

PROFFER STATEMENT
VILLAGE OF CATLETT

REZONING: Project No. REZN10-CR-002
R-1 and RA to Planned Residential Development
("PRD") and RA with Proffers

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

RECORD OWNER: Catlett Farm, LLC, a Virginia limited liability com-
pany, 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: August 6, 2010
September 30, 2010
December 29, 2010
February 25, 2011
March 10, 2011
August 15, 2011
September 8, 2011
October 7, 2011

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referenced rezoning is not granted as applied for by the Record Owner, herein the "Applicant," these proffers shall be withdrawn and shall be null and void.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and the application is thereafter remanded to the Board for reconsideration, then these proffers shall be deemed withdrawn unless the Applicant shall affirmatively readopt all or any portion hereof, in a writing specifically for that purpose.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, and any cash contributions to public agencies herein set forth, 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 the current Record Owner of the Property, Catlett Farm, LLC, and all future owners of the Property, their heirs, assigns, and successors in interest.

1. CONCEPTUAL DEVELOPMENT PLAN

When used in these proffers, the "CDP" or the "Development Plan" shall refer to the plan entitled "PRD – Concept Development Plan," prepared by VIKA, Inc., dated November 16, 2009, as revised through September 2, 2011, including the following:

1. Cover Sheet
2. Certified Rezoning Plat
3. Certified Rezoning Plat w/ Topography
4. Environmental/Wetlands Exhibit
5. Overall Site Plan
6. Cedar Run Neighborhood Regulating Plan
7. Homeowners' Park
8. Catlett Neighborhood Regulating Plan
9. Street Sections
10. Phasing Plan
11. Conceptual Landscape & Buffer Plan
12. Overall Site Grading Plan
13. Detailed Site Grading Plan
14. Detailed Site Grading Plan
15. Detailed Site Grading Plan
16. Detailed Site Grading Plan
17. Critical Slope Analysis Plan

18. Overall Sanitary Sewer Concept Layout
19. Utility Concept Layout
20. Utility Concept Layout
21. Utility Concept Layout
22. Utility Concept Layout
23. Concept Stormwater Management/BMP Plan
24. Concept Erosion and Sediment Control Plan
25. Type I Soils Map
26. Roadway Link Average Daily Traffic Volumes
27. Sight Distance Exhibit
28. Connectivity Index Analysis

2. CODE OF DEVELOPMENT

- 2.1. Code of Development Defined. When used in these proffers, the term “Code of Development” shall refer to the document entitled “Village of Catlett Code of Development” prepared by the Lessard Design and dated September 2, 2011, and approved herewith.
- 2.2. Code of Development Proffered. The Code of Development is incorporated herein by reference and is a proffered document. All development on the Property shall substantially comply with the terms, regulations, requirements, and restrictions contained therein.

3. LAND USE

- 3.1 Concept Development Plan. Development of the Property shall be in substantial conformity with the CDP and the Code of Development, provided that reasonable adjustments in street and road locations, lot lines, lot widths and depths, utility lines and stormwater management, facilities and other features depicted on the CDP, and set out in the Code of Development, may be made at the time of the required Code of Development Site Plan for the portion of Property that is the subject thereof, provided such adjustments are approved by the Zoning Administrator and are determined to be permitted deviations under the appropriate provisions of the Code of Development and the Fauquier County Zoning Ordinance.
- 3.2. Controlling Documents and Ordinances. The Property shall be developed in substantial conformity with (i) the Fauquier County Zoning Ordinance provisions applicable to the Planned Residential Development district, including,

but not limited to, Article 4, Part 1 and Article 12, Part 8, the “PRD Ordinance”, (ii) the Code of Development; (iii) the waivers and modifications contained in the Request for Modifications and Waivers approved herewith, the “Waivers”; and (iv) the applicable provisions of the Fauquier County Subdivision Ordinance and the Fauquier County Design Standards Manual, as their requirements are applicable or as waived or modified as set forth in the Code of Development and the Waivers, or as may be otherwise approved by the Director of the Department of Community Development or the Zoning Administrator, as authorized in the Fauquier Zoning Ordinance.

4. DENSITY AND PHASING

- 4.1. Limits on Residential Units. The Applicant shall construct no more than TWO HUNDRED TWENTY-FIVE (225) single family attached and detached residential units on the Property, not including residential apartments located in the mixed use area.
- 4.2. Limits on Multifamily. The Applicant shall construct no more than FORTY-FIVE (45) multifamily residential apartment units on the Property.

5. WATER AND SEWER

- 5.1. Water System. The Property shall be connected to and served by a public water system to be owned and operated by the Fauquier County Water and Sanitation Authority (the “FCWSA”), as an extension of the FCWSA’s public water system serving the Catlett Service District. Within twelve (12) months of the date on which the Board of Supervisors approves the Applicant’s rezoning associated with these proffers (the “Approval Date”), and in any event prior to approval of the first Code of Development Site Plan for the Property, the Applicant shall enter into a standard infrastructure agreement with the FCWSA, substantially consistent with the “Non-Binding Term Sheet - Catlett Farm Subdivision,” dated July 20, 2010, between the Applicant and the FCWSA (the “Term Sheet”), requiring the Applicant to design, fund and construct for the FCWSA, at the Applicant’s expense and in accordance with the FCWSA’s Operating Code, all improvements required to connect the Property to the existing FCWSA Catlett Water System and provide public water service to the Property.
- 5.2. Sewer System.
 - 5.2.1. Wastewater Treatment Plant. The Property shall be connected to and served by a public wastewater treatment plant and related facilities with an ultimate designed daily treatment capacity of ONE HUNDRED SIXTY THOUSAND (160,000) gallons, unless a different capacity is approved by the FCWSA and the County, to be owned and operated by the FCWSA (the “WWTP”). The construction of the WWTP may be phased

as provided herein. Within twelve (12) months of the Approval Date, and in any event prior to approval of the first Code of Development Site Plan for the Property, the Applicant shall enter into a standard infrastructure agreement with the FCWSA, substantially consistent with the Term Sheet, requiring the Applicant to design, fund and construct for the FCWSA, at the Applicant's expense and in accordance with the FCWSA's Operating Code, the WWTP and all related and necessary improvements required to connect the Property to the WWTP and provide public sewer service to the Property. Both water and sewer service may be addressed in the same standard infrastructure agreement.

- 5.2.2. Commencement of Design. Within twelve (12) months of the Approval Date, and in any event prior to approval of the first Code of Development Site Plan for the Property, the Applicant shall submit preliminary construction plans for the WWTP to the FCWSA for its approval.
- 5.2.3. Submittal of Applications for WWTP Plans and Permits. Within twenty-four (24) months of the Approval Date, and in any event prior to approval of a Code of Development Site Plan for the Property, the Applicant shall file:
 - 5.2.3.1. an application for final approval of the design of the WWTP with the Virginia Department of Health (the "VDH Approval");
 - 5.2.3.2. an application for County site plan approval for the WWTP, such application to be consistent with any Special Exception therefor anticipated to be issued by the Board concurrently with this rezoning (the "Site Plan Approval"); and
 - 5.2.3.3. an application for approval of construction plans for the WWTP in compliance with the FCWSA's Operating Code. (This shall be the "FCWSA Approval," and all three herein are collectively referred to as the "WWTP Approvals").
- 5.2.4. Commencement of Construction of WWTP. The Applicant shall commence construction of the WWTP by the latter of:
 - 5.2.4.1. the date that is thirty (30) days after receipt by the Applicant of written notice from the County that the County has budgeted and appropriated all necessary funds and has received all necessary approvals and permits for the County's commencement of construction of a sewer collection system in the Villages of Catlett and Calverton; or

- 5.2.4.2. the date that is is six (6) months after the Applicant's receipt of the final of the WWTP Approvals specified in paragraph 5.2.3.
- 5.2.4.3. The Applicant may commence construction of the WWTP at any time after receipt of the WWTP Approvals.
- 5.2.5. Completion of Construction of the WWTP. The Applicant shall complete construction of the WWTP within eighteen (18) months following issuance of a Certificate to Construct the WWTP by the FCWSA, such completion to be extended by delays caused by permitting, inspections, governmental approvals, and Acts of God.
- 5.2.6. Diligent pursuit. The Applicant shall diligently pursue the WWTP Approvals, and the commencement and completion of the WWTP, including both phases if the Phased Option is selected as described below.
- 5.2.7. WWTP Phasing Option. The Applicant shall have the option, subject to the approval of the FCWSA, to construct the WWTP in two (2) phases (the "Phased Option").
- 5.2.7.1. The first phase shall consist of construction of a minimum of EIGHTY THOUSAND (80,000) gallons per day of treatment capacity.
- 5.2.7.2. The second phase shall consist of construction of an additional EIGHTY THOUSAND (80,000) gallons per day of treatment capacity, or such other lesser capacity approved by the FCWSA and the County.
- 5.2.7.3. If the Phased Option is selected, the first phase shall be commenced in accordance with the requirements for construction of the WWTP set forth in these proffers, and shall be reserved for exclusive use by existing Catlett and Calverton residents and businesses if the County provides the Applicant the written notice required in 5.2.4.1 and has advised the Applicant that it has commenced construction of the collection system prior to the commencement of construction of the WWTP. If the County has provided such notice and has commenced construction of the collection system under this Phased Option, the Property shall be served only by capacity constructed in the second phase of the WWTP, and such second phase shall be constructed and accepted by the FCWSA prior to issuance of a building permit for the first use on the Property.

- 5.2.7.4. If the Phased Option is selected and the County has not provided the required notice and has not commenced construction of the collection system, the Applicant may utilize all of the capacity that is constructed in the first phase to proceed with and serve uses constructed on the Property. In such event, after the Applicant has commenced construction of Phase 1, the Applicant shall make all applications necessary for approval of construction of Phase 2 of the WWTP within sixty (60) days of the issuance of written notice from the County that it intends to commence and complete construction of the collection system. Thereafter, the Applicant shall commence construction of Phase 2 of the WWTP within six (6) months of the issuance of the Certificate to Construct issued by the FCWSA.
- 5.2.7.5. The requirements for submittal of plans and the pursuit of permits set forth above shall remain applicable whether the Applicant elects the Phased Option, or proceeds with construction of the WWTP in a single phase.
- 5.2.8. Design. Regardless of whether the Applicant elects the Phased Option, the Applicant shall design the WWTP to the full ONE HUNDRED SIXTY THOUSAND (160,000) gallon capacity in connection with the initial WWTP Approvals. If the Applicant elects the Phased Option, it shall obtain all necessary approvals for the first and second phase in compliance with the FCWSA's Operating Code prior to commencement of construction of either phase, and shall comply with all FCWSA bonding requirements for each phase.

5.3. Bonding and Security.

- 5.3.1. Bonds Generally. All bonds required to be posted by the Applicant under this Proffer Statement may be in the form of a corporate surety bond, a bank letter of credit or such other acceptable surety as may be permitted under the FCWSA Operating Code, the County Zoning Ordinance, or the Code of Virginia. The process for the posting of bonds with the FCWSA shall comply with its Operating Code.
- 5.3.2. Design Bond. Within ninety (90) days of the Approval Date, the Applicant shall post with the County a bond securing costs of design of the WWTP in a face amount of TWO HUNDRED THOUSAND DOLLARS (\$200,000.00), the "Design Bond". The Design Bond shall be released upon the filing of preliminary Construction Plans for the WWTP with the FCWSA.

5.3.3. Deed of Trust on PRD Property Securing Construction of the WWTP.

5.3.3.1. Pursuant to Va. Code Ann. §15.2-2299, the Applicant shall grant to the County a first lien deed of trust against that portion of the Property rezoned pursuant to this application to the PRD District. The Deed of Trust shall be in a form acceptable to the County Attorney and shall be delivered to the County Attorney within ninety (90) days of the Approval Date. The Deed of Trust will secure the Applicant's agreement to construct the WWTP to a minimum capacity of 80,000 gallons per day as set forth in this Proffer Statement (the "Agreement"), and the estimated costs to construct such 80,000 gallons per day WWTP in the amount of THREE MILLION SEVEN HUNDRED THOUSAND DOLLARS (\$3,700,000.00). Applicant shall record the Deed of Trust and shall pay the cost of recordation, if any such cost is assessed by the Clerk of the Circuit Court.

5.3.3.2. Restrictions in the Deed of Trust and Provisions for Release. Among such other things as shall be appropriate, the Agreement and Deed of Trust shall provide that the County will be prohibited from executing on the lien of the Deed of Trust and foreclosing against the Property until the date that is the latter of: (i) thirty (30) days after receipt by the Applicant of written notice from the County that the County has budgeted and appropriated all necessary funds and has received all necessary approvals and permits for the County's commencement of construction of a sewer collection system in the Villages of Catlett and Calverton; or (ii) the date that is six (6) months after the Applicant's receipt of the last of the WWTP Approvals. The Agreement and Deed of Trust shall also require the County to provide the Applicant written notice of its intent to declare a default thereunder and to enforce the Deed of Trust, and shall provide the Applicant not less than sixty (60) days from receipt by the Applicant of such notice within which to cure any such default. The County shall release the Deed of Trust and void the Agreement upon the Applicant's posting with the FCWSA of a construction bond for the WWTP as required by the FCWSA's Operating Code. In addition, the Applicant shall have the right to post with the County a bond which complies with Section 5.3.1 of these proffers in the amount of the deed of trust as set forth herein at any time after the Approval Date and upon such posting the Agreement and Deed of Trust shall be voided and released.

- 5.3.3.3. Form of Deed of Trust. The Deed of Trust shall be in a form substantially similar to the Deed of Trust attached hereto as EXHIBIT "A".
- 5.3.4. FCWSA Bonding. The Applicant shall post with the FCWSA a bond, the "WWTP Bond", in the amount of the total estimated construction costs of the WWTP, as determined by the FCWSA, in compliance with the FCWSA Operating Code, prior to commencement of construction of the WWTP, and shall grant all necessary property rights and easements required for the ongoing operation and maintenance of the WWTP upon the FCWSA's request or as may be provided in a standard infrastructure agreement with the FCWSA. The posting of the WWTP Bond with the FCWSA shall operate to release all other bonds held by the County that secure the Applicant's obligation to construct the WWTP, as well as release of the Deed of Trust and voiding of the Agreement.
- 5.3.5. Transfer of WWTP Drainfield. The Applicant, within twelve (12) months of the Approval Date, shall transfer to the FCWSA the WWTP and drainfield site, the "WWTP Site", as the same is approved by the FCWSA, thereby, ensuring (i) the County's right of access to the WWTP Site for the purpose of the County's connection of the Catlett and Calverton wastewater collection system to the WWTP regardless of who completes its construction, and (ii) the County's or FCWSA's access to the WWTP Site for construction of a WWTP and drainfield in the event the Applicant does not commence and complete construction as otherwise provided in these proffers. The WWTP Site shall be transferred by deed to FCWSA pursuant to the standard infrastructure agreement governing the WWTP and shall contain a right-of-reverter in the Applicant should the WWTP Site not be constructed as a wastewater treatment facility and drainfield within ten (10) years of the transfer to the FCWSA.

6. CREATION OF OWNERS' ASSOCIATION AND COMMUNITY PARK

6.1. Homeowners' Association.

- 6.1.1. 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 such neighborhoods association owned 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.

- 6.1.2. 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); (iv) all storm-water management facilities and (v) all landscaping in common areas and open spaces, all as located on the Association's Property.

6.2. Commercial Property Owners Association.

- 6.2.1. At the option of the Applicant, the Mixed Use Area shall be made subject to one or more property owners' association, the "POA", instead of the homeowners' association, that shall be responsible for the ownership, maintenance and repair of all Association owned 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.
- 6.2.2. 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 Mixed Use 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; (v) all stormwater management facilities located in or serving the Mixed Use Area and (vi) 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.

7. EXTENSION OF RETAIL STREET- ADDITIONAL LAND

- 7.1. Acquisition. The Applicant shall make commercially reasonable efforts to acquire additional land adjacent to the Property and more thoroughly described in EXHIBIT "B" attached hereto, the "Additional Land". If the Applicant is able to

place the Additional Land under contract or has acquired title thereto, within twelve (12) months of the Approval Date, the Applicant shall file the appropriate applications to rezone the Additional Land to Planned Residential District Overlay District, and shall subject the Additional Land to the design restrictions and development requirements of the Code of Development.

- 7.2. Retail Street. Upon successful rezoning of the Additional Land, Applicant shall, as part of its development of the Property, extend the retail street across the Additional Land from the Property to Route 28, as demonstrated in EXHIBIT "B".
- 7.3. Density. Any residential density associated with the Additional Land may be constructed on the Additional Land or may be used to satisfy the requirement herein to retire other residential density under Paragraph 9 of these proffers.
- 7.4. Rezoning Amendment. Applicant shall file such applications within twelve (12) months of the Approval Date, if the Applicant is successfully contracts to purchase the Additional Land.

8. TRANSPORTATION

- 8.1 Route 28 Project Entrance. The Applicant shall construct left turn lane from northbound Route 28 into the Property; and (ii) one (1) dedicated right turn lane from southbound Route 28 into the Property; all of which shall be constructed simultaneously and in conjunction with the roads located on the Property connecting areas of development to the Project Entrance and shall be completed prior to issuance of a certificate of occupancy for the 1st residential dwelling unit and/or non-residential occupancy permit for the first commercial square footage whichever shall occur first.
- 8.2 Route 28/Dumfries Road/Elk Run Road. The Applicant shall construct, at Applicant's expense (i) one (1) dedicated eastbound left turn lane from Old Dumfries Road, Route 667, onto northbound Catlett Road, Route 28; (ii) one (1) dedicated westbound left turn lane from Elk Run Road, Route 806, onto southbound Catlett Road, Route 28; (iii) one (1) dedicated northbound right turn lane from Catlett Road, Route 28, onto Elk Run Road, Route 806; (iv) one (1) dedicated eastbound right turn lane from Old Dumfries Road, Route 667, onto southbound Catlett Road, Route 28; (v) one (1) dedicated westbound right turn lane from Elk Run Road, Route 806, onto northbound Catlett Road, Route 28; and (vi) an extension of the southbound right-turn lane on Catlett Road, Road 28, to provide a total of seven hundred (700) feet of storage, plus one hundred (100) feet of taper; all six of which shall be constructed simultaneously as generally shown on EXHIBIT "C" to these proffers and shall be completed prior to the issuance of a certificate of occupancy for the 75th residential dwelling unit or the 20,000th commercial square footage on the Property, whichever shall occur first.

- 8.3 New Traffic Signal Warrant Analysis. Unless provided for by others, the Applicant shall conduct a traffic signal warrant analysis for the Catlett Road (Route 28)/Old Catlett Road (Route 818) Project Entrance intersection. Said signal warrant analysis must be submitted to VDOT for review prior to approval of the issuance of the Certificate of Occupancy for the 75th residential dwelling, and will consider the build out of the Property. If VDOT determines a signal is warranted at the location, then the Applicant shall design, equip and install said traffic signal upon VDOT's approval of the warrant, but in no event later than the issuance of the Certificate of Occupancy for the 135th residential dwelling. In the event, VDOT does not approve the installation of a signal at this location, then the Applicant's obligation to said signal is deemed null and void.
- 8.4 Route 28 Signal Upgrade. Coincident with the completion of those improvements in Paragraph 8.2 above, the Applicant shall either install a new traffic signal on Route 28 at its intersection with Old Dumfries Road/Elk Run Road, or at VDOT's option, modify the existing traffic signal, either to include provisions for expansion of such signal, to include emergency vehicle preemption (i.e., Opticom) capabilities and to accommodate the proffered improvements listed in Paragraph 8.2. The signal modifications shall be designed so as not to preclude any future widening of Route 28 by others. Upon VDOT's written request, the Applicant shall include emergency vehicle preemption technology in the design of any other traffic signal proffered by Applicant herein whenever such traffic signal is designed and/or installed.
- 8.5. Dumfries Road Entrance. The Applicant shall construct at Applicant's expense (i) one (1) dedicated left turn lane from westbound Old Dumfries Road, Route 667, into the Property at Catlett School Road Extended; (ii) one (1) dedicated right turn lane from eastbound Old Dumfries Road, into the Property at Catlett School Road Extended; and, (iii) the associated improvement to Old Dumfries Road more thoroughly described on Sheet 27 of the CDP; all of which shall be constructed simultaneously with the construction of Catlett School Road Extended and shall be completed prior to the issuance of the certificate of occupancy for the 75th residential dwelling unit or the 7,500th commercial square footage on the property, whichever shall occur first.
- 8.6 Exhibit. Each of the improvements proffered in proffers 8.1 thru 8.5, both inclusive, are illustrated and labeled in EXHIBIT "C" or the CDP. For the purposes of this proffer, all improvements shall be subject to VDOT approval. All improvements set forth in text above are further set out graphically in the CDP or EXHIBIT "C" hereto. In the event of a discrepancy between text and graphics, the graphics shall control.
- 8.7 Alternative Road Improvements. The County's transportation consultant has developed a revised transportation plan that eliminates two right turn lanes at the signalized intersection of Route 28 and Old Dumfries Road, reconfigures another

right turn lane and utilizes Catlett School Road as a one lane, one-way paved in place alternative and places one lane roundabouts at the intersections (a) Old Dumfries Road and Catlett School Road (b) Route 28 and Old Catlett Road, all is more thoroughly described EXHIBIT "D". The Applicant shall, if the County is successful in obtaining VDOT approval for the alternative transportation improvements described in EXHIBIT "D", construct the approved alternative improvements together with sidewalks on the Property on the north side of 28 where the Property abuts Route 28; provided, however, that Applicant's obligation to construct the alternative transportation improvements described herein shall not exceed the estimated costs of the VDOT approved transportation package previously approved by VDOT and estimated at ONE MILLION SEVEN HUNDRED TEN THOUSAND DOLLARS (\$1,710,000.00). Should the costs exceed such sum, the Applicant and the County will enter into negotiations to permit the County to fund the remainder or to permit the Applicant to construct the original VDOT approved transportation improvements contained in paragraphs 8.1 through 8.6. Should the Applicant and the County fail to reach an agreement on transportation improvements prior to the latter of the date that is three (3) years after the Approval Date or the date of the Applicant's filing of its first Code of Development Site Plan, the Applicant shall construct the VDOT approved improvements illustrated on EXHIBIT "C".

- 8.8 Right of Way. In the event that off-site right-of-way not controlled by the Applicant, the County, or VDOT, is necessary for the construction of any of the public improvements proffered by Applicant, and illustrated on EXHIBIT "C" or EXHIBIT "D", Applicant shall make a good faith effort (including a bona fide offer of payment of the appraised fair market value of the necessary property, as determined by an appraiser licensed in Virginia, and approved by the County Attorney) to acquire such right-of-way at Applicant's expense, or to cause 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 to be donated.
- 8.9 Delay. In the event that the Applicant does not secure any necessary right-of-way to construct any of the improvements proffered in Sections 8-1 through 8-5 of these proffers within three (3) months after the Applicant's written notification to the Zoning Administrator of difficulties in obtaining such right-of-way, the Applicant may bond the estimated costs of constructing each improvement for which such right-of-way are is available. The bond may be in the form of cash, bank letter of credit or corporate surety bond and shall be for a duration reasonably acceptable to the Zoning Administrator and consistent with the extension of time granted with Section 8.10 of these Proffers.
- 8.10 Zoning Administrator Extensions and Releases. Upon demonstration by the Applicant that, despite its diligent efforts, the construction of a transportation improvement has been unreasonably delayed by others, or by circumstances beyond

the Applicant's control, the Zoning Administrator shall extend the due date for the completion of each such improvement required hereunder until adequate right-of-way can be acquired. Extensions shall be no greater than two (2) years. The Applicant shall have the right at the end of such extension period to pay to the County the then estimated construction costs of the delayed transportation improvement and upon such payment shall be released from its proffered obligation to construct the delayed improvement.

- 8.11 Severability. After any such extension, any portion of the Property may be subject of a Proffer Amendment, special use permit or development plan amendment without joinder or consent of the owners of other portions of the Property, provided that such applications do not materially affect the other phases, or previously approved zoning applications.
- 8.12 Road Orientations. For purposes of these transportation related proffers, it is assumed that Catlett Road ("Route 28") is oriented in a north-south direction. Further, all side-streets intersecting Catlett Road (Route 28) are therefore oriented east-west. For roadway intersections, which do not include Catlett Road (Route 28), road orientations are determined based on the directions in which the roads are oriented at the specific intersection. For example, Old Dumfries Road (Route 667) is oriented north-south at the intersection with Catlett School Road (Route 665) and the proposed site access; conversely, it is oriented in an east-west direction at its intersection with Catlett Road (Route 28) since Catlett Road is considered a north-south roadway for its entire length.

9. EXTINGUISHMENT OF OTHER RESIDENTIAL DEVELOPMENT RIGHTS

Prior to the approval of the first Code of Development Site Plan Applicant shall acquire and extinguish forty (40) residential development rights, by acquiring the Additional Land and extinguishing any residential density associated therewith, or by acquiring additional property in the Catlett area and extinguishing any residential density associated therewith, or by otherwise extinguishing existing residential development rights pursuant to Fauquier County's Farmland Preservation Program/ Purchase of Development Rights program, or by such other lawful means as may be approved by the County Attorney.

10. ARCHEOLOGICAL STUDIES

Applicant will perform an archeological study of any area of the Property (i) which is the subject of land disturbance during the course of development and (ii) which contains evidence of Civil War burials. The Applicant shall preserve any areas indicating burials established by such studies as part of the development of the Property.

CATLETT FARM, LLC, a Virginia limited liability company

By: Monday Property Services, LLC, its authorized agent

By: _____

Name: Timothy Helmig

Its: Executive Vice President

LIST of ATTACHMENTS to the Village of Catlett Proffers

REZN10-CR-002

Exhibit "A" Deed of Trust

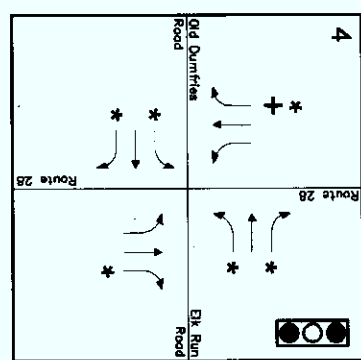
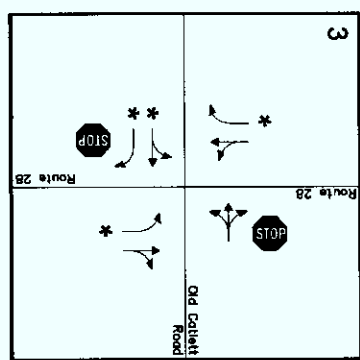
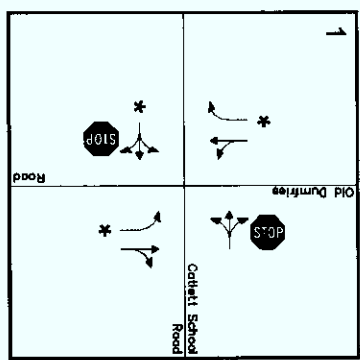
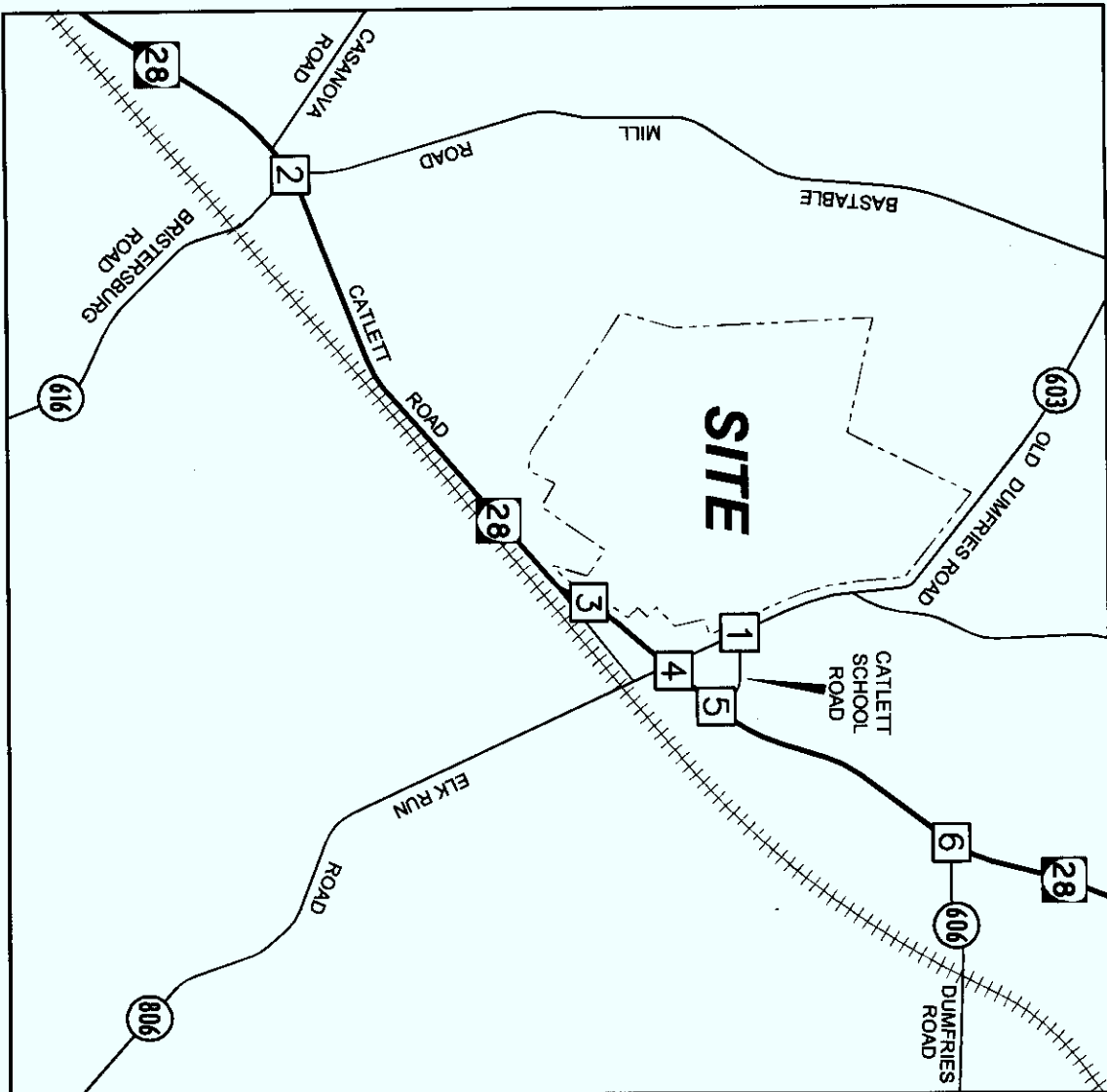
Exhibit "B" Additional Land

Exhibit "C" Proffered Road Improvements

Exhibit "D" Alternative Road Improvements

Exhibit "A"

Deed of Trust



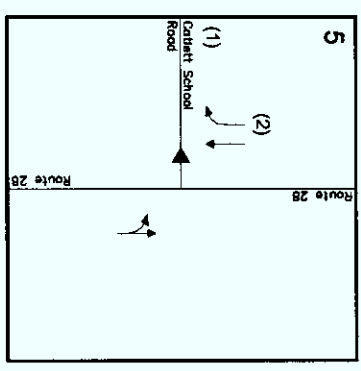
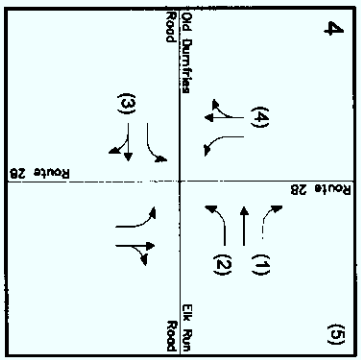
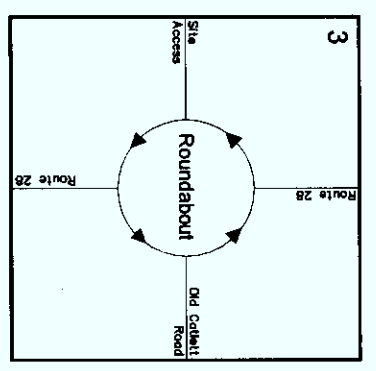
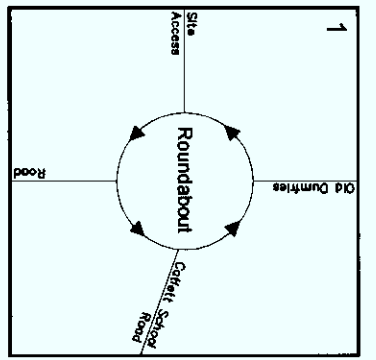
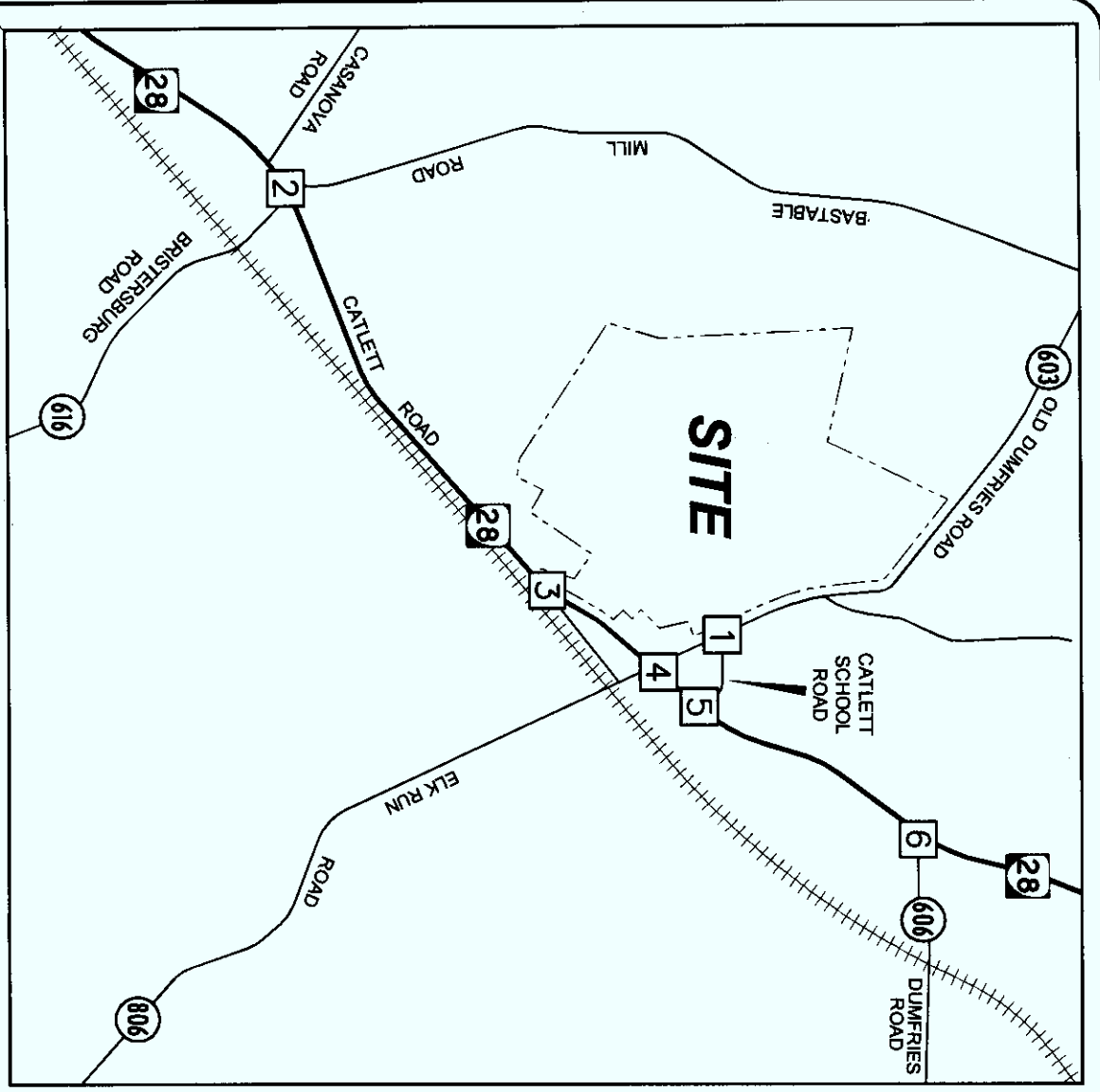
- * Preferred Roadway Improvement by Applicant
- + Extend Turn Lane
- ◀▶ Represents One Travel Lane
- ◻ Signalized Intersection
- ◻ Stop Sign



**EXHIBIT C
ROADWAY IMPROVEMENTS**

Catlett Farm
Fauquier County, Virginia





**EXHIBIT D
POTENTIAL ALTERNATIVE ROADWAY IMPROVEMENTS**

* For Review With
Table C-1 For
Details



Catlett Farm

Table D-1

Potential Alternative Roadway Improvements

<p>Intersection 1</p>	<p><u>Old Dumfries Road (Route 667)/Catlett School Road (Route 665)/Site Access -</u></p> <ul style="list-style-type: none"> * Add roundabout: <ul style="list-style-type: none"> - Inscribed circle diameter = 120-feet - Central island diameter = 72-feet - Truck apron (mountable) = 10-feet - Circulatory Roadway (one lane) = 14-feet * Circle entries and exits = one lane * Splitter islands with pedestrian crossing accommodations * Catlett School Road has entry to circle only; no exit to Catlett School Road (one-way) * Old Dumfries Road is shifted west to accommodate roundabout on Applicant's property
<p>Intersection 3</p>	<p><u>Catlett Road (Route 28)/Old Catlett Road (Route 818)/Site Access -</u></p> <ul style="list-style-type: none"> * Add roundabout: <ul style="list-style-type: none"> - Inscribed circle diameter = 120-feet - Central island diameter = 72-feet - Truck apron (mountable) = 10-feet - Circulatory Roadway (one lane) = 14-feet * Circle entries and exits = one lane * Splitter islands with pedestrian crossing accommodations
<p>Intersection 4</p>	<p><u>Catlett Road (Route 28)/Old Dumfries Road (Route 667)/Elk Run Road (Route 806) -</u></p> <ol style="list-style-type: none"> (1) Add channelized westbound right turn lane, with 'YIELD' on Elk Run Road at Route 28. (150-foot taper; 150-foot storage) (2) Add westbound left turn lane on Elk Run Road at Route 28. (100-foot taper; 190-foot storage) (3) Add eastbound left turn lane on Old Dumfries Road at Route 28. (150-foot taper; 150-foot storage) (4) Remove southbound right turn lane on Route 28 at Old Dumfries Road. (5) Construct new traffic signal, if needed
<p>Intersection 5</p>	<p><u>Catlett Road (Route 28)/Catlett School Road (Route 665) -</u></p> <ol style="list-style-type: none"> (1) Improve (pave-in-place) Catlett School Road to 12-foot minimum section between Route 28 and Old Dumfries Road; operate as one-way from Route 28 to Old Dumfries Road. (2) Add southbound right turn lane on Route 28 at Catlett School Road. (100-foot taper; 200-foot storage)

Notes:

- (1) All traffic control devices (signing and markings), as necessary, per the MUTCD and VDOT standards.