

PROFFERS

Redbrick Development Group, LLC and MDP Groveton, LLC

PCA 2004-LE-012

March 26, 2009

Pursuant to Section 15.2-2303(A) Code of Virginia, 1950, as amended, Redbrick Development Group, LLC and MDP Groveton, LLC (hereinafter referred to as the "Applicant"), for themselves, their successors and assigns, in PCA 2004-LE-012 filed on property identified as Fairfax County tax map reference 92-2 ((1)) 13A; 93-1 ((1)) 97 and 98; 93-1 ((38)) (1) 1, 4 and 7 (hereinafter referred to as the "Application Property"), hereby proffers to the following, provided that the Board of Supervisors approves a proffered condition amendment for the Application Property in conjunction with a Final Development Plan Amendment (FDPA) for mixed use development. If accepted, these proffers shall replace and supersede any previous proffers approved on the Application Property.

1. CONCEPTUAL/FINAL DEVELOPMENT PLAN

- a. Subject to the provisions of Section 16-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the Conceptual/Final Development Plan Amendment (CDPA/FDPA), entitled "Heights at Groveton," containing eighteen (18) sheets prepared by BC Consultants, Inc., dated May 2008 and revised through March 23, 2009.
- b. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CDPA/FDPA may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor adjustments to elements such as the building layout, building footprint, and location of entrances/exits of the proposed development at time of site plan submission based on utility locations and final engineering design, provided that such do not materially decrease the amount and location of open space, or distances to peripheral lot lines, and are in substantial conformance with the CDPA/FDPA.
- c. Notwithstanding that the CDPA/FDPA is presented on eighteen (18) sheets and said CDPA/FDPA is the subject of Proffer 1.a. above, it shall be understood that the CDP shall be limited to the location and amount of open space, limits of clearing and grading, the location of vehicular entrances/exits, the maximum number and general location of residential units and type of units, and the minimum square footage of office and commercial development. 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 CDPA/FDPA in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

2. USES

- a. Residential uses comprised of multiple family dwelling units totaling a maximum of 289,000 gross square feet shall be permitted within the building as shown on the CDPA/FDPA. There shall be no more than 290 residential units within the building. The building shall also include a minimum of 50,000 gross square feet of office and a minimum of 20,000 gross square feet of other commercial uses, including eating establishments, personal service establishments and retail sales establishments. The final mix of uses (commercial and residential) shall be determined at time of site plan and shall not exceed a 1.8 FAR for the site overall. The following secondary uses shall be permitted:
 - i. Accessory uses and accessory services uses;
 - ii. Bank teller machines, unmanned;
 - iii. Business service and supply service establishments;
 - iv. Child care centers and nursery schools (outdoor recreation areas permitted only in the residential amenity plaza);
 - v. Colleges, universities;
 - vi. Commercial recreation uses;
 - vii. Eating establishments;
 - viii. Fast food restaurants (with no drive-through lanes);
 - ix. Financial institution (with no drive-through lanes);
 - x. Garment cleaning establishment;
 - xi. Light public utility uses, limited to telecommunication facilities and mobile and land based telecommunication facilities, which shall be screened so as to mitigate their appearance, but not interfere with functionality;
 - xii. Offices;
 - xiii. Personal service establishment; such as barber shops, beauty salons and dry cleaners;
 - xiv. Private schools of special and general education (which do not require outdoor recreation areas) – such as ballet studio;

- xv. Public uses;
 - xvi. Quick service food store;
 - xvii. Repair service establishments; and
 - xviii. Retail sales establishments.
- b. Development of non-residential and residential uses shall take place concurrently as follows:
- i. The Application Property shall be developed as one site plan.
 - ii. A site plan revision to include the office building shall be recommended for approval by the Department of Public Works and Environmental Services (DPWES) prior to the issuance of the final Residential Use Permit on the Application Property. The requirement for site plan approval may be delayed for good cause, as determined by the Director of the Zoning Evaluation Division, upon demonstration that the Applicant has made diligent efforts to pursue said approval. For purposes of this proffer, "good cause" shall include, but not be limited to, unforeseen delays related to permitting and/or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractor, subcontractors and/or engineers.
 - iii. Until the office building is constructed, that area shown on the CDPA/FDPA as office shall be graded and landscaped with benches installed as generally shown on Sheet 3 of the CDPA/FDPA to provide an amenity to residents living on the Application Property. A sign shall be installed to provide notification of future office development.

3. TRANSPORTATION

- a. Subject to Virginia Department of Transportation (VDOT) and DPWES approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of eighty-eight (88) feet from the centerline along the Application Property's Richmond Highway frontage as shown on the CDPA/FDPA. Dedication shall be made at time of site plan or upon demand of either Fairfax County or VDOT, whichever should first occur.
- b. Subject to VDOT and DPWES approval, the Applicant shall construct frontage improvements to Richmond Highway measuring approximately fifty-nine (59) feet from centerline to face of curb within the dedicated right-of-way as shown on the CDPA/FDPA. Said improvements shall include a right turn lane with a taper as shown on the CDPA/FDPA as approved by VDOT.

- c. Subject to VDOT and DPWES approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of fifty and one-half (50½) feet from the centerline along the Application Property's Memorial Street frontage as shown on the CDPA/FDPA. Dedication shall be made at time of site plan approval or upon demand of either Fairfax County or VDOT, whichever should first occur.
- d. Subject to VDOT and DPWES approval, the Applicant shall construct frontage improvements to Memorial Street within the dedicated right-of-way as shown on the CDPA/FDPA. Said improvements shall include the construction of a right turn lane as shown on the CDPA/FDPA in order to provide for two left turn lanes and one shared through/right turn lane.
- e. Subject to VDOT and DPWES approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of forty-two and one-half (42½) feet from the centerline along the Application Property's Donora Drive frontage as shown on the CDPA/FDPA. Dedication shall be made at time of site plan approval or upon demand of either Fairfax County or VDOT, whichever should first occur.
- f. Subject to VDOT and DPWES approval, the Applicant shall construct frontage improvements to Donora Drive measuring approximately thirty (30) feet from centerline to face of curb within the dedicated right-of-way as shown on the CDPA/FDPA.
- g. Subject to VDOT and DPWES approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of thirty-one and one-half (31½) feet from the centerline along the Application Property's Groveton Street frontage as shown on the CDPA/FDPA. Dedication shall be made at time of site plan approval or upon demand of either Fairfax County or VDOT, whichever should first occur.
- h. Subject to VDOT and DPWES approval, the Applicant shall construct frontage improvements to Groveton Street measuring approximately twenty (20) feet from centerline to face of curb within the dedicated right-of-way as shown on the CDPA/FDPA.
- i. Except as may be specified herein, all transportation and streetscape improvements shall be constructed concurrent with development of the Application Property.
- j. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications described herein and as may be reasonably required by Fairfax County or VDOT whether such dedications occur prior to or at time of site plan approval.

- k. Access to the Application Property shall be provided via two full movement entrances on Groveton Street and a right-in only entrance on Richmond Highway as shown on Sheet 8 of the CDPA/FDPA. The Applicant reserves the right to request a modification to the Richmond Highway entrance from VDOT in order to permit right-out movements in addition to right-in movements at this location. In the event right-out movements are permitted by VDOT at this location, then the Applicant shall design and provide such improvements as may be required by VDOT and as shown on Sheet 7 of the CDPA/FDPA. If the option for a right-out movement is implemented, the Applicant shall install a four (4) foot wide island as generally shown on Sheet 7 of the CDPA/FDPA to preclude vehicles from entering the left turn lane at the Groveton Street intersection with Richmond Highway. Said island shall taper to two (2) feet as it approaches the intersection. If the right-in only entrance is implemented, the two (2) to four (4) foot island shall be striped pavement only.

4. STREETSCAPE

- a. The Applicant shall install a streetscape generally consisting of landscaping, a trail, and a browsing strip along the Application Property's Richmond Highway frontage as shown on the CDPA/FDPA. The trail shall consist of special pavers incorporated within the streetscape as shown on the CDPA/FDPA. The Applicant shall coordinate the installation of the proposed streetscape with VDOT.
- b. The Applicant shall install a streetscape generally consisting of landscaping and a sidewalk along the Application Property's Memorial Street and Groveton Street frontages as shown on the CDPA/FDPA. The Applicant shall coordinate the installation of the proposed streetscape with VDOT.
- c. The Applicant shall install landscaping along the Application Property's Donora Drive frontage as shown on the CDPA/FDPA. The Applicant shall coordinate the installation of the proposed streetscape with VDOT.
- d. The Applicant reserves the right to locate outdoor seating on the Application Property outside of the proposed trail and sidewalk areas.
- e. The Applicant shall install all utilities underground.

5. TRANSPORTATION DEMAND MANAGEMENT STRATEGIES

- a. The Applicant shall utilize mass transit, ride-sharing, telecommuting and other transportation demand management (TDM) strategies to reduce single occupancy vehicular (SOV) traffic from the Application Property during peak hours at build out by a minimum of 15 percent of the peak hour trips generated according to the *Institute of Transportation Engineers (ITE) Trip Generation Manual, 7th Edition*. Residents and employees of the development will be advised of this transportation strategy at time of sale and/or lease.

The Applicant shall develop and submit to the Fairfax County Department of Transportation (FCDOT), for review and approval, a TDM plan for the Application Property within 90 days of rezoning approval, or at the time of site plan submission, whichever event occurs last. The program shall include funding, monitoring, and interim reduction goals.

To achieve the reduction goals, the Applicant shall provide a one-time contribution of Thirty Thousand Dollars (\$30,000.00) to establish the initial fund to support the administrative costs associated with the development, implementation, and evaluation of the TDM program. This fund ("HOA/TDM fund"), shall be part of the owners' association(s) budget, is exclusive of the cost of the shuttle van service, and shall be established prior to the issuance of the first RUP for the Application Property.

The Applicant shall notify FCDOT at the time of the issuance of 100th residential use permit (RUP) that the TDM strategies are implemented. Within one year after the Applicant turns over the homeowners' association to individual owners or after the units are fully leased, the homeowners' association or residential management company shall conduct a survey of residents and employees to determine the transportation characteristics of building tenants and employees. This survey will be developed and conducted as directed by FCDOT staff, and will form the basis of the on-going transportation management program which may include surveys and/or traffic counts.

Results of the survey shall be provided to FCDOT within 90 days after completion. If the survey reflects that the goals established with FCDOT have been met, then no additional adjustments to the program are required. In the event that the established goals have not been met, then the Applicant shall increase the funding associated with the program at the rate of \$0.05 per gross square foot of office and \$50.00 per residential unit as shown on the approved site plan. In any event, annual surveys will continue until full build out and issuance of the final RUP. At that time, if the latest survey reveals that the 15% goal has been met, then no additional surveys and/or funding shall be required.

The transportation management strategies, with the exception of the shuttle van service, shall be implemented prior to issuance of the first RUP for the Application Property. Strategies may include the following:

- i. Designation of an individual(s) to act as the Transportation Coordinator(s) whose responsibility shall be to implement the TDMs in coordination with FCDOT. The transportation strategies management position may be part of other duties assigned to the individual(s).
- ii. Dissemination of information by the owners' association(s) regarding Metro rail, Metro bus, ridesharing, and other relevant transit options in residential and commercial sale/lease packages;

- iii. Making Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants and employees in a common area; such as a central lobby, community room, or building management office;
 - iv. Provision of a teleworking center wired with high capacity data/network connections available for the use of all residents.
 - v. Provision of a central area where residents can arrange certain services such as dry cleaning, pharmacy, grocery and package deliveries;
 - vi. Distribution of a newsletter at a minimum on a quarterly basis, or maintenance of a web page for residents/tenants of the Application Property describing and updating information on TDM strategies and services;
 - vii. Provision of a Smart Trip Card (or a similar fare card) with a value of One Hundred Dollars (\$100.00) per household to new resident(s) of each dwelling unit on the Application Property at time of sale, or at time of lease execution.
 - viii. Implementation of other strategies found to be effective in reducing the number of SOV trips as mutually agreed to by the Applicant and the FCDOT.
 - ix. Participation in Fairfax County's Community Residential Program.
 - x. Provision of preferential office parking for car/van pools.
- b. The Applicant shall provide indoor bicycle racks for residents, employees and visitors.
 - c. The Applicant shall maintain a safe sidewalk system designed to encourage/facilitate pedestrian circulation and shall clear the sidewalk of snow within 24 hours of the end of a storm event.
 - d. The Applicant shall pre-wire all residential units with high capacity data/network connections.
 - e. The Applicant shall install a bus shelter along the Application Property's Richmond Highway frontage in a location reviewed and approved by VDOT and WMATA. The Applicant shall contribute the amount of Fifteen Thousand Dollars (\$15,000.00) to Fairfax County at time of site plan approval for the installation of a bus shelter on the east side of Richmond Highway.
 - f. The Applicant shall establish a shuttle van service, that may include participation by other mixed use developments in the Richmond Highway Corridor, to the Huntington Metro Station during the weekday morning and afternoon peak traffic

hours. The Applicant shall determine the commencement of the shuttle van service, which shall occur no later than the issuance of the 100th RUP for the Application Property. The shuttle van service shall operate for a minimum of three (3) years from the date that the Applicant turns over the owners' association to individual owners of dwelling units or from the date that 90% of the residential units are fully leased. The shuttle van service may be discontinued by the owner or owners' association, as deemed appropriate after consultation with FCDOT, based upon usage and effectiveness. The shuttle van shall contain at least twelve (12) seats and shall operate at half hour headways during weekday mornings and afternoon peak hours.

6. OTHER TRANSPORTATION IMPROVEMENTS

- a. The Applicant shall install a new traffic light at the intersection of Groveton Street and Richmond Highway, to include pedestrian count down signals and a fourth crosswalk, if warranted and approved by VDOT. Said traffic light shall be installed within the right-of-way. The Applicant shall complete a warrant study for submission to VDOT within three (3) months of the issuance of the 100th RUP for the Application Property. Subsequent installation shall be completed as required by VDOT.
- b. The Applicant shall modify timing at the existing traffic light located at the intersection of Memorial Street and Richmond Highway, to include pedestrian count down signals and a fourth crosswalk, subject to the review and approval of VDOT. Installation shall be completed as required by VDOT.
- c. The Applicant shall provide at grade pedestrian connection(s) between the Application Property and the property to the north, identified among the tax records as 93-1 ((1)) 1A, at one or more locations. Final location(s) shall be selected at time of site plan in coordination with the Groveton Civic Association and as approved by DPWES and VDOT. Crosswalks shall be constructed of materials, such as stamped asphalt, to create a contrast between the crosswalk and the road pavement, subject to VDOT approval. Additional pedestrian enhancements shall include modification of the existing traffic signal at Richmond Highway and Memorial Street to include pedestrian count down signals and a fourth crosswalk, subject to VDOT approval.
- d. The Applicant shall provide written support to the Groveton Civic Association for the installation of traffic calming measures, such as raised crosswalks on Memorial Street and other surrounding roads, by VDOT. In addition, at time of site plan approval, the Applicant shall escrow the sum of Twenty-five Thousand Dollars (\$25,000.00) with Fairfax County to be used for the installation of traffic calming measures on Memorial Street, Lenclair Drive and/or Queens Road, or other locations as designated by the Groveton Civic Association. If said escrow is not spent within six (6) years of submission, then the escrow, or any remaining portion thereof, shall be spent on other transportation improvements in the area as

determined by Fairfax County in coordination with the Groveton Civic Association.

- e. The Applicant shall complete a pedestrian passage plan as part of the site plan submission to detail existing and proposed pedestrian enhancements within the area bounded by Groveton Street, Donora Drive, Memorial Street and Richmond Highway as requested by VDOT.

7. PARKING

Parking shall be provided in accordance with Article 11 of the Zoning Ordinance as determined by DPWES. However, the Applicant reserves the right to request a parking reduction or shared parking agreement pursuant to Article 11 of the Zoning Ordinance and any such request shall be forwarded to the Groveton Civic Association. Any modification to the required parking as approved by such parking reduction or shared parking agreement may be accommodated without requiring a PCA or FDPA provided the layout is in substantial conformance with the CDPA/FDPA. The number of parking spaces represented on the CDPA/FDPA is based on preliminary estimates; the final number of parking spaces provided at the time of site plan submission shall be consistent with any approved parking reduction, the number of residential units developed, and the proposed office and commercial development. The Applicant reserves the right to provide parking in excess of the minimum required per code or approved parking reduction so long as it does not decrease open space and is in substantial conformance with the CDPA/FDPA.

8. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

- a. The Applicant shall provide underground on-site stormwater management (SWM) and Best Management Practices (BMPs) facilities as shown on the CDPA/FDPA to satisfy detention and water quality requirements in accordance with the requirements of the Public Facilities Manual, DPWES, and Chapter 118 of the Fairfax County Code, subject to the approval of the Board of Supervisors.
- b. The SWM/BMP facilities shall be maintained by the Applicant, its successors and assigns, in accordance with the regulations of DPWES. The maintenance responsibilities shall be incorporated in an agreement to be reviewed and approved as to form by the Fairfax County Attorney's Office and recorded among the Fairfax County land records. The maintenance responsibilities for the SWM/BMP facilities shall be disclosed in the homeowners' association documents, if any, established for the residential units. The Applicant shall establish a reserve fund, in an amount as determined by DPWES at time of site plan, for maintenance of the facility and for replacement cost based on the life expectancy of the system.

9. LANDSCAPING AND OPEN SPACE

- a. The Applicant shall install landscaping as shown on the CDPA/FDPA. Deciduous shade trees shall be a minimum of three (3) inches in caliper, flowering trees shall be a minimum of two and one-half (2½) inches in caliper, and evergreen trees a minimum of eight (8) feet in height, at time of planting. The Applicant shall install an irrigation system to maintain landscaping.
- b. The Applicant shall submit a detailed landscaping plan as part of the first and all subsequent plan submissions for review and approval by Urban Forest Management. The landscaping plan shall utilize a variety of tree species of various sizes planted throughout the Application Property. The species may include, but are not limited to, white oak, red maple, red oak, American holly, American beech, willow oak, crape myrtle, dogwood, sycamore, and others as specified in the Comprehensive Plan Urban Design Guidelines for the Richmond Highway Corridor.

10. NOISE ATTENUATION

- a. In order to reduce interior noise to a level of approximately 45 dBA Ldn, residential dwellings anticipated to be impacted by highway noise having levels projected to be 65 dBA or above, shall have the following acoustical treatments measures:
 - i. Exterior walls shall have a laboratory Sound Transmission Classification (STC) of at least 39.
 - ii. Doors, windows and glazing shall have a laboratory STC rating of at least 28. If doors, windows and other glazed areas constitute more than 20 percent of any facade impacted by noise, they shall have the same laboratory STC ratings specified for exterior walls.
 - iii. Adequate measures to seal and caulk between surfaces shall be provided.
- b. The Applicant reserves the right to pursue other methods of mitigating highway noise impacts that can be demonstrated prior to the filing of a building permit, through an independent noise study as reviewed and approved by DPWES and the Department of Planning and Zoning, provided that these methods will be effective in reducing interior noise levels to approximately 45 dBA Ldn, and exterior noise within outdoor recreation areas to approximately 65dBA.
- c. Highway noise impacts from Richmond Highway shall be disclosed to all prospective purchasers prior to entering into a contract of sale and within the homeowners' association documents, if any, established for the residential units.

11. PARKS AND RECREATION

- a. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreation facilities for residential uses. The Applicant shall provide recreation facilities for the residents including a swimming pool; a community center with exercise facilities, and passive recreation such as picnic areas, seating areas and formal gardens. The Applicant proffers a minimum expenditure for recreational facilities of one thousand five hundred dollars (\$1,500.00) per residential unit. Any funds not expended on-site shall be contributed to the Fairfax County Park Authority for recreation facilities located in the vicinity of the Application Property.
- b. Subject to the approval of the Fairfax County Park Authority, the Applicant shall install a dog park at Lenclair Park in accordance with Fairfax County specifications. Said facility shall be installed prior to the issuance of the first residential use permit for the Application Property, unless additional time is agreed to by the Applicant, the Fairfax County Park Authority and the Lee District Supervisor.
- c. Prior to the issuance of the first building permit, the Applicant shall contribute the sum of Fifty Thousand Dollars (\$50,000.00) to the Fairfax County Park Authority for the restoration of Historic Huntley.

12. SCHOOL CONTRIBUTION

Applicant shall contribute the sum of Two Hundred Seventy-Seven Thousand Five Hundred Dollars (\$277,500.00) to the Fairfax County Board of Supervisors for capital improvements to Groveton Elementary, Carl Sandburg Intermediate, and West Potomac High School, which are located in the vicinity of the Application Property. The amount of this contribution may be reduced at time of payment based on the final number of residential units proposed on the Application Property in accordance with the school generation rates of Fairfax County as provided by Fairfax County Public Schools Facilities Planning. Said contribution shall be payable at time of site plan approval for the Application Property.

13. AFFORDABLE HOUSING

Prior to the issuance of the first building permit, the Applicant shall contribute a sum equaling one-half (1/2) percent of the aggregate sales value of each new multi-family dwelling unit to be constructed on the Application Property to the Fairfax County Housing Trust Fund to assist Fairfax County's low and moderate income housing goals.

14. DESIGN

- a. The proposed design of the residential and office buildings, and the garage, on the Application Property shall be in general conformance with the architectural elevations as shown on Sheet 12 of the CDPA/FDPA. Exterior building materials

as shown on Sheet 12 of the CDPA/FDPA shall be a combination of materials selected from pre-cast concrete, glass, metal panels, masonry, cementitious panels, stucco, brick, or materials of similar quality.

- b. All buildings on the Application Property shall comply with the Council of American Building Officials ("CABO") Model Energy Code for energy efficient homes or its equivalent for electric or gas energy systems, as applicable.
- c. All lighting shall comply with Zoning Ordinance Section 14-900, Outdoor Lighting Standards. Street lights shall be full cut off. Pedestrian lights shall be provided along the Application Property's Richmond Highway frontage in accordance with the Richmond Highway streetscape guidelines in the Fairfax County Comprehensive Plan.

15. OWNERS' ASSOCIATION(S)

- a. The Applicant shall establish an umbrella community owners' association (the "UOA") for the proposed development to own, manage and maintain open space areas including plazas, and all other community owned land and improvements, including recreation facilities and SWM/BMP facilities. All recreation and open space areas shall be open for the use of all residents. The Applicant may establish separate owners' associations for homeowners and office/commercial tenants. Restrictions placed on the use of open space and recreation areas, the maintenance responsibilities of the owners' association(s), and the noise impacts and future highway widening impacts associated with Richmond Highway shall be disclosed to all prospective purchasers in a disclosure memorandum prior to entering into a contract of sale and included in the association documents.
- b. The Applicant shall notify contract purchasers, if any, in writing, prior to entering into a contract of sale, of the width of the Richmond Highway dedication as shown on the CDPA/FDPA, and the potential for future road improvements. This notice shall also be contained in the homeowners' association, if any, and the UOA documents established for the residential units.
- c. The streetscape described herein along the Application Property's Richmond Highway, Memorial Street, Groveton Street and Donora Drive frontages shall be maintained by the owners' association established for the Application Property. This maintenance obligation shall be disclosed in the homeowners' association, if any, and the UOA documents.
- d. The operation of the shuttle van service shall be disclosed in the homeowners' association, if any, and UOA documents.

16. SIGNAGE

- a. 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 to assist in the initial sale of homes on the Application Property. Furthermore, the agents and employees involved in the marketing and sale of the residential units on the Application Property shall be directed to adhere to this proffer.
- b. Signs shall be permitted for the residential, office and retail components located on the Application Property in accordance with Article 12 of the Zoning Ordinance and coordinated as recommended by the Richmond Highway Urban Design Guidelines.
- c. Prior to the issuance of the first residential use permit for the Application Property, the Applicant shall install a "Welcome to Groveton" sign in the Richmond Highway median in accordance with Fairfax County specifications, and in a location determined and approved by VDOT and Fairfax County.

17. ADMINISTRATIVE REVIEW

Concurrent with the submission of site plans and building plans to DPWES, the Applicant shall submit a copy of the site plan and architectural drawings and all revisions to the Lee District Supervisor and Planning Commissioner for review.

18. CONSTRUCTION

- a. Outdoor construction activity shall be limited to between the hours of 7:00 a.m. and 7:00 p.m., Monday through Friday, and 8:00 a.m. to 5:00 p.m. on Saturdays. No outdoor construction activities shall be permitted on Sundays or Federal holidays.
- b. Prior to the commencement of construction excavation, Applicant shall investigate the Application Property for possible rodent infestation. If rodents are found, the Applicant shall use permitted commercial measures to abate the infestation.
- c. During development of the Application Property, the telephone number and e-mail address of the site superintendent that will be present on-site during construction shall be provided to the President of the Groveton Civic Association and the Lee District Supervisor's office.
- d. To the extent practicable, the Applicant shall park construction vehicles and construction workers' vehicles on-site during construction of improvements on the Application Property.

19. GREEN BUILDING PRACTICES

The Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project. At time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.

The Applicant shall apply to the United States Green Building Council (USGBC), National Association of Home Builders (NAHB), or alternative organization acceptable to Fairfax County, and will achieve green building certification of the project. This application will include, but will not be limited to, elements such as conservation of transportation energy and potable water, reduction of the heat island effect, measures to reduce vehicle trips, construction waste management to reduce waste disposal, reduction in the use of virgin materials (e.g. reuse of building materials; use of materials with recycled content), use of materials extracted and/or manufactured within the region and improved indoor air quality. Prior to site plan submission, the Applicant shall register the project with USGBC, NAHB or an alternative organization, as one pursuing certification. As part of the site plan submission and building plan submission, the Applicant shall provide a list of specific credits that the Applicant anticipates obtaining. The application shall meet or exceed the standard required to achieve certification of the project through the collaborative design efforts of the LEED-accredited design professionals. Prior to site plan approval, the Applicant shall submit a summary sheet to DPWES, that demonstrates how this commitment is anticipated to be satisfied to the Environment and Development Review Branch of DPZ. A green building maintenance manual shall be distributed to all tenants in the building.

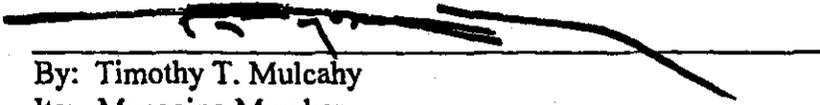
20. SUCCESSORS AND ASSIGNS

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

CO-APPLICANT/CONTRACT PURCHASER OF
TAX MAP 92-2 ((1)) 13A; 93-1 ((1)) 97, 98;
93-1 ((38)) (1) 1, 4, 7

REDBRICK DEVELOPMENT GROUP, LLC

By: TIJ DEVELOPMENT ASSOCIATES, LLC, its Member



By: Timothy T. Mulcahy
Its: Managing Member

By: REDBRICK DEVELOPMENT PARTNERS, LLC, its
Member

By: Redbrick Holdings, LLC, its Sole Member

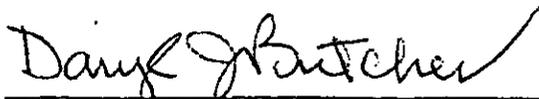


By: Thomas J. Skinner
Its: Managing Member

[SIGNATURES CONTINUE ON THE NEXT PAGE]

CO-APPLICANT / TITLE OWNER OF
TAX MAP 92-2 ((1)) 13A; 93-1 ((1)) 97, 98;
93-1 ((38)) (1) 1, 4, 7

MDP GROVETON, LLC

A handwritten signature in cursive script that reads "Daryl J. Butcher". The signature is written in black ink and is positioned above a horizontal line.

By: Daryl J. Butcher
Its: Member

[SIGNATURES END]