

REVISED SUBMISSION
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PROFFER STATEMENT

Record Owner: FREESTONE LIMITED PARTNERSHIP
PRINCE WILLIAM COUNTY TAX MAP PARCEL 14-{{1}}-portion 01
REZONING APPLICATION #88-23
Date: NOVEMBER 17, 1988

I hereby proffer that the use and development of this property shall be in strict accordance with the following conditions. In the event the referenced rezoning is not approved as applied for by the Applicant, these proffers shall be withdrawn and are null and void. The headings of the proffers set forth hereinbelow 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 the portion of the site served by the improvement unless otherwise specified.

1. USES: The use of the property shall be restricted to those uses allowed in the R-10 Suburban Residential and R-T Residential Townhouse Zoning Districts. The development shall contain a maximum of 563 units. There will be approximately 370 single family dwellings and approximately 193 townhouse units. The number of units in the R-10 and R-T developments may increase or decrease (provided the increase in the R-T development is no more than ten percent (10%) above these figures); the total number of dwelling units shall not exceed 563. The maximum number of townhouses shall be established as part of an overall preliminary subdivision plan.

2. TRANSPORTATION:

A. Access: The property is planned to have two (2) entrances; one located at Newport Drive and one located at Hayes Lane, as shown on the General Development Plan prepared by Dewberry & Davis, entitled "Richmarr/Nelson Property", dated October 31, 1988 and revised through November 2, 1988 (the "Plan"). Initial development may occur with only one entrance, in accordance with the Design and Construction Standards Manual.

B. Road Improvement Agreement: In the event Prince William County or the Virginia Department of Transportation constructs any of the proffered road improvements prior to the time the Developer is obligated to construct, the Developer agrees to, at the time it would have been required to construct, pay the County the cost of such construction completed by the governmental agencies. The County agrees that the Developer shall have the right to

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review and comment (but not have approval authority) on all designs and specifications for such construction, participate in the bidding for such construction as a contractor, and, in fact, construct such improvements if the Developer desires at the time such improvements would have been constructed by the County or the Virginia Department of Transportation.

3. MONETARY CONTRIBUTION: The Developer shall provide to the Prince William Board of County Supervisors, at the time of final approval of the subdivision plan for each section, to be used for off-site road improvements: (a) Five Hundred Dollars (\$500.00) per single family unit; and (b) Four Hundred Dollars (\$400.00) per townhouse unit.

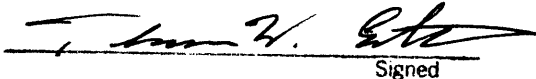
4. CREDIT: A credit which will reduce the above monetary contribution shall be given to the Developer for the amount of other contributions of cash and all its costs, including engineering, off-site construction of roadways and other improvements, whether constructed in public rights-of-way or on private lands, which could not be normally required with the approval of site plans and subdivision plans for this site. Credits shall be given for offsite improvements to Neabsco Road and/or U.S. Route 1. If the Developer must acquire or purchase any land or acquire easements in order to obtain the necessary rights-of-way and/or easements necessary to complete the off-site improvements, the appraised or condemnation value, whichever is greater, and court costs and attorneys' fees (if any) of such acquisitions shall also be applied as a credit which will reduce the above contribution. Credits shall be applied to the first units occupied, and any excess owed by the Developer shall be paid after all credits for actual construction have been applied. The value of construction for credits will be determined by applying the costs used to calculate completion bond amounts as required by Prince William County, Virginia, or actual certified costs of construction, whichever is greater. Credit shall be given for qualifying improvements at the time the construction of such improvements are bonded in accordance with Prince William County requirements or at the time of construction, whichever is earlier.

5. SITE DESIGN:

A. The Developer shall provide a trail system which will connect the adjacent communities as well as community elements through the development as conceptually shown on the Plan, the exact location of said trail system to be determined at the time of final site plan submission. Unless otherwise requested by Prince William County prior to

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January 1, 1990, the trail shall not connect to Leesylvania State Park.

B. The Developer shall develop recreational facilities and amenities within the development for use of the residents of the development. The active recreational facilities will include a tennis court, a volleyball court, two tot lots, each to include a combination slide and swing, a climber, benches and open space, a picnic area with facilities, trails as stated above, and a 25-meter pool with bathhouse, as conceptually shown on the "Recreation Facilities Plan on the Nelson Property" prepared by Dewberry & Davis, dated January, 1988, revised September 27, 1988 (the "Recreation Plan"). The Developer reserves the right to adjust the location of the aforementioned recreational facilities based on final engineering.

C. The Developer shall provide open space as conceptually shown on the Recreation Plan. Active and passive recreational areas shall be generally located as shown on the Recreational Plan. Natural vegetation shall be left undisturbed in recreational areas other than those listed in Paragraph 5.B as active recreational facilities, with the exception of brush clearing of trails and picnic areas in passive recreation areas.

D. The Developer shall not provide major outdoor picnic areas with pavilions in passive open space areas.

E. The Developer agrees to deed to the Prince William Board of County Supervisors or its designee, for passive park purposes, approximately 101 acres of A-1 land located immediately south of the subject property, which A-1 land is currently a part of the subject site. Within the aforesaid 101 acres a "greenway trail" may be located to potentially connect the Prince William Forest recreational facilities to those of the Leesylvania State Park.

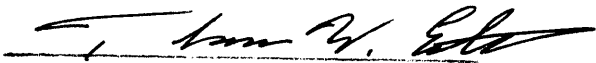
6. HOMEOWNERS' ASSOCIATION: A homeowners' association shall be established, and said association shall be responsible for the maintenance of the open space areas and recreational amenities.

7. ENVIRONMENTAL:

A. The 100 year floodplain, as generally shown on the Plan, will be dedicated as open space and will be preserved in its natural state, except for (a) clearing and construction necessary for purposes of stabilization of

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existing slopes, utilities, stormwater management facilities, and/or passive open space uses permitted in the floodplain; and (b) removal of debris, objectionable vegetation, such as poison ivy, poison oak, etc., or damaged and/or diseased vegetation in passive open space areas only.

B. In order to protect environmentally sensitive areas, an undisturbed buffer will be provided and will be dedicated as a conservation easement adjacent to and running along the "the limits of tidal wetlands" or "wetlands channel limits" as shown on the Plan. The width of the buffer shall be established as follows:

(1) Single Family Area. A one hundred foot (100') wide buffer along the "tidal wetlands limits"; and

(2) Single Family Attached Area. A fifty foot (50') wide buffer along the "tidal wetlands limits".

This undisturbed buffer shall be measured from the "tidal wetlands limits", as shown on the Illustrative Plan Exhibit dated August 30, 1988. The uses permitted in these areas will be stabilization of existing slopes, utilities, stormwater management facilities, if required, outfalls for storm sewers and passive open space.

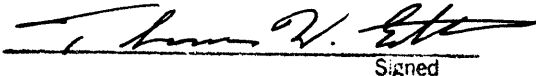
C. The Developer shall leave a buffer of existing vegetation adjacent to the Leesylvania State Park of one hundred feet (100') in width in the townhouse area, and fifty feet (50') in width in the single family area as shown on the Plan.

D. The tidal wetlands located within the zoning boundaries at the southerly portion of the site running along the tidal wetlands of the site, and the parcel of land containing approximately 2.7 acres of land outside of and immediately adjacent to the aforesaid zoning boundary shall be dedicated to the Prince William Board of County Supervisors or its designee for scenic and passive recreation purposes only.

8. The Developer may request a waiver of the storm water detention requirements on site in an effort to minimize the disturbance of sensitive swale areas, adjacent steep slopes and stream valleys and to preserve existing land form and vegetation in these areas typically used for storm water management facilities. If this waiver is granted, the Applicant will not provide stormwater management facilities but will instead conserve the swale, stream valley, wetland and flood plain areas consistent with the proffers herein.

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9. PARKING:

A. Parking in the townhouse development shall exceed County requirements by at least ten percent (10%).

B. Handicapped parking, as required by the ordinances of Prince William County, shall be provided.

10. ARCHITECTURAL: The Developer will develop the property with an overall architectural design providing a theme consistent throughout the townhouse and single family developments and recreational facilities, so that the theme within both types of development will be compatible; in addition, the twenty-four (24) single-family attached units located on the southeast portion of the site shall utilize earth tone colors and brown roofing materials.

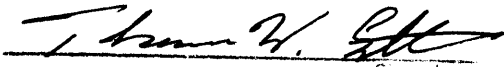
11. UTILITIES: All future utilities provided on-site in connection with this development shall be placed underground.

12. SOILS: A soils report covering all of the subject property will be prepared by a professional soils engineer and will be provided by the Developer prior to the approval of the Preliminary Plan. A detailed soils report will be provided with each section of the final site plan which will include the area immediately adjacent to the section and indicate those areas of steep slope, soils and other features likely to pose development concerns and will include recommendations for management by a qualified soils engineer. The Developer shall proceed with the development of the subject property in accordance with recommendations contained in the professional soils engineer's report. In the event problem soils are encountered, the professional soils engineer's recommendations, subject to review by and approval of the Department of Development Administration, will be followed under his on-site supervision.

13. HISTORICAL AND ARCHAEOLOGICAL RESOURCES: The Developer will submit to the County Archaeologist a report for site 44 PW 179 prepared in a manner consistent with the "Guidelines for Preparing Archaeological Resources Management Reports", Virginia Historic Landmarks Commission, October 1984. The Developer shall provide a report, within six (6) months of the approval of this rezoning application, which shall include a statement as to whether the site is a significant site as defined by the Virginia Council of Archaeologists and should therefore be excavated and artifacts removed and, if so, the Developer shall at that time provide up to \$10,000.00 to the Prince William Board of County

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Supervisors for use by the County Archaeologist to assist in such removal. Said funds shall not be utilized to pay for studies or excavations which would be normally required to comply with state or federal regulations or ordinances. In the event that any federal funds or permits are sought by the Developer and in the additional event that further studies are required to obtain such federal funds or permits, the Developer will have such further studies completed as may be required to obtain such funds or permits. If any portions of the subject site are deemed to be "significant" as defined above, the County Archaeologist shall have eighteen (18) months from the date of approval of this rezoning application to complete all work at this site and vacate the site so development on that portion of the site may begin. In the event this site is "extremely significant", an extension of the eighteen (18) months will be permitted if acceptable to the County and the Applicant; a plaque will be placed in the general area of such a significant site and an exhibit will be placed in the Community Center.


14. SCHOOLS: The Applicant shall contribute to the Prince William Board of County Supervisors the sum of Seven Hundred Five Dollars (\$705.00) for each townhouse and One Thousand Forty Dollars (\$1,040.00) for each single-family home for the benefit of the School System at the time building permits are issued for each residence.

15. LAND DONATION/PUMP STATION SITE: The Developer shall provide the land as generally shown on the Plan and shall construct a sanitary sewer pump station to serve the development which is the subject of this application. The construction of the sanitary sewer pump station shall be in accordance with the construction standards of the Prince William County Service Authority. By the acceptance and approval by the Prince William Board of County Supervisors of this rezoning, the construction and location shall be authorized as pursuant to the Prince William County Comprehensive Plan.

These proffers will be binding upon the heirs, executors, administrators, assigns and successors in interest of the applicants and owners.

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The conditions set forth in this Proffer Statement supersede all conditions set forth in previous proffer statements submitted as a part of this application.


C. LACEY COMPTON, JR.
Attorney for Applicant

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Revs: 08/21/87
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