PROFFERS
MHI - HUNTINGTON LLC
RZ 2004-MV-041

November 16, 2005

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the owners and MHI - Huntington LLC (hereinafter referred to as the "Applicant") for themselves, their successors, and assigns in RZ 2004-MV-041 filed for property identified as Tax Map 83-1 ((1)) 56, 57, 62A, 62B, 63-65, 67-74, 76, 76A, 78-80, 82, 83, 85; 83-1 ((18)) 1-4; 83-3 ((1)) 95-99 and a portion of Foley Street (Route 1324) to be abandoned/vacated and a private alley (hereinafter referred to as the "Application Property") hereby proffers to the following, provided that the Board of Supervisors ("BOS") approves a rezoning of the Application Property to the PDH-8 District in conjunction with a Conceptual Development Plan/Final Development Plan/Special Exception Plat ("CDP/FDP/SE Plat") for residential development.

1. CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN/SPECIAL EXCEPTION PLAT

a. Subject to the provisions of Section 16-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the CDP/FDP/SE Plat, consisting of thirteen (13) sheets prepared by Christopher Consultants, Ltd., dated May 21, 2004, and revised through September 12, 2005 (except for Sheet 3, which is revised through July 11, 2005).

b. Pursuant to Paragraph 4 of Section 16-403 and Section 18-204 of the Zoning Ordinance, minor modifications from the CDP/FDP/SE Plat may be permitted, as determined by the Zoning Administrator. The Applicant reserves the right to make minor modifications to the layout shown on the CDP/FDP/SE Plat, without requiring approval of a Proffered Condition Amendment ("PCA")/Final Development Plan Amendment ("FDPA"), provided such changes are in substantial conformance with the CDP/FDP/SE Plat as determined by the Zoning Administrator, so long as such changes do not increase the total number, type, or general location of units; decrease the number of access points, amount of open space, or peripheral setbacks; or reduce the limits of clearing and grading.

c. Notwithstanding the fact that the CDP/FDP/SE Plat is presented on thirteen (13) sheets and is the subject of Paragraph 1(a) above, it shall be understood that the CDP shall be limited to the points of access; the location and amount of open space; the limits of clearing and grading; the location and limits of the Resource Protection Area ("RPA"); the tree preservation areas; and the total number, general location, and type of units. The Applicant has the option to request FDPAs for elements other than the aforementioned CDP elements from the Planning Commission for all of, or a portion of,

the CDP/FDP/SE Plat 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 Fairfax County Department of Public Works and Environmental Services ("DPWES") approval, the Applicant shall construct frontage improvements along the Application Property's frontage, as shown on the CDP/FDP/SE Plat. Specifically, the Applicant shall construct the following improvements: on Huntington Avenue, replacement of the five (5)-foot wide concrete sidewalk along the frontage of the Application Property and construction of a striped median at its intersection with Foley Street; on Hunting Creek Road, the construction of curb and gutter improvements on both sides, including a five (5)-foot wide concrete sidewalk on the development side (west side) of the road and curb and gutter and pavement within the existing right-of-way adjacent to the property at the corner of Hunting Creek Road and Huntington Avenue; and on Foley Street, curb and gutter improvements on both sides and a five (5)-foot wide concrete sidewalk along the Application Property's frontage. The frontage improvements shall be completed prior to the issuance of the 43rd Residential Use Permit ("RUP") for the Application Property or at such later time as may be approved by the Zoning Administrator, based upon demonstration of diligent efforts to satisfy the above-referenced deadline.

b. Subject to VDOT and DPWES approval, the Applicant shall dedicate and convey in fee simple to the BOS property along the Application Property's Foley Street and Hunting Creek Road frontages, as shown on the CDP/FDP/SE Plat, for the construction of improvements. Dedication shall be made at the time of site plan approval or upon demand of either Fairfax County or VDOT, whichever should first occur. 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 such dedications, whether such dedications occur prior to or at the time of site plan approval.

c. The Applicant shall construct five (5)-foot wide concrete sidewalks within the residential development, as shown on the CDP/FDP/SE Plat.

d. The private streets shown on the CDP/FDP/SE Plat shall be constructed of materials and with a pavement depth consistent with the Public Facilities Manual ("PFM") standards for public streets. Initial purchasers shall be advised of the requirement to maintain private streets and estimated costs prior to entering into a contract of sale. This requirement to maintain the private streets as constructed and the estimated maintenance costs shall be included in the Homeowners' Association ("HOA") documents for the Application Property. Further, the developer shall establish an initial reserve fund for the maintenance of private streets in the amount of $3,600.00 with the HOA prior to the conveyance of the first dwelling unit on the Application Property.

e. The Applicant shall construct an eight (8)-foot wide woodchip or stone dust trail in the open space, as shown on the CDP/FDP/SE Plat. The location of the trail and the selection of material types will be field located in conjunction with Urban Forest Management ("UFM") and the Fairfax County Park Authority ("FCPA") in order to minimize disturbance in the RPA. Such trail shall connect to the sidewalks addressed in Paragraph 2 (c) above and shall also connect to Arlington Terrace within the neighboring Huntington Community in order to provide a future connection to the planned Cameron Run Stream Valley Trail, as shown on the CDP/FDP/SE Plat. (For the purposes of these proffers, the Huntington Community consists of the community of duplex homes located along Farrington Avenue and other streets located immediately west of and abutting the Application Property.) The Applicant shall also provide a twenty (20)-foot wide public access easement to connect the terminus of Foley Street to the trail located within the open space, as shown on the CDP/FDP/SE Plat. Within the public access easement, the Applicant shall be permitted to plant trees, construct sidewalks, and locate utilities in the least disruptive manner.

f. Notwithstanding the submission for processing of any applications, plan, or plats in furtherance of the development of the Application Property, the Applicant acknowledges that no such application, plan, or plat shall be approved by Fairfax County until or unless the vacation of right-of-way proposed as part of the Application Property is approved by the BOS and is final. In the event that such vacation is not approved by the BOS, or in the event that the Board's approval is overturned by a court of competent jurisdiction, any development of the Application Property under the PDH-8 District shall require a PCA and the Applicant acknowledges that such amendment may result in loss of density. The Applicant hereby waives any right to claim or assert a taking or any other cause of action that otherwise may have arisen out of a Board decision to deny in whole or in part the right-of-way vacation.

g. In order to address an existing public safety concern, the Applicant shall install a traffic signal with a pedestrian signal head and pedestrian crosswalk across Huntington Avenue of a design and at a location that is subject to the approval of VDOT based upon a traffic signal warrant analysis to be prepared by the Applicant and submitted to VDOT. The Applicant shall diligently pursue the approval of the traffic signal and pedestrian crosswalk with VDOT and the affected homeowner's associations (including the Berkshire Homeowners' Association, Berkshire East Homeowners' Association, Hunting Creek Club Condominiums, and Huntington Community Association), and the Applicant will provide documentation to DPWES of its efforts in that regard. In the event that VDOT is unable to identify a location for the traffic signal and crosswalk along the frontage of the Application Property prior to the time of the final site plan approval for the first section of the Application Property, then the Applicant shall contribute the sum of $150,000.00 to the BOS to be placed in a fund to be utilized for transportation and pedestrian improvements along Huntington Avenue in the area between Route 1 on the east and Telegraph Road on the west. Using the rezoning approval date as the base date, this cash contribution shall be adjusted according to the construction cost index, as published in the *Marshall & Swift Building Cost Index*. In

no event shall the Applicant have any responsibility for obtaining off-site easements and/or right-of-way as a condition to the construction and installation of the crosswalk and traffic signal.

h. The Applicant shall provide a bus stop, a bus shelter, and a public access easement for the purpose of maintaining the bus shelter facility in a manner as represented on the CDP/FDP/SE Plat. The exact location of the bus stop and bus shelter shall be determined by the Applicant, Fairfax County Department of Transportation ("DOT"), and VDOT prior to, or in conjunction with, DPWES site plan review. In the event that a traffic signal and/or a pedestrian crossing are constructed in conjunction with the Application, as addressed in Paragraph 2(g) above, the bus stop and bus shelter shall be collocated with the traffic signal and/or the pedestrian crossing. Notwithstanding any relocation of the traffic signal and/or pedestrian crossing by VDOT, the Applicant shall not be required to apply for a PCA/FDPA for the relocation of the bus stop and bus shelter. The HOA shall be responsible for trash pick-up related to the bus shelter, as addressed in Paragraph 10 below.

i. Transportation Demand Management ("TDM") Strategies. Mass transit, ride-sharing, and other transportation strategies will be utilized to reduce vehicular trips during peak hours. All residents of the residential development shall be advised of this transportation strategy. Transportation coordination duties shall be the responsibility of the HOA, shall be set forth in the HOA documentation, as addressed in Paragraph 10 below, and shall be carried out by a committee of the HOA. The goal of the strategies is to achieve a 15% reduction in peak hour vehicular trips. The following is a list of strategies that shall be implemented; other strategies may also be implemented, in coordination with the DOT:

i. Designating a committee of the HOA to act as the transportation coordinator for the Application Property whose responsibility will be to implement the TDM strategies with ongoing coordination with the DOT on an approval basis to provide for opportunities for adjustment of the program. The HOA, through its designated transportation coordinator, shall on an annual basis conduct a survey of the residents which shall estimate the percentage reduction in peak hour vehicular trips and prepare an annual report, in coordination with, and for review and approval of DOT. In the event the 15% reduction is not being achieved, the HOA, through its designated transportation coordinator, shall implement additional strategies as recommended by DOT;

ii. Dissemination of information regarding Metrorail, Metrobus, ridesharing, and other relevant transit options in residential sales packages;

iii. Making Metro maps, schedules, marketing materials, and forms, as well as information on other relevant transit options, available to owners either in an HOA newsletter to be published on a regular basis and not fewer than four (4) times per calendar year or on an HOA web site;

iv. Providing a sidewalk system designed to encourage/facilitate pedestrian circulation, as more particularly shown on the CDP/FDP/SE Plat;

v. Providing broadband, high capacity data/network connections in all dwellings to facilitate working at home;

vi. Providing two (2) SmarTrip Cards per household, on a one time basis at settlement for the initial purchase of dwellings on the Application Property. Each SmarTrip card shall include a pre-paid value of $100.00.

j. The Applicant shall pay $2,500.00 to adjust the signal timing, phasing, and cycle length at the intersection of Route 1 and Huntington Avenue to improve traffic flow. The Applicant shall make this contribution at the time of final site plan approval. Using the rezoning approval date as the base date, this cash contribution shall be adjusted according to the construction cost index, as published in the *Marshall & Swift Building Cost Index*.

3. TREE PRESERVATION, LANDSCAPING, AND OPEN SPACE

a. Tree Preservation Plan. The Applicant shall submit a tree preservation plan as part of the first and all subsequent site plan submissions. The tree 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, DPWES.

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 10 inches in diameter and greater, and 25 feet to either side of the limits of clearing and grading shown on the CDP/FDP/SE Plat 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/SE Plat 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 any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

b. Protection of Existing Understory Vegetation and Soil Conditions in Tree Preservation Areas. The Applicant shall clear the proposed open space of dead trees and invasive plant materials, as approved by the UFM, DPWES.

All tree preservation-related work occurring in or adjacent to tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved,

including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance in tree preservation areas, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of UFM, DPWES.

The use of equipment in tree preservation areas will be limited to hand-operated equipment such as chainsaws, wheel barrows, rakes, and shovels. Any work that requires the use of motorized equipment, such as tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM, DPWES.

c. Tree Preservation Walk-Through. 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 walk-through meeting. During the tree preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFM, DPWES 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 adjacent trees and associated understory vegetation and soil conditions. The Applicant shall notify the Mount Vernon District Supervisor ten (10) days in advance of the tree preservation walk through meeting, and the Mount Vernon District Supervisor, or his representative, shall be given the opportunity to attend the tree preservation walk through meeting.

d. 1) Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP/FDP/SE Plat, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails, as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP/SE Plat, they shall be located in the least disruptive manner necessary as determined by UFM, DPWES. A replanting plan shall be developed and implemented, consistent with the installed utilities and/or trails and any easements associated therewith, subject to approval by UFM, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.

2) Tree Protection Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fencing. Tree protection fencing in the form of four (4) foot 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 to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition and phase I & II erosion and sediment control sheets, as may be modified by the proffer pertaining to "Root Pruning" below. All tree protection fencing shall be installed after the tree preservation walk-through meeting, but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist and UFM, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Ten (10) days prior to the commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection devices, the UFM, DPWES and the Mount Vernon District Supervisor shall be notified and given the opportunity to inspect the site to ensure 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, DPWES. At the discretion and direction of the Mount Vernon District Supervisor, the adjacent and abutting property owners shall be notified by United States Mail no later than five (5) days prior to the commencement of any clearing, grading, or demolition activities and invited to a meeting with the Mount Vernon District Supervisor to inspect the site to ensure that all tree protection devices have been correctly installed.

e. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The details for these treatments shall be reviewed and approved by UFM, DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
- Root pruning shall take place prior to any clearing and grading, or demolition of structures.
- Root pruning shall be conducted with the supervision of a certified arborist.
- An UFM, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.

f. Demolition of Existing Structures. Unless an exception is approved by UFM, DPWES, the demolition of all existing features and structures within areas protected by the limits of clearing and grading areas shown on the CDP/FDP/SE Plat shall be done by hand without heavy equipment and 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, DPWES.

g. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Application Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers and UFM approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFM, DPWES. The Mount Vernon District Supervisor shall be notified of the name and contact information of the Applicant's representative responsible for site monitoring at the tree preservation walk-through meeting.

h. Reforestation Plan. A reforestation plan shall be submitted for the area within the floodplain limits. This plan shall be submitted concurrently with the first and all subsequent site plan submissions for review and approval by UFM, DPWES, and shall be implemented as approved. The plan shall propose an appropriate selection of species based on existing and proposed site conditions to restore the area to a native forest cover type. The reforestation plan shall include but not be limited to the following:

- Plant list detailing species, sizes and stock type of trees and other vegetation to be planted;
- Soil treatments if necessary;
- Mulching specifications;
- Methods of installation;
- Maintenance;
- Mortality threshold;
- Monitoring; and
- Replacement schedule.

i. Tree Value Determination. The Applicant shall retain a professional arborist with experience in plant appraisal to determine the replacement value of all trees 10 inches in diameter or greater located within 25 feet of the outer edge of the limits of clearing and grading, as shown on the CDP/FDP/SE Plat. These trees and their value shall be identified on the tree preservation plan at the time of the first submission of the site plan. The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" 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, DPWES.

j. Tree Bonds. At the time of site plan approval, the Applicant shall both post a cash bond and a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined that die or are dying due to unauthorized construction activities. The letter of credit shall be equal to 50% of the replacement value of the bonded trees. The cash bond shall consist of 33% of the amount of the letter of credit.

At any time prior to final bond release, should any bonded trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent species and ten (10) year canopy cover as approved by UFM. At the time of approval of the final RUP, the Applicant shall be entitled to request a release of any monies remaining in the cash bond and a reduction in the letter of credit to an amount equal to 20% of the total amounts originally committed.

Any funds remaining in the letter of credit or cash bond will be released two (2) years from the date of release of the Application Property's conservation escrow, or sooner, if approved by UFM, DPWES.

k. The Applicant shall provide a tree transplanting plan as part of the first and all subsequent submissions of the site plan for review and approval by the UFM, DPWES. The plan shall be prepared by a professional with experience in the preparation of tree transplanting plans, such as a certified arborist or landscape architect. The plan shall address the transplanting of the existing trees on the site. The use of motorized equipment, such as tree transplanting spades, skid loaders, tractors, trucks, stump grinders, etc., or any accessory or attachment connected to this type of equipment, shall be permitted with the approval of UFM, DPWES.

l. With respect to Lot 77, which is located off-site, landscaping within the twenty-five (25) foot transitional screening area shall be limited to fifteen (15) feet from the Lot 77 lot line and shall be approved by the UFM, DPWES.

4. RECREATIONAL FACILITIES

The Applicant shall comply with Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities for the residential uses. The Applicant proffers that the minimum expenditure for the recreational facilities shall be $955.00 per residential unit. The Applicant shall receive credit for on-site recreational facilities that may include, but not be limited to, trails in the open space, a pedestrian connection to the adjacent Huntington Community (Arlington Terrace and Farrington Avenue), outdoor seating internal to the development, and a gazebo/picnic area. The balance of any funds not expended on-site shall be contributed to the FCPA for park improvements to Huntington Park, located in close proximity to the Application Property on the south side of Cameron Run.

At the time of site plan approval, the Applicant shall also contribute the sum of $85,000.00 to the FCPA for the future development of the Cameron Run Stream Valley Trail. Using the rezoning approval date as the base date, this cash contribution shall be adjusted according to the construction cost index, as published in the *Marshall & Swift Building Cost Index*.

The Applicant shall make the above-referenced contributions for recreational facilities at the time of site plan approval.

5. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

a. In lieu of constructing an on-site stormwater management pond, the Applicant intends to process a waiver of standard on-site stormwater management detention requirements. If the waiver is approved, the Applicant shall provide on-site storm drainage improvements through construction of a grassy swale stormwater drainage channel, which will connect to an on-site concrete channel, which continues off-site, as shown on the CDP/FDP/SE Plat, and discharges stormwater into Cameron Run. The Applicant shall prepare and submit a Water Quality Impact Assessment ("WQIA") relative to the drainage channel as part of final site plan review.

b. In the event that DPWES does not approve a waiver of standard on-site stormwater management detention requirements, the Applicant shall apply for a PCA/FDPA to establish an on-site stormwater management pond, which may result in a loss of density.

c. The innovative best management practices ("BMP") measures, as shown on the CDP/FDP/SE Plat, are natural filtration through indigenous plantings throughout the open space area, a grass swale, and the utilization of permeable porous brick pavers in the common parking areas, as shown on the CDP/FDP/SE Plat. Other innovative BMP measures may be substituted, as determined by DPWES. Any innovative BMP measures shall be maintained in accordance with the PFM or other policies established for innovative BMP measures, as determined by DPWES. Said maintenance responsibilities shall be addressed in an agreement to be reviewed and approved by the County Attorney's Office, which agreement shall be incorporated into the HOA documentation. Purchasers shall be advised in writing prior to entering into a contract of sale that the HOA shall be responsible for the maintenance of all of the innovative BMP measures. Maintenance procedures shall be included in the HOA documents, which shall also specify that the HOA is responsible for the maintenance of the innovative BMP measures. Further, the developer shall establish an initial reserve fund for the maintenance of innovative BMP measures for a period of twenty (20) years, in the amount of $20,000.00, with the HOA, prior to conveyance of the first dwelling unit on the Application Property. The amount of the initial reserve fund is based upon engineering calculations, which are based upon information contained in "Fairfax County – LID BMP Fact Sheet – Permeable/Porous Pavements," dated February 28, 2005.

In the event that the proposed innovative BMP measures are not approved by DPWES and alternative water quality management measures are required which affect the site design, the Applicant shall request an administrative interpretation of site design modifications. If such modifications are deemed by the Zoning Administrator, agents, or assigns to be too extensive to be granted by administrative approval, the Applicant shall file a PCA to address alternative water quality measures.

d. The Applicant will provide storm drainage and floodplain easements at the time of site plan approval, subject to the review and approval of DPWES.

e. To address an existing off-site storm drainage condition, the Applicant shall perform grading and shall install a storm drainage inlet on parcels 83-1 ((1)) 61 and 83-1 ((14)) (E) 2B, as depicted on Exhibit 1 to these proffers. The Applicant's obligation is subject to the approval of the owners of the above-referenced parcels and the granting of any necessary easements.

6. AFFORDABLE HOUSING

The Applicant shall construct two (2) affordable dwelling units, as defined by Fairfax County Housing and Community Development, on-site concurrent with the construction of other units within the same buildings, as shown on the CDP/FDP/SE Plat.

7. DESIGN

a. The architectural design of individual units shall substantially conform to the architectural style of the elevations, as shown on Sheets 7, 8, and 9 of 10 of the CDP/FDP/SE Plat, and shall include brick fronts and brick sides, except for gables and pediments. All dwelling units and additions on the Application Property shall be constructed at least fifteen (15) feet from the floodplain boundary, as shown on the CDP/FDP/SE Plat.

b. All homes constructed 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 either electric or gas energy systems, as applicable.

c. All homes shall contain a two (2)-car garage and driveways, as shown on the CDP/FDP/SE Plat. All driveways shall be eight (8) feet or less in length, with the exception of the affordable dwelling units, which shall have driveways ten (10) feet in length. The driveways shall be constructed of either concrete/brick pavers or bomanite surfaces.

d. A covenant shall be recorded in the land records of Fairfax County which provides that garages shall only be used for a purpose that will not interfere with the intended purpose of garages (i.e., the 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 inure to the benefit of the HOA (which shall be established by the Applicant pursuant to these proffers) and Fairfax County. Said use restriction for garages shall be included in the HOA documentation prepared in conjunction with the proposed development. Initial purchasers shall be advised of the use restriction prior to entering into a contract of sale.

e. Fences, which are six (6) feet in height, except as otherwise noted below, and which are either board-on-board or brick pier and board-on-board construction, shall be installed on the Application Property, as generally shown on the CDP/FDP/SE Plat. The exception shall be a section of four (4)-foot high fencing to be constructed on top of the retaining wall at the southwestern corner of the Application Property, as shown on Sheet 5 of 10 of the CDP/FDP/SE Plat. Notwithstanding the fencing shown on Sheet 5 of 10 of the CDP/FDP/SE Plat, a further exception shall be the section of fencing that buffers certain contiguous off-site parcels, identified as Tax Map 83-1 ((14)) (E) 2A and 2B, which shall be six (6) feet in height and iron rod construction. Such fencing shall be constructed to adequately buffer the unconsolidated parcels, identified as Tax Map 83-1 ((1)) 77, 83-3 ((1)) 93, and 83-3 ((1)) 94, and the adjacent Huntington Community, as shown on the CDP/FDP/SE Plat.

f. Privacy fences, which are six (6) feet in height and board-on-board construction, may be constructed at the back of front-loading garage units, as shown on the CDP/FDP/SE Plat, to create private yards for those units.

g. The minimum front yards for the rear load units shall be five (5) feet, as shown on the CDP/FDP/SE Plat. The minimum rear yards for the front load units shall be ten (10) feet, as shown on the CDP/FDP/SE Plat. The minimum side yards shall be five (5) feet. Side entrance features may be located within the five (5)-foot side yard setbacks, but shall be located at least one (1) foot from the property lines, as shown on the CDP/FDP/SE Plat.

h. Decks of varying widths and depths may be installed on all front-load garage units no closer than five (5) feet to the rear property line and no closer than two (2) feet to the rear property line on the rear-load garage units. The maximum size of the deck for each individual unit shall be disclosed in the HOA documents and in all applicable sales promotional materials and sales contracts, including graphic depiction in all applicable sales materials, which displays the individual lot and deck sizes for each individual unit.

i. The Applicant shall provide amenities, such as lighting, benches, and trash receptacles on the Application Property, as noted on Sheet 5 of 10 of the CDP/FDP/SE Plat.

j. Parking shall be provided in accordance with the tabulations, as noted on Sheet 1 of 10 of the CDP/FDP/SE Plat.

8. LIGHTING

Outdoor lighting on the private streets and common areas shall include full cutoff fixtures and shall be directed downward and inward to minimize glare onto adjacent residential properties. Street lighting shall not exceed a height of ten (10) feet measured from the grade level to the top of the structure. All lighting shall be compliant with Section 14-900 of the Zoning Ordinance.

9. PUBLIC FACILITIES

Per the Residential Development Criteria Implementation Motion adopted by the BOS on September 9, 2002, effective January 7, 2003, at the time of site plan approval, the Applicant shall contribute the sum of $52,500.00 to the BOS for transfer to the Fairfax County School Board. These funds shall be allocated by the BOS for capital improvements contained in the adopted Capital Improvement Program ("CIP") for public schools within Fairfax County. If approved by the BOS or its authorized agent, the Applicant may make an in-kind contribution for capital improvements to the Fairfax County School Board equal to, or greater in value than, the cash contribution, as determined by the BOS or its authorized agent.

10. HOMEOWNERS' ASSOCIATION

The Applicant shall establish an HOA for the proposed development to own, manage, and maintain all common areas, including, but not limited to, open space areas, trails, sidewalks, private streets, outdoor seating, a gazebo/picnic area, and landscaping. The requirement to maintain the aforementioned, including the maintenance of innovative BMP measures, as addressed in Paragraph 5(c) above, and trash pick-up related to the bus shelter, as addressed in Paragraph 2(h) above, and maintenance of the private streets, as addressed in Paragraph 2(d) above, shall be the responsibility of the HOA and shall be included in the HOA documentation. The HOA documentation shall also include minimum yard requirements, maximum deck sizes permitted for the proposed development, the utilization of TDM strategies, as addressed in Paragraph 2(i) above, the setback requirement from the floodplain boundary, as addressed in Paragraph 7(a) above, and the use restriction of garages, as addressed in Paragraph 7(d) above. In accordance with the Virginia Property Owners' Association Act, Section 55 of the Code of Virginia, purchasers shall be advised of these requirements and restrictions prior to entering into a contract of sale through a disclosure package that contains the HOA documentation.

In the event that, and at such time as, the unconsolidated parcels depicted on the CDP/FDP/SE Plat and identified as Tax Map 83-1 ((1)) 77, 83-3 ((1)) 93, and 83-3 ((1)) 94 are redeveloped, the HOA shall provide the owners of the redeveloped parcels with disclosure packages that contain the HOA documentation, as described above, which shall include the option for the owners of the redeveloped parcels to join the HOA. If an owner of a redeveloped parcel chooses to join the HOA, such owner shall be subject to all of the rights and obligations, in the same manner and to the same extent, as the owners of parcels within the proposed development.

11. HERITAGE RESOURCES

The Applicant shall provide one (1) copy of a Phase I Archaeology Survey of the undeveloped portions of the Application Property to the Park Authority Resource Management Division within thirty (30) days of the study or survey completion. If potentially significant archaeological resources are discovered, Phase II testing and Phase III data recovery shall be performed by the Applicant as may be recommended by the Park Authority Resource Management Division. Copies of subsequent studies shall also be forwarded to the Park Authority Resource Management Division within thirty (30) days of the study or survey completion.

A particular heritage resource, which is located at Tax Map 83-1 ((1)) 64, has been identified by Staff. For the purpose of recording and documenting relevant historic information prior to demolition, the Applicant shall cause the house located at Tax Map 83-1 ((1)) 64 to be photographed and documented, prior to its 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, written documentation, and a description of the 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 the VDHR Preliminary Information Form, and shall be completed prior to demolition of the existing house. Said documentation shall include a sketch plan drawing 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"). The Applicant shall provide written documentation to DPZ that required documentation has been submitted to the Virginia Room. A minimum of thirty (30) days prior to the demolition of the house, the Applicant shall provide DPZ with written notice and shall permit representatives of DPZ, the History Commission, and the FCPA access to the house during said thirty (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. The aforementioned efforts relative to the heritage resource located at Tax Map 83-1 ((1)) 64 shall not limit additional efforts with regard to heritage resources located elsewhere on the Application Property as may be deemed appropriate for the Phase I Archaeology Survey or subsequent studies, as referenced above.

12. GEOTECHNICAL STUDY

The Applicant acknowledges the presence of marine clay soils on a portion of the Application Property. The Applicant shall submit a geotechnical study for the Application Property at the time of site plan submission, which geotechnical study shall be prepared by a certified geotechnical engineer. The Applicant shall perform mitigation measures, as recommended by the geotechnical study and required by DPWES.

The Applicant shall prepare reports to document the existing conditions of the contiguous off-site properties prior to the commencement of any grading or development activities on the Application Property. Any portion of the contiguous off-site properties or structures on such properties that may be damaged or may have shifted as a result of the Applicant's and/or Applicant's contractor's or

subcontractor's grading and/or construction activity, shall be repaired and stabilized by a bonded and insured licensed state contractor paid for by the Applicant, subject to the contiguous off-site property owner's consent and granting of access. Such repairs and stabilization shall be commenced within ninety (90) days of written notification to the Applicant by a contiguous off-site property owner specifying the damage done by the Applicant's and/or Applicant's contractor's or subcontractor's grading and/or construction activity, unless reasonable additional time is needed to determine an appropriate course of action for repair. Upon receipt of said written notice, the Applicant and the contiguous off-site property owner shall meet to inspect the damage claim, compare the damage claim with an existing condition report, and determine the appropriate course of action for repair. If repair is warranted under the requirements of this proffer, such repair shall be diligently pursued and completed without unreasonable delay and within no more than ninety (90) days after commencement of the repairs, unless reasonable additional time is required because of the nature of the repairs. Any repair required pursuant to the requirements of this proffer shall be insured with a General Liability Policy, as described in Proffer 17 below. If, despite good faith efforts by both parties, an appropriate course of action for repair cannot be agreed upon, then the parties shall submit the matter to arbitration under the rules of the American Arbitration Association before taking any other action. The foregoing responsibility of the Applicant shall begin upon the commencement of development and shall remain in effect until two (2) years after final bond release.

13. DEDICATION OF OPEN SPACE

The Applicant shall dedicate 6.3594 acres of open space to the FCPA in fee simple, as shown on the CDP/FDP/SE Plat. Such dedication shall occur prior to bond release for development of the Application Property or upon demand of Fairfax County, whichever first occurs.

14. REMEDIATION PROGRAM

If contaminants are detected in concentrations requiring remedial action, a remediation program shall be performed in accordance with all applicable Federal, State, and County requirements. Sufficient documentation of completion of the remediation program (with the exception of long-term follow-up monitoring efforts, if necessary), or an appropriate corrective action plan consistent with the proposed development, as determined by DPWES in conjunction with the reviewing agencies, shall be provided to DPWES prior to final site plan approval.

The Applicant shall remove and dispose of any hazardous or environmentally injurious materials discovered on the Application Property in accordance with all applicable State, Federal, and County requirements.

15. ASBESTOS

If DPWES determines that a potential health risk exists due to the presence of asbestos-containing materials on the Application Property, then the Applicant shall:

a. Take appropriate measures, as determined by the Health Department, to alert all construction personnel as to the potential health risks; and

b. Commit to appropriate techniques, as determined by DPWES in coordination with the Health Department and the Applicant, relative to the removal and disposal of the asbestos-containing materials in accordance with all applicable State, Federal, and County requirements.

16. GENERAL LIABILITY POLICY

During development, General Liability insurance coverage, with a limit of $1,000,000.00 per occurrence with a $3,000,000.00 aggregate, insuring against on and off-site property damage resulting from faulty and/or negligent grading and/or construction by the Applicant and/or Applicant's contractor or subcontractor on the Application Property, shall be obtained by the Applicant. Fairfax County shall be included as an additional insured party in the insurance policy required under this proffer, and Fairfax County, as the additional insured, shall be given a forty-five (45) day notice of any proposed changes to the policy. All contractors and subcontractors working on the Application Property or contiguous off-site properties, as described in Proffer 17 above, shall also be required to obtain and maintain general liability insurance coverage in a commercially reasonable amount. The Applicant and/or Applicant's contractor and subcontractor working on the Application Property or contiguous off-site properties, as described in Proffer 17 above, shall provide certificates of insurance as proof of coverage to Fairfax County, upon request.

17. SUCCESSORS OR ASSIGNS

These proffers shall bind and inure to the benefit of the Applicant and his or her successors and assigns.

18. 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 and the same instrument.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

APPLICANT;
TITLE OWNER OF TAX MAP 83-1 ((1)) 56, 57, 62A, 62B, 63, 65, 67, 69, 70, 71, 72, 73, 74, 76, 76A, 78, 79, 82, 83, 85; 83-1 ((18)) 1-4; 83-3 ((1)) 95, 96, 97, 98, 99, PRIVATE ALLEY BETWEEN FOLEY ST & HUNTING CREEK RD ON 83-1 ((1));
CONTRACT PURCHASER OF TAX MAP 83-1 ((1)) 64, 68, 80; A PORTION OF FOLEY STREET PUBLIC RIGHT-OF-WAY TO BE VACATED AND/OR ABANDONED;

MHI-HUNTINGTON, L.L.C.

BY: Madison Homes, Inc., Its Managing Member

BY: _____, President
Russell S. Rosenberger, Jr., President

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

TITLE OWNERS OF TAX MAP 83-1 ((1)) 80

CLIFTON WARREN MATTOX, JR.

BY: Madison Homes, Inc., his Agent and Attorney-in-Fact

BY: Russell S. Rosenberger, Jr., President, Madison Homes, Inc.
Agent and Attorney-in-Fact for Clifton Warren Mattox, Jr.
Russell S. Rosenberger, Jr., its President

MARTHA A. MATTOX

BY: Madison Homes, Inc., her Agent and Attorney-in-Fact

BY: Russell S. Rosenberger, Jr., President, Madison Homes, Inc.
Agent and Attorney-in-Fact for Martha A. Matt
Russell S. Rosenberger, Jr., its President

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

TITLE OWNER OF TAX MAP 83-1 ((1)) 64, 68

HOWARD WALLACH

BY: Madison Homes, Inc., his Agent and Attorney-in-Fact

BY: Russell S. Rosenberger, Jr., President, Madison Homes, Inc
Agent and Attorney-in-Fact for Howard Wallac
Russell S. Rosenberger, Jr., its President

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

TITLE OWNER OF A PORTION OF FOLEY STREET (ROUTE 1324)
Public right-of-way to be abandoned and/or vacated

BOARD OF SUPERVISORS OF FAIRFAX COUNTY

BY: _____
Anthony H. Griffin, County Executive

[SIGNATURES END]

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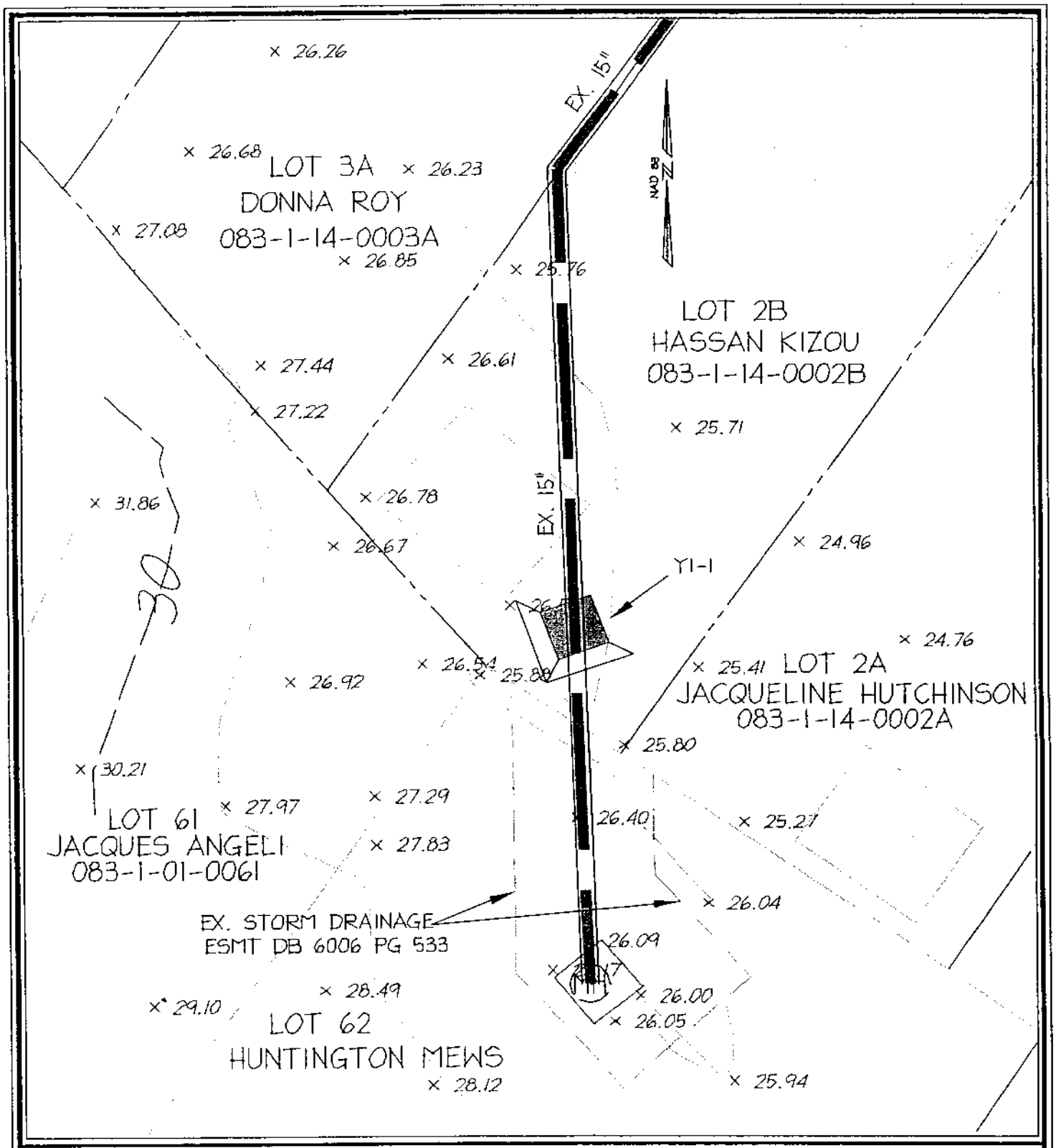

christopher consultants
engineering surveying land planning

HUNTINGTON MEWS		
OFFSITE STORMWATER	DATE:	DRAWN BY: DJM
INLET LAYOUT 1	09-13-05	SCALE: 1" = 10'