

PROFFER STATEMENT

VILLAGE OF CATLETT

REZONING: Project No. 09- _____
R-1 and RA to Planned Residential Development (“PRD”)

PROPERTY: 793.11 acres; Parcel Identification Number (G.P.I.N.)
7922-34-3184 in the Cedar Run Magisterial District,
the “Property”.

RECORD OWNER: Catlett Farm, LLC, a Virginia limited liability company,
the “Applicant”
c/o Andrew McGeorge
Monday Properties Services, LLC, agent
1000 Wilson Boulevard
Suite 700
Arlington, Virginia 22209

PROJECT NAME: VILLAGE OF CATLETT

ORIGINAL DATE
OF PROFFERS: November 16, 2009

REVISION DATES:

The undersigned hereby proffers that the use and development of the subject property, the “Property”, as described above, shall be in strict conformance with the following conditions, which shall supersede all other proffers that may have been made at any time prior hereto. In the event the above referenced rezoning is not granted as applied for by the Record Owner, herein the “Applicant”, these proffers shall be withdrawn and shall be null and void. If this application is denied by the Fauquier County Board of Supervisors, the “Board”, or in the event an appeal is considered by a court of competent jurisdiction and the application is thereafter remanded to the Board for reconsideration, then these proffers shall be deemed withdrawn unless the Applicant shall affirmatively readopt all or any portion hereof, in a writing specifically for that purpose. 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.

The improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein.

The term “Applicant” as referenced herein shall include within its meaning the current Record Owner of the Property and all future owners of the Property, their heirs, assigns and successors in interest.

CONCEPTUAL DEVELOPMENT PLAN

When used in these proffers, the “CDP” or the “Development Plan” shall refer to the plan entitled “PRD – Conceptual Development Plan”, prepared by VIKA, Inc., dated November 16, 2009 as revised through _____, including the following:

1. Cover Sheet
2. Certified Rezoning Plat
3. Certified Rezoning Plat w/ Topography
4. Environmental Exhibit
5. Overall Site Plan V
6. Cedar Run Neighborhood Regulating Plan
7. Airlie Neighborhood Regulating Plan
8. Catlett Neighborhood Regulating Plan
9. Street Sections
10. Phasing Plan
11. Conceptual Landscape and Buffer Plan
12. Overall Site Grading Plan
13. Detailed Site Grading Plan
14. Detailed Site Grading Plan
15. Detailed Site Grading Plan
16. Critical Slope Analysis
17. Conceptual Utility Layout
18. Conceptual Utility Layout
19. Conceptual Utility Layout
20. Overall Conceptual Sanitary Sewer
21. Conceptual Stormwater Management/BMP Plan
22. Conceptual Erosion and Sediment Control Plan
23. Soils Map
24. Roadway Link Average Daily Traffic Volumes

CODE OF DEVELOPMENT

When used in these proffers, the term “Code of Development,” or the “Development Code”, shall refer to the document entitled “Village of Catlett Code of Development”, dated November 16, 2009, as revised through _____.

1. LAND USE

- 1.1 Conceptual Development Plan. Development of the Property shall be in substantial conformity with the CDP and the Code of Development, provided that reasonable adjustments in road locations, lot lines, lot widths and depths, utility lines, stormwater management, natural drainage, substitution of single-family detached units for single-family attached dwelling units as described herein, substitution of front loading garages for rear loading garages and vice versa, and other features depicted on the CDP and described in the Code of Development can be made at the time of site or subdivision plan approval for that portion of the Property.
- 1.2 Residential Densities. Residential development on the Property shall not exceed 950 residential units in the locations generally depicted on the CDP or as otherwise stated herein.
- 1.3 Controlling Documents and Ordinances. The Property shall be developed in substantial conformance with the (i) Fauquier County Zoning Ordinance applicable to the Planned Residential Development district, “PRD”, classifications, the “Zoning Ordinance”; (ii) the “Village of Catlett Code of Development prepared by the Lessard Group and dated November 16, 2009, set forth as EXHIBIT A hereto and incorporated herein by reference; (iii) the waivers and modifications contained in the Request for Modifications and Waivers set forth in EXHIBIT B, the “Waivers”; and (iv) the applicable provisions of the Subdivision Ordinance and the Design Standards Manual, as their requirements are waived or modified as set forth in the Code of Development and the Waivers, or as may be approved by the Director of the Department of Community Development as permitted in the PRD Ordinance.

2. DENSITY AND PHASING

- 2.1 Limits on Residential Units. The Applicant shall construct no more than NINE HUNDRED FIFTY (950) single family attached or detached residential units on the Property.
- 2.2 Phasing. The Applicant shall construct no more than the following number of single-family detached and attached residential dwelling units in any given year; provided that any units not constructed in a given year may be constructed in subsequent years, so long as no more than 300 residential dwelling units are constructed in any one year. The first year of development as referenced herein, shall begin on the last day of the 12th month following the date of the Board’s approval of the rezoning (“Year 1”).
 - 2.2.1 Year I – issuance of building permits for 150 residences
 - 2.2.2 Year 2 – issuance of building permits for 150 residences

- 2.2.3 Year 3 – issuance of building permits for 150 residences
- 2.2.4 Year 4 – issuance of building permits for 150 residences
- 2.2.5 Year 5 – issuance of building permits for 150 residences
- 2.2.6 Year 6 – issuance of building permits for 150 residences
- 2.2.7 Year 7 – issuance of building permits for the remaining dwellings permitted

2.3 Community Center. The Village of Catlett Neighborhood Community Center and related facilities shall be designed and under construction prior to or upon issuance of the 400th residential building permit.

3. ARCHITECTURE AND LANDSCAPING

3.1 Controls. Architecture and landscaping shall be developed in substantial conformance with the Code of Development, the Waivers, and the PRD Zoning Ordinance, or as otherwise may be approved by the Director of the Department of Community Development as permitted in the PRD.

3.2 Review Boards. The Applicant shall create one or more Architectural Review Boards for the Residential areas and an Architectural Review Board for the Retail Area of the PRD district, each of which shall have the responsibility for assuring compliance with the design guidelines contained in the Code of Development in their respective areas of the Property, as designated on CDP.

4. WATER AND SEWER

4.1 Water System. The Property zoned to the PRD shall be connected to and served by a public water system owned and operated by the Fauquier County Water and Sanitation Authority.

4.2 Sewer System. The Property shall also be connected to and served by a public sewage treatment plant and related facilities approved by the Virginia Department of Health owned and operated by the Fauquier Water and Sanitation Authority.

5. CREATION OF OWNERS’ ASSOCIATION

5.1 Homeowners’ Association.

5.1.1 The Applicant shall create one or more homeowners’ association, herein collectively referred to as the “Association”, which shall be made responsible for the maintenance and repair of common areas, including any common open space which may be established in accordance with

the requirements of the Zoning Ordinance and these Proffers for the portion of the Property the Association has jurisdiction, the “Association’s Property”. The Association shall be granted such other responsibilities, duties, and powers as are customary for such associations, or as may be required to effect the purposes for which such Association is created. Such Association shall also be granted sufficient powers as may be necessary, by regular or special dues or assessment, to raise revenues sufficient to perform the duties assigned hereby, or by the documents creating the Association.

- 5.1.2 In addition to any other duties and responsibilities as may be assigned to it, the Association shall have title to and responsibility for common open space areas not dedicated to public use located on the Association’s Property, in accordance with these Proffers and designated as such on CDP. It shall also have (i) responsibility for the perpetual maintenance of any entrance features subdivision signs, private streets and private alleys and perimeter or road buffers; (ii) responsibility for the maintenance of any street trees located in common open space areas; (iii) maintenance of any street trees located within the street tree easement(s) and (iv) all landscaping in common areas and open spaces, all as located on the Association’s Property.

5.2 Commercial Property Owners Association.

- 5.2.1 At the option of the Applicant, the Retail Area shall be made subject to one or more property owners’ association, the “POA”, instead of the HOA, that shall be responsible for the ownership, maintenance and repair of all common areas within such area and shall be provided such other responsibilities, duties and powers as are customary for such associations or as may be required for such POA herein.
- 5.2.2 In addition to such other duties and responsibilities as may be assigned, a Property Owners’ Association, a POA so created shall have title to and responsibility for (i) all common open space areas within the Retail Commercial Area, (ii) common buffer areas located outside of commercial lots; (iii) common solid waste disposal programs to include dumpster and contract carrier services provided by a private refuse collection company, (iv) maintenance of landscaping in common areas and (v) responsibility for the perpetual maintenance of any private street or private alley, any perimeter, or road buffer areas, all of which buffer areas shall be located within easements to be granted to the POA if platted within commercial lots, or otherwise granted to the POA by appropriate instrument.

5.3 Design Guidelines. Each Association or POA created hereunder on the Applicant’s Property shall have the right and the obligation to enforce the

restrictions contained in the design guidelines of the Code of Development as outlined in Chapter 7, Architectural Standards and Chapter 8, Landscape.

6. SCHOOL CONTRIBUTIONS

6.1 School Site. The Applicant shall dedicate approximately fifteen (15) acres of land in the location shown on the CDP to the Board for the construction of an elementary school or other public use to be determined solely at the Board's discretion.

6.1.1 Such dedication shall be made as soon as possible after recordation of the first subdivision plat for residential lots, but not later than the issuance of the building permit for the 400th residential lot for the Property.

6.1.2 The Applicant shall rough grade the site, shall provide offsite stormwater management, and shall extend public sewer and water utilities to the property line of the donated parcel, upon written request of the County made after the approval of the building permit for the 400th residential lot.

6.2 Residential. In addition, the Applicant shall contribute to the Board for school purposes in the amount of \$_____ per residential single-family units, payable upon the issuance of a building permit for each such unit.

6.3 Credits. The Applicant shall receive a credit against the monetary contributions under this Section 6 for the value of the school site donated.

6.4 Approved Credits. The credit referenced in Section 6.3, the "Credit", shall be determined by appraisal of the site prepared by an appraiser reasonably acceptable to the Board and the Applicant.

6.5 Application of Credits. The credit established under 6.3 of this Proffer Statement shall be applied against the Proffer contributions contained in 6.2, eliminating any required contributions, until the Credit has been exhausted.

7. PARKS AND RECREATION

7.1 Contribution. The Applicant shall contribute to the Board for park and recreation purposes in the amount of \$_____ per single-family detached and single-family attached units, payable upon the issuance of a building permit for each such unit.

7.2 In Kind Contribution. The Applicant shall construct recreational amenities for the Neighborhood Park, as shown on the CDP adjacent to the school site dedicated herein. The Park shall be dedicated to the Board upon completion but no later than

the issuance of the 300th residential building permit. The Neighborhood Park shall include _____.

7.3 Dedications. In addition, the Applicant shall dedicate approximately _____ acres of land _____, as shown on the CDP, to the Board or its designee, for park and recreation purposes. Such dedication shall be made as soon as it may be done, but not later than recordation of the first subdivision plat for the Property.

7.4 Trails. The Applicant shall construct a pathway and trail system more thoroughly described in Section 4.D.6 of the Code of Development in the approximate location as depicted on the CDP with final location to be determined at time of site or construction plans for the relevant section of the Property.

7.5 Credits. The Applicants shall receive a credit against the monetary contributions under this Section 7 for its costs and expenses associated with the dedication and construction of the amenities identified in this Section 7, hereinafter referred to as the "Credit". The amount of the Credit shall be _____.

7.6 Application of Credit. The Credit identified in the previous section shall be applied against the contributions required under Section 7.1 until the Credit is exhausted.

8. LIBRARIES

8.1 Contribution. The Applicant shall contribute to the Board for library purposes in the amount of \$ _____ per single-family detached and single-family attached units, payable upon the issuance of a building permit for each such unit.

8.2 In Kind Contribution. (Option to be Discussed.)

9. EMERGENCY SERVICES

9.1 Contributions. The Applicant shall contribute to the Board for fire and rescue purposes in the amount of \$ _____ per single-family detached and single-family attached units, payable upon the issuance of a building permit for each such unit.

10. SHERIFF

10.1 Contributions. The Applicant shall contribute to the Board for the County Sheriff's department in the amount of \$ _____ per single-family detached and single-family attached units, payable upon the issuance of a building permit for each such unit.

11. TRANSPORTATION

- 11.1 The Applicant shall construct at Applicant's expense and shall dedicate sufficient public right-of-way for the public streets located and identified on the CDP, including specifically Catlett Road Extended, Catlett School Road Extended and Burwell Road Extended, pursuant to the phasing plan included in the CDP and the Code of Development.
- 11.2 The Applicant shall construct at Applicant's expense, one left turn lane from northbound Route 28 into the Property, as more thoroughly described on the CDP, which shall be completed prior to issuance of a building permit for the 1st residential dwelling unit and/or commercial square footage, subject to VDOT approval.
- 11.3 The Applicant shall construct at Applicant's expense, one right turn lane from southbound Route 28 into the Property, as more thoroughly described on the CDP, which shall be completed prior to issuance of a building permit for the 1st residential dwelling unit or 1st commercial square footage, subject to VDOT approval.
- 11.4 Unless provided for by others prior to issuance of a building permit for the 500th residential dwelling unit or the 50,000th square foot of commercial space, and subject to VDOT approval, the Applicant shall evaluate, and improve if needed, the traffic signal timings on Route 28 at its intersection with Old Dumfries Road/Elk Run Road.
- 11.5 Unless provided for by others prior to issuance of a building permit for the 100th residential dwelling unit or 10,000th commercial square foot, the Applicant shall provide a traffic signal on Route 28 at its intersection with Catlett Road Extended, the entrance to the Property. Installation of the traffic signal is subject to VDOT approval based on the outcome of a traffic signal warrant analysis, conducted by the Applicant. The Applicant shall design, equip, and construct the signal at such time as VDOT determines it to be warranted based on the warrant studies.
- 11.6 Upon VDOT's request, after issuance of a building permit for the 100th residential dwelling unit or 10,000th commercial square foot, the Applicant shall improve the existing traffic signal on Route 28 at its intersection with Old Dumfries Road/Elk Run Road, to include emergency vehicle preemption (i.e., Opticom) capabilities. Additionally, at VDOT's request, the Applicant shall include this technology in the design of traffic signal(s) at any other location(s) where they will be installed.
- 11.7 (N.B.: Additional proffers anticipated after consideration of alternatives for traffic outlined in Code of Development.)

- 11.8 In the event that off-site right-of-way is necessary for the construction of any of the public improvements as proffered by Applicant, Applicant shall make its good faith, best efforts (including a bona fide offer and payment of the fair market value for the necessary property, as determined by an appraiser licensed in Virginia, and expenditure of Applicants other non-financial resources) to acquire at Applicant's expense, or to cause to be donated all necessary right-of-way, including temporary construction easements, drainage easements, utility easements and other easements necessary to effectuate such construction of the proffered public improvements.
- 11.9 In the event Applicant is unable to purchase or obtain right-of-way or easements necessary to construct proffered public improvements from the owners (other than Applicant or entities related to Applicant), the Applicant shall request the Board to acquire the right-of-way and easements by means of its condemnation powers at Applicant's expense. Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. Said request shall be made to the appropriate County agency and shall be accompanied by the following:
1. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right-of-way and/or easements are sought.
 2. Plats, plans and profiles showing the necessary right-of-way and/or easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property.
 3. An independent appraisal of the value of the right-of-way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.
 4. A 60-year title search of each involved property.
 5. Documentation demonstrating to the Board's satisfaction, Applicant's good faith, best efforts to acquire the right-of-way and/or easements, at a cost of at least the appraised value of the involved property interests.
 6. A letter of credit acceptable to the Board, cash or equivalent (from a financial institution acceptable to the Board) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, together with an amount representing the Boards's estimate of its cost of condemnation proceedings, in a form permitting the Board to draw upon the same as necessary to effectuate the purposes hereof.
 7. An Agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs,

court reporter fees, attorneys' fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the Board the amount of the award in excess of the amount represented by the letter of credit or cash deposit within fifteen (15) days of the award.

11.10 In the event that the Board does not secure the necessary right-of-way within six (6) months of the Applicant providing the preceding information, the Applicant will be relieved from construction of the improvements prior to proceeding to further development.

12. OPEN SPACE EASEMENT

12.1 The Applicant shall grant an open space easement, the "Easement", to the Board for a portion of the property identified in EXHIBIT C, and as shown on the CDP and hereinafter referred to as the "Conservation Area".

12.2 The Applicant shall be entitled to construct the sewage treatment plant, the drainfield, any drinking water wells identified on the Property and all related facilities in the area designated for such use and shall be entitled to grant public utility easements and access easements to the Fauquier County Water and Sanitation Authority, the Home Owners' Associations or POAs during development of the Property.

12.3 The grant of the Easement shall be contingent upon the rezoning of the Property as applied for, and shall be recorded within one (1) year from the Board's approval of the first subdivision plat for the Property. The Easement shall be similar in form and content to the draft easement attached hereto as EXHIBIT D and shall be recorded among the land records of Fauquier County.

12.4 Contributions. The Applicant shall contribute to the Board, for the purpose of acquiring development rights under its Purchase of Development Rights Program the amount of _____ dollars per residential dwelling unit, single-family attached or detached, payable upon the issuance of a building permit for each residential unit.

13. ESCALATOR CLAUSE

Any monetary contributions set forth in this Proffer Statement which are paid to the Board after 24 months from the date of rezoning approval by the Board shall be adjusted, upward or downward, in accordance with the Urban Consumer Price Index ("CPI-U"), as published by the United States Department of Labor. The adjustment shall be calculated from the CPI-U published most nearly to and following January 1st from that date 24 months after rezoning approval and the date the contributions are paid, subject to a cap of 3% per year, non-compounded.

CATLETT FARM, LLC

By: Monday Property Services, LLC, its authorized agent

By: _____

Name: Tim Helmig

Its: Executive Vice President