PROFFERS
PHD Associates, LLC

RZ 2014-LE-008

May 13, 2016

Pursuant to Section 15.2-2303(A), *Code of Virginia*, (1950 as amended) and subject to Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owners and PHD Associates, LLC, for themselves, their successors and/or assigns (herein referred to as the "Applicant"), hereby proffer that the development of the parcel shown on the 2016 Fairfax County Tax Maps as TM 90-4 ((1)) 17 (the "Property"), shall be in accordance with the following conditions if, and only if, RZ 2014-LE-008 (the "Rezoning") is granted to rezone the Property from the R-1 District to the PDH-3 District. If accepted, these proffers shall supersede and replace previous proffers, if any, on the Property.

1. Development Plan.

   A. Development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP"/"FDP") prepared by Urban, Ltd., consisting of 13 sheets, dated December 11, 2013, as revised through February 5, 2016.

   B. Notwithstanding that the CDP/FDP is presented on 13 sheets, it shall be understood that the proffered portion of the CDP shall be the entire plan shown on Sheet 5 relative to the number and location of points of access, the maximum number and type of dwelling units, the general amount and location of dedications, the amount and location of open space, and the general location and arrangement of the buildings. The Applicant shall conform strictly to the limits of clearing and grading on the Property as shown on the FDP, subject to allowances for the installation of utilities as determined necessary by the Director of the Department of Public Works and Environmental Services ("DPWES"), as described herein. If it is determined necessary to install utilities in areas protected by the limits of clearing and grading as shown on the FDP, they shall be located in the least disruptive manner necessary as determined by the Urban Forestry Management Division ("UFMD"), DPWES without the need for a proffered condition amendment and/or an amendment to the CDP/FDP. A replanting plan shall be developed and implemented, subject to approval by UFMD, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such utilities. All retaining walls shall be constructed within the limits of clearing and grading as shown on the FDP, and shall not be subject to allowances that may otherwise be permitted by DPWES, in coordination with the Department of Planning and Zoning ("DPZ"). The Applicant has the option to request a Final Development Plan Amendment ("FDPA") for elements other than the CDP elements from the Planning Commission for all or a portion of the CDP/FDP in

accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance with respect to the remaining elements.

C. Pursuant to Paragraph 4 of Section 16-403 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance"), minor modifications from the FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to adjust the locations and lengths of retaining walls as may be required pursuant to final design and/or the recommendations of the Geotechnical Review Board; however, the general location of the retaining walls will remain in the areas shown on the FDP, and in no instance shall the retaining wall adjustment result in the location of a retaining wall above grade on private lots, or encroach into the limits of clearing and grading as indicated on the CDP/FDP.

2. Transportation

A. Thomas Grant Drive

(1) The Applicant shall construct an extension of Thomas Grant Drive within the existing 60-foot wide right-of-way located between 2016 TM 90-4 ((11)) L and Z to the Virginia Department of Transportation ("VDOT") standards (the "Thomas Grant Drive Extension"). The centerline of the Thomas Grant Drive Extension shall be located approximately 30 feet from the existing edge of right of way, pavement shall be a minimum of 24 feet in width (as measured from face of curb to face of curb), and curb and gutter shall be provided on both sides of the Thomas Grant Drive Extension. As provided in Proffer 23 of RZ 86-L-073, the Applicant may utilize necessary ancillary grading and temporary construction easements adjacent to the existing Thomas Grant Drive Extension right-of-way at no additional cost to the Applicant (the "Necessary Ancillary Grading and Temporary Construction Easements").

(2) The Applicant shall dedicate in fee simple to the Board of Supervisors at the time of subdivision plat approval the right-of-way ("ROW") area for the proposed cul-de-sac where the Applicant shall terminate the Thomas Grant Drive Extension (the "New Cul-de-Sac"). The New Cul-de-Sac shall have an approximately 30 foot radius to the curb and an approximately 40 foot radius to the right-of-way line as shown on the CDP/FDP. The five foot wide sidewalk within this ROW area shall be one (1) foot from the ROW line.

(3) The Thomas Grant Drive Extension and the New Cul-de-Sac shall be bonded and constructed to VDOT standards as may be amended/modified and open for public use, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first Residential Use Permit ("RUP") for the Property. The Applicant shall diligently pursue VDOT acceptance of the Thomas Grant Drive Extension and the New Cul-de-Sac

for secondary street maintenance in accordance with the process outlined in VDOT's Secondary Street Acceptance requirements.

(4) The existing Thomas Grant Drive cul-de-sac shall be scarified and replaced with a typical local street cross section including curb and gutter, and shall be constructed to VDOT standards as may be amended/modified and open for public use, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first RUP for the Property.

B. Private Streets.

(1) The private streets shown in the CDP/FDP shall be constructed of materials and depth of pavement consistent with the Public Facilities manual ("PFM") standards for public streets.

(2) Initial purchasers shall be advised of the requirement to maintain private streets and estimated costs prior to entering into a contract of sale. This requirement to maintain the private streets as constructed and the estimated maintenance costs shall be included in the homeowners' association ("HOA") documents prepared for the Property, and shall be recorded among the land records of Fairfax County

(3) A public access and emergency vehicle access easement, in a form acceptable to the Office of the County Attorney, shall be provided over all private streets and sidewalks at the time of subdivision plat approval.

3. Trails and Sidewalks.

A. The Applicant shall construct a public 10-foot wide Type 1 asphalt trail within the Long Branch Floodplain/Resource Protection Area ("RPA") (the "Long Branch Trail") as shown on the CDP/FDP prior to the issuance of the first RUP for the Property.

B. The Applicant shall construct a public 5-foot wide asphalt trail from the Long Branch Trail to the area adjacent to Lot 14 as shown on the CDP/FDP prior to the issuance of the first RUP for the Property.

C. The Applicant shall construct a private 5-foot wide asphalt trail from the Long Branch Trail to the private Community Backyard and Adult Fitness Area as shown on the CDP/FDP prior to the issuance of the first RUP for the Property. This private trail shall be maintained by the Property's HOA. Signage marking the Community Backyard and Adult Fitness Area as "Private" may be installed on the Property near its intersection with the Long Branch Trail.

D. The Applicant shall construct 5-foot wide concrete sidewalks along both sides of the Thomas Grant Drive Extension as shown on the CDP/FDP. The sidewalks shall connect to the existing sidewalks adjacent to TM 90-4 ((11)) 170 and 171-

176. The sidewalks along the Thomas Grant Drive Extension shall be public sidewalks located within the Thomas Grant Drive Extension ROW and shall be constructed prior to the issuance of the first RUP for the Property.

E. The Applicant shall construct 5-foot wide sidewalks within the Property's Common Areas as shown on the CDP/FDP. All sidewalks within the Property shall be located within an ingress-egress easement, shall be constructed concurrent with adjacent development of units within the Property, and shall ultimately connect to the public asphalt trail described in Proffer 3.B. in the vicinity of Lot 14 as shown on the CDP/FDP. The ingress-egress easement shall be recorded at record plat approval.

4. Landscape Plan.

A. A landscape plan that shows, at a minimum, landscaping in conformance with the landscape design shown on Sheet 7 of the CDP/FDP shall be submitted concurrently with the first submission, and all subsequent submissions, of the site plan for review and approval of UFMD, DPWES. The landscape plan shall include detailed streetscape and open space landscaping, and shall include native, non-invasive species to provide the greatest habitat benefit for wildlife. Said plan shall be coordinated with and approved by UFMD, DPWES. Street trees along the Thomas Grant Drive Extension and all deciduous trees shall be a minimum of 2 to 2.5 inch caliper at the time of planting. All evergreen trees shall be a minimum of 6 feet high at the time of planting. All landscaping and streetscaping along the Thomas Grant Drive Extension shall be installed prior to the issuance of the first RUP for the Property. The Applicant shall provide maintenance and replacement of landscaping as necessary until final bond release, at which point the maintenance of all landscaping on the Property shall be the HOA's responsibility.

B. A Conceptual Court Replanting landscape graphic is provided on Sheet 12 of the CDP/FDP that depicts evergreen trees both inside and outside of the existing cul-de-sac of Thomas Grant Drive. A minimum of eighteen (18) evergreen trees with a height of eight (8) feet to ten (10) feet at time of planting shall be provided. The Island Creek Board of Directors shall be consulted regarding the proposed species of evergreen trees to be planted and suggested alternatives of comparable type and cost will be incorporated by the Applicant, subject to approval of the species by UFMD, DPWES. This landscaping is depicted, and shall be installed, to mitigate the potential impact of vehicle headlights on the Island Creek residents in the vicinity of the existing cul-de-sac; however, this landscaping may only be installed with the consent of the Island Creek Board of Directors. If the Island Creek Board of Directors does not consent to the installation of this landscaping, then this proffer shall be satisfied with the provision of a certified check in the amount of $3,500.00 to the Island Creek Board of Directors, which funds may be used to provide alternative measures to mitigate the potential impact of vehicle

headlights. If installed by the Applicant, the evergreen trees shall be maintained, and replaced as necessary, by the Applicant until bond release for the Property.

C. As shown on Sheet 5 of the CDP/FDP, identified areas of disturbance shall be restored with native vegetation to the degree practical and adaptable to site conditions, in coordination with UFMD, DPWES. Plantings shall consist of a mixture of overstory trees, understory trees, and shrubs. The density of overstory trees shall be a minimum of 100 seedlings per acre. The density of understory trees shall be a minimum of 200 seedlings per acre. The density of shrubs shall be a minimum of 1,089 plants per acre.

5. Tree Preservation.

A. The Applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions. The preservation plan and narrative shall be prepared by a Certified Arborist, Registered Consulting Arborist, or a Licensed Landscape Architect and shall be subject to the review and approval of UFMD, DPWES.

The Tree Preservation Plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 12 inches in diameter and greater (measured at 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 15 feet to either side of the limits of clearing and grading (the "Tree Inventory"). The Tree Preservation Plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the CDP/FDP and those additional areas in which trees can be preserved as a result of final engineering. The Tree Preservation Plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

B. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 12 inches in diameter or greater located on the Property that are inventoried to be saved within 15 feet to either side of the limits of clearing and grading as identified on the Tree Inventory as provided with the Tree Preservation Plan. These trees and their value shall be identified on the Tree Inventory provided with the Tree Preservation Plan at the time of the first submission of the respective site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest

edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFMD, DPWES.

At the time of the respective site plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with the paragraph above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit or cash deposit shall be equal to 25% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFMD, DPWES, due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFMD, DPWES. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for the improvements on the Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

C. The Applicant shall retain the services of a certified arborist or landscape architect and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. 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 adjacent trees and associated understory vegetation and soil conditions.

D. Clearing, grading and construction shall strictly conform to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by the UFMD, DPWES. A replanting

plan shall be developed and implemented, subject to approval by the UFMD, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.

E. All trees shown to be preserved on the tree preservation plan shall be protected by temporary tree protection fencing. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to a six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" proffer below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed corrected, as determined by the UFMD, DPWES.

F. The Applicant shall root prune as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan submission. The details for these treatments shall be reviewed and approved by the UFMD, DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

(1) Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.

(2) Root pruning shall take place prior to any clearing and grading, or demolition of structures.

(3) Root pruning shall be conducted with the supervision of a certified arborist.

(4) An UFMD, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.

G. The demolition of all existing features and structures within areas protected by the limits of clearing and grading as shown on the CDP/FDP shall be done by hand without heavy equipment and conducted in a manner that does not impact individual trees and/or groups of trees that are to be preserved.

H. During any clearing or tree/vegetation/structure removal a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD, DPWES. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD, DPWES approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.

6. Stormwater Management/Best Management Practices/Low Impact Development ("LID") Techniques.

A. Stormwater Management ("SWM") and Best Management Practices ("BMP") shall be provided in a combination of one (1) SWM detention pond, at least two (2) bio-retention facilities, and other supplemental Low Impact Development ("LID") measures designed to detain the one-year storm in accordance with Section 124-4-4.B. of the County Code and the two- and ten year storm events in order to provide a release rate equivalent to pre-development conditions per Section 124-4-4.D of the County Code. The sizes, locations and types of SWM and BMP facilities shall be as generally shown on the CDP/FDP, but may be revised at time of site plan as allowed and required by the PFM.

B. As part of the site plan, the Applicant shall analyze the on-site outfall to Long Branch with the objective of precluding erosion in the proposed channel. Measures to preclude erosion may include a rock step pool configuration, log drop pools, rip-rap lining, EC-3 lining or a combination of these features. The Applicant shall determine which features to install subject to the review and approval of DPWES.

C. Prior to initial subdivision plat approval for the Property, the Applicant shall establish an account (the "LID Maintenance Account") to be used for the ongoing maintenance of the LID Facilities on the Property. The LID Maintenance Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for ongoing maintenance of the LID Facilities shall be included in the budget(s) for any HOA established, and the fees collected for such purposes by the HOA shall be deposited in the LID Maintenance Account annually. The HOA documents that establish and control the HOA shall provide that the LID Maintenance Account shall not be eliminated as a line item in the HOA's budget, and that funds in the LID Maintenance

Account shall not be utilized for purposes other than to fund the maintenance of the LID Facilities.

D. Prior to initial subdivision plat approval, the Applicant shall make an initial contribution to the LID Maintenance Account in an amount equal to the estimated cost for the maintenance of the LID Facilities, for a period of ten years, which is $10,000.00 (at $1,000.00 per year) for LID maintenance. This contribution amount shall be adjusted on a yearly basis from the base year of 2016 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), both as permitted by Virginia State Code.

E. Prior to final bond release, the Applicant shall submit a copy of a LID Maintenance Manual (the "Manual") to DPWES that has been prepared by the Applicant for use by the HOA. A copy of the Manual shall also be provided to the HOA. The Manual, at a minimum, shall provide the following: (a) a graphic depiction of the location of the drainage sheds and all LID Facilities on the Property; (b) a narrative explaining in non-technical terms the reasons why it is important for the HOA to properly maintain the LID Facilities; (c) a copy of the proffers requiring funding and contracting for the maintenance of the LID Facilities; and (d) any product manufacturer's manuals or other instructions, where applicable.

F. Prior to site plan approval, and prior to approval of any major site plan revision, a copy of the engineered plans to implement the stormwater management measures described herein, including the improvements to the outfall channel, shall be forwarded to the Lee District Supervisor and Planning Commissioner for review to ensure compliance with these proffered commitments. Said review shall occur within 45 days of submission to the Supervisor and Planning Commissioner, or as soon thereafter as practical.

7. Recreational Facilities.

A. Pursuant to Paragraph 2 of Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide a minimum expenditure of $1,800.00 per developed unit ($63,000.00 for 35 units) at the time of the issuance of the first RUP for the Property for the development of recreational facilities within the Property. Recreational facilities shall include, but are not limited to: a fenced Community Backyard (cleared of understory vegetation; however, mature trees that are 12 inches or greater in diameter and in healthy condition are to be retained, and the forest floor is to be kept seeded with grass or other stabilizing vegetation or mulch, as necessary, to prevent the forest floor from becoming unusable for passive recreational use), an Adult Fitness Area (masonry piers will flank the private trail to demark this area as a private amenity area; understory vegetation will be cleared; however, mature trees that are 12 inches or greater in diameter are to be retained; and fitness stations will be

installed), a tot lot and lawn play area (including a benches, play equipment and masonry seating walls), and a community gathering area (with a roofed pavilion, stamped concrete plaza, picnic tables, seating walls and grills,) as generally shown on Sheet 13 of the CDP/FDP. Lighting of the Community Back Yard and Adult Fitness Area shall not be permitted. The Applicant reserves the right to install additional recreational/play equipment, gazebos, benches, tables, and trash cans, or to install alternative surface material such as mulch, stone dust or decomposed granite in lieu of grass within Community Gathering Area and the Community Back Yard/Adult Fitness Area, without the need for an interpretation or approval of a PCA/Conceptual Development Plan Amendment ("CDPA") or FDPA.

B. Should the HOA seek to dedicate the Community Back Yard and/or the Adult Fitness Area to the Fairfax County Park Authority ("FCPA") in the future, then the FCPA shall be allowed to modify or remove the Community Back Yard and/or the Adult Fitness Area and to amend the trail easement to permit public access and maintenance without the need for a Proffered Condition Amendment, CDPA or FDPA.

8. Park Authority.

A. Approximately 10.58 acres +/- of the Property shall be dedicated to the FCPA for public park purposes as depicted on Sheet 6 of the CDP/FDP prior to final bond release, or earlier if mutually agreed upon by the Applicant and the FCPA (the "Park Dedication Property"). The value of the Park Dedication Property shall not be deducted from the contribution proffered in 8.C. below. Approximately 9.32 acres of the Park Dedication Property is the entirety of the RPA areas and approximately 1.26 acres of the Park Dedication Property is located outside of the RPA areas.

(1) In accordance with 2-1102.4A of the PFM, final acceptance of the Park Dedication Property by FCPA will depend on the state of the land, if in a satisfactory condition, or a condition comparable to the one that pertained at the time of rezoning approval.

(2) In accordance with 2-1102.4B of the PFM, as part of its Pre-Dedication Acceptance Process, and in accordance with Va. Code § 15.2-5707, as amended, should the Park Dedication Property be found disturbed or disrupted (i.e., erosion from construction activities, or debris, on the site), the Applicant shall be required to take reasonable corrective actions, as outlined by FCPA, prior to FCPA assuming title. Any debris or waste that may currently be located on the Park Dedication Property shall be removed by the Applicant prior to dedication.

B. As specified in Proffer 3.A., the Applicant shall construct a public 10-foot wide Type 1 asphalt trail within the Long Branch Floodplain/RPA (the "Long Branch

Trail") as shown on the CDP/FDP prior to the issuance of the first RUP for the Property. In order to minimize site disturbance, the proposed trail within any designated tree save area shall be field located in consultation with UFMD, DPWES. If dedication of the Park Dedication Property has not yet occurred at the time of subdivision plat approval, then the Applicant shall record a public access easement over the trail at the time of subdivision plat approval. This public access easement may be removed at the time of the dedication of the Park Dedication Property at the election of the FCPA.

C. Prior to the issuance of the first RUP, the Applicant shall contribute $893.00 per new resident that is generated pursuant to this rezoning application to the Fairfax County Park Authority, which is $91,297.50 based on the construction of 35 single family attached homes.

D. The Applicant shall replant the areas within the Necessary Ancillary Grading and Temporary Construction Easements in accordance with Sect. 12-0516.3 of the PFM, which requires that the disturbed area be restored to a condition similar to its natural state and that native species suitable for the proposed site conditions be provided approximating the species composition existing prior to clearing.

9. Architectural Design.

A. The architectural design of the units shall be generally consistent with the quality of construction and materials as shown on Sheet 12 of the CDP/FDP.

(1) All units shall be constructed with a mixture of brick and/or stone, and HardiePlank or other comparable cement board. No vinyl or wood siding shall be used on the building facades.

i. A minimum of 50% of calculated area of the front facades of each stick of single family attached homes, excluding the area used for windows, doors and their surrounding moldings shall be comprised of brick and/or stone.

ii. Fenestration (including glazing and surrounding moldings) and/or doorways (including glazing, if any, and surrounding moldings) shall comprise a minimum of 25% of the front façade and 20% of rear facades of all units.

iii. Fenestration (including glazing and surrounding moldings) and/or doorways (including glazing, if any, and surrounding moldings) shall comprise a minimum of 10% of the side facades of all end units.

iv. Facades may include elements such as box bay windows, covered doorways and dormers to create architectural interest and variety.

v. A variety of colors, tones, materials and/or articulation shall be provided for the rear façades to provide visual breaks within individual sticks of units.

B. Decks, patios, porches, sunrooms, balconies, bay windows, chimneys, areaways, mechanical equipment and other similar appurtenances may encroach into minimum yards as depicted on the "Typical SFA Lot Detail" and qualified by the "Typical Lot/Unit Notes" contained on the CDP/FDP, and as may also be permitted by Sect. 2-412 and Article 10 of the Zoning Ordinance. The restrictions and limitations of this proffer shall be disclosed to initial purchasers prior to contract ratification and further disclosed in the HOA documents.

C. The elevations will be refined as a result of final design and engineering so long as the quality of the buildings remains in substantial conformance with those shown on the approved CDP/FDP and the materials are as stated within this proffer.

D. All visible areas of retaining walls that require a building permit (walls that are 3 feet or greater in height) shall be constructed of or faced with stone, brick, or decorative masonry materials as generally shown on Sheet 13 of the CDP/FDP. Other minor landscaping walls that do not require issuance of a building permit (walls that are less than 3 feet in height) are permitted in any private yard or common open space location and may be constructed of materials as determined appropriate by the Applicant or HOA.

10. Sustainable Design.

A. All new dwelling units shall be designed and constructed to achieve one of the following:

(1) Certification in accordance with the 2012 National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to the Environment and Development Review Branch ("EDRB") of the Department of Planning and Zoning ("DPZ") from a home energy rater certified through the Home Innovation Research Labs that demonstrates that each dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling.

(2) As an alternative, each new house shall be designed and constructed to achieve certification in accordance with the Earth Craft House Program as demonstrated through documentation provided to DPWES and DPZ prior to the issuance of the RUP for each dwelling.

B. The Applicant shall offer to provide to each initial purchaser a working rain barrel at the rear of the townhouse unit. Upon installation, the Applicant shall provide

documentation to each initial purchaser regarding the benefits of rain barrel use, and the proper use and maintenance of the rain barrel. Information regarding the rain barrels' use and maintenance shall be specified in the HOA documents.

C. The Applicant shall certify the entire Property as a National Wildlife Federation Wildlife Habitat prior to final bond release. Information regarding this certification shall be provided to each initial purchaser and shall be specified in the HOA documents.

11. Use of Garages, Driveways and Common Area Parking Spaces.

A. Any conversion of garages that will preclude the parking of vehicles within the garage is prohibited. A covenant setting forth this restriction shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the HOA and the Board of Supervisors. This restriction shall also be disclosed in the HOA documents. Prospective purchasers shall be advised of this use restriction in writing, prior to entering into a contract of sale.

B. All driveways shall be a minimum of 20 feet in length as measured outward from the face of the garage door to the edge of sidewalk to ensure that no vehicles will overhang the sidewalk. One garage parking space and one driveway parking space will be provided for each single-garage unit (interior units), and two garage parking spaces and two driveway spaces will be provided for each double-garage unit (end units), for a total of 2 or 4 designated parking spaces for each unit. Vehicles parked on individual driveways shall not be permitted to overhang on the Property's sidewalks. This restriction shall be included in the HOA documents prepared for the Property.

C. No parking of recreational vehicles (RVs), boats or trailers shall be permitted on the Property. This restriction shall be included in the HOA documents prepared for the Property.

D. The HOA shall have the ability to assign or restrict common parking spaces, following the procedures designated by the State of Virginia for the use of common areas.

E. All two car garages located on the Property shall have a minimum interior width of eighteen (18) feet to be counted as two parking spaces. If this minimum dimension is not provided, the Applicant shall count the garage as one parking space to meet minimum parking requirements as established by the Zoning Ordinance at time of site plan approval.

12. HOA Responsibilities.

A. Disclosure.

(1) Prior to entering into a contract of sale, prospective initial purchasers shall be notified in writing by the applicant and shall acknowledge receipt of notification in writing:

i. Of the maintenance responsibility for the private streets, sidewalks, private trails, LID Facilities(including pervious pavers and rain gardens, if any, common area and open space amenities, retaining walls, landscaping, rain barrels;

ii. That the Property is a Certified Wildlife Habitat and the requirements to retain certification;

iii. That no vehicle parked on a private driveway may overhang the abutting sidewalk;

iv. That no parking of recreational vehicles (RVs), boats or trailers shall be permitted on the Property; and,

v. That any conversion that will preclude the parking of vehicles within garages is prohibited.

(2) The initial deeds of conveyance and HOA governing documents shall expressly contain these disclosures.

(3) These disclosures shall also be recorded among the land records of Fairfax County.

B. Funding. Prior to site plan approval, the Applicant shall establish and seed a reserve fund for the HOA in the amount of $250.00 per unit ($8,750.00 for 35 units). The Applicant shall contribute an additional $250.00 prior to issuance of a building permit for each individual unit developed on Lots 1-35. In total, the seed reserve fund for the HOA shall be $500.00 per unit or $17,500.00, if 35 homes are constructed on the Property.

13. Schools Contribution. At the time of site plan approval the Applicant shall contribute the amount of $11,749.00 per new student generated by the development of the Property to the Fairfax County Board of Supervisors for the construction of capital improvements to Fairfax County public schools to which the students generated by the Property are scheduled to attend. (7 new students = $82,243.00). The amount of this contribution shall increase if the County approves an increase to current student ratio or contribution amount prior to the issuance of the first RUP for the Property.

14. Housing Trust Fund Contribution. Prior to the issuance of the first building permit, the Applicant shall contribute to the Fairfax County Housing Trust Fund the sum equal to one-half percent (1/2%) of the value of all of the units approved at the time of site plan on the Property. The percentage shall be based on the aggregate sales price of all of the units subject to the contribution, as if all of those units were sold at the time of the issuance of the first building permit, and is estimated through comparable sales of similar type units. The projected sales price shall be proposed by the Applicant in consultation with the Fairfax County Department of Housing and Community Development ("HCD") and shall be approved by HCD and DPWES.

15. Geotechnical Review.

    A. Prior to site plan approval, and in accordance with the provisions of the PFM, the Applicant shall submit a geotechnical study of the Property and the Thomas Grant Drive Extension to the Geotechnical Review Board through DPWES and shall incorporate appropriate engineering practices as recommended by the Geotechnical Review Board and DPWES to alleviate potential structural problems, to the satisfaction of DPWES. The recommendations of the Geotechnical Review Board shall be implemented.

    B. A copy of the geotechnical study of the Property shall be provided to the Island Creek Property Manager or the Island Creek Community Association President by the civil engineer via email within 3 days of its submission to the Geotechnical Review Board through DPWES.

    C. Prior to site plan approval, and prior to approval of any major site plan revision, a copy of the geotechnical study of the Property shall be forwarded to the Lee District Supervisor and Planning Commissioner for review to ensure that all Geotechnical Review Board recommendations have been addressed. Said review shall occur within 45 days of submission to the Supervisor and Planning Commissioner, or as soon thereafter as practical.

16. Lighting. All outdoor lighting on the Property shall be in substantial conformance with that shown on Sheet 13 of the CDP/FDP, in that street lamps will be of high quality and lighting will be directed downward, and shall be in compliance with Part 9 of Article 14, Outdoor Lighting Standards. Applicant shall install street lights along the Thomas Grant Drive Extension consistent with existing street lights subject to VDOT approval.

17. Signs.

    A. Signs shall be in conformance with Article 12 of the Zoning Ordinance.

    B. 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-street or off-site by the Applicant or at the Applicant's direction to assist in the initial marketing and sale of homes on the Property. Furthermore, the Applicant shall direct its agents involved in marketing and/or home sales for the Property to adhere to this proffer.

18. Site Plan Distribution. A copy of the approved site plan for the Property shall be provided to the Manager of the Island Creek development within 20 working days of its approval. A signature on the transmittal of the site plan to the management company shall be acceptable proof of delivery.

19. Construction Activity.

A. At time of site plan approval, the Applicant shall escrow the sum of $13,500.00 with the Fairfax County Public Schools or a branch of Fairfax County's Public Safety Services with a request to provide a safety officer or crossing guard in proximity to the Property during construction. Should Fairfax County Public Schools or Fairfax County's Public Safety Services determine that a safety officer or crossing guard is not required, said escrow shall be returned to the Applicant.

B. Construction methods on the Property shall not include blasting, pile driving or dynamic compaction.

C. Prior to commencement of construction on the Property, the Applicant shall notify the contractor and its drivers that access to the Property shall be solely by Thomas Grant Drive and that side streets are not to be utilized by construction vehicles. Signs to identify the required route of construction vehicles, including notification of a fine for violation, shall be posted on the Property in English and Spanish. The Applicant shall fine the contractor a minimum of two hundred fifty dollars ($250.00) for each verified use of private streets by construction vehicles.

D. Prior to commencement of construction on the Property or on the construction of the Thomas Grant Drive Extension, and only with the owner's permission, the Applicant shall ensure that a certified building inspector (the "Inspector") performs a pre-construction survey (the "Survey") of the homes on property located at TM 90-4 ((11)) (1) 163-171 and 181-187; however, the Survey shall only be conducted with the consent of the property's owner and shall only be conducted in the presence of the property's owner.

(1) Notification of request to perform the Survey.

i. A request to perform the Survey shall be sent to each owner of record for the listed properties (as stated in the Fairfax County Department of Tax Assessments Database) via certified mail, return receipt requested (the "Request"). The Request shall explain the reason for the inspection, shall provide email contact information, shall state that the owner of each property shall be

given thirty (30) days from the postmark date of the Request to permit the Survey of his or her property (the "Consent"), and shall state that Consent must be provided by the owner via email so that there is written evidence that said Consent was given.

ii. If the property's owner does not respond within 30 days to the first Request, then a second Request shall be sent to that owner via certified mail, return receipt requested (the "Second Request"). A copy of the Second Request shall be provided to the Lee District Supervisor's office and to DPWES. The Second Request shall explain the reason for the inspection, provide email contact information, state that a second attempt to obtain permission to perform a Survey of a property is being made by this correspondence, and that if Consent to Survey the property is not provided via email within ten (10) days after the postmark of the Second Request, then there shall no longer be an obligation under this proffer to conduct a Survey of that property.

(2) Subject to receipt of Consent, the Inspector shall document the structural conditions and foundations of the homes, including interior inspection of the basements without removal of paneling and/or sheetrock, to establish existing interior and exterior house structural conditions. A written report with photographs shall be used to establish existing conditions (the "Survey Report").

i. The owners of the homes being surveyed shall be obligated to disclose to the Inspector at the time of the Survey any existing structural defects of which they are aware, any previous corrective measures that may have been made to these homes, and copies of any permits for interior and/or exterior alterations or additions made to the homes or associated lot.

ii. Upon completion of the Survey, the Survey Report shall be provided to and reviewed with each property's owner. Both the Inspector and the property's owner shall sign the Survey Report to verify the accuracy of the Survey. If the property's owner does not agree with the Inspector regarding the Survey Report, then the property's owner shall note their specific disagreement on the Survey Report. If the property's owner refuses to sign the Survey Report, and refuses to note any specific disagreement on the Survey Report, then the Inspector shall specifically note that information on the Survey Report

iii. Upon receipt of a written claim of actual damage that is a direct result of faulty and negligent construction activities, the Applicant shall respond within five (5) days by meeting at the site of the

alleged damage to confer with the property owner. Upon verification of damage due to construction activities, and subject to property owner's consent and access, the Applicant shall diligently pursue and complete required repair without unreasonable delay. Any repair required pursuant to this proffer shall be reviewed and approved by DPWES.

iv. Should any of the surveyed homes be conveyed, the new property owner shall be the beneficiary of all commitments as detailed in these proffers, if assigned to the new property owner by the seller.

v. The Applicant shall retain a copy of each Survey Report until final bond release for the development of the Property. In addition, a copy of each Survey Report shall be provided to DPWES.

E. Insurance. Prior to site plan approval, a commercial General Liability Policy in the amount of $4.65 million aggregate shall be obtained by the Applicant to, among other events, insure against any property damage caused to off-site homes or property by construction activity. The Applicant's insurance policy shall name the Fairfax County Park Authority as an Additional Insured and shall contain a waiver of subrogation provision. The Applicant agrees to provide insurance issued by companies admitted in the Commonwealth of Virginia, with the Best's Key Rating of A:VI or better. Said insurance policy shall remain in effect until bond release or three years from the issuance of the last RUP on the Property, whichever is longer. During this timeframe, the Applicant shall provide proof of such continued insurance coverage to Fairfax County upon its reasonable request.

F. Outdoor construction activities, including idling of equipment, any associated construction deliveries, any construction related loading or unloading of vehicles, and any construction related trash collection on the Property, shall only occur between the hours of 7:00 a.m. and 9:00 p.m., Monday through Saturday, and between the hours of 9:00 a.m. and 9:00 p.m. on Federal Holidays, exclusive of Thanksgiving, Christmas, New Year's Day, Memorial Day, the 4th of July and Labor Day, on which no construction activities shall occur. These hours shall be disclosed to all contractors and sub-contractors who perform work on the Property during site construction, and shall be posted on the Property or within the Thomas Grant Drive Extension in a location visible to all workers in English and in Spanish.

G. Construction workers shall either park on the Property or on the Thomas Grant Drive Extension during the construction of the improvements on the Property or shall park in a remote location and be shuttled to the Property. Construction workers shall not be permitted to park on the existing Thomas Grant Drive or on any of the private streets within Island Creek.

H. No portable bathroom facilities shall be permitted on Island Creek property.

I. All construction activities, including silt and dust control, and the use and disposal of any and all possible pollutants such as paint, gas, cement, etc. shall be performed in accordance with the County Code.

J. All slope stabilization features on plans including, but not limited to, piles, cutoff walls, retaining walls (those walls 3 feet high or more, which require building permits), soil nails, subsurface drains, and granular wedges shall be designed by a professional engineer and evaluated by a geotechnical engineer prior to construction, and inspected and certified by a geotechnical engineer after construction. Said inspection and certification to be submitted to DPWES.

K. A geotechnical engineering company representative shall be on the Property during any grading activities that involve cut and fill of structural soils. Written reports shall be prepared by the geotechnical engineering company regarding compliance with the approved geotechnical report and submitted to DPWES as required.

L. Construction Activity Contact Information

(1) Prior to the commencement of construction on the Property, the Lee District Supervisor and the Presidents or other representatives of the HOAs as requested by the Supervisor shall be provided with the name, title, phone number and email address of a person to whom comments and/or complaints regarding construction activities may be directed.

i. Such correspondence shall be sent by U.S. Mail, return receipt requested and copies of the receipts and responses shall be made available to the County Staff upon request.

ii. As an alternative, the contact information detailed above may be provided via email with a request for an acknowledgement that the information was received by the management companies or designated representatives and responses shall be made available to County Staff upon request.

(2) In addition, prior to the commencement of construction on the Property, a sign with the contact information specified above shall be posted on the Property and shall be updated and retained on the Property through all construction activities.

(3) Responses to comments/complaints shall be provided in an expeditious manner; which is no more than three (3) business days for non-emergency concerns, or within one (1) business day if the concern is of an urgent nature.

20. Marketing. The marketing and sales materials for the residential units on the Property shall designate the amenities that are available to the purchasers. No Island Creek amenities shall be mentioned in the Property's marketing and sales materials and the Property shall not be marketed as being part of the Island Creek development.

21. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control, proffered improvements such as, but not limited to, transportation, publically accessible park areas, trails and trail connections, and off-site easements have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations, VDOT approval, necessary easements and/or site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these proffered improvements.

22. Severability. If determined appropriate in accordance with the parameters stated in Par. 10D of Sect. 16-402 of the Zoning Ordinance, any of these lots or buildings within the Property may be subject to Proffered Condition Amendments and FDPAs without joinder or consent of the property owners of the other lots within the Property.

23. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

24. 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]

PHD Associates, LLC
RZ 2014-LE-008
Signature Sheet

APPLICANT/DEVELOPMENT MANAGER

PHD ASSOCIATES, LLC

By: Richard D. DiBella
Its: Managing Member

[SIGNATURES CONTINUED ON NEXT PAGE]

PHD Associates, LLC
RZ 2014-LE-008
Signature Sheet

CONTRACT PURCHASER FROM TITLE OWNER
OF TAX MAP 90-4 ((1)) 17

LONG BRANCH PARTNERS, L.L.C.

By: _____
Andrew J. Somerville III
Its: Manager

[SIGNATURES CONTINUED ON NEXT PAGE]

Long Branch Partners, LLC
RZ 2014-LE-008
Signature Sheet

TITLE OWNER OF TAX MAP 90-4 ((1)) 17

By: Jean Mary O'Connell Nader, Trustee
Jean Mary O'Connell Nader, Trustee

[SIGNATURES END]