PROFFERS

GREGOR, LLC

PCA 78-C-098-2

March 31, 2006

Pursuant to Section 15.2-2303(A) Code of Virginia, 1950, as amended, Gregor LLC (hereinafter referred to as the "Applicant"), for themselves, their successors and assigns, in PCA 78-C-098-2 filed on property identified as Fairfax County tax map reference 17-4((1))1 (hereinafter referred to as the "Application Property"), hereby proffers to the following, provided that the Board of Supervisors approves PCA 78-C-098-2 in conjunction with a Conceptual Development Plan Amendment/Final Development Plan Amendment for hotel and residential use, and all requested modifications and variances. If accepted, these proffers shall replace and supersede any previous proffers approved on the Application Property.

1. Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA")

   a. Development of the Application Property shall be in substantial conformance with the CDPA/FDPA entitled Boxwoods, containing sixteen sheets prepared by Urban Engineering and Assoc., Inc., dated September 28, 2005, as revised through February 14, 2006.

   b. Notwithstanding that the CDPA/FDPA is presented on sixteen sheets and is the subject of Proffer 1(a) above, it shall be understood that the CDPA shall be limited to the points of access, location and amount of open space, the maximum square footage and maximum number of dwelling units, the general location and arrangement of the buildings, uses and parking spaces/garage and the setbacks to the peripheral lot lines. The Applicant shall have the option to request a FDPA for elements other than the CDPA elements from the Planning Commission for all of, or a portion of, the CDPA/FDPA in accordance with the provisions of Sect. 16-402 of the Zoning Ordinance.

   c. Pursuant to Par. 5 of Sect. 18-204 and Par. 4 of Sect. 16-403 of the Zoning Ordinance, minor modifications to the proffers and the CDPA/FDPA may be permitted as determined by the Zoning Administrator. Pursuant to these Zoning Ordinance provisions, minor modifications to the size, dimensions, footprints, and location of entrances/exits of the proposed development at time of site plan submission based on utility locations and final engineering design may be made, provided such are in accordance with the above-referenced Zoning Ordinance provisions.

   d. The architectural design of the multiple family buildings shall be in general conformance with the character of the elevations on Sheet 16 of the

CDPA/FDPA and the exterior building materials shall primarily consist of a combination of slate, stone, brick and glazing.

2. Uses and Intensity

A hotel, consisting of a maximum of six (6) guest rooms, shall be permitted as the permanent principal use in the Manor House, shown as the existing 3 story brick building on the CDPA/FDPA, and a maximum of sixty (60) multiple family dwelling units shall be permitted as a secondary use of the Application Property. The length of stay in the hotel shall be limited to less than thirty (30) days per visit. Other permitted accessory uses of the Manor House shall include a lobby, meeting space, management office and possibly an arts and crafts studio for the multiple family dwellings. In addition, as ancillary uses, the Manor House may be used for cooking displays and demonstrations, educational dinners and other similar community/social functions, and the Manor House and/or grounds may be leased for catered weddings or other similar community/social functions. During the development of the Application Property, the Manor House and the existing four (4) car garage, which is to be removed, may be used for the principal use of offices. Other permitted secondary uses shall include accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance. Additional principal and secondary uses may be permitted with the approval of a subsequent final development plan amendment or special exception in accordance with the provisions of Sect. 6-205 of the Zoning Ordinance.

The amount of gross floor area allocated to hotel and residential uses shall be in general accordance with the gross floor areas specified on the CDPA/FDPA, provided the gross floor area for hotel uses may be increased by up to a maximum of 1000 square feet, with a corresponding reduction in the residential gross floor area. In no event shall the maximum overall gross floor area and FAR exceed 147,806 square feet and 0.65, respectively.

3. Landscaping

A landscape plan shall be submitted as part of the site plan and shall be coordinated with and approved by Urban Forest Management ("UFM") of the Department of Public Works and Environmental Services ("DPWES"). The plan shall be in substantial conformance with the plantings as shown on Sheets 6 and 8 of the CDPA/FDPA. Location of plantings may be adjusted based on utility locations and final engineering details as approved by the UFM during the tree preservation and transplanting plan and/or site plan review or when actual plantings occur to adjust to field conditions.

4. Tree Preservation and Transplanting

a. The Applicant commits to tree and shrubbery preservation as detailed on Sheets 6, 7 and 8 of the CDPA/FDPA, which classifies trees into four categories: trees to be saved ("Save"); trees to be moved/transplanted ("Move"); trees that the Applicant will try to save ("Try"); and trees that will be removed ("Lose"). These designations are a result of a survey of the existing trees which provides condition analysis ratings as percentages based on the guidelines and methods set forth in the latest edition of the *Guide for Plant Appraisal* published by the International Society of Arboriculture.

The Applicant shall use best faith efforts to save those trees designated as Try on Sheet 8 of the CDPA/FDPA. Some of the trees that are designated as Lose may be relocated on the Application Property if determined feasible by the Applicant and UFM.

In addition, within those areas containing trees designated as Save and Try, the Applicant shall be able to do the following activities, as long as doing so does not jeopardize those trees designated as Save, as determined by UFM:

(1) transplant azaleas or other existing shrubbery or plant new shrubbery in the area along the northern boundary of the Application Property; and/or

(2) renovate or reconstruct the existing wall, and reconstruct or remove the existing stairs in the area along Old Reston Avenue; and/or

(3) dredge the existing pond in the area along the southern and southeastern portions of the Application Property; and/or

(4) remove existing undergrowth in the area along the southern and southwestern portions of the Application Property; and/or

(5) remove the existing trees designated as Lose on Sheet 8 of the CDPA/FDPA in the area along the western boundary of the Application Property.

In addition, within those areas containing trees designated as Try, the Applicant retains the right to install sanitary sewer and storm sewer lines.

b. The Applicant shall submit a tree preservation and transplanting plan. The plan shall be prepared by a professional with experience in the preparation of preservation and transplanting plans, such as a certified arborist or landscape

architect, and such plan shall be reviewed and approved by the UFM of DPWES. Such plan may be approved prior to site plan approval but shall be included as part of the approved site plan.

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 designated as Save on Sheet 8 of the CDPA/FDPA. 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. During the tree preservation and transplanting plan review and approval process, the Applicant shall work with UFM on procedures necessary to ensure that trees designated as Save shall be saved and to facilitate preserving the trees that are designated as Try on Sheet 8 of the CDPA/FDPA while accommodating the activities specified in Proffer 4a above. Specific tree preservation activities and procedures that will maximize the survivability of trees identified to be preserved, such as crown pruning, root pruning, mulching, fertilization, and other techniques as necessary, shall be clearly identified, labeled, and detailed on the plan, and the Applicant shall implement the procedures in the development process.

The transplanting plan shall identify the exact location of the trees and shrubs to be transplanted; shall provide an assessment of the condition and survival potential of the plants designated for transplanting; shall include the timing of transplantation; the proposed time of year of the transplanting; the transplant methods to be used, including tree spade size if one is used; the relocation site and relocation site preparation materials and methods; the initial care after transplanting, including mulching and water specifications to be conducted; and the long term measures including the installation of tree protection fencing and watering.

c. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have marked, with a line of flagging prior to the walk-through meeting, the on site limits of clearing and grading, if any, and the tree preservation areas, which shall be established to preserve the trees designated as to be saved on the tree preservation and transplanting plan. During the tree preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk such limits of clearing and grading and tree preservation areas with a UFM representative to determine whether adjustments to the clearing limits or tree preservation areas can be made to increase the tree preservation area and the survivability of trees at the edge of the limits of clearing and grading or tree preservation areas, and such adjustments shall be made. The Applicant shall notify the Hunter Mill District Supervisor seven (7) days in advance of the tree preservation walk-

through meeting and the Hunter Mill District Supervisor or representative shall be given the opportunity to attend the meeting.

Trees that are to be removed shall be removed in a manner that avoids damage to surrounding trees and vegetation that are to be retained. 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 vegetation that are to be retained.

d. Trees that are designated to be saved on the tree preservation plan shall be protected by tree protection fencing. Tree protection fencing of a type approved by UFM shall be installed after the tree preservation walk-through but prior to any clearing and grading activities. The tree protection fencing shall be installed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Five (5) days prior to commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection fencing, UFM and the Hunter Mill District Supervisor shall be notified and given the opportunity to inspect the Application Property to assure that all tree preservation devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities to include demolition of existing structures shall occur until the fencing is installed correctly, as determined by UFM.

e. 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 designated as save on the tree preservation and transplanting plan. These trees and their value shall be identified on the tree preservation plan. The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the "Trunk Formula Method" contained in the latest edition of the *Guide for Plan Appraisal* published by the International Society of Arboriculture, subject to review and approval by UFM.

f. At the time of the tree preservation and transplant 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 save 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 be 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 canopy cover, and have a size of not less than 3", as approved by UFM. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any bonded tree that is dead or dying or improperly removed due to unauthorized activity. This payment shall be paid to a fund established by the County for furtherance of tree preservation objectives. At the time of the approval of the final Residential Use Permit (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, or 100% release if approved by UFM.

Any funds remaining in the letter of credit or cash bond will be released one (1) year from the date of release of the Application Property's conservation escrow, or sooner, when approved by UFM.

g. 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 tree preservation and transplanting plan, and reviewed and approved by UFM. The Hunter Mill 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-though meeting.

h. Notwithstanding the above provisions, prior to site plan approval, the Applicant may demolish the existing office buildings and/or bathhouse, transplant some of the existing shrubbery and/or trees, and remove some of the existing trees designated as Lose on Sheet 8 of the CDPA/FDPA. Such shall be allowed only with the submission and approval by UFM of a partial or total tree preservation and transplanting plan, which plan shall be prepared in accordance with the specifications of Proffer 4b above. If a partial tree preservation and transplanting plan is submitted, the plan shall identify the area of the Application Property involved in the proposed demolition, transplanting and/or tree removal, and subject to the partial tree preservation and transplanting plan. Such transplanting/removal and demolition may also occur prior to marking the limits of clearing and grading and areas of tree

preservation and erecting the tree protection fencing for the entire site; provided the limits of clearing and grading and areas of tree preservation and any tree protection fencing relevant to the areas of the Application Property affected by the demolition, transplanting and/or tree removal are installed, inspected and approved in advance by UFM.

5. Retaining Walls

Retaining walls with a maximum height of three (3) feet shall be allowed throughout the Application Property. Retaining walls with heights greater than three (3) feet shall be permitted only as shown on the CDPA/FDPA and shall consist of stone and/or brick and/or architectural grade concrete.

6. Site Amenities

Site amenities shall include:

a. Retention and renovation of the existing gazebo (circa 1890) and pond, and retention, as shown on the CDPA/FDPA, of many of the existing mature trees and shrubbery. An aerator may be added to the pond and other changes may be made if necessary to meet stormwater management/best management practice requirements, as approved by DPWES.

b. Walkways and paths throughout the Application Property connecting the residential uses with the Manor House, cabana and gazebo and pond, to include covered walkways between the Manor House and the residential buildings.

c. Landscaped plaza between the two residential buildings.

d. The existing wall along Old Reston Avenue shall be repaired or reconstructed with stone and/or masonry products, generally in the same location and of similar dimension as what currently exists. The existing stairs on Old Reston Avenue may be removed or renovated; if renovated, the stairs shall be of in-kind materials and design as currently exists or of stone and/or masonry products.

e. Addition of a new cabana structure containing a warming kitchen facility and possible restroom facility.

f. An exercise/fitness facility within a multiple family residential building, and possibly an arts and crafts studio for painting, sculpting and hobbies, which may be located either in the basement of the Manor House or in one of the

multiple family residential buildings. If the arts and craft studio is located within the basement of the Manor House, it shall be open to residents and hotel guests only.

7. Stormwater Management

At the time of site plan submission and review, the existing on-site pond will be analyzed for stormwater management and best management practices, and if possible, the existing pond will be retrofitted to provide stormwater management and best management practices for the development. If adequate capacities can not be achieved on-site, the Applicant will pursue other options to meet these requirements, which may include entering into a maintenance agreement ("Agreement") with the owner of the offsite facilities. Such Agreement shall be reviewed and approved by the County Attorney's Office and DPWES prior to the recordation of the Agreement in the land records of the County, and such recordation shall occur prior to final site plan approval for the development.

8. Parks and Recreation

a. The development shall comply with Par. 2 of Sect. 6-209 and Sect. 16-404 of the Zoning Ordinance regarding developed recreational facilities for residential uses. The developed recreational facilities to be provided on-site include the trails and gazebo, cabana, and exercise/fitness facility. At the time of site plan review, the Applicant shall demonstrate that the value of the proposed developed recreational facilities is equivalent to the minimum of $955 per dwelling unit as required by Sect. 6-209 of the Zoning Ordinance. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall have the option to: (1) provide additional on-site developed recreational facilities within the open space areas shown on the CDPA/FDPA, provided it is determined that the location and facility are in substantial conformance with the CDPA/FDPA; and/or (2) contribute funds to the Fairfax County Park Authority for off-site recreational purposes in a location(s) that is in the vicinity of the Application Property and that is reasonably expected to serve the future residents of the approved development.

b. In addition to the above, prior to the issuance of the first RUP on the Application Property, the Applicant shall contribute the sum of $34,185 to the Fairfax County Park Authority for use at park facilities in the vicinity of the Application Property. This contribution is based upon a total of sixty (60) dwelling units; in the event that less than sixty (60) units are shown on the approved site plan, the contribution shall be decreased on a pro-rata basis.

9. Lighting

All existing outdoor light shall be removed and replaced with new outdoor lighting which shall be in accordance with the Performance Standards contained in Part 9 of Article 14 of the Zoning Ordinance.

10. Heritage Resources

a. The Manor House (also known as the Wiehle House and the A. Smith Bowman House) shall be preserved on the Application Property and shall not be removed. The present exterior design shall be retained, however, minor modifications, replacement and/or maintenance of items such as wood trim, the porch, windows and other exterior elements of the Manor House shall be permitted. Replacement elements shall be of similar style as the existing features. The proposed possible additions to the Manor House, as shown on the CDPA/FDPA, shall have the same general exterior finishes as currently exist, such as painted white brick. The architectural plans for such exterior modifications and additions to the Manor House shall be subject to review and approval by the Fairfax County Architectural Review Board (ARB) prior to the issuance of a building permit for any proposed building addition.

b. All new structures on the Application Property shall be of compatible architectural style with the existing Manor House on the site and shall be subject to review and comment by the ARB.

11. School Contribution

Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, effective January 7, 2003, prior to the issuance of the first RUP on the Application Property, the Applicant shall contribute $52,500 to the Board of Supervisors for transfer to the Fairfax County School Board for use at the schools serving the Application Property. This contribution is based upon a total of sixty (60) dwelling units; in the event that less than sixty (60) units are shown on the approved site plan, the contribution shall be decreased on a pro-rata basis.

12. Affordable Housing

The Applicant shall contribute to the Fairfax County Housing Trust Fund a sum equal to 0.5 percent of the estimated sales price of all of the units approved for the Application Property, as shown on the approved site plan. This contribution shall be payable prior to the issuance of the first building permit for a dwelling unit, and the contribution shall be based upon the aggregate sales price of all of the units, as if all

of those units were sold at the time of the issuance of the first building permit for a dwelling unit, and is estimated through comparable sales of similar type units.

13. Temporary Signs

No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on the Application Property or at any other location off the Application Property by the Applicant or at the Applicants' direction to assist in the initial sale or rental of residential units on the Application Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental of residential units on the Application Property to adhere to this proffer.

14. Successors and Assigns

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

15. Severability

Any of the sections/buildings within the Application Property may be subject to Proffered Condition Amendments or Final Development Plan Amendments without joinder or consent of the other sections.

[SIGNATURE ON NEXT PAGE]

APPLICANT/TITLE OWNER OF TAX MAP
17-4 ((1)) 1

GREGOR, LLC

By: Locus, LLC, its Sole Manager/Member

By: Jorge A. Kfoury
Its: Sole Managing Member

[SIGNATURE ENDS]