

Proffered Conditions
Basheer/Edgemoore-Brooks, LLC
RZ 2014-DR-022
January 30, 2015
April 24, 2015
July 8, 2015
November 30, 2015
December 16, 2015
December 30, 2015
February 10, 2016
February 19, 2016
February 23, 2016
March 24, 2016
April 25, 2016
May 31, 2016
July 7, 2016
July 22, 2016

RECEIVED
 Department of Planning & Zoning
JUL 25 2016
 Zoning Evaluation Division

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950 as amended, the undersigned Owners and Applicant, in this rezoning proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Map as Tax Map Reference 7-2((1))17 and 23 (hereinafter referred to as the "Property") will be in accordance with the following conditions (the "Proffered Conditions"), if and only if, said rezoning request for the R-E Zoning District is granted. In the event said rezoning request is denied, these Proffered Conditions shall be null and void. The Owners and the Applicant, for themselves, their successors and assigns hereby agree that these Proffered Conditions shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures. The Proffered Conditions are:

I. GENERAL

1. Substantial Conformance. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Property shall be in substantial conformance with the Generalized Development Plan (GDP), prepared by christopher consultants, ltd., dated August 28, 2014, revised through May 31, 2016.
2. Maximum Lot Yield. The development shall consist of a maximum of nineteen (19) single family detached units.
3. Minor Modifications. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP may be permitted as determined by the Zoning Administrator.
4. Establishment of Home Owners Association (HOA). Prior to record plat approval, the Applicant shall establish an HOA in accordance with Sect. 2-700 of the Zoning

Ordinance. The purpose of the HOA shall be, among other things, establishing the necessary residential covenants governing the use and operation of common open space and other facilities of the approved development, to provide a mechanism for ensuring the ability to complete the maintenance obligations and other provisions noted in these proffer conditions, including an estimated budget for such common maintenance items, and to establish necessary restrictions and maintenance for any low impact development elements and tree preservation areas located on private lots.

5. Dedication to HOA. At the time of record plat recordation, the open space and common features/amenities not otherwise conveyed or dedicated to the County shall be dedicated to the HOA and maintained by the same.
6. Disclosure. Prior to entering into a contract of sale, prospective purchasers shall be notified in writing by the Applicant of the maintenance responsibility for common area landscaping and any other open space amenities and the disclosures and restrictions contained in Proffer 7 and shall acknowledge receipt of this information in writing.
7. HOA Documents. The HOA governing documents and initial deeds of conveyance shall expressly contain the disclosure outlined in Proffer 6, as well as the following:
 - ◆ A commitment on the part of the HOA to work closely with the Great Falls Trail Blazers on the maintenance of any equestrian trails in the community
 - ◆ The requirement that homeowners maintain their own septic systems and that the HOA maintains information on the maintenance protocol for the same
 - ◆ A disclosure of the fact that some lots have on-lot stormwater management facilities which cannot be altered by individual homeowners
 - ◆ A disclosure of the fact that the lots have compost soil amendment around the perimeter of each house planted with drought resistant turf grasses
 - ◆ A restriction that there shall be no on-lot irrigation systems and that the HOA will not install an irrigation system in any HOA open space areas
 - ◆ A restriction that the on-lot use of lawn fertilization and pest management treatments will be limited to an HOA approved list of environmentally-friendly products and time-of-year application specified by the products for purposes of nutrient reduction and mitigating potential downstream impacts
 - ◆ A restriction that swimming pools cannot be filled via well water
 - ◆ Information regarding the buildable area for each lot as shown on Sheet 6 of the GDP and the restriction that there shall be no accessory sheds or storage units anywhere constructed on individual private lots
 - ◆ Information regarding the no-grading area on Lots 8, 9, and 10 as described in Proffer 8.
8. No Grading Areas. On Lots 8, 9 and 10, the site grades and contours in the area between the crosshatched area, as shown on Sheet 6 of the GDP, and the northern lot line shall not be altered from that shown on the approved grading plan.
9. BMP/Septic System Maintenance. After establishing the HOA pursuant to these proffers, the Applicant shall provide the HOA with written materials describing proper

maintenance of the approved BMPs in accordance with the PFM and County guidelines as well as maintenance procedures for the Alternative on-site sewage system which shall then be included in the disclosure information/HOA documents for each homeowner as outlined in Proffer 6. The HOA shall maintain a copy of the maintenance procedures for the Alternative on-site sewage system and provide the same in the HOA documents package distributed to each new homeowner and successive purchasers.

10. Signs. The Applicant will comply with the General Provisions of Article 12 of the Zoning Ordinance and the Sign Regulations therein. No temporary signs (including "popsicle" style paper or cardboard signs), which are prohibited by Article 12 of the Zoning Ordinance and Chapter 7 of Title 33.1, and Chapter 8 of Title 46.2 of the Code of Virginia, shall be placed on or offsite by the Applicant or at the Applicant's direction. The Applicant shall direct its agents and employees involved with the Property to adhere to this proffer.
11. Architectural Design. The architectural design of the dwellings shall be in substantial conformance with the bulk, mass and type and quality of materials and elevations shown on the GDP. The primary building materials, exclusive of trim shall be limited to brick, stone, cementitious siding, shingles or other similar masonry materials. The Applicant reserves the right to add extensions, porches and other structural components appurtenant to the elevations as long as they are limited to the buildable area as depicted on the GDP. Modifications may be made with the final architectural designs provided such modifications are in substantial conformance with the elevations shown on the GDP.
12. Peripheral Lot Line Fencing. Any fencing proposed on the perimeter lot line between adjoining property and the subject Property shall be a wooden, four-rail horse paddock style fence painted or stained a dark color, except on the perimeter lot line directly abutting Tax Parcels 0072-01-0033A and 0072-16-0003 said fence shall be of similar style, color, material and treatment as presently installed at Tax Parcel 0072-01-0033A. In the event a lot owner installs a swimming pool, then the fence requirement shall be Ameristar Fence Products Montage series residential ornamental steel fence, in the Majestic Style, 3-rail panel and 6-foot height, or approved equal.
13. Construction Phase. Prior to the commencement of land disturbing activity, the Applicant shall develop a construction management plan. At a minimum the construction management plan shall include the following restrictions and requirements:
 - Hours. While construction is in progress, construction related vehicle traffic shall not commence prior to 7:00 am. Outdoor construction activity shall be limited to between the hours of 7:00 a.m. and 7:00 p.m., Monday through Friday and 9:00 a.m. and 5:00 p.m. on Saturdays. No outdoor construction activities shall be permitted on Sundays or on federal holidays. The site superintendent shall notify all employees and subcontractors of these hours of operation and shall ensure that the hours of operation are respected by all employees and subcontractors. Construction hours shall be posted on-site in both English and Spanish.

- Parking. The parking of construction vehicles and equipment, including personal vehicles utilized by construction workers, shall occur on the application property. There shall be no construction vehicle parking or staging on the existing paved portion of Lake Forest Drive immediately east of the existing cul-de-sac or on adjacent properties, except to allow for the relocation or installation dry utilities and for purposes of implementing traffic control within the identified work safety zone. The Applicant shall communicate these requirements to all construction vehicle drivers in both English and Spanish.
 - Pre-construction Walk/Coordination During Construction. The Applicant shall coordinate with the District Supervisor's office to organize a pre-construction site-walk to inform interested neighbors about pertinent construction phase information. During development of the subject site, the telephone number of the site superintendent that shall be present on-site during construction shall be provided to the Dranesville District Supervisor's Office. The Applicant shall provide updated construction schedules to the adjacent HOAs and the Dranesville Supervisors Office. This development condition applies to the original construction only and not to future additions and renovations by homeowners.
 - Dust Control/Noise. Construction activity will maintain dust control prevention measures and keep Forest Lake Drive free of sediment and debris, in conformance with the Code of Fairfax County. To the greatest extent possible, noise from construction activity will be minimized, in conformance with the Code of Fairfax County.
14. Public Access Easement. Prior to bond release, the Applicant shall cause to be recorded among the land records a public access easement running to the benefit of Fairfax County, in a form acceptable to the County Attorney, over any trails not within the public right-of-way. Such trails shall be maintained by the Applicant.
15. Equestrian Access. The Applicant shall work cooperatively with the Great Falls Trail Blazers to promote equestrian access and use on the Property.

II. TRANSPORTATION

16. Connection to Forest Lake Drive. Generally within the temporary turnaround easement associated with the existing temporary cul-de-sac at the end of Forest Lake Drive, the Applicant shall restore the area to grass and the matching of the existing ditch section. Per the Forest Lake deed of subdivision, the temporary turnaround easement will become null and void at such time as dedication and construction of the connection to the west occurs.

At the completion of installation of the stabilized construction entrance from Forest Lake Drive during the initial period of site development activity, the applicant shall cease use of the existing gravel driveway which currently provides ingress and egress to Springvale

Road. A temporary barricade shall be installed on the property line at this location along with appropriate signage prohibiting further use.

17. Interparcel Connection. At the time of subdivision plat approval, the applicant shall dedicate an interparcel connection between Lots 4 and 5 as shown on the GDP. The interparcel connection shall be constructed as shown on the GDP contemporaneously with the construction of Forest Lake Drive extended into the Property unless a waiver of construction is approved by VDOT. The Applicant shall pursue such waiver prior to or concurrent with the filing of the subdivision plan. If a waiver is approved, the Applicant, prior to subdivision plan approval, shall escrow funds equivalent to that required for construction of the stub street based on Fairfax County's Unit Price Schedule in effect at the time. If a waiver is not approved and the stub connection is constructed, the applicant shall install a Temporary Barrier at the stub-end of the interparcel connection to prevent unauthorized cut-through traffic. In addition, a sign will be conspicuously placed at this location stating that this area will be the site of a future extension of the road by others. Both the barricade and the sign will remain in place until the future road connection is made. Prior to entering into any contract of sale with any purchaser, the applicant shall notify all prospective purchasers in writing that this interparcel connection is anticipated. In addition, the HOA documents shall provide written notification that this interparcel connection is anticipated.
18. Access Easement. To the extent the Applicant is the beneficiary of certain rights under the Deed of Easement recorded at Deed Book 3121 at Page 702, as amended by Deed Book 4360, Page 462, the Applicant hereby agrees to not exercise those rights in connection with the future construction of a public or private street, by the Applicant or others, that would connect the approved development to Springvale Road. The obligations of this proffer shall not preclude the provision of pedestrian access, in the area of the Easement, as reflected on the GDP.

III. ENVIRONMENTAL

19. Stormwater Management Facilities and Best Management Practices. The Applicant shall provide stormwater management ("SWM") and Best Management Practices ("BMPs") as determined by DPWES in the locations as generally shown on the GDP and in accordance with the requirements of the Stormwater Management Ordinance, the Public Facilities Manual (PFM), and the Chesapeake Bay Preservation Ordinance (CBPO). At the time of final subdivision plan approval, and notwithstanding any notes or tabulations to the contrary on the GDP, each of the four (4) bio retention facilities generally described on the GDP shall be engineered as a bio-retention filter and basin meeting the Level 2 Design Criteria as the same is defined in the Virginia Department of Environmental Quality Stormwater Design Specification No. 9, and this shall not result in any reduction in open space or tree preservation. The requirements for maintaining non-County maintained SWM improvements shall be in a standard maintenance agreement between the County and the Applicant who is the land owner, its successor and assigns. This agreement shall be recorded in the County land records and run with the land. Should any deficiencies in the existing SWM or BMP facilities/improvements

be identified by the Stormwater Management Maintenance Division during regular inspections, or when investigating a drainage complaint, then maintenance shall be performed in reasonable fashion and time in accordance with the recorded maintenance agreement. The Applicant and its successors and assigns shall provide any maintenance inspection reports to the Walker Woods Lake HOA and to the District Supervisor's office. Should future County policy permit all or part of the SWM facilities on the Property to be eligible for County Maintenance, then the Applicant or the successor homeowner's association may request County maintenance for eligible facilities.

20. On-Lot Low Impact Development (LID) Facilities. The Applicant shall install LID facilities on those lots shown on the GDP bordering the Resource Protection Area/Environmental Quality Corridor. Such facilities can include but are not limited to rooftop disconnects, biodiffuser infiltration facilities, and rain gardens. These facilities shall be maintained by the HOA and their presence disclosed to homeowners per Proffer 7.
21. BMP/Septic System Maintenance. After establishing the HOA pursuant to these proffers, the Applicant shall provide the HOA with written materials describing proper maintenance of the approved BMPs in accordance with the PFM and County guidelines as well as maintenance procedures for the Alternative on-site sewage system which shall then be included in the disclosure information/HOA documents for each homeowner as outlined in Proffer 6.
22. Stormwater Run-off. The proposed runoff reduction practices shall be designed in accordance with the design criteria outlined in the Virginia Department of Environmental Quality BMP Clearinghouse and additional design requirements outlined in the Fairfax County Public Facilities Manual (PFM). The applicant shall follow the 'Detention Method' methodology for determination of allowable post-development peak rates of runoff for the 1-, 2- and 10-year storm events when addressing adequacy of the downstream receiving system.

The subdivision plan that shows the stormwater outfall/outfalls shall include the following information:

- 1) Five (5) field surveyed cross-sections of the receiving stream channel in locations determined by the project's submitting civil engineer, subject to DPWES approval, to be most susceptible to erosion problems due to soil type or geometric shape. One (1) of the field surveyed cross sections shall be located immediately upstream of the buffer. These sections shall be provided with permanent monuments on each end of the section, with monument coordinates (horizontal and vertical) provided on plans.
- 2) Sieve analysis to determine soil classification data of stream bank and bed materials from representative channel materials, including the material with the lowest allowable velocity in the receiving stream reach.

3) A calculation of the allowable average channel velocity at each cross-section using methods in accordance with Chapter 5 of the Virginia Erosion and Sediment Control Handbook, Third Edition, 1992.

23. Pre-construction Monitoring of Receiving Stream Channels Prior to approval of the subdivision plan that shows the stormwater outfall, the Applicant shall submit a stream monitoring report to DPWES for review and approval with a courtesy copy to NVSWCD, that contains the following data for each survey section utilized for the adequate outfall analysis:
 - 1) Location of sections and outfall;
 - 2) Cross-section survey data, consisting of a graphical section drawing, coordinates of surveyed points, and the area of the channel below the plane formed by the section monuments;
 - 3) Photograph of each section; and
 - 4) Narrative statement describing the status of the stream channel.

24. Post-construction Monitoring of Receiving Stream Channels. The Applicant shall prepare a stream monitoring report in the same manner as the pre-construction monitoring report in Proffer 21 above. This report shall be submitted to DPWES and the Northern Virginia Soil and Water Conservation District (NVSWCD) annually after submission of each pre-construction report, until two (2) years after the development is completed in the drainage area of each outfall (hereinafter referred to as the "control period"), as evidenced by final bond release. Copies of the submitted report(s) shall be provided to the District Supervisor's office, the Walker Woods Lake Community Association and the two property owners immediately downstream of Outfall A. All survey data shall be compared graphically and numerically to the original pre-construction submission.

25. Criteria for Repair of Outfall Channels: If the stream cross-section (measured vertically from a plane formed by the survey monuments) has not changed by more than an average of 5% or the stream's thalweg (the deepest part of the channel) has not moved in amount greater than three (3) feet or 25% of the stream width (original top-of-bank to top-of-bank), whichever distance is greater, from the pre-construction survey during the monitoring period, then no repairs shall be required. If the repair criteria described above are exceeded, the Applicant accepts responsibility for corrective restoration and/or stabilization measures, as determined by DPWES. The Applicant shall correct the cause of the problem as well as repair any erosion damage.

26. Outfall Channel Design: To the maximum extent possible, as determined by DPWES, restoration and stabilization measure shall incorporate biostabilization or bio-engineering processes to include, but not limited to, stabilization, regarding, or revegetation with native species.
Further, the applicant shall install a "stilling basin" at the Forest Lake Drive culvert crossing as part of the construction of the new roadway.

27. Off-Site Work. Any off-site work required to satisfy Proffers 17 through 20 shall be contingent upon the Applicant obtaining written permission from the respective off-site

property owner(s) at no cost to the Applicant, prior to site plan approval. The Applicant shall use best efforts to obtain this permission and if such permission cannot be secured, the Applicant shall provide DPWES with documentation of the efforts to obtain the permission. If permission is not granted, then the applicant shall be relieved of any requirements related to off-site work as required by these proffers.

28. Existing Farm Pond. The Applicant shall maintain the pre-development drainage area to the maximum extent possible but in no case change the drainage area by more than 10% of the pre-development drainage area. The applicant shall not reduce the volume of runoff flowing to the existing farm pond. The applicant shall not increase the rate of runoff (cfs) to the existing farm pond.

29. Erosion and Sediment Control. The applicant shall provide, as part of the erosion and sediment control plan and the final subdivision plan, construction phasing and sequencing of land disturbing activities for purposes of limiting areas of bare and exposed soil. The erosion and sedimentation control plan shall provide for stabilization measures within each construction phase prior to the land disturbing activities into the next construction phase. The applicant shall provide additional erosion and sediment control measures which may include but not be limited to: clean-water diversions integrated with temporary slope drains as part of Phase 1 controls, heavy applications of straw mulch (minimum 2 tons/acre) on the individual lots subsequent back-fill of the foundation, and use of innovative practices and measures as part of both Phase 1 and 2 controls such as "Filtrexx Siltsoxx", "Silt-Saver Pipe Stopper" and "Silt Sack". Further, the applicant shall provide additional downstream erosion and sediment control measures on those offsite properties provided written permission is obtained and Proffer 25 is satisfied. The applicant shall provide third-party monitoring and compliance inspection services during the development and construction period activities to insure that all protective measures remain in-place and are fully functional. The applicant shall provide the Walker Woods Lake Community Association, the two property owners immediately downstream of Outfall A, and DPWES copies all of the monitoring and compliance inspection reports associated with land-disturbing activity. The applicant shall include the added measures as part of the Stormwater Pollution Prevention Plan (SWPPP) in compliance with the Virginia Stormwater Management Program (VSMP) General Permit for Discharges of Stormwater from Construction Activities (Permit).

30. Lighting. To further the Great Falls policy on Dark Skies, there shall be no streetlights on the public streets within the development and any other exterior lighting utilized on the property such as entry sign lighting, door sconces, lamp posts and landscape lighting on individual lots shall be full cut-off, emitting no light above the horizon. Exterior fixtures shall not exceed 1600 lumens (including all lamps) each. No light from exterior lighting fixtures shall produce light trespass or glare onto an adjoining property. These restrictions shall be contained within the HOA documents and the HOA shall be responsible for enforcing any violations of these requirements and ensuring remediation in a timely fashion.

31. Energy Conservation. In support of energy conservation and green building techniques; the Applicant shall select one of the following programs, within its sole discretion at the time of subdivision plan submission.
- A. Certification in accordance with the Earthcraft House Program as demonstrated through documentation provided to DPWES and the Environment and Development Review Branch of the Department of Planning of Zoning (EDRB) prior to the issuance of a RUP; or
 - B. 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 DPWES and EDRB from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling.

As part of either program, the Applicant shall utilize/install water efficient/low water appliances such as toilets, shower heads, bathroom faucets and dishwashers.

32. Landscaping. Landscaping shall be generally consistent with the quality, quantity and the locations shown on the GDP and shall be non-invasive, predominantly native species. At the time of planting, actual types, sizes, locations and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of submission of the subdivision plans for review and approval by the Urban Forestry Management Division (UFMD), provided that, to the extent possible, all species are indigenous to the Mid-Atlantic region. Notwithstanding that shown on Sheet 7.0 of the GDP, the landscaping on the individual lots shall be in substantial conformance with the type of plantings shown on the typical lot plan on Sheet 9.8 in that there will be a mixture of deciduous shade trees, ornamental trees, evergreen trees, perennials and understory foundation plantings on each lot. The landscape plan submitted at time of subdivision plan review shall show tree preservation and restored forested areas, in substantial conformance with that shown on the GDP. The Landscaping and reforestation plan will be subject to the review and approval by the Urban Forestry Management Division (UFMD) of DPWES. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utilities and other design considerations, as approved by UFMD, provided such relocated landscaping shall retain a generally equivalent number of plantings as shown on the approved GDP.
33. Landscape Buffering. The Applicant shall provide supplemental landscaping treatment within the proposed tree save area for the benefit of Tax Parcels 0072-01-0033A and 0072-01-0003 to fill "gaps"; and, the Applicant shall include in the HOA documents a restriction that would prohibit future lot owners directly abutting Tax Parcels 0072-01-0033A and 0072-16-0003 from constructing sheds, out-buildings or accessory structures within the rear yards of the proposed lots directly abutting the said Tax Parcels. The Applicant shall consult with the current owners of Tax Parcels 0072-01-0033A and 0072-

16-0003, prior to land disturbing activities and development of the Property, with respect to the type of landscape materials to be planted and their respective locations within the buffer area.

34. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the GDP, subject to allowances for the installation of utilities and/or trails, as determined necessary by the Director of DPWES, as described herein and stream, outfall, or land stabilization measures as determined necessary by the Director of DPWES. If it is determined necessary to install utilities, trails or stream/land stabilization measures in areas protected by the limits of clearing and grading as shown on the GDP, they shall be located in the least disruptive manner necessary. 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 elements.
35. Tree Preservation. The applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent subdivision plan submissions. The preservation plan and narrative shall be prepared by a Certified Arborist, a Registered Consulting Arborist or a Professional Landscape Architect, and shall be subject to the review and approval of the UFMD. 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 individual 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) and within 25 feet of the limits of clearing and grading in the undisturbed area. One exception to this 25 foot offset from the limits shall be along the northern property boundary. The trees along the northern property boundary shown on Sheet 4.1 of 9 of the GDP shall be included in the Tree Preservation Plan even though they are outside of the 25 foot clearing limit. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of disturbance shown on the GDP 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, determined by the certified arborist shall be included in the plan.
36. Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist, a Registered Consulting Arborist or a Professional 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 or designated representative 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, increasing 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.

37. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fencing. Tree protection fencing shall be in the form of four (4) foot high, fourteen (14) gauge welded wire attached to 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 is done per the root pruning guidelines contained in these proffers. Fencing shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets.

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 or professional landscape architect, and accomplished in a manner that does not harm existing vegetation that is to be preserved. 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 correctly, as determined by the UFMD, DPWES.

38. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. Root pruning shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan submission. Root pruning shall be accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:
- Root pruning shall be done with a trencher or vibratory plow to a minimum depth of 18 inches.
 - Root pruning shall take place prior to any clearing and grading, or demolition of structures and in conjunction with the installation of all super silt fence being used as tree protection fence.
 - Root pruning shall be conducted under the supervision of a certified arborist.
 - An UFMD, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.

39. Tree Appraisal. The Applicant shall retain a certified arborist or professional landscape architect, to determine the replacement value of all trees 12 inches in diameter or greater located on the Application Property that are inventoried to be preserved 25 feet outside and 10 feet inside the proposed limits of clearing and grading, as shown on the Tree

Preservation Plan. This proffer shall not apply to any offsite trees. The on-site trees to be preserved and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective subdivision 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.

At the time of the respective subdivision 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 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by the project arborist and/or UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement of the trees shall be determined by the Fairfax County Public Facilities Manual and by UFMD. Upon release of the bond for the improvements on the Application 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.

40. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Applicant Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as conditioned and as approved by the UFMD. The Applicant shall retain the services of a certified arborist, a Registered Consulting Arborist, or a Professional Landscape Architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation development conditions, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscape and Tree Preservation Plan, and shall be reviewed and approved by the UFMD, DPWES.
41. Resource Protection Area (RPA) and Environmental Quality Corridor (EQC) Restoration Plan. Specific areas within the RPA/EQC, as agreed upon by the County and Applicant, shall detail restoration measures in accordance with current County requirements and shall include mutually agreed upon bio-engineering techniques where deemed appropriate. This restoration plan shall be reviewed and approved by Urban Forestry Management Division (UFMD). The Applicant shall diligently pursue any Nationwide Permits (NMPs) that may be required by the U.S. Army Corps of Engineers and shall update the County on the progress of those permits throughout the subdivision plan process.
42. Walker Woods Lake. The Applicant shall perform three bathymetric surveys on Walker Woods Lake: pre-development, subsequent to base paving and stabilization of Forest Lake Drive extended into the Property, and post-development. Per the second

bathymetric survey, if construction activities on the Property are shown to be the proximate cause of sedimentation or other downstream water quality impacts, the Applicant shall perform the appropriate remediation work to correct the impact within 60 days. Per the post development bathymetric survey, if construction activities on the Property are shown to be the proximate cause of sedimentation or other downstream water quality impacts, the Applicant shall perform the appropriate remediation work to correct the impact prior to bond release. Since the surveys and any remediation work will be off-site, the ability to satisfy this proffer shall be contingent upon the Applicant obtaining written permission from the respective off-site property owner(s) at no cost to the Applicant. The Applicant shall use best efforts to obtain this permission and if such permission cannot be secured, the Applicant shall provide DPWES with documentation of the efforts to obtain the permission. If permission is not granted, then the applicant shall be relieved of any requirements related to off-site work as required by this proffer.

43. Conservation Easement. Prior to bond release, the forested area at the southeast corner of the property not otherwise a part of the EQC/RPA and unaffected by the Forest Lake roadway extension shall be encumbered by a Conservation Easement, which will be owned and maintained by the HOA, and contain general language as follows:

FURTHER WITNESSETH, that in consideration of the sum of Ten Dollars (\$10.00), cash in hand paid, and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Owner, with the consent and approval of the Trustee and Beneficiary, does convey to the County, Conservation Easements for the purpose of conserving and preserving undisturbed the natural vegetation, topography, habitat and other natural features now existing on and across the Property of Owner, said Easements being more particularly bounded and described as "Conservation Easement" on the Plat attached hereto and incorporated herein. The easements are subject to the following terms and conditions:

1. No use shall be made of, nor shall any improvements be made within, the conservation easement area without prior written authorization from Fairfax County with the exception of the trail as shown on the north side of the entrance road which shall be field located in coordination with the County Urban Forester with the goal of preserving as many trees over eight inches in diameter as possible.
2. All existing vegetation in the conservation easement area shall be preserved and protected and no clearing or grading shall be permitted, nor shall the easement area be denuded, defaced or otherwise disturbed without the prior written approval of the appropriate County agency or department.
3. In the event of any violation of this conservation easement, the Owner shall be solely responsible for the restoration of the conservation easement area to its condition as of the execution of this Deed. Further, the County and its agents shall have the right, but not the obligation, to enter upon the property and restore the conservation easement area to the extent the County may deem necessary. The cost of such restoration by the County

shall be reimbursed to the County by the Owner, its successors and assigns, upon demand.

44. Septic System. An alternative on-site sewage system (AOSS), as approved by the Health Department, will be utilized on each lot.

IV. CONTRIBUTIONS

45. Housing Trust Fund. At the time of the first building permit issuance, the Applicant shall contribute a sum equal to one-half of one percent (0.5%) of the projected sales price for each dwelling unit on the Property to the Fairfax County Housing Trust Fund, as determined by the Department of Housing and Community Development in consultation with the Applicant to assist the County in its goal to provide affordable dwellings. The projected sales price shall be based upon the aggregate sales price of all of the units, as if 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.
46. Recreation Contribution. At the time of subdivision approval, the Applicant shall contribute the sum of \$50,008 to the Fairfax County Park Authority for use at or in connection with off-site recreational facilities that are in the Dranesville District and intended to serve residents within an area generally located north of Route 7 and west of Towlston Road, and south of the Potomac River, as determined by the Fairfax County Park Authority in consultation with the Dranesville District Supervisor.
47. Public Schools. A contribution of \$11,749 per projected student for the total number of units constructed, based on methodology for calculating the number of students outlined by the Office of Facilities Planning Services, Fairfax County Public Schools, shall be made to the Board of Supervisors for transfer to Fairfax County Public Schools (FCPS) and designated for capital improvements at the public schools serving the development. The contribution shall be made at the time of, or prior to, issuance of each residential use permit. Following approval of this Application and prior to the Applicant's payment of the amount set forth in this Proffer, if Fairfax County should increase the ratio of students per unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that phase of development to reflect the then-current contribution. In addition, notification shall be given to FCPS when construction is anticipated to commence to assist FCPS by allowing for the timely projection of future students as a part of the Capital Improvement Program.
48. Escalation. All monetary contributions required by these proffers, with the exception of the proffer relating to the Housing Trust Fund and the proffer relating to the public school contribution, shall escalate on a yearly basis from the base year of 2015, and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Virginia State Code Section 15.2-2303.3.

Successors and Assigns

These proffers shall bind and inure to the benefit of the Applicant and his/her successors and assigns.

Counterparts

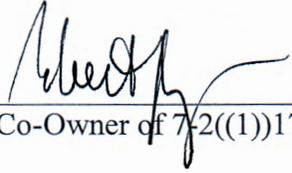
These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one and the same instrument.

TITLE OWNERS AND APPLICANTS SIGNATURES TO FOLLOW ON THE NEXT PAGE:

Susan M. Pesner
Co-Trustee of Haydown Farm Land Trust U/A dated March 30, 2014

Name: Susan M. Pesner, Co-Trustee
Co-Owner of 7-2((1))17 and 23
07/22/16

Robert J. Segan
Co-Trustee of Haydown Farm Land Trust U/A dated March 30, 2014

Name: 
Co-Owner of 72((1))17 and 23

Basheer/Edgemoore-Brooks, L.L.C.
A Virginia limited liability company
Contract Purchaser of 7-2((1))17 and 23

By: Basheer-Brooks, L.L.C.
A Virginia limited liability company
Its Sole Member/Manager

By: *Diane Cox Basheer*
Diane Cox Basheer
Title: Manager/President