

Proffers

Eastwood Properties, Inc.

RZ 2012-BR-020

January 25, 2013

Revised May 2, 2013

Revised July 25, 2013

Revised September 24, 2013

Revised September 27, 2013

Revised October 2, 2013

Revised October 11, 2013

Revised October 30, 2013

Revised November 13, 2013

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950 as amended, the undersigned 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 77-1((1))36-38 (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 PDH-3 Zoning District is granted. In the event said rezoning request is denied, these Proffered Conditions shall be null and void. The Owner 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that these Proffered Conditions shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures.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 Article 16 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP), prepared by Charles P. Johnson & Associates, Inc., consisting of 15 sheets, dated November 5, 2012, revised through November 7, 2013.
2. Maximum Lot Yield. The development shall consist of a maximum of 13 single family detached units.
3. Minor Modification. Except as may be further qualified by these proffered conditions, minor modifications to the building envelopes including house location and sizes may be permitted in accordance with Article 16 of the Zoning Ordinance.

4. Establishment of HOA. Prior to record plat approval, the Applicant shall either provide the Department of Public Works and Environmental Services with documentation that the subject property has been incorporated into one of the adjacent associations or the Applicant has established a Homeowners Association (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 and 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. At the time of bond release, or turnover of the community to the HOA, whichever first occurs, an amount of \$13,000, earmarked for future maintenance of the open space and common facilities, such as the rain garden(s) and private roads, shall be deposited in the HOA bank account as a capital contribution.
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 Applicants of the maintenance responsibility for the private roadways, walkways, stormwater management facilities, tot lot, common area landscaping and any other open space amenities and shall acknowledge receipt of this information in writing. The initial deeds of conveyance and HOA governing documents shall expressly contain these disclosures.
7. Signs. 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.
8. Length of Driveways. The driveway on each residential lot shall have a minimum of 20 feet of pavement available for parking without infringing into the right-of-way or sidewalk area and shall be a minimum of 18 feet in width.
9. Lot Typical, Decks and Similar Appurtenances. Decks, bay windows, patios, chimneys, areaways, stairs and stoops, mechanical equipment and other similar appurtenances may encroach into minimum yards as depicted on the "lot typical" as shown on the CDP/FDP, as permitted by Section 2-412 and Article 10 of the Zoning Ordinance. Porches (including screened in porches) or sunrooms may be permitted in the rear yard in the area identified as "OPTIONAL DECK" on the lot typical included on the CDP/FDP. The specifications of this proffer shall be disclosed to future homeowners in the Homeowners Association documents.
10. Construction Activity.

- A. Outdoor construction activities, 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.
 - B. All construction related vehicular access and deliveries shall be from Route 123/Ox Road or the Rt 123/Ox Road service drive, and shall not be permitted to approach the site on Adare Drive from the east.
 - C. Construction workers shall either park on-site 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 Adare Drive or Oak Park Court.
 - D. The construction activity hours, parking restrictions, the name of a contact person for the construction activities, a 24 hour contact number shall be posted on the Property during all construction activities. Any information posted on the Property during construction shall be posted in both English and Spanish.
 - E. All construction site lighting shall use full cut-off or directionally shielded fixtures that are aimed and controlled so the directed light shall be substantially confined to the object intended to be illuminated. Directional control shields shall be used where necessary to limit stray light.
 - F. 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.
11. Architectural Design. The architectural design of the units shall be generally consistent with the quality of construction and materials shown on Sheet 15 of the CDP/FDP.
12. Reciprocal Easements. At the time of subdivision plan approval, the Applicant shall create reciprocal easements along common residential property lines to provide future homeowners with reasonable rights of access to adjacent lots if needed to perform routine home maintenance functions.

II. TRANSPORTATION

13. Right-of-Way Dedication along Ox Road, Route 123. At the time of subdivision plan approval, or upon demand by the Virginia Department of Transportation (VDOT) or Fairfax County, whichever occurs first, the Applicant shall dedicate, at no cost to Fairfax County and in fee simple, without encumbrances except as described below in this proffer, to the Board, the right-of-way along the site frontage of Ox Road and any

associated ancillary easements, as generally shown on the CDP/FDP. The Applicant may reserve an easement for ingress and egress for the private access within the dedicated right-of-way. Density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

14. Road/Trail Maintenance. The Applicant acknowledges that the Applicant/Homeowners Association shall be responsible for the maintenance of the portion of the private driveway that the Applicant is constructing that is within the future dedicated right-of-way, as described in Proffer 13 above. Concurrent with the submission of the subdivision plan, the Applicant shall request the Board of Supervisors to petition VDOT to remove the existing service drive from the corner of Adare Drive northward to the subject property, (the area shown as shaded on Sheet 4 of the CDP), from the VDOT maintenance system so that the HOA can assume maintenance responsibility for that portion of the existing service drive.
15. Public Access Easement. At the time of record plat recordation, 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 the private road and sidewalks as generally shown on the CDP/FDP. The Applicant shall record an access and maintenance agreement vesting homeowner association responsibility and liability for the portion of the private access located in dedicated right-of-way.
16. Stop Sign. A "Stop Here on Red" sign or other similar wording approved by VDOT shall be installed on Adare Drive to deter motorists on Adare Drive from blocking exit or entry onto the service drive.
17. Use of Garages, Driveways and Common Area Parking Space
 - A. Individual garages shall only be used for a purpose that will not interfere with the intended purpose of parking vehicles. There shall be 4 designated parking spaces per unit, two in the garage and two in the driveway. This restriction shall be included in the homeowner's association documents prepared for the Application Property.
 - B. No parking of recreational vehicles (RVs), boats or trailers shall be permitted on the private streets or shared driveways. This restriction shall be included in the homeowner's association documents prepared for the Application Property.
 - C. Owners shall be advised of the above use restrictions which shall be included in the initial lease/sales documents.
18. Sight Triangle. The private streets on the property will meet VDOT standards for sight functional distance. Elements of the CDP/FDP may be relocated to meet this standard.

19. Signal Timing. Prior to subdivision plan approval, the Applicant will send a written request to VDOT requesting that they implement the recommended signal timing changes outlined in the April 30, 2013 "Transportation Impact Analysis for Eastwood Properties" prepared by Wells + Associates. Upon submittal of the written request, the Applicant's obligation regarding this proffer shall be considered fulfilled.

III. ENVIRONMENTAL

20. Noise. In order to ensure an interior noise level of no greater than DNL 45 dBA, the Applicant shall employ the following acoustical treatment measures for lots within the highway noise impact zone of DNL 65-70 dBA.:
 - Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.
 - Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20 percent of any façade exposed to noise levels of DNL 65 dBA or above. If glazing constitutes more than 20 percent of an exposed façade, then the glazing shall have an STC rating of at least 39.
 - All surfaces shall be sealed and caulked in accordance with methods approved by the American Society of Testing and Materials (ASTM) to minimize sound transmission.
 - Exterior noise levels for outdoor areas within lots shall be at or below DNL 65.

A noise barrier, architecturally solid from the ground up with no gaps or openings, 6 feet in height, as shown on the CDP/FDP, shall be constructed. Any noise attenuation measures shall be subject to the review and approval of the Environmental Branch of the Department of Planning and Zoning.

21. Lighting. If lighting is installed on the property, such lighting shall conform to the requirements of Part 9 of Article 14 of the Zoning Ordinance and shall be subject to the approval of the Director, DPWES in accordance with the provisions of the Public Facilities Manual. Fixtures shall be shielded and directed downward.
22. Energy Conservation. All new dwelling units shall be designed and constructed as ENERGY STAR qualified homes. The major features of ENERGY STAR homes include features such as: effective insulation, high-performance windows, tight construction and ducts, efficient heating and cooling equipment, efficient products, and Third Party Verification (Home Energy Rater).
23. Landscaping. Landscaping shall be generally consistent with the quality, quantity and the locations shown illustratively on the CDP/FDP and shall be a non-invasive species. At the time of planting, the minimum caliper for deciduous trees shall be two (2) to two and a half (2 ½) inches and the minimum height for evergreen trees shall be seven (7) feet. Actual types, 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 UFMD. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by the Urban Forester. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utilities and other design considerations, subject to approval by UFMD, provided such relocated landscaping shall retain a generally equivalent number and type/quality of plantings as shown on the approved CDP/FDP.

24. Invasive Species Management. An invasive management plan shall be developed that provides for the management and treatment of invasive and undesirable plants, growing in all areas shown to be preserved, that are likely to endanger the long-term ecological functionality, health, and regenerative capacity of the early successional forest communities, for review and approval by the Urban Forest Management Division. The management plan shall incorporate the following information:

- Identify targeted undesirable and invasive plant species to be suppressed and managed.
- Identify targeted area of undesirable and invasive species, which shall be clearly identified on the landscape and/or tree preservation plan.
- Recommended government and industry method(s) of management, i.e. hand removal, mechanical equipment, chemical control, other.
- Identify how targeted species will be disposed.
- If chemical control is recommended, treatments shall be performed by or under direct supervision of a Virginia Certified Pesticide Applicator or Registered Technician and under the general supervision of Project Arborist).
- Provide information regarding timing of treatments, (hand removal, mechanical equipment or chemical treatments) when will treatments begin and end during a season and proposed frequency of treatments per season.
- Identify potential areas of reforestation and provide recommendation
- Monthly monitoring shall be reports provided to UFMD and SDID staff.
- Duration of management program; until Bond release or release of Conservation Deposit or prior to release if targeted plant(s) appear to be eliminated based on documentation provided by Project Arborist and an inspection by UFMD staff.

25. Limits of Clearing and Grading. The Applicant shall conform substantially 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. Specifically, in the area of trees 17399, 17401, and 17585, the location of the concrete sidewalk, as shown on Sheet 6 may be shifted, in consultation with the Urban Forester, in order to try to save tree 17401 so the limits of clearing and grading may be altered in this area. 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 utilities. Any trees impacted within the limits of clearing and grading as specified above shall be

replaced on the site as determined by UFMD and the Chesapeake Bay Preservation Ordinance.

26. Tree Preservation. 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 or a Registered Consulting Arborist, and shall be subject to the review and approval of the Urban Forest Management Division, 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 individual trees located ten (10) feet within the tree save area 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 25 feet outside of the proposed limits of clearing and grading. 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 SE 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.

27. Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist or Registered Consulting Arborist, 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.

28. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing 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.

29. Tree Appraisal. The Applicant shall retain a certified arborist, to determine the replacement value of all trees 12 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on 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.

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 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.

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. 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.

30. Demolition of Existing Structures. Within the areas protected by the limits of clearing and grading as shown on the CDP/FDP, all existing features and structures shall be removed in a manner that avoids impacting trees and/or groups of trees that are to be preserved, as reviewed and approved by UFMD, DPWES.
31. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these development conditions. Root pruning shall be clearly

identified, labeled, and detailed on the erosion and sediment control sheets of the site 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 with the supervision of a certified arborist.
- An UFMD, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.

32. 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 or Registered Consulting Arborist 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 Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.
33. Stormwater Management Facilities and Best Management Practices. Unless waived or modified, stormwater management shall be provided as generally depicted on the CDP/FDP and as approved by DPWES to attain a phosphorus removal rate of 45%, which represents a standard above the current minimum required by the County. Improvements shown off-site on the CDP/FDP may be altered based on final engineering without an amendment to this rezoning subject to DPWES approval. 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.
34. Trail Marker. A trail marker sign shall be installed at the entrance of the site delineating the location of the trail to the north.
35. Tot Lot. At least three of the following elements shall be included in the tot lot: slides, swings, balance beams, spring animals and/or spring pads, play structures, spinarounds, horizontal bars, climbers, as recommended by the Public Facilities Manual.
36. Conservation Easement. At the time of subdivision plat recordation, the Applicant shall cause to be recorded among the land records conservation easements running to the

benefit of Fairfax County for the areas generally shown on the CDP/FDP as "Proposed Conservation Easement".

37. Demolition Permit. Prior to the issuance of a demolition permit for the existing single family dwellings, the Applicant shall obtain the necessary permits from the Fairfax County Health Department to ensure the proper abandonment of any septic systems and the capping of any wells on the property.
38. Trees within County Easements. If, at the time of final engineering and the locating of County easements on the subject property, it is determined that there are existing trees within the easement area(s), those trees may be relocated on the property without affecting tree canopy or preservation calculations.
39. Off-Site Drainage Work. In addition to the required stormwater management described in Proffer 33, the Applicant shall offer to pursue certain off-site work in an effort to address certain existing drainage conditions on Middleridge Lots 261 and 262 that are unrelated to the subject development. The drainage work may include the addition of an inlet within the existing off-site storm sewer easement on Lot 261 and associated grading, some of which would be completed on Lot 262. It is understood that these efforts are not required as part of the stormwater management plan for the subject development.

Within 30 days of the approval of this application, the Applicant shall send, by certified mail, a letter to the owners of Lots 261 and 262, offering to complete the drainage work specifically described in this proffer. If the Applicant does not receive a response by certified mail postmarked within 30 days of the Applicant's letter, from the owners of both lots indicating that they want the work described within this proffer completed, the Applicant shall have no further obligation in connection with this proffer.

This storm drainage work is to be accomplished within an area consisting of an existing storm sewer easement on Lot 261 and additional grading outside of the easement on Lot 262. The Applicant's obligations under this proffer shall be subject to securing a written agreement from the owner of Lot 262 at no cost beyond the construction and permitting obligations contained in the contemplated Agreement. The Applicant's obligations under this proffer shall also be subject to securing concurrence from the owner of Lot 261 to perform the work proposed within the easement on Lot 261. Any proposed grading or construction shall also require approval by Fairfax County.

Within 30 days of receiving confirmation by certified mail that the owners want the drainage related work performed, the Applicant shall submit an agreement to the owner of Lot 262 that will allow the Applicant to perform the grading and/or storm drainage improvements. Concurrently, the Applicant shall furnish the owner of Lot 261 with the proposed grading and/or storm drainage improvements to be conducted within the existing storm drainage easement. Should the Applicant and the owners of Lot 261 be unable to reach a mutual agreement as to the work to be completed within the existing storm sewer easement and the Applicant fail to execute an agreement with the owner of Lot 262 within 30 days of the Applicant's presentation of the same, the Applicant shall have no further

obligation under this proffer. For the purpose of this proffer, submission to the County of the Applicant's written records and correspondence shall be deemed to be sufficient to demonstrate the inability to reach an agreement.

At a minimum, the Off Site Grading Agreement shall provide for the following: 1. the proposed grading work shall reflect commercially acceptable and reasonable standards and requirements for construction related activity of the contemplated scope; 2. the conveyance of a grading and construction easement in a form acceptable to Fairfax County; 3. Permission from the land owner to file appropriate site and grading plans; 4. Permission to enter the owners property to perform the necessary construction activities; 5. Approval by the County of all contemplated improvements; 6. Indemnification of the Applicant for any responsibility liability as to the effectiveness of any grading or infrastructure performed under this potential Agreement; 7. No responsibility by the Applicant for the maintenance of any site work performed, or infrastructure installed.

These minimum requirements shall not be an exclusive list of the necessary terms of the Off-site Grading Agreement.

The Applicant's obligations under any Agreement entered into pursuant to this proffer shall not be preconditions to the review and approval of the subdivision plan for the 13 lots approved pursuant to this rezoning.

IV. CONTRIBUTIONS

40. 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.

41. Recreation Contribution. At the time of subdivision approval, the Applicant shall contribute the sum of \$30,362 for use at off-site recreational facilities intended to serve the future residents, as determined by FCPA. The Applicant shall coordinate with the District Supervisor as to specific beneficiary of the contribution. Pursuant to Section 6-409 of the Zoning Ordinance, the Applicant shall provide recreational facilities to serve the Property as shown on the CDP/FDP. At the time of subdivision review, the Applicant shall demonstrate that the value of all proposed recreational amenities are equivalent to a minimum of \$1,700 per unit. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall contribute funds in the amount needed to achieve the overall proffered amount of \$1,700 per unit to the FCPA for off-site recreational facilities intended to serve the future residents within Braddock District.

42. Public Schools. A contribution of \$52,440 (5 students X \$10,488) shall be made to the Board of Supervisors for transfer to Fairfax County Public Schools (FCPS) and designated for capital improvements in the Robinson High School Pyramid. The contribution shall be made at the time of, or prior to, site plan approval. 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.

43. Escalation. All monetary contributions required by these proffers shall escalate on a yearly basis from the base year of 2013, 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.

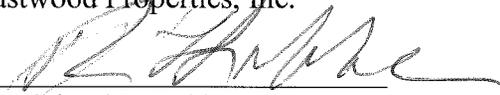
TITLE OWNERS AND APPLICANTS SIGNATURES TO FOLLOW ON THE NEXT PAGE:

EASTWOOD PROPERTIES, INC.
A Virginia Corporation

Agent/Attorney-in-Fact for Daniel B. Thompson,
Title Owner of TM No. 77-1((1))36 and Contract
Purchaser of TM Nos. 77-1((1))36, 37, 38

By: Eastwood Properties, Inc.

Name


Richard L. Labbe

Title: President

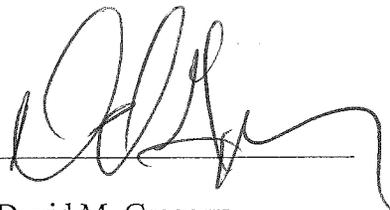
R&D 2001, LLC
Co-owner of
TM 77-1((1))37, 38

By: 

Name: David M. Gregory

Title: Managing Member

Church Road Limited, Inc.
Co-owner of
TM 77-1((1))37, 38

By: 

Name: David M. Gregory

Title: President