PROFFERS

WV/B PALISADES DEVELOPMENT LLC

RICH PROPERTY
RZ 2010-LE-018
June 24, 2011

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, WV/B Palisades Development, LLC (hereinafter referred to as the Applicant"), for itself, successors and assigns in RZ 2010-LE-018, filed for property identified as Tax Map 09-13 ((1)) 73, (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors approves a rezoning of the Application Property to the PDH-4 District in conjunction with a Conceptual/Final Development Plan (CDP/FDP) for residential development. 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 CDP/FDP, consisting of 13 Sheets prepared by Walter L. Phillips, Inc. dated April 8, 2011.

b) Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor adjustments to the layout, internal lot lines, and lot sizes of the proposed subdivision at time of subdivision plan submission based on final house locations, building footprints, and utility locations, provided that there is no decrease to the amount and location of open space, tree save, limits of clearing and grading, or distances to peripheral lot lines as dimensioned on the CDP/FDP.

2) HOMEOWNERS ASSOCIATION

a) The applicant shall establish a homeowner's association for the purpose of assuming ownership and maintenance responsibilities for common areas and elements within the residential community.

b) The applicant reserves the right to be annexed by the Kingstowne Residential Owners Corporation (KROC) and be incorporated into the Kingstowne Planned Community.

c) Garage Conversion - A covenant shall be recorded which provides that garages shall not be used for any purpose that will interfere with the parking of vehicles in the garage. The 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 to Fairfax County. 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) Overflow Parking – The applicant has received tentative permission from the adjoining property owner (First Baptist Church of Kingstowne) for the use of their parking lot as overflow parking for the benefit of the residents of the residential community. Conditions and rules governing such use shall be incorporated into the HOA covenants after receiving final approval by the adjoining property owner.

3) TRANSPORTATION

a) Subject to Virginia Department of Transportation (VDOT) and Department of Public Works and Environmental Services (DPWES) approval, the Applicant shall construct the entrance onto Hayfield Road to serve the residential community as shown on the CDP/FDP.

b) The Applicant shall construct a private road to serve the residential community as shown on the CDP/FDP. This private road shall be owned and maintained by the homeowners association established for the Application Property. Said maintenance responsibilities shall be disclosed to initial prospective purchasers prior to entering into a contract of sale, and shall be disclosed in the homeowners association documents. Additionally, Applicant shall grant to Fairfax County a public access easement for the use and if necessary, the maintenance of the private road. In the event that the subject development is annexed by KROC, this requirement may be waived by Fairfax County.

c) The Applicant shall construct a sidewalk on one side of the private street within the residential community as shown on the CDP/FDP. All sidewalk construction shall be in conformance with the PFM and conform to ADA Standards. On Hayfield Road, where a four foot sidewalk exists, a five foot passing area shall be provided in a safe location near the curb ramp at the proposed development entrance.

4) LANDSCAPING AND OPEN SPACE

The first submission of the subdivision plan and all subsequent plan submissions shall include a landscape plan and specifications, for review and approval by the Urban Forest Management Division (UFM).

a) Applicant shall provide landscaping on the Application Property as generally shown on the CDP/FDP. Said landscaping shall incorporate native species to the extent feasible based on site conditions and species availability. In the event that native species are not feasible or available, non-invasive species shall be used.

b) The tree save areas shown on the CDP/FDP shall remain as undisturbed open space, subject to a recorded conservation easement as shown on the CDP/FDP, which prohibits removal of trees except those which are dead, diseased, invasive, noxious or hazardous as approved by the Urban Forest Management Division, DPWES (UFMD). Parcel A shall be owned and maintained by the homeowners' association established for the residential community. The homeowners' association covenants shall contain clear language delineating the tree save areas subject to a conservation easement, the restrictions within those areas, and the responsibility of individual homeowners.

c) The subdivision plan submitted by the Applicant shall provide for the management and treatment of dead, diseased, invasive, noxious or hazardous plants that occur in the areas to be left undisturbed. The management plan shall be submitted for review and approved by UFMD and shall incorporate generally accepted industry standards for removal and management of invasive plants.

d) Any tree loss occurring outside the designated sewer easement traversing through the RPA shall be mitigated with replacement planting as required by the PFM.

e) Applicant shall strictly adhere within five feet to the limits of clearing and grading as shown on the CDP/FDP as amended by the tree designation plan, except for the installation of utilities, including water, as determined by final engineering. In order to preserve these limits, the Applicant shall implement a variety of techniques as reviewed and approved by DPWES. The design and placement of all utilities shall consider the tree

designation plan and protection of forested open space conservation easements, to the greatest extent possible. Retaining walls, if constructed, shall have a facade of stone or masonry as shown on the CDP/FDP. Retaining walls may be terraced and shall be landscaped. Retaining walls in excess of four (4) feet shall include handrails and guardrails as required by DPWES.

f) Easement for RPA/EQC – The area comprising the RPA/EQC shall be placed in a conservation easement. This conservation easement shall be granted to Fairfax County or to the Northern Virginia Conservation Trust, subject to DPWES approval.

5) TREE DESIGNATION

a) A tree preservation plan shall be submitted as part of the first and all subsequent subdivision submissions as follows:

b) Tree Designation Plan. The tree designation plan shall be prepared by a professional with experience in the preparation of tree designation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of UFM. The tree designation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 12 inches in diameter and greater, located inside the area protected by and within 25 feet of the limits of clearing and grading (LCG) shown on the CDP/FDP, and within the area to be disturbed and 10 feet or less from the LCG. The tree designation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the CDP/FDP, and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan. The use of motorized equipment in the forested portion that is protected by the limits of clearing and grading for each phase of the project shall be limited to hand-operated equipment such a chainsaws, wheel barrows, rakes, and shovels. Any work that requires the use of motorized equipment, such as tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless previously approved in writing by UFMD.

c) Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the pre-construction meeting. Before or during the pre-construction meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with a UFM representative to discuss where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified specifically by UFM in writing as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump grinding machine in a manner causing as little disturbance as possible to the adjacent trees and associated understory vegetation and soil conditions.

d) Tree Protection Fencing. All trees shown to be preserved on the tree designation plan shall be protected by the use of super silt fencing or tree protection fencing in the form of a 4 foot high, 14 gauge welded wire attached to 6 foot steel posts driven 18 inches into

the ground and placed no further than 10 feet apart, or other forms of tree protection fencing approved by UFM. Super Silt Fencing or Tree protection fencing shall be erected at the limits of clearing and grading as shown on the CDP/FDP. Trenching for the fence shall not sever or wound compression roots which can lead to structural failure and/or uprooting of trees.

e) All tree protection fencing shall be installed prior to any demolition, clearing, and grading activities. Tree protection fence shall be installed along the LCG as adjusted during the tree preservation walk-through. The installation of all tree protection fence types shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three days prior to the commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection devices, UFM shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFM.

6) PARKS AND RECREATION

a) Pursuant to Zoning Ordinance Sections 6-110 and 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of Sixteen Thousand Dollars ($16,000) towards the construction of the recreation area and its features as depicted on the CDP/FDP. These features shall include as a minimum 2 picnic tables, 1 grill, 2 benches, and 1 climbing playset.

b) The Applicant shall with issuance of site plan approval, contribute $23,066 in a lump sum amount to the Park Authority for development of recreational facilities at a nearby park.

c) Archeology – At least thirty (30) days prior to any land disturbing activities on the Property, Applicant shall conduct a Phase I archaeological study on those areas of the Property identified by CRMPS of the Fairfax County Park Authority ("CRMPS") and provide the results of such study for the review and approval of CRMPS. The study shall be conducted by a qualified archaeological professional. No land disturbance activities shall be conducted until this study is approved by CRMPS. If the Phase I study concludes that an additional Phase II study of the Property is warranted, the Applicant shall complete said study and provide the results to CRMPS; however, submission of the Phase II study to CRMPS shall not be a pre-condition of site plan approval. If the Phase II study concludes that additional Phase III evaluation and/or recovery is warranted, the Applicant shall also complete said work in consultation and coordination with CRMPS; however, any such Phase III work shall not be a pre-condition of site plan approval.

d) Existing House – Prior to demolition, applicant shall document the existing house and provide documentation to the Fairfax County Park Authority.

7) SCHOOL CONTRIBUTION

a) The proposed subdivision is expected to generate 6 new students. Applicant shall contribute the sum of Fifty Six Thousand Two Hundred and Sixty Eight Dollars ($56,268.00) to the Fairfax County Board of Supervisors for capital improvements to Fairfax County Schools serving this development. Said contribution shall be payable at time of subdivision plan approval for the Application Property. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this Proffer, if Fairfax County should increase the ratio of students per single-family detached unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that phase of development to reflect the then current ratio and/or

contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the greater of the two amounts.

8) STORMWATER MANAGEMENT - BEST MANAGEMENT PRACTICES

a) The Applicant shall provide stormwater management (SWM) and Best Management Practices (BMP) via infiltration facilities in a location as generally shown on the CDP/FDP and in accordance with the requirements of the Public Facilities Manual and Chesapeake Bay Preservation Ordinance. In the event that DPWES suggests a different location for the facilities, a proffered condition amendment or an amendment to the CDP/FDP will not be required. Any open space resulting from any revision shall remain as open space. Said revisions shall not substantially alter the lot layout configuration or the location of the retaining wall and landscaping as shown on the CDP/FDP.

9) DESIGN

a) Applicant shall construct the residential dwellings as conceptually shown on the CDP/FDP. The fronts of the residential dwelling units shall include a majority of brick, masonry, stone or other comparable materials. Architectural features may include dormers, gables, bay windows and porches.

b) A minimum side yard of five (5) feet shall be provided for all proposed residential dwelling units, exclusive of Zoning Ordinance extensions permitted in Article 2 for bay windows, chimneys and similar features.

c) A minimum driveway of eighteen (18) feet from the property line to the garage door shall be provided for all proposed residential dwelling units.

d) All homes constructed on the property shall meet the guidelines of the Energy Star program and will be certified prior to issuance of the Residential Use Permit (RUP) for each home constructed on the site.

e) All residential dwellings shall be constructed with low volatile organic compound paint and carpet.

f) All proposed residential dwelling units shall have a maximum height of thirty-eight (38) feet as defined by the Zoning Ordinance

10) GEOTECHNICAL

a) Prior to subdivision plan approval, the Applicant shall submit a Geotechnical Report to DPWES for the Application Property as required by DPWES, for review and approval, and shall implement the recommendations outlined in the approved study, including additional measures recommended by DPWES.

11) NOISE ATTENUATION

a) For any units in proximity to Hayfield Road having levels between 65 through 70 dBA Ldn, Applicant shall utilize construction methods to achieve an interior noise level not to exceed 45 dBA Ldn. All units within this impacted area will have the following acoustical attributes as determined by DPWES:

i) Exterior walls shall have a laboratory Sound Transmission Classification (STC) of at least 39.

ii) Doors and windows shall have an STC of at least 28. If glazing constitutes more than 20 percent of any facade, 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) Nothing herein shall be construed to restrict or otherwise limit the use of balconies, patios or decks on residential units.

12) MISCELLANEOUS

a) These proffers shall bind and inure to the benefit of the Applicant and his or her successors and assigns.

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) All of the improvements described herein shall be constructed concurrent with development of the Application Property.

13) AFFORDABLE HOUSING

a) Prior to the issuance of the first Building Permit, the Applicant shall contribute to the Fairfax County Housing Trust Fund a sum equal to one-half of one percent (0.5%) of the value of all of the units approved on the property. The percentage shall be based on the aggregate sales price of all of the units subject to the contribution, as if all of those units were sold at the time of the issuance of the first building permit, and is estimated through comparable sales of similar type units. The projected sales price shall be proposed by the Applicant in consultation with Fairfax County Department of Housing and Community Development (HCD) and shall be approved by HCD and DPWES.

(Signatures on the next page)

APPLICANT/CONTRACT PURCHASER OF TAX MAP 09-13 ((1)) 73
WV/B PALISADES DEVELOPMENT, LLC

By: Steven M. Baldwin
Its: President

TITLE OWNER OF TAX MAP 09-13 ((1)) 73

DANIEL J. RICH, Owner

DEBORAH A. RICH, Owner