PROFFERS
RZ 1999-PR-021
May 22, 2000

Pursuant to Section 15.2-2303(A), Code of Virginia (1950), as amended, Robert E. Lee and Dorothy H. Lee, as the title owners of the property subject to the above-referenced rezoning application and which is identified as tax map 47-2-((1))-125 (the "Application Property"), and ALD Group, Inc., as contract purchaser/contract assignor, and Carl Bernstein, Trustee, as contract purchaser/contract assignee, for themselves and their respective successors and assigns (collectively, the "Applicant"), agree to the following proffers, provided that the Fairfax County Board of Supervisors approves a rezoning of the Application Property to the PDH-8 Zoning District for six (6) attached dwelling units:

1. Substantial Conformance.

(A) Subject to the provisions of Section 16-403 of the Fairfax County Zoning Ordinance (the "Ordinance"), development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP"), prepared by Ballato & Associates, dated November 30, 1998, and revised through March 22, 2000.

(B) Pursuant to Section 16-403 of the Ordinance, minor modifications to the CDP/FDP may be permitted, as determined by the Zoning Administrator. The Applicant reserves the right to make minor adjustments to the internal lot lines of the proposed subdivision at the time of subdivision plan submission, without requiring approval of an amendment to the CDP/FDP or a proffer condition amendment, provided that such minor modifications or adjustments are in substantial conformance with the CDP/FDP, do not increase the total number of dwelling units, decrease the amount of open space, decrease the tree save area, or decrease the setbacks from the peripheral lot lines.

2. Transportation.

3. (A) Applicant shall construct a left turn lane for westbound traffic on Blake Lane, by pulling back the bullnose median and constructing the turn lane, in accordance with the Virginia Department of Transportation ("VDOT") standards, as conceptually shown on the CDP/FDP and as approved by VDOT and the Deparment of Public Works and Environmental Services ("DPW&ES").

(B) Subject to approval by VDOT and DPW&ES, Applicant shall install a "No U-Turn" sign, facing traffic traveling eastbound on Blake Lane, near the intersection of Blake Lane and Cyrandall Valley Road.

3. Density Credit. The Applicant reserves density credit in accordance with the provisions of Section 2-308 of the Ordinance for any street dedications described in these Proffers, described on the CDP/FDP, or as may reasonably be required by Fairfax County or the Virginia Department of Transportation ("VDOT") at the time of subdivision plat approval.

4. Architecture, Landscaping and Design Amenities.

(A) Illustration 1 attached to these Proffers is provided to show the design intent for the proposed attached single-family dwellings. The front elevations shall be generally consistent in character and quality with Illustration 1. The primary materials on the front elevations of the residential dwellings shall be brick, vinyl, and wood trim. The primary materials on the exposed side elevations shall consist of brick and wood. The primary materials for the rear elevations may be siding, but such rear elevations shall incorporate other materials, such as wood, in trim work such as soffits, freizeboards, corner boards, and other architectural features. Specific features, such as the exact location and size of windows, doors, shutters and roofline are subject to modification upon final engineering and final architectural design, but shall be consistent in quality with Illustration 1. The new dwelling units may be either two stories, with or without a basement, or three stories, with or without a basement. The residential dwellings shall not exceed thirty-five (35) feet in height.

(B) The development shall include the following elements:

(1) Street lights along the internal street as shown on Illustration 2. All street lights will be shielded to prevent extraneous glare.

(2) Privacy fences on the Lots, which may be solid wood or PVC maintenance-free fencing, but subject to any acoustical requirements pursuant to Proffer number 8.

(3) If space is available, foundation plantings on the front of each new dwelling, to be determined in consultation with the Urban Forester during subdivision review.

5. Recreation; Homeowners Association.

(A) The Applicant shall form a homeowners association ("HOA") for the Application Property, as approved by the County Attorney. All open space, as shown on the CDP/FDP, shall be conveyed to the HOA at the time of final subdivision plat approval. The HOA documents for the subdivision shall provide that the HOA may install recreational facilities within Parcel B.

(B) The HOA documents shall include a covenant, to be recorded among the land records of Fairfax County, prohibiting the use of any garage for any purpose other than the

parking of vehicles. This covenant shall run to the benefit of the HOA and shall be approved by the County Attorney.

(C) The Applicant shall contribute $955.00 per dwelling unit to the Fairfax County Park Authority for off-site recreational facilities in a nearby park.

6. Tree Preservation Plan.

(A) The Applicant shall contract with a certified arborist to prepare a tree preservation plan to be submitted as part of the first subdivision plan submittal. This plan shall be reviewed and approved by the Urban Forestry Division, and the Applicant shall implement the approved tree preservation plan. The certified arborist responsible for preparation of the tree preservation plan shall be referred to as the Project Arborist. The tree preservation plan shall consist of a tree inventory which includes the location, species, size, crown spread and condition rating percent of all proffered trees (which are trees beyond the limits of clearing and grading that are individually identified to be saved on the CDP/FDP). The condition analysis 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 designed to maximize the survivability of trees designated for preservation shall be incorporated into the tree preservation plan. Activities should include, but are not limited to, crown pruning, root pruning, mulching, and fertilization. The tree preservation plan shall include methods to protect trees located on the adjacent Blakelee property (Tax Map No. 48-1-((14))) that might be affected by construction on the Application Property.

(B) All trees shown to be preserved on the tree preservation plan shall be protected by fencing. Tree protection fencing shall be erected at the limits of clearing and grading as shown on the tree preservation/landscaping plan. Materials and installation of tree protection fencing shall conform to one of the two following standards:

(1) Four foot high, 14 gauge wire attached to 6 foot steel posts driven 18 inches into the ground and placed no farther than 10 feet apart; or

(2) Four-foot high, orange plastic fence attached to 6 foot steel posts driven 18 inches into the ground and placed no farther than 6 feet apart.

Notwithstanding the foregoing, chain link fencing shall be used as the tree protection fencing for the large walnut tree located on the east side of the Application Property. The tree protection fencing shall be made clearly visible to all construction personnel. The fencing shall be installed prior to the performance of any clearing and grading activities on the site, including the demolition of any existing structures. All tree preservation activities, including installation of tree protection fencing, shall be performed under the supervision of the Project Arborist. Prior to

the commencement of any clearing, grading, or demolition activities on the site, the Project Arborist shall verify in writing that the tree protection fencing has been properly installed.

(C) The demolition of existing features and structures shall be conducted in such a manner as to minimize the impact on individual trees and groups of trees to be preserved. These methods are to be included in the tree preservation plan.

(D) Clearing, grading, and construction shall conform to the limits of clearing and grading as shown on the CDP/FDP, subject to installation of utility lines and other required site improvements, all of which shall be installed in the least disruptive manner possible, considering cost and engineering. The Applicant 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 shall walk the limits of clearing and grading with an Urban Forestry Division representative and the Project Arborist to determine where minor adjustments to the clearing limits can be made to increase the survivability of trees at the edge of the limits of clearing and grading. Trees that are not likely to survive construction due to their proximity to disturbance will also be identified at this time and the Applicant shall be given the option of removing them as part of the clearing operation. Any tree designated for removal at the edge of the limits of clearing and grading and within the tree preservation area, shall be removed using chain saws. The stump shall be cut as close to ground level as practical. 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 tree preservation area.

(E) Additional trees shall be provided by the Applicant in consultation with the Urban Forestry Division.

(F) After the first submission review of the tree preservation plan, a replacement value shall be assigned to the approximately 35 inch diameter black walnut shown to be saved on the CDP/FDP. The calculated replacement value for this tree shall be assigned by the Project Arborist according to the methods contained in the latest edition of the Guide for Plant Appraisal, subject to review and approval by the Urban Forestry Division. At the time of subdivision plan approval, the Applicant will post a cash bond, or letter of credit, payable to the County of Fairfax to ensure the preservation of the black walnut tree, and to provide funds for replacement trees if necessary. The terms of the letter of credit shall be subject to approval by the County Attorney. The total amount of the cash bond or letter of credit shall be in the amount of the assigned replacement value of the black walnut tree, but shall not exceed $10,000.00.

Prior to occupancy of the first residential dwelling unit, and at the time of project completion, the Urban Forestry Division will analyze the black walnut tree to determine if it needs to be removed and replaced due to construction damage. If this tree is required by the Urban Forestry Division to be removed and replaced, the Applicant shall provide replacement trees on the site in a larger quantity and/or of a larger size than normally required by the Public Facilities Manual ("PFM"), up to the total amount of the cash bond or letter of credit, as

determined by the Urban Forestry Division in a written notice.

If this work is not completed in a timely manner by the Applicant, the County may draw funds from the cash bond or letter of credit in order to remove and replace the black walnut tree and to provide the required replacement trees, up to the total amount of the cash bond or letter of credit.

The letter of credit or cash bond will be released one year from the date of the release of the project's conservation escrow, or sooner if approved by the Urban Forestry Division.

7. Stormwater.

(A) As indicated in Note 22 on the CDP/FDP, the Applicant intends to request waivers of on-site stormwater management and best management practices. In the event that these waivers are not granted, on-site detention for stormwater and best management practices shall be provided in accordance with the PFM, and, as indicated on Note 22 on the CDP/FDP, located on Parcel B shown on the CDP/FDP. If these waivers are granted, this portion of Parcel B shall remain as open space.

(B) If the waivers of on-site detention are granted, Applicant shall, in consultation with the Project Arborist, plant trees and shrubs in and around the southeast corner of the Application Property to assist in reducing stormwater runoff.

8. Noise.

(A) In order to reduce the maximum interior noise to a level of approximately 45dBA Ldn for units within one hundred sixty (160) feet from the centerline of Blake Lane impacted by highway noise having levels between 65 and 70 dBA Ldn, the following measures shall be employed:

(1) Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 39.

(2) Doors (excluding garage doors) and windows shall have an STC rating of at least 28. If glazing (excluding any glazing in a garage door) constitutes more than 20% of any façade, that façade should have the same STC as the walls.

(3) Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

(B) In order to reduce the maximum interior noise to a level of approximately 45dBA Ldn for units within seventy (70) feet from the centerline of Blake Lane impacted by highway noise between 70 and 75 dBA Ldn, the following measures shall be employed:

(1) Exterior walls shall have an STC rating of at least 45.

(2) Doors (excluding garage doors) and windows shall have an STC rating of at least 37. If glazing (excluding any glazing in a garage door) constitutes more than 20% of any façade, that façade should have the same STC as the walls.

(3) Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

(C) In order to reduce the maximum exterior noise to a level of 65 dBA Ldn, noise attenuation barriers such as acoustical fencing, walls, earthen berms, or combinations thereof, should be provided for outdoor recreation areas that are unshielded by topography or built structures. If acoustical fencing or walls are used, they shall be architecturally solid from the ground up with no gaps or openings (except as may be necessary for drainage) and of sufficient height to adequately shield the impacted area from the source of noise, but the height of any fence or wall shall comply with the Ordinance. Such noise attenuation shall not apply to Parcel A or Parcel B.

(D) As an alternative to Proffers 8(A) and 8(B), the Applicant may submit to DPW&ES an acoustical engineering study to specify those building materials or techniques to be used to ensure that building interior sound levels will not be in excess of approximately 45 dBA Ldn for all of the residential units. The acoustical study may also verify or amend the noise levels and impact areas identified above. The study methodology and implementation shall be acceptable to DPW&ES.

9. Energy Efficiency. All homes on the Application Property shall meet the thermal guidelines of the Virginia Power Energy Saver program for energy efficient homes, or its equivalent, as determined by DPW&ES, for either gas or electric energy systems as my be appropriate.

10. Housing Trust Fund. At the time of final subdivision plan approval, the Applicant shall contribute one percent (1%) of the estimated sales price of each dwelling unit to Fairfax County for the County's Housing Trust fund for the provision of affordable housing. The estimated sales price for each dwelling shall be determined by the Applicant in consultation with the staff of the Fairfax County Department of Housing and Community Development.

11. Hours of Operation. During construction of the residential dwellings on the Application Property, power equipment shall not be used before 9:00 a.m. on Saturdays or after 8:00 p.m. on Saturdays.

12. Miscellaneous. To facilitate execution of these Proffers, these Proffers may be executed in as many counterparts as may be required. It shall not be necessary that the

signatures on behalf of all the parties to the Proffers appear on each counterpart of these Proffers. All counterparts of these Proffers shall collectively constitute a single instrument.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

Signature Page to Proffers
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Title Owner:

Robert E. Lee

Robert E. Lee

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

Signature Page to Proffers
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Title Owner:

Dorothy H. Lee

Dorothy H. Lee

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

Signature Page to Proffers
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Contract Purchaser/Contract Assignor:
ALD Group, Inc.

BY: _____
Shahman Foradi, Vice President

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

Contract Purchaser/Contract Assignee:

Carl Bernstein, Trustee

[FINAL PAGE]