

September 30, 2011

Pursuant to Section 15.2-2303 (A), Code of Virginia, 1950 as amended, the owners, and Landmark Atlantic Development, LLC (hereinafter referred to as "Applicant") for themselves, their successors and assigns in RZ 2011-SU-006/FDP 2011-SU-006 filed for property identified as Tax Maps 54-3 ((2)) Parcels 0061, 0061C hereinafter referred to as the "Application Property"), proffer the following, provided that the Board of Supervisors approves a rezoning of the Application Property to the PDH-8 District.

1. Development Plan:

Development of the Application Property shall be in substantial conformance with the Conceptual / Final Development Plan ("CDP/FDP") prepared by Charles P. Johnson & Associates consisting of 9 sheets dated April 07, 2011, amended through August 17, 2011.

2. Minor Modifications:

Minor modifications from what is shown on the CDP/FDP and these Proffers, which may become occasioned as a part of final architectural and/or engineering design, may be permitted as determined by the Zoning Administrator in accordance with the provisions set forth in Section 16-403 of the Zoning Ordinance. Additionally, except as may be further qualified by these proffered conditions, minor modifications to (1) the building envelopes including house location and sizes may be permitted in accordance with Section 16-403 of the Zoning Ordinance as long as such changes do not materially decrease the amount of open space, the building setbacks outlined on the CDP/FDP are honored, and the limits of clearing and grading are adhered to. As shown on the typical lot layout in the CDP/FDP, under no circumstances shall the houses be less than 12 feet apart. (2) If an alternative SWM facility is required by DPWES to that shown on the CDP/FDP it may take the place of the Bio-Retention facility including if DPWES states that additional space is required under an alternative design.

3. Density Credit:

The applicant reserves density credit as may be permitted by the provisions of Paragraph 4, of Section 2-308 of the Zoning Ordinance for all dedications herein and as may be reasonably required by Fairfax County Department of Transportation and of Virginia Department of Transportation whether such dedications occur prior to or at the time of site plan approval.

4. Provision of Sidewalks and Private Streets:

Sidewalks shall be provided in the locations as generally shown on the CDP/FDP. Both the future street and sidewalks shall be constructed in conformance with the Public Facilities Manual [PFM] to design, depth of pavement and materials consistent with public street and sidewalk standards. The HOA shall be responsible for the maintenance of all private streets and sidewalks. Purchasers shall be advised in writing prior to entering into a contract of sale that the HOA will be responsible for the maintenance of the private streets and sidewalks. The HOA documents shall expressly state that the HOA shall be responsible for the maintenance of the private streets and sidewalks serving that HOA's development area.

5. Energy Efficiency:

All homes on the subject site shall be designed and constructed as ENERGY STAR qualified homes to meet the thermal guidelines of the Energy Star Program for energy efficient homes. Major features include: Effective Insulation, High-Performance Windows, Efficient Heating and Cooling Equipment, Efficient Products, and Third Party Verification (home rater).

Prior to issuance of the Residential Use Permit (RUP) for each dwelling unit, documentation shall be submitted to the Environment Review Branch of the Department of Planning and Zoning from a home energy rater certified through the Residential Energy Services network program that demonstrates that the dwelling unit has attained the ENERGY STAR for homes qualification, as described in these conditions.

6. Landscaping:

The applicant shall submit a landscaping plan in substantial conformance with the CDP/FDP as part of the first and all subsequent site plan submissions for review and approval by the Urban Forest Management DPWES. The applicant shall utilize native species in site landscaping wherever possible.

7. Homeowner Associations:

The applicant will apply for membership of these 10 homes to become part of the Sully Station II HOA. In the event that the Sully Station II HOA is not able to assume this development into the Sully Station II HOA then prior to the issuance of the first RUP the Applicant shall cause a homeowners association ("HOA") to be formed in accordance with Virginia law. The Sully Station II and or the newly created HOA shall be responsible for the maintenance, repair and replacement of private streets, all sidewalks, openspace including lawn/landscaping maintenance and removal of snow from streets and all sidewalks within the Application Property. The 10 homes if unable to become a part of the Sully Station II HOA will contract for

the services of the Sully Station II HOA for road maintenance, sidewalk maintenance, trash removal, snow removal, open space maintenance, and to use recreational facilities.

8. Private Street and Recreation Reserve Fund:

The applicant HOA shall include a Reserve Fund to be used as funding for maintenance of the private streets and sidewalks. The applicant shall deposit five thousand dollars (\$5,000) into the Reserve Fund for private streets and sidewalks. These funds will be provided to the Sully Station II HOA upon incorporation of these 10 homes into that association.

9. Conversion of Garages:

The Applicant shall place a covenant on each residential lot, which provides that garages shall be used for purposes that will not interfere with their intended purpose (e.g. parking of vehicles). This covenant shall be recorded among the land records of Fairfax County prior to the sale of any lots and shall run to the benefit of the HOA and to the Board of Supervisors. Prior to recordation, the covenant shall be approved by the Fairfax County Attorney's Office.

10. Recreational/Public Facilities:

The Applicant proffers that the expenditure for recreational facilities will be a minimum of One Thousand Six Hundred dollars (\$1,600.00) per residential unit for a total of Sixteen Thousand Dollars (\$16,000.00) to be used for on site recreation facilities identified on the CDP/FDP. Any remaining unspent funds will be given to the Sully Station II HOA for use in constructing recreational facilities as part of the HOA pool and meeting area complex and other HOA owned recreation and open space if this application becomes part of Sully Station II HOA . In addition, the Applicant proffers to contribute an additional amount of One Thousand Dollars (\$1,000.00) per Dwelling Unit for a total of Ten Thousand Dollars \$10,000 to the Sully Recreational Fund for use in providing off site recreational facilities. The funds will be transferred at the time of Site Plan approval.

11. Storm Water Management Facilities and BMP's:

The Applicant shall provide a Rain Garden as shown on the CDP/FDP subject to approval by DPWES. If DPWES requires a conventional SWM dry pond the applicant will provide a same in the same general location as the Bio-Retention facility subject to final engineering.

12. On Site Wells:

The applicant will cap any on site wells and remove any on site septic systems to the satisfaction of the Health Department.

13. School Contribution:

The applicant will contribute \$9,378 per student (4 students) for a total of \$37,512 directed to Westfield HS pyramid and or to Cluster VIII schools at the discretion of the School Board prior to time of first building permit issuance.

14. Signs:

No temporary signs (including "popsicle" style paper or cardboard) 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 or off site by the Applicant.

15. Architectural Elevations:

The architecture shall generally conform to the illustrative architectural elevations as shown on the FDP and as determined by DPWES. The side elevations of the homes adjacent to Stone Rd. shall receive both the same window treatments and shutters and the side elevations shall also be covered with similar material as the front elevations. The color palate of the dwelling units will be compatible with the single family detached and attached homes in the Sully Station II area.

16. Archeological Investigation:

A Phase I Archeological investigation by an archeological professional shall be conducted in areas identified by the Cultural Resource Management and Protection Section (CRMP) of the Park Authority 30 days before any land disturbance activities on the property. Results of the Phase I study shall be provided to the CRMP. If the phase one study warrants a Phase II archeological investigation that investigation shall also be conducted and submitted to the CRMP but will not hold up the approval of the site plan and if that study warrants a Phase III evaluation and recovery effort that process shall not be a precondition of site plan approval and shall be carried out in conjunction with site construction.

17. Revetment:

The applicant will place a wood fence along the property line adjacent to the Civil War period revetment and consult with the History Commission on the fencing style. Applicant shall also

coordinate with the History Commission the desirability of providing a historical marker. If such a marker is provided, the applicant will coordinate with the History Commission on the style and text on the marker. If not the applicant will donate \$1,000 to the History Commission for the Sully District Civil War mapping effort.

18. Driveways:

Driveways where provided shall be a minimum of eighteen (18) feet in length from the property line to the garage door.

19. Centreville Road Fund:

Applicant will contribute the sum of \$2,230.00 per dwelling unit to the Centreville Road Fund for a total contribution of \$22,300.00. The dwelling unit contribution of \$2,230.00 shall be made at the time of each Residential Use Permit application.

20. Housing Contribution:

At the time of issuance of each building permit, the Applicant shall contribute to the Habitat for Humanity of Northern Virginia, the Fairfax County Housing Trust Fund or the Fellowship Square Foundation (FSF) for subsidized elderly housing, the sum equal to one half of one percent (1/2%) of the projected sales price for each new dwelling unit on the subject property. The funds if contributed to Habitat for Humanity of Northern Virginia or the Fellowship Square Foundation will be directed to FSF or Habitat projects in Fairfax County. The projected sales price shall be based upon the aggregate sales price of all the units, as those units were sold at the time of issuance of first building permit and as is estimated through comparable sales of similar units. This sales price information shall be provided to and approved by the Fairfax County Department of Housing and Community Development (HCD). 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 Fairfax County Department of Housing and Community Development (HCD) and shall be approved by HCD and DPWES.

21. Successors and Assigns:

These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

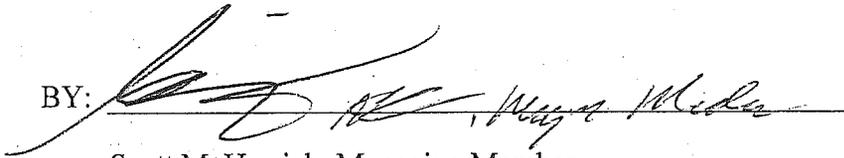
TITLE OWNER of TM 054-3((2)) Parcel 61

MARK W. SPUNGIN

BY: LANDMARK ATLANTIC DEVELOPMENT, LLC, as his

Agent and Attorney-in-Fact

BY:



Scott M. Herrick, Managing Member

*Scott M. Herrick, Managing Member Landmark Atlantic Develop LLC
Agent and Attorney-in-Fact*

TITLE OWNERS OF TM 054-3((2)) Parcel 61-C

DALE L. KEENER AND THELMA A. KEENER, TRUSTEES OF THE DALE L.
KEENER AND THELMA A. KEENER TRUST

BY: LANDMARK ATLANTIC DEVELOPMENT, LLC, as their

Agent and Attorney-in-Fact

BY:



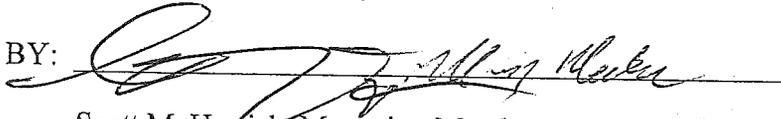
Scott M. Herrick, Managing Member

*Scott M. Herrick, Managing Member Landmark Atlantic Develop LLC
Agent and Attorney-in-Fact*

APPLICANT/CONTRACT ASSIGNEE

LANDMARK ATLANTIC DEVELOPMENT, LLC

BY:

A handwritten signature in black ink, appearing to read "Scott M. Henick", written over a horizontal line.

Scott M. Henick, Managing Member

CONTRACT PURCHASER/ASSIGNOR

EASTWOOD PROPERTIES, INC.

BY:

A handwritten signature in black ink, appearing to read "Richard L. Labbe", written over a horizontal line.

Richard L. Labbe, President