

PROFFER STATEMENT
REZ #PLN#2005-00197

~~June 2,~~July 10, 2006

DOMINION VALLEY COUNTRY CLUB

Dominion Country Club, L.P.

TABLE OF CONTENTS

MASTER RPC ZONING PLAN	3
TRANSPORTATION.....	4
General.....	4
Route 15.....	6
Interstate 66/Route 15 Interchange.....	11
Antioch Road.....	12
Lightner Road.....	12
Waterfall Road.....	12
Dominion Valley Drive.....	13
Waverly Farm Drive.....	14
Mass Transit.....	15
Interparcel Access.....	15
PHASING	16
RESIDENTIAL USES.....	17
MARKET SQUARE.....	21
DESIGN GUIDELINES	23
Dominion Valley Design Review Committee	23
Comprehensive Sign Plan.....	25
SCHOOL SITES.....	26
High School	26
Elementary School.....	26
LIBRARY SITE.....	27
PUBLIC USE SITE	27
CHURCH SITES	28
DAY CARE SITE.....	29
RECREATION	29

ENVIRONMENTAL	32
Floodplain Study	32
Chesapeake Bay Preservation Act Regulations	33
Stormwater Management Facilities	33
Clearing and Grading Plan	33
GOLF COURSE MAINTENANCE PLAN	34
LANDSCAPING	36
CULTURAL RESOURCES	37
SEWER AND WATER	38
AFFORDABLE HOUSING	38
GENERAL	39
MONETARY CONTRIBUTIONS	40
WAIVERS	41
SILVER LAKE PROPERTY PROFFERS	42

PROFFER STATEMENT

RE: REZ #PLN2005-00197, Dominion Valley Country Club

Applicant: Dominion Country Club, L.P.
Record Owners: Dominion Country Club, L.P., Silver Lake Associates, a General Partnership, Gary I. and Ellen E. Squire, Prince William Land I, LLC
Property: Dominion Valley Country Club, 2073.52 acres, RPC, Residential Planned Community
GPIN 7299-75-1337 26.0 acres, A-1 to RPC ("Squire Property")
GPINs 7299-88-0253, 7299-68-5929, 7299-78-9006 102.19 acres, SRR-1 to RPC, ("Mill Park Property")
Dominion Valley Country Club, Squire Property and Mill Park Property collectively referred to as "RPC Property"
GPIN 7299-12-4612 317.7 acres, A-1, Agricultural ("Silver Lake Property")
Gainesville Magisterial District
Date: ~~June 2,~~ July 10, 2006

The undersigned hereby proffers that the use and development of the subject Property shall be in strict conformance with the following conditions and shall supersede all other proffers made prior hereto, including REZ #99-0026, REZ #90-16 and #PLN2001-00095. In the event the above-referenced rezoning is not granted as applied for by Applicant, these proffers shall be withdrawn and are null and void and all existing applicable proffers associated with REZ #90-16 and #PLN2001-00095 shall govern. This Proffer Statement represents a restatement of the Proffer Statement approved with REZ #2001-00095, of which some of the proffers have been satisfied partially and/or wholly. It is not the intent by this restatement of the proffers to create additional and/or duplicate obligations with reference to those previously satisfied proffers.

"Final Rezoning", as the term is used herein, shall be defined as that zoning which is in effect on the day following the last day upon which the Prince William Board of County Supervisors' decision granting the rezoning may be contested in the appropriate court or, if contested, the day following entry of a final court order affirming the decision of the Board of Supervisors which has not been appealed, or, if appealed, the day following which the decision has been affirmed on appeal.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein shall be provided at the time of development of that portion of the site adjacent to the improvement, unless otherwise specified. The term "Applicant" as referenced herein shall include within its meaning all future owners and successors in interest. The terms "Waverley" and "Dominion" as referenced in the proffers associated with REZ #90-54 and #99-0026 and REZ #PLN2001-00095, respectively, are for project identification purposes only and it is the Applicant's intent that hereinafter the project be identified as Dominion Valley Country Club

("Dominion"), such name being for identification purposes and may be subject to change in the future as determined by the Applicant. Hence Waverly, Dominion, Dominion Valley Country Club, Dominion Golf and Country Club may be used interchangeably in these proffers and the referenced exhibits. Similarly, Dominion Club Drive and Dominion Valley Drive may be used interchangeably.

References made in this Proffer Statement to various plans and exhibits are to be interpreted to be references to the following plans and exhibits:

1. Dominion Valley Country Club Master RPC Zoning Plan
 - A. Land Use and Phasing Plan, prepared by Parker Rodriguez, dated January 22, 2001, last revised May 8, 2006 ("Land Use Plan")
 - B. Utility & Thoroughfare Plan, prepared by christopher consultants, ltd, dated February 8, 1999, last revised January 24, 2001 ("Utilities & Thoroughfare Plan")
2. Dominion Golf & Country Club - Market Square Concept Plan, prepared by Parker Rodriguez, dated February 11, 1999 ("Market Square Plan") ("Exhibit 1")
3. "Conservation Easement Graphic", ("Exhibit 2")
4. "Sample Conservation Easement Language" (Exhibit 3")
5. "U.S. Route 15 Proposed Improvements", prepared by William H. Gordon Associates, dated November 21, 1990, last revised February 3, 1999 ("Exhibit 4")
6. Environmental Considerations - Dominion Golf & Country Club, prepared by Dewberry & Davis and dated January 21, 1999, ("Exhibit 5")
7. "Dominion Golf and Country Club Design Guidelines" ("Exhibit 6")
8. "Meadow Buffers" ("Exhibit 7")
9. "Landscape Design Prototypes" ("Exhibit 8)
10. "Modifications and Waivers" ("Exhibit 9")
11. "Sudley Park Ballfield Complex – 5 Ball Fields and Public Plaza", dated October 13, 2005.
12. "Dominion Valley County Club Trails Exhibit" prepared by Parker Rodriguez, Inc.

and dated September 16, 2005 ("Trails Plan").

THE FOLLOWING PROFFERS ARE APPLICABLE ONLY TO THE RPC PROPERTY

I. MASTER RPC ZONING PLAN

1. Except as otherwise provided below, the Property shall be developed in substantial conformance with the Master RPC Zoning Plan - Land Use Plan prepared by Parker Rodriquez and dated January 22, 2001, last revised May 8, 2006.

2. Minor modifications (not to exceed the greater of 3 acres or ten (10) percent) may be made to the exact boundaries and acreage of individual Land Bays at the time of site plan approval in order to accommodate sound engineering and design practices and marketing considerations. Such modification to the boundaries and/or acreage of a Land Bay, however, shall not increase the potential maximum number of units for said Land Bay set forth in Proffer #20 below unless a corresponding reduction occurs in other land bay(s).

3. Conservation easements which run to the benefit of the Dominion Valley Owners Association shall be established at the time of final subdivision and/or site plan (hereinafter "development plan") approval on appropriate individual lots, common area and/or dedicated lands in areas identified as "Conservation Areas" on the Land Use Plan in order to protect and preserve meadow buffers and forested areas and to establish a buffer around portions of the perimeter of the community, as represented conceptually on the drawing entitled "Conservation Easements" (see attached Exhibit #2) and generally as defined in the Sample Conservation Easement Language (see attached Exhibit #3). The exact limits of the conservation easements shall be determined at the time of final development plan based on engineering and other site design considerations.

4. Applicant shall have the right to all non-residential uses set forth in the RPC provisions of the Zoning Ordinance at the time of rezoning and any additional uses which may be allowed by future amendments to the RPC provisions of the Ordinance or, as determined by the Zoning Administrator, successor or analogous districts thereto, as permitted under the Master RPC Zoning Plan and this proffer statement. Multi-family residential uses shall be prohibited with the exception of age restricted multi-family units which may be constructed in landbays so designated within the Market Square.

5. For the purposes of calculating density pursuant to Section 305.30 of the Zoning Ordinance, density calculations shall be based upon the gross acreage of the entire Property. Floodplain areas and all dedications, conveyances and reservations of land for public or community use shall be credited in said calculations.

II. TRANSPORTATION

6. General

- A. i. Except as otherwise specifically provided, in the event that off-site right-of-way is necessary for the construction of any public improvements proffered by Applicant, Applicant shall make its best efforts to acquire at Applicant's expense or cause to be donated all necessary right-of-way, including temporary construction easements and other easements necessary to effectuate such construction. For purposes hereof, it is acknowledged that Applicant shall have no obligation to acquire the right-of-way across Land Bay 1 of the Westmarket development (See Generalized Development Plan for RZ 88-81, approved May 3, 1989), Land Bay A of the Piedmont development (See Master Zoning Plan for REZ #99-0002, approved December 1, 1998) or Long Park (collectively, the "donation right-of-way"). Right-of-way other than the donation right-of-way is occasionally referred to as the "acquisition right-of-way", as the context may require. In the event Applicant is unable to obtain such acquisition right-of-way, Applicant will request the County to acquire the right-of-way by means of its condemnation powers at Applicant's expense. Applicant's request shall be in writing to the appropriate County agency, and shall be accompanied by: (a) the names, addresses and tax map parcel numbers for each landowner from whom such right-of-way and/or easements are sought; (b) plans and profiles showing the necessary right-of-way to be acquired, including all associated easements and details of the proposed transportation improvements to be located on the said property; (c) an independent appraisal of the value of the right-of-way property to be acquired and/or easements to be obtained and of all damages to the residue of the affected property; (d) a twenty year title search of the right-of-way property; (e) a letter of credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof; and (f) explicit notice of the time allotted under this proffer by Paragraph 6(A)(ii) for the Board to evidence its exercise of its condemnation powers for properties affected hereby.
- ii. In the event the County does not acquire the aforesaid rights-of-way within five months from the date of receipt of the Applicant's condemnation request, or if the County does acquire the aforesaid right-of-way but the manner of such taking is contested, as provided in Va. Code Annot. §15.2-1903 (2003 Repl. Vol.), Applicant shall not be relieved of its responsibility to

construct such improvements, but the inability to construct such improvements because of the unavailability of said right-of-way shall not delay the processing of Applicant's preliminary and/or final development plans for the phase during which such improvements were contemplated. Nor shall the unavailability of such right-of-way and the accompanying failure to provide such improvements constitute a basis for denying such development plan. For purposes of this provision, the County shall be deemed to have exercised such condemnation powers by the adoption of an ordinance or resolution providing for such taking in accordance with Va. Code Annot. §15.2-1903 (2003 Repl. Vol.) and the filing of a certificate of taking with the Clerk of the Circuit Court of Prince William County or by filing of a Petition for Condemnation with the Circuit Court of Prince William County pursuant to Va. Code Annot. §25.1-206.

iii. Notwithstanding any other provisions herein to the contrary, to the extent that the acquisition right-of-way or donation right-of-way has not been obtained when necessary for Applicant to complete its scheduled improvements, all off-site transportation improvements planned for Phase I shall have been completed no later than the issuance of the first building permit in Phase IV; and all off-site transportation improvements planned for Phase IV shall have been completed not later than the issuance of the first building permit in Phase V. No building permit shall be issued for, respectively, Phase IV or Phase V until said respective off-site transportation improvements have been completed, as defined in Paragraph 6(B), below.

iv. In the event the property owner of the right-of-way to be acquired is awarded more than the appraised value of the property and the damages to the residue in a condemnation suit, the amount of the award in excess of the letter of credit amount shall be paid to the County within thirty days of said award. It is further understood that all other reasonable costs incurred by the County in acquiring the right-of-way shall be paid by the Applicant upon demand, including witness fees, court costs, commissioner fees, filing fees, surveys, court reporter fees, recording fees and reasonable attorneys' fees (if attorneys other than those from the County Attorneys' office are involved).

B. All references to "phases" shall pertain to the phasing shown on the Land Use Plan. Subject to Paragraphs 6(A) and 16 or as otherwise expressly provided, all off-site transportation improvements proffered for a particular phase shall be placed in service for public use (i.e., made available for travel by the public) before the issuance of the occupancy permit for the first dwelling unit

for such phase subject to receipt of necessary permits and the availability of necessary right-of-way; provided, however, that the issuance of occupancy permits for "model" houses (i.e., those units used for marketing purposes) shall not be precluded by the provisions of this paragraph, so long as construction of the Route 15 improvements has commenced. Subject to Paragraphs 6(A) and 16, or as otherwise expressly provided, on-site transportation improvements shall be provided at the time of development of that portion of the site adjacent to the improvement and shall be placed in service for use (i.e., made available for travel by the public or, in the case of private streets, made available for travel by the residents of Dominion, County and emergency vehicles) on or before the issuance of the occupancy permit for the first dwelling unit in that portion of the site adjacent to said improvement. Notwithstanding, construction of golf course shall not require construction of adjacent roadways except to the extent such roadways are required for access to the golf course.

- C. The location of roadways depicted on the Utilities & Thoroughfare Plan is approximate, and the ultimate location of such roadways shall be determined in connection with final engineering during the final development plan approval process. The Applicant reserves the right to make minor adjustments for effective land planning, engineering, environmental and/or aesthetic purposes in the development plan approval process.
- D. All facilities to be accepted into the state system for maintenance purposes shall be subject to VDOT approval.

7. Route 15

- A. Right-of-way. Subject to the conditions in Paragraph 6(A) and upon request of VDOT and/or the County, the Applicant shall reserve and dedicate, at the time of recordation of the final approved development plan for the area (or Phase, as to off-site improvements) the following acquisition right-of-way in accordance with the "Route 15-James Madison Highway Corridor Study" prepared by the Virginia Department of Transportation, August, 1979 (the "Functional Plan"), and as generally depicted on the U.S. Route 15 Proposed Improvements exhibit, (Exhibit "4"), as further set forth below.

Segment of Route 15

Corresponding Dedication/Phase

North boundary of Old Carolina Road to south boundary of Utterback Road (Approx. 850 feet)

Up to 120 feet east of the existing centerline as depicted on Route 15 Plan in order to accommodate an ultimate right-of-way width of 160' to 174' (off-site right-of way to be obtained by Applicant)
Phase I

North boundary of existing Lightner Road to north boundary of portion of Property east of Route 15 ("East Parcel") (Approximately 3400 feet)

Up to 120 feet east of the existing centerline as depicted on Route 15 Plan in order to accommodate an ultimate right-of-way width of 160' to 174' (off-site right-of way to be obtained by Applicant)
Phase IV

North boundary of East Parcel to south boundary of Long Park (Approximately 2500 feet)

Up to 120 feet east of the existing centerline as depicted on Route 15 Plan in order to accommodate an ultimate right-of-way width of 160' to 174' (off-site right-of way to be obtained by Applicant)
Phase I

North boundary of Long Park to north boundary of portion of Property west of Route 15 ("West Parcel") (Approximately 2000 feet)

See Route 15 Plan (off-site right-of-way to be obtained by Applicant)
Phase IV or earlier in accordance with the option set forth in subparagraph B below

- B. Construction of Northbound Half-section and Transitions. Upon request of VDOT and/or Prince William County in connection with the applicable phase of development, the Applicant shall, within existing right-of-way or right-of-way to be dedicated and/or obtained by the Applicant pursuant to Subparagraph 7(A) above or right-of-way otherwise necessary for such improvements to be dedicated by others at no cost to Applicant (e.g. across Westmarket, Piedmont and Long Park frontage), construct improvements to Route 15 as generally depicted on the Route 15 Plan, as further set forth below (all distances are approximate):

Segment of Route 15

600 feet north of the south boundary of West Parcel to 1200 feet north of northern boundary of East parcel (Approx. 7300 feet).

North boundary of East Parcel (Battlefield High School) to the northern boundary of West Parcel (Mill Park Property), including crossing of Catharpin Creek (Approx. 6600 feet). The limits of this road segment is intended to extend beyond the road segment reflected on the Route 15 Plan.

Corresponding Improvement/Phase

Northbound half-section of 4-lane divided roadway (including transitions).
See Route 15 Plan
Phase I

Northbound half-section of 4-lane divided roadway (including transitions).
See Route 15 Plan
Phase IV, or earlier at the request of the County, the Applicant shall commence the design of said improvements within ninety (90) days of Final Rezoning of the property as requested by the Applicant, shall pursue plan approval in good faith and with due diligence and upon approval of said plan shall bond said improvements and commence construction thereafter. In lieu of designing and/or constructing said improvements, the Applicant may, with the agreement of the County and at the Applicant's sole option, make a monetary contribution to the Prince William Board of County Supervisors in an amount equivalent to the cost of the design and construction of said improvements based on a good faith estimate and/or actual costs of said improvements. At the time said contribution is paid, this proffer is deemed to be satisfied in full and the Applicant shall be relieved of any further phasing obligation tied to the construction and completion of said Route 15 improvements.

The above improvements to Route 15 shall be without curb and gutter except at entrances to the Property. Subject to modification as necessary during subsequent engineering, all transitions to and/or from such half-section improvements shall be as depicted on the Route 15 Plan.

The Applicant shall have the right to construct up to a maximum of 2,800 residential units on the Property subject to the construction of the Route 15 improvements as set forth hereinabove. Prior to the issuance of a building permit release letter for the 2,801st residential unit, all improvements to Route 15 as set forth hereinabove and those improvements to be provided by the County and/or others resulting in a four lane divided roadway from I-66 to the northernmost boundary of the Property shall be constructed or a period of 2 ½ years from the date of the approval of this Rezoning by the Prince William Board of County Supervisors shall have elapsed, whichever occurs first. For purposes of interpreting this proffer, construction of Route 15 shall mean that said improvements are open for public use, though not necessarily yet accepted into the State System for maintenance. This proffer shall not preclude the processing of final site/subdivision plans and building plans through the County but shall only apply to the issuance of a building permit release letter for residential units.

- C. Intersection Improvements. Subject to VDOT approval, the Applicant shall provide intersection improvements at the Property's access points on Route 15 as generally depicted on the Route 15 Plan, and as set forth below, subject to modification as necessary during final engineering:

<u>Intersection</u>	<u>Improvement/Phase</u>
Route 15/Dominion Valley Drive (Main entrance)	See lane geometry depicted on "Route 15 Plan" Phase I
Route 15/Waverly Farm Drive (Northern entrance)	See lane geometry depicted on "Route 15 Plan" Phase IV
Route 15/Long Park entrance	See lane geometry depicted on "Route 15 Plan" and "Recreation" section of Proffers Phase IV

(The remainder of this page is intentionally left blank.)

D. Signalization. If requested by the Virginia Department of Transportation (VDOT) or Prince William County Department of Public Works, the Applicant shall conduct a traffic-signal study, shall submit said study to VDOT and the County for review and approval and shall provide traffic signals at the following locations and in accordance with the phasing schedule as set forth below, if warranted by the Virginia Department of Transportation:

- i. Route 15/Dominion Valley Drive intersection (Main entrance)
(Installation to be provided at Phase I)
- ii. Route 15/Waverly Farm Drive intersection (Northern entrance)
(Installation to be provided at the time the Loop Road is connected to Route 15)
- iii. Route 15/Lightner Road Intersection¹

In the event that any of the above signals are not warranted by VDOT prior to the time frame set forth above, Applicant shall, at its option, either post a bond, letter of credit, or other form of surety acceptable to the County guaranteeing installation of the same when warranted, install such signals subject to their later becoming operational or make a monetary contribution to the County in an amount equal to the cost of such signal assuming a 4-lane divided Route 15.

E. Access Points. The number and approximate location of median crossovers on Route 15 along the Property's frontage shall be as generally depicted on the Route 15 Plan; exact location shall be subject to final engineering as determined during final development plan approval. The existing driveway on Route 15 serving the Squire Property at the crossover at Long Park and the previously approved access on Route 15 to the Mill Park Property shall be eliminated provided that the required federal, state and local permits allowing for alternative access are approved and shall be reflected accordingly on the respective final site/subdivision plan that includes the property containing the driveway.

¹ Signal installed in April 2003.

8. Interstate 66/Route 15 Interchange

- A. Subject to the receipt of necessary governmental approvals and permits, Applicant shall provide the following improvements to the subject interchange as generally depicted on the Route 15 Plan:
- i. Construction of a right turn/deceleration lane on the westbound ramp of I-66 at Route 15 (Phase I).
 - ii. Striping of the existing easternmost southbound lane on Route 15 from its beginning north of the median located on the north side of the I-66 overpass to a point on the overpass in order to maintain a single thru lane on southbound Route 15 (Phase I).
 - iii. Striping of the existing left turn lane on southbound Route 15 onto the I-66 eastbound entrance ramp (Phase I).
 - iv. Striping of the westernmost southbound lane on Route 15 from the intersection of the eastbound I-66 exit ramp to the beginning of the right turn lane on southbound Route 15 onto westbound Route 55 (Phase I).
- B. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount up to a maximum of \$105,000 to be used for transportation improvements in the area of the Route 15/I-66 interchange. The exact amount of said contribution shall be calculated based on the \$105,000 with a credit for the actual cost of the improvements provided pursuant to subparagraphs 8.A.i - iv above, said contribution shall be paid upon completion of the said improvements.
- C. Applicant shall provide traffic signals at the following locations (if warranted by the Virginia Department of Transportation) during Phase I or during such later phase of development when the respective signal shall have been warranted by VDOT:
- i. The intersection of Route 15 with the westbound access ramps from and to I-66; and
 - ii. The intersection of Route 15 with the eastbound access ramps from and to I-66.

Provided, however, that in the event the County determines that Applicant's provision of such traffic signals would release Kettler & Scott or its

successors-in-interest from the existing proffered obligation to provide such signals (See proffers approved May 3, 1989, RZ 88-81), and no comparable substitute is provided by Kettler & Scott or its successors, then Applicant agrees to contribute \$150,000 to the County at the time of the issuance of the building permit for the 200th dwelling unit for other improvements to said interchange or to Route 15 in the vicinity of Dominion, as the County may direct. In the absence of such a determination by the County requiring the aforesaid cash contribution, for each of the above signals not warranted by VDOT prior to approval of the last final development plan for Dominion Applicant shall, at the time of such final approval, post a bond, letter of credit, or other form of surety acceptable to the County guaranteeing construction of same when warranted.²

9. Antioch Road

- A. Applicant shall reserve and dedicate, upon request by Prince William County at the time of final development plans approved for the respective adjacent areas of Dominion, right-of-way up to 27 feet from the existing centerline of Antioch Road along the Property's Antioch Road frontage
- B. There shall be no roadway connection to the Property from Antioch Road except, at the request of the County, an emergency connection shall be provided, said connection to be provided with an all weather surface.

10. Lightner Road

- A. There shall be no vehicular connection from the Property onto Lightner Road except for the purpose of providing temporary access to the field offices and for permanent access provided to the Library site.

11. Waterfall Road

- A. Upon request by Prince William County, the Applicant shall, at time of recordation of the final approved development plan for the abutting land bay, dedicate right-of-way up to a maximum of fifty-one feet (51') from the existing centerline of Waterfall Road along the entire Waterfall Road frontage of the Property.
- B. There shall be no vehicular connection from the Property onto Waterfall Road.

² Contribution was paid on June 2, 2002, PWC receipt #2002030294.

12. Dominion Valley Drive

- A. The Applicant shall dedicate right of way and construct Dominion Valley Drive from Route 15 to its western terminus, said terminus to be located prior to a connection at Antioch Road. Said road shall be constructed as a divided roadway between its intersection with Route 15 and the Loop Road and shall transition to an undivided roadway east of the crossing of Little Bull Run. The specific roadway segments shall be constructed in accordance with applicable standards and specifications of the present Design and Construction Standards Manual. Dominion Valley Drive shall be constructed in the approximate location (subject to final engineering) depicted on the Utilities & Thoroughfare Plan. Not less than 10 feet on either side of that portion of Dominion Valley Drive located between Route 15 and the Loop Road shall be reserved as a landscape area, and no permanent structure or private lot shall be permitted in such landscape area. Unless additional intersections are required by VDOT, no more than four crossovers shall be constructed in Dominion Valley Drive between the Loop Road and Route 15. Turn lanes shall be provided at each such intersection to the extent required by the County or VDOT.
- B. From the East Parcel's entrance on Route 15 to the easternmost access point for the high school site, Applicant shall construct a four-lane divided roadway (not including turn lanes) within a right-of-way in accordance with the applicable standard and specifications of the present Design and Construction Standards Manual. In the event additional right-of-way is required as set forth in Paragraph 12.C below, Applicant shall convey up to 10 feet on either side of such right-of-way (which shall be taken from the high school landscape area established by Paragraph 39, and such high school landscape area shall be reduced accordingly. Applicant shall provide rough grading for the continuation of Dominion Valley Drive from the easternmost access point for the high school site to the eastern boundary; provided however that Applicant shall have the right to seed or landscape such areas after such land-disturbing activities.
- C. The Board may request, and Applicant shall dedicate at no cost to the Board, additional right-of-way up to a maximum of 10 feet on each side of that portion of Dominion Valley Drive located on the Property east of Route 15, such right of way to be dedicated from the 10 foot landscape area identified in paragraph 12.B above. The Board's request for said additional right-of-way may be made only after the Board (i) has determined, through findings of a registered professional engineer qualified in traffic engineering, using methodology generally accepted in the field, that Dominion Valley Drive

between Route 15 and the eastern boundary of the Property has achieved on a consistent basis a level of service worse than "D" (as defined by present-day or comparable standards), (ii) has determined, based upon the findings and recommendations of such engineer, that it is necessary to widen all (or appropriate portions) of Dominion Valley Drive between Route 15 and the eastern boundary of the Property to a six-lane divided section to improve said level of services to a LOS "D" or better, (iii) has caused to be prepared construction and final engineering drawings for said widening to six lanes, and obtained the final approval of said drawings by the requisite agencies and offices of Prince William County and/or VDOT, and (iv) has taken all necessary steps to approve authorization, and has authorized, the funding of said improvements. On or before the execution of sales contracts, Applicant shall advise persons contemplating the purchase of homes adjacent to said segment of Dominion Valley Drive of the possibility that Dominion Valley Drive may, at some time in the future, be expanded by the Board to a six-lane divided road section and that the 10 foot landscape area on each side of the said segment of Dominion Valley Drive is being reserved for potential right-of-way requirements for said expansion.

- D. No individual lots shall have direct access onto the Dominion Valley Drive with the exception of the golf maintenance facility.
- E. Unless additional crossovers and entrances are required by VDOT, the numbers and approximate (subject to final engineering) location of crossovers and intersections shall be provided as shown on the Land Use Plan. Additional emergency access points may be provided as required.

13. Waverly Farm Drive (formerly Loop Road)

- A. Applicant shall construct a roadway (not to exceed four lanes exclusive of turn lanes) from Dominion Valley Drive to the northern entrance on Route 15, in the approximate (subject to final engineering) location depicted on the Utilities & Thoroughfare Plan. Such roadway shall be constructed in accordance with the applicable standards and specifications of the present Design and Construction Standards Manual or as otherwise approved by the Department of Public Works and shall be phased with the development of adjacent land bays.
- B. No individual lots shall have direct access onto Waverly Farm Drive.
- C. Turn lanes shall be provided as required by VDOT at each Waverly Farm Drive intersection.

- D. Unless additional intersections or entrances are required by VDOT, the numbers and approximate (subject to final engineering) locations of crossovers and intersections shall be provided as shown on the Land Use Plan. Additional emergency and elementary school access points may be provided as required.
- E. Waverly Farm Drive shall not be connected to Route 15 until construction of improvements to the northern segment of Route 15 as set forth in Paragraph 7.B. above and as shown on the Route 15 Plan has commenced. This obligation is subject to the availability of right of way as set forth in the subparagraphs of 6.A above.

14. Mass Transit

- A. In the event an intra-County bus system with regularly scheduled routes, including a stop at the Property, is established prior to build out of the Property, the Applicant shall construct one (1) bus shelter on the Property for use by the patrons of the bus system. Said shelter shall be located within the Market Square area.
- B. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$15,000.00 to be used for construction of a bus shelter at the commuter parking lot. Said contribution shall be made at the request of the County provided construction of the commuter parking lot has commenced.

15. Interparcel Access

- A. If requested by the County at the time a final site/subdivision plan is filed for that portion of the Property that abuts the adjacent parcel identified with Prince William Geographic Parcel Identification Number 7299-87-0659 and provided said adjacent parcel is developed with a religious institution use, the Applicant shall reserve right of way to provide an interparcel connection along the northern or western boundary of said adjacent property or such other access as mutually agreed to by the Applicant and adjacent property owner.
- B. Applicant shall dedicate a right-of-way sufficient to accommodate an extension of no more than a four-lane divided section of Dominion Valley Drive eastward from the easternmost access point of the high school site to the eastern boundary of the East Parcel in order to provide interparcel access to properties east of the East Parcel; provided, however, that the extent and

timing of such dedication shall be adjusted accordingly in the event that the conditions set forth in Proffer #12.C are satisfied. Subject to final engineering, such right-of-way shall approximate an extension of Dominion Valley Drive in the direction of the alignment depicted on the Land Use Plan across the East Parcel. Applicant shall dedicate such right-of-way at the time the high school site is dedicated.

III. PHASING

16. The project shall be phased as shown on the Land Use Plan and restated below, or as set forth otherwise herein in the proffers. The identification and designation of land bays on the Land Use Plan is for information purposes only and is not intended to set the time frame of development for particular land bays and shall not be interpreted as such. The phasing shall control the total number of units constructed in each phase but shall not control the location of said units, such location to be determined solely by the Applicant.

PHASE	<u>MAXIMUM # OF UNITS (cumulative)</u>
I	575
II	1350
III	2325
IV	2778
V	3270

Phases and their accompanying infrastructures may, at Applicant's discretion, be developed concurrently provided, however, that prior to issuance of the initial occupancy permit for any new phase or portion thereof: (i) the accompanying transportation infrastructure to support such phase, or portion thereof shall be in place; (ii) any Route 15, Dominion Valley Drive, and/or Waverly Farm Drive dedication and/or construction committed for any prior phase or portion thereof shall have been accomplished; and (iii) the sites committed for dedication for public use (i.e., schools, library, fire and rescue, police, commuter parking lot) in conjunction with any prior phase or portion thereof shall have been dedicated. Subject to satisfaction of the foregoing, land bays or portions of land bays within a phase may be developed in any sequence at Applicant's discretion.

IV. RESIDENTIAL USES

17. The total number of dwelling units shall not exceed 3270.

18. For that portion of the Property north of Catharpin Creek (approximately 435 acres), the total number of dwelling units shall not exceed 770.

19. The Applicant agrees to record at the time of recordation of the final subdivision for Land Bay 5A a Conservation Area along the northern and western boundary of said Land Bay, said Conservation Areas to be located within portions of the Open Space areas shown on the Land Use Plan. The Conservation Area shall be a minimum width of 645' along the northern boundary of Land Bay 5A and shall contain approximately 33 acres of land. The Conservation Area located along the western boundary of Land Bay 5A shall be a minimum average width of 100' and contain approximately 7.5 acres of land. Said Conservation Areas shall remain undisturbed with the exception of existing easements and utilities, relocation or removal of existing utilities, stormwater outfalls required for drainage purposes, trails, and, if required by the Service Authority, the provision of a loop connection of the water line from the Property to Waterfall Road. No individual residential lots shall be platted within said Conservation Areas and said Conservation Areas shall be conveyed to the owners association.

20. The Applicant shall record, at the time of recordation of the respective final subdivision plan for Land Bay 3A and Land Bay 7A, a Conservation Area having a minimum width of 100' along the western boundary of Land Bay 3A north of the interparcel connection to the west to the Silver Lake Property, as said interparcel connection is generally shown on the GDP, and a Conservation Area having a minimum width of 100' along the northern boundary of Land Bay 7A, said Conservation Areas to be located within portions of the Open Space areas shown on the Land Use Plan. Said Conservation Area shall remain undisturbed with the exception of existing easements and utilities, relocation or removal of existing utilities, stormwater outfalls required for drainage purposes and trails. No individual residential lots shall be platted within said Conservation Areas and said Conservation Areas shall be conveyed to the owners association.

21. Residential unit types and potential maximum number of units permitted in the respective Land Bays shall be limited to those shown on the Land Use Plan, and listed as follows [See, also Paragraph 6(B)]:

Land Bay	Acreage	Unit Type/Use*	Potential Maximum Units
1A	49.6	Quarter Acre, Cluster, Age Restricted	108

1B	75.3	Third Acre, Quarter Acre, Cluster, Age Restricted	232
1C	46.4	Quarter Acre, Cluster, Townhouse, Age Restricted	160
1D	27.0	Cluster, Quarter Acre, Retail, Office, Multi-Family, Age Restricted	110
1E	46.9	Townhouse, Cluster, Retail, Office, Age Restricted	110
1F	53.1	Townhouse, Cluster	68
1G	52.7	Third Acre, Quarter Acre	68
1H	39.7	Third Acre, Quarter Acre	40
2A	22.0	One Acre	14
2B	44.8	Quarter Acre, Elementary School	55
2C	20.4	Cluster, Townhouse	70
2D	38.4	Cluster, Townhouse	108
2E	72.3	Cluster, Townhouse	128
2F	61.7	Cluster, Townhouse	50
2G	22.2	Third Acre, Quarter Acre	55
2H	45.8	Quarter Acre, Townhouse, Cluster	124
2I	49.8	Third Acre, Quarter Acre	55
2J	29.5	Third Acre, Quarter Acre	44
2K	98.4	Third Acre, Quarter Acre, High School	85
2L	77.7	Half Acre, High School	60

2M	26.4	Townhouse, Cluster, Retail, Office, Age Restricted	114
3A	45.2	One Acre, Third Acre	27
3B	22.5	Half Acre, Third Acre	50
3C	43.8	Quarter Acre, Cluster, Age Restricted	100
3D	61.1	Third Acre, Quarter Acre, Cluster	145
3E	43.2	Third Acre, Quarter Acre, Cluster	80
3F	58.9	Cluster, Townhouse	172
3G	19.1	Third Acre, Quarter Acre, Townhouse, Cluster	36
3H	52.5	Two Acre, Half Acre	55
3I	28.7	Half Acre, Third Acre	45
3J	53.3	Half Acre, Third Acre	80
3K	45.7	Third Acre, Quarter Acre, Cluster	55
3L	95.0	Third Acre, Quarter Acre	110
3M	43.1	Cluster, Townhouse, Retail, Office, Multi-Family Age Restricted	180
3N	35.0	Cluster, Quarter Acre, Multi-Family, Age Restricted	115
4A	33.2	One Acre, Quarter Acre	54
4B	73.1	Third Acre, Quarter Acre, Townhouse, Cluster, Village	165
4C	59.5	Third Acre, Quarter Acre, Cluster, Townhouse,	185

		Village	
4D	74.1	Quarter Acre, Cluster, Townhouse, Village	168
4E	56.1	Third Acre, Quarter Acre	52
4F	25.9	Cluster, Quarter Acre, Village	55
5A	74.0	One Acre, Half Acre	28
5B	32.0	One Acre, Third Acre	36
5C	24.4	One Acre, School	18
7A	44.8	Third Acre, Quarter Acre	35
7B	57.2	Third Acre, Quarter Acre, School	90

- * For purposes of defining lot areas, the following shall apply:
Quarter Acre -- minimum of 10,000 s.f.
Third Acre -- minimum of 13,000 s.f.
Half Acre -- minimum of 20,000 s.f.
- * Lot sizes listed for the respective land bays may be increased in size at Applicant's discretion.
- * With reference to the Townhouse designation, the Applicant shall have the right to construct any of the housing unit types A through I as permitted and regulated in Section 32-306.12 of the Zoning Ordinance in effect at the time REZ #99-0026 was approved (7/6/99) and other housing types as approved by the Zoning Administrator at the time of plan approval. The "Village House" unit type shall permit development of single family detached dwellings located on lots containing a minimum of 4,200 square feet with a minimum lot width of 42 feet, minimum front setback of 15 feet, minimum rear yard of 5 feet for garage and 20 feet for residential structure and minimum combined side yard of 10 feet. In connection with the construction of said "Village House" units where there is a principal building separation of less than twenty feet (20'), such residential units shall have exterior sidewall construction that is non-combustible or the sidewall construction is such that there is a minimum fire rating equivalent to two hours between such dwelling units or each such dwelling unit shall be equipped with a fire sprinkler system.

22. A maximum of 3,270 residential units shall be constructed on the RPC Property and the actual mix of units shall be determined by the Applicant subject to the following parameters:

- A. A minimum of 1,400 and maximum of 2,155 single family detached units shall be constructed on the RPC Property, not including "cluster units" as said units are defined in proffer #22 herein below.
- B. A minimum of 250 and maximum of 1,250 "cluster units", as said units are defined in proffer #22 herein below shall be constructed on the RPC Property.
- C. A minimum of 450 and maximum of 800 townhouses shall be constructed on the RPC Property.
- D. A maximum of 250 multi-family units shall be constructed on the RPC Property and all such units shall be age-restricted as defined in proffer #26 herein below.
- E. A minimum of 845 residential units shall be age-restricted as defined in proffer #26 herein below.

23. The term "cluster units" shall be interpreted to mean, and to permit development of, single family dwellings located on small lots (typically less than quarter-acre but a minimum of 5,000 square feet) in a detached or semi-detached (i.e. common garage wall) configuration, with minimum setbacks of 15 feet front yard, 15 feet rear yard, and 10 feet for combined side yard, and a minimum lot width of 45 feet.

24. Lot sizes shall be as permitted by the Zoning Ordinance and as otherwise modified in these proffers; Proffer #20, above reflects an average size, rather than a uniform size, based upon final engineering.

25. The westernmost lots located in Land Bay 5A and abutting the Conservation Area referenced in proffer #19, the westernmost lots located in Land Bay 3A north of the interparcel connection to the Silver Lake Property, and abutting the Conservation Area referenced in Proffer #20 shall be a minimum of one-half (1/2) acre in size. The northernmost lots located in Land Bay 7A and abutting the Conservation Area referenced in proffer #20 shall be a minimum of three-quarter (3/4) acre in size.

V. MARKET SQUARE

26. Of the 3,270 maximum residential units permitted on the RPC Property, a minimum of 845 units shall be age-restricted. All residential units constructed in Land Bays 1A, 1B, 1C, 1D, 1E, 2M, 3C, 3M and 3N shall be age-restricted. For purposes of defining age restricted units, the following parameters shall apply:

- A. All units shall be occupied by at least one person fifty five (55) years of age or older and within such units the following conditions shall apply.
- i. All other residents must reside with a person who is 55 years of age or older, and be a spouse, a cohabitant, an occupant's child eighteen (18) years of age or older, or provide primary physical or economic support to the person who is 55 years of age or older. Notwithstanding this limitation, a person hired to provide live-in, long term or terminal health care to a person who is 55 years of age or older for compensation may also occupy a dwelling during any time such person is actually providing such care.
 - ii. Guests under the age of 55 are permitted for periods of time not to exceed sixty (60) days total for each such guest in any calendar year.
 - iii. If title to any lot or unit shall become vested in any person under the age of 55 by reason of descent, distribution, foreclosure or operation of law, the age restriction covenant shall not work a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until he shall have attained the age of 55 or otherwise satisfies the requirements as set forth herein. Notwithstanding, a surviving spouse shall be allowed to continue to occupy a dwelling unit without regard to age.
- B. The above described use restrictions may be amended from time to time in accordance with applicable local and state regulations governing age restricted housing and the Federal Fair Housing Act so long as the substantive intent as set forth herein is maintained.

27. In order to effect an integrated planned community and to provide appropriate community services Applicant shall provide a mix of residential and non-residential uses within a Market Square to be located in the area so designated on the Land Use Plan and to be initiated within the first phase of development. Uses within the Market Square may include, but shall not be limited to: grocery stores, banks, restaurants, service stations, quick service food stores, personal service establishments, retail sales stores and services, churches, business service establishments, child care centers, health clubs, veterinary hospital, hardware stores, art galleries, professional and medical offices, sales office/visitors center, public uses, institutional uses, community uses, assisted living, and residential uses.

28. The total square footage devoted to retail and office uses shall not exceed 250,000 square feet, exclusive of public, governmental and community uses such as (but not limited to) library, church, assisted living and day care center uses, and shall be located within the Market

Square as designated on the Land Use Plan. Retail use shall not exceed 175,000 square feet.

29. Market Square shall be designed as a coordinated and integrated mixed use area. The following elements shall be generally consistent with the Market Square Plan: a ring road; a "Main Street" flanked by general and special uses; an office component in a townhouse office architectural design; for non-residential buildings visible from Dominion Valley Drive, roof facade treatments consistent with the Market Square architectural theme; landscaping along streets, sidewalks, parking and buffer areas; peripheral buffer; provision of a church site; street access to the residential components; provision of at least one separate access point from the Dominion Valley Drive into the residential component of Market Square. The main entrance into the commercial component of Market Square shall be located on the Dominion Valley Drive at a point no less than 1200 feet from the existing centerline of Route 15 and one (1) additional right-in/right-out entrance between Route 15 and the main commercial entrance shall be permitted. Internal roads and a pedestrian system shall interconnect residential and non-residential uses within Market Square. All non-residential uses shall be oriented internally to Dominion, generally as shown in concept on the Market Square Plan.

30. Maximum acreage of non-residential use shall be as follows: Land Bay 1E, 32 acres; Land Bay 1D, 27 acres; Land Bay 2M, 15 acres; and Land Bay 3M, 22 acres, with the understanding that the total Market Square acreage devoted to non-residential use cannot exceed 75 acres.

IV. DESIGN GUIDELINES

31. A "traditional Virginia vernacular" theme shall be incorporated into the "Dominion Valley Design Guidelines Manual" and shall be implemented by the Dominion Valley Design Review Committee (DRC) in its approval of exterior architecture for all buildings within Dominion. This theme shall be defined as including: Colonial, Victorian, Queen Anne, Early American, Federal, Georgian, Greek Revival, Classical Revival and other architectural styles which the DRC deems to be compatible with any of the above. The following architectural styles shall be considered incompatible with the traditional Virginia vernacular theme and shall be prohibited: Modern, Post Modern, Contemporary, International, Art Deco, Spanish, Italianate and Deconstructivist.

32. A Design Review Committee (DRC) shall be established to oversee implementation of the "Dominion Valley Design Guidelines Manual" described in the paragraphs below and in attached Exhibit #6. The DRC, through its interpretation and approval powers, shall be responsible for ensuring high quality development within Dominion by reviewing all site development plans, architectural elevations and facade treatments for compliance with the Design Guidelines, Restrictive Covenants and proffers.

33. Applicant shall prepare and implement a "Dominion Valley Design Guidelines

Manual" to serve as a guide for the DRC and all builders and property owners in Dominion. These guidelines shall be broad-based and shall address site planning and the exterior architectural aspects of construction or alterations within the Dominion community. The specific objectives of the Guidelines Manual shall be:

- A. To maintain and improve the quality and appearance of the living environment of Dominion;
- B. To provide uniform guidelines to be used by the DRC in reviewing applications in light of the goals set forth in the Dominion Land Use Plan, proffers and the Restrictive Covenants;
- C. To provide an overview of the organization and procedures involved with the design standards established by the covenants;
- D. To illustrate basic design principles to be used by builders in residential, commercial and institutional design and construction.

34. The "Dominion Valley Design Guidelines Manual" shall establish consistent quality design themes and recurring architectural elements for both the Market Square and residential neighborhoods to ensure a community that is internally unified and compatible with the character of the surrounding area. The "Dominion Valley Design Guidelines Manual" shall be subject to review and approval for conformance with the purpose and intent of the parameters set forth in Exhibit #6 by the Planning Director; such approval shall not be unreasonably withheld and any alternative recommendations of the Planning Director shall be mutually acceptable. At a minimum, the "Dominion Valley Design Guidelines Manual" shall include guidelines which conform with the purpose and intent set forth in Exhibit #6 for each of the following elements:

- (a) appropriate siting of uses which respects the environmental integrity of the site;
- (b) proper functional relationships between uses and with respect to public spaces;
- (c) scale, mass and height of buildings;
- (d) architectural facade treatments;
- (e) landscaping;
- (f) signage;
- (g) lighting;
- (h) street furnishings;
- (i) screening and buffering between uses;
- (j) treatment of utility and service areas including loading and dumpster areas;
- (k) parking lot landscaping and screening;

- (l) safe and efficient pedestrian and bicycle access; and
- (m) habitat protection strategies.

35. A Comprehensive Sign Plan (CSP) shall be prepared with the purpose and intent of ensuring that signage is of a high quality, compatible with the architectural design of structures, reflects the character of Dominion, provides consistent, clear and attractive identification of project entrances, neighborhood entrances, public and community facilities and commercial areas, and satisfies appropriate directional and informational functions. The CSP shall contain detailed standards on location, size, color, design and materials of signage throughout the project, including project identification signs on Route 15. The CSP shall also provide standards for temporary signage, such standards to include the following:

- A. Sign permits for temporary marketing signs shall be issued for a period of fifteen (15) years.
- B. Temporary marketing signs shall have the date of approval and date for the sign to be removed firmly affixed to the back of the sign.
- C. All temporary marketing signs shall be maintained by the Applicant and shall be removed by the Applicant or the owners association at the time that the sign permit expires.
- D. The Applicant shall escrow \$5,000.00 in an interest bearing account, pursuant to a mutually acceptable escrow agreement between the applicant and the County, prior to the issuance of the first sign permit. Such escrow funds shall be used to pay the County for the cost of removing any signs which remain after the expiration of any sign permit. The balance of the funds in the escrow account at the end of the fifteen years, including interest, shall be returned to the Applicant.

36. The Comprehensive Sign Plan shall be subject to review and approval by the Director of Planning and shall be submitted prior to approval of the initial preliminary development plan for Dominion. Said review and approval shall occur in a timely manner and not be unreasonably withheld.

37. Freestanding parking lot lights used in commercial and public facility areas shall be full cut-off fixtures to minimize glare impacts on rural areas surrounding the Dominion community.

38. Maximum height of residential uses shall not exceed 45 feet. Maximum height of commercial uses shall not exceed 50 feet. Maximum height of public and community uses, excluding utilities, shall not exceed 50 feet. For the purposes of this proffer, rooftop mechanical

equipment, penthouses, church steeples, one clock tower and the like shall not be included in the aforementioned height restrictions. Church steeples and one clock tower may be constructed to, but shall not exceed a height of 90 feet for the total structure.

VII. SCHOOL SITES

39. The Applicant shall dedicate to the Prince William Board of County Supervisors approximately 78, or less as approved by the County, acres in the area designated as "High School" on the Land Use Plan for use as a high school. Applicant shall convey the aforesaid tract, at no cost to Prince William County, at the time of approval of the first final site/subdivision plan, exclusive of public improvement plans, for the Property, subject to a reservation of easements running to the benefit of the Applicant and future assigns for utilities, trails, stormwater management facilities, and/or a landscaped area to be established and maintained by the Applicant. Said landscape area shall be a maximum of 100 feet in width along Route 15 and a maximum of 50 feet in width along the Graduation Drive (formerly Dominion Valley Drive) frontage of the high school site. As stated in Paragraph #12B, in the event that up to 10 feet of additional right-of-way is required along Graduation Drive (formerly Dominion Valley Drive) frontage of the high school site, said right-of-way shall be taken out of the landscape area and result in a commensurate reduction of the landscape area width.

40. The Applicant shall dedicate to the Prince William Board of County Supervisors approximately 20 acres, or less as approved by the County, in the area designated as "Elementary School" on the Land Use Plan for use as an elementary school. Applicant shall convey the aforesaid tract, if requested, at no cost to Prince William County, at the time of approval of the last site/subdivision plan for Phase II showing residential lots within the adjacent area. Said dedication shall be subject to a reservation of easements running to the benefit of the Applicant and future assigns for utilities, trails, stormwater management facilities and landscape areas.

41. The Applicant shall convey approximately 17.5 acres of land to the Prince William County School Board in the location as generally shown on the Land Use Plan for use as an elementary school site in accordance with the terms and conditions set forth in the contract with the Prince William County School Board dated June 5, 2006, incorporated herein by reference.

42. For each school site described in proffers #39, #40 and #41 above, Applicant shall provide public street access and access to public sewer, water, and other necessary utilities at one point along the dedicated property boundary. These obligations shall be satisfied in Phase II for the school sites described in proffers #39 and #40 and in Phase III for the school site described in proffer #41. Subject to VDOT approval, two crossovers which are compatible with the high school site, and acceptable to Applicant, shall be provided onto Graduation Drive (formerly Dominion Valley Drive) east of Route 15. Access to the elementary school sites shall be provided directly onto Waverly Farm Drive.

43. The Applicant shall to the extent reasonably possible provide stormwater management facility(ies) adequate to accommodate stormwater runoff for each respective school site. It is Applicant's intent that said stormwater management facilities, shall be provided off of the school sites, but the reservation for same is provided in proffers #39, #40 and #41 above in the event any such facilities are required on-site by the County during the development plan approval process.

44. At the time the respective school sites are deeded to the County, the Applicant shall provide, at the Applicant's expense, a boundary survey and shall stake the corners of each site.

45. Prince William County and the School Board shall employ on the respective sites architectural facade treatments compatible with the area generally and with the Dominion architectural theme particularly.

VIII. LIBRARY SITE

46. Applicant shall dedicate a parcel 4 acres in size, or less as approved by the Director of Planning, for use as a full service public library. Said land shall be located on the east side of Route 15 and have a minimum of 250 feet of frontage on Lightner Road in the general location as shown on the Land Use Plan. The Applicant shall convey the said property to the Prince William Board of County Supervisors at the time of recordation of the last site/subdivision plan for Phase 3.

At the time of dedication, the Applicant shall provide access to public sewer and water and other necessary utilities at one point along the property boundary. Notwithstanding restrictions otherwise in the proffers prohibiting access to Lightner Road from the Property, access to said library site shall be allowed to be provided from existing Lightner Road and the Applicant shall have no obligation or responsibility to provide road improvements to Lightner Road in connection with the dedication or use of said site for public library purposes. In connection with the location of the library site on Lightner Road, Applicant shall have the right to increase the maximum number of residential units permitted in the "Market Square" area by a total of nine (9) units, the location of said units within any of the landbays located in the "Market Square" area to be determined by the Applicant.

47. Prince William County and the Library System shall employ architectural facade treatments compatible with the area generally and with the Dominion architectural theme particularly.

IX. PUBLIC USE SITES

48. Applicant shall dedicate and convey to the Prince William Board of County Supervisors land for use as a fire station and commuter parking lot. Said land shall be located and conveyed to the County in accordance with the following:

- A. At the time of approval of the last development plan in Phase I, the Applicant shall dedicate a minimum 3.5 acre parcel, or less as approved by the Director of Planning, within Parcel 3H, 3I or 3J, as said parcels are identified on the Land Use Plan. Said parcel shall have frontage on Antioch Road and an all weather surface emergency access connection shall be provided from the parcel to the Dominion community, the exact location and configuration to be determined by the Applicant subject to approval by the County.
- B. At the time of approval of the last development plan in Phase I, the Applicant shall dedicate a minimum one acre parcel for use as a properly screened commuter parking lot with a maximum of 100 spaces. Said commuter parking lot parcel shall be located on one of two sites on that portion of the Property east of Route 15 at a planned crossover along the Artemus Road frontage of the Property across from the high school site, the final location to be determined by the Applicant.
- C. The combined area of the dedicated sites referenced herein shall not exceed five (5) acres. The Applicant shall provide public street access to the sites in Phase 2. Prior to occupancy of the fire station site, access to public sewer and water and other necessary utilities shall be provided at one point along the property boundary.

49. Prince William County Fire and Rescue Department and Volunteer Organization shall employ architectural facade treatments compatible with the area generally and with the Dominion architectural theme particularly.

X. CHURCH SITES

50. At least two church sites shall be reserved for purchase in locations as determined by the Applicant. At least one church site shall be located within Market Square and shall be a minimum of two acres in size. The second church site may be located outside of Market Square at the Applicant's discretion and, if so located, shall be a minimum of five acres in size. Notwithstanding the minimum site areas specified herein, in the event the Applicant provides the Planning Director with plans and other documentation evidencing that smaller site area(s) can adequately accommodate a church, such reduced areas may be approved in compliance with this obligation.

XI. DAY CARE SITE

51. At least one day care facility shall be provided or one day care site shall be reserved for purchase by the time of completion of Phase 2 in a location as determined by the Applicant.

XII. RECREATION

52. With reference to the \$1,345,100 contribution paid by the Applicant pursuant to the prior proffer obligation of REZ #2001-00095 to be used toward construction of an indoor swimming pool with parking, and appropriate appurtenant facilities in J.S. Long District Park or the high school site on Route 15, the Applicant hereby agrees that said funds may be used for other recreational facilities at Long Park, Sudley Park and/or on the Silver Lake Property.

53. At the time the northernmost entrance into Dominion at Route 15 (Waverly Farm Drive) is constructed and the traffic signal at said entrance is provided by Applicant, Applicant shall construct, in accordance with VDOT standards, (a) a signalized pedestrian crosswalk across Route 15 at said entrance and (b) a left turn lane from southbound Route 15 into the entrance at Long Park [See paragraph 7(C)].³

54. Active recreational facilities provided by the Applicant shall include a minimum of: 8 swimming pools, 9 tennis courts, 2 volleyball courts, 5 baseball/softball fields, 2 little league fields, 6 soccer fields, 4 multi-purpose courts and 6 tot lots, which shall be phased as follows and shall be subject to the parameters set forth below:

Facilities	Phases				<u>Total</u>
	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	
Swimming Pools		2	4	2	8
Tennis Courts		4	4	1	9
Volley Ball Courts	1		1		2
Baseball/Softball Fields			5		5
Practice Field				1	1
Little League Fields	2				2
Soccer Fields	1		3	2	6
Multi-Purpose Courts	1	1	1	1	4
Tot Lots	1	2	2	1	6

A. At Applicant's sole discretion, Applicant may elect to grade the athletic field portion of the school sites in conjunction with other construction activity on Dominion to provide permanent ball fields. The little league fields, with baseline fencing and backstops, and one soccer field have been constructed at J.W. Alvey Elementary School with the consent of the School and Park Authority staffs. Of

³ The left turn lane from southbound Route 15 into the entrance at Long Park has been constructed.

the above referenced soccer fields, one shall be constructed on each of the middle school and elementary school sites referenced in proffers #97 and #41, respectively. The Practice Field shall be constructed at Battlefield High School and the Applicant's obligation to construct said field is subject to the approval of the Park Authority and School Board.

- B. In addition, Applicant shall provide up to a maximum of thirty-six (36) holes of golf (18-hole championship length course and 18-hole executive length course), driving range and club house(s) which, at the Applicant's sole discretion, may be operated as daily fee golf course, private country club(s) or community amenities. The golf course(s) shall be permitted as a by-right use.
- C. The above referenced practice field, baseball/softball fields and three (3) of the above referenced soccer fields shall be constructed at Battlefield High School, Sudley Park and Long Park, respectively. The Applicant shall be responsible only for the construction of said facilities as set forth in subparagraphs i and ii below and the Prince William Park Authority and Prince William County School Board shall be responsible for obtaining all plan approvals, plan modifications and all required permits.
 - i. Construction of three (3) soccer fields, parking (176 spaces), landscaping and a stormwater management facility at Long Park in accordance with the Prince William County Park Authority approved plan #05-00092 and the practice field referenced in proffer #54.A above in accordance with the plan #02-00009. Simultaneous construction of the Long Park soccer fields and Battlefield High School practice field and related facilities as referenced on said plans shall commence within two (2) months of Final Rezoning of the Property by the Board of County Supervisors and shall be pursued in good faith and with due diligence to completion. This obligation to commence construction is subject to the issuance of all required permits, posting of applicable bonds, granting of necessary access by affected property owners with reference to the referenced soccer fields and practice field by Prince William County Park Authority and/or Prince William County School Board as applicable. In the event these conditions are not satisfied to allow for construction to commence in the time frame set forth herein, construction of said facilities shall commence within thirty (30) days of all of said conditions having been satisfied.
 - ii. Complete the construction of five (5) baseball/softball fields at Sudley Park at the existing grade in accordance with the Prince William County Park Authority approved plan #04-00186 as identified on the attached Sudley

Park Ballfield Exhibit, or as may be amended to allow satisfaction of the obligation set forth herein. This obligation shall include the grading, seeding and construction of fencing on the fields, grading of the concession plaza area, the construction of walkways from the said concession plaza area north and west to the parking lot(s) to be constructed by the Park Authority and landscaping for the area encompassed by said fields. Construction of said improvements shall commence within six (6) months of Final Rezoning of the Property by the Board of County Supervisors and shall be pursued in good faith and with due diligence. The obligation to commence said construction is contingent upon Prince William County Park Authority obtaining any amendment that is required to the above referenced plan if determined necessary to reflect existing grade, all required permits and posting of any applicable bonds. In the event these conditions are not satisfied to allow for construction to commence in the time frame set forth herein, construction of said facilities shall commence within thirty (30) days of all said conditions having been satisfied.

55. At the time of recordation of the final development plan for each respective adjacent portion of the site, Applicant shall establish a "greenways" linear park system with public access easements for the benefit of the residents of Dominion. Such linear park system shall ultimately comprise a minimum total of 200 acres. Applicant shall maintain said greenways system and reserves the right to locate utilities, BMP stormwater management areas, necessary road crossings, and grading, drainage, and other easements as necessary to serve the Dominion community. The Applicant shall provide a public pedestrian access easement into the linear park system with the exact location to be determined by the Applicant at the time of final site plan approval.

56. A public access easement for equestrian use shall be provided within the Catharpin Creek stream valley west of Route 15 and shall extend south through the Property (Land Bay 3A) to connect to the Silver Lake Property as generally shown on the Trails Plan. Within said easement, the Applicant shall construct a wood chip trail, subject to all local and state approvals.

57. The Applicant shall reserve a public access easement for equestrian purposes within the Open Space/Conservation Area located in Land Bay 5A, the exact location of said easement to be determined at the time the final subdivision plan is approved for Land Bay 5A. At the request of the County or Park Authority, the Applicant shall grant said easement to the County or Park Authority. In addition, at the request of the County or Park Authority, the Applicant shall provide for one point of access to said equestrian trail from Waterfall Road, one access point along the western boundary of Land Bay 5A and one access point along the eastern boundary of Land Bay 5A to provide access to the equestrian trail for the surrounding properties. The Applicant shall not be responsible for the construction and maintenance of said equestrian trail.

58. Applicant shall construct a trail system linking residential and non-residential uses

within the Dominion community as generally shown on the Trails Plan. Trails may vary in width, but shall be a minimum of four feet and a maximum of eight feet in width. All trails shall consist of materials appropriate to serve their function and the character of the area, and shall be designed and constructed at the time the respective land bay is developed. Sidewalks located within the public street right-of-way shall be constructed to VDOT standards and be maintained by VDOT, while trails located outside of the public street right-of-way shall be maintained by the HOA, subject to approval by the Department of Public Works. The trails system shall be a minimum of ten miles in length and shall link residential neighborhoods to the Market Square and the elementary school sites.

59. The community-wide trail system is in lieu of any other trail or sidewalk requirement which would otherwise be required in connection with the project to the extent that it meets the comparable standards of the DCSM.

60. In the event the 18-hole championship length golf course is not operated as a daily fee course for public use ten percent (10%) of the membership in the golf course and golf club facilities shall be made available to, and shall be reserved for, residents of Prince William County who do not reside within Dominion; provided, however, that said ten percent may be made available to others, to the extent not fully subscribed by residents of Prince William County who do not reside within Dominion, at any time that the remaining ninety percent is fully subscribed and the designated ten percent is not fully subscribed as aforesaid.

XIII. ENVIRONMENTAL

61. Applicant shall provide to Prince William County a floodplain study and conceptual stormwater management plan for the entire property prior to preliminary development plan approval for the initial phase of development. Areas within the Little Bull Run and Catharpin Creek floodplains⁴ and immediately adjacent slopes of 25% or greater shall be left undisturbed, except as follows: (a) sanitary sewer lines and/or pump stations; (b) BMP stormwater management facilities; (c) golf course rough areas; (d) trails; and (e) the road crossings shown on the Land Use Plan. The following uses shall also be permitted in such areas, except that crossings shall be as nearly perpendicular and otherwise as non-intrusive as possible: (a) golf course cart paths, (b) storm sewer lines, (c) utility lines other than those specifically permitted to run parallel to such areas and (d) road crossings not shown on the Land Use Plan. At the time of recordation of final development plan(s) encompassing applicable portions of the Property, a restrictive covenant will be recorded to assist in the enforcement of the above provisions, prohibiting, except as otherwise provided above, the building of structures, grading or clearing within a 25-foot wide area immediately adjacent and parallel to the Catharpin Creek and Little Bull Run floodplain limits. A HEC-2 Floodplain Study shall be done on site for both Little Bull Run and Catharpin Creek in accordance with County standards.

⁴ As used herein, "floodplain" shall mean the 100 year flood hazard area as determined by the aforesaid floodplain study.

62. Applicant shall prepare the following watershed studies of Catharpin Creek and Little Bull Run in accordance with applicable ordinances of Prince William County, Virginia. The Catharpin Creek Watershed Study shall involve the preparation of an SCS TR-20 computer analysis from the east property line of Dominion to the top of the drainage shed and shall determine the impact of the proposed development. The study shall provide hydrographs at the discharge point and other key areas. The Little Bull Run Watershed Study shall involve the preparation of an SCS TR-20 computer analysis from Route 15 to the top of the drainage shed and shall include provisions for the on-site stormwater management systems and shall determine the impact of the proposed development on flow of the stream. The study shall develop hydrographs at Route 15, Silver Lake and other key points.

63. Applicant shall comply with applicable Chesapeake Bay Preservation Act Regulations, based on the delineation of Resource Protection Areas as shown on the Environmental Considerations Map (Exhibit 5), subject to modification at the time of final engineering as determined during the final development plan approval process (i.e., through "ground-truthing"). Such permitted modifications to RPA boundaries shall not reduce the areas designated as "Open Space" on the Land Use Plan. If deemed in accordance with the Chesapeake Bay regulations, the Applicant shall have the ability to replant in Resource Protection Areas in order to re-establish the forest edge where it has been disturbed by agricultural practices. Golf course paths and other necessary road, trail and utility crossings of RPA's, "Open Space" and "Conservation Areas" (as depicted on the Land Use Plan) shall be made in an environmentally sensitive manner.

64. Stormwater management facilities shall be designed and constructed to Best Management Practices (BMP) standards in accordance with Prince William County requirements or as otherwise may be approved by the Prince William County Board of County Supervisors and/or Department of Public Works and, subject to the limitations of the Chesapeake Bay regulations, shall be allowed in areas designated as "Open Space" or "Conservation Area" on the Land Use Plan in accordance with DCSM. The stormwater management system shall include a natural conveyance system where appropriate and shall be designed to minimize the amount of clearing and grading.

65. A clearing and grading plan shall be submitted with each final development plan which minimizes disturbance of high quality vegetation in accordance with the "Dominion Valley Design Guidelines Manual" and Proffer #61.

66. The "Dominion Design Guidelines Manual" shall include guidelines on habitat protection strategies which shall be implemented for emergent wetland areas, hardwood wetland (lowland) forests, hardwoods upland forests, forest edges and hedgerows for the purpose of minimizing clearing and grading and preserving and restoring selective forest edges disturbed by past agriculture practices in accordance with the purpose and intent set forth in Exhibit 6.

67. "Meadow Areas", as represented conceptually on Exhibit 7 entitled "Meadow Areas", shall be established adjacent to critical forest edges, Resource Protection Areas, selective

hedgerow/vegetated drainage swale areas, Waverly Farm Drive, Dominion Valley Drive, Route 15 and the "rough" areas of golf course fairways where deemed appropriate by Applicant's Environmental Consultant to protect wildlife habitats, filter surface water runoff and reduce lawn areas as a Best Management Practice.

68. Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$75.00 per acre for the Squire Property and Mill Park Property for water quality monitoring. Said contribution shall be paid prior to and as a condition of the issuance of the first land development permit for each plan that includes any portion of the Squire Property and Mill Park Property and shall be based on the gross acreage of said properties reflected on each such approved plan.

XIV. GOLF COURSE MAINTENANCE PLAN

69. Prior to beginning of construction of the golf course, Applicant shall submit to Prince William County for review and approval (approval shall not be unreasonably withheld) and implement:

- A. A golf course maintenance program which shall include:
 - i. the names, types and amounts of fertilizers, pesticides, herbicides, and other chemicals which may be used; and
 - ii. the rate and time of application.
- B. A management program to minimize the use of chemicals; this shall be achieved through
 - i. selection of turf and plant materials appropriate to location, climate and function;
 - ii. regular inspection of the golf course and evaluation to ensure the most up-to-date and effective chemicals are being use;
 - iii. a system of monitoring chemical use, application and inventory.
- C. A fertilizer, pesticide and petroleum products handling and spill response contingency plan.
- D. An on-site water quality monitoring program to monitor the water quality impacts of the golf course, which will consist of two surface water flow and quality monitoring stations on Little Bull Run and two groundwater monitoring wells on the site in the Little Bull Run watershed. One surface

water station and one well will be upstream of the golf course and one each will be downstream. Said program shall monitor pre-development surface and groundwater conditions and serve as a tool measuring the effectiveness of on-site management techniques for pollution control. Such pre-development monitoring shall include:

- i. Surface water flow measurement and analyses will be performed on a quarterly basis until an adequate determination of pre-development baseline conditions has been made. Grab samples will be tested for the following parameters: total suspended solids, total phosphorous, nitrates, total organic carbon, total organic halides, specific conductance and pH.
- ii. Groundwater analysis will be performed until an adequate determination of pre-development baseline conditions has been made. Such analysis shall include the following parameters: nitrates, total organic carbon, total organic halides, specific conductance and pH.
- iii. With cause, Applicant shall have the right to change monitoring parameters and frequency from time to time, subject to Prince William County staff approval, which approval shall not unreasonably be withheld.

- E. Golf course design shall include, where appropriate, methods which facilitate the flow of surface water within the golf course perimeter.

70. For the duration of the golf course operation, Applicant will operate quality monitoring stations described above to provide baseline hydrologic information as well as ongoing indication of the performance of pollution control systems being employed during golf course operation. Such monitoring during golf course operation shall include:

- A. Surface water flow measurement and analyses will be performed on a quarterly basis. Grab samples will be tested for the following parameters: total suspended solids, total phosphorous, nitrates, total organic carbon, total organic halides, specific conductance and pH.
- B. Ground water will be analyzed annually for the following parameters: nitrates, total organic carbon, total organic halides, specific conductance and pH.
- C. With cause, Applicant shall have the right to change monitoring parameters

and frequency from time to time, subject to Prince William County staff approval, which approval shall not unreasonably be withheld. In the event monitoring confirms no measurable change in the parameters set forth in proffer #70.A. and 70.B. above for a period of three (3) consecutive years, no further monitoring shall be required.

71. Prior to the use of any well on the Property for golf course irrigation purposes, the Applicant shall submit a hydrology study prepared by a qualified professional to the County. The primary purpose of such study shall be to determine the safe long-term yield of any such irrigation wells and to mitigate any negative impact on off-site wells within a 3,500 foot radius of any golf course irrigation well. Such obligation to mitigate impacts shall continue for a period of three (3) years from the date of commencement of irrigation. In no event shall any golf course irrigation well be located closer than 1,000 feet of any off-site well existing in connection with a residential use at the time this rezoning is approved. In the event that any existing off-site well(s) located within 3,500 feet of any irrigation well on the Dominion Property experiences a reduction in the quantity of water available to such well(s) so as to preclude their use for typical domestic activities, the golf course irrigation plan shall be modified or the impact on such affected well(s) shall be mitigated otherwise prior to resuming use of the subject well for golf course irrigation purposes.

72. In the event the Prince William County Service Authority implements measures to restrict the use of water due to drought conditions, limitations on the use of wells for golf course irrigation purposes shall be implemented as determined necessary by the County in consultation with the Prince William County Health Department based on the availability of ground water in the area.

XV. LANDSCAPING

73. As represented conceptually in Exhibit #8, a landscape area of a minimum of 100 feet in width shall be established along the entire Route 15 frontage of the property, except that a landscape area of a minimum of 200 feet in width shall be established along the Route 15 frontage of Land Bays 1E and 3N. This landscape area shall consist of existing hedgerows enhanced with supplemental landscaping and/or other screening materials such as walls, fences, berms, ponds, trees and shrubs where appropriate in order to retain a rural character along the roadway. Golf course holes may also be included within, and be a part of, the landscape area. No other improvements shall occur in said landscape area, except that which is necessary for road entrances, stormwater management, utilities, signs, and formal landscaping/entrance features for the community, or that which is otherwise required in connection with obtainment of necessary permits.

74. Landscaping shall be implemented in accordance with the concepts set forth in the "Landscape Design Prototypes" for Route 15, Dominion Valley Drive and the Loop Road, Market Square, and residential streets (see attached Exhibit #8).

XVI. CULTURAL RESOURCES

75. Applicant shall contribute \$100,000.00 to the Prince William County Board of County Supervisors six months following rezoning approval, to be used for restoration of Ben Lomond Manor.⁵

76. Applicant shall retain a professional archaeologist to conduct Phase Ia investigations consisting of background literature research and development of predictive models of potential historic and prehistoric site locations. A report documenting the results of said investigations shall be submitted to the County Archaeologist for review and comment. Based upon the results of the Phase Ia investigation and the actual development plan, Applicant's archaeologist shall conduct a Phase Ib field survey and additional investigations in accordance with federal and state standards. To the extent said studies recommend additional investigation, the Applicant shall provide Phase II studies of such potentially historic sites or avoid disturbance of said sites. All archeological studies shall be conducted in accordance with federal and state standards, as determined by the Virginia Department of Historic Resources, and shall be submitted to the County at the time a final plan is submitted for each such area of impact. An interpretative program describing the cultural resources of the Dominion site shall be developed and funded by the Applicant, in consultation with the County Archaeologist and the County Historical Commission.⁶

77. With reference to the Mill Park Property, the Applicant shall perform a Phase I cultural resource investigation as defined by the Virginia Division of Historic Resources. A report documenting the results of the investigation shall be submitted to the Planning Director no later than with the submission of the Preliminary Plan for the Property. In the event the findings of the Phase I indicate that sufficient further investigation is warranted to justify a Phase II evaluation with reference to specific locations and/or resources on the Property, the Applicant shall conduct such Phase II evaluation of such sites and resources to the extent that they are located on the Property and are to be disturbed. In the event a Phase II evaluation determines a site is significant and if said site is to be disturbed, the Applicant shall conduct Phase III data recovery excavations with reference to such specific locations and/or resources on the Property. The Phase II and/or Phase III investigation shall be submitted to the County prior to and as a condition of final site/subdivision plan approval for the affected areas and the recommendations of said investigation shall be implemented by the Applicant.

78. Applicant shall notify the County immediately (within 72 hours) if any cemeteries or gravesites are found on the Property, other than those previously identified on the Silver Lake Property.

⁵ Contribution was paid on November 21, 1991, PWC receipt #65169

⁶ This proffer applies to the original Dominion Valley property and all archeological studies have been submitted to the County.

79. Applicant shall impose a covenant running with the land prohibiting disturbance of the standing stone mill foundation located on the north side of Catharpin Creek approximately 1500 feet west of Route 15.⁷

80. Applicant shall consider reasonable street names as may be recommended by the Prince William County Historic Commission.

XVII. SEWER AND WATER

81. Applicant shall design and construct at Applicant's expense, in accordance with applicable Prince William County Service Authority standards and based upon the Comprehensive Plan's densities, such facilities as may be necessary to provide public water and sewer service to the subject RPC-zoned property, including all public or governmental facilities thereon. Subject to the approval by the Prince William County Service Authority of final engineering, such service shall be provided as depicted on the Utility and Thoroughfare Plan, which depicts the general and approximate location, character and extent of the proposed public sewer and water facilities.

82. The RPC Property shall be served by public sanitary sewer and water and the Applicant shall be responsible for the costs and construction of those on and off-site improvements required in order to provide such service for the demand generated by the development on the Property.

XVIII. AFFORDABLE HOUSING

83. With reference to the first 2,850 residential units constructed on the RPC Property, the Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount equal to \$2,500 times five percent (5%) of the total number of townhouse units approved on each final site plan to be used for the Housing Preservation and Development Fund. Said contributions to be paid with the issuance of the first building permit for each such site plan.

84. In addition to the monetary contribution set forth in proffer #83 above and proffer #92 below, the Applicant shall make a lump sum monetary contribution to the Prince William Board of County Supervisors in the amount of \$50,000 to be used for the Housing Preservation and Development Fund. Said contribution shall be paid within three (3) months of Final Rezoning of the Property as requested by the Applicant.

XIX. GENERAL

84.85. All existing wells which are to be abandoned shall be properly sealed and

⁷ Covenant recorded as Instrument #200602160027596.

abandoned in accordance with Health Department regulations.

85-86. In the event there is a conflict between these proffers and the provisions of the Design and Construction Standards Manual which would compromise the design integrity of the RPC and/or render achievement of the RPC concept set forth in the Master RPC Zoning Plan impracticable, the proffers shall control unless specifically provided otherwise. In the event of such conflict, Applicant shall notify the Director of Planning, who shall make such determination within 15 days of the receipt of Applicant's notice. For purposes hereof, proffers which are essential to the design integrity of the RPC include, but are not limited to: roadway widths and typical section specifications, interparcel access; environmental protection strategies; buffering requirements and Market Square-related design considerations.

86-87. One or more owners association(s) shall be established for the proposed residential and non-residential areas to ensure access to open space and recreational facilities. The owners association(s) shall be responsible for the ownership and maintenance of all common areas, commonly owned recreational facilities, and, if appropriate, storm water management/BMP facilities installed by the Applicant if not otherwise maintained by the County in accordance with adopted policies.

87-88. Acceptance and approval of this rezoning application by the Board of County Supervisors authorizes the location and provision of those public uses and facilities specifically referenced on the Land Use Plan, Utilities & Thoroughfare Plan in this proffer statement, and the extension and construction of water and sewer lines and facilities and roads necessary to serve this property pursuant to the Virginia Code Section 15.2-2232 and the Prince William County Code Section 32-201.13.1. The general area of location of these uses and facilities are as shown on the Land Use Plan and Utilities & Thoroughfare Plan with the exact locations to be determined based on final engineering and as approved by Prince William County. Acceptance of this proffer constitutes approval of the public uses and facilities and their general locations and thereby excepts said uses and facilities from further Comprehensive Plan conformity review.

88-89. Each reference to "Applicant" within these proffers shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest, including, without limitation, the developer(s) of the site or any portion of the site.

89-90. With reference to any land dedicated by the Applicant to Prince William County for public use sites, such land shall be used only for the stated purposes unless the Board of County Supervisors requests an alternative use and the Applicant agrees to such use. In the event the Board of County Supervisors sells any such land, the proceeds from such sale shall be used exclusively for public purposes in the Gainesville Magisterial District.

90-91. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$70,000.00 to be used for the acquisition of

recreational equipment in connection with the development of Sudley Park, Long Park and/or on the Silver Lake property. Said payment shall be made within sixty (60) days of receipt of a written request from the County for such funds.

XX. MONETARY CONTRIBUTIONS

~~91.92.~~ The Applicant shall make the following monetary contributions on a per unit basis to the Prince William Board of County Supervisors for each unit constructed on the RPC Property in excess of 2,850 units, up to a maximum of 3,270 units, based on the mix of unit types (SFD, multi, SFA) shown on the approved Preliminary Plans. The amount of each such contribution shall be based on the type of unit constructed subject to confirmation that each such unit is in excess of the total number of each unit type approved on the Preliminary Plan as follows: 2092 single family detached, 482 townhouse, 226 multi-family and 50 single family detached units approved on Mill Park. Said contribution shall be paid prior to and as a condition of the issuance of a building permit release letter for each said unit constructed on the Property. ~~This obligation shall not apply to the residential units constructed on the A-1 zoned property.~~

- a. \$551 per single family detached unit, \$560 per single family attached unit and \$381 per multi-family unit to be used for library facilities in the area.
- b. \$753 per single family detached unit, \$715 per single family attached unit and \$510 per multi-family unit to be used for fire and rescue purposes in the area.
- c. \$250 per unit to be used for the Housing Preservation and Development Fund.

~~92.93.~~ The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$1 Million to be used for planning, design and/or development of the Silver Lake Park Property, Sudley Park and/or Long Park. Said contribution shall be ~~contingent~~ contingent upon and shall be made within sixty (60) days of receipt of the payment from the Prince William County School Board for the acquisition of the elementary school site referenced in Proffer #41 above.

XXI. WAIVERS

~~93.94.~~ Pursuant to Section 32-305.02 of the Prince William County Code and as evidenced by REZ #90-54, the Board approved the modifications and waivers of the development standards set forth in attached Exhibit #9 in concept, subject to approval of final engineering detail by the Planning Office and Department of Public Works to the extent said further approval is required, and the same are included herein for readoption. For purposes of clarification, all references in Exhibit #9 to Waverley, Friendswood and Town Center shall mean and be interpreted to mean Dominion Valley Country Club, Dominion Country Club, L.P. and Market Square, respectively. The Applicant and County acknowledge that the terminology and specific references to the various

codes, ordinances and applicable standards and requirements set forth in Exhibit #9 may have changed since the approval of REZ #90-54, REZ #99-0026 and REZ #2001-00095, however, the modifications and waivers shall remain approved with the exception of Modification I. Townhouse Development Standard -- Sec. 303.43(3) [Exhibit #9 - page 12] which is hereby modified as follows:

(3) "No more than eight (8) townhouse units may be located in one group in the Market Square."

94.95. Waiver of the applicable requirements set forth in the Zoning Ordinance and Design and Construction Standards Manual (DCSM) in order to allow a private road network for the development on the Property (other than Waverly Farm Drive and a portion of Dominion Valley Drive), said private road system to be designed and constructed to County and VDOT standards, unless approved otherwise by the Department of Public Works.

95.96. Modification of Section 32-250.31(4) to eliminate the fifteen foot (15') wide landscaped area around the perimeter of community recreational facilities internal to the Dominion community.

96.97. Pursuant to Section 305.02 of the Zoning Ordinance, waive the requirements of Section 32-250.31 of the Zoning Ordinance and Sections 802.10 and 802.11 of the DCSM for internal buffers between uses and unit types on the Property to allow the Applicant to determine the appropriate treatment between uses and dwelling unit types.

THE FOLLOWING PROFFERS ARE APPLICABLE ONLY TO THE SILVER LAKE PROPERTY

97-98. School Site Dedication

- a. The Applicant shall dedicate approximately 40 acres of land to the Prince William Board of County Supervisors ("County") for use as a middle school site, ~~in the location~~said site to be located as generally shown on the exhibit entitled "Silver Lake General Development Plan" prepared by ParkerRodriguez, Inc. and dated May 8, 2006, last revised ~~May 31,~~June 21, 2006 ("Silver Lake GDP"). The Applicant shall convey said land to the County, at no cost to the County, at the time the County requests said dedication subject to approval of the subdivision plat. ~~Said dedication shall be subject to the reservation of easements running to the benefit of the Applicant and future assigns for utilities, trails, stormwater management facilities and landscape areas.~~

- b. The Applicant shall provide public street access to the school site in the location as generally shown on the Silver Lake GDP and access to public sewer, water and other necessary utilities at one point along the common property boundary between the said school site and the adjacent residential development to the east no later than Phase III. In connection with the Applicant's obligation to provide public street access to the school site set forth above, the County and/or Prince William County School Board ("School Board"), their respective successors or assigns, shall dedicate those easements and right of way required to construct said road. The area located between the school site and the adjacent residential development to the east shall remain undisturbed except for road and utility crossings required to serve the school site.

- c. At the time the said school site is dedicated to the County, the Applicant shall provide, at the Applicant's expense, a boundary survey and shall stake the corners of the site.

- d. In those areas of the middle school site that contain uncontrolled fill, the following measures shall be performed by the Applicant under the direction of and subject to approval by the School Board geotechnical engineer and/or other designated School Board representative. Subject to site plan approval for the construction of the middle school, the Applicant shall commence and pursue in good faith and with due diligence the corrective measures as set

forth herein below within sixty (60) days of receipt of a written request from the School Board. In the event the property is conveyed to the County prior to completion of the measures set forth below, this obligation of the Applicant shall survive said conveyance.

(1) In areas where the school building is to be located, uncontrolled fill shall be removed and shall be replaced with acceptable fill to the contour/elevation that existed prior to removal of the uncontrolled fill.

(2) In areas where ball fields and the running track are to be located, corrective measures shall be used to provide a subgrade suitable for the intended use. Methods to be used may include removal of uncontrolled fill and replacement with controlled fill, bridging over said areas and overfilling of said areas.

98.99. Parks and Recreation

- a. The Applicant shall dedicate approximately ~~155~~233 acres of land to the Prince William Board of County Supervisors for parkparks and recreation purposes, said dedication to include approximately forty (40) acres to be used for therapeutic riding programs, as said ~~155~~as said 233 acre site is generally shown on the Silver Lake GDP. The Applicant shall (i) tender a deed for the conveyance of said land to the County, at no cost to the County, ~~within sixty (60) days~~ or (ii) if requested by the County, tender a deed for the conveyance of said land to the Prince William Park Authority or to a private nonprofit 501(c)(3) organization, such as the Bull Run Mountains Conservancy, Inc. or Nokesville Horse Society, to be used for parks and recreational purposes as agreed to by the County and the recipient of said property. The County may request that the Applicant tender deeds for the conveyance of said land to multiple recipients. The dedication of said land shall be subject to the reservation of easements running to the benefit of the Applicant and further assigns for the construction and maintenance of equestrian or pedestrian trails as set forth in proffer #99.e below. The dedication as set forth above shall be made within fourteen (14) months of Final Rezoning of the Property as requested by the Applicant. ~~The timing of the actual conveyance may be extended at the discretion of the County subject to the issuance of a "close-out" letter or upon satisfaction of the conditions set forth in subparagraphs (1), (2) and (3) below, whichever occurs first, and shall be subject to and conditioned upon each of the following:~~

- (1) The Applicant shall take (or cause a third party to take) such actions as required to obtain the final inspection letter recommending no further action from the Commonwealth of Virginia Department of Mines, Minerals, Energy, Division of Mineral Mining ("Department of Mines") relative to the reclamation effort associated with the quarry site (Permit #11375AA). The Applicant shall be responsible for any and all action necessary to obtain said "close out" letter. The dedication of said land shall be subject to the reservation of easements running to the benefit of the Applicant and future assigns for utilities, trails, stormwater management facilities and landscape areas.
- (2) The Applicant shall take (or cause a third party to take) such actions as are required by the Virginia Department of Environmental Quality ("DEQ") for the remediation of the petroleum contamination described in Area C in the "Silver Lake Environmental Investigations 1994-2006" summary report prepared by Applied Environmental, Inc. dated July 7, 2006, as necessary for DEQ to issue its typical letter dictating that no further corrective action is required for such contamination.
- (3) The Applicant shall take (or cause a third party to take) such actions are required by DEQ for the issuance of its typical letter advising that DEQ's records have been changed to reflect the status of a 10,000 gallon diesel fuel underground storage tank formerly on the property as "removed".

The County may extend the above-referenced time frame for tendering the deed or conveying the approximate 233 acre site in order to allow for the Applicant to satisfy the conditions as set forth above. In the alternative, the County may choose to have the deed tendered or have the approximate 233 acres conveyed by the expiration of the 14-month period, and in such event, the Applicant agrees that it shall escrow with the County that sum of money equal to 125% of the estimate provided by Applied Environmental, Inc. to take that remaining action necessary to obtain the above referenced inspections/letters based on the then stated requirements of DEQ relative to the conditions in subparagraphs (2) and (3) above or the Department of Mines relative to the condition in subparagraph (1) above. In the event of a conveyance, the Applicant reserves and shall have the right of access to said property for itself, its assigns, and its contractors to perform any actions required to satisfy the conditions in subparagraph items (1), (2) or (3) above.

- b. The Applicant shall dedicate approximately forty-five (45) acres of land as generally shown on the Silver Lake GDP, to the Prince William Board of County Supervisors to be used for a therapeutic riding program and/or associated equestrian and other appropriate related or supporting uses to be operated by Rainbow Center 4-H Therapeutic Equestrian Program, Inc. ("Rainbow Center") under a license or other type of agreement deemed appropriate by the Board of County Supervisors. Rainbow Center shall be afforded use of the property under that agreement for a minimum of thirty-five (35) years, or until Rainbow Center voluntarily ceases operations, whichever first occurs. The Applicant shall tender a deed for the conveyance of said land to the County, at no cost to the County, within sixty (60) days of Final Rezoning of the Property as requested by the Applicant. In the event therapeutic riding and/or equestrian uses cease on the property for a period of two years, said property may be used for other park and recreation purposes as approved by the County.
- ~~b. c.~~ The Applicant shall provide access to public sewer, and water and other necessary utilities at one point for each utility along the common boundary with Land Bay 3D and/or 3H, as said Land ~~Bay is~~ Bays are identified on the Land Use Plan, ~~at the time the said Land Bay 3D is developed.~~ Following Final Rezoning of the Property, the Applicant shall file a subdivision plan for Land Bay 3D or a revision to the approved subdivision plan for Land Bay 3H to provide for the extension of such utilities to the common property boundary and shall pursue approval of the plan and/or plan revision in good faith and with due diligence.
- ~~e. d.~~ At the time said park site ~~is and therapeutic riding site are~~ dedicated to the County, the Applicant shall provide, at the Applicant's expense, a boundary survey of the combined sites and shall stake the outer corners of the combined site.
- ~~d.~~ The Applicant shall provide a public access easement for equestrian purposes connecting the equestrian use on the public use site to be dedicated pursuant to proffer #98.a above with the equestrian easement to be provided within Catharpin Creek pursuant to the approved proffer #56 above
- e. Within the 233 acres of land to be dedicated to the County as set forth above, the Applicant shall construct equestrian and pedestrian trails in the locations as generally shown on the Trails Plan. ~~Said easement shall be created at the time of final site/subdivision plan for the portions of the~~

Property over which said easement(s) are located. Within said easement, the Applicant shall construct a wood chip trail, subject to all required local and state approvals, said trail to be maintained by the beneficiary (Prince William County or Park Authority) of the said easement, or in locations as otherwise approved by the County up to a maximum of 6,900' of equestrian trails and 9,500' of pedestrian trails. The Applicant shall file a site plan for said trails and pursue approval of the plan in good faith and with due diligence no later than within sixty (60) days of receipt of a written request from the County during development of the Property and shall commence construction of said trails upon approval of the plan.

~~99-100.~~ There shall be no vehicular connection through the A-1 zoned Property from Antioch Road to Dominion Valley Country Club. ~~All permanent access to the residential lots developed on the A-1 zoned Property shall be provided via connections to the internal road network within Dominion Valley Country Club.~~

~~100.~~ A maximum of twelve (12) residential lots shall be constructed on the A-1 zoned Property utilizing the Rural Cluster provisions in the Zoning Ordinance. Notwithstanding the proffers on the balance of the Property zoned RPC, the residential units constructed on the A-1 property shall not be subject to the monetary contributions set forth in proffer #91 herein above.

101. In the event any portion of the cultural resource site identified as 44PW686 on the Prince William County Cultural Resources Map (GIS) is disturbed in connection with the development and use of the Silver Lake Property, the owner of the property shall provide a Phase III investigation of said site, shall submit the findings to the County and shall implement the recommendations of said study.

~~102.~~ The area shown on the Silver Lake GDP as HOA Open Space shall remain undisturbed except for the clearing, grading and construction necessary to provide the equestrian trail as shown on the Dominion Valley Country Club Trails Exhibit, the maintenance, removal and/or relocation of existing utilities, the construction and maintenance of stormwater outfall for drainage purposes, and the removal of existing buildings or structures.

~~103.~~ The area shown on the Silver Lake GDP as Open Space Dedicated to Prince William County, consisting of approximately nineteen and one half (19.5) acres, shall be dedicated to the Prince William Board of County Supervisors, at no cost to the County, to be used for parks and recreation purposes. The Applicant shall tender a deed for the conveyance of said land to the County at the time the final rural cluster subdivision plan for the residential lots on the Silver Lake Property is

~~approved. The dedication of said land shall be for public use pursuant to Section 32-300.42 of the Zoning Ordinance and the acceptance and approval of this rezoning application by the Board of County Supervisors shall authorize the use of said land for public use, including but not limited to a pedestrian trail around Silver Lake and other recreational uses as determined by the County and/or Park Authority, as authorized by Virginia Code Section 15.2-2232 and Section 32-300.42.5 of the Prince William Zoning Ordinance.~~

102. Once all investigations associated with the existing groundwater monitoring wells on the Silver Lake Property are complete as determined by the Virginia Department of Environmental Quality, the Applicant shall notify the County and, at the request of the County for a period of up to two (2) years after such notification, the Applicant shall properly abandon said monitoring wells in accordance with applicable regulations.

{P0040087.DOC / 1 PROFFERS.011.013.BLK 000397 000067}
7/10/06