

## PROFFERS

### SPRING HILL SENIORS, LLC SPRING HILL SENIOR CAMPUS

RZ 2002-MV-040

May 1, 2003

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Spring Hill Seniors, LLC (hereinafter referred to as the "Agent for the Title Owner and potential contract purchaser of the Application Property"), for themselves, their successors, and assigns in RZ 2002-MV-040 (hereinafter referred to as the "Applicant"), filed for property identified as Tax Map 106-4 ((1)) 54 pt. (hereinafter referred to as the "Application Property"), hereby proffers the following, provided that the Board of Supervisors ("BOS") approves a rezoning of the Application Property to the PDH-12 District in conjunction with a Conceptual Development Plan ("CDP") for residential development on approximately 46.8 acres.

#### 1. *CONCEPTUAL/FINAL DEVELOPMENT PLAN ("CDP/FDP")*

- a. Development of the Application Property shall be in substantial conformance with the CDP/FDP, consisting of Sheets 1 through 6, which were prepared by Bowman Consulting Group and are dated March 31, 2003, and Sheets L-1 through L-9, which were prepared by Studio 39, and which are dated March 31, 2003. Pursuant to Paragraph 4 of Section 16-403 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance"), the Applicant shall retain flexibility during final design as to the exact location of features and materials shown on Sheets L-1 through L-9 and to make minor modifications from the CDP/FDP.
- b. The Applicant reserves the right to make minor adjustments to the layout, building orientation, internal lot lines, off-lot parking, and lot sizes of the proposed subdivision at time of site plan/subdivision plat submission based on final house locations, grading, building footprints, utility locations, and final engineering design, provided that such adjustments do not increase the total number of units nor decrease the amount and general location of open space, parking, or minimum distances to peripheral lot lines, that the general orientation of the dwelling units that are shown on the CDP/FDP is maintained, and are in substantial conformance with the CDP/FDP and proffers. Furthermore, it is understood that the location of the new Senior Housing building located in the northeast corner of the site may be modified at the Applicant's discretion to better integrate this element into the age restricted community, as determined by the Director, ZED, DPZ, and subject to review of the Architectural Review Board (ARB) as indicated in Proffer 7.
- c. Notwithstanding that the CDP/FDP is presented on fifteen (15) sheets and said CDP/FDP is the subject of Proffer 1(a) above, it shall be understood that the CDP shall be the entire plan shown relative to points of access, open space, and the maximum number and general location of units and type of units. The Applicant has the option to request Final Development Plan Amendments ("FDPAs") for elements

other than CDP elements from the Planning Commission for all of or a portion of the FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if the amendment is in substantial conformance with the approved CDP and proffers.

- d. The Applicant reserves the right to request Partial Proffered Condition Amendments ("PCAs") in accordance with Paragraph 6 of Section 18-204 of the Zoning Ordinance.

## **2. VEHICULAR TRANSPORTATION**

- a. The Application Property will be developed with the two (2) entrances shown on the CDP/FDP, either of which may be built with the initial phase of construction. The second entrance will be built and open to traffic accessing the Application Property prior to the issuance of the 200<sup>th</sup> building permit.
- b. Entrance 1 to the Application Property, which is accessed via the "School Access Road", shall be constructed directly opposite the proposed entrance to the South County high school site as shown on Site Plan 1183-SP-06.
- c. It is anticipated that the public road improvement ("School Access Road") identified in 2(b) above will be constructed by others in conjunction with construction of the South County High School, and will be open to traffic prior to site development. However, if this road has not been constructed by others and is not available for access prior to the issuance of the 200<sup>th</sup> building permit, the Applicant may, at its option, construct a half-section (26 feet) between Entrance 1 and Silverbrook Road which will be base paved and open to traffic in order to provide a second point of access into the site, and continue to receive building permits.
- d. The access from Silverbrook Road, identified on the CDP/FDP as Entrance 2, shall be constructed as a public street cul-de-sac to VDOT standards, and within public right-of-way as provided by others, with a minimum pavement width of forty (40) feet from face-of-curb to face-of-curb, or as generally shown on the alternative design on Page L-6 of the CDP/FDP. The cul-de-sac shall have a minimum pavement radius of forty-five (45) feet. Access to the application property will be via a private street entrance from the cul-de-sac.
- e. Controlled access devices may be installed near both entrances to the Application Property, in the general locations as shown on the CDP/FDP, and which are noted as "Entrance 1" and "Entrance 2". These devices may utilize "pass-card" technology for security purposes. If said devices are installed in the future, and the Homeowners' Association determines that they do not desire to retain these devices, the devices may be removed without the need for a Proffered Condition Amendment.

- f. Prior to the issuance of the first RUP, the Applicant shall construct frontage improvements measuring approximately thirty-five (35) feet from design centerline along the Application Property's Silverbrook Road frontage and off-site, which is between Entrance 2 and the School Access Road, and within the already dedicated ROW as shown on the CDP/FDP.
- g. The Applicant shall dedicate in fee simple right of way to the BOS for a right turn lane along the Application Property's Silverbrook Road frontage, and will construct a right and left turn lane into the eastern access road entrance (Entrance 2).
- h. The private streets shown on the CDP/FDP shall be constructed of materials and depth of pavement consistent with the Public Facilities Manual ("PFM") standards for public streets.
- i. The Applicant reserves the right to density credit as may be permitted by the provisions of Par. 4 of Sect. 2-308 of the Zoning Ordinance for all dedications described herein or as may be reasonably required by Fairfax County or the Virginia Department of Transportation ("VDOT"), whether such dedications occur prior to or at time of site plan/subdivision plat approval.
- j. Prior to the issuance of building permits for more than 200 units, the Applicant shall provide a bus shelter in a location acceptable to Fairfax County Department of Transportation ("FCDOT") and shall be responsible for trash collection at the shelter. The obligation for trash collection at the bus shelter shall be contained in the Homeowners' Association ("HOA") documents.

### **3. TRAILS/SIDEWALKS**

- a. Laurel Hill Greenway
  - i. The Applicant shall design, permit and construct the Laurel Hill Greenway and trail off-site along the eastern and southern boundaries of the Application Property as shown on the CDP/FDP. Construction of the Laurel Hill Greenway shall begin at the curb of Silverbrook Road near Entrance 2 and shall terminate southwest of the Application Property at the existing prison road as generally shown on the CDP/FDP. In the event that a request is made by the Fairfax County Park Authority ("FCPA") to incorporate bands of specialty paving perpendicular to the trail within the Laurel Hill Greenway as a visual traffic calming measure, the Applicant will implement this request. The Laurel Hill Greenway improvements shall be constructed prior to the issuance of the 200<sup>th</sup> RUP for the Application Property or at such other time as may be agreed to mutually by the Applicant and the County, but no later than final bond release for the development.

- ii. The Applicant shall coordinate with the FCPA on the design of the trail in the Laurel Hill Greenway referenced in Proffer 3(a)(i) above prior to site plan submission. The trail shall be typically fourteen (14) feet wide and will be field located as determined by the FCPA. As a guideline, approximately ten (10) feet of the trail width is to be surfaced with asphalt, and approximately four (4) feet of the trail width is to be surfaced with stone dust as may be modified as a more detailed plan is designed by the FCPA. The landscaping, trail width, surface materials, and location shall be shown on the Site Plan. The trail is to be maintained by others.
  - iii. In conjunction with the construction of Entrance 2, the Applicant shall provide a special pavement crosswalk (e.g. stamped asphalt, pavers) at the point where the Laurel Hill Greenway crosses the Main Boulevard into the site, subject to approval of DPWES and the FCPA at the time of site/subdivision plat approval. The crosswalk area shall be shown on the approved site/Subdivision Plat.
  - iv. Underground steam tunnels within the Laurel Hill Greenway shall be located on engineering plans that are submitted to the County. The Applicant shall undertake studies determined necessary by DPWES for review and approval by DPWES to ensure the structural stability of the Laurel Hill Greenway. If any of these tunnels are determined to interfere with the Laurel Hill Greenway Trail or landscaping, they shall be removed or filled and the ground scarified and restored to a natural condition as determined by the FCPA and DPWES prior to the construction of the Laurel Hill Greenway.
  - v. The building built in 1959 (see Sheet 5 of 6 of the CDP/FDP) that is located on the southern portion of the Application Property and the adjacent Laurel Hill Greenway will be removed and the ground will be scarified and restored to a natural condition as determined by the FCPA prior to the construction of the Laurel Hill Greenway.
- b. Other Trails/Sidewalks
- i. Prior to the issuance of the first Residential Use Permit ("RUP"), and subject to VDOT approval, the Applicant shall construct or, at the option of the County, bond an eight (8) foot wide, Type 1 trail along the School Access Road from Silverbrook Road to the entrance for the Golf Course Clubhouse. The trail may be located either within or adjacent to the School Access Road right-of-way along the golf course property as determined by the County. The trail is to be maintained by others.
  - ii. The Applicant shall construct the Connector Trail between the on-site clubhouse and the trail along the School Access Road that is a minimum of six (6) feet in width in the general location shown on the CDP/FDP.
  - iii. The Applicant shall construct five (5) foot wide sidewalks on both sides of private

streets, as shown on the CDP/FDP.

- iv. As part of the frontage improvements to Silverbrook Road (2(f) and 2(g), above), the Applicant shall construct a five (5) foot wide sidewalk along Silverbrook Road, from Entrance 2 to the School Access Road, within the existing ROW as shown on the CDP/FDP.
- v. Pedestrian linkages shall be constructed from the Application Property to the Greenway, as generally shown on the CDP/FDP.

#### **4. RESIDENT AGE RESTRICTION**

A maximum of 442 dwelling units shall be constructed on the Application Property and shall be age-restricted in accordance with the following parameters to the extent permitted by law. Restrictive covenants regarding the age limitations listed below shall be recorded among the land records of Fairfax County in a form approved by the County Attorney.

- a. **Active Adult Living.** There shall be a maximum of 306 residential units consisting of 149 SFD, 32 SFA ("villa"), and 125 MF dwelling units in five (5) new four (4)-story buildings as identified on the CDP/FDP.
  - i. The Active Adult Living units shall be occupied by at least one person fifty-five (55) years of age or older ("Active Adult"). All other residents must reside with an Active Adult, and be a spouse, a cohabitant, an occupant's child eighteen (18) years of age or older, or provide primary physical or economic support to the Active Adult. Notwithstanding this limitation; (1) a person hired to provide live-in, long term or terminal health care to an Active Adult for compensation may also occupy a dwelling during any time such person is actually providing such care; or (2) if, after occupying a dwelling unit, the Active Adult, who is the owner and occupant, is compelled by law or court order to take custody of a child under eighteen (18) years of age, the Active Adult and any such child shall be allowed to continue to occupy the dwelling unit.
  - ii. Guests under the age of 55 are permitted for periods of time not to exceed sixty (60) days total for each such guest in any calendar year.
  - iii. If title to any lot or unit shall become vested in any person under the age of 55 by reason of descent, distribution, foreclosure or operation of law, the age restriction covenant shall not result in a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until he shall have attained the age of 55 or

otherwise satisfies the requirements as set forth herein. Notwithstanding, a surviving spouse, or a surviving spouse with one or more dependants who do not meet the age restrictions, shall be allowed to occupy a dwelling unit consistent with the Federal Fair Housing Act and the Virginia Fair Housing Law, as may be amended.

- b. **Independent Senior Living.** A maximum of 136 Independent Senior Living units shall be constructed within the Application Property. The Independent Senior Living units will be located within the new four (4)-story multi-family structure identified as the "Senior Housing Building" on the CDP/FDP, and within five (5) existing structures identified as "Adaptive Reuse" buildings on the CDP/FDP. It is anticipated that there will be fifty-six (56) units in the Adaptive Reuse buildings and eighty (80) in the Senior Housing Building; however, if fifty-six (56) units are not accommodated in the Adaptive Reuse buildings the number of units in the Senior Housing Building may be increased so long as no more than 136 Independent Senior Living units are provided.
- i. These Independent Senior Living units shall be occupied by at least one person sixty-two (62) years of age or older. All other residents must reside with a person who is 62 years of age or older, be a spouse, a cohabitant, an occupant's child eighteen (18) years of age or older, or provide primary physical or economic support to the person who is 62 years of age or older. Notwithstanding this limitation, a person hired to provide live-in, long term or terminal health care to a person who is 62 years of age or older for compensation may also occupy a dwelling during any time such person is actually providing such care.
  - ii. Guests under the age of 62 are permitted for periods of time not to exceed sixty (60) days total for each such guest in any calendar year.
  - iii. If title to any lot or unit shall become vested in any person under the age of 62 by reason of descent, distribution, foreclosure or operation of law, the age restriction covenant shall not result in a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until he shall have attained the age of 62 or otherwise satisfies the requirements as set forth herein. Notwithstanding, a surviving spouse shall be allowed to continue to occupy a dwelling unit without regard to age.
  - iv. As these Independent Senior Living units become vacant, those persons living within the Application Property shall have priority to move into any of these units, provided that the residency qualifications are met. To this end, the rental management shall maintain a list of eligible persons

desiring to move into the units, and a list of available units. The list of available units shall be published in the HOA newsletter, if there is such a newsletter.

## **5. FEATURES OF UNITS**

### **a. Active Adult Living**

- i. The single-family detached and single-family attached (villa) units will include first floor master bedrooms.
- ii. The new multifamily buildings will include elevator access, and may include ground-level garages for some units.
- iii. Accessibility Features
  1. All units shall be constructed with minimum three feet one inch (3'1") wide hallways and exterior doors a minimum of three feet (3') wide and interior doors to rooms a minimum of two feet ten inches (2'10") wide for wheelchair accessibility. Low profile thresholds will also be used at doorways.
  2. Walls within buildings/units will be blocked to permit the future addition of rails and grab bars.
  3. All units will be equipped with other handicapped accessible features (e.g. railings, grab bars, kitchen and bath features) if requested by the purchaser prior to the construction of individual units. Such available features will be publicized in the sales literature pertaining to these units.
  4. Where topography and unit type permit, ramp or at-grade access to units will be offered as a feature that purchasers can request prior to construction of units. Such available features will be publicized in sales literature pertaining to these units.

### **b. Independent Senior Living**

- i. Features of these units will include the following:
  1. Kitchens will be installed in every unit,
  2. Large print apartment number identification system
  3. Available in-unit security system
  4. Accessibility Features

- a. Bathrooms and kitchens within the Senior Housing building will be of sufficient size to be wheelchair accessible.
  - b. Wheelchair access will be provided to adjacent garden/patio areas.
  - c. Wheelchair access shall be provided to indoor activity areas.
  - d. Low pile or no pile carpet shall be provided on floors for wheelchair use.
  - e. Walls shall be blocked for rails and grab bars. Rails and grab bars shall be added to each unit as needed.
  - f. Hallways and doors shall be sized to accommodate wheelchairs.
  - g. Wheelchair access shall be provided at the building entrance either at-grade or via ramping.
- ii. Available services for Independent Senior Living residents will include:
1. Periodically scheduled on- and off-site social activities.
  2. Regularly scheduled housekeeping and linen service availability.
  3. Regularly scheduled coordination between the property management staff and applicable County and state agencies such as the County's Area Agency on the Aging, George Mason University, local health care facilities and South Run District Park to insure that residents have access to information on available activities, services and programs provided by these and similar organizations. Information obtained through this coordination effort will be publicized through the homeowner association for the benefit of all residents of the Application Property.
  4. Shuttle service to such places as South Run District Park, George Mason University's Fairfax Campus, the Lorton Market Place Retail Center, and nearby health care facilities. All residents in the Active Adult Living portion of the Application Property may use shuttle service, as seats are available.
  5. A home health care service option for residents who desire additional assistance with medications or other personal care issues. An on-site manager shall be responsible for obtaining information and coordinating residents' requests for care assistance from qualified providers.
- iii. The Senior Housing Building will accommodate the following onsite amenities that shall be made available to all Independent Senior Living residents:

1. A congregate dining facility in the senior housing facility.
2. An on-site library area.
3. A beauty/barber salon area.
4. Outdoor garden/meditation areas.
5. An on-site postal center.
6. Arts, crafts and multi-purpose room available for organized social, educational and recreational activities. Multi-purpose room(s) within the Senior Housing building will also be available for on-site programs (County sponsored and other) which are offered for the benefit of the entire age restricted community.

iv. The Adaptive Re-Use buildings' on-site amenities shall include at least one (1) activity area within the existing multi-story, adaptively reused "Commissary Building." This activity area will be available to all Independent Senior Living residents.

**6. *SHARED AMENITIES AND SERVICES FOR ALL RESIDENTS ON THE APPLICATION PROPERTY***

- a. The clubhouse, clubhouse amenities, and pool.
- b. Open space and open space amenities and recreation facilities.
- c. The congregate dining facility.
- d. The beauty/barber salon area.
- e. The on-site postal center.
- f. The use of multi-purpose room(s) for onsite programs (County sponsored and other) which are offered for the benefit of Application Property residents.
- g. Shuttle service, as qualified by Proffer 5(b)(ii)(4) above.

**7. *DESIGN FEATURES/ARCHITECTURE***

- a. Within the eligible historic district, the new construction and development of the single family homes, clubhouse, multi-family buildings and the Senior Housing Building shall follow the process outlined in the Memorandum of Agreement (herein referred to as "MOA") that is associated with the Eligible Historic District at Lorton and the design details (i.e. fenestration, materials, textures, color, architectural features, finishes, lighting, building elements, and elevations), signs, common area

features, landscaping and fencing shall be submitted to the Fairfax County Architectural Review Board ("ARB") for review and approval in accordance with the provisions of Part 2, 7-200, Historic Overlay Districts, of the Fairfax County Zoning Ordinance, including all appeal processes available (herein referred to as "Historic Overlay District Provisions"). Design details shall also be submitted to the Federation of Lorton Communities ("FOLC") for review, comment and consideration prior to submission to the ARB, and the Applicant shall provide final design details to the FOLC subsequent to ARB approval.

- b. The orientation, bulk, and scale of all residential buildings shall be constructed as generally represented in the typical house illustrative shown on Sheet 6 of the CDP/FDP. The Applicant shall provide brick or stone on a minimum of eighty percent (80%) of the fronts of each single-family detached and attached residential unit, and on the rear of each single family detached unit that faces any public street, or as may be required by the ARB in accordance with the Historic Overlay District Provisions as required by the MOA. The said eighty percent (80%) shall be exclusive of windows, doors, shutters, and trim, subject to ARB approval in accordance with the Historic Overlay District Provisions as required by the MOA. The Applicant shall provide a minimum of twenty-five percent (25%) brick on each façade of the newly constructed multi-family buildings, or as may be approved by the ARB in accordance with the Historic Overlay provisions, as required by the MOA.
- c. Rear and side facades and fenestration (the arrangement, proportioning, and design of windows and doors in a building) of units facing Silverbrook Road shall be architecturally treated with such features as a brick water table, trim, shutters, and/or cornices so as to add variety to the façade, subject to ARB approval in accordance with the Historic Overlay District Provisions as required by the MOA.
- d. Lighting shall be provided of a quality and type as generally shown on Sheet L-9. Semi cutoff light fixtures will be used for boulevard street lighting. Security lighting will be directed downward to the maximum extent feasible and will be fully shielded.
- e. Benches shall be provided of a quality and type as generally shown on Sheet L-9 and in the locations within the Application Property that are identified on Sheets L-1 through L-8.
- f. At the Applicant's option, ornamental fencing, which is a maximum of six (6) feet high of a type and in a location as generally shown on the CDP/FDP, may be installed along all or a portion of the Application Property's perimeter. Controlled access gates shall be installed where pedestrian linkages to the Laurel Hill Greenway are shown on the CDP/FDP, if this fence is constructed.
- g. The clubhouse shall be constructed in a location as generally shown on the CDP/FDP. The clubhouse shall be a minimum of 4,500 square feet and a maximum of 7,500 square feet, with a height not to exceed 35 feet.

- h. Each single-family attached and detached unit shall be provided with a rear patio, and privacy fence as generally shown on Sheet L-3 of the CDP/FDP. A minimum of 40% of the detached units shall have front porches. Notwithstanding that shown on the CDP/FDP, privacy fences shall be a maximum of six (6) feet high and, adjacent to Silverbrook Road, shall be constructed primarily of brick, as generally shown on Sheet L-9 of the CDP/FDP, or other materials or design as permitted by the ARB in accordance with the Historic Overlay District Provisions as required by the MOA.
- i. Any exposed building foundations or retaining walls shall be architecturally treated to be compatible with existing and proposed buildings as determined by the ARB in accordance with the Historic Overlay District Provisions as required by the MOA.
- j. Building materials used in construction of structures on the Application Property will be complimentary to existing buildings that have been identified as contributing structures within the surrounding Eligible Historic District, subject to ARB approval in accordance with the Historic Overlay District Provisions as required by the MOA.
- k. All driveways shall be a minimum of eighteen (18) feet in length, exclusive of area designated for sidewalks along streets.
- l. Regardless of that shown on the CDP/FDP, the maximum building height of the single-family attached and single-family detached structures shall not exceed 25 feet, unless a higher building height is specified by the ARB. However, in no instance shall the building height for these units exceed 35 feet.
- m. Cross maintenance easements shall be recorded among the land records in a form as approved by the County Attorney, which provide HOA and homeowner maintenance access within the three (3)-foot side yards between the single family detached units.
- n. Windows of single-family detached dwelling units that face interior side yards shall either be offset from those of adjacent single-family detached dwelling units, or shall be designed with special features (e.g. block glass, fenestration above eye level) which promote privacy while simultaneously permitting light into a room.

**8. LANDSCAPING**

- a. Landscaping shall be, generally, as depicted on Sheet L-1 Landscape Plan of the CDP/FDP as determined by the Urban Forestry Division. The Applicant shall endeavor to utilize 90% native plant species as defined by the Public Facilities Manual. If the amount or location of landscaping as shown on the CDP/FDP is affected by Fire Marshal requirements, then an equivalent amount of landscaping will be relocated to another area of the Application Property, as determined by the Urban Forester, and consistent with the ARB approval as indicated in Proffer #7a.
- b. Landscaping on individual lots shall generally be of the quality and character of that shown on Sheets L-3 and L-4, and consistent with the ARB approval as indicated in Proffer #7a.

- c. Landscaping and yards on individual lots, with the exception of the area delineated by privacy yard fencing, shall be maintained by the HOA. This requirement shall be contained in the HOA documents.
- d. To the extent possible, utilities shall be placed throughout the development in order to avoid conflicts with landscaping as shown on Sheet L-1. If the amount or location of landscaping as shown on the CDP/FDP is affected by the location of utilities, then an equivalent amount of landscaping will be provided outside of the area, as determined appropriate by the Urban Forester.
- e. The Applicant shall maintain landscaping within open space areas until such time as the open space is conveyed to the HOA at which time the HOA shall have the maintenance responsibility. This requirement shall be contained in the HOA documents.
- f. Parking areas located adjacent to the Laurel Hill Greenway shall be screened with opaque landscaping, such as hedges, as determined by the Urban Forester, and consistent with the ARB approval as indicated in Proffer #7a; to minimize visual impacts and the potential for glare from vehicle headlights.
- g. All engineering plans, including, but not limited to public improvement plans, site plans, or subdivision plans, that propose any construction activity, including but not limited to clearing and grading, within lands that will ultimately become County parks shall be reviewed by the FCPA staff as part of the review of the plans by the County.
- h. All off-site areas of disturbance on parkland and future FCPA property shall be restored by the Applicant with vegetation as approved by the Urban Forestry Division and the FCPA.

## **9. PARKS AND RECREATION AND OPEN SPACE**

- a. Pursuant to Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend the sum of nine hundred fifty-five dollars (\$955.00) per approved, non-Affordable Dwelling Unit ("ADU"), dwelling unit for on-site recreation facilities that shall include, but shall not be limited to: a clubhouse, pool, and offsite trails, excluding the Laurel Hill Greenway trail, as generally shown on the CDP/FDP. Additional recreational facilities (e.g. gazebos, croquet lawns, bocce courts, badminton courts) that do not require fully enclosed structures may be provided within any open space area without the requirement of a CDPA/FDPA or a proffered condition amendment provided that such are determined to be in substantial conformance with the CDP/FDP. The balance of any funds not expended on-site, if any, or on the construction of off-site trails or landscaping, shall be provided to the FCPA for recreation facilities in the vicinity.

- b. At the time of site plan/subdivision plat approval, the Applicant shall contribute the sum of \$3,000.00 per newly constructed market rate unit (ADUs, "Senior Housing" and "Adaptive Re-use" units excluded) to the FCPA for construction of soccer fields, ball fields, or other recreational facilities in the vicinity of the Lorton reservation, as determined appropriate by the FCPA.
- c. The Homeowners Association shall own, maintain, and manage the Application Property open space that is located between the single story dormitories that are proposed for adaptive reuse and the Laurel Hill Greenway. No personal items and/or community facilities (e.g. bicycles, trash cans, storage structures, lawn chairs, grills, tables, umbrellas) shall be located in this area. This restriction shall be disclosed in the HOA documents prepared for the Application Property.
  - i. No entrances shall be permitted on the south side of the dormitories that directly face the Laurel Hill Greenway open space, unless there are no other options based on upon review by the Fire Marshal and Director of ZED, and subject to the approval of the ARB in accordance with the Historic Overlay District Provisions as required by the MOA.
  - ii. Entrances on the east side of dormitories that directly face the Laurel Hill Greenway may be permitted with ARB review and approval in accordance with the Historic Overlay District Provisions as required by the MOA.
  - iii. Every effort shall be made to locate mechanical equipment in an area other than between the adaptive reuse buildings and the Laurel Hill Greenway. If it can be demonstrated to the satisfaction of the Director of ZED that it is necessary to locate mechanical equipment in that area, it shall be screened with opaque landscaping, such as hedges, to avoid visual impacts on the Greenway subject to ARB approval in accordance with the Historic Overlay District Provisions as required by the MOA.
- d. The clubhouse shall be constructed with the first phase of development associated with active adult living.
- e. Open space areas and other improvements shall be phased to be constructed with each section of development of the Application Property within which it is located.

**10. HOMEOWNERS ASSOCIATION**

- a. At the time of site plan/subdivision plat approval, the Applicant shall establish a master Homeowners Association (HOA) for the proposed development to, among other things, own, manage and maintain the common open space, noise barrier, private streets, and recreational facilities, and to maintain yards outside of the privacy yard areas. All owners of residential units and the management/owner of any rental property located on the Application Property shall be members of the HOA.
- b. The requirement to maintain the private streets, landscaping, yards outside of delineated privacy yard fencing, clubhouse, pool, trash collection at the nearby bus shelter, and open space areas, estimated maintenance costs, and required review and approval by the ARB of exterior design changes for dwellings located within the eligible Historic District shall be included in the HOA documents prepared for the Application Property. Further, a specific limitation shall be included in the HOA documents pertaining to the use of open space that is located between the single-story dormitory adaptive reuse buildings and the Laurel Hill Greenway as referenced in Proffer 9c. Purchasers shall be advised of these requirements prior to entering a contract of sale. Further, in accordance with the Virginia Property Owners Association Act, Section 55 Code of Virginia, purchasers shall be advised of these requirements through a disclosure packet that contains the HOA documents upon entering into a contract of sale.
- c. If mutually agreed upon by the Applicant and the HOA, an application for a Final Development Plan Amendment may be submitted to convert one (1) of the adaptive reuse buildings or the Senior Housing Building to a medical care facility for assisted living purposes, subject to review by the Health Care Advisory Board. In such case, there would be no requirement for approval of a Proffered Condition Amendment to these proffers.

**11. STORMWATER MANAGEMENT**

- a. The Applicant intends to seek a waiver to allow off-site stormwater management (SWM) in lieu of on-site detention. The Applicant intends to provide SWM on the Park Authority property to the west of the Application Property. The Applicant shall locate, design, and construct the offsite SWM facility(s) and other adequate outfall improvements so as to provide for SWM/Best Management Practices ("BMP") requirements for the Application Property and for the golf course and associated improvements including, but not necessarily limited to, the golf course club house and maintenance facility.
- b. The Applicant shall coordinate the location, design, and construction of the offsite SWM/BMP facility with the FCPA prior to site plan submission for the facility, and

### **13. NOISE ATTENUATION**

- a. The Applicant has submitted a refined acoustical analysis to DPZ for review and approval. That study determined the noise impacts from Silverbrook Road and the appropriate measures to mitigate the impacts consistent with (b) and (c) below. Units impacted by noise shall be so indicated on all site/subdivision plans.
- b. For privacy yards and rear yards exposed to noise from Silverbrook Road as determined by the analysis, solid privacy fences, which are a maximum of six (6) feet in height, which shall be constructed primarily of brick, as generally shown on Sheet L-9 of the CDP/FDP (or other materials or design as approved by the ARB in accordance with the Historic Overlay District Provisions as required by the MOA), and that are solid from the ground up, with no gaps or openings, as determined necessary, shall be utilized as a sound attenuation measure in the rear and side yards of the single family detached units located along Silverbrook Road, as shown on the CDP/FDP. These fences/walls shall be attached to the unit or sufficiently overlapped as determined necessary at the time of site plan approval.
- c. In order to reduce interior noise to a level of approximately DNL 45 dBA, units within the highway noise impact zone of DNL 65-70 dBA (within 137 feet from the centerline of Silverbrook Road and where upper stories are proposed within 172 from the centerline of Silverbrook Road) shall be constructed with the following acoustical treatment measures if not otherwise shielded from noise impacts by other residential units:
  - i. Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.
  - ii. Doors and windows shall have a laboratory STC rating of at least 28 unless glazing constitute more than 20% of any façade exposed to noise levels of DNL 65 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the windows should have a STC rating of at least 39. However, the Applicant may elect to have a refined acoustical analysis performed to determine minimum STC ratings for exterior walls, windows, and doors; and the STC rating specifications may be reduced based on this analysis, as determined appropriate by DPWES.
  - iii. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

### **14. AFFORDABLE HOUSING**

- a. The Applicant shall comply with the ADU program as set forth in Part 8 of Article 2 of the Zoning Ordinance at the time of rezoning. The number of ADUs to be provided may be reduced based on the adoption of a future amendment to the provisions of the

shall be subject to review and approval by the FCPA in conjunction with site plan approval.

- c. Off-site SWM/BMP facilities constructed by the Applicant shall include the following features needed for integration of those facilities with the proposed golf course and clubhouse project to the extent reasonably determined by the FCPA: landscape screening of the facility, permanent water surface elevation, maintenance access to the facility, location/screening of proposed outfall structures, and combined outfall. Such features shall be identified on the site plan submitted to the County and the FCPA.
- d. The Applicant shall contribute a total of \$120,000.00 to the BOS/FCPA for the future maintenance of off-site SWM/BMP facilities. An initial contribution of \$60,000.00 shall be made prior to the issuance of the first RUP. The final contribution of \$60,000.00 shall be made at the time of final bond release or five (5) years from the date of the initial site plan approval, whichever first occurs.

## **12. SANITARY SEWER**

- a. In order to provide sanitary sewer service to the Application Property, the Applicant shall construct a pump station and force main as approved by DPWES.
- b. This facility shall be sized to accommodate flows from the Application Property and adjacent areas planned for adaptive reuse to the east and south of the Application Property that have been identified as the former Maximum Security Quadrangle and the former Reformatory Quadrangle, respectively. The pump station and force main shall be constructed by the Applicant at no cost to Fairfax County.
- c. The force main to be constructed through the Application Property from the pump station to a connection in Silverbrook Road shall be located as to not conflict with the landscape plan as illustrated on the CDP/FDP.
- d. The pump station shall be located, designed and sized in a manner that is acceptable to the County and shall be located on the Application Property or adjacent to it.
- e. The pump station will be constructed with a standing seam metal roof and red brick/masonry materials as coordinated with FCPA, and approved by the ARB in accordance with the Historic Overlay District Provisions as required by the MOA.
- f. Landscaping shall be provided by the Applicant around the pump station in order to minimize visual impacts to the Laurel Hill Greenway and the residential development, as determined appropriate by the Urban Forester and the FCPA.
- g. Final location and citing of the pump station within FCPA property shall be subject to review and approval of FCPA.

ADU Ordinance. ADUs will be provided within the Senior Housing Building and/or within the existing buildings proposed for adaptive reuse.

**15. HERITAGE RESOURCES**

- a. The five (5) existing buildings shown on the CDP/FDP as "Adaptive Reuse" are to be adaptively reused for multi-family dwellings. Future exterior alterations shall follow the process outlined in the Memorandum of Agreement that is associated with the Eligible Historic District at Lorton, and shall be submitted to the ARB for review in accordance with the provisions of Par. 2, Sect. 7-200, Historic Overlay Districts of the Fairfax County Zoning Ordinance. All exterior alterations, rehabilitations and/or restorations of the adaptively reused buildings shall be performed in keeping with *The Secretary of Interior's Standards for Rehabilitation*. The Applicant reserves all rights to pursue permitted administrative and legislative relief and remedies from ARB decisions.
  - i. Measures shall be taken to protect these existing buildings and Tower #2, as identified on the CDP/FDP in the event that it remains pursuant to section 15.e. below, during onsite demolition and development activities.
    1. Around each structure or group of structures, an area of land not less than ten (10) feet from the structure(s) will be marked with chain link fencing (one (1) opening per side permitted), consisting of six (6)-foot steel posts driven 18 inches into the ground and placed no further than ten (10) feet apart, so as to prevent accidental damage by heavy construction equipment during on-site demolition and earth moving activities. Steel posts and fencing may be removed once such activities are completed, to provide necessary access to the structure and the land adjacent to it. Nothing herein shall preclude activity within this area as long as such activities do not harm the building or its foundation, as described in 15.a.i.2. below.
    2. For each protected building or structure, a line of foundation protection shall be delineated from the base of the foundation, with such line to be shown on all grading and/or site plans (e.g. a plan section or profile), including rough grading plans. If the building foundation is concrete, a line of protection shall be drawn at a 45-degree angle from the base of the foundation projecting downward. If the building foundation consists of rock or rubble, the Applicant's structural engineer will determine if a wider line of protection is necessary to the satisfaction of DPWES. If activities such as excavation, installation of utilities, stabilization/development activities related to the Greenway, or building restoration/modification are necessary within this area of protection, measures will be taken to

insure the stability of the building foundation per current structural engineering standards and to the satisfaction of DPWES. Nothing herein shall preclude surface grading around the buildings to a depth of 6 to 12 inches, landscaping, or other activities that will not harm the building foundation.

- b. The Applicant shall fund three (3) historic markers at a total cost not to exceed \$4,500.00 for placement within the Eligible Historic District at Lorton, provided that the History Commission may limit the number to less than three (3). The Fairfax County History Commission shall determine the site or topic for each commemoration, the marker locations, and text.
- c. A Phase I archeological analysis will be conducted for Areas A, B and C as identified in a letter from Mike Johnson, and which is dated December 14, 2002 and is attached as Exhibit 1 to these proffers.
- d. Culinary Arts Building (R-40)- The Culinary Arts Building, built in 1941 (see Sheet 5 of 6 of the CDP/FDP) shall be photographed with a large format (4" X 5" minimum negative) camera using black and white film prior to demolition. Photographic recordation shall be done to the standards of the Historic American Buildings Survey (HABS). The number and angle of views shall be coordinated with the FCPA prior to the taking of the photographs and completed photos shall be approved by FCPA prior to demolition. Such photographs shall be submitted to the Virginia Room of the Fairfax County Public Library, the District of Columbia Archives, and the Virginia Department of Historic Resources (VDHR). The negatives shall be submitted to VDHR.
- e. Tower #2 (R-55)
  - i. Notwithstanding the note of the CDP/FDP, the tower shall continue to remain as a feature within the proposed development, shall be preserved and incorporated into the HOA common open space, be maintained by the HOA, and shall be subject to the HOA restrictive covenants.
  - ii. If a public or nonprofit entity becomes available to own and maintain the tower, the tower can remain as a separate feature, to be owned and maintained by the identified entity and the tower and associated land area can be dedicated to the County without need for a PCA, FDPA or CDPA, subject to the Applicant's approval.
  - iii. The tower shall be preserved as defined in the Secretary of Interior's Standards for The Treatment of Historic Properties by accomplishing the specific items of work, including the removal of security lights and cameras, as listed in Section 2:Physical and Structural Condition of the Historic Structures Re-use Study for

Tower #2 (R-55) as prepared by David Berg, MA and John Mott, FAIA, dated November 27, 2002, which section is attached as Exhibit 2 to these proffers, or as may be approved by the ARB at the Applicant's option.

- f. Tower #3 (R-56) - This tower, located in the western portion of the application property, shall be photographed with a large format (4" X 5" minimum negative) camera using black and white film prior to demolition. Photographic recordation shall be done to the standards of the Historic American Buildings Survey (HABS). The number and angle of views shall be coordinated with the FCPA prior to the taking of the photographs and completed photos shall be approved by the FCPA prior to demolition of the tower. Such photographs shall be submitted to the Virginia Room of the Fairfax County Public Library, the District of Columbia Archives, and the Virginia Department of Historic Resources (VDHR). The negatives shall be submitted to VDHR.

**16. MISCELLANEOUS**

- a. Any off-site grading must be reviewed and approved by DPWES and the FCPS and FCPA as appropriate.
- b. 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.
- c. A covenant shall be recorded that provides that garages shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles). This covenant shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the HOA and the BOS. Purchasers shall be advised of the use restriction prior to entering into a contract of sale. This restriction shall also be included in the HOA documents.
- d. Homes constructed on the Application Property shall meet thermal guidelines of the CABO Program for energy-efficient homes or its equivalent, as determined by DPWES, for either electrical or gas energy systems.
- e. Notwithstanding the locations for signs and typical entry features included in the CDP/FDP, all signs shall comply with Article 12, including a comprehensive sign plan as may be approved in accordance with the provisions of Sect. 12-205.
- f. No temporary signs (including "popsicle" style paper or cardboard signs) that are prohibited by Article 12 of the Zoning Ordinance, and no signs that 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 sales of homes on the Application Property, or for the rental of any multi-family dwelling unit. Furthermore, the Applicant shall direct its agents and

employees involved in marketing, rental, and/or home sales for the Application Property to adhere to this proffer.

- g. All new utilities within the Application Property shall be placed underground. The existing utility poles located along Silverbrook Road may be relocated to accommodate the widening of Silverbrook Road. With the exception of the existing utility poles and any light poles required by DPWES or VDOT pursuant to site plan/subdivision plat review, no additional utility poles will be located along Silverbrook Road.
- h. The Applicant reserves the right to institute the following Secondary Uses in a P-District, as described in Sect. 6-103 of the Ordinance, without the need for a proffered condition amendment, CDPA or FDPA. Such Secondary Uses include: home offices; bank teller machines; garment cleaning establishments; quick service food stores; personal service establishments; places of worship; cultural centers, museums and similar facilities; and retail sales establishments. Any such secondary uses shall be located within the adaptive reuse structures or within the Senior Housing building and shall be similar to accessory service uses as defined in the Ordinance in their scope and size.
- i. The Applicant shall be responsible for applying for and obtaining a Conditional Letter of Map Revision (CLOM-R) from the Federal Emergency Management Agency (FEMA) if it is determined by FEMA that a map revision is necessary.

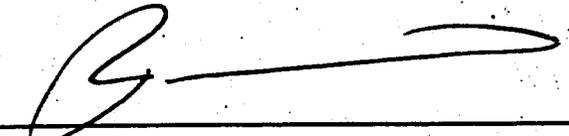
**[SIGNATURES BEGIN ON THE FOLLOWING PAGE]**



RZ 2002-MV-040  
Spring Hill Seniors, LLC  
Spring Hill Senior Campus  
Signature Page

Applicant Contract Purchaser of the Application  
Property/Agent for the Title Owner of the Application  
Property

Spring Hill Seniors, LLC  
By: KSI Services, Inc., its Managing Member

By: 

Name: Richard W. Hausler

Title: President/Director/Agent/Attorney-in-Fact