

PROFFERS

Hilltop Sand and Gravel Company, Inc.

RZ 2006-LE-002

July 6, 2006

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950, as amended, Hilltop Sand and Gravel Company, Inc., the owner and Applicant (hereinafter referred to as "Applicant"), for itself, successors and assigns in RZ 2006-LE-002, filed on property identified as Fairfax County Tax Map reference 100-1 ((1)) 23A part, (hereinafter referred to as the "Application Property"), hereby proffers to the following provided that the Fairfax County Board of Supervisors (hereinafter referred to as the "Board") approves a rezoning of the Application Property, containing approximately 6.88 acres, from the R-1 District and the C-6 District to the R-1 District, in conjunction with a Generalized Development Plan/Special Exception Plat (hereinafter referred to as "GDP/SE plat") for outdoor recreation uses. If accepted, these proffers shall replace and supersede all previous proffers approved on the Application Property.

1. GENERALIZED DEVELOPMENT PLAN/SPECIAL EXCEPTION PLAT (GDP/SE Plat)

- a. Subject to the provisions of Section 18-204 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 GDP/SE Plat, entitled "Hilltop Golf Course—Phase II," containing ten (10) sheets prepared by Urban Engineering and Associates, Inc., dated June 30, 2005 as revised through June 19, 2006.
- b. Pursuant to Section 18-204, minor modifications from the GDP/SE Plat may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to make minor modifications to the building footprint shown on the GDP/SE Plat, and make other modifications without requiring approval of an amended GDP/SE Plat, provided such modifications are in substantial conformance with the GDP/SE Plat as determined by the Zoning Administrator and do not increase floor area, decrease setbacks to the periphery, or decrease open space.

2. TRANSPORTATION

- a. The Applicant shall provide to the Department of Public Works and Environmental Services (DPWES) at the time of site plan approval evidence of a right to ingress/egress to Telegraph Road. Said ingress/egress shall be for the benefit of the residents of the proposed independent living facility north of the Application Property. The Applicant shall record among the land records of Fairfax County an ingress/egress easement over the Application Property to benefit the independent living facility on the adjacent property.

- b. The Applicant shall construct the entrance road illustrated on the GDP/SE Plat with the first phase of construction on the adjacent property to be developed as an independent living facility.
- c. The Applicant shall construct a pedestrian trail as shown on the GDP/SE Plat that will be a maximum of eight (8) feet wide, improved with asphalt, grass pavers, or a combination thereof, subject to the approval of DPWES. Said pedestrian trail shall connect with Telegraph Road to the south and the adjacent property to be developed as an independent living facility to the north. Said trail shall be constructed concurrently with the development of the pedestrian trails associated with the adjacent independent living facility.
- d. Notwithstanding the improvements shown on the GDP/SE Plat, the Applicant shall, at time the first submission of the site plan, provide for an interparcel connection to the property identified as Fairfax County Tax Map reference 100-1 ((1)) 20. In addition, the Applicant shall, without charge or compensation, grant all necessary easements to allow the owner of said parcel to construct an interparcel connection to the Application Property.
- e. Access from the proposed independent living facility north of the Application Property and the golf course to Telegraph Road may be shifted to the north in order to facilitate alignment with the Richmond Highway/Telegraph Road Connector. Realignment of the access road shall be the subject of administrative review and approval by Fairfax County, and shall not necessitate an amendment to the GDP/SE Plat or these proffers.
- f. The twenty foot (20') outlet road located off-site established by recordations among the land records of Fairfax County in Deed Book V-9 at page 571, Deed Book M-15 at page 369 and Deed Book 10064 at page 758 (the "Outlet Road") may continue to be used for the golf course and landfill operations. The Outlet Road shall not be used by tractor trailers. To support normal maintenance activities, the average number of commercial vehicles that utilize the Outlet Road shall not exceed fifteen (15) per week. The Outlet Road may be utilized by employees of the golf course and the landfill driving personal vehicles.

3. 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 when taken together shall constitute one and the same instrument.

APPLICANT / TITLE OWNER OF TAX MAP
100-1 ((1)) 23A PT.

HILLTOP SAND & GRAVEL COMPANY, INC.

A handwritten signature in cursive script, appearing to read "C. S. Gailliot, Jr.", written over a horizontal line.

By: Clemens S. Gailliot, Jr.
Its: President

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

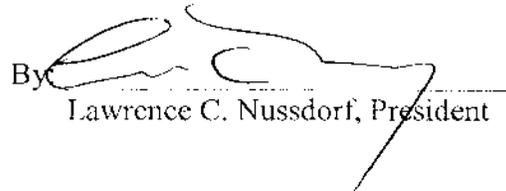
CONTRACT PURCHASER OF TAX MAP
100-1 ((1)) 23A PT.

PINEY RUN DEVELOPMENT LLC

By: Clark Realty Capital, L.L.C., its Manager


By: W. Cleve Johnson, Manager *SS MC*

By: CEI Realty, Inc., Manager


By: Lawrence C. Nussdorf, President

By: Hilltop Sand & Gravel Company, Inc., its Manager

By: Clemens S. Gailliot, Jr.
Its: President

[SIGNATURES END]

CONTRACT PURCHASER OF TAX MAP
100-1 ((1)) 23A PT.

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[SIGNATURES END]