

## PROFFERS

RZ 1999-MV-019  
PCA 96-MV-037-1

October 25, 1999

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950 edition as amended, South Station, LLC, their successors and assigns and owners for themselves, their successors and assigns (hereinafter referred to as the "Applicant"), in RZ 1999-MV-019 and PCA 96-MV-037-1 filed for property identified on Fairfax County tax map as 107-4 ((1)) Parcel 9 (hereinafter referred to as the "Rezoning Property") and 107-4 ((1)) 17A1 107-2 ((1)) 42, 43, and 44, 107-4 ((20)) 1-12, 107-2 (1)) 46, 107-2 ((1)) 94, 95, 96, 107-4 ((1)) 17B1 and 17B2 (hereinafter referred to as the "PCA Property") agrees to the following proffers, provided that the Fairfax County Board of Supervisors (hereinafter referred to as the "Board") approves a rezoning of the Rezoning Property from the R-1 District to the PDH-8 District in conjunction with a Conceptual/Final Development Plan (CDP/FDP) for 13 single-family detached dwelling units and amendments to the proffers as approved with RZ 96-MV-037 dated February 17, 1998 which shall be reaffirmed and incorporated into this proffer statement.

1. CONCEPTUAL/FINAL DEVELOPMENT PLAN (CDP/FDP)
  - a. Subject to the provisions of Section 16-403 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Rezoning Property shall be in substantial conformance with the CDP/FDP, prepared by Bowman Consulting Group, Ltd. dated August 22, 1996 as revised through September 27, 1999. The CDP shall constitute the entire plan relative to the points of access, total number of units, the general location of residential lots, common open space areas and landscaping.
  - b. The proffers for RZ 96-MV-037 dated February 17, 1998 shall also apply to the Rezoning Property as applicable and as determined by DPWES and DPZ.
  - c. Development of the Rezoning Property shall only be in conjunction with development of the PCA Property.
  - d. The one ADU for the Rezoning Property will be located on the PCA Property.
2. RECREATION
  - a. Prior to the issuance of the 1st Residential Use Permit (RUP) on the Rezoning Property, the Applicant shall contribute \$955.00 per residential unit on the Rezoning Property to the homeowners association for recreational improvements on the Rezoning Property and/or the PCA Property.

The Applicant hereby reaffirms the proffers dated February 17, 1998 as approved in RZ 96-MV-037 which are attached hereto and incorporated herein subject to the following amendments:

Revise paragraph 1.a. to read:

1. a. The PCA Property shall be developed in substantial conformance with the Conceptual Development Plan (CDP) dated September 27, 1999 (three sheets) prepared by Dewberry & Davis; provided, however, that minor modifications may be permitted when necessitated by sound engineering or which may become necessary as part of final engineering, as determined by the Department of Public Works and Environmental Services (DPWES).

Revise paragraph 1. d. to read:

1. d. Pursuant to Part 8 of Article 2, the Applicant shall provide 41 affordable dwelling units ("ADUs") on the PCA Property subject to such modifications and/or amendments which may occur to the Zoning Ordinance. Applicant shall ensure that the ADUs are distributed in various locations of any of the multi-family sections (Land Bay A-2, G or K) of the proposed community. The one ADU required in conjunction with RZ 1999-MV-019 shall be located within the multi-family units of Land Bay K.

The maximum number of multi-family units, including ADUs shall not exceed the maximum number of units as shown on the FDP.

Revise paragraph 10. a. to read:

10. a. Within six (6) months of the date of approval of PCA 96-MV-037-1, or upon demand, whichever occurs first, the Applicant shall dedicate and convey to the Fairfax County School Board, good and marketable fee simple title to the 12.8-acre site identified as Land Bay L, free and clear of all liens and encumbrances except those approved by the School Board, for an elementary school, and shall dedicate for public street purposes the right-of-way for the proposed public street depicted from Lorton Road to the 12.8-acre site. The dedication of the 12.8-acre site shall be in a form approved by the School Board. Within three (3) years of the approval of PCA 96-MV-037-1 or prior to the first final site plan and/or subdivision approval for Land Bay D/F, whichever occurs first, Applicant shall take, at Applicant's expense, the following actions as necessary to ensure to the School Board's satisfaction that the 12.8-acre site can accommodate the School Board's planned elementary school facility consistent with the approved final development plan and School Board design criteria: (i) relocate to a new location satisfactory to the School Board the existing Alexandria Water Company easements recorded in Deed Book 1220, at page 41 and in Deed Book 3328, at page 256 and the facilities located within such easements, and (ii) if necessary, obtain approval of a final development plan amendment on behalf of and satisfactory to the School Board to modify the building footprint shown on the current final development plan.

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APPLICANT/OWNER

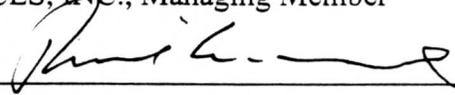
Tax Map 107-2 ((1)) 44 and 107-4 ((1)) 17A1, 95 and 96  
107-4 ((20)) 1-12 and 107-2 ((1)) 46

CONTRACT PURCHASER

Tax Map 107-2 ((1)) 42 and 43

SOUTH STATION, LLC

By: KSI SERVICES, INC., Managing Member

By: 

Name: Richard W. Hausler

Title: President

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CONTRACT PURCHASER

Tax Map 107-2 ((1)) 42 pt.; 107-4 ((1)) Part 17A1; 107-2 ((20)) 12  
107-2 ((1)) 44 pt.

NVR, INC. T/A NV HOMES

By:   
L. Alan Shearer  
Title: AREA VICE PRESIDENT

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CONTRACT PURCHASER

Tax Map 107-2 ((1)) 42 pt.; 107-4 ((1)) Part 17A1; 107-2 ((20)) 4-9  
107-2 ((1)) 44 pt.

NVR, INC. T/A RYAN HOMES

By:

  
L. Alan Shearer

Title:

AREA VICE PRESIDENT

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**CONTRACT PURCHASER**

Tax Map 107-2 ((1)) 42 pt.; 107-4 ((1)) Part 17A1; 107-2 ((20)) 1-3,  
10, 11; 107-2 ((1)) 44 pt.

**THE DREES COMPANY**

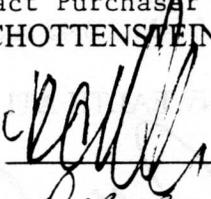
By: David G. Drees  
David G. Drees

Title: President

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TITLE OWNER

Tax Map 107-2 ((1)) 17 A1 pt.  
Contract Purchaser Tax Map 107-2((1)) 44 pt.  
M/I SCHOTTENSTEIN HOMES

By: 

Name: ROBERT C. MOESLE

Title: REGIONAL PRESIDENT

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TITLE OWNER  
Tax Map 107-2 ((1)) 42 and 43

COMMONWEALTH ATLANTIC LAND COMPANY

By: Jeffrey I. Sofferman  
Name: Jeffrey I. Sofferman  
Title: Vice President

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TITLE OWNER

Tax Map 107-4 ((1)) 94

FAIRFAX COUNTY SCHOOL BOARD

By: 

Name: Daniel A. Domenech

Title: Division Superintendent

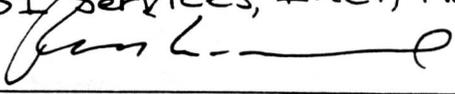
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TITLE OWNER

Tax Map 107-4 ((1)) 17B1 and 17B2

ARMISTEAD, LC

By: KSI Services, Inc., Managing Member

By:   
Richard W. Hausler

Title: President

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TITLE OWNER

Tax Map 107-4 ((20)) A

LORTON STATION COMMUNITY ASSOCIATION, INC.

By:   
Name: Cassandra P. Wallace  
Title: Vice President