

PROFFERS

HUNTINGTON STATION LLC

RZ 2001-MV-006

July 19, 2001

Pursuant to Section 15.2-2303(A), *Code of Virginia*, 1950 as amended, the owners and Huntington Station LLC (hereinafter referred to as the "Applicant"), for themselves, successors and assigns, in RZ 2001-MV-006 (the "Application"), filed for property identified as Tax Map 83-1 ((1)) 53B (hereinafter referred to as the "Application Property") agree to the following proffers, provided that the Board of Supervisors approves the Application and its companion cases (SEA 88-V-025 and PCA 92-V-032-2). In the event that the Board of Supervisors approves the Application and its companion cases (SEA 88-V-025 and PCA 92-V-032-2), these proffers shall supercede all previous proffers for the Application Property and all previous proffers for the Application Property shall be deemed null and void and of no further effect on the Application Property.

1. CONCEPTUAL/FINAL DEVELOPMENT PLAN

- A. Development Plan. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP"), prepared by Urban Engineering & Associates, Inc., dated November 17, 2000 and revised through July 19, 2001 consisting of a total of ten (10) sheets.
- B. Final Development Plan Amendment. Notwithstanding the fact that the CDP/FDP is the subject of Proffer 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheet 3 thereof but only relative to the points of access; the total number, general location and type of units; the amount of open space and the location of common open space areas; and the limits of clearing and grading. Notwithstanding Proffer 1 above, the Applicant has the option of requesting a Final Development Plan Amendment ("FDPA") for elements other than the aforementioned CDP elements from the Planning Commission for all of or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.
- C. Minor Deviations. 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 shall have the flexibility to modify the layouts shown on the CDP/FDP without requiring approval of an amended CDP/FDP

provided such changes are in substantial conformance with the CDP/FDP as determined by the Zoning Administrator, agents or assigns and neither increase the total number of units nor decrease the amount of open space. The Applicant agrees that modifications, if any, to the CDP/FDP necessitated by the application of the Chesapeake Bay Preservation Ordinance or other reason that are not minor in nature, as determined by the Zoning Administrator, shall require a proffered condition amendment.

- D. Lot Lines. The Applicant reserves the right to make minor adjustments to the internal lot lines of the proposed subdivision at the time of site plan submission based on final unit locations and building footprints, provided that the overall density, open space/tree save areas and limits of clearing and grading as shown on the CDP/FDP are not effected thereby. The Applicant shall maintain peripheral setback lines as shown on the CDP/FDP.
- E. Fences. The Applicant shall construct a decorative fence at a maximum four feet in height with brick piers along the Huntington Avenue frontage of the Application Property as generally shown on the CDP/FDP concurrent with development of the Application Property. The opening in the fence providing pedestrian access to the Huntington Avenue sidewalk as shown on the CDP/FDP shall remain un-gated. The Applicant shall construct a six foot high board-on-board fence along a portion of the eastern property line as shown on the CDP/FDP concurrent with development of the Application Property.
- F. Architecture and Lot Layout. The architectural design of individual units and the final layout of lots shall substantially conform with the conceptual architectural elevations and typical lot/unit detail diagram shown on the CDP/FDP. The Applicant agrees that all dwelling units on the Application Property shall be constructed at least fifteen (15) feet from the flood plain boundary.
- G. Lighting. Outdoor lighting shall include full cut-off fixtures and shall be directed downward and inward to minimize glare onto adjacent residential properties. Street lighting shall not exceed a height of ten (10) feet.
- H. Access. The Applicant agrees that vehicular access to the Application Property will be from Metroview Parkway and that no direct vehicular access from Huntington Avenue will be provided.
- I. Sidewalks. Interior sidewalks shall be constructed on the Application Property as shown on the CDP/FDP. Easements shall be granted to the HOA (as defined herein) over portions of lots 8, 9, 16, 17, 43 and 44 as shown on the CDP/FDP as necessary

to allow for the construction, maintenance and repair of the sidewalks located on such lots and access over the same. The HOA shall be responsible for maintenance and repair of all such sidewalks and the sales contracts for the initial purchasers of such lots shall identify the existence of such easements.

2. PARKS AND RECREATION

The Applicant shall expend a minimum of \$955 per dwelling unit for the development of recreation facilities and amenities, including passive recreation areas in the open space areas shown on the CDP/FDP within the limits of clearing and grading. These recreation areas shall include facilities such as benches or similar facilities to be determined by the Applicant at the time of site plan approval. Such facilities and amenities shall be constructed/installed concurrent with the development of the Application Property and shall be completed prior to issuance of a residential use permit for the thirty-sixth (36th) residential unit. If the actual expenditure for such facilities does not equal a minimum of \$955 per dwelling unit, the Applicant shall contribute the difference to the Fairfax County Park Authority for park improvements to Huntington Park (located approximately 800 feet to the east of the Application Property on the south side of Cameron Run) prior to issuance of a residential use permit for the thirty-sixth (36th) residential unit.

3. DENSITY CREDIT

Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be reasonably required by Fairfax County or VDOT at time of subdivision plan approval.

4. TREE PRESERVATION, LANDSCAPING AND OPEN SPACE

- A. Tree Preservation. The Applicant shall retain a certified arborist to prepare a tree preservation plan (the "Tree Plan"). The Tree Plan shall be submitted as part of the first submission of the site plan and shall be coordinated with and approved by the Urban Forestry Branch of DPWES. The Tree Plan shall provide for the preservation of specific quality trees or stands of trees as described herein. The Urban Forester may require modifications to the Tree Plan to the extent such modifications do not alter the number of dwelling units as shown on the CDP/FDP, reduce the size of the proposed units, significantly alter the location of the units, require an FDPA or require the installation of retaining walls greater than two (2) feet in height.

The Tree Plan shall include the following elements:

- The Tree Plan shall include a tree survey, which includes the location, species, size, crown spread or critical root zone and condition rating percentage of all trees twelve (12) inches or greater in diameter, within fifteen (15) feet of the limits of clearing and grading as shown on the site plan. A condition analysis shall be prepared using methods outlined in the latest edition of the *Guide for Plant Appraisal*. Specific tree preservation activities designed to maximize the survivability of trees designated for preservation shall be provided. Activities may include, but are not limited to, crown pruning, root pruning, mulching, and fertilization.
 - Trees designated to be saved shall be protected by 14 gauge welded wire fencing, a minimum of four (4) feet in height, attached to six (6) foot steel posts, driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart along the limits of clearing and grading contiguous to the trees designated to be saved. The fencing shall be installed prior to the commencement of clearing and grading activities. Signage affirming "restricted access" shall be provided on the temporary fence highly visible to construction personnel. The arborist contracted by the Applicant shall monitor the construction of the proposed development to ensure consistency with the plan.
- B. Transplanting Plan. The Applicant shall provide a transplantation plan as part of the first submission of the site plan for the three willow oak trees located inside the limits of clearing and grading adjacent to proposed Lot 1. The transplantation plan shall be prepared by a certified arborist. The following shall be the components of the transplanting plan: identification of the existing locations of the plants to be transplanted; an assessment of the condition and survival potential of the plants; the proposed transplant locations; the timing of transplanting in the development process; the proposed time of year of the transplanting; the transplant methods to be used, including tree spade size if one is used; the relocation site preparation materials and methods; the initial care after transplanting, including mulching and watering specifications to be conducted; and the long-term care measures including the installation of tree protection fencing and watering.
- C. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the CDP/FDP subject to minor modifications necessitated by final engineering and utility and/or trail installation as approved by DPWES in conjunction with the Urban Forester.
- D. Landscaping and Open Space. The Applicant shall provide landscaping and amenities such as lighting, benches and trash receptacles on the Application Property and shall

use a combination of existing and proposed vegetation as shown on the CDP/FDP concurrent with development of the Application Property. The Applicant agrees to provide two-foot wide landscaping strips on both sides of the three-foot wide interior sidewalks shown on the CDP/FDP between units 8 and 9, 16 and 17, and 43 and 44. In addition to the benches shown on the CDP/FDP, the Applicant agrees to install two (2) benches along the Huntington Avenue sidewalk within the existing right-of-way, subject to the approval of VDOT, and in a final location as determined in coordination with DPWES. The exact location of the proposed plantings may be modified as necessary for the installation of utilities in coordination with the Urban Forester. Street trees shall be a minimum of 2 to 2½ inches in caliper at the time of planting. Street trees shall be Willow Oak species planted at approximately 30-foot intervals as shown on the CDP/FDP. The Applicant agrees that the final design of the Huntington Avenue fence and lighting fixtures shall be coordinated with the fence and lighting fixtures constructed (or to be constructed) along the Huntington Avenue frontage of nearby parcel 83-1 ((1)) 53A if such fence and lighting fixtures are shown on an approved site plan for such parcel prior to the time of site plan approval for the Application Property.

- E. Buffer. The Applicant shall maintain a minimum twenty-five (25) foot landscaped buffer on the east side of the Application Property adjacent to the Huntington Subdivision. Adjacent to the proposed limits of clearing and grading as shown on the CDP/FDP, such buffer area shall be cleared of vines, invasive understory, brush and poor quality trees as determined by the Tree Plan. Such area shall be replanted with supplemental landscaping including a variety of bottomland species such as sweetgum, blackgum, tulip poplar, eastern red cedar and green ash as approved by the Urban Forestry Branch. In the area extending beyond the northern limits of clearing and grading as shown on the CDP/FDP, such buffer shall remain undisturbed except for the installation of utilities and/or trails to be installed with as little disruption as reasonably possible as determined in coordination with DPWES. No fences or structures will be built within the area to remain undisturbed.

5. ENERGY EFFICIENCY

New homes on the Application Property shall meet thermal guidelines of the Virginia Power Energy Saver Program for energy efficient homes or its equivalent as determined by DPWES, for either electrical or gas energy systems.

6. HOMEOWNERS ASSOCIATION.

The Applicant shall establish a homeowners association ("HOA") for the proposed development to own, manage and maintain the private streets, open space/tree save areas,

recreational facilities and all other community owned land and improvements. The HOA documents shall specify that the HOA is responsible for the maintenance of such improvements. The HOA documents shall provide that the trees identified in the Tree Plan to be preserved will not be disturbed except for removal of diseased, dead or dying trees. Initial purchasers of individual units shall be advised in writing that the HOA shall be responsible for the maintenance of all private streets, open space/tree save areas, recreational facilities and all other commonly-owned land and improvements. In addition, the HOA documents shall identify the existence of the flood plain and private streets on the Application Property.

7. NOISE ATTENUATION.

In order to achieve a maximum interior noise level of approximately 45 dBA Ldn in all units located within that area impacted by noise from Interstate 495 and Huntington Avenue between 65 and 70 dBA Ldn noise countours, all units within this impacted area will have the following acoustical attributes as determined by DPWES:

- A. Exterior walls shall have a laboratory Sound Transmission Classification (STC) of at least 39.
- B. Doors and windows shall have an STC of at least 28. If glazing constitutes more than 20 percent of any façade, they shall have the same laboratory STC ratings specified for exterior walls.
- C. Adequate measures to seal and caulk between surfaces shall be provided.

In order to achieve a maximum exterior noise level of 65 dBA Ldn in the interior courtyard areas, noise attenuation measures shall be provided such as fencing, walls, earthen berms or combinations thereof as necessary to the extent such areas are unshielded from noise by topography or built structures.

Nothing herein shall be construed to restrict or otherwise limit the use of balconies, patios or decks on residential units.

The Applicant reserves the right to pursue other methods of mitigating such noise impacts that can be demonstrated, through an independent noise study as reviewed and approved by DPWES, that these methods will be effective in reducing noise levels as provided herein.

8. AFFORDABLE HOUSING

At the time of site plan approval, the Applicant shall contribute to the Fairfax County Housing Trust Fund the sum equal to one percent (1%) of the projected sales price of the unit to be built on each lot to assist Fairfax County's low and moderate income housing goals. The projected sales price shall be determined by the Applicant in consultation with the Fairfax County Department of Housing and Community Development (HCD) and DPWES. The timing and amount of such contribution may be modified at the Applicant's sole discretion based on the adoption of a future amendment to the formula adopted by the Board of Supervisors.

9. TEMPORARY COMMERCIAL OFF-STREET PARKING

The Applicant agrees that upon the earlier of the sale of the Application Property by Starr Management Corporation and/or its affiliates or upon the expiration of Special Exception 96-V-045 by its terms on November 20, 2003, Special Exception 96-V-045, as amended, shall be void and of no further force and effect on the Application Property.

10. PRIVATE STREETS

The Applicant agrees that the private streets located on the Application Property will be constructed in accordance with the requirements of the Public Facilities Manual as determined by DPWES. The HOA shall be responsible for maintenance of the private streets and, subject to private agreement with others for joint maintenance, the access roadway to Metroview Parkway.

11. MISCELLANEOUS

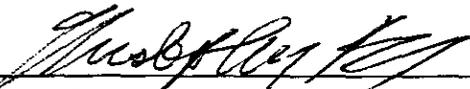
- A. Successors and Assigns. These proffers shall bind and inure to the benefit of the Applicant and his/her successors and assigns.
- B. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all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

(SIGNATURES BEGIN ON NEXT PAGE)

Proffers
RZ 2001-MV-006

APPLICANT/CONTRACT PURCHASER

HUNTINGTON STATION LLC

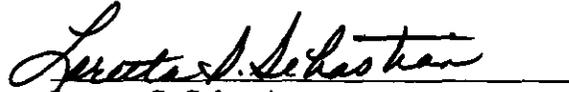
By: 
Name: Christopher B. Rupp
Its: Co-Managing Member

(SIGNATURES CONTINUE ON NEXT PAGE)

Proffers
RZ 2001-MV-006

TITLE OWNER

STARR MANAGEMENT CORPORATION

A handwritten signature in cursive script, appearing to read "Loretta S. Sebastian", is written over a horizontal line.

Loretta S. Sebastian

Vice President, Secretary, Director

(SIGNATURES END)



PROFFERS

PCA 92-V-032-2

June 27, 2001

Pursuant to Section 15.2-2303(A), *Code of Virginia*, 1950 as amended, HUNTINGTON STATION LLC, LCOR/JV ACQUISITION L.L.C. and the owners (hereinafter collectively referred to as the "Applicant") for themselves, successors and assigns, in PCA 92-V-032-2 (the "Application"), filed for property identified as Tax Map 83-1 ((1)) 53A ("Parcel 53A") and Tax Map 83-1 ((1)) 53B ("Parcel 53B") hereby reaffirm the Statement of Proffered Development Conditions, Starr Management Corporation, PCA 92-V-032, Dated March 21, 1997, amended as follows, and as they pertain to Parcel 53A only; Parcel 53B being subject to proffers associated with RZ 2001-MV-006 to be approved concurrent with this Application.

I. GENERAL [Revised as shown]

1. Parcel 53A shall be developed in substantial conformance with the Generalized Development Plan prepared by Rinker-Detwiler & Associates, P.C. dated January 28, 1993 (the "GDP"). Minor modifications may be permitted in accordance with Section 18-204 of the Zoning Ordinance.
2. [No change]
3. [No change]
4. [Revised as shown]. The total floor area ratio (FAR) on Parcel 53A shall not exceed 0.9243. The maximum gross floor area shall be 138,000 square feet on Parcel 53A.
5. [Revised as shown]. The height of the building on Parcel 53A shall not exceed 90 feet. The maximum height of the roof-top mechanical structures will be 16 feet 8 inches. While the GDP shows the parking structure on Parcel 53A to have a height above finished grade of 51.0 feet, the Applicant reserves the right, in its sole discretion, to provide for a parking structure with a height of 60.5 feet.

II. TRANSPORTATION [No change]

III. ENVIRONMENTAL [Revised as shown]

1. [Deleted]
2. [No change]

3. [No change]

4. [No change]

IV. OTHER [No change]

V. TEMPORARY COMMERCIAL OFF-STREET PARKING FACILITY [Revised as Shown]. For so long as Starr Management Corporation and/or its affiliates owns Parcel 53A, the Applicant and Owners reserve the right to continue the use of Parcel 53A as commercial off-street parking in a Metro Station Area as a temporary use pursuant to Special Exception 96-V-045, as amended, and subject to all of the approved development conditions attached thereto. Upon the earlier of the sale of Parcel 53A by Starr Management Corporation and/or its affiliates or upon expiration of Special Exception 96-V-045 by its terms on November 20, 2003, the Applicant and Owners agree that Special Exception 96-V-045, as amended, shall be void and of no further force and effect on Parcel 53A. Vehicles entering the interim parking facility between the hours of 5:30 a.m. and 9:30 a.m., Monday through Friday, except holidays, shall be charged the same parking rates as the Huntington Metrorail Garage. If, in the future, the Huntington Metrorail Garage charges a monthly parking rate, the Applicant shall charge the same parking rates as the Huntington Metrorail Garage.

VI. COUNTERPARTS. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one and the same instrument.

(SIGNATURES BEGIN ON NEXT PAGE)

CO-APPLICANT/CONTRACT PURCHASER
OF TAX MAP 83-1 ((1)) 53B

HUNTINGTON STATION LLC

By: 
Name: Christopher B. Rupp
Its: Co-Managing Member

(SIGNATURES CONTINUE ON NEXT PAGE)

CO-APPLICANT/CONTRACT PURCHASER
OF TAX MAP 83-1 ((1)) 53A

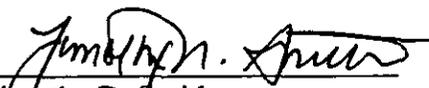
LCOR/JV ACQUISITION L.L.C

By: LCOR Operating Company, LLC
Its: Managing Member

By: LCOR Public/Private LLC
Its: Managing Member

By: LCOR Holdings LLC
Its: Managing Member

By: LCOR Incorporated
Its: Member



Timothy D. Smith
Senior Vice President

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER OF TAX MAP 83-1 ((1)) 53A & 53B

STARR MANAGEMENT CORPORATION

A handwritten signature in cursive script, reading "Loretta S. Sebastian", written over a horizontal line.

Loretta S. Sebastian

Vice President

(SIGNATURES END)



PROPOSED DEVELOPMENT CONDITIONS

SEA 88-V-025

~~June 14, 2001~~

July 25, 2001

If it is the intent of the Board of Supervisors to approve SEA 88-V-025, previously approved for fill in the floodplain, located at 2414 Huntington Avenue (Tax Map 83-1 ((1)) 53B) to allow additional fill in the floodplain pursuant to Sect. 2-904 of the Fairfax County Zoning Ordinance, staff recommends that the Board condition the approval by requiring conformance with the following development conditions. These development conditions incorporate and supersede all previous development conditions. Previously approved conditions or those slightly modified are marked with an asterisk (*).

- *1. This Special Exception Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.
- *2. This Special Exception Amendment is granted only for the purpose(s), structure(s), and/or use(s) indicated on the Special Exception Amendment Plat approved with this application, as qualified by these development conditions.
- *3. This Special Exception Amendment is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved CDP/FDP/Special Exception Amendment Plat entitled **"Conceptual Development Plan, Final Development Plan & Special Exception Plat, Huntington Station"** and prepared by **Urban Engineering & Associates, Inc. which is dated January 2001 and revised through ~~June 8, 2001~~ July 19, 2001** and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
- *4. As set forth in Title 40, Code of Federal Regulations, Parts 116.4 and 261.30 et seq., there shall be no storage of herbicides, pesticides, or toxic hazardous substances in the floodplain. This does not pertain to items stored within the dwelling units, which would be outside the floodplain area.
- *5. Existing vegetation shall be preserved in the northeastern and eastern portions of the property as shown on the SEA Plat.
- *6. This Special Exception Amendment, if approved by the Board, shall only be implemented in conjunction with approval by the Board of Rezoning application RZ 2001-MV-006.

7. A Hold Harmless agreement shall be executed with the County for all adverse effects which may arise as a result of the location of the site within a floodplain area.
8. Prior to the issuance of the first Building Permit, approval shall be obtained from the Director of DPWES for an exception to allow for uses in a Resource Protection Area (RPA) as defined by Chapter 118 of the Fairfax County Code, the Chesapeake Bay Preservation Ordinance. If the exception is not granted, this Special Exception shall be null and void.
9. If deemed necessary by DPWES, a geotechnical report and a grading plan shall be submitted to DPWES for foundation design and earthwork engineering. Plans shall be implemented as required by DPWES.
10. Prior to the approval of a grading plan, the applicant shall demonstrate compliance with § 404 of the Clean Water Act. Any required actions shall be completed prior to grading the site. If any necessary permissions are not granted or the required actions are not completed, this Special Exception shall be null and void.
11. Erosion and sediment control measures shall be installed at all stages of construction. A double-tiered silt fence (a minimum of 4 feet apart) or "super silt fence" shall be installed along the lower clearing and grading limits for the site. If deemed necessary by DPWES, controls shall be designed to achieve greater erosion and sediment control than that achieved by the minimum design standards set forth in the Public Facilities Manual and the Virginia Erosion and Sediment Control Handbook.
12. Stormwater drainage shall be directed to ditches through the use of pipes, swales, or other devices, as determined by DPWES. Any fill area shall be stabilized, graded, or have drains installed such that normal rainfall will not flow over the filled area onto adjacent properties.
13. Disclosure of potential flood hazards due to the location of the site within the 100-year floodplain shall be made in writing to any potential home buyers prior to establishment of a sales contract.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Residential Use Permits through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Sect. 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time to establish the use or

to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

