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**WINCHESTER HOMES INC.
RZ/FDP 2005-DR-009
PROFFERS**

May 11, 2006

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owners and Applicant in this rezoning proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference 29-1-((1))-33, 33A, 34, 34A, 35, 36, 37, 37A, 38, 39, 40B, 41, a portion of 35A, Odrick's Lane (Rte. 3495) to be vacated and/or abandoned, and a portion of Gordon Lane (Rte. 3493) to be vacated and/or abandoned (hereinafter referred to as the "Property") will be in accordance with the following conditions if, and only if, said rezoning request for the PDH-3 District is granted by the Board of Supervisors of Fairfax County, Virginia (the "Board"). In the event said application request is denied or the Board's approval is overturned by a court of competent jurisdiction, these proffers shall be null and void. The Owners and the Applicant ("Applicant"), for themselves, their successors and assigns, agree that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board, in accordance with applicable County and State statutory procedures. The proffered conditions are:

I. GENERAL

1. Substantial Conformance. Subject to the proffers and the provisions of Article 16 of the Zoning Ordinance, under which minor modifications to an approved final development plan are permitted, the development shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan

(CDP/FDP), containing eight (8) sheets prepared by BC Consultants, dated January 2005, as revised through May 5, 2006.

2. Minor Modifications. Minor modifications from what is shown on the CDP/FDP and these Proffers, which may become occasioned as a part of final architectural and engineering design, may be permitted as determined by the Zoning Administrator in accordance with the provisions set forth in Section 16-403 of the Zoning Ordinance.

3. Lot Yield. The development shall consist of a maximum of nineteen (19) single-family detached units.

4. Establishment of HOA. Prior to record plat approval, the Applicant shall establish a Homeowners Association (HOA) in accordance with Sect. 2-700 of the Zoning Ordinance for the purpose of establishing the necessary residential covenants governing the design and operation of the approved development and to provide a mechanism for ensuring the ability to complete certain maintenance obligations and other provisions noted in these proffer conditions.

5. Escalation. All monetary contributions required by these proffers shall be adjusted upward or downward based on changes to the Marshall and Swift Building Cost Index occurring subsequent to the date of rezoning approval and up to the date of payment.

6. Length of Driveways. All driveways serving the approved residential units shall be a minimum of eighteen feet (18') in length without overhanging into the sidewalk from the inside of the sidewalk to the edge of the entrance to the garage.

7. Architectural Compliance. The architectural design of all units and open space improvements shall be of the same quality, general appearance and style as depicted on the illustrative perspectives, elevations, and sections shown on the CDP/FDP. The predominant materials used on the front exterior facades shall be brick, stone and/or masonry. Such open space improvements shall include the benches and pedestrian paths shown on the CDP/FDP.

8. Garage Conversion. Any conversion of garages that will preclude the parking of vehicles within the garage is prohibited. A covenant setting forth this restriction shall be disclosed in the HOA documents and recorded among the land records of Fairfax County (the "Land Records") in a form approved by the County Attorney prior to the sale of any lots. Prospective purchasers shall be advised of this use restriction, in writing, prior to entering into a contract of sale.

9. Encroachment of Decks and Similar Appurtenances. Decks, bay windows, patios, chimneys, areaways, mechanical equipment and other similar appurtenances may encroach into minimum yards as established on the "lot typical" generally described on the CDP/FDP, as permitted by Section 2-412 and/or Article 10 of the Zoning Ordinance. Further, such appurtenances shall not be included in the measurement of minimum distance between homes, as said minimum distance is stated on the CDP/FDP.

10. Retaining Walls. No retaining walls greater than four feet (4') in height shall be permitted on the Property unless shown and specified to a greater height on the CDP/FDP.

11. Sale of Portion of Parcel 35A. No applications, plans, plats or permits for the development of the Property shall be approved by the Board, its

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agents, officials, or employees, except for the possible subdivision of Parcel 35A necessary to convey all or a portion of Parcel 35A, until the Board has approved the conveyance of the portion of Tax Map 29-1-((1))-35A ("Parcel 35A") that is shown on the CDP/FDP as part of the Property (the "Board Property"). In the event the Board does not approve the conveyance to the Applicant of Board Property, any development of the Property under RZ 2005-DR-009 shall require a proffered condition amendment and the Applicant acknowledges and accepts that such amendment may result in a loss of density. The Applicant hereby waives any right to claim or assert a taking or any other cause of action that otherwise may arise out of a Board decision not to convey the Board Property to the Applicant.

II. TRANSPORTATION

12. Right-of-Way Abandonment or Vacation. No applications, plans, plats or permits for the development of the Property shall be approved by the Board, its agents, officials, or employees, except for the possible subdivision of Parcel 35A necessary to convey all or a portion of Parcel 35A, until the Board has approved the abandonment and/or vacation of the portion of Gordon Lane and the entirety of the Odrick's Lane rights-of-way that is shown on the CDP/FDP as part of the Property, and no action challenging the approval has been filed within thirty (30) days of such approval in a court of competent jurisdiction. In the event the Board does not approve the abandonment and/or vacation, or in the event that the Board's approval is overturned by a court of competent jurisdiction, any development of the Property under RZ 2005-DR-009 shall require a proffered condition amendment and the Applicant acknowledges and accepts that such amendment may result in a loss of density. The Applicant hereby waives any right to claim or assert a taking or any other cause of action that otherwise

may arise out of a Board decision to deny in whole or in part the right-of-way abandonment or vacation.

13. Gordon Lane Improvements. Prior to the issuance of the first building permit on the Property, the Applicant shall construct at no cost to the Board relocated Gordon Lane to an improved two-lane section PFM Category 2 road as shown on the CDP/FDP. For the purpose of obtaining the first building permit, "construct" shall mean open to traffic and generally completed, but for final "top coating" of the road. To ensure continued availability of access to Tax Map Parcels 29-1-((1))-40 and 40A ("Parcels 40 and 40A) to the south, the Applicant shall a grant a temporary public ingress-egress easement to the Board, in a form acceptable to the County Attorney, to be recorded among the Land Records immediately after the vacation and/or abandonment of rights-of-way referred to in Proffer 12. Such temporary public ingress-egress easement and access shall be established in a location on the Property that provides convenient access to Parcels 40 and 40A, as determined by FCDOT, and shall be improved by the Applicant as required by DPWES and FCDOT so as to provide adequate automobile access to Parcels 40 and 40A. The final location of such access shall be determined at subdivision plan, subject to DPWES review and approval. Until the relocated Gordon Lane is constructed and open for traffic, the Applicant shall maintain and remove snow from the temporary public ingress-egress easement. Once relocated Gordon Lane is constructed and open to traffic, such easement shall become null and void. The Applicant shall maintain and remove snow from relocated Gordon Lane until it is accepted into the secondary system of state highways by VDOT. Concurrent with recordation of the record plat and in accordance with the approved subdivision plan, the Applicant shall

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dedicate, at no cost to the Board, and in fee simple to the Board, the right-of-way comprising the relocated Gordon Lane, as generally shown on the CDP/FDP.

14. Inter-Parcel Connection to the East. Concurrent with recordation of the record plat and in accordance with the approved subdivision plan, the Applicant shall dedicate right-of-way necessary for the construction of a stub street, including sidewalks, to provide an inter-parcel connection to the parcels to the east of the Property to an improved two-lane section PFM Category 2 road as shown on the CDP/FDP. Any necessary minor modifications to the final location of the inter-parcel connector road shall be determined prior to subdivision plan approval, subject to FCDOT and DPWES review and approval.

Prior to the issuance of the first building permit for any residential unit, the Applicant shall construct the inter-parcel connector road to the eastern property line. For the purpose of obtaining the first building permit, "construct" shall mean open to traffic and generally completed, but for final "top coating" of the road. The Applicant, prior to issuance of the first RUP, shall post a sign near the terminus of said road stating that there will be a potential future public street connection. The location, form and final wording of the sign shall be subject to approval of FCDOT. In order to construct such a road, it may be necessary for the Applicant to obtain the permission and/or easement from an off-site owner(s), based on the final location of the road. The Applicant shall diligently pursue and use good-faith to obtain such easement or permission, provided that any such easement or permission is obtained at no cost to the Applicant, except for the typical administrative fees and costs associated with preparation, approval, and recordation of deeds, plans, plats. The Applicant shall provide documentation of such efforts to DPWES. If written permission is not granted by the appropriate off-site owner

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within one (1) month from the first written request by the Applicant, then the Applicant shall construct the road to the extent the road can be constructed on the Property, the public right-of-way and/or an existing public access easement and escrow funds for the remaining, uncompleted portion of the road. In such an event, the Applicant shall be deemed to have satisfied this Proffer.

In the event the parcels to the east of the Property are approved for development by Fairfax County with no inter-parcel connection provided to the Property, then the Applicant shall be permitted to request a vacation of the dedication for the inter-parcel connector road. If the vacation request is granted, then the ownership of such area shall revert to the HOA, and the HOA or the Applicant shall have the right to remove any existing pavement and landscape such area in order to maintain such area as passive open space.

15. Right-of-Way Dedication and Associated Frontage Improvements along Lewinsville Road. At the time of subdivision plat recordation, or upon demand by VDOT or Fairfax County, whichever occurs first, the Applicant shall dedicate, at no cost to Fairfax County and in fee simple to the Board, the right-of-way along the site frontage to Lewinsville Road, as generally shown on the CDP/FDP. Prior to issuance of the first RUP for the approved units, the Applicant shall improve the property frontage along Lewinsville Road. Such improvements shall include a right turn lane from eastbound Lewinsville Road and a left turn lane from westbound Lewinsville Road into the Property, all as generally shown on the CDP/FDP. The final configuration of these improvements shall be determined at subdivision plan review, subject to review and approval by VDOT, FCDOT and DPWES. The Applicant reserves the right to make minor modifications to the turn lane improvements shown on the CDP/FDP based on the

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availability of off-site right-of-way, subject to review and approval by VDOT and DPWES. In the event the turn lane improvements shown on the CDP/FDP cannot be accommodated, as determined by VDOT and FCDOJ, the Applicant shall be required to obtain a proffered condition amendment to permit any development on the Property.

16. Gordon Lane Turnaround. The Applicant shall construct a turnaround on the Property in the general location of the stormwater management pond near Lot 9, as generally shown on the CDP/FDP, which turnaround shall be designed in accordance with applicable VDOT requirements, including curb and gutter, and shall be subject to review and approval by VDOT and DPWES.

III. ENVIRONMENTAL

17. Stormwater Management Facilities and Best Management Practices. The Applicant shall implement stormwater management techniques to control the quantity and quality of stormwater runoff from the Property as determined by DPWES. Stormwater management facilities/Best Management Practices ("BMPs") shall be provided as generally depicted on the CDP/FDP and shall be designed to detain the off-site areas as depicted on the CDP/FDP. Any on-site detention facility shall be landscaped to the maximum extent possible in accordance with the planting policies of the Board of Supervisors. Adequate outfall shall be demonstrated to the satisfaction of DPWES. In addition, subject to approval by DPWES, the Applicant shall also incorporate a bio-retention swale on the Property in the general location shown on the CDP/FDP. The Applicant and DPWES shall determine the final location of said bio-retention swale at the time of subdivision plan. Subject to approval by DPWES, the Applicant further reserves the right to reduce the size of, or potentially eliminate, the southern pond in favor additional landscaped open space.

18. Landscaping. Landscaping shall be provided in substantial conformance with the landscaping concepts shown on the CDP/FDP. All landscaping located on HOA property, including the proposed landscaped buffer on the western edge of the Property, shall be maintained by the HOA. The HOA shall preserve such area as a landscaped buffer. The location and extent of such buffer, along with the associated maintenance and preservation obligations, shall be disclosed to all prospective purchasers in the HOA documents. If, during the process of subdivision plan review, any new landscaping shown on the CDP/FDP cannot be installed in order to locate utility lines, trails, etc., then an area of additional landscaping consisting of trees and/or plant material of a type and size generally consistent with that displaced shall be substituted at an alternate location on the Property, subject to approval by the Urban Forest Management ("UFM"). If it is necessary to install utilities within the limits of clearing shown on the CDP/FDP, they shall be located in the least disruptive manner necessary, as determined by the UFM.

19. Energy Conservation. All homes on the Property shall meet the thermal guidelines of the CABO Model Energy Program for energy-efficient homes, or its equivalent as determined by DPWES, for either gas or electric energy systems as may be applicable.

20. Geotechnical Investigation. If required by DPWES, the Applicant shall submit a geotechnical investigation of the site for the review and approval of DPWES and implement such measures as determined by the investigation, subject to the satisfaction of DPWES.

IV. TREE PRESERVATION

21. Tree Preservation Plan. The Applicant shall submit a Tree Preservation plan as part of the first and all subsequent subdivision plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of UFM, 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 ten inches (10") in diameter and greater, and twenty-five feet (25') to either side of the limits of clearing and grading around the tree preservation area depicted in the northeast corner of the Property on the CDP/FDP, provided that such tree survey shall be limited to trees located on the subject Property. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation 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 located on the Property identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

22. Protection of Existing Understory Vegetation and Soil Conditions in Tree Preservation Areas. 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 chainsaw, wheel barrows, rake 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.

23. 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 whether 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. Any such adjustments shall be implemented, provided they do not result in the loss of any residential lot. Trees that are identified specifically by UFM in writing as dead or dying within the tree preservation area located in the northeast corner of the Property 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. Applicant shall notify the

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Dranesville District Supervisor ten (10) days in advance of the tree preservation walk through meeting.

24. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in Proffer 23 above to save trees identified by the UFM, 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, they shall be located in the least disruptive manner necessary as determined by UFM, DPWES. A replanting plan shall be developed and implemented, 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.

25. Tree Protection Fencing. All trees in the northeast corner of the Property shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four foot (4') high, fourteen (14) gauge welded wire attached to six foot (6') steel posts driven eighteen inches (18") into the ground and placed no further than ten feet (10') 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 around the aforementioned tree preservation area 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

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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. Two (2) 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 Dranesville 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.

26. 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 subdivision 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 eighteen inches (18").
- 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.

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27. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Property, an agent or 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 tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFM approvals. The Dranesville 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.

28. Reforestation Plan. A reforestation plan shall be submitted for: areas disturbed by trail or utility installation; and any areas disturbed for the under-grounding of utilities. This Plan shall be submitted concurrently with the first and all subsequent subdivision 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.

29. Tree Value Determination. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees ten inches (10") in diameter or greater located within twenty-five feet (25') of the outer edge of the limits of clearing and grading around the tree preservation area in the northeast corner of the Property, as shown on the CDP/FDP. 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 Plan Appraisal* published by the International Society of Arboriculture, subject to review and approval by UFM, DPWES.

30. Tree Bonds. At the time of subdivision 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 pursuant to Proffer 29 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 size, species and/or canopy cover 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 determined based on the Trunk Formula

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Method and paid to a fund established by the County for furtherance of tree preservation objectives. 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 Applicant's property's conservation escrow, or sooner, if approved by UFM, DPWES.

V. RECREATION

31. Parks and Recreation. Pursuant to Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide the recreational facilities to serve the Application Property. Per Section 6-409, recreational facilities such as tot lots, fitness courses, gazebos, playgrounds, recreational trails, walking paths, excluding any trails required by the Comprehensive Plan, and similar features may be used to fulfill this requirement. At the time of subdivision plan review, the Applicant shall demonstrate that the value of any proposed recreational amenities is equivalent to a minimum of \$955.00 per unit as required by Article 6 of the Zoning Ordinance. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall contribute funds in the amount needed to achieve the overall proffered amount of \$955.00 per unit to the Fairfax County Park Authority ("FCPA") for off-site recreational facilities intended to serve the future residents, as determined by FCPA in consultation with the Supervisor for the Dranesville District.

32. Park Authority Contributions: In addition to Proffer 31, the Applicant shall contribute \$50,000 to the Fairfax County Park Authority, prior to the issuance of the first RUP on the Property, for use at the Spring Hill Recreation Center or other off-site

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recreational facilities intended to serve the future residents, as determined by FCPA in consultation with the Supervisor for the Dranesville District.

33. Lewinsville Road Trail. Prior to the issuance of the first RUP, the Applicant shall construct an eight foot (8') wide trail along the south side of Lewinsville Road, connecting to the existing trail west of the Property, continuing to the intersection of Lewinsville Road and Spring Hill Road near the northeast corner of Tax Map Parcel 29-1-((1))-35C (hereinafter "Parcel 35C"). The portion of the trail on the Property shall be in the location generally shown on the CDP/FDP. The trail shall be field located at the time of subdivision plan approval to ensure a connection will be made to the existing off-site trail located along Lewinsville Road to the west of the Property, subject to approval by DPWES. If the final location of the trail requires the permission and/or easement from an off-site owner(s), the Applicant shall diligently pursue and use good-faith efforts to obtain such easement or permission, provided that any such easement or permission is obtained at no cost to the Applicant, except for the typical administrative fees and costs associated with preparation, approval, and recordation of deeds, plans, plats and any other nominal fees. The Applicant shall provide documentation of such efforts to DPWES. If written permission is not granted by the appropriate off-site owner within one (1) month from the first written request by the Applicant, then the Applicant shall escrow funds equivalent to that required for construction of the trail in the Dranesville District Walking Fund and be relieved of any further obligation pursuant to this Proffer. Such funds shall be used for future trail construction by others along Lewinsville and/or Spring Hill Road in the vicinity of the Property, as determined by the Dranesville District Supervisor.

34. Spring Hill Road Trail. Prior to the issuance of the first RUP, the Applicant shall construct a five foot (5') wide asphalt trail along the west side of Spring

Hill Road along the frontage of Parcel 35C. Said trail shall connect to the trail constructed in accordance with Proffer 33, near the northeastern corner of Parcel 35C, and be constructed from such connection south, generally along the frontage of Parcel 35C, to the northern property line of Tax Map Parcel 29-1-((4))-1, as generally shown on the CDP/FDP. The Applicant's obligation to construct said trail shall be contingent on the Applicant receiving any and all rights-of-way, easements and/or written consent necessary for the construction of said trail from the owner of Parcel 35C, other property owner(s), utility companies, and/or any governmental agencies (collectively, the "Approving Parties"), which approval(s) shall be granted at no cost to the Applicant, except for typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats and any other nominal fees. During subdivision plan review, the Applicant shall diligently pursue and make good faith efforts to secure such approvals from the Approving Parties. In the event the Applicant is unable to secure any necessary approvals from the Approving Parties prior to the time of receiving subdivision plan approval, the Applicant shall provide written documentation of such efforts to DPWES and escrow funds for the future construction of the trail and be relieved of any further obligation pursuant to this Proffer. The exact location of said trail and final configuration of these improvements shall be determined at subdivision plan and subject to review and approval by VDOT and DPWES.

VI. NOISE ATTENUATION

35. Exterior Noise. In order to achieve compliance with the permitted maximum exterior noise levels of DNL 65 dBA for any outdoor areas for the dwelling units such as rear yards and in accordance with the noise study submitted as part of the rezoning application, a noise barrier shall be constructed along units 1 and 19 in the

locations shown on the CDP/FDP, prior to issuance of a RUP for these units. The noise wall(s) will be approximately six feet (6') high, with a final height of no more than eight feet (8'), architecturally solid from the ground up, except as necessary in limited locations where drainage must pass under the wall, with no gaps or openings, except for acoustically-solid doors, as may be necessary, and shall be in substantial conformance with the detail contained on the CDP/FDP. The Applicant shall disclose to the purchasers of Lots 1 and 19 that a noise wall will be constructed on their lots to mitigate rear yard noise. Maps depicting the location and height of the noise wall and proximity to the individual units will be provided as part of said disclosure at the time of the contract execution for each such initial sale. If the grading utilized in the submitted noise study changes based on final engineering, then the Applicant shall demonstrate to DPWES and DPZ, prior to subdivision plan approval, that the final grading of the lots and noise wall location and height will achieve the exterior noise level goal.

36. Interior Noise. Prior to subdivision plan approval, the Applicant shall submit an interior noise study for review by DPZ and DPWES. In order to mitigate interior noise to approximately DNL 45dBA, any impacted dwelling unit identified in the noise study shall have the following acoustical attributes: Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39; doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission. Notwithstanding the foregoing, the Applicant reserves the right, subject to approval by

DPZ and DPWES, as appropriate, to pursue other methods of achieving the indoor noise goal, provided these methods are capable of achieving an indoor DNL no higher than 45 dB, as evidenced by a final analysis, with a methodology approved by DPZ.

VII. OTHER

37. Temporary Signage. No temporary signs (including "popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or at the Applicant's direction to assist in the initial marketing and sale of homes on the subject Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and/or sale of residential units on the subject Property to adhere to this proffer.

38. School Contribution. A contribution of \$2,368.42 per unit shall be made to the Board designated for capital equipment for schools impacted by the proposed development. The required contribution shall be made at the time of, or prior to, issuance of the first RUP for the approved units.

39. Affordable Dwelling Units. At the time of first building permit issuance, the Applicant shall contribute to the Fairfax County Housing Trust Fund the sum equal to one half of one percent (1/2 %) of the estimated sales price for each house to be constructed. The projected sales price shall be determined by the Applicant in consultation with the Fairfax County Department of Housing and Community Development (HCD) and DPWES.

40. Heritage Resources. Prior to any land disturbing activities on the Property, Applicant shall conduct a Phase I archaeological study on those areas of the Property identified by the Heritage Resources Branch of the Fairfax County Park

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Authority ("Heritage Resources") and provide the results of such study to Heritage Resources. The study shall be conducted by a qualified archaeological professional. If the Phase I study concludes that an additional Phase II study of the Property is warranted, the Applicant shall complete said study and provide the results to Heritage Resources; however, submission of the Phase II study to Heritage Resources shall not be a pre-condition of site plan approval. If the Phase II study concludes that additional Phase III evaluation and/or recovery is warranted, the Applicant shall also complete said work in consultation and coordination with Heritage Resources; however, any such Phase III work shall not be a pre-condition of site plan approval.

41. Construction Hours. Construction shall only occur between the hours of 7:00 a.m. until 7:00 p.m. Monday through Friday, 8:00 a.m. until 6:00 p.m. on Saturday and 9:00 a.m. until 6:00 p.m. on Sunday. Construction activities shall not occur on holidays (Memorial Day, July 4th, Labor Day, Thanksgiving, Christmas and New Years Day). The construction hours shall be posted on the property. During the development of the site, all contractors shall be informed of the construction hour restrictions.

42. Successors and Assigns. Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest, assigns, and/or developer(s) of the Property or any portion of the Property.

These proffers may be executed in counterparts and the counterparts shall constitute one and the same proffer statement.

WINCHESTER HOMES INC.
(Contract Purchaser of Tax Map Nos. 29-1-((1))-33, 33A,
34, 34A, 35, 36, 37, 37A, 38, 39, 40B, 41)

By: 
Name: Christopher D. Gellman
Title: Senior Vice President

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))
GLORIA L. GORDON
(Title Owner of Tax Map Nos. 29-1-((1))-33, 33A)

Gloria L. Gordon

PAULA C. LYLES
(Title Owner of Tax Map Nos. 29-1-((1))-34, 34A)

Paula C. Lyles

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THE MAE W. HALL TRUST
(Title Owner of Tax Map No. 29-1-((1))-35)

By: Marian G. Miller, Trustee
Marian G. Miller
Trustee

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THE MAE W. HALL TRUST
(Title Owner of Tax Map No. 29-1-((1))-35)

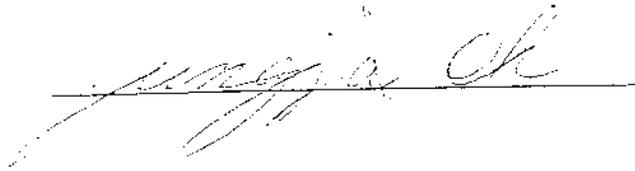
BY: DELANCIA G. WEAVER, TRUSTEE
*Gary W. Weaver, Agent and Attorney-in-Fact
for Delancia G. Weaver, Trustee*

BY: _____
Gary W. Weaver, Agent and Attorney-in-Fact
for DeLancia G. Weaver, Trustee

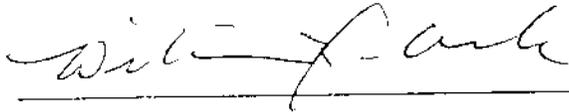
MOON H. OH
(Title Owner of Tax Map No. 29-1-((1))-36)

A handwritten signature in cursive script, appearing to read "Moon H. Oh", written in black ink on a white background.

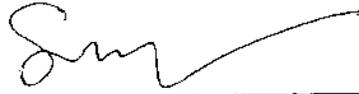
JUNG J. OH
(Title Owner of Tax Map No. 29-1-((1))-36)

A handwritten signature in cursive script, appearing to read "Jung J. Oh", is written over a horizontal line.

WILLIAM B. PARK
(Title Owner of Tax Map No. 29-1-((1))-36)



))
SUE Y. PARK
(Title Owner of Tax Map No. 29-1-((1))-36)



A handwritten signature in cursive script, appearing to read "Sue", is written above a solid horizontal line.

JOHN AUGUSTUS SMITH
(Title Owner of Tax Map No. 29-1-((1))-37)

John A. Smith

))
GLORIA L. GORDON
(Title Owner of Tax Map No. 29-1-((1))-37A)

Gloria L. Gordon

CLARENCE A. ROBINSON, JR.
(Title Owner of Tax Map No. 29-1-((1))-38)

Clarence A. Robinson, Jr.

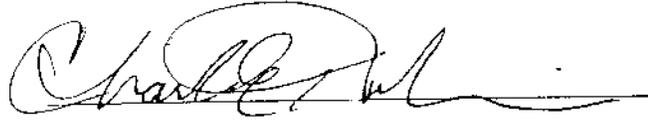
))
MAXINE W. ROBINSON
(Title Owner of Tax Map No. 29-1-((1))-38)

Maxine W. Robinson

WINNIE VERDELL ROBINSON
(Title Owner of Tax Map No. 29-1-((1))-39)

Winnie Verdell Robinson
Attorney-in-Fact Charles Emmanuel Robinson
By: Charles Emmanuel Robinson, Agent and
Attorney-in-Fact for Winnie Verdell Robinson

))
CHARLES E. ROBINSON
(Title Owner of Tax Map No. 29-1-((1))-39)

A handwritten signature in cursive script, appearing to read "Charles E. Robinson", written in black ink on a white background.

ALMA D. BAILEY
(Title Owner of Tax Map No. 29-1-((1))-39)

Alma D Bailey

))
LOLITA M. BRIDGES
(Title Owner of Tax Map No. 29-1-((1))-40B, 41)

Lolita M Bridges

FAIRFAX COUNTY BOARD OF SUPERVISORS, a
body corporate and politic
(Title Owner of Tax Map Nos. 29-1-((1))-35A and Gordon
Lane, Rte. 3493 and Odrick's Lane, Rte. 3495)

Executed and approved on behalf of the Board of Supervisors of Fairfax County,
Virginia, by the authority granted by said Board.

Approved as to form: *CEL*

~~_____
Assistant County Attorney~~

By: *AG*

Name: Anthony H. Griffin

Title: County Executive

Active\3493547.36