The exercise stations shall be generally in character with the typical Par course stations shown on Sheet 8 of the CDP/FDP, or of a comparable quality as determined by DEM.

   The above recreational facilities shall be available on an equal basis to all of the residents of Land Bay A and Land Bay C which is the subject of a separate companion rezoning application (RZ 1996-PR-038).

   The tot lot and swimming pool with clubhouse shall be constructed and available for use no later than at the time of the issuance of the 200th RUP in Land Bay A. The pedestrian trail system with exercise stations shall be constructed prior to the issuance of the 250th RUP for Land Bay A.

   The Applicant proffers that the minimum expenditure for the above referenced recreational facilities is $500.00 per residential unit for Land Bay A excluding ADU's.

6. Swimming Pool Discharge. All waste water resulting from the cleaning and draining of the pool located on the site shall contain a minimum dissolved oxygen concentration of 4.0 milligrams per liter prior to discharge. The Applicant shall neutralize pool waters to a PH from 6.0 to 9.0 prior to discharge. Sufficient amounts of lime or soda ash shall be added to achieve a PH of approximate equal to that of the receiving stream.

If the water being discharged from the pool is discolored or contains a high level of suspended solids that could effect the clarity of the receiving stream, it shall be allowed to stand so thatmost of the solids settle prior to being discharged. Pool waters shall not be chlorinated prior to backwashing and/or discharge to ensure that high levels of chlorine are not discharged into the surface water system.

7. Stormwater Management. The Applicant shall provide stormwater management (SWM) and Best Management Practices (BMPs) in accordance with the requirements of the Public Facilities Manual and Chesapeake Bay Preservation Ordinance. Stormwater management and BMP requirements for the Application property may be satisfied off-site at Fairview Park Lake at Holmes Run, subject to the approval of DEM. The Applicant intends to apply for a waiver from DEM for on-site BMPs. In the event a waiver is not approved by DEM or BMPs are not accommodated at the Fairview Park Lake at Holmes Run, BMPs may be provided on site in underground facilities if such is approved by Fairfax County. The Applicant acknowledges that there may be a reduction in the number of units and a PCA/CDPA and/or FDPA may be necessary to accommodate additional onsite BMPs if the waiver is not approved by DEM.

8. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading shown on the CDP/FDP subject to the installation of trails and utility lines, if necessary, as approved by DEM. The trails and utility lines located outside the limits of clearing and grading shall be located and installed in the least disruptive manner possible considering cost and engineering, as determined by DEM. A replanting plan shall be developed and implemented, as approved by DEM, for any areas outside the limits of clearing and grading that must be disturbed.

9. Noise.

For the purposes of this proffer, I-495 is deemed to be the interstate highway which does not include the southbound ramp from I-495 to Route 50 identified as "Ramp H."

a. In order to achieve a maximum interior noise level of 45 dBA Ldn within that area impacted by highway noise from I-495 and the southbound ramp from I-495 to Route 50 identified as "Ramp H" having levels between 70 and 75 dBA Ldn noise contours as delineated on the CDP/FDP, the Applicant shall construct the proposed dwelling units with the following acoustical measures to mitigate the impact of highway noise:

Construction materials and techniques known to have physical properties or characteristics suitable to achieve an STC of at least 45 for exterior walls;

Doors and windows shall have a laboratory STC rating of at least 37. If windows constitute more than twenty percent (20%) of any facade, they shall have the same laboratory STC as walls.

Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

b. In order to achieve a maximum interior noise level of 45 dBA Ldn within that area impacted by highway noise from I-495 and Ramp H having levels between 65 and 70 dBA Ldn noise contours as delineated on the CDP/FDP, the Applicant shall construct the proposed dwelling units with the following acoustical measures to mitigate the impact of highway noise:

Construction materials and techniques known to have physical properties or characteristics suitable to achieve an STC of at least 39 for exterior walls;

Doors and windows shall have a laboratory STC rating of at least 28. If windows constitute more than twenty percent (20%) of any facade, they shall have the same laboratory STC as walls.

Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

c. In order to achieve a maximum exterior noise level of 65 dBA Ldn in rear yard areas and outdoor recreation areas, an acoustically solid fence/wall and a possible berm between I-495 and/or Ramp H and any unshielded rear yards of dwelling units or other outdoor recreation/open space areas in Land Bay A as generally shown on the CDP/FDP shall be constructed for those units which have rear yards and/or outdoor recreation/open space areas located within the 65 dBA Ldn noise contour. The wall/berm shall have no gaps or openings (except where necessary to provide for a gate, drainage or utilities, as determined by DEM, however, any gate, etc... shall be solid) and shall be of sufficient height which is estimated to be up to 30 feet high to achieve the performance standards specified in this Proffer. The portion of the acoustically solid fence/wall which shall be constructed along I-495, excluding Ramp H, shall be consistent in design and materials to the noise attenuation walls constructed by VDOT along major transportation corridors, as approved by DEM.

d. As determined by an acoustical engineer, in no case shall the exterior walls of the habitable interior space of the proposed dwelling units be located within an area where the noise level has not been mitigated to below 75 dBA Ldn.

e. As an alternative to the above, the Applicant may, at its sole discretion, have a refined acoustical analysis performed in coordination with the County planning staff to determine which units/buildings may have sufficient shielding to permit a reduction in the mitigation measures prescribed above, subject to approval by the Department of Environmental Management.

10. Fencing. The Applicant shall construct a 6-foot high fence/wall along the portion of Gatehouse Road which abuts the proposed single family attached units as shown on the Typical Gatehouse Road Elevation identified as Sheet 7 of the CDP/FDP. This fence shall have openings to allow for pedestrian access to Gatehouse Road as generally shown on the CDP/FDP.

11. Architecture/Building Landscaping. The building elevations and typical landscaping for the proposed single-family attached units and multiple family units shall be generally in character with the conceptual elevations and typical landscaping details for each type of unit as shown on Sheet 6, of the CDP/FDP, or of a comparable quality as determined by DEM. The exterior facades of the multiple family buildings shall consist of a minimum of 20 percent brick, excluding gables, doors, windows and balconies, and shall be architecturally compatible in terms of color and materials with the single-family attached units as determined by DEM.

12. Affordable Dwelling Units (ADUs). The Applicant shall comply with the Affordable Dwelling Unit (ADU) program as set forth in Section 2-801 of the Zoning Ordinance. The ADUs shall be provided in the multiple family buildings shown on the CDP/FDP. The multiple family buildings are anticipated to be four to five (4-5) stories and having an elevator and, therefore, are exempt from the requirement to provide ADUs. In the event the design of the multiple family units is modified so that they are four (4) stories or less and without an elevator, the Applicant shall comply with the ADU program for the multiple family units. The number of ADUs to be provided may be reduced based on the adoption of a future amendment to the provisions of the ADU ordinance.

13. Homeowners Association. The Applicant shall establish a combined homeowners association for Land Bay A and Land Bay C (RZ 1996-PR-038) to own, manage and maintain the open space including the tree save areas, the private streets, the recreational facilities and all other community owned land and improvements.

14. Use of Garages for Single Family Attached Units. A covenant shall be recorded which provides that garages for the single family attached units shall only be used for a purpose that will not interfere with the intended purpose of 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 homeowners association, which shall be established, and the Fairfax County Board of Supervisors. Purchasers shall be advised of the use restriction prior to entering into contract of sale.

15. Gatehouse Road.

    a. The Applicant shall diligently pursue the vacation and/or abandonment of a portion of Gatehouse Road prior to the first site plan approval. In the event the Board of

Supervisors does not approve the vacation of a portion of Gatehouse Road, a PCA application shall be necessary prior to approval of a site plan for Land Bay A.

b. If permitted by VDOT and to the extent feasible these improvements can be accommodated within the existing right-of-way, the Applicant shall improve the existing curb return located at the northwestern corner of the intersection of Telestar Court and Gatehouse Road and eliminate the existing valley gutter across the intersection.

16. Gallows Road

a. Subject to VDOT and DEM approval, the Applicant shall remove the existing median and restripe the existing southbound approach within the existing right-of-way of Gallows Road at its intersection with Gatehouse Road in order to provide an additional separate left turn lane and to extend the existing storage to the maximum extent feasible within the existing right-of-way. The Applicant shall provide necessary modifications to the existing traffic signal to accommodate the above turn lanes. This improvement shall be completed prior to the issuance of the first non-residential use permit ("non-rup") in Land Bay B or the issuance of the 200th residential use permit ("RUP") in Land Bays A and C, whichever occurs first.

17. Energy Conservation. Homes on the property shall meet thermal guidelines of the Virginia Power Energy Saver Program for energy-efficient homes or its equivalent, as determined by DEM, for either electrical or gas energy systems.

18. Design Detail. The design details shown on Sheets 6-10 submitted with the CDP/FDP are provided to illustrate the design intent and overall community organization of the proposed development. Landscaping and on-site amenities shall be generally consistent in terms of character and quantity with the illustrations and details presented on these sheets. Specific features such as exact locations of plantings, driveways, sidewalks to individual units etc. are subject to modification with final engineering and architectural design. Landscaping and on-site amenities shall include but not be limited to the following features:

a. Pedestrian lighting along Gatehouse Road and along the pedestrian pathway system. The applicant shall submit a lighting plan to DEM at time of site plan(s) to identify the specific locations of the lighting to be provided. Lighting shall be provided at intervals to assure a well-lighted pedestrian system.

b. A central open space spine with landscaping will be provided which will include areas for formal seating/benches as shown the CDP/FDP. A minimum of eight (8) benches shall be provided within and distributed among the open space areas.

c. Landscaped entry features shall be provided at the site's entrance at Gatehouse Road to include entrance monumentation and/or signage, ornamental trees and shrubs as shown on Sheet 9.

d. Landscaping shall be provided around the swimming pool/clubhouse as shown on Sheet 9.

e. Streetscaping along Gatehouse Road shall be provided as generally shown on the CDP/FDP and Sheet 9.

f. Deciduous shade trees located within the common open space areas shall be a minimum of 3-inch caliper.

19. Tree Preservation. For the purposes of maximizing the preservation of trees, the Applicant shall retain an arborist certified by the International Society of Arborculture to consult in the preparation of a tree preservation/landscape plan. A tree preservation/landscape plan shall be submitted as part of the site plan(s) and shall be coordinated with and approved by DEM. This plan shall provide for the preservation of specific quality trees or stands of trees located within the open space areas which can be preserved to the maximum extent feasible without precluding the development of the dwelling units as shown on the CDP/FDP. DEM may require modifications to the landscape plan to the extent said modifications do not alter the number of dwelling units as shown on the plan, reduce the size of the units or require the installation of retaining walls greater than four feet in height.

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 arborist contracted by the Applicant shall monitor the construction of the proposed development to ensure consistency with the landscape/tree preservation plan.

- In addition, adjustments to the proposed grading and location of the proposed units on the application property may be made at time of final engineering to enhance specific tree preservation.

In the event the areas designated as tree save areas on the CDP/FDP are modified as a result of final engineering or cannot be preserved as determined by DEM, equivalent tree save areas

or equivalent landscaped areas shall be substituted on the site as determined by DEM. The Applicant, shall identify specific quality trees on the Application Property that may be good candidates for transplantation and transplant such trees if determined feasible by the certified arborist contracted by the Applicant in consultation with the Urban Forester/DEM.

20. Trash Receptacles. All on-site dumpsters shall be adequately screened from view through the use of architectural walls, berms, fencing, landscaping or combinations thereof.

21. Emergency Access. The Applicant shall provide emergency access between Land Bay A and Land Bay B (RZ 1996-PR-039) as shown on the CDP/FDP. The emergency access shall be constructed as grasscrete or similar materials as approved by DEM.

22. Severability. Any of the single-family attached or the multi-family 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.

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

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

25. Shuttle Bus. Prior to the issuance of the non-rup for the first office building in Land Bay B or the 327th residential use permit ("RUP") in Land Bays A and C, whichever first occurs, the Applicant shall contract with a third party to operate, and maintain a shuttle bus service for use by the proposed hotel and tenants of the proposed office buildings subject to RZ 1996-PR-039 and residents of the proposed residential units in Land Bay A (RZ 95-P-039) and Land Bay C (RZ 1996-PR-038), to provide access to and from the Dunn-Loring Metro Station. Said service shall be available during the morning (6:30 a.m. to 8:30 a.m.) and the evening (5:00 p.m. to 6:30 p.m.) peak hours (excluding Saturdays, Sundays and national holidays). Seating capacity of the shuttle service shall provide for a minimum of ten (10) passengers. The Applicant shall coordinate with the Office of Transportation regarding the hours of operation and service for the shuttle bus.

At the conclusion of a period of two (2) years from the date the shuttle bus is established, the Applicant shall transfer the administrative task of operating the shuttle bus service to the association to be formed for the commercial tenants/owners as referenced in the proffers for RZ 1996-PR-039. The association will then be financially responsible for operating the shuttle bus service and shall disclose this obligation to all prospective tenants/owners. The association shall continue to provide shuttle bus service to the residential land bays at no cost.

In the event that the Applicant believes usage of the shuttle bus may not justify its continuance, the Applicant shall file a Proffered Condition Amendment (PCA) to eliminate operation of the shuttle bus. The shuttle bus service shall not be eliminated until the PCA is approved by the Board of Supervisors. In addition, the association shall not be required to establish the shuttle bus and shall be permitted to discontinue the shuttle bus service without a PCA if a shuttle bus service is established by public transit which serves the development in a similar manner in terms of trip time and frequency as agreed to by the Office of Transportation.

26. Temporary Parking Lot. The Applicant shall provide peripheral parking lot landscaping for the proposed temporary parking lot subject to SE 96-P-049 in the event the temporary parking lot is to be available for longer than 30 months. The Applicant shall not be required to provide interior parking lot landscaping.

(SIGNATURES BEGIN ON NEXT PAGE)

APPLICANT/TITLE OWNER OF
TAX MAP 49-4 ((1)) 61, 61A, 62D;

GREENSTAR II LIMITED PARTNERSHIP
BY: Starwood Development
Corporation
ITS: General Partner

By: _____

Eugene A. Gorab
Executive Vice President

J:\GREENSTR\6208\PROFFERS\PROFFERS.13