

VAN METRE AT WOODLAND PARK
PCA 1999-HM-011

PROFFERS

October 16, 2003

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, Van Metre at Woodland Park Apartments I, L.P., Van Metre at Woodland Park Apartments II, L.P., and Van Metre at Woodland Park Apartments IIA, L.P. (hereinafter referred to as the "Applicants"), for the owners, themselves, successors and assigns in PCA 1999-HM-011, filed for property identified as Tax Map 16-3 ((1)) 25D1, 25D2, 25D3 and 16-4 ((1)) 32B (hereinafter referred to as the "Application Property"), proffers the following, provided that the Board of Supervisors approves the referenced proffered condition amendment.

1. Prior Proffered Conditions. In the event that this application is approved, any previous proffers for the Application Property are hereby deemed null and void for the Application Property subject to this proffered condition amendment and hereafter shall have no effect on the Application Property.
2. Development Plan. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA"), prepared by VIKA, Incorporated consisting of 10 sheets dated February 14, 2003, and revised through September 12, 2003.

Notwithstanding that the CDPA/FDPA is presented on 10 sheets and said CDPA/FDPA is the subject of Proffer No. 1 above, it shall be understood that the CDPA shall be the entire plan shown on Sheets 1, 2, 3, 4 relative to the points of access, the maximum number and type of units (757), amount of open space and the general location of the units, stormwater management/BMP facility, limits of clearing and grading and recreational facilities. The Applicants has the option to request a Final Development Plan Amendment ("FDPA") for elements other than CDPA 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, if in conformance with the approved CDPA and proffers.

3. Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the FDPA may be permitted as determined by the Zoning Administrator. The Applicants shall have the flexibility to modify the layouts shown on the CDPA/FDPA without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDPA as determined by the Department of Planning and Zoning ("DPZ") and do not increase the total number of units; decrease the amount of open space; tree preservation; peripheral building setbacks; or substantially change the location of common open space areas.

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4. Recreational Facilities. The Applicants shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreational facilities by providing the following facilities as shown on the CDPA/FDPA.
 - a. Two (2) tennis courts.
 - b. One swimming pool with bathhouse in the eastern portion of the Application Property adjacent to Sunrise Valley Drive.
 - c. One swimming pool with a recreational fitness and leasing facility in the central portion of the Application Property.
 - d. One (1) tot lot.

The Applicants proffer that the minimum expenditure for the above facilities is \$955.00 per residential unit. A non-RUP for the eastern swimming pool adjacent to Sunrise Valley Drive shall be obtained prior to the issuance of a Residential Use Permit for more than 40 residential dwelling units on the Application Property.

The Applicant reserves the right to construct a third swimming pool with clubhouse on the western portion of the Application Property as shown on the CDPA/FDPA. In the event the Applicant elects not to construct these facilities, the area of the swimming pool and clubhouse shall be maintained as landscaped open space, or the Applicant may elect to seek a FDPA for alternate use of the area, without requiring a proffered condition amendment.

The above-referenced facilities shall be available for use by residents/guests of the Application Property and such other neighborhood communities as may be deemed appropriate by the Applicants. Above-referenced facilities for 4.a., 4.b., 4.c. shall be available for use by members/guests of the Woodland Park Homeowners Association (comprised of 144 townhouses constructed pursuant to RZ 94-H-065 immediately east of, and adjacent to, the Application Property. The recreational fee required of the Woodland Park Homeowner Association or its members to participate in these recreational facilities shall be no greater than anticipated with the previous recreational package approved with RZ 94-H-065 and shall not via existing or future private agreements or otherwise include any costs associated with the tot lot described in 4.d. above or with the development, maintenance or operation of the optional swimming pool and clubhouse on the western portion of the Application Property.

5. Swimming Pool Discharge. All waste water resulting from the cleaning and draining of the pool located on the site shall contain a minimum dissolved oxygen concentration of 4.0 milligrams per liter prior to discharge. The Applicants shall neutralize pool waters to a PH

from 6.0 to 9.0 prior to discharge. Sufficient amounts of lime or soda ash shall be added to achieve a PH of approximately equal to that of the receiving stream.

If the water being discharged from the pool is discolored or contains a high level of suspended solids that could affect the clarity of the receiving stream, it shall be allowed to stand so that most of the solids settle out prior to being discharged.

6. Stormwater Management. Stormwater management (SWM) and Best Management Practices (BMP) shall be provided in an existing on-site pond and in an existing off-site pond located on property identified as Tax Map 16-3 ((11)) 29C in accordance with the requirements of the Public Facilities Manual and Chesapeake Bay Preservation Ordinance as determined by DPWES.
7. Limits of Clearing and Grading. The Applicants shall conform to the limits of clearing and grading shown on the CDPA/FDPA subject to the installation of trails and utility lines, if necessary, as approved by Department of Public Works and Environmental Services ("DPWES"). If necessary, the trails and utility lines inside the limits of clearing and grading shall be located and installed in the least disruptive manner possible considering cost and engineering, as determined by the Urban Forester. A replanting plan shall be developed and implemented, as approved by the Urban Forester, for any areas inside the limits of clearing and grading that must be disturbed. Selective non-mechanical removal of understory may occur within the limits of clearing and grading for landscape maintenance and installation of recreational equipment (i.e., play equipment, exercise stations, etc.).
8. Use of Garages. A restriction shall be included in the rental leases ensuring that garages are only used for a purpose that will not interfere with the intended purposes of garages (e.g., parking of vehicles). Should the project become a condominium, a similar restriction shall be included in the condominium association documents and recorded in the land records. This restriction shall be in a form approved by the County Attorney prior to the lease or sale of any units. Prospective lessees/purchasers shall be advised of the use restriction prior to entering into a lease/contract.
9. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the current Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be reasonably required by Fairfax County or VDOT at time of site plan approval.
10. Traffic Signal. Prior to the issuance of the 380th Residential Use Permit for the Application Property, the Applicants shall contribute the amount of \$20,000 towards the installation of a traffic signal at the intersection of Fox Mill Road and Sunrise Valley Drive, or other transportation improvements in the area of the site as deemed appropriate by the Department of Transportation.

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11. Energy Conservation. Residential units on the Application Property shall meet the thermal guidelines of CABO for energy-efficient homes or its equivalent, as determined by DPWES, for either electrical or gas energy systems.
12. Landscaping and Design Detail. Landscaping on the site shall be provided as generally shown on the CDPA/FDPA, subject to the approval by the Urban Forester. On-site amenities shall be provided generally in character and quantity with the illustrations and details presented on the CDPA/FDPA. Specific features such as exact locations of plantings, pedestrian lighting, driveways, sidewalks to individual units, etc. are subject to modification with final engineering and architectural design. Landscaping and on-site amenities shall include:
 - a. Passive recreation areas including areas for formal seating/benches.
 - b. Landscaped entry features at the Application Property's two eastern entrances on Sunrise Valley Drive to include entrance monumentation and/or signage, ornamental trees and shrubs, as conceptually illustrated on Sheet 10.
 - c. Mailbox pavilions or equivalent for the residential units; such pavilions shall serve the number of units allowed by the standard design of facilities approved by the U.S. Postal Service.
 - d. Landscaping along Sunrise Valley Drive as generally shown on Sheet 5.
13. Buffer Along Southern Boundary. A thirty-five (35) foot wide buffer shall be provided along the majority of the southern property line adjacent to the Great Oaks community as generally shown on the CDPA/FDPA. This buffer shall provide for the preservation of existing quality trees to the maximum extent feasible subject to final engineering and design, and shall also include supplemental plantings, both as determined necessary by the Urban Forester. In areas where existing vegetation is not at least equivalent to screening prescribed in Zoning Ordinance Transitional Screening No. 2, the Applicants shall provide additional plantings to a level equivalent to Transitional Screening No. 2 as determined by the Urban Forester.
14. Bus Shelters and Schedules. The Applicants shall provide two bus shelters with a trash receptacle for each along Sunrise Valley Drive, if requested by Fairfax County. Precise locations shall be determined by the Department of Transportation and shall not require individual bus turn-outs or special lanes. The property management company for the Application Property shall maintain the bus shelters, and shall post and make available to the tenants current bus schedules in the leasing office.

15. Sidewalks. Pedestrian connections shall be constructed as follows:
- a. A minimum four-foot wide trail or sidewalk that meets ADA requirements shall be constructed along the Application Property's frontage of Sunrise Valley Drive and along the Application Property's frontage of Fox Mill Road in the southwest portion of the Application Property.
 - b. Internal sidewalks shall be provided as generally shown on the FDPA.
 - c. A pedestrian access walkway shall be constructed from the western property line to the eastern portion of the Application Property. This pedestrian path shall be located approximately 35 feet north of, and generally parallel to, the Great Oaks community as shown on the CDPA/FDPA. This internal circulation system is designed to facilitate pedestrian movement through the Application Property with a minimum of vehicular conflicts.

The Applicants shall provide for the construction of a minimum of two pedestrian connections from the pedestrian access walkway on the Application Property to the southern property line to allow connection to pathways in the Great Oaks community. The location of the pedestrian connection shall be made in conjunction with the Great Oaks community and shall provide for unrestricted access, with public access easements, between the developments.

16. Architecture. The building elevations for the residential units shall be generally in character with the conceptual elevations shown on Sheets 7 through 8 of the CDPA/FDPA, or of a comparable quality as determined by DPWES.
17. Geotechnical Report. If required by DPWES, a geotechnical engineering study shall be submitted to DPWES for review and approval prior to final site plan approval, and recommendations generated by the study shall be implemented, as required by DPWES.
18. Public Facilities. At the time of issuance of each building permit for each unit within each section, the Applicants shall contribute \$325.00 per residential unit to the Board of Supervisors for public facilities, which may include parks and recreational facilities, in the immediate vicinity. Using the Board of Supervisors' approval date (August 2, 1999) of the rezoning application as the base date, this amount shall be adjusted according to the Consumer Cost Index as published in the Engineering News Record by McGraw-Hill.
19. Affordable Housing. The Applicants shall comply with the Affordable Dwelling Unit (ADU) program as set forth in Section 2-801 of the Zoning Ordinance. The Applicants shall provide ADUs required for the development of the Application Property. The Applicants shall also provide the ADUs required for the development of 144 townhomes being

constructed on property immediately east of the Application Property and approved via RZ 94-H-065, subject to approval of the ADU Advisory Board.

20. Lighting. Internal pedestrian scaled lighting shall be provided for the safety and convenience of future residents. Lighting shall be fully shielded, focused directly on parking/driveway areas, buildings and sidewalks, and shall provide full cut-off fixtures in accordance with Part 9 of Article 14 of the Zoning Ordinance in effect at the time of site plan approval.
21. Inter-Parcel Connector. Prior to site plan approval, the Applicants will obtain an executed Encroachment Agreement from Dominion Virginia Power that permits the construction of the inter-parcel connector road, parking area, entrance, necessary utilities and landscaping within the 100 foot wide Dominion Virginia Power easement shown on the FDP/CDP. In the event that the Encroachment Agreement cannot be obtained, the Applicants shall submit a Proffered Condition Amendment application to demonstrate development outside the Dominion Virginia Power easement.
22. Signs. No temporary signs (including "popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicants or at the Applicants direction to assist in the initial sale of homes on the property. Furthermore, the Applicants shall direct its agents and employees involved in marketing and sale of residential units on the property to adhere to this proffer.
23. Severability. Any of the sections may be subject to a Proffered Condition Amendment without joinder and/or consent of the other sections if such PCA does not affect any other sections. Previously approved proffered conditions applicable to the section(s) which is not the subject of such a PCA shall otherwise remain in full force and effect.

Furthermore, future proffered condition amendments filed on the Application Property or sections thereof, shall require amendment to application RZ 1999-HM-011, and shall not require any further action regarding PCA 94-H-065.

24. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicants and his/her successors and assigns.
25. Counterparts. These proffers may be executed in one or more counterparts, each of one when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in same instrument.

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CO-APPLICANT/TITLE OWNER OF TAX MAP 16-3 ((1)) 25D1
AND 16-4 ((1)) 32B:

VAN METRE WOODLAND PARK APARTMENTS I, L.P.

By: Twelfth Genpar, Inc., its General Partner



By: W. Brad Gable
Its: Executive Vice President

(SIGNATURES CONTINUE ON NEXT PAGE)

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CO-APPLICANT/TITLE OWNER OF TAX MAP 16-3 ((1)) 25D2:

VAN METRE WOODLAND PARK APARTMENTS II, L.P.

By: Thirteenth Genpar, Inc., its General Partner

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By: W. Brad Gable

Its: Executive Vice President

(SIGNATURES CONTINUE ON NEXT PAGE)

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CO-APPLICANT/TITLE OWNER OF TAX MAP 16-3 ((1)) 25D3:

VAN METRE WOODLAND PARK APARTMENTS IIA, L.P.

By: Thirteenth Genpar, Inc., its General Partner

A handwritten signature in black ink, appearing to read "W. Brad Gable", is written over a horizontal line.

By: W. Brad Gable
Its: Executive Vice President

(SIGNATURES END)