PROFFERS
RZ 1999-PR-027
August 4, 2000

Pursuant to Section 15.2-2303(A), Code of Virginia (1950), as amended, Edna Hardy (title owner of tax map 39-4-((1))-87), Albert D. Heath, Shirley A. Heath, and Sandra M. Gill (title owners of tax map 39-4-((1))-88), John W. Branch and Dianne M. Hudson (title owners of tax maps 39-4-((1))-89 and 182A) (collectively referred to as "Title Owners"), as the Title Owners of the properties subject to the above-referenced rezoning application (collectively, the "Application Property"), ALD Group, Inc., as contract purchaser/contract assignor, and Stanley-Martin Homebuilding, L.L.C., as contract purchaser/contract assignee, for themselves and their respective successors and assigns (collectively, the "Applicant") agree to the proffers set forth below, provided that the Fairfax County Board of Supervisors approves a rezoning of the Application Property to the PDH-3 Zoning District for six (6) residential building lots.

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 Charles P. Johnson & Associates, Inc. dated April 7, 2000, and revised through June 7, 2000.

(B) Pursuant to Section 16-403 of the Ordinance and subject to Proffer 1(C) of these Proffers, 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 changes are in conformance with the Ordinance, are substantially in conformance with the CDP/FDP, and are consistent with Proffer 1(C).

(C) Applicant proffers that: (i) the distance between dwelling units on proposed Lots 1 through 3 shall be a minimum of ten (10) feet; and (ii) the distance between dwelling units on proposed Lots 4, 5, and 6 shall be a minimum of twenty (20) feet.

2. Architecture, Landscaping and Design Amenities.

(A) Illustrations 1A, 1B, 1C, and 1D attached to these Proffers are provided to show the design intent of the detached single-family dwellings on proposed Lots 1 through 6. The front elevation for each such dwelling unit shall be generally consistent in character and quality with Illustrations 1A, 1B, 1C, or 1D. The primary materials for the front and side

elevations shall be: (i) brick and stone; or (ii) EFIS and stone; or (iii) EFIS and brick. The primary materials for the rear elevation for a particular dwelling shall be the same as the primary materials of the front and side elevations for that dwelling, except that Applicant reserves the option for siding to be the primary material for the rear elevations on the dwellings on proposed Lots 1 through 3. Specific features of the dwellings, such as the exact location, size, and number of windows, doors, shutters, architectural features, decks, and roofline are subject to modification upon final engineering and final architectural design, but shall be consistent in quality with Illustrations 1A, 1B, 1C, and 1D and as described in this Proffer 2(A). The dwelling units shall be not more than two stories, with or without a basement, and shall not exceed thirty five (35) feet in height.

(B) As part of subdivision review, Applicant shall prepare and submit a landscape plan for review and approval by the Urban Forestry Division and by DPW&ES. This landscape plan shall include the following elements:

(1) Streetscape trees, at least 2.5 inches in caliper, for the internal street, in the number indicated on the CDP/FDP. The species and exact locations for the streetscape trees shall approved by the Urban Forestry Division

(2) Ornamental trees, shrubs, and bushes shall be planted in the rear yards of the proposed Lots, as generally shown on the CDP/FDP.

(3) Subject to Proffer 8(D), fencing along the rear boundaries of proposed Lots 4 through 6 and along the southern boundary of Parcel A, as shown on the CDP/FDP, in an appearance and of a quality consistent with the solid wood decorative fence shown on Illustration 2 .

3. Recreational Amenities.

(A) Applicant may construct recreation facilities on Parcel A. The exact location of any recreational facilities within Parcel A shall be determined as part of the final subdivision plan, in consultation with the Urban Forestry Division, in order to optimally site the facilities and to minimize disturbance to existing trees within Parcel A. The homeowners association documents for the subdivision shall provide that the homeowners association, in consultation with the Urban Forestry Division, may install additional recreational facilities within Parcel A.

(B) At the time of subdivision plan review, the Applicant shall demonstrate that any proposed on-site recreational facilities have a value equivalent to $955.00 per new dwelling unit as required by Article 6 of the Ordinance. In the event it is determined that proposed recreational facilities do not have that value, the Applicant shall have the option to: (i) provide additional on-site recreational amenities within open space areas shown on the CDP/FDP until this value is attained; or (ii) contribute necessary funds, equal to the difference between

$955.00 per unit and the value of the on-site recreational amenities, to the Fairfax County Park Authority for off-site recreational facilities in a nearby park.

4. Dedication.

(A) The Applicant reserves density credit in accordance with the provisions of Section 2-308 of the Ordinance for all 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.

(B) To the extent not presently in place, the Applicant shall construct frontage improvements, in accordance with the standards of the Fairfax County Public Facilities Manual (the "PFM"), along the Sandburg Street frontage of the Application Property.

(C) At the time of subdivision plan approval or upon demand by Fairfax County or the Virginia Department of Transportation ("VDOT"), whichever occurs first, Applicant: (i) shall dedicate to the Board of Supervisors, in fee simple, for public street purposes, right of way within Parcel A, as delineated on the CDP/FDP (i.e., the area on the Application Property northeast of the line labeled "Prop. I-495 R/W"), and shall dedicate an ancillary easement area (i.e., temporary grading and construction easements), approximately fifteen (15) feet in width and running parallel to this dedicated area, such ancillary easement area being indicated on the CDP/FDP by the words "Prop. I-495 Construction Esm't"; and (ii) shall grant, subject to the conditions of this Proffer: (a) an ingress-egress easement , for the benefit of the owners of Tax Map Nos. 39-4-((1))-91, 90A, 90B, 90C, 93, and 94 (the "Adjacent Parcels"), over the private street (the "Private Street") within the Application Property, as delineated on the CDP/FDP; (b) an ingress-egress easement over the area delineated on the CDP/FDP by the words "24' Access Easement" (the "Interparcel Access"), to provide a connection from the Adjacent Parcels to the Private Street. The cost of construction of any paved surface within the Interparcel Access shall be borne by the owners of the Adjacent Parcels who request ingress and egress over the Private Street. Any use of the Interparcel Access and the Private Street by owners of Adjacent Parcels shall be conditioned on rezoning or redevelopment of some or all of the Adjacent Parcels, and a determination by Fairfax County in connection therewith that such access is requested, and shall be further conditioned on an agreement in writing, in recordable form, by such owners of Adjacent Parcels to bear the pro rata share of the costs of maintenance, repair, and replacing the roadway (and any related improvements) within the Private Street and the Interparcel Access.

(D) A sidewalk, conforming to PFM standards, shall be constructed within the easement for the Private Street and located on the south side of the Private Street.

5. 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.

(B) In connection with the creation of the HOA, Applicant shall prepare and record among the land records of Fairfax County a Declaration of Covenants, Conditions and Restrictions ("the Declaration"), as approved by the County Attorney. The Applicant shall include language in the Declaration which: (a) prohibits the conversion of garages into any other use other than the parking of vehicles; (b) discloses that I-495, which abuts the eastern boundary of the Application Property, is the subject of an ongoing study as to its potential widening, that travel lanes could be located closer to the Application Property than currently exist, and that there may be noise impacts from I-495; (c) disclose the existence of the Interparcel Access and the fact that owners of the Adjacent Parcels may in the future use the Private Street and the Interparcel Access for ingress and egress, subject to the conditions stated in these Proffers; and (d) disclose that the HOA will have the obligation to maintain, repair and replace the Private Street.

As part of these required disclosures, the Applicant shall provide each purchaser with a copy of the most current plan (the "Plan"), if any, for the widening of I-495. Prior to final subdivision plan approval, the Plan used as part of the initial disclosure shall be approved by the Fairfax County Department of Transportation and/or the Zoning Administrator. In the event that prior to the sale of any dwelling, the Plan for the widening of I-495 is amended subsequent to final subdivision plan approval, the disclosure requirements within the Declaration shall be amended to reflect the most current approved Plan. Any proposed amendment to the disclosure requirement subsequent to final subdivision plan approval shall first be reviewed and approved by the Zoning Administrator or her designee in accordance with the requirements of these Proffers.

(C) The Declaration shall expressly provide that the HOA may annex adjacent land or be annexed by, or merge with, neighboring homeowners associations on such terms and conditions as the HOA and such associations may agree. The Declaration shall also expressly provide that the HOA has the power and authority to enter into agreements or covenants with neighboring homeowners associations for common use of their respective open spaces or recreational facilities on such terms as the HOA and such other associations may agree.

6. Tree Preservation Plan.

(A) The Applicant shall contract with a certified arborist (the "Project Arborist") to prepare a tree preservation plan to be submitted as part of the first subdivision plan submittal. The tree preservation plan shall be reviewed and approved by the Urban Forestry Division. The tree preservation plan shall consist of a tree inventory which includes the location,

species, size, crown spread and condition rating percent of all trees 12 inches or greater in diameter, measured 4 1/2 feet from the ground, and located within twenty (20) feet of the limits of clearing and grading for the entire Application Property. The 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 incorporated into the tree preservation plan. Activities should include, but are not limited to, crown pruning, root pruning, mulching, and fertilization.

(B) All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fencing. Tree protection fencing, consisting of four foot high, 14 gauge welded wire attached to 6 foot steel posts driven 18 inches into the ground and placed no farther than 10 feet apart, shall be placed at the limits of clearing and grading as shown on the Phase I and Phase II erosion and sedimentary control sheets in all areas. The tree protection fencing shall be made clearly visible to all construction personnel. The tree protection 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, as determined in consultation with the Urban Forestry Division. The methods to minimize impact on existing trees resulting from demolition shall include, as an alternative, subject to any other legal requirements, leaving in place the foundations of any existing house or other structures located within any tree preservation area, as determined in consultation with the Urban Forestry Division. These methods shall be described 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, stormwater management facilities, recreational improvements, and other required site improvements, all of which shall be installed in the least disruptive manner possible, considering cost and engineering, as determined in consultation with DPW&ES. 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 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 shall also be identified at this time and the Applicant shall remove such trees 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.

7. Stormwater Management. 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 located on Parcel A as shown on the CDP/FDP. Appropriate materials will be planted to supplement the existing vegetation around any required stormwater pond to the maximum extent permitted by the "Interim Policy Regarding Tree Preservation and Plantings In and Around Stormwater Management Ponds" adopted by the Board of Supervisors on March 8, 1999. If these waivers are granted, this portion of Parcel A shall remain as open space.

8. Noise.

(A) Preliminary data indicates that the Application Property is subject to highway noise impact noise contours as follows: (i) a 75 dBA Ldn contour 190 feet from the centerline of existing I-495; and (ii) a 70 dBA Ldn contour 410 feet from the centerline of existing I-495.

(B) In order to reduce the maximum interior noise to a level of approximately 45dBA Ldn for units located within the 65-70 dBA Ldn highway noise impact contour, 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 any garage door) 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 rating 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 interior noise to a level of approximately 45dBA Ldn for units located within the 70-75 dBA Ldn highway noise impact contour, 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, they 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.

(D) In order to reduce the maximum exterior noise in affected rear yards of proposed Lots to a level of approximately 65 dBA Ldn, noise attenuation barriers shall be provided for outdoor recreation areas in rear yards of the proposed Lots that are unshielded by topography or built structures. Acoustical fencing or walls 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. A concrete noise barrier, with a brick-like façade on the sides of the barrier facing away from I-495, with an appearance similar to that shown in Illustration 3, or a barrier comparable in appearance, shall be provided in the approximate location shown on the CDP/FDP (this noise barrier is identified on the CDP/FDP by the words "acoustical fence"). This barrier shall need to vary in height and may range in height from approximately six (6) to approximately fourteen (14) feet. Reference is made to the six (6) foot board-on-board fence shown on the CDP/FDP along the southern boundary of the Application Property. The portion of this fence between the east boundary of proposed Lot 6 and the east boundary of Parcel A shall be an acoustical fence, incorporating noise mitigation measures, similar in appearance to the board fence shown on Illustration 2, but modified as may be necessary to incorporate acoustical features. Any acoustical barrier necessitated by this Proffer No. 8 replaces and satisfies the requirement for fencing shown on the CDP/FDP. Any required noise attenuation barrier shall be constructed prior to the issuance of the first Residential Use Permit ("RUP").

(E) As an alternative to Proffers 8(B) and 8(C), the Applicant, at its option, may submit to DPW&ES, during subdivision review, an acoustical engineering study which will specify those building materials to be used to ensure that building interior sound levels will be approximately 45 dBA Ldn for all of the residential units or alternative forms of mitigation for exterior noise. The study methodology and implementation shall be approved by 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. Applicant shall, at the time of final subdivision plan approval, contribute one half of one percent (.5%) of the estimated sales price of each new dwelling unit to Fairfax County for the County's Housing Trust Fund for the provision of affordable housing. The estimated sales price shall be determined by the Applicant in consultation with the staff of the Fairfax County Department of Housing and Community Development.

11. Miscellaneous.

(A) The existing structures on the Application Property shown to be removed or demolished shall be removed or demolished on or before the issuance of the first RUP for a new residential dwelling.

(B) 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
RZ 1999-P-027

Title Owner:

Edna Hardy

Edna Hardy

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

Signature Page to Proffers
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Title Owner:

Albert D. Heath

Albert D. Heath

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Signature Page to Proffers
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Title Owner:

Shirley A. Heath

Shirley A Heath

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Signature Page to Proffers
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Title Owner:

Sandra M. Gill

Sandra M. Gill

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Signature Page to Proffers
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Title Owner:

John W. Branch

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Title Owner:

Dianne M. Hudson

Dianne M. Hudson

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

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Contract Purchaser/Contract Assignor:
ALD Group, Inc.

BY:_____
Shahman Foradi, Vice President

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

Signature Page to Proffers
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Contract Purchaser/Contract Assignee:
Stanley-Martin Homebuilding, L.L.C.

BY: _____
Brandi F. Turman, Vice President

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