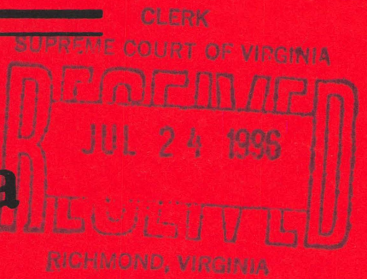


253 Va 59

IN THE
Supreme Court of Virginia
AT RICHMOND



RECORD NOS. 960508 AND 960471

**BOARD OF COUNTY SUPERVISORS
OF PRINCE WILLIAM COUNTY, VIRGINIA,**

Appellant/Cross-Appellee,

v.

OMNI HOMES, INC.,

Appellee/Cross-Appellant.

**JOINT APPENDIX
VOLUME SEVEN**



**Sharon E. Pandak
Stephen A. MacIsaac
Gifford R. Hampshire
COUNTY OF PRINCE WILLIAM
1 County Complex Court
Prince William, VA 22192-9201
(703) 792-6620**

**Mark A. Moorstein
James A. Yergin
LAW OFFICES OF MARK
A. MOORSTEIN, P.C.
10500 Battleview Parkway
Suite 210
Manassas, Virginia 22110
(703) 361-6500**

*Counsel for Appellant/
Cross-Appellee*

*Counsel for Appellee/
Cross-Appellant*

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Carrover & associates

surveyors-engineers

***** TELECOPY *****

TO: BILL MYERS

FIRM: MERRILL LYNCH

TELECOPIER #: 361 0198

FROM: ANNE W.

PHONE: (703) 368-8001

FAX (703) 368-9950

DATE: 8-18

RE: DOVES OVERLOOK

OUR FILE NUMBER: _____

NUMBER OF PAGES INCLUDING THIS COVER SHEET: 2

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Manassas, VA 22110
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2254

500 Musselman Road
Falmouth, VA 22401
703-371-0268



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6830 Metro 631-1703

R-
8/16/89
alla
PLANNING
OFFICE

8/10/89
RC Harrows + AS

August 14, 1989

TO: Cas Chasten, Planner II, DDA
FROM: Donna Eaton, Planner I. Zoning *DE*
RE: SD88-12P, Doves Overlook

(5th submission)

ZONING

R-10, Suburban Residential

ZONING AUTHORIZATION

Denied

COMMENTS

Please be advise that this office is unable to approved this plan until the issues involved with Doves Overlook has been resolved.

1. Doves Landing (SD90-02P) shows a future connection to this site.
2. Will there be a future connection to Park River Drive? If so, then Park River Drive should extended to this site.

If you have any questions, please call.

2453

RECEIVED
AUG 14 1989

DEPARTMENT OF DEVELOPMENT
ADMINISTRATION



Carrover & associates

surveyors-engineers

***** TELECOPY *****

TO: BILL MYERS

FIRM: MERRILL LYNCH

TELECOPIER #: 361 0198

FROM: ANNE W.

PHONE: (703) 368-8001

FAX (703) 368-9950

DATE: 8-18

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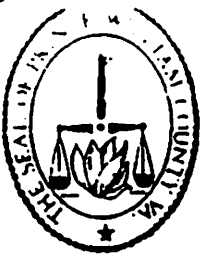
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COUNT. OF PRINCE WILLIAM

1 County Complex Court Prince William, Virginia 22102-9204
(703) 335-0630 Metro 634-1700

11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100. 101. 102. 103. 104. 105. 106. 107. 108. 109. 110. 111. 112. 113. 114. 115. 116. 117. 118. 119. 120. 121. 122. 123. 124. 125. 126. 127. 128. 129. 130. 131. 132. 133. 134. 135. 136. 137. 138. 139. 140. 141. 142. 143. 144. 145. 146. 147. 148. 149. 150. 151. 152. 153. 154. 155. 156. 157. 158. 159. 160. 161. 162. 163. 164. 165. 166. 167. 168. 169. 170. 171. 172. 173. 174. 175. 176. 177. 178. 179. 180. 181. 182. 183. 184. 185. 186. 187. 188. 189. 190. 191. 192. 193. 194. 195. 196. 197. 198. 199. 200. 201. 202. 203. 204. 205. 206. 207. 208. 209. 210. 211. 212. 213. 214. 215. 216. 217. 218. 219. 220. 221. 222. 223. 224. 225. 226. 227. 228. 229. 230. 231. 232. 233. 234. 235. 236. 237. 238. 239. 240. 241. 242. 243. 244. 245. 246. 247. 248. 249. 250. 251. 252. 253. 254. 255. 256. 257. 258. 259. 260. 261. 262. 263. 264. 265. 266. 267. 268. 269. 270. 271. 272. 273. 274. 275. 276. 277. 278. 279. 280. 281. 282. 283. 284. 285. 286. 287. 288. 289. 290. 291. 292. 293. 294. 295. 296. 297. 298. 299. 300. 301. 302. 303. 304. 305. 306. 307. 308. 309. 310. 311. 312. 313. 314. 315. 316. 317. 318. 319. 320. 321. 322. 323. 324. 325. 326. 327. 328. 329. 330. 331. 332. 333. 334. 335. 336. 337. 338. 339. 340. 341. 342. 343. 344. 345. 346. 347. 348. 349. 350. 351. 352. 353. 354. 355. 356. 357. 358. 359. 360. 361. 362. 363. 364. 365. 366. 367. 368. 369. 370. 371. 372. 373. 374. 375. 376. 377. 378. 379. 380. 381. 382. 383. 384. 385. 386. 387. 388. 389. 390. 391. 392. 393. 394. 395. 396. 397. 398. 399. 400. 401. 402. 403. 404. 405. 406. 407. 408. 409. 410. 411. 412. 413. 414. 415. 416. 417. 418. 419. 420. 421. 422. 423. 424. 425. 426. 427. 428. 429. 430. 431. 432. 433. 434. 435. 436. 437. 438. 439. 440. 441. 442. 443. 444. 445. 446. 447. 448. 449. 450. 451. 452. 453. 454. 455. 456. 457. 458. 459. 460. 461. 462. 463. 464. 465. 466. 467. 468. 469. 470. 471. 472. 473. 474. 475. 476. 477. 478. 479. 480. 481. 482. 483. 484. 485. 486. 487. 488. 489. 490. 491. 492. 493. 494. 495. 496. 497. 498. 499. 500. 501. 502. 503. 504. 505. 506. 507. 508. 509. 510. 511. 512. 513. 514. 515. 516. 517. 518. 519. 520. 521. 522. 523. 524. 525. 526. 527. 528. 529. 530. 531. 532. 533. 534. 535. 536. 537. 538. 539. 540. 541. 542. 543. 544. 545. 546. 547. 548. 549. 550. 551. 552. 553. 554. 555. 556. 557. 558. 559. 560. 561. 562. 563. 564. 565. 566. 567. 568. 569. 570. 571. 572. 573. 574. 575. 576. 577. 578. 579. 580. 581. 582. 583. 584. 585. 586. 587. 588. 589. 590. 591. 592. 593. 594. 595. 596. 597. 598. 599. 600. 601. 602. 603. 604. 605. 606. 607. 608. 609. 610. 611. 612. 613. 614. 615. 616. 617. 618. 619. 620. 621. 622. 623. 624. 625. 626. 627. 628. 629. 630. 631. 632. 633. 634. 635. 636. 637. 638. 639. 640. 641. 642. 643. 644. 645. 646. 647. 648. 649. 650. 651. 652. 653. 654. 655. 656. 657. 658. 659. 660. 661. 662. 663. 664. 665. 666. 667. 668. 669. 670. 671. 672. 673. 674. 675. 676. 677. 678. 679. 680. 681. 682. 683. 684. 685. 686. 687. 688. 689. 690. 691. 692. 693. 694. 695. 696. 697. 698. 699. 700. 701. 702. 703. 704. 705. 706. 707. 708. 709. 710. 711. 712. 713. 714. 715. 716. 717. 718. 719. 720. 721. 722. 723. 724. 725. 726. 727. 728. 729. 730. 731. 732. 733. 734. 735. 736. 737. 738. 739. 740. 741. 742. 743. 744. 745. 746. 747. 748. 749. 750. 751. 752. 753. 754. 755. 756. 757. 758. 759. 760. 761. 762. 763. 764. 765. 766. 767. 768. 769. 770. 771. 772. 773. 774. 775. 776. 777. 778. 779. 780. 781. 782. 783. 784. 785. 786. 787. 788. 789. 790. 791. 792. 793. 794. 795. 796. 797. 798. 799. 800. 801. 802. 803. 804. 805. 806. 807. 808. 809. 810. 811. 812. 813. 814. 815. 816. 817. 818. 819. 820. 821. 822. 823. 824. 825. 826. 827. 828. 829. 830. 831. 832. 833. 834. 835. 836. 837. 838. 839. 840. 841. 842. 843. 844. 845. 846.

8/16/84

August 14, 1989

TO: Cas Chasten, Planner II, DDA
FROM: Donna Eaton, Planner I. Zoning *D.E.*
RE: SD90-02P, Doves Landing

(1st submission)

ZONING

R-10, Suburban Residential

ZONING AUTHORIZATION

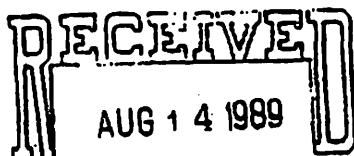
Denied

COMMENTS

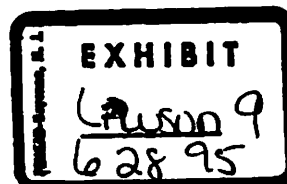
Please be advise that this office is unable to approved this plan until the issues involved with Doves Overlook has been resolved.

1. Doves Overlook does not show access to this property.
2. The propose ponds must meet all yard setback for the zoning district which it's located.
3. Minimum lots acreage must be met outisde the flood plain for those lots located within the flood plain .
4. Delineate the building restriction line on the plan.

If you have any questions, please call.



DEPARTMENT OF DEVELOPMENT
ADMINISTRATION



000077

2455



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEPARTMENT
ADMINISTRATION

Richard E. Lawson
Director

August 18, 1989

TO: Castor Chasten, Planner II
FROM: Jim G. Dingus, Engineer I *JGD*
RE: SD90-02P, Doves Landing
1ST Submission

The above-referenced plan has been reviewed by the Plan Review Branch. The following comments and/or recommendations are as follows:

GENERAL

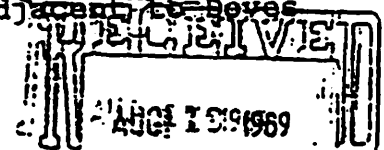
1. Show the County tracking number on the cover sheet (SD90-02P).
2. The existing road system, for Doves Overlook (SD88-12P) and this plan, does not have a safe and efficient capacity for access for the proposed subdivision of this magnitude unless they are upgraded.
3. Show the existing right-of-way and route number for Doves Lane.
4. This plan has no access to a public road, (until SD88-12P is final approved); therefore, a second access should be made on Doves Lane.
5. Applicant should dedicate the necessary right-of-way and make the improvements to Doves Lane for a second entrance to the proposed site (PWC-D&CSM 401.01 new Section 601.01).
6. Show a detail connection to proposed Smith Field Road in Doves Overlook and correct the street name of Flomingo Court to Smithfield Road.
7. There is a discrepancy with the bearing adjacent to Doves Overlook of (1°02'07") please resolve.

EXHIBIT

Lawson 11
62895

2456

72



DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

8. Show the phasing plan for development, unless the total development will accrue at one time.
9. Add the following note to the plan:
"Additional sidewalks may be required within the dedicated right-of-way, should the Board adopt a new policy."
10. A. Show the trails typical sections and maintenance note for the pedestrians trails.
B. Trails may be used in lieu of sidewalks in easements and maintained by Homeowners Association.
11. Label Category III between Pigeon and Peacock Courts.
12. Label Category II between Peacock and Gull Courts.
13. Show square feet of the well lot.
14. Show all proffers if applicable.
15. Show the use, acreage and access to all parcels and maintenance responsibility.
16. Cannot locate parcel "H" on the plan, please clarify.
17. SD88-12P, Doves Overlook and off-site water and sewer must be approved prior to this plan.
18. A 456 review may be required, check with Zoning.
19. Show all adjacent property owners and use.

STORM SEWER & SWM

1. Note the source for the 100 year approximate flood limits.
2. FEMA Study on existing conditions was made in 1979; therefore, the flood study must be updated for all lots within the 100 year flood limits on final plans. Note on this plan.
3. Flood Hazard use permits will be required on final plan. "Note".
4. Show all major storm sewers on preliminary plan.

Castor Chasten
Page 3
August 18, 1989

5. The SWM may have to be relocated on final plans.

6. BMP must be provided with final design.

If you have any questions, please advise.

JGD:dan/jgd818c1

pc: Nimet El Alaily
VDOT



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

FIRST SUMMARY LETTER

September 13, 1989

Greenhorne & O'Mara
9300 Grant Avenue
Manassas, Virginia 22110

RE: Application File #: SD90-02P
Project Name: Doves Landing

Dear Sir:

The first review of the above-referenced application has been completed.

Numerous deficiencies were noted during this review and we are unable to recommend approval at this time.

When you have addressed the deficiencies indicated by the agencies listed below, please submit to this office fourteen (14) sets of corrected plans and/or plats for further review.

Plan Review - 8/18/89

VDOT - 8/24/89

Service Authority - 8/15/89

Zoning - 8/14/89

Mapping - 8/17/89

Park Authority - 8/2/89

Soil Scientist - 8/2/89

In addition to addressing the comments from the review agencies, please include the comments from the Plan Analysis as indicated in this letter.

PLAN ANALYSIS

1. Please be advised that all lots in/out of the floodplain must meet [REDACTED]
2. Show and delineate on the plan the [REDACTED] for all the lots within the floodplain, i.e. lot area.
3. Identify and label the stream running through the site.

Greenhorne & O'Mara
Re: SD90-02P, Doves Landing
September 13, 1989
Page 2

4. Lot 90 looks like an unbuildable lot because of the ~~lot~~
~~lot~~. Provide more information and revise accordingly.
5. In accordance to Prince William County Design and Construction Standards Manual, Section 705.03 "Stormwater Management Facilities shall be set back at least 50 feet from any structure containing a dwelling unit.....", ~~show set-back~~
Also ~~show set-back~~ for Stormwater Management Facilities.
(Prince William County Design & Construction Standards Manual, Section 705.05)
6. Provide more information on Lot A and show Lot H.
7. Reproduce on any plan sheet, an ~~agreement for the relocation of~~
~~the existing power line~~. Also, ~~identify the utility company~~.

Plans and plats reviewed under the normal processing procedure must be resubmitted by TUESDAY, NOVEMBER 14, 1989.

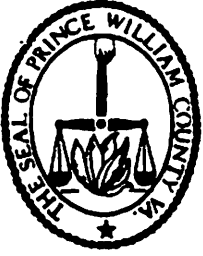
If you have any further questions concerning the status of your application, please refer to the Department of Development Administration plans status computer printout for progress. Otherwise, please call 335-6980 between 9:00 A.M. and 1:00 P.M. for information.

Very truly yours, 

Ekpenyong Edim, Planner I
Plan Analysis

EE:mlh/S913C

pc: Omni Development, Inc.
1601 Carlin Lane
McLean, Virginia 22101



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

August 18, 1989

G. O'Connor
8/18/89

CAA
R

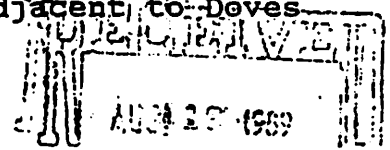
8-18-89

TO: Castor Chasten, Planner II
FROM: Jim G. Dingus, Engineer I
RE: SD90-02P, Doves Landing
1ST Submission

The above-referenced plan has been reviewed by the Plan Review Branch. The following comments and/or recommendations are as follows:

GENERAL

1. Show the County tracking number on the cover sheet (SD90-02P).
2. The existing road system, for Doves Overlook (SD88-12P) and this plan, ~~does not have a safe and efficient capacity for~~ access for the proposed subdivision of this magnitude ~~and~~.
3. Show the existing right-of-way and route number for Doves Lane.
4. This plan has no access to a public road, (until SD88-12P is final approved); therefore, ~~access should be made on Doves Lane.~~
5. Applicant should ~~provide~~ the necessary ~~right-of-way~~ and make the ~~improvements~~ to ~~Doves Lane~~ for a ~~second~~ entrance to the proposed site (PWC-D&CSM 401.01 new Section 601.01).
6. Show a ~~clear~~ connection to proposed Smith Field Road in Doves Overlook and correct the street name of Flomingo Court to Smithfield Road.
7. There is a discrepancy with the bearing adjacent to Doves Overlook of ~~41° 01' 00" N 100° 00' 00" E~~ resolve.



8. Show the phasing plan for development, unless the total development will accrue at one time.
9. Add the following note to the plan:
"Additional sidewalks may be required within the dedicated right-of-way, should the Board adopt a new policy."
10. A. Show the trails typical sections and maintenance note for the pedestrians trails.
B. Trails may be used in lieu of sidewalks in easements and maintained by Homeowners Association.
11. Label Category III between Pigeon and Peacock Courts.
12. Label Category II between Peacock and Gull Courts.
13. Show square feet of the well lot.
14. Show all proffers if applicable.
15. Show the use, acreage and access to all parcels and maintenance responsibility.
16. Cannot locate parcel "H" on the plan, please clarify.
17. SD88-12P, Doves Overlook and off-site water and sewer must be approved prior to this plan.
18. A 456 review may be required, check with Zoning.
19. Show all adjacent property owners and use.

STORM SEWER & SWM

1. Note the source for the 100 year approximate flood limits.
2. FEMA Study on existing conditions was made in 1979; therefore, the flood study must be updated for all lots within the 100 year flood limits on final plans. Note on this plan.
3. ~~Flood hazard map will be required on final plan.~~
"Note".
4. Show all major storm sewers on preliminary plan.

000710

Castor Chasten
Page 3
August 18, 1989

5. The SWM may have to be relocated on final plans.
6. BMP must be provided with final design.

If you have any questions, please advise.

JGD:dan/jgd818c1

pc: Nimet El Alaily
VDOT



COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION
10777 MAIN STREET
FAIRFAX, 22030

RAY D. PETHEL
COMMISSIONER

CLAUDE D. GARVER, JR.
DISTRICT ENGINEER

TO: CAS CHASTEN
DEVELOPMENT ADMINISTRATION
PRINCE WILLIAM COUNTY
1 COUNTY COMPLEX COURT
PRINCE WILLIAM, VIRGINIA 22193

FROM: VIRGINIA DEPARTMENT OF TRANSPORTATION
SITE PLAN REVIEW
NORTHERN VIRGINIA DISTRICT OFFICE
10777 MAIN STREET
SUITE 111
FAIRFAX, VIRGINIA 22030

SUBJECT: SITE PLAN # SD90-02P

SUBDIVISION # _____

NAME OF DEVELOPMENT DOVES LANDING

DATE TRANSMITTED: AUGUST 23, 1989

WE HAVE COMPLETED OUR REVIEW OF THE ABOVE REFERENCED PLAN AND OFFER THE FOLLOWING COMMENTS AND RECOMMENDATIONS.

- 1) AN ADDITIONAL PLAN SHEET OR SHEETS SHOULD BE PROVIDED TO ILLUSTRATE THE CONNECTING ROAD OR ROADS WHICH CONNECT THIS SITE TO EXISTING PUBLIC ROADS.
- 2) ON FINAL SITE PLANS PEREGRINE WAY SHOULD BE DESIGNED AS A SUPERELEVATED ROAD IN ACCORDANCE WITH VDOT'S TC-4 STDS.
- 3) VDOT RECOMMENDS THAT THE SETBACK FROM THE PUBLIC ROAD (PEREGRINE WAY) BE INCREASED FOR STORMWATER MGMT. PONDS.
- 4) APPROVAL SHOULD BE CONTINGENT UPON AN ADEQUATE ROAD NETWORK CONNECTING TO EXISTING ROADS.

CC: MS. P. KANODE

(ATTN: MR. HARRY GLENN)

DONNA EATON - PWC



AUG 14 1989

DEPARTMENT OF DEVELOPMENT
TRANSPORTATION FOR THE 21ST CENTURY

2164

PG 1 of 2

Page 2 of 2

Date AUGUST 23, 1989

Development Name DOVES LANDING

5) MULTIPLE AND/OR VARIABLE PAVEMENT DESIGN IS UNDESIRABLE
ON A CONTINUOUS STREET. THEREFORE REDESIGN
PEREGRINE WAY TO ACHIEVE CONTINUITY OF DESIGN
THROUGHOUT, AND AVOID THE CHANGES FROM
CATEGORY I TO CATEGORY III TO CATEGORY II TO CATEGORY I.

6) AS THE NEAREST SCHOOL IS 5.1 MILES AWAY, WHO WILL
BE RESPONSIBLE FOR MAINTENANCE OF SIDEWALKS CONSTRUCTED
WITH THIS DEVELOPMENT. PROVIDE A NOTE ON
THE PLANS DENOTING RESPONSIBILITY.

Department of Engineering
& Wastewater

John W. Groschan, Director

Prince
William
County

Service Authority



4 County Complex Court • Prince William, Virginia 22192 • Telephone (703) 335-7900

August 15, 1989

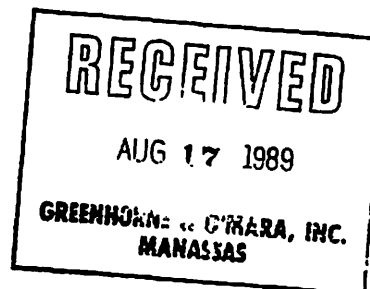
Greenhorn & O'Mara
8/16/89

MEMORANDUM

TO: Debbie Kearnes
Planner II

FROM: Rick Visger *RDV*
Engineer II

RE: SD90-2P, Doves Landing



I have reviewed the referenced plan and have noted the following as requiring revision to the plan prior to approval:

1. The owner of this site will coordinate with the owner of the adjacent Doves Overlook site to ~~provide a centrally located sewage pump station.~~ (This pump station will be designed to serve the zoned property in this area.) ✓
2. The following items must be noted on the preliminary plan and these issues must be resolved prior to the approval of the final plans.
 - a) the waste water pump station for this project proposes to tie into the Service Authority's ~~Cockrell Branch Interceptor.~~ The Cockrell Branch Interceptor was not designed to receive flows from this area. Therefore, the ~~engineer~~ designing this site ~~must determine how much additional capacity is required~~ for this development and ~~the developer~~ must provide funds to ~~make this capacity available.~~ Any connections to the Cockrell Branch system will be designed in such a manner so that it conforms with the planning to serve the Cabin Branch drainage shed.
 - b) The planning for the ~~Manassas Southside water system~~ does not include capacity for the ~~Doves Overlook area.~~ The additional demand generated by Doves Overlook may require additional storage and other water system improvements to be built into the Manassas Southside system. ~~The developer will be responsible for~~ ✓

TO: Debbie Kearnes
Planner II
FROM: Rick Visger
Engineer II
RE: SD90-2P, Doves Landing

~~providing any additional facilities or pipe line capacity which are necessitated by the development of~~
~~overlook.~~

- c. This development will dedicate well lots to the Service Authority as part of the final design review and approval. The well lots must meet all Service Authority and Virginia Department of Health Criteria. The number and location of the well lots will be determined during final plan review.

RDV/jkw

cc: John W. Sloper
John W. Groschan
John T. Bailey



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6830 Metro 631-1703

PLANNING
OFFICE

8/16/89
dhr
Greenhouse & Co.
8/16/89

August 14, 1989

TO: Cas Chasten, Planner II, DDA
FROM: Donna Eaton, Planner I. Zoning *D.E.*
RE: SD90-02P, Doves Landing

(1st submission)

ZONING

R-10, Suburban Residential

ZONING AUTHORIZATION

Denied

COMMENTS

Please be advise that this office is unable to approved this plan until the issues involved with ~~overlook has been resolved~~

1. ~~Doves Overlook~~ does not show access to this property.
2. The propose ponds must meet all yard setback for the zoning district which it's located.
3. Minimum lots acreage must be met outisde the flood plain for those lots located within the flood plain .
4. Delineate the building restriction line on the plan.

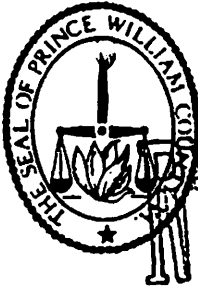
If you have any questions, please call.

RECEIVED
AUG 14 1989

DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

2168

000716



COUNTY OF PRINCE WILLIAM

4379 Ridgewood Center Drive, Suite 201

Prince William, Virginia 22192-5308

(703) 365-2240 FAX (703) 365-1703

AUG 17 1989

Charles E. McNoldy, Director
DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

OFFICE of MAPPING

Greinhorne & O'mara
8/18/89 MIF
8/18/89

Date 8/17/89

TO: Project Control Officer
Development Administration

Development Name: DOVES LAND, AK

THRU: C.E. McNoldy
Director of Mapping

FROM: Stephen T. Palmer
Certified Land Surveyor

DDA File No: SD70-002P

Preliminary Review Comments

☒ Survey data is not complete. See Additional Comments/Attached Checklist.

☐ All street name(s) are approved and are shown on plan.

☐ Provide street name(s) as indicated on plan.

☒ Street name(s) are not approved. New names must be submitted for approval.

☐ Preliminary plan must be resubmitted with corrections for approval.

☐ Preliminary plan may be approved.

☐ Comments may be reviewed for on signature set.

Final Review Comments

☐ Survey data is not complete. See Additional Comments/Attached Checklist.

☐ Addresses have been assigned. Developer must add to each lot/unit on original plat/plan, resubmit for approval.

☐ Addresses have not been assigned. See Additional Comments/Attached Checklist.

☐ Addresses have not been added to submitted plat/plan. These must be added to original and resubmitted.

☐ Addressing is not correct. Correct original plat/plan and resubmit for approval.

☐ Final plat or plan may be approved.

☐ Comments may be reviewed for on signature set.

Additional Comments

(1) PROVIDE OWNER USE E ZONE FOR ALL ADJOINING PROPERTIES.

(2) REVISE PIN 065-01-000-0073 (LEN NOTES + ~~THE~~ TITLE BLOCK)
~~EASEMENT~~ ~~POINTS~~ ~~MAY~~ ~~BE~~ ~~SUBMITTED~~ ~~FOR~~ ~~TEXT~~ ~~REVIEW~~.

~~(3)~~ LABEL DOVES LANE.

(4) CORRECT FLAMINGO CT. TO SMITHFIELD RD.



Prince William County

PARK AUTHORITY

Board Members

A. A. Brubaker Jr.
Stewart Christian
M. James Evans
Jerry Gardziel
Jim Johnson
Wayne Mallard
James O'Connor Jr.
Duane H. York

G 20
8/3/89

CA
R
8-2-89

August 2, 1989

Mr. Castor Chasten
Planner II
Department of Development Administration
1 County Complex Court
Prince William, Va 22192

Subject: SD90-02P, Doves Landing

Dear Castor:

I have reviewed the above referenced development proposal and offer the following comments:

- o The recreation obligation will be satisfied with a contribution of ~~\$13,054.70~~ made payable to the Board of County Supervisors for park purposes;
- o ~~the proposed space~~ will be owned and maintained by a ~~homeowners association~~;
- o Two trails should be paved within the 15' pedestrian access parcels ~~(parcels B, E)~~. The ~~trails~~ should be paved from Peregrine Way to the ~~100-year flood plain~~, and should be ~~wood chip~~.

Sincerely,

Tom

Tom Iurino
Planner

TI:pw

2470

RECEIVED
AUG - 2 1989

DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

000715

Park Authority Administration Complex



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

August 2, 1989

TO: Caster Chasten, Planner II
FROM: John Elder, Soil Scientist
RE: SD#90-2P Doves Landing; TM#65-1-73;
Brentsville Magisterial District;
72.2 Acres; 107 Lots

RECEIVED

AUG 2 1989

DEVELOPMENT & PLANNING
ADMINISTRATION

As per your request the following describes soil characteristics relative to development for single family residential subdivision.

Dominant upland soils of this parcel have formed partly in old alluvium and partly in residuum that weathered from sandstone of the triassic portion of the piedmont plateau. These soils have a brown to light yellowish brown loam surface layer about 10 inches thick; a yellowish brown to yellowish red silty clay loam to clay subsoil layer that ranges from about 24 to 48 inches thick; and a substratum of partially weathered bedrock. Depth to bedrock ranges from about 3 to more than 6 feet. Main problems for residential uses of these upland soils are slow internal drainage and in places high content of clay. Depth to bedrock may interfere with deeply excavated uses in a few places. Good drainage should be provided for basements and other below ground uses. Footings should be placed on firm soil materials.

The alluvial and colluvial soils are on flood plain positions and in swale areas. Flood plain soils make up about 1/3 of this parcel and are situated along Occoquan River. The colluvial soils are in swale areas and subject to seasonal wetness from runoff and seepage from higher lying area. These soils are poorly suited to homesites due to flood hazard and to seasonal wetness. It appears that lots are designed so as to permit building outside of the flood plain zone.

Lots such as 77, 78, 79, 80, 81, 82, 83, 84, 85, 90, 91 and other lots in similar landscape positions should be adequately drained to prevent wetness problems in and around house sites. These soils are poorly suited for basement due to wetness. Footings on the soils should be placed deeply on firm soil materials or on bedrock.

JE:dan/je82c1

2472

000719



November 13, 1989

Mr. Ekpenyong Edim, Planner I
Department of Development Administration
1 County Complex Court
Prince William, VA 22192-9201

RE: Application File No.: SD 90-029
Project Name: Doves Landing

Dear Sir:

Below are listed the responses to the First Summary Letter for Doves Landing.

PLAN ANALYSIS

1. The lots that include floodplain within them have a minimum of 10,000 square feet out of the floodplain.
2. The plan delineates the buildable lot area for all the lots within the floodplain.
3. The stream running through the site has been labelled as an unnamed tributary to Occoquan Creek.
4. It is planned to divert or pipe the small stream which is bisecting Lot 39, formerly Lot 90.
5. A 50' set back line is shown around the proposed storm water management ponds. Access easements to the stormwater management facilities are shown on the plan.
6. Lot A is an approximate half acre tract which is separated from the rest of the tract by the Occoquan River. The area between the two (2) tracts is illustrated on the plan when one places Parcel 1 up against the match line. As can be seen from this exercise, the two parcels are separated by water. Lot F is a 0.15 acre tract which is proposed for a pump station.
7. Past discussions with the Northern Virginia Electric Coop have indicated that the electric lines and poles can be relocated. We are in the process of reconfirming this information.

EXHIBIT

Compton 7
63095

2472

PLAN REVIEW

1. The cracking number (SD 90-029) is shown on the cover sheet.
2. The plan for Doves Overlook (SD 88-129) shows an interparcel connector and an upgraded roadway which will handle the 1,060 VPD coming from the Doves Landing subdivision.
3. The 30' prescriptive right-of-way for Doves Lane ends prior to the applicant's property. Therefore, our property does not have access to Doves Lane. The route number for Doves Lane is 550 and is shown on the plan. See detail on plan.
4. The plan will have access to a public road when Doves Overlook (SD 88-129) is approved. According to Section 601.01, single family detached dwelling unit sites shall have frontage on existing state maintained public streets or streets approved or bonded to be constructed to a standard acceptable for addition to the VDOT system. Therefore, the proposed sub-division will have access once Doves Overlook is approved and bonded. As stated in Answer 3 under the plan review section above, the 30' prescriptive right-of-way for Doves Lane ends prior to the applicant's property. Therefore, the applicant can not make a second access to Doves Lane.
5. As stated in Answer 4 above, the applicant's property does not access to Doves Lane as the prescriptive easement ends before the applicant's property begins. As stated in Answer 4 above, Section 601.01 states only that single family detached dwelling unit sites shall have frontage on existing state maintained public streets or streets approved and bonded to be constructed to state standards. The property can only be developed after Doves Overlook (SD 88-129) is approved and bonded. Section 601.01 does not require a second entrance to a state maintained road. Section 601.19 of the Design & Construction Standard Manual does require a second entrance to a state roadway, but only when the development is projected to exceed 2,150 vehicles per day. Our development is projected to generate approximately 1,060 VPD.
6. A detailed connection to proposed Smithfield Road in Doves Overlook is shown on the plan. The name of Flamingo Court has been changed to Smithfield Road.
7. The main reason why a discrepancy between Doves Overlook's bearing and the bearing shown on our plan is that different data may have been utilized for each plan. However, our survey did indicate that the common boundary between Doves Overlook and our property was a straight line and our survey did locate several iron pipes which we used to set this line.

Mr. Ekpenyong Ed.
Doves Landing
November 13, 1989
Page 3

8. At this time, it is not anticipated that this project will be built in phases.
9. The note 'additional sidewalks may be required within the dedicated right-of-way, should the Board adopt a new policy' has been added to the plan.
10. A. A typical section for the trails and a maintenance note for the pedestrian trails have been added to the plan.

3. Acknowledgement is made of the comment that trails may be used in lieu of sidewalks in easements and maintained by Homeowners Association.
11. The Label Category III has been added between Pigeon and Sienna Courts.
12. The Label Category II has been added between Sienna and Tympani Courts.
13. The square footage of the well lot is shown on the plan.
14. There were no proffers associated with this rezoning case.
15. The use, acreage and access to Parcels 'A' - 'E' are shown on the plan. The maintenance of these common areas will be the responsibility of the Homeowners's Association.
16. Parcel 'G' is the parcel designated for the pump station and is located between lots 102 and 103.
17. We understand that Doves Overlook and the off-site water and sewer must be approved either prior to or concurrently with our plan.
18. The reviewer for the County Zoning office did not indicate a 455 review would be needed in her review. Furthermore, under the Zoning Ordinance Text Amendment #88-11, Public Facilities, adopted by the Board of Supervisors on July 11, 1986, this ordinance clearly states that the submission of a site or subdivision plan 'shall constitute sufficient application for a determination as to plan conformity'.
19. All adjacent property owners and their use are shown on the plan.
2. Storm Sewer and Storm Water Management
 1. A note on the plan indicated FEMA as the source for the 100 year approximate flood limits.
 2. A note has been added to the plan that states that at the time of submittal of the final plans, the flood study will be updated for all lots within the 100 year flood limits.

Mr. Ekpenyong Edim
Doves Landing
November 13, 1989
Page 4

A. Storm Sewer and Storm Water Management (continued)

3. A note has been added indicating that flood hazard use permits will be required on final plans.
4. All major storm sewers are shown on the Preliminary Plan.
5. Stormwater management ponds are noted on plan as 'possible'.
6. BMP will be provided with final design.

VDOT

1. A detail has been provided which illustrates the road which connects this site to existing public roads.
2. Final site plans will designate Peregrine Way now called Sipes Way as a supersaturated road in accordance with VDOT's TC-4 Standards.
3. The plan now indicates the stormwater management ponds a minimum of 50' - 60' from Peregrine Way.
4. A detail on the plan shows the road network in the general area of Doves Landing.
5. As now shown on the plan, Category III has been added to the plan between Pigeon and Sienna Courts and Category II has been added between Sienna and Tympani Courts.
6. It is the applicant's understanding that the sidewalks within the public rights-of-way will be maintained by VDOT, and the walkways within the common areas will be maintained by Homeowners Association.

PRINCE WILLIAM COUNTY SERVICE AUTHORITY

1. The owner of Doves Landing will coordinate with the owner of the Doves Overlook to provide a centrally located sewage pump station which will be designed to serve their two developments.
2. The preliminary plan includes the following notes concerning issues which must be resolved prior to approval of final plans.
 - a. The status of the Service Authority's Cockrell Branch Interceptor and its capacity will be addressed by the applicant during the submission of the final plans.
 - b. The question concerning the capacity of the Manassas Southside Water System will be addressed by the applicant during the submission of the final plans.

Mr. Ekpenyong Edim
Doves Landing
November 13, 1989
Page 5

2. c. The applicant will address the dedication of well lots to the Service Authority as part of the final design review process. The number and location of the proposed well lots will be determined during final plan review.

SOIL SCIENTIST COMMENTS

The soil scientist's report provides information concerning the soil types and provides some additional advisory comments but does not ask any special questions to which we can respond.

ZONING

The zoning office indicates it is unable to approve the plan until the issues involved with Doves Overlook have been resolved. It is our understanding that Doves Overlook is going through a fourth or fifth review from the County, but the issues mentioned by the zoning reviewer are not outlined in her comments.

1. Doves Overlook is showing access to this property via Smithfield Road extended shown on the Doves Overlook plan.
2. The stormwater management ponds meet the 30' setback requirements outlined in Section 705.03 of the Design and Construction Standards Manual.
3. The minimum lot acreage of 10,000 square feet is shown outside the floodplain for those lots located partly within the floodplain.
4. A typical lot layout delineating the building restriction lines has been shown on the plan.

MAPPING

1. The owners, use, and zone for all adjoining properties are shown on the plan.
2. The tax map identification number has been changed in the title block and general notes to read as follows: 065-01-000-0073.
3. Dove Lane has been labelled in the plan.
4. Flamingo Court has been changed to Smithfield Road.
5. The geometric c/c has been shown between Parcel A and Lot 10.
6. Five (5) new names have been chosen and are shown on the plan.

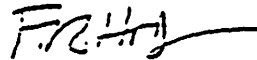
Mr. Ekpenyong Edia
Doves Landing
November 13, 1989
Page 6

PARK AUTHORITY

1. The reviewer indicates recreation obligation will be satisfied by a cash contribution.
2. The open space will be owned and maintained by a Homeowner's Association.
3. The plan indicates the two (2) trails will be paved within the 15' pedestrian access parcels (Parcels B and E) and that these trail will be paved from Peregrine Way to the Limit of the 100 year floodplain and will be wood chip within the floodplain.

Attached are fourteen (14) copies of the revised plan. Your cooperation in this matter is appreciated.

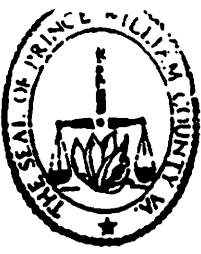
Sincerely,



F. R. Hodgson
Project Manager

FRE:ms

Enclosures



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

Page 1 of 1

Martin E. Crahan
Director

11/27/89
mf

CAS
m

11-27-89

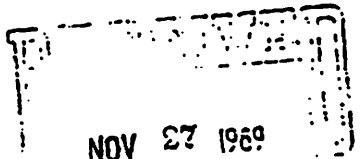
TO: Castor Chasten, Planner II.

FROM: Jim G. Dingu, Engineer II

RE: SD90-02,P; Doves Landing
2nd Review

DATE: 11/27/89

FILE:



DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

The above-referenced plan has been reviewed by the Plan Review Branch. The following comments and/or recommendations are offered:

1. Previous comment General: #2
2. This plan can not be approved until Doves Overlook (SD88-12.P) is approved.



pc: Reading File (Yellow)
Engineer (Pink)

2478

000057



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6930 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

SECOND SUMMARY LETTER

December 7, 1989

Greenhorne & O'Mara
9300 Grant Avenue
Manassas, Virginia 22110

RE: Application File #: SD90-02P
Project Name: Doves Landing

Dear Sir:

The second review of the above-referenced application has been completed.

Significant deficiencies were noted during this review and we are unable to recommend approval at this time.

Letters of comments from the reviewing agencies were mailed to you as we received them. When you have addressed the deficiencies indicated by the agencies listed below, please submit to this office thirteen (13) sets of corrected plans and/or plats for further review.

Plan Review - 11/27/89
Zoning - 11/29/89
Mapping - 12/1/89

VDOT - 11/27/89
Service Authority - 11/29/89
Park Authority - 11/22/89

In addition to addressing the comments from the review agencies, please include the comments from the Plan Analysis as indicated in this letter.

PLAN ANALYSIS

The following site development issues and/or elements must be adequately addressed, with appropriate revisions incorporated on subsequent submission.

1. Sipes Way should be designed in its entirety, as an RL-3 Category IV street, and should be designed at no less than a RL-3 Category road standard; along any segment. Also, identify and label the road design standard for Lebanon Court, Sienna Court and Fowl Court.

Greenhorne & O'Mara
RE: Doves Landing (SD90-02P)
cember 7, 1989
age 2

2. Both, the amount of area in square footage located in and out of floodplain must be referenced for each such lot.
3. If parcels A, C, D, and F are to be used as open space, who is responsible for maintenance? Note what useful purpose can these parcels serve when most are very small, located in floodplain, and no access easements provided to serve these areas? (Please address)
4. A letter of agreement regarding relocation of the Northern Virginia Electric Coop's utility-materials must be provided and reproduced on the subject plan prior to preliminary plan approval.

Project Engineer may request a meeting with specific review agency staff to discuss substantive site development issues raised, that may need greater clarification. In order to schedule this meeting, please contact Kay Ansari at 335-6980, weekdays from 8:30 a.m. to 5:00 p.m. Please note, such meetings do not circumvent requirements or formal plan submission.

Plans and plats reviewed under the normal processing procedure must be resubmitted by February 12, 1990.

In accordance with the Prince William County Fee Schedule, please remit \$200.00 for the 3rd review of your application.

If you have any further questions concerning the status of your application, please refer to the Department of Development Administration plans status computer printout for progress. Otherwise, please call 335-6980 between 9:00 A.M. and 1:00 P.M. for information.

Very truly yours,

Castor D. Chasten

Castor D. Chasten, Planner II
Plans Analysis and Special Projects

CDC:kph/S1207G

pc: Omni Development, Inc.
1601 Carlin Lane
McLean, VA 22101

ALLONGE

THIS ALLONGE dated this 23rd day of January, 1990, to be attached to and forming a part of that certain Deed of Trust Note in the original principal sum of THREE HUNDRED THOUSAND AND NO/100 Dollars (\$300,000.00) dated January 16, 1989, made by OMNI HOMES, INC., a Virginia Corporation, and payable to the order of The Business Bank.

W I T N E S S E T H

That the terms and conditions of said Note are hereby amended and modified as follows:

1. The due date of said indebtedness shall be changed from January 16, 1990 to January 1, 1991.
2. The loan amount is increased to FOUR HUNDRED SIXTY FIVE THOUSAND AND NO/100 Dollars (\$465,000.00).

All other terms, conditions and provisions of said Deed of Trust Note not herein altered and amended shall remain in full force and effect.

WITNESS the following signatures and seals.

OMNI HOMES, INC.

By: Ronald L. Walutes, President
Ronald L. Walutes, President

Ronald L. Walutes
Ronald L. Walutes

Helen F. Walutes
Helen F. Walutes

Seen and Agreed:

THE BUSINESS BANK

By: Sheri C. Van Vranken, President
Sheri C. Van Vranken,
President

STATE OF VIRGINIA
COUNTY OF FAIRFAX, TO-WIT:

The foregoing instrument was acknowledged before me this 23rd
day of January, 1990 by Ronald L. Walutes, President of Omni
Homes, Inc., Ronald L. Walutes, and Helen F. Walutes, personally.



Notary Public

My commission expires: 11-13-90

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Greenhorne & O'Mara, Inc.

9300 GRANT AVENUE • SUITE 102 • MANASSAS, VA 22110 • (703) 369-1336 (Metro 968-9040)

ENGINEERS ARCHITECTS PLANNERS SCIENTISTS SURVEYORS PHOTOGRAMMETRISTS

February 8, 1990

Mr. Castor D. Chasten, Planner II
Department of Development Administration
1 County Complex Court
Prince William, Virginia 22192-9201

RE: Application File No: SD 90-02P
Project Name: Doves Landing

Dear Mr. Chasten:

Below are listed the responses to the Second Summary letter for the above cited subdivision plan.

PLAN ANALYSIS

1. The question of the variable pavement design of Sipes Way was discussed in the first review and the DDA reviewer specifically asked that we step up several categories at their intersections with other roadways. While it is noted that VDOT has now noted that variable pavement design is undesirable on a continuous street, general note (5) of Section 650.04 of the County Design & Construction Standards Manual states that changes in typical sections, where permitted, shall occur at intersections only, and that they can only change to the next lower or higher category. We believe that changing typical sections at intersections is the general and accepted practice in Prince William County and that particularly in a subdivision this near to the Occoquan River, it makes sense to reduce the amount of impervious surfaces where appropriate. Because of this, we are continuing to indicate the variable pavement designs on Sipes Way.

2. The plan now shows the amount of area in square feet located in and out of the floodplain.

3. Parcels A, C, D, and F are shown as open space and the subdivision will include a Homeowners Association to provide the maintenance of these parcels. It should be stated that most of these parcels will remain undisturbed and not require a great deal of maintenance. The main exceptions will be the maintenance associated with the stormwater management ponds shown on parcels C & D and the paved pathways shown on parcels B & E. Only parcels A & F, the two smallest parcels, are shown without access.

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Page 2
Response to Second Summary Letter
Doves Landing

4. A letter of agreement regarding the relocation of the Northern Virginia Electric Coop's utility materials has been provided and is reproduced on the plan.

PLAN REVIEW

1. Previous General comment #2 stated that the existing road system for Doves Overlook (SD88-12P) and our plan does not have a safe and efficient capacity for access for the proposed subdivision of this magnitude unless they are upgraded. As outlined in our response to the first summary letter, the plan for Doves Overlook shows an interparcel connector and a roadway which is adequately sized for the 1050 VPD coming from the Doves Landing subdivision.

2. It is noted that the plan can not be approved until Doves Overlook is approved.

ZONING

It is noted by the applicant that the Zoning office will be unable to approve the plan until the Doves Overlook plan has been approved.

1. As stated in the response to the first summary letter, the stormwater management ponds meet the 50' setback requirements outlined in Section 705.03 of the Design and Construction Standards Manual (D & CSM). In addition, the stormwater management facilities are not located in any required buffer areas and are set back from all property lines a distance equal to and at least the minimum of the applicable required yard or setback established in the R-10 zoning district. The ten (10) foot minimum setback area is shown on the plan.

2. With respect to the need for a 456 Review for the proposed pump station, it is the applicant's understanding that Zoning text amendment #88-11 concerning the provisions of Section 15.1-456 of the State Code which was approved last July clearly states that with respect to application procedures, " submission of a site or subdivision plan shall constitute sufficient application for a determination as to plan conformity review under the provisions of this section." In addition, it is our understanding that recent litigation between the County and the proposed Doves Overlook subdivision has determined that a 456 Review was not needed.

MAPPING

1. The applicant has noted that when the final plats are submitted it will be subject to monument funding.
2. As this plan is a Preliminary plan, we would not be submitting easement plats until we submitted final plans on the project.
3. When the final plans and plats are submitted on this project, they will incorporate the Geodetic data form attached to mapping notes
4. The name Hawk Court has been changed to Waitsfield Court.
5. Sipes Way has been changed to Sipes Road.

VDOT

1. The applicant has noted the statement that VDOT will not be responsible for sidewalk maintenance based upon the VDOT Subdivision Street Requirements Manual.
2. While it is noted that VDOT finds variable pavement design undesirable on a continuous street, Section 650.04 of the D & CSM, General Note (5) states that changes in typical sections, where permitted, shall occur at intersections only, and that the typical sections can only change to the next lower or higher category. We believe that changing typical sections at intersections is the general and accepted practice in Prince William County and that for a subdivision this near to the Occoquan River, it makes sense to reduce the amount of impervious surfaces where appropriate. Because of this, we are continuing to indicate the variable pavement designs on Sipes Road. (formerly Sipes Way).
3. Comment 3 is a statement which doesn't pose any questions requiring a response from the applicant.

SERVICE AUTHORITY

1. The centrally located pump station which the Doves Landing's sewage will be pumped to is shown on the Doves Overlook Preliminary Subdivision Plan. The pump station is located in the southeast corner of the property adjacent to the Occoquan River. The Doves Landing subdivision will

Page 4

Response to Second Summary Letter
Doves Landing

utilize a force main to get its sewage to a gravity line located on the Doves Overlook site near the terminus of Plover Court and Hoot Owl Lane. This gravity line would then take the sewage to the centrally located pump station which is described above.

2. The three notes added to the plans on the last submission have been modified to conform to comment 2 and these revised notes are shown on the plan.

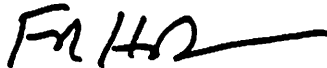
PARK AUTHORITY

1. A note has been added on the plan that a monetary contribution of \$12,942.60 (122.10 per unit) will be made to the Prince William County Park Authority.

2. As stated on the first submission of the plan, the plan indicates that two (2) trails will be paved within the 15' pedestrian access parcels (parcels B & E) and that these trails will be paved from Sipes Road to the limit of the 100 year floodplain. A typical section for the paved section of the pedestrian trail is shown on the plan. Although this section shows a 4' paved section, the applicant will make them 6' as requested by the Park Authority.

Attached are thirteen (13) sets of the corrected plans for your use. Your cooperation in this matter is appreciated.

Sincerely,



F. R. Hodgson
Senior Planner

pc: Omni Homes

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**Department of Engineering
& Wastewater**

John W. Groschan, Director



4 County Complex Court • Prince William, Virginia 22192 • Telephone (703) 335-7900

February 23, 1990

MEMORANDUM

TO: Castor Chasten, Planner I
PWC Department of Development Administration

FROM: Rick Visger *RDV*
Engineer II

RE: SD 90-02P, Doves Landing

I have reviewed the above referenced plan and have noted the following as requiring revision to the plan prior to approval:

1. As stated in the previous two reviews, there will not be a separate pump station to serve Doves Landing. The Doves Overlook and Doves Landing projects will work together to construct a single pump station that will serve both projects.

RDV/hjl



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

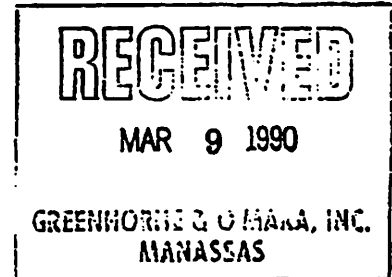
Richard E. Lawson
Director

THIRD SUMMARY LETTER

March 7, 1990

Greenhorne & O'Mara
9300 Grant Avenue
Manassas, Virginia 22110

RE: Application File #: SD90-02P
Project Name: Doves Landing



Dear Sir:

The third review of the above-referenced application has been completed.

Substantive deficiencies were noted during this review and we are unable to recommend approval at this time.

Letters of comments from the reviewing agencies were mailed to you as we received them. When you have addressed the deficiencies indicated by the agencies listed below, please submit to this office eleven (11) sets of corrected plans and/or plats for further review.

VDOT - 2/23/90

Zoning - 2/23/90

Mapping - 2/23/90

Service Authority - 2/23/90

Park Authority - 2/16/90

In addition to addressing the comments from the review agencies, please include the comments from the Plan Analysis as indicated in this letter.

PLAN ANALYSIS - The following site development concerns and/or elements must be adequately addressed with appropriate revisions incorporated.

1. Again the applicant is directed to add a note stating that "all open space as well as stormwater management facilities will be owned and maintained by an established Homeowners' Association."

Also, please be advised that before this project plan can be recommended for approval and/or scheduled for Planning Commission consideration all remaining development issues must

Greenhorne & O'Mara
Re: Doves Landing (SD90-02P)
March 7, 1990
Page 2

be satisfactorily resolved; e.g., inclusive of the 456 Review determination by the Office of Planning and Zoning.

Project Engineer may request a meeting with specific review agency staff to discuss substantive site development issues raised, that may need greater clarification. In order to schedule this meeting, please contact Kay Ansari at 335-6980, weekdays from 8:30 a.m. to 5:00 p.m. Please note, such meetings do not circumvent requirements for formal plan submission.

Plans and plats reviewed under the normal processing procedure must be resubmitted by May 7, 1990.

In accordance with the Prince William County Fee Schedule, please remit \$300.00 for the 4th review of your application.

If you have any further questions concerning the status of your application, please refer to the Department of Development Administration plans status computer printout for progress. Otherwise, please call 335-6980 between 9:00 A.M. and 1:00 P.M. for information.

Very truly yours,

Castor D. Chasten

Castor D. Chasten, Planner II
Plans Analysis and Special Projects

CDC:kph/s307c

pc: Omni Development, Inc.
1601 Carlin Lane
McLean, VA 22101



Greenhorne & O'Mara, Inc.

9300 GRANT AVENUE • SUITE 102 • MANASSAS, VA 22110 • (703) 369-1336 (Metro 968-9040)

ENGINEERS ARCHITECTS PLANNERS SCIENTISTS SURVEYORS PHOTOGRAMMETRISTS

March 26, 1990

Mr. Castor D. Chasten, Planner II
Department of Development Administration
1 County Complex Court
Prince William, Virginia 22192-9201

RE: Application File #: SD90-02P
Project Name: Doves Landing

Dear Mr. Chasten:

Below are listed our responses to the Third Summary Letter on the above referenced application, including our response to the Plan Analysis comments.

PLAN ANALYSIS

1. A note on the plan indicates that "all open space including stormwater management facilities will be owned and maintained by an established Homeowners' Association."

It is the applicant's position that the development issue concerning the need for a 456 Review for this development is in fact, not an issue. This development will be connecting into public sewer and water from the adjacent proposed Doves Overlook subdivision. As you are aware, the Preliminary Plan for this subdivision was recently approved by the Prince William County Planning Commission. In earlier reviews of the applicant's project, several agencies commented that the adjacent Doves Overlook subdivision needed to be approved prior to the applicant's project being approved. This condition has now been met. Furthermore, it is the applicant's understanding that Prince William County did not conduct a 456 Review for the Doves Overlook subdivision prior to the approval of its Preliminary Plan and would therefore question why one should be needed for this proposed subdivision.

MAPPING

1. The applicant acknowledges again the need for monument funding and Referencing VCS1983N when final subdivision plans are submitted for this subdivision.

2. The name Waitsfield has been changed to Tranquility Court.

PRINCE WILLIAM PARK AUTHORITY

1. The trails are part of the open space and as such will be owned by the Homeowners Association for the subdivision.

2490

GREENHORNE & O'MARA, INC.

Page 2

Response to Third Summary Letter
Doves Landing (SD90-02P)

2. The trail system on the Doves Overlook Preliminary Plan is in the approximate location of the 100 year flood plain elevation. Our plan does not indicate a formal trail running along the edge of the Occoquan River, however our plan does provide access from the subdivision to the Occoquan River in several locations, and it is highly probable that informal trails will be made by residents along the edge of the river. However, it should be pointed out the Doves Landing plan indicates that this land is within the lots and is not generally part of the open space.

VDOT

1. The typical section for Sipes Road between Lebanon Court and Smithfield Road is now shown as Category-II.

2. The applicant again notes VDOT's recommendation that the County place a high priority on upgrading the offsite roads in this area.

ZONING

The plan shows the proposed stormwater management ponds to have the minimum setbacks of 10' and 15' as prescribed by the R-10 Zoning district.

As outlined above in our response under the Plans Analysis Section, the need for a 456 Review of this project has not been an issue in the earlier reviews of this project. As noted earlier, the utilities (i.e. public water and sewer) for this project are coming from the adjacent proposed Doves Overlook Subdivision. As noted in earlier County reviews, the only stipulation was that the Doves Overlook subdivision be approved prior to the proposed Doves Landing subdivision. As you are aware, the Doves Overlook Preliminary plan was approved earlier this year. Further, it is our understanding that no formal 456 Review of that subdivision was undertaken by the County.

PRINCE WILLIAM COUNTY SERVICE AUTHORITY

1. The separate pump station serving Doves Landing has been eliminated. Through cooperative efforts with the developers of Doves Overlook, the Doves Landing subdivision will sewer by gravity to the proposed pump station on the proposed Doves Overlook subdivision. This eliminates the need for the Doves Landing pump station and force main shown

GREENHORNE & O'MARA. INC.

Page 3

Response to Third Summary Letter
Doves Landing (SD90-02P)

on our earlier submissions. The plans have been amended to show this new method of sewerage the subdivision.

Attached are eleven (11) sets of the revised plans for your review and approval. If you should have any questions, please don't hesitate to call me.

Sincerely,

F. R. Hodgson
Senior Planner

Attachments

April 5, 1990

TO: Cas Chasten, Planner II, DDA
FROM: Donna Eaton, Planner I, Zoning
RE: SD90-02P, Doves Landing

(4th submission)

ZONING

R-10, Suburban Residential

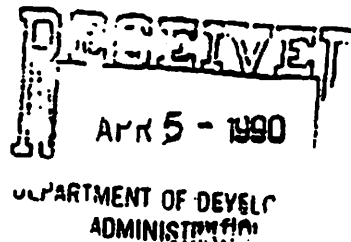
ZONING AUTHORIZATION

Subject to the following

COMMENTS

This plan can not be approved until senior planning staff has determine whether a 456 Review is required for the public utilities.

If you should have any questions regarding the 456 Review determination, please ccontact Tom Eitler, Planner III.



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COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

FOURTH SUMMARY LETTER

April 19, 1990

Greenhorne & O'Mara
9300 Grant Avenue
Manassas, Virginia 22110

Re: SD#90-02P
Doves Landing



Dear Sir:

The fourth review of the above-referenced application has been completed.

Relatively minor plan deficiencies were noted during this review. However, we are recommending that your application be approved subject to minor plan corrections. The corrections can be addressed on the plans submitted for Planning Commission consideration.

To help us readily identify the latest changes, please submit four (4) additional copies of the plans and/or plats, computations or narratives showing the changes circled in green.

These changes are identified by the comments of the review agency(ies) listed below. The comments were received by Plans Management Center during the review process. Upon receipt of these comments, photocopies were mailed to the engineer.

VDOT - 4/12/90
Mapping - 4/6/90

Zoning - 4/6/90

In addition to addressing the comments from the review agency(ies), please include the comments from the Plan Analysis as indicated in this letter.

PLAN ANALYSIS

Handwritten signature and date: 4/19/90

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9300 Grant Avenue
Manassas, Virginia 22110
April 19, 1990

The applicant is advised that the subject project plan will not be scheduled for Planning Commission consideration, until confirmation is received from the Zoning Office that a "456 Review" is not required. Once a favorable determination has been made regarding this matter, the scheduling process may move forward.

When the comments of the review agencies and the Plan Analysis have been addressed please submit to this office: an additional

nine (9) sets of the subdivision plan for Commission approval/denial.

Plans and plats reviewed under the normal processing procedure must be resubmitted by June 18, 1990.

If you have any further questions concerning the status of your application, please refer to the Department of Development Administration plans status computer printout for progress. Otherwise, please call 335-6980 between 9:00 A.M. and 1:00 P.M. for information.

Very truly yours,

Castor D. Chasten

Castor D. Chasten, Planner II
Plans Analysis and Special Projects

CDC:rr/A0419CDC

pc: Omni Development, Inc.
1601 Carlin Lane
McLean, VA 22101

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COMPTON & DULING

POTOMAC PROFESSIONAL BUILDING

14014 JEFFERSON DAVIS HIGHWAY

WOODBRIDGE, VIRGINIA 22191

(703) 484-2100

METRO: 990-9800

FAX: (703) 484-2420

METRO: 990-3546

G. LACEY COMPTON, JR.
 THOMAS D. DULING
 ROBERT L. BROWNE
 CLARY E. ROOZE
 JAY W. VON

KENNETH E. BROWN
 CAROL L. KELLEY
 DOUGLAS S. NEWCOMB
 KATHERINE M. WATERS
 JAMES W. ENGLE
 DANIEL J. KIRSCH
 RAYMOND J. GALLAGHER

ALSO ADMITTED BY DISTRICT OF COLUMBIA
 ALSO ADMITTED BY OHIO

May 3, 1990

RECEIVED

MAY 03 '90

Planning Office
 Prince William County, Va.

MANASSAS OFFICE

OLD COURTHOUSE SQUARE

9300 GRANT AVENUE

MANASSAS, VIRGINIA 22110

(703) 361-5200

METRO: 931-4860

FAX: (703) 361-5265

Mr. Sherman Patrick, Jr.
 Zoning Administrator
 Prince William County Planning Office
 One County Complex Court
 Prince William, Virginia 22192

Re: SD #90-022/Doves Landing

Dear Sherman:

Pursuant to our conversation on May 2, 1990, please find enclosed a copy of the fourth summary letter concerning the above subdivision plan. I would appreciate it if you would confirm to Cas that a 456 Review is not required of Doves Landing. It is my understanding from the engineer that this comment is pursuant to a comment made by Donna Eaton that a 456 Review may be necessary. I am sure you recognize the judicial history of this matter and will advise Cas at your earliest convenience pursuant to our discussion.

If I can provide you with further information, please contact me at your convenience.

Very truly yours,

COMPTON & DULING

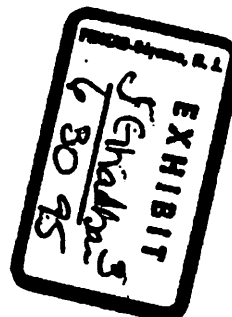
Lacey
 C. Lacey Compton, Jr.

CLCjr/rae

Enclosure

cc: Barry Ghadban

0028C



COMPTON & DULING

Attorneys at Law

14914 Jefferson Davis Highway • Woodbridge, Virginia 22191 • (703) 494-2100

M E M O - L E T T E R

Mr. James Ghadban

DATE May 10, 1990

Omni Homes, Inc.

SUBJECT Doves Lane Associates

P.O. Box 338

McLean, Virginia 22101

Dear Mr. Ghadban:

Enclosed please find two copies of both the Agreement between Omni Homes, Inc. and Doves Lane Associates and the Memorandum of Agreement. Please provide a copy to Harry. After your review, please call Geary with any comments.

Sincerely,

Kim Kestner

Secretary to Geary Rogers

Encl.

000764

COMPTON & DULING

Attorneys at Law

14914 Jefferson Davis Highway • Woodbridge, Virginia 22191 • (703) 494-2100

MEMO - LETTER

TO Mr. James Ghadban

DATE May 10, 1990

Omni Homes, Inc.

SUBJECT Doves Lane Associates

P.O. Box 338

McLean, Virginia 22101

Dear Mr. Ghadban:

Enclosed please find two copies of both the Agreement between Omni Homes, Inc. and Doves Lane Associates and the Memorandum of Agreement. Please provide a copy to Harry. After your review, please call Geary with any comments.

Sincerely,

Kim Kestner

Secretary to Geary Rogers

Encl.

2198

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AGREEMENT

THIS AGREEMENT ("Agreement") is made as of the ____ day of _____, 1989 by and between OMNI HOMES, INC., a Virginia corporation ("Omni"), and DOVES LANE ASSOCIATES, a Virginia _____ ("Associates").

Recitals:

A. Omni is the owner of that certain parcel of land located in the Brentsville Magisterial District of Prince William County, Virginia, containing 72.68 acres of land, known as Prince William County Tax Map Parcel #065-01-000-0073, which is the subject of Prince William County Preliminary Plan #SD90-02P entitled "Dove's Landing" (the "Project").

B. Associates is the owner of that certain parcel of land located in the Brentsville Magisterial District of Prince William County, Virginia, containing ____ acres of land, known as Prince William County Tax Map Parcel # _____ (the "Associates Property").

C. In order to develop and construct homes on the Project, it is necessary that certain infrastructure facilities be constructed on the Associates Property, all of which facilities are depicted on the plat dated _____, prepared by Greenhorne & O'Mara, attached hereto as Exhibit "A" (the "Plat"), and are described as follows:

(1) _____ MGD sewerage pump station at the location depicted on the Plat ("Pump Station").

(2) Gravity flow sewer trunk line from the boundary of the Project through the Associates Property to the Pump Station in the location depicted upon the Plat ("Gravity Line").

(3) Force main and gravity trunk line from Pump Station to _____ as depicted on the Plat ("Off-site Sewer").

(4) _____-inch (____") water main from the boundary of the Project through the Associates Property to _____ as depicted on the Plat (the "Water Line").

(5) Smithfield Road from the boundary of the Project to its intersection with Myna Bird Lane as depicted on the Plat ("Smithfield Road").

The foregoing are sometimes collectively referred to hereafter as the "Facilities".

D. Omni and Associates have decided to enter into this Agreement for the purpose of setting forth Omni's agreement to reimburse Associates for a portion of the cost of the construction of the Facilities upon the terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the premises, the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and further in consideration of the mutual covenants and promises hereinafter set forth, Omni and Associates do hereby agree as follows:

1. Agreement to Reimburse. Omni hereby agrees to reimburse Associates for the reasonable, necessary and customary costs of design, engineering, bonding, approval, permitting and construction of the Facilities (excluding sewer and water tap fees applicable solely to the Associates Property) ("Costs") upon the terms and conditions set forth in this Agreement. Prior to submission of any plans for the

Facilities or any portion thereof to any applicable agency of Prince William County, Virginia, Associates shall provide Omni with a complete set of the plans and specifications for the Facilities ("Plans"), certified to Omni as to their accuracy and completeness by Associates' registered professional engineer, and Omni shall have a period of fifteen (15) business days ("Approval Period") after receipt of the Plans to give written notice of its approval, such approval not to be unreasonably withheld. In the event that Omni fails to give such written notice of approval prior to the expiration of the Approval Period, the Plans will be deemed approved. Omni shall have no obligation to reimburse Associates for any portion of the Costs of the Facilities for which Plans have not been approved by Omni in accordance with this paragraph.

2. Reimbursement Formula.

A. Pump Station. With respect to the Pump Station, Omni shall reimburse Associates for a portion of the Costs of the Pump Station determined by multiplying the total Costs of the Pump Station by a fraction, the numerator of which shall be the total number of approved building lots located in the Project and the denominator of which shall be the total number of approved building lots located on the Project and the Associates Property.

B. Gravity Line and Off-site Sewer. With respect to the Gravity Line and Off-site Sewer, Omni shall reimburse Associates for a portion of the Costs of the Gravity Line and the Off-site Sewer on an equivalent dwelling unit ("EDU") basis which shall be calculated by dividing the Omni EDU by the total EDU generated by the Project and the Associates Property.

C. Water Line. With respect to the Water Line, Omni shall reimburse Associates for a portion of the Costs of the Water Line determined by multiplying the total Costs of the Water Line by a fraction, the numerator of which shall be the total number of approved building lots located in the

Project and the denominator of which shall be the total number of approved building lots located on the Project and the Associates Property.

D. Smithfield Road. With respect to Smithfield Road, Omni shall pay Associates for the total Costs of Smithfield Road in the form of a loan to Associates which shall be paid into the Escrow Fund defined in Paragraph 4 of this Agreement and which shall be repaid pursuant to the terms of the promissory note ("Note") which is attached to this Agreement as Exhibit "B". The Note will be secured by a Deed of Trust on Section _____ of Dove's Overlook in the form attached to this Agreement as Exhibit "C". Such Deed of Trust shall be subordinate to any bona fide acquisition, construction or development financing Deeds of Trust against Dove's Overlook.

3. Determination and Certification of the Costs. The Costs shall be determined by a registered professional engineer and certified in writing to Omni fifteen (15) business days prior to the date upon which Associates desires to bond the Facilities with Prince William County. Within said fifteen (15) day period, Omni shall have the right to approve or disapprove the determination of the Costs made by Associates' registered professional engineer, Omni's approval not to be unreasonably withheld. In the event that Omni reasonably disapproves the determination of the Costs, Omni shall provide written notice of such disapproval to Associates within said fifteen (15) day period and this Agreement shall be deemed terminated and of no further force and effect.

4. Funding Escrow. Provided that Omni has approved the determination of the Costs in accordance with Paragraph 3, Associates shall give Omni written notice of the date upon which the Facilities have been bonded, such notice to be accompanied by written confirmation of such bonding from the

appropriate officials of Prince William County in form acceptable to Omni. Within ten (10) business days after receipt of such notice, both Omni and Associates will deposit the portion of the Costs for which each is obligated pursuant to this Agreement into a cash escrow fund ("Escrow Fund") to be held by Real Title Company, Inc. ("Escrow Agent"), located in Fairfax, Virginia. Associates shall be entitled to receive draws from the Escrow Fund in accordance with the following procedures: Associates shall have the right to request payments from time to time, no more frequently than monthly, from the Escrow Fund for portions of the Costs of the Facilities incurred as the result of work performed on the Facilities, for materials for the Facilities that have been delivered to the Associates Property, satisfactorily and securely stored thereon and adequately insured, and for other Costs included that have been incurred through such date. Each payment requested by Associates shall be accompanied by the following materials (collectively, the "Payment Request") and shall simultaneously be sent to Escrow Agent, Omni, any lender requesting copies of Payment Requests and the Project Engineer (hereafter defined).

A. a statement signed by Associates listing in reasonable detail the Costs for which payment has been requested and certifying that such Costs are true and accurate (the "Cost Statement");

B. invoices confirming each of the Costs that have been certified on the Cost Statement by Associates;

C. as to any stored materials, a certificate from Associates confirming that such materials have been delivered to the site, are satisfactorily and securely stored thereon, and are adequately insured;

D. evidence that payments previously made to Associates by Escrow Agent have been properly applied by Associates, together with delivery to Escrow Agent of partial lien waivers from the general contractor and each of the major subcontractors for which all previously drawn funds have been requisitioned (major subcontractors are subcontractors, suppliers or other parties performing work, each having contracts or supplying materials with an aggregate value of \$100,000.00 or more); and

E. an engineer's certificate from a professional engineer selected by Associates and approved by Omni ("Project Engineer") confirming that the work for which payment is being requested has been performed by Associates in a good and workmanlike manner, substantially in accordance with the plans and specifications for the work, and that such work is in place or in any off-site locations where such work has been performed.

5. Self-Help. In the event that the construction of the Facilities is discontinued or abandoned for a period in excess of thirty (30) days, or in the event that the construction of the Facilities is not completed within twelve (12) months after the establishment of the Escrow Fund referred to in Paragraph 4, in such event, after thirty (30) days' written notice to Associates, Omni shall have the right to draw on the Escrow Fund and enter upon the Associates Property for the purpose of completing the construction of the Facilities. A memorandum of this Agreement in the form attached hereto as Exhibit "C" will be executed and recorded simultaneously with the execution of this Agreement for the purpose of providing record notice of certain obligations of the parties pursuant to this Agreement.

6. Contingency. This Agreement and the obligations of both parties hereunder shall be contingent upon obtaining an

agreement with the Prince William County Service Authority which is reasonably acceptable to both Omni and Associates for the purpose of obtaining reimbursement from the Authority for any required oversizing of the Off-site Sewer. Such reimbursement shall be paid to Omni and Associates in accordance with their respective contributions to the Costs of the Off-site Sewer as set forth in this Agreement.

7. Miscellaneous Provisions.

A. Force Majeure. Each party shall be excused from performing any obligation or undertaking provided for in this Agreement (except any obligation to pay any sum of money payable hereunder) for so long as such performance is prevented, delayed or hindered by reasons beyond its control, including but not limited to strikes, lack of available materials, extreme weather, casualty, or Act of God. The foregoing shall not prevent another party from performing any such obligation or undertaking which any other party ("Excused Party") is excused from performing by virtue of this paragraph to the extent otherwise contemplated by this Agreement and charging the Excused Party for the reasonable costs thereof.

B. No Partnership. It is not the purpose or the intention of this Agreement to create and this Agreement shall not be construed as creating a joint venture, partnership or other relationship whereby either party hereto shall be liable for the omissions, commissions or performance of the other party hereto.

C. Waiver. Failure of any party hereto to enforce a term or condition of this Agreement shall in no event be deemed a waiver of the right to do so thereafter.

D. Entire Agreement; Amendment. This Agreement, including the recitals, which are incorporated by this

reference, contains the entire agreement between the parties hereto and is intended to be an integration of all prior or contemporaneous agreements, conditions or undertakings between them. No change or modification of this Agreement shall be valid unless the same is in writing and signed by Kettler and by an authorized representative of the Authority.

E. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the Commonwealth of Virginia.

F. Severability. If any term or provision of this Agreement shall be determined to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity of the remaining terms and provisions of this Agreement, and to the extent possible this Agreement shall be interpreted and enforced as if such invalid or unenforceable provision had not been included in this Agreement.

G. Further Assurances. The parties hereto shall execute and deliver such further instruments and do such further acts and things as may be required to carry out the intent and purposes of this Agreement as may be reasonably requested by any other party hereto.

H. Headings. The descriptive headings in this Agreement are inserted for convenience only and do not constitute a part of this Agreement.

I. Counterparts. This Agreement may be executed in counterparts, each of which shall constitute one and the same instrument.

J. Assignment. An assignment of this Agreement by any party shall only be effective if the assignee acknowledges this Agreement and agrees to be bound by its terms and to

assume all of the obligations of its assignor hereunder. Furthermore, the assignor shall not be released from any of its obligations hereunder until the other parties hereto acknowledge the assignment and agree in writing to release the assignor from its obligations hereunder.

K. Notice. All notices or requests shall be in writing and shall be given by hand delivery or certified mail, return receipt requested, postage prepaid, addressed as follows:

(1) If to Omni to:

Omni Homes, Inc.
1601 Carlin Lane
McLean, Virginia 22219

with a copy to:

Geary H. Rogers, Esq.
Compton & Duling
14914 Jefferson Davis Highway
Woodbridge, Virginia 22191

(2) If to Associates to:

Doves Lane Associates

with a copy to:

The date of the notice or request shall be the date of receipt, if delivered by hand, or the postmarked date thereof.

000773

WITNESS the following signatures and seals:

DOVES LANE ASSOCIATES, a Virginia

By: _____
Name: _____
Title: _____

OMNI HOMES, INC., a Virginia
corporation

By: _____
Name: _____
Title: _____

STATE OF _____
COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, whose name as _____ of Doves Lane Associates, a Virginia _____, is signed to the foregoing Agreement, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 1990.

My commission expires:

Notary Public

STATE OF _____
COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, whose name as _____ of Omni Homes, inc., a Virginia corporation, is signed to the foregoing Agreement, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 1990.

My commission expires:

Notary Public

0194GHR



MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT ("Memorandum") is made this _____ day of _____, 1990, by and among OMNI HOMES, INC., a Virginia corporation ("Omni"), DOVES LANE ASSOCIATES, a Virginia _____ ("Associates"), _____, a _____ ("Associates Lender"), _____, TRUSTEE and _____, TRUSTEE ("Associates Trustees").

RECITALS:

A. Omni is the owner of that certain parcel of land located in the Brentsville Magisterial District of Prince William County, Virginia, containing 72.68 acres of land, known as Prince William County Tax Map Parcel #065-01-000-0073, which is the subject of Prince William County Preliminary Plan #SD90-02P entitled "Dove's Landing" (the "Project").

B. Associates is the owner of that certain parcel of land located in the Brentsville Magisterial District of Prince William County, Virginia, containing _____ acres of land, known as Prince William County Tax Map Parcel # _____ (the "Associates Property").

C. Associates, Associates Lender and Associates Trustees are parties to that certain Deed of Trust dated _____, recorded _____ in Deed Book _____ at Page _____ among the land records of Prince William County, Virginia, encumbering the Associates Property.

D. Omni and Associates are parties to that certain Agreement dated _____, 1990 ("Agreement") in which said parties agreed to contribute certain funds to an escrow fund for the purpose of paying for the costs of certain

facilities ("Facilities") more particularly described as follows and as depicted on the Plat:

(1) _____ MGD sewerage pump station at the location depicted on the Plat ("Pump Station").

(2) Gravity flow sewer trunk line from the boundary of the Project through the Associates Property to the Pump Station in the location depicted upon Exhibit "A" ("Gravity Line").

(3) Force main and gravity trunk line from Pump Station to _____ as depicted on Exhibit "A" ("Off-site Sewer").

(4) _____-inch (____") water main from the boundary of the Project through the Associates Property to _____ as depicted on Exhibit "A" (the "Water Line").

(5) Smithfield Road from the boundary of the Project to its intersection with Mynah Bird Lane as depicted on Exhibit "A" ("Smithfield Road").

The foregoing are collectively referred to hereafter as the "Facilities".

E. The parties hereto join in this Memorandum of Agreement for the purpose of providing record notice of certain obligations of the parties pursuant to the Agreement.

NOW, THEREFORE, in consideration of the premises, the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Associates hereby agrees, for the benefit of Omni, that upon request by Omni Associates shall execute, grant, convey

and record such dedications for public street purposes, easements and any other instruments in favor of the applicable governmental authorities of Prince William County, Virginia and/or the Commonwealth of Virginia which may be required for the purpose of constructing the Facilities as depicted upon the Plat, at no cost to Associates.

Associates further agrees that Omni shall have a right to enter upon the Associates Property for the purpose of completing the construction of the Facilities in accordance with Paragraph 5 of the Agreement.

Associates Lender and Associates Trustees join in the execution of this Memorandum for the purpose of signifying their consent to the terms and provisions hereof, their agreement to release those portions of the Facilities which will be dedicated for public street purposes, and their agreement to consent to any easements required by the appropriate authorities of Prince William County, Virginia or the Commonwealth of Virginia for the purpose of construction of the Facilities as depicted upon the Plat.

This Memorandum shall be binding upon the successors, assigns and successors in title to all of the parties hereto and shall be considered a covenant running with the title to the real property depicted upon the Plat.

WITNESS the following signatures and seals:

DOVES LANE ASSOCIATES, a Virginia

By: _____
Name:
Title:

OMNI ASSOCIATES, INC., a Virginia corporation

By: _____
Name:
Title:

_____, a

By: _____
Name:
Title:

_____, TRUSTEE

_____, TRUSTEE

STATE OF _____
COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, whose name as _____ of Doves Lane Associates, a Virginia _____, is signed to the foregoing Memorandum of Agreement, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 1990.

My commission expires:

Notary Public

STATE OF _____
COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, whose name as _____ of Omni Homes, Inc., a Virginia corporation, is signed to the foregoing Memorandum of Agreement, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 1990.

My commission expires:

Notary Public

STATE OF _____
COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, whose name as _____ of _____, a _____, is signed to the foregoing Memorandum of Agreement, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 1990.

My commission expires:

Notary Public

STATE OF _____
COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, Trustee, whose name is signed to the foregoing Memorandum of Agreement, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 1990.

My commission expires:

Notary Public

STATE OF _____
COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, Trustee, whose name is signed to the foregoing Memorandum of Agreement, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 1990.

My commission expires:

Notary Public

0195GHR



COUNTY OF PRINCE WILLIAM
1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6620, Metro 631-1703, FAX (703) 335-6633

COUNTY ATTORNEY

Sharon E. Pandak
County Attorney

*cc: [unclear]
just
[unclear]*

May 22, 1990

TO: SHERMAN PATRICK
Zoning Administrator

FROM: ROSS G. HORTON *RGH*
Assistant County Attorney

RE: SECTION 15.1-456 REVIEW OF DOVES LANDING, SD 90-02P

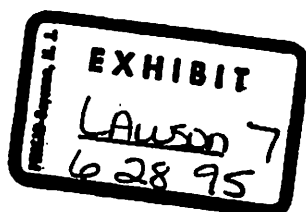
As you are aware, the question of whether a "456 review" is appropriate for the extension of public water and sewer lines into the Doves Landing/Doves Overlook area was extensively litigated by the County up to the Virginia Supreme Court. That court found no reversible error in the trial court's determination that a 456 review was not required for the extension of public water and sewer service to the adjacent Doves Landing subdivision. In light of that determination, the County would be hard pressed to justify requiring a 456 review for the adjacent subdivision. In the prior case, the trial court found that the three mile extension of water and sewer was a "normal service extension" within the meaning of Section 15.1-456(c). Since Doves Landing will connect to the utility lines in the adjacent subdivision, even I would agree that this is a "normal service extension." A copy of the trial court's opinion is attached for your information.

In light of the above, the County cannot require a Section 15.1-456 review of Doves Landing and that comment should be removed from the requirements that the developer of that subdivision must meet prior to approval.

If you should have any questions concerning this matter, please feel free to contact me.

cc: ✓ Sharon E. Pandak, w/o attachment
Castor D. Chasten, w/o attachment
C. Lacey Compton, Jr., w/o attachment
F. R. Hodgson, w/o attachment

RGH/cb/W:DovesRev



000171

2515



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

June 7, 1990

Mr. F.R. Hodgson
Senior planner
Suite #102
9300 Grant Avenue
Manassas, Virginia 22110

RE: SD#90-02P, Doves Landing

Dear Mr. Hodgson:

As a follow-up to our conversation on June 5, 1990, it has been determined that the subject project plan cannot be processed further nor scheduled for Planning Commission consideration.

In accordance with Section 601.01 of the Prince William County Design and Construction Standards Manual (D&CSM), the subject site plan is not in full compliance. Until final road plans are approved and bonded for that segment of Smithfield Road which is located in the adjacent planned subdivision (SD#88-12P, Doves Overlook), the subject site plan cannot be processed further.

Please be advised that the project file application for the referenced site will remain active by this agency until the subject road plans are approved and/bonded.

Very truly yours,

Castor D. Chasten

Castor D. Chasten, Planner
Plans Analysis & Special Projects

CDC:rr/A607CDC

RECEIVED

JUN 11 1990

GREENHORNE & O'HARA, INC.
MANASSAS

2516

SECTION 600

STREET DESIGN STANDARDS AND SPECIFICATIONS

Provisions of this Section shall apply to all roadway construction in the County. Where no specific roadway construction design standard or specification is set forth in the Manual, the provisions of VDOT's Road and Bridge Standards, Subdivision Street Requirements, Minimum Standards of Entrances to State Highways, Road Design Manual, Appendix A, and the Virginia Supplement to the MUTCD shall be used.

Northern Virginia has been designated as an urban area by VDOT Subdivision Standards. All streets shall be designed as set forth in this manual or VDOT standards whichever is more stringent.

601.00 STREET REQUIREMENTS

601.01 All single family detached dwelling unit sites shall have frontage on existing state maintained public streets or streets approved and bonded to be constructed to a standard acceptable for addition to the VDOT System. The amount of frontage shall be established in accordance with the appropriate regulations for the zoning district as set out in the Zoning Ordinance.

601.02 Pipestem lots shall be platted only in Zoning districts permitted by the Zoning Ordinance. When permitted in the zoning regulations, pipestem lots shall conform to the following requirements:

889771



Greenhorne & O'Mara, Inc.

9300 GRANT AVENUE • SUITE 102 • MANASSAS, VA 22110 • (703) 369-1336 (Metro 968-9040)

ENGINEERS ARCHITECTS PLANNERS SCIENTISTS SURVEYORS PHOTOGRAMMETRISTS

June 20, 1990

Mr. Castor D. Chasten, Planner
Plans Analysis & Special Projects
Department of Development Administration
1 County Complex Court

RE: SD#90-02P, Doves Landing

Dear Mr. Chasten:

Thank you for your June 7, 1990 letter concerning Doves Landing and the fact that it has been determined that the plan cannot be processed further nor scheduled for Planning Commission consideration. Your letter does state that the project file application for the referenced site will remain active by your agency until the subject road plans are approved and/bonded.

Although this is a small detail, as discussed with you yesterday at your office, I would appreciate if you would update DDA's Pending Project Status Report as the latest copy I received still shows a close out date for Doves Landing of 6/18/90. As you are aware, we resubmitted signature sets to the County on May 24, 1990 well before the 6/18/90 deadline. I believe based upon your June 7, 1990 letter that the Status Report for Doves Landing should not show any close out date as is being done for the Champs Mill Branch (SD89-42P) plan on the Pending Project Status Report.

Your attention to this detail is appreciated.

Sincerely,

F. R. Hodgson
Senior Planner

pc: Omni Homes Inc.

2518

800710



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

June 7, 1990

Mr. F.R. Hodgson
Senior planner
Suite #102
9300 Grant Avenue
Manassas, Virginia 22110

RE: SD#90-02P, Doves Landing

Dear Mr. Hodgson:

As a follow-up to our conversation on June 5, 1990, it has been determined that the subject project plan cannot be processed further nor scheduled for Planning Commission consideration.

In accordance with Section 601.01 of the Prince William County Design and Construction Standards Manual (D&CSM), the subject site plan is not in full compliance. Until final road plans are approved and bonded for that segment of Smithfield Road which is located in the adjacent planned subdivision (SD#88-12P, Doves Overlook), the subject site plan cannot be processed further.

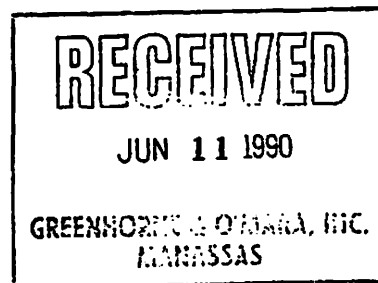
Please be advised that the project file application for the referenced site will remain active by this agency until the subject road plans are approved and/bonded.

Very truly yours,

Castor D. Chasten

Castor D. Chasten, Planner
Plans Analysis & Special Projects

CDC:rr/A607CDC



SECOND ALLONGE

December, 1990
 THIS ALLONGE, dated this 31st day of ~~January, 1991~~, to be attached to and form a part of that certain Deed of Trust Note in the original principal sum of THREE HUNDRED THOUSAND AND NO/100 DOLLARS (\$300,000.00) dated January 16, 1989, and previously increased to FOUR HUNDRED SIXTY FIVE THOUSAND AND NO/100 DOLLARS (\$465,000.00), made by OMNI HOMES, INC., a Virginia Corporation, and payable to the order of THE BUSINESS BANK.

WITNESSETH THAT:

The terms and conditions of said Note are hereby modified as follows:

1. The maturity date of said Note is hereby changed from January 1, 1991 to January 1, 1992.

All of the other terms, conditions and provisions of the said Deed of Trust Note not herein altered and amended shall remain in full force and effect.

WITNESS the following signature and seal.

OMNI HOMES, INC., a Virginia Corporation

By: Ronald L. Walutes (SEAL)
 Ronald L. Walutes,
 President

SEEN AND AGREED:

THE BUSINESS BANK

By: [Signature]
 Authorized Officer

000399

STATE OF VIRGINIA
COUNTY OF FAIRFAX, to-wit:

The foregoing Allonge was acknowledged before me this ^{31st} ~~29th~~ day of ~~January, 1991~~ ^{December, 1990}, by Ronald L. Walutes, President of Omni Homes, Inc., a Virginia Corporation, on behalf of the corporation.

Comins C. Carter
Notary Public

My Commission expires:

2-28-94

000330

LAND APPRAISAL REPORT

IDENTIFICATION

Borrower Omni Homes Census Tract --- Map Reference 1307
 Property Address 9005 Doves Lane
 City Manassas County Prince William State Virginia Zip Code 22111
 Tel Description TN: 65-01-000-0073
 Price \$ N/A Date of Sale N/A Loan Term N/A yrs. Property Rights Appraised ☒ Fee ☐ Leasehold ☐ De Minimis Pt.
 Actual Real Estate Taxes \$ 6,814 ('90) Loan charges to be paid by seller \$ N/A Other sales concessions N/A
 Lender/Client The Business Bank Address Vienna, Virginia
 Occupant Vacant Appraiser Baker Instructions to Appraiser Estimate value per plans

NEIGHBORHOOD

Location ☐ Urban ☒ Suburban ☐ Rural
 Built Up ☐ Over 75% ☒ 25% to 75% ☐ Under 25%
 Growth Rate ☐ Fully Dev. ☐ Rapid ☒ Steady ☐ Slow
 Property Values ☐ Increasing ☒ Stable ☐ Declining
 Demand/Supply ☐ Shortage ☒ In Balance ☐ Oversupply
 Marketing Time ☐ Under 3 Mos. ☒ 4-6 Mos. ☐ Over 6 Mos.
 Present Land Use 25% 1 Family 75% Vacant 5% Commercial
 Change in Present Land Use ☐ Not Likely ☒ Likely (*) ☐ Taking Place (*)
 Predominant Occupancy ☒ Owner ☐ Tenant 0-5 % Vacant
 Single Family Price Range \$ 80,000 to \$ 300,000 Predominant Value \$ 175,000
 Single Family Age New yrs. to 50 yrs. Predominant Age 20 yrs.

Employment Stability ☒ Good ☐ Avg. ☐ Fair ☐ Poor
 Convenience to Employment ☒
 Convenience to Shopping ☒
 Convenience to Schools ☒
 Adequacy of Public Transportation ☒
 Recreational Facilities ☒
 Adequacy of Utilities ☒
 Property Competitability ☒
 Protection from Detrimental Conditions ☒
 Police and Fire Protection ☒
 General Appearance of Properties ☒
 Appeal to Market ☒

Comments including those factors, favorable or unfavorable, affecting marketability (e.g. public parks, schools, view, noise): The subject property is located approximately two miles south of the City of Manassas along the Occoquan River. The site is expected to be serviced by public sewer within the near future.

SITE

Dimensions See attached tax map - 72.2 6361 or Acres ☐ Corner Lot
 Zoning classification R10 Residential Present Improvements ☒ do ☐ do not conform to zoning regulations
 Best and best use ☒ Present use ☐ Other (specify) _____
 Elec. ☒ Public ☐ Other (Describe) _____
 Gas ☒ To be available
 Water ☒ To be available
 San. Sewer ☒ To be available
 Underground Elec. & Tel. ☐

OFF SITE IMPROVEMENTS
 Street Access ☒ Public ☐ Private
 Surface Gravel and Dirt ☐ Public ☐ Private
 Storm Sewer ☐ Curb/Gutter
 Sidewalk ☐ Street Lights

Topo Rolling
 Size 72 Acres
 Shape Irregular
 View Field/Woods
 Drainage Appears Adequate

Is the property located in a HUD Identified Special Flood Hazard Area? ☐ No ☒ Yes

Comments (favorable or unfavorable including any apparent adverse easements, encroachments or other adverse conditions): The subject parcel is partially located within a 100-year flood plain along the Occoquan River. The subject contains typical utility easements, which do not adversely affect marketability.

The undersigned has recited three recent sales of properties most similar and proximate to subject and has considered these in the market analysis. The description in a dollar adjustment reflecting market reaction to those items of significant variation between the subject and comparable properties. If a significant item in the comparison is superior to or more favorable than the subject property, a minus (-) adjustment is made thus reducing the indicated value of subject; if a significant item in comparison is inferior to or less favorable than the subject property, a plus (+) adjustment is made thus increasing the indicated value of the subject.

| ITEM | SUBJECT PROPERTY | COMPARABLE NO. 1 | COMPARABLE NO. 2 | COMPARABLE NO. 3 |
|----------------------------------|--------------------|------------------------|--------------------|---------------------|
| Address | 9005 Doves La. | 12683 Landview | 7003 Gilbeth Road | Richmond Avenue |
| Proximity to Subject | | 1 mile east | 2 miles east | 2.5 miles north |
| Sales Price | \$ N/A | \$ 68,000 | \$ 29,950 | \$ 45,000 |
| Price /Lot | \$ N/A | \$ 68,000 | \$ 29,950 | \$ 22,500 |
| Date Source | Inspection | MLS/County | MLS/County | MLS/County |
| Date of Sale and Time Adjustment | DESCRIPTION 3/6/91 | DESCRIPTION 1/4/91 | DESCRIPTION 3/1/91 | DESCRIPTION 10/1/90 |
| Location | Average | Equal | Equal | Equal |
| Site/View | 72 Acres/Open | 2.1 Acres/Woods-20,000 | .7 Acres/Woods | .25 Acres |
| Planning | R-10 | A-1 | A-1 | R |
| Flood Plain | Yes - 30 Acres | No | No | No |
| Lots | 106 | 1 | 1 | 2 |
| Other | N/A | Cabin -15,000 | N/A | N/A |
| Sales or Financing Concessions | N/A | Cash | Cash | Cash |
| Net Adj. (Total) | | Plus X Minus \$ 35,000 | Plus Minus \$ 0 | Plus Minus \$ 5,000 |
| Indicated Value of Subject | | \$ 33,000 | \$ 29,950 | \$ 27,500 |

Comments on Market Data: See attached comments.

Comments and Conditions of Appraisal: See attached comments.

Final Reconciliation: See attached comments.

I ESTIMATE THE MARKET VALUE, AS DEFINED, OF SUBJECT PROPERTY AS OF March 6, 19 91 be \$ 2,968,000

Appraiser Laurence T. Baker, CREA Review Appraiser (if applicable) ☐ Did ☐ Did Not Physically Inspect Property

COMMENTS

The subject appraisal has been prepared on the basis of hypothetical assumptions and does not represent the current market value of the subject property in its current state. The appraised value represents the gross retail sellout of the finished lots under the assumption that water and sewer and roads are in place.

In this appraisal, the most recently settled sales of buildable single family lots have been used in the sales comparison approach to value. The gross retail sellout has been calculated on the basis of the planned 106 single family lots averaging 29,588 square feet.

All building areas are reportedly outside of the flood plain.

It is noted that the existence of sewer and water is a major assumption in this appraisal and that, in reality, these utilities may be several years away. For a valuation of this property as-is, please see the appraisal dated 4-11-89. This appraisal is believed still indicative of the current as-is value of the subject property at \$450,000.

The information supplied by the owners is believed accurate and has been relied upon in this report.

For the purposes of this report comparables 2 and 3 have been weighted most heavily due to the minimal adjustment required and their similarity to the finished subject lots.

000562

PHOTOGRAPH ADDENDUM

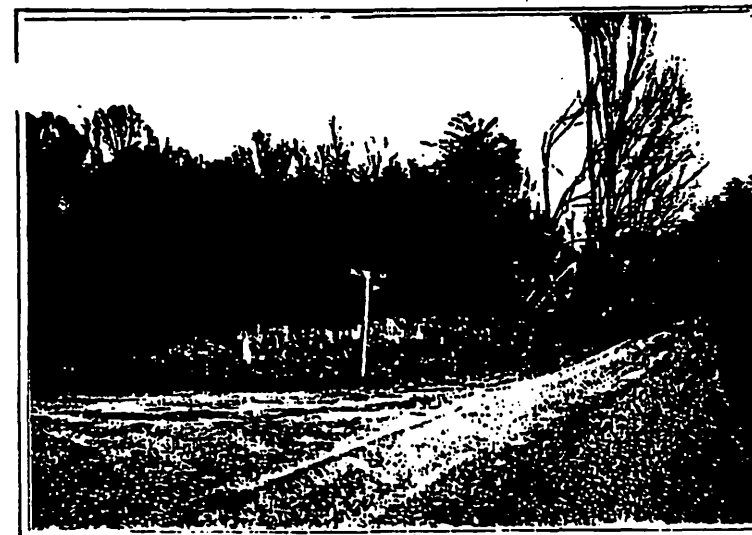
| | | | |
|------------------|--------|-------|----------|
| Borrower/Client | | | |
| Property Address | | | |
| City | County | State | Zip Code |
| Lender | | | |



FRONT OF
SUBJECT PROPERTY



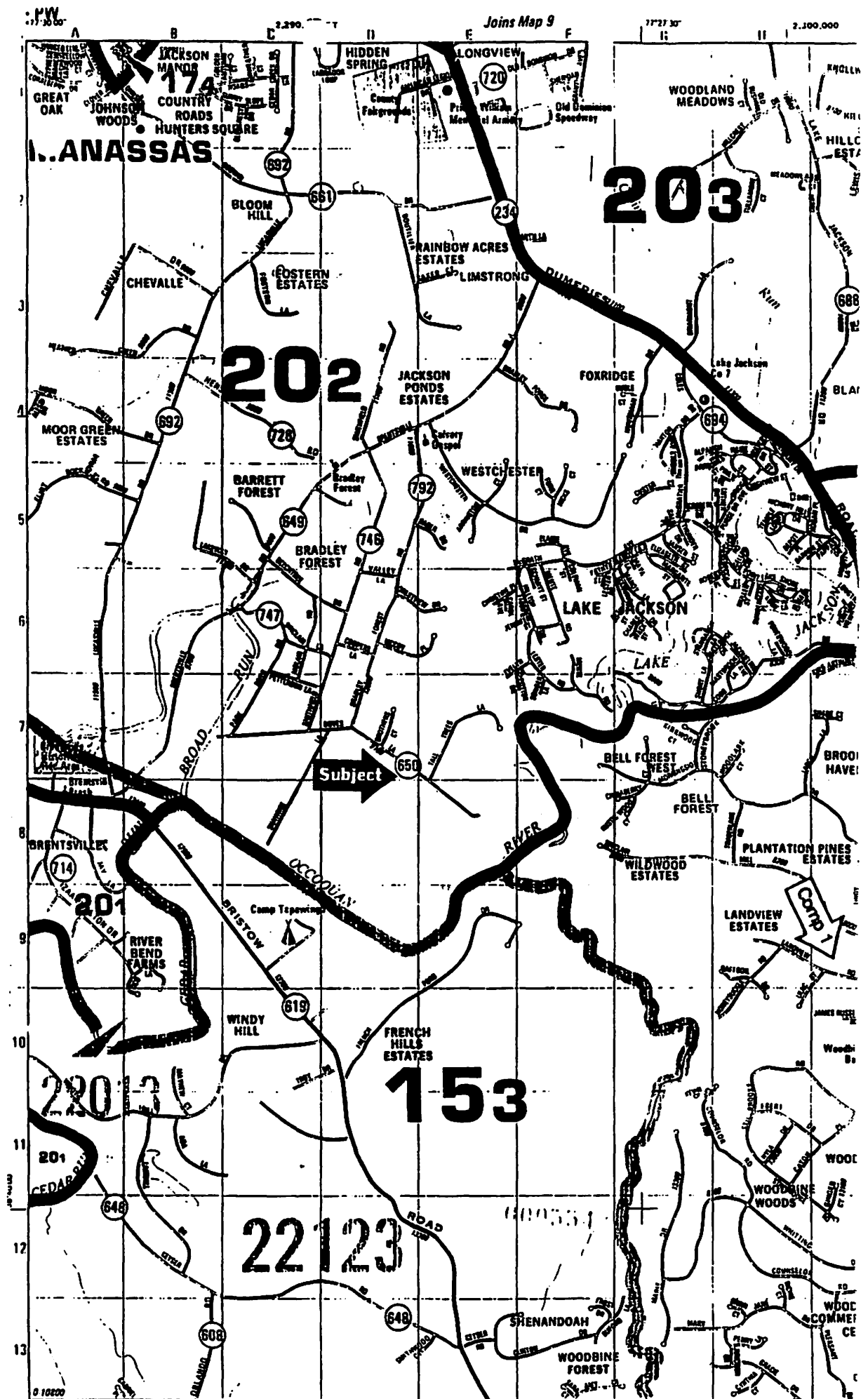
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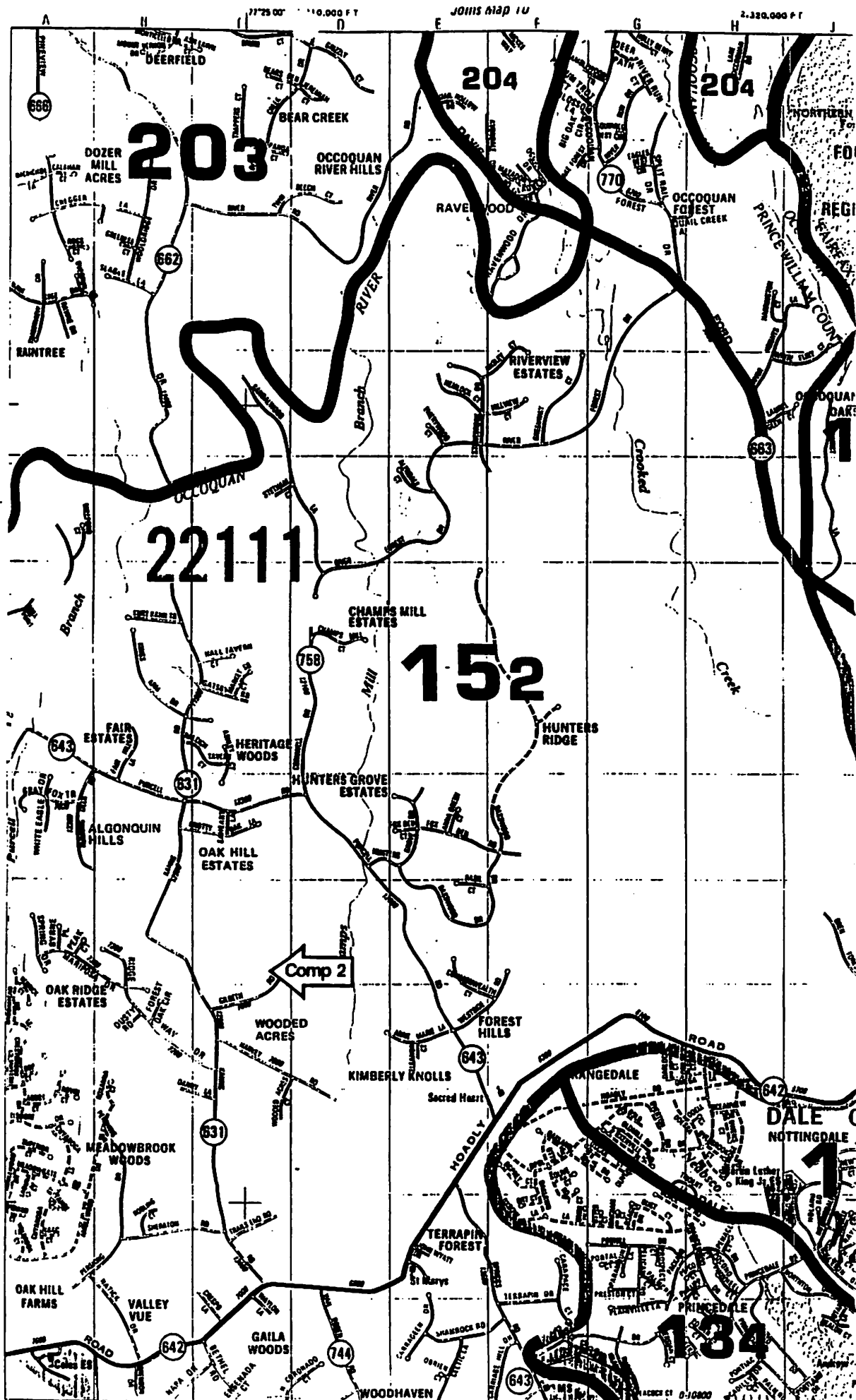


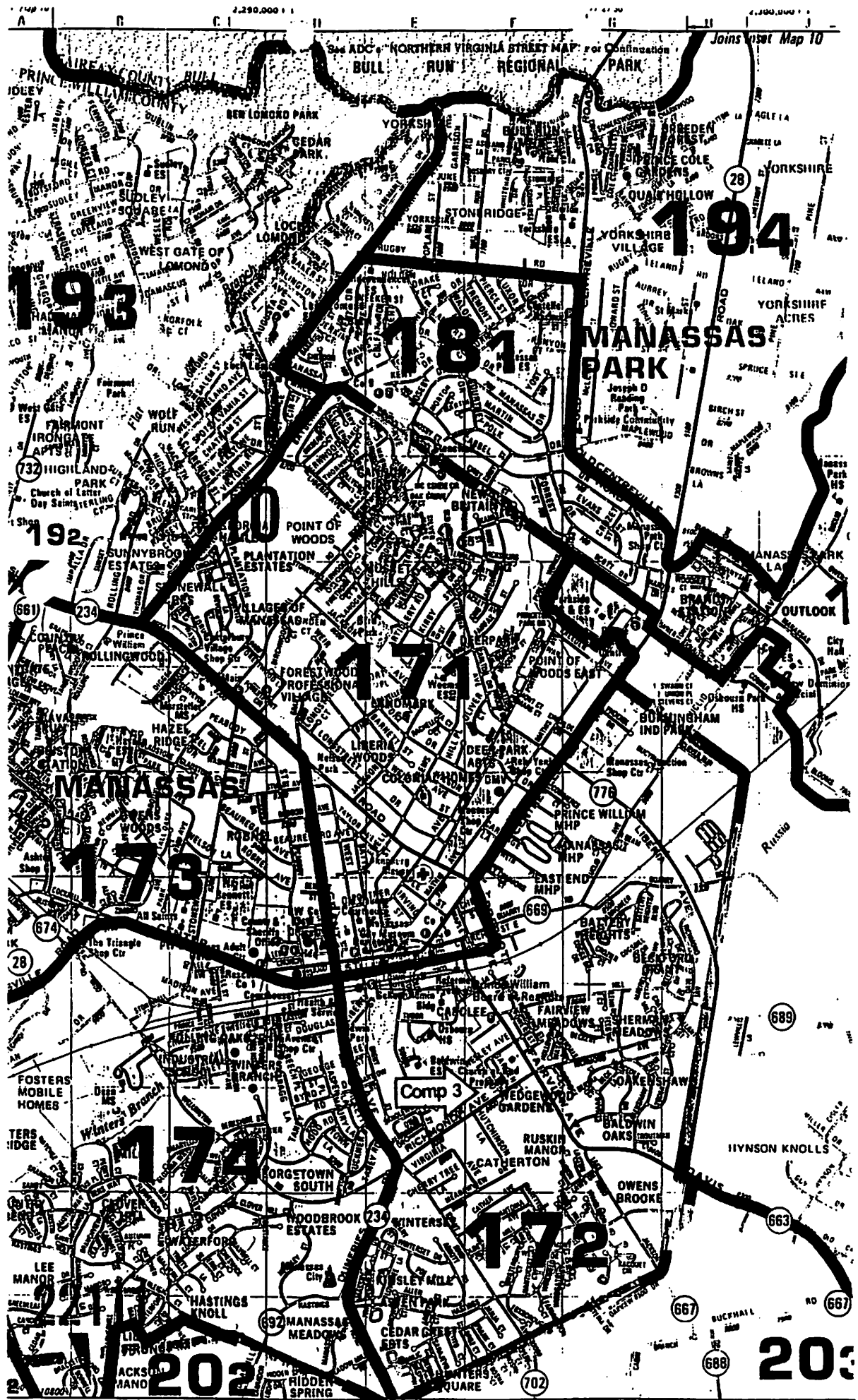
STREET SCENE

2524

[] ADDITIONAL PHOTOGRAPHS ON REVERSE SIDE







Common Data Base

STREET MAP

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| LEGEND | |
|--------------|--|
| ROADS | GOVERNMENT & PUBLIC FACILITIES. |
| | Military, Federal, State, County Area |
| | Special Property Limits |
| | School, College, University |
| | Church, Synagogue, Cemetery |
| | Fire Station, Police Station |
| | Library, Post Office |
| | Municipal Building |
| | Hospital, Health Center |
| | Point of Interest, Historical Site, Gate |
| | Park and Ride |
| | OUTDOOR FEATURES: |
| | Park, Forest, Wildlife Area |
| | Community Center, Recreation Center, Playgrounds |
| | Campsite, Picnic Area |
| | Golf Course, Country Club |
| | River, Stream, Lake |
| | Marina, Ramp |

| LEGEND | |
|---|--|
| Multiple Listing Service Boundary | |
| Large Number is Major Area | |
| Small Number is Sub Area | |
| Condominium/Cooperative | |

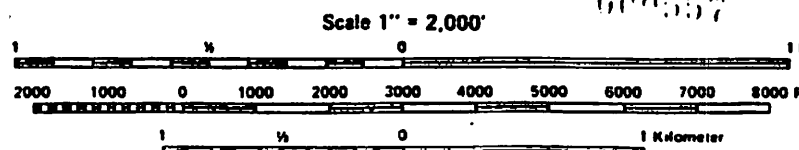
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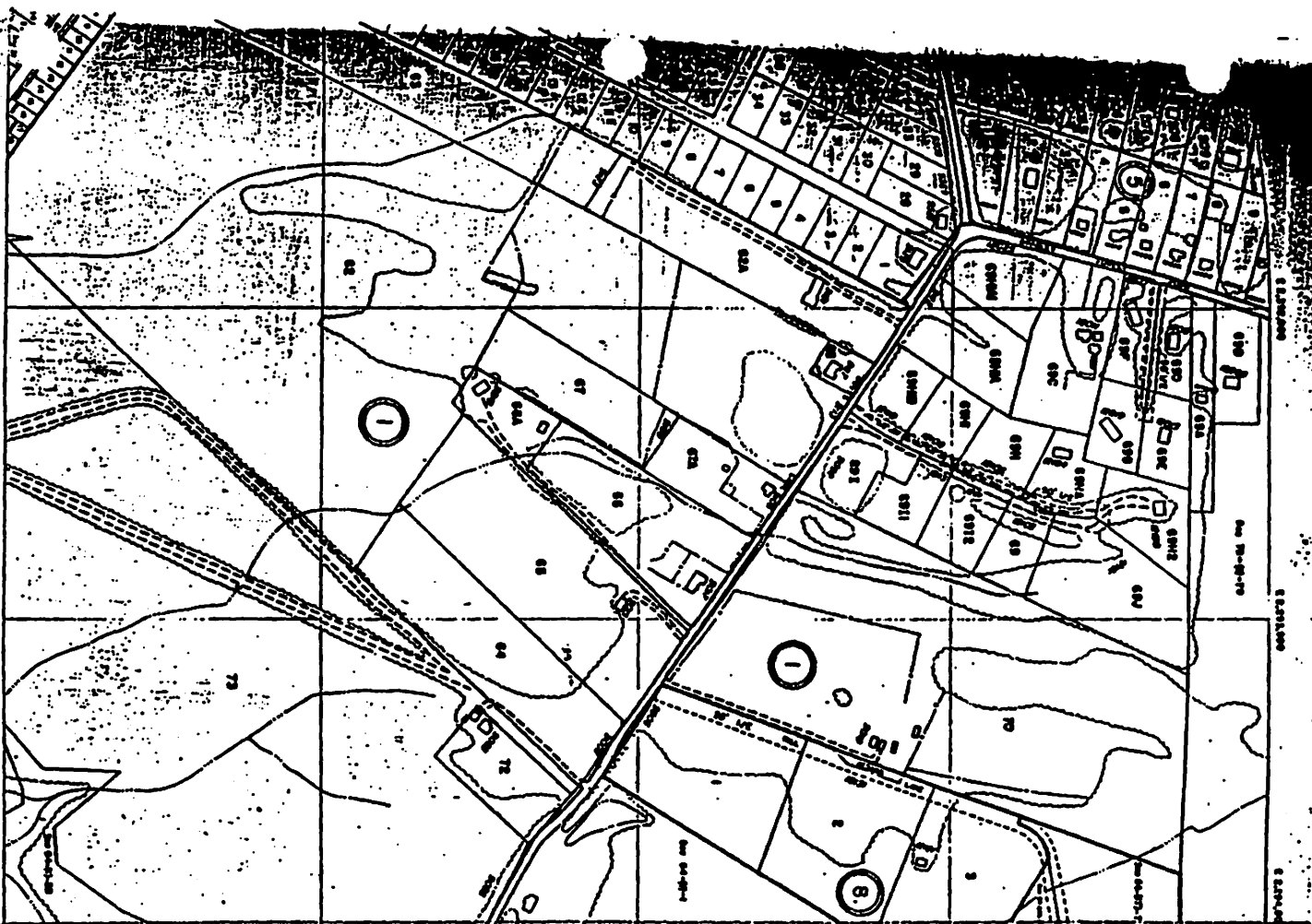
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(703) 760-0510

22116
STANTON
PARKSIDE
LACK TICKS OUTSIDE THE NEATLINE
LONGITUDE
LUE TICKS OUTSIDE THE NEATLINE
JOY GRID BASED ON THE VIRGINIA





DEPARTMENT OF PUBLIC WORKS
PRINCE WILLIAM COUNTY
VIRGINIA

PARCEL 65N
BASE 65N

THE BUSINESS BANK
APPRAISER QUALIFICATION
Laurence T. Baker, CREA

POSITION

Appraiser/Review Appraiser, The Business Bank
Credit Analyst, The Business Bank

MEMBER

Certified Real Estate Appraiser (CREA) with the National Association of Real Estate Appraisers.

EDUCATION

George Mason University, Fairfax, Virginia (1979-1983)
-Bachelor of Science in Business with Emphasis
in Finance (1983)

American Institute of Real Estate Appraisers, Chicago, Illinois
-Real Estate Appraisal Principles (1987)
-Residential Valuation (1987)
-Basic Valuation (1988)
-Capitalization Theory (1988)

AREAS Appraisal Service, McLean, Virginia (1987-1988)
-Professional on-the-job training through residential appraisal firm.

PROFESSIONAL EXPERIENCE

4/87 - Present Real estate appraiser and credit analyst,
The Business Bank, Vienna, VA Appraisal
assignments have been completed on residential
and commercial properties for loan purposes.
Residential and commercial appraisals from
outside firms have been reviewed.

4/87 - 10/88 Real Estate Appraiser
AREAS Appraisal Service, Inc. McLean, Virginia
Appraisal assignments have been completed on
residential properties for loan purposes.

8/85 - Present Credit Analyst, The Business Bank
Vienna, Virginia

ORGANIZATIONS

-Northern Virginia Board of Realtors, Corporate
Associate

000550

DEFINITION OF MARKET VALUE: The most probable price which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller, each acting prudently, knowledgeably and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby: (1) buyer and seller are typically motivated; (2) both parties are well informed or well advised, and each acting in what he considers his own best interest; (3) a reasonable time is allowed for exposure in the open market; (4) payment is made in terms of cash in U.S. dollars or in terms of financial arrangements comparable thereto; and (5) the price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions* granted by anyone associated with the sale.

*Adjustments to the comparables must be made for special or creative financing or sales concessions. No adjustments are necessary for those costs which are normally paid by sellers as a result of tradition or law in a market area; these costs are readily identifiable since the seller pays these costs in virtually all sales transactions. Special or creative financing adjustments can be made to the comparable property by comparisons to financing terms offered by a third party institutional lender that is not already involved in the property or transaction. Any adjustment should not be calculated on a mechanical dollar for dollar cost of the financing or concession but the dollar amount of any adjustment should approximate the market's reaction to the financing or concessions based on the appraiser's judgment.

CERTIFICATION AND STATEMENT OF LIMITING CONDITIONS

CERTIFICATION: The Appraiser certifies and agrees that:

1. The Appraiser has no present or contemplated future interest in the property appraised; and neither the employment to make the appraisal, nor the compensation for it, is contingent upon the appraised value of the property.
2. The Appraiser has no personal interest in or bias with respect to the subject matter of the appraisal report or the participants to the sale. The "Estimate of Market Value" in the appraisal report is not based in whole or in part upon the race, color, or national origin of the prospective owners or occupants of the property appraised, or upon the race, color or national origin of the present owners or occupants of the properties in the vicinity of the property appraised.
3. The Appraiser has personally inspected the property, both inside and out, and has made an exterior inspection of all comparable sales listed in the report. To the best of the Appraiser's knowledge and belief, all statements and information in this report are true and correct, and the Appraiser has not knowingly withheld any significant information.
4. All contingent and limiting conditions are contained herein (imposed by the terms of the assignment or by the undersigned affecting the analyses, opinions, and conclusions contained in the report).
5. This appraisal report has been made in conformity with and is subject to the requirements of the Code of Professional Ethics and Standards of Professional Conduct of the appraisal organizations with which the Appraiser is affiliated.
6. All conclusions and opinions concerning the real estate that are set forth in the appraisal report were prepared by the Appraiser whose signature appears on the appraisal report, unless indicated as "Review Appraiser." No change of any item in the appraisal report shall be made by anyone other than the Appraiser, and the Appraiser shall have no responsibility for any such unauthorized change.

CONTINGENT AND LIMITING CONDITIONS: The certification of the Appraiser appearing in the appraisal report is subject to the following conditions and to such other specific and limiting conditions as are set forth by the Appraiser in the report.

1. The Appraiser assumes no responsibility for matters of a legal nature affecting the property appraised or the title thereto, nor does the Appraiser render any opinion as to the title, which is assumed to be good and marketable. The property is appraised as though under responsible ownership.
2. Any sketch in the report may show approximate dimensions and is included to assist the reader in visualizing the property. The Appraiser has made no survey of the property.
3. The Appraiser is not required to give testimony or appear in court because of having made the appraisal with reference to the property in question, unless arrangements have been previously made therefor.
4. Any distribution of the valuation in the report between land and improvements applies only under the existing program of utilization. The separate valuations for land and building must not be used in conjunction with any other appraisal and are invalid if so used.
5. The Appraiser assumes that there are no hidden or unapparent conditions of the property, subsoil, or structures, which would render it more or less valuable. The Appraiser assumes no responsibility for such conditions, or for engineering which might be required to discover such factors.
6. Information, estimates, and opinions furnished to the Appraiser, and contained in the report, were obtained from sources considered reliable and believed to be true and correct. However, no responsibility for accuracy of such items furnished the Appraiser can be assumed by the Appraiser.
7. Disclosure of the contents of the appraisal report is governed by the Bylaws and Regulations of the professional appraisal organizations with which the Appraiser is affiliated.
8. Neither all, nor any part of the content of the report, or copy thereof (including conclusions as to the property value, the identity of the Appraiser, professional designations, reference to any professional appraisal organizations, or the firm with which the Appraiser is connected), shall be used for any purposes by anyone but the client specified in the report, the borrower if appraisal fee paid by same, the mortgagee or its successors and assigns, mortgage insurers, consultants, professional appraisal organizations, any state or federally approved financial institution, any department, agency, or instrumentality of the United States or any state or the District of Columbia, without the previous written consent of the Appraiser; nor shall it be conveyed by anyone to the public through advertising, public relations, news, sales, or other media, without the written consent and approval of the Appraiser.
9. On all appraisals, subject to satisfactory completion, repairs, or alterations, the appraisal report and value conclusion are contingent upon completion of the improvements in a workmanlike manner.

ENVIRONMENTAL DISCLAIMER: The value estimated in this report is based on the assumption that the property is not negatively affected by the existence of hazardous substances or detrimental environmental conditions. The appraiser is not an expert in the identification of hazardous substances or detrimental environmental conditions. The appraiser's routine inspection of and inquiries about the subject property did not develop any information that indicated any apparent significant hazardous substances or detrimental environmental conditions which would affect the property negatively. It is possible that tests and inspections made by a qualified hazardous substance and environmental expert would reveal the existence of hazardous materials and environmental conditions on or around the property that would negatively affect its value.

Date: 3/8/91 Appraiser(s) *Jan Bick*



COUNTY EXECUTIVE
Jim Mullen

COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
703-335-6600 Metro 631-1703

BOARD of COUNTY SUPERVISORS

Hilda M. Barg
William J. Becker
Robert L. Cole
John D. Jenkins
Edwin C. King
Kathleen K. Seefeldt
Terrence Spellane

April 15, 1991



Omni Homes Inc.
8000 Sandburg Court
Dunn Loring, VA 22027

Dear Gentlemen:

There are two events which have created a need for this letter:

1. The problems being encountered by some residents with their septic drain fields.
2. The plans for construction of homes in the Doves Overlook and Doves Landing area and with this the extension of central sewage to the area.

The attached report provides a summary of events leading up to the current situation and the positions of both the State Health Department and the County Service Authority. It is hoped this will enhance your understanding of the problem and its possible solutions.

Very truly yours,

William J. Becker
Brentsville Supervisor

Note: The traffic signal light (Brentsville Road & Route 234) that I reported on earlier was delayed by the Virginia Department of Transportation, but they now assure me that advertising for construction will be done in April.

WJB/dje
Attachment (1)

A:14Sept11

3532



COUNTY OF PRINCE WILLIAM

Sudley North Government Center
7873 Ashton Avenue, Manassas, Virginia 22110
(703) 335-6190 Metro 631-1703 Ext 6190

BOARD of COUNTY SUPERVISORS

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Edwin C. King, Vice Chairman
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LENTSVILLE DISTRICT
William J. Becker

SEWAGE IN THE "BRADLEY FOREST AREA"

The homes built in the "Bradley Forest Area" all use a septic system including the required drainfield to dispose of their sewage. Some of these are beginning to be unable to absorb the amount of sewage generated by the residence and could become a health hazard.

This summary is intended to describe the situation as it has developed over the years, its relationship to the potential development of Doves Overlook, and what the future could hold.

POTENTIAL DEVELOPMENT

The area now called Doves Overlook and Doves Landing was zoned in 1962 as R-10 which provides for 10,000 square foot lots.

Development was not initiated at that time because insufficient septic drainfield sites could be found and central sewage was not available.

In 1988 the land for Doves Overlook was purchased by an investor who proposed developing it as 10,000 square foot lots by providing a connection to the central sewage system approximately 3-4 miles away. He submitted a site plan to the County proposing such action.

The County turned down the application on the basis that the current comprehensive plan designated this area for 1-5 acre lots and did not provide for any central sewage connections. The developer took the issue to the Circuit Court and prevailed; the County appealed to the State Supreme Court where the Circuit Court decision was upheld. The County was directed to approve the proposed plan. This meant that the developer could build up to 400 homes and connect to the nearest sewage connector line. He did not have to make any improvements to existing roads; provide land or funds for schools or other needed infrastructure. I understand that plans to develop Doves Overlook and Doves Landing are on hold because of the current financial climate. Development can probably not be expected for 3-5 years.

SEWAGE PROBLEMS

According to the State Health Department, a number of septic drainfields have failed or have been unable to handle the amount of sewage flowing from residences in the area. This is not unexpected because the life of a properly installed septic drainfield can be as little as 40 years and some of the homes in the area are that old. In most of the cases where failure occurred, the householder does not own sufficient land to permit construction of a new drainfield and other actions had to be taken. The fact that such problems have occurred has raised concern in the community as to what the future holds.

This question was asked of the two government agencies most involved in sewage systems, the County Service Authority and the State Health Department.

SERVICE AUTHORITY

The Service Authority points out that in order to provide sufficient capacity to permit construction of a sewage line to support residences in Bradley Forest, Westchester, and other nearby residences, the Doves Overlook developer would have to include additional capacity in the pumping station and increase the size of the force main line. The Service Authority would have to pay for this increase. In addition, a system to serve existing units and convey the sewage to the pump station would have to be designed and installed. Availability fees would have to be paid by the homeowner to connect to the sewer. It is my understanding that the line from the Doves Overlook pumping station to the central sewer system is a pressure line and would not easily be connected to by other users. As can be seen from the copy of the Service Authority report (Attachment 1), the preliminary estimate of cost to the homeowner would be significant and depend to a great extent on the number of users. In addition, sewer policy 3 of the 1990 Comprehensive Plan requires a feasibility study and an amendment to the plan to be completed prior to providing public sewer service to this area.

STATE HEALTH DEPARTMENT

The Health Department is responsible for approving and monitoring all localized sewage systems. As noted previously, a number of septic drain fields have been unable to cope with the amount of sewage generated by those living in the residence, thus creating a health menace. The Health Department has worked closely with all residents in such situations and has often been successful in extending the life of the system. However, there are limits to this and the Health Department is concerned. Attachment 2 is an outline of the way in which they approach these problems and the steps they take in, first defining the problem; and second, in finding a solution.

Both agencies believe that when problems occur, the Health Department is the agency to be contacted. Further, in view of the probability that central sewage connection will not occur for some years, a private system solution appears most feasible.

Hopefully, this brief summary will make homeowners of the area realize how important it is to take good care of their existing system and not to mis-use it. Specifically, action should be taken to have the septic tank pumped out regularly, at least every 5 years as required by law, or preferably every 3 years.

If any of you have questions not answered in this letter, I suggest you contact Mr. John Meehan at the Health Department or this office for questions concerning individual systems.

A:14Septic

COMMONWEALTH of VIRGINIA

Prince William Health District

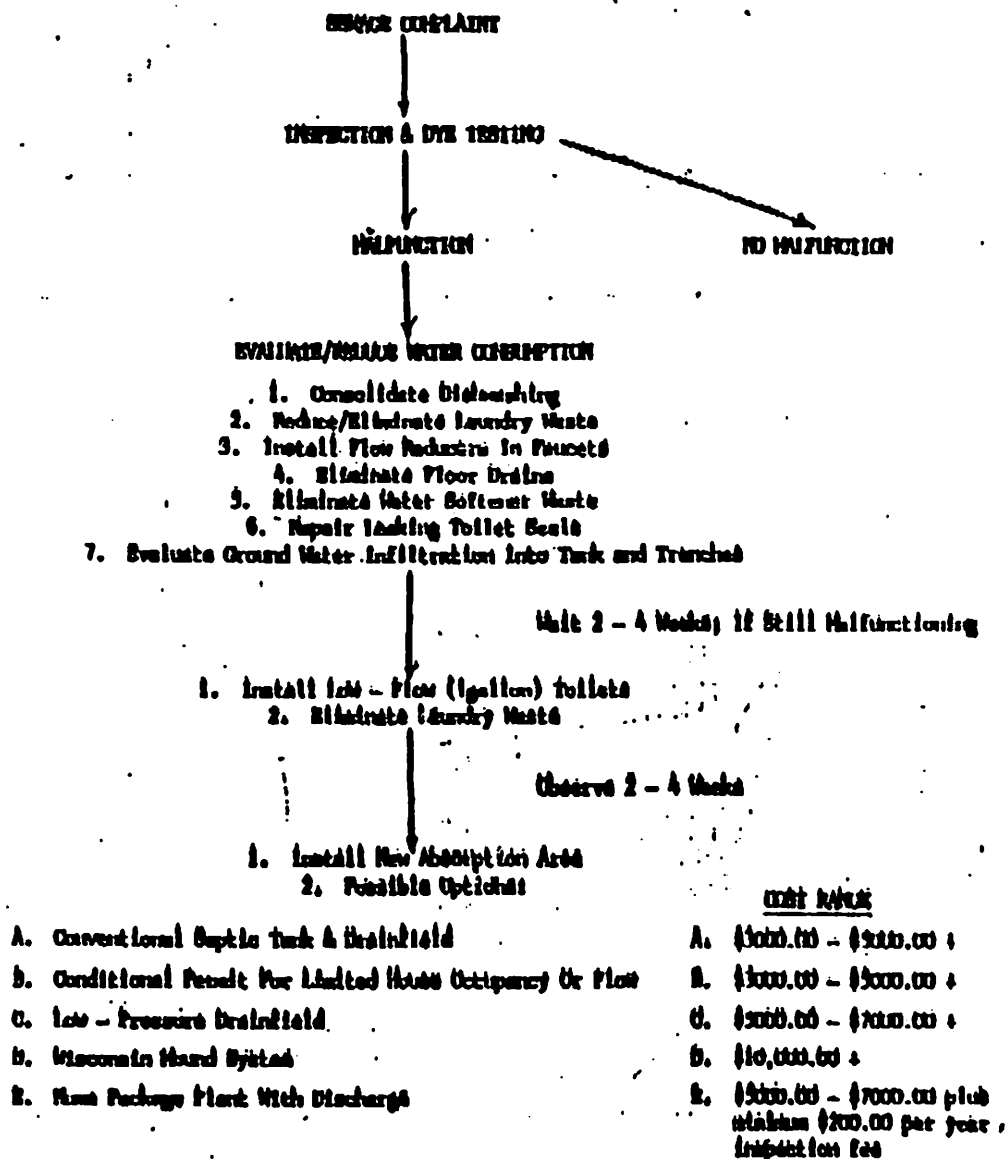
**9301 LEE AVENUE
MANASSAS, VIRGINIA 22110-5577**

SERVING:
CITY OF MANASSAS
CITY OF MANASSAS PARK
PRINCE WILLIAM COUNTY

• TELEPHONE: 335-6300
ENVIRONMENTAL HEALTH: 335 6311

Cooperation with the Department of Health

SEPTIC TANK SYSTEM COMPLAINT EVALUATION PROTOCOL



Item No. 7

Location: Bradley Forest - Bradley Forest Drive
Smithfield Road

Problem: Endemic failure of on site sewage disposal systems.

Comments: Bradley Forest is located within a Rural Residential Zone. Additional failures are anticipated on streets adjoining Bradley Forest Drive and Smithfield Road due to poor soil conditions in the area. Doves Overlook abuts Bradley Forest to the south. Bradley Forest could be gravity sewered into a slightly oversized Doves Overlook system. This could affect the proposed sizing of the Doves Overlook sewer system and pump station.

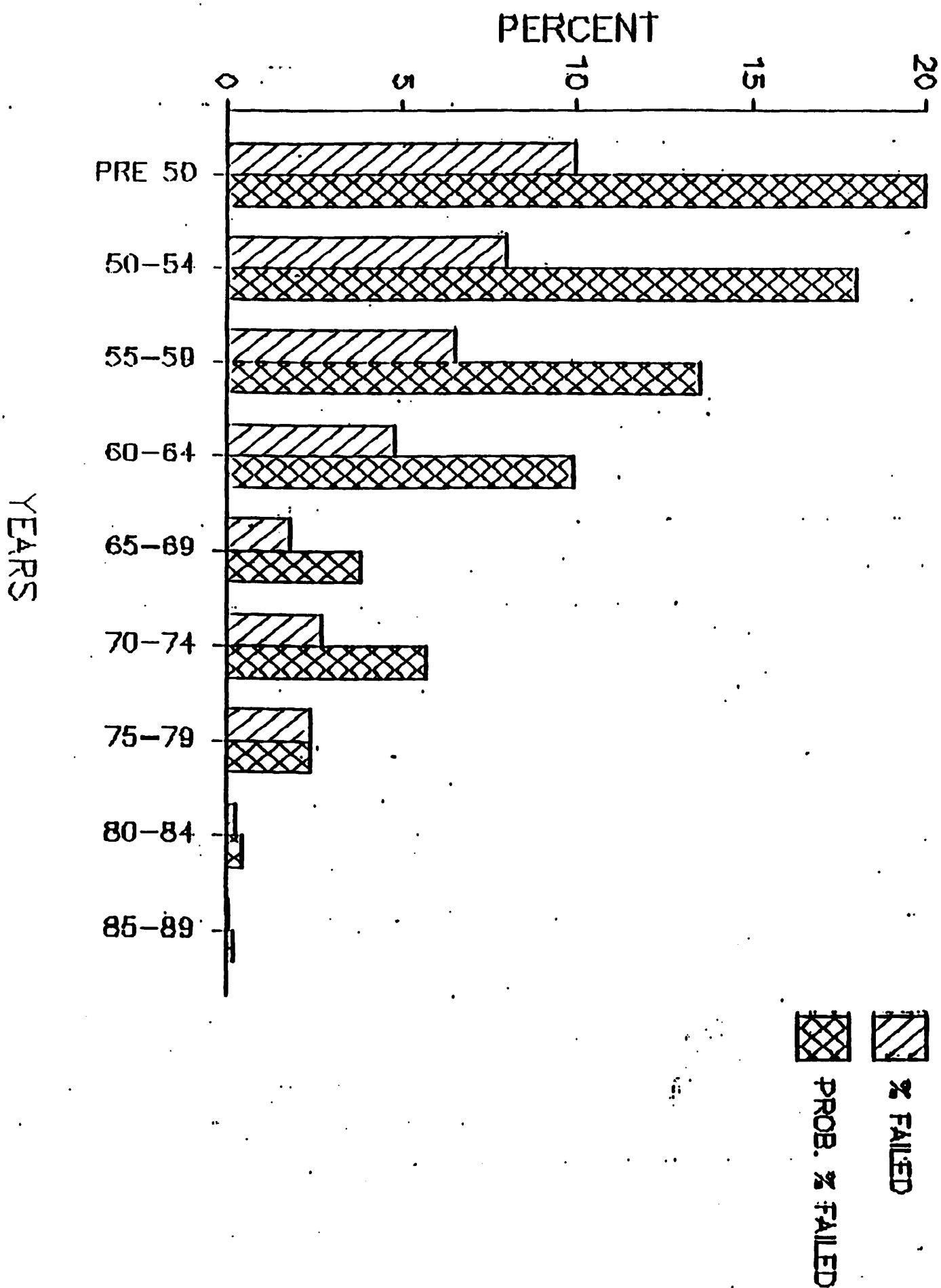
Solution: Install gravity sewer in Bradley Forest, draining into the Doves Overlook system.

| | | |
|-----------------|-----------------------------|-------------|
| Estimated Cost: | 16000 LF 8" Sewer @ \$80/LF | \$1,280,000 |
| | 50 Manholes @ \$2500/EA | \$125,000 |
| | Doves Overlook oversizing | \$200,000 |
| | Total | \$1,605,000 |

Note: Estimated Cost does not include homeowners' costs for physical connection to the new sewer, application, availability, or inspection fees.

Comment: Probable cost per home, assuming 200 potential users would be about \$11,000

OCCOQUAN BASIN DRAINFIELDS



MEMORANDUM

TO: File

FROM: Suzi DeRyckere

DATE: May 16, 1991

RE: Doves Landing meeting with Bill Becker 5/15/91

Present at the meeting were Bill Becker, Harry Ghadban, Jimmy Ghadban, Mike Mullin (engineer), Lacey Compton and Suzi DeRyckere.

Lacey opened the meeting by stating we had received a copy of Bill Becker's letter relative to the implementation of sewer and water in the area of the County that would serve the proposed developments of "Doves Overlook" and "Doves Landing". Mr. Becker stated he was to meet this week with the County Attorney's office and members of the Department of Development Administration relative to Doves Overlook and the effects the Chesapeake Bay Protection Act might have on that property. Lacey stated it was our intent to meet today to tell Mr. Becker we would be willing to meet and/or help with the plans to bring sewer to these properties. We stated the signature set of the preliminary plan had been submitted in April of 1990 and approval of the preliminary plan had been withheld because of an access problem to our site. We stated, should our preliminary plan be approved, we would be willing to submit final plans with a notation indicating we could not receive approval of the final plan without first resolving the access problem which currently exists. By allowing us to process our final plan, we would be in a better position with lenders, bonding, etc. and would be more able to provide help relative to the sewer and water issue when the need arises. If we are unable to process our final plans, we may not be in a position to help the County and/or Doves Overlook with the funding of sewer and water and further, the processing of the final plan would let us know if DDA would be making comments relative to the vesting of the property with regard to the Chesapeake Bay Protection Act. We asked Mr. Becker to mention at his meeting with the County Attorney that we are interested in pursuing the processing of our plan with the notation relative to access. I have made note to follow up with Mr. Becker early next week to inquire about the results of the meeting with the County personnel.

SSD/tjw

cc: Harry Ghadban

0019C



VIRGINIA:

IN THE CIRCUIT COURT OF PRINCE WILLIAM COUNTY

**DOVE'S LANE ASSOCIATES,
A Virginia Partnership
9111 Ewell Street
Manassas, Prince William County,
Virginia 22110**

AND

WILLIAM E. MYERS

AND

SAMUEL A. LINCH

AND

R. CURTIS HARROVER

AND

**ALAN RABINOWITZ,
Petitioners,**

v.

**RICHARD E. LAWSON,
Director
Department of Development
Administration
1 County Complex Court
Prince William, VA 22192**

AND

**MICHAEL TOMPKINS,
Zoning Administrator
Prince William County
1 County Complex Court
Prince William, VA 22192**

IN CHANCERY NO. 31330

3540

AND

BOARD OF SUPERVISORS OF PRINCE
WILLIAM COUNTY, VIRGINIA,
a body politic,

Serve: Sharon E. Pandak, Esq.
County Attorney
1 County Complex Court
Prince William, VA 22192

Richard B. Lawson,
Director
Department of Development
Administration
1 County Complex Court
Prince William, VA 22192

Michael Tompkins,
Zoning Administrator
Prince William County
1 County Complex Court
Prince William, VA 22192

The Honorable Terrence Spellane,
Chairman,
Prince William County Board
of Supervisors
1 County Complex Court
Prince William, Virginia 22192

The Honorable Edwin C. King,
Prince William County Board
of Supervisors
1 County Complex Court
Prince William, Virginia 22192

The Honorable Kathleen K. Seefeldt,
Prince William County Board
of Supervisors
1 County Complex Court
Prince William, Virginia 22192

General

1. The Petitioners, Dove's Lane Associates, a Virginia partnership, is the legal and/or equitable owner of approximately 184 acres situated in Prince William County, Virginia (the "Property"). The general partners of Dove's Lane Associates are William E. Myers, Samuel A. Lynch, R. Curtis Harrover and Alan Rabinowitz
2. The Respondent, Richard E. Lawson, is Director (i.e., chief administrative officer) of the Department of Development Administration of Prince William County (the "DDA"). DDA is the agent of Respondent Board accorded the responsibility for the review and approval of subdivision plats and the determination of their conformity with applicable County ordinances.
3. The Respondent, Michael Tompkins, is Zoning Administrator of Prince William County. The Zoning Administrator is the agent of Respondent Board accorded the responsibility for the interpretation, administration and enforcement of the Zoning Ordinance.
4. The Respondent, Prince William County Board of Supervisors (the "Board"), is the governing body of Prince William County and is empowered to enact provisions of the Prince William County Code dealing with the approval of subdivisions, and to appoint such agents as may be necessary for the administration of such provisions.
5. The Petitioners' rights in and to the Property have been abridged and denied by the actions of Respondents as more specifically set forth below, and thus an actual controversy exists between the parties wherein there is and has been an antagonistic assertion of the Petitioners' rights and the denial by Respondents of said rights, which controversy involved, among other things, the interpretation of statutes and/or county ordinances, and

accordingly this case is a proper one for the exercise by this Court of its power to issue declaratory judgments pursuant to Va. Code Annot. § 8.01-184. (1984 Repl. Vol.).

6. The Property has been designated R-10 under the Prince William County Zoning Ordinance (the "Zoning Ordinance") since 1963, the date the R-10 Zoning District was created.

7. The R-10 Zoning District is intended to provide for and encourage development of one-family dwellings at a medium suburban density of approximately four dwelling units per acre. One-family dwellings are permitted by right in the R-10 Zoning District.

8. Petitioners acquired legal and or equitable title to the Property in 1986 in reliance upon the R-10 zoning designation and the attendant right to the develop at 4 dwelling units per acre.

Wrongful Denial of "Zoning Approval"

9. In March 1987, the Prince William County Planning Office issued Part I of "Reconciliation of Existing Zoning with Planned Land Uses", a study intending to identify, and recommending downzoning of, properties with zoning classifications being deemed by the Planning Office to be "inconsistent" with the Comprehensive Plan. The Property was identified among such "inconsistent" properties in the March 1987 study, as well as in the revised version thereof issued in June 1987. No downzoning of the Property was initiated, however.

10. Following submission of Petitioners' first preliminary subdivision plat on October 8, 1987, Prince William County's Zoning Administrator, in response to an inquiry from the DDA, denied "zoning approval" of the Petitioners' plat on December 11, 1987, on the grounds that the public water and sewer lines proposed by the Petitioners either had to be depicted on the Comprehensive Plan or approved by the Planning Commission pursuant to Va. Code Annot. § 15.1-456 (1989 Repl. Vol.) (a "Section 456 Review").

11. The Prince William County Service Authority (the "Service Authority"), the entity responsible for the supervision of the central public and water system for Prince William County, indicated in its letter of December 16, 1987 that Petitioners could connect into the public sewer system, subject only to engineering review of the design. In accordance with the normal practice in Prince William County, Petitioners have committed to pay for construction of the connection to existing public water and sewer lines. Adequate capacity exists in existing treatment facilities to accommodate the projected sewer flow from the Property.

12. On January 8, 1988, the Petitioners filed a timely appeal from the Zoning Administrator's ruling to the Board of Zoning Appeals, on the grounds that (a) the proposed water and sewer systems were permitted by Section 201.20 of the Zoning Ordinance and required under other ordinances, regulations and policies of Prince William County; (b) neither the proposed sewer or water system was inconsistent with the Comprehensive Plan; (c) consistency with the Comprehensive Plan was neither relevant nor determinative; (d) Section 456 Review was not required with respect to such systems; (e) the Property was zoned R-10; minimum lot size was 10,000 square feet, not one acre; and that the Petitioners

and sewer lines, therefore, would rarely be shown on the Comprehensive Plan.

17. On March 21, 1988, after the Petitioners' Appeal A88-02 had been properly perfected and public hearing thereon noticed and conducted in accordance with all appropriate statutes and ordinances, the Board of Zoning Appeals, by deadlocked vote, failed to overrule the decision of the Zoning Administrator.

18. The Petitioners filed a Petition for Writ of Certiorari and Injunctive Relief (In Chancery No. 25817) with the Clerk of the Circuit Court of Prince William County on April 20, 1988 (the "Certiorari Proceeding"), seeking, among other things, review of the Board of Zoning Appeals' failure to overrule the Zoning Administrator's decision.

19. The Certiorari Proceeding was tried on December 21, 1988. In addition to the BZA record, the trial court heard oral testimony. Uncontroverted testimony established that Prince William County's practice, without exception in interpreting its ordinances, had been not to require Section 456 Reviews type of public facility extension proposed by the Petitioners.

20. On December 22, 1988, this Court issued a letter opinion in the Certiorari Proceeding which held that the BZA applied erroneous principles of law in failing to overrule the Zoning Administrator's denial of zoning approval to the Petitioners' plat. This Court stated that the Zoning Administrator and the County had not required other similarly situated entities to conform with what was required of the Petitioners; and, in fact, that the opposite had been the norm.

21. Following the entry of the Final Decree in the Certiorari Proceeding, on July 14, 1989, a Petition for Appeal to the Supreme Court of Virginia was filed on behalf of

did rely and were entitled to rely upon such permitted densities in their acquisition of the Property and their preparation and submission of the preliminary subdivision plat; and (f) the grounds relied upon by the Zoning Administrator did not support the denial of "zoning approval".

13. Prince William County has adopted standards for the construction of water and sewer lines in its Zoning Ordinance, subdivision ordinance, and Design and Construction Standards Manual, as contemplated by the proviso of Va. Code Annot. §15.1 456(d). The effect of the County's adopting such standards is to obviate the necessity of Section 456 hearings where subdivisions or site plans evidence such facilities.

14. The County's practice has been to approve streets, open spaces dedicated to homeowners associations, public electrical service, telephone lines and public water and sewer facilities in connection with its review of preliminary subdivision plats or site plans.

15. The County has approved preliminary subdivision plats for other properties similarly situated to the subject Property without requiring Section 456 Review. Without such Section 456 Review, public water and sewer lines have been physically installed in areas planned "rural residential". The service area for such utilities was also at least partially within areas planned "rural residential"; and such utilities were not depicted on the relevant Comprehensive Plan map.

16. Only 5-15% of the approximately 340 miles of sewer lines 370 miles of water lines are reflected on the water and sewer facilities maps which are part of the Comprehensive Plan. Further, the Comprehensive Plan primarily depicts sewer lines which have already be constructed, as opposed to those that are still to be built. Proposed water

John Schofield, then Acting Zoning Administrator for Prince William County, on October 13, 1989.

22. On December 11, 1989, Petitioners commenced an action by filing a Petition for Declaratory Judgment and Injunctive Relief (In Chancery No. 28737) with the Clerk of the Circuit Court of Prince William County seeking, among other things, injunctive relief and damages from the Zoning Administrator's wrongful denial of "zoning approval" and DDA's wrongful denial of the preliminary subdivision plat (the "Section 1983 Proceeding"). The Section 1983 Proceeding was not served on Respondents.

23. On January 3, 1990, a panel of the Supreme Court of Virginia considered arguments submitted in support of and in opposition to the granting of an appeal from the Circuit Court's ruling in the Certiorari Proceeding, and, by Decree of January 19, 1990, denied the petition for appeal upon determining that no reversible error had been committed.

24. On December 10, 1990, Petitioners nonsuited the Section 1983 Proceeding.

Wrongful Delay in Processing Petitioners' Preliminary Subdivision Plat

25. Petitioners filed their first preliminary subdivision plat on October 8, 1987 for their proposed development on the Property, known as the "Dove's Overlook" project. Such plat evidenced, among other things, residential lots having a minimum area of 10,000 square feet and connection (at the Petitioners' expense) to public water and sewer facilities.

26. On November 19, 1987, DDA rejected the first preliminary subdivision plat. The denial letter cited the property's "stale zoning", and general concerns that such stale-zoned properties did not comply with the Comprehensive Plan's density recommendations.

27. On January 22, 1988, after the notice of appeal to the BZA but prior to the BZA's hearing, the Petitioners filed their second preliminary subdivision plat with DDA. This plat reflected the connection to public water, as suggested by the Service Authority in its review letter of December 16, 1987.

28. By letter of March 3, 1988, DDA notified Petitioners that, pending the outcome of the Petitioners' aforesaid January 8, 1988 appeal to the Board of Zoning Appeals, review of the second preliminary subdivision plat would be held in abeyance.

29. Following the BZA's failure to overrule the Zoning Administrator's denial of "zoning approval," DDA advised the Petitioners by letter dated April 6, 1988 that the second preliminary subdivision plat would not be approved and, further, that a third review of the subject application would not be accepted unless either (i) the project was redesigned on the basis of one acre minimum lot sizes, (ii) the proposed water and sewer systems were approved pursuant to a Section 456 Review, or (iii) the Comprehensive Plan was amended to permit such water and sewer facilities.

30. On May 10, 1988 the Petitioners filed with DDA their third preliminary subdivision plat with DDA, together with the requisite filing fee therefor, and a letter detailing the response to all agency review comments.

31. The cover letter transmitting the Petitioners' third preliminary subdivision plat also indicated the Petitioners' refusal to submit the project's proposed connection to public water and sewer to a Section 456 Review process or a Comprehensive Plan Amendment.

32. On May 18, 1988, after having accepted the Petitioners' filing fee, DDA advised Petitioners that it would not process their third preliminary subdivision plat on the

grounds that the three prerequisites set forth in DDA's April 6, 1988 letter had not been satisfied, thereby formally rejecting the Petitioners' preliminary subdivision plat.

33. On July 15, 1988, Petitioners filed a Petition for Declaratory Judgment and Injunctive Relief (In Chancery No. 26263) with the Clerk of the Circuit Court of Prince William County, seeking, among other things, review of the denial of their subdivision plat pursuant to Va. Code Annot. § 15.1-475.

34. On November 1, 1988, the Petitioners and Respondents consensually entered into a Decree dismissing In Chancery No. 26263 without prejudice (the "Decree"). The Decree allowed the Petitioners to resubmit their subdivision plat and required Respondent Board and its agents to afford such plans their customary review in accordance with established procedures. Petitioners agreed that such plans would not be submitted for final approval unless and until the issues in the Certiorari Proceeding had been resolved in favor of the Petitioners, or that any such final approval would be made subject to such favorable resolution.

35. On December 8, 1988, DDA issued its third summary letter in response to the Petitioners' resubmission of the third preliminary subdivision plat pursuant to the Decree. DDA indicated the plat would not be approved because of deficiencies noted by various reviewing agencies.

36. On or about February 10, 1989, the Petitioners submitted their fourth preliminary subdivision plat, together with the requisite filing fee therefor, responding to all comments of various reviewing agencies.

37. On March 29, 1989, DDA issued its fourth summary letter in response to the Petitioners' submission of their fourth preliminary subdivision plat. DDA denied such plans.

38. On June 26, 1989, following administrative extension of the submission deadline, the Petitioners' engineer sent letters to the respective reviewing agencies identifying the Petitioners' response to such comments in an effort to resolve DDA's remaining objections.

39. By letter of July 12, 1989, DDA advised the Petitioners that a formal resubmission of the plat would be required.

40. As part of the Final Decree in the Certiorari Proceeding, which was entered on July 14, 1989, the parties specifically agreed to a stay of the Petitioners' "zoning approval" pending final disposition of the issue on appeal, provided that the County and its agents would afford the Petitioners' subdivision plat their customary review and approval in accordance with applicable ordinances and procedures.

41. On July 26, 1989, the Petitioners submitted their fifth preliminary subdivision plat, together with the requisite filing fee therefor, detailing their response to all reviewing agency comments. Petitioners objected to the processing of their plans both in connection with ordinance requirements and past administrative practices. In particular, Petitioner noted that DDA's comments (i) were applicable to the final, rather than the preliminary, plat process (ii) were being raised for the first time in later review cycles for aspects of the plat which had been present previously; and (iv) were inconsistent with the Decree. Petitioners resubmitted their fifth preliminary subdivision plat on August 4, 1989.

42. On September 22, 1989, DDA issued its fifth summary letter in response to the Petitioners' submission of their fifth preliminary subdivision plat. DDA denied such plan, insisting on improvements to abutting public streets along the entirety of the Property's frontage, the addition of a note agreeing to the construction of sidewalks should the Board of County Supervisors adopt a policy to that effect in the future, the provision of a lot to be dedicated to the Prince William County Service Authority for a well augmenting water supplied to the Property through connection to the public water system, and the necessity for upgrading off-site portions of Smithfield Road and Bradley Forest Road (which run perpendicular to the Property's frontage on Doves Lane). None of such reviewing agencies identified the alleged deficiencies by reference to specific duly adopted ordinances, regulations or policies.

43. On November 21, 1989, the Petitioners submitted their sixth preliminary subdivision plat, together with the requisite filing fee therefor, responding to all reviewing agency comments, and including provision for a well lot. A letter accompanying such submission identified all such changes, and restated the Petitioners' refusal to provide the road improvements in the vicinity of the Property requested by DDA.

44. By letter dated November 22, 1989, DDA refused to process the Petitioners' sixth preliminary subdivision plat because Petitioners had not agreed to make the changes set forth in previous reviewing agency comments, particularly improvements to abutting streets and the provision of the sidewalk note.

45. On February 7, 1990, following the Supreme Court of Virginia's denial of the Petition for Appeal, the Prince William County Planning Commission, having considered the

matter in executive session, approved Petitioners' sixth preliminary subdivision plat upon the specific direction and advice of the County Attorney's office.

Wrongful Denial of "Vested" Status in Connection with Chesapeake Bay Regulations

46. Since their acquisition of legal and/or equitable title to the Property, Petitioners have been diligently pursuing development of the Property, and have expended considerable sums and incurred substantial additional liability in furtherance of such development. In particular, subsequent to the approval of the preliminary subdivision plat, Petitioners have authorized and caused to be performed additional field surveying work, aerial or "flown" topography of the Property, "field-verified" topography of the Property (necessary because of dense undergrowth), design and alignment studies for some three and one-half miles of off-site utilities (including a pump station, force main and gravity lines), negotiation of off-site easements necessary for such utilities, and extensive environmental testing and analysis relating to wetlands, stormwater management analysis and hazardous materials testing.

47. On November 27, 1990, the Board of County Supervisors adopted amendments to the County's Zoning Ordinance and Design and Construction Standards Manual intended to implement the Chesapeake Bay Preservation Act (Va. Code Annot. §10.1-2100 et seq.)(the "Chesapeake Bay Regulations"). As part of the Board's actions on the Chesapeake Bay Regulations, it adopted "Vesting Guidelines" that purported to take into consideration the "substantial impacts the Regulations will have on development in the County". The Property was not among those deemed eligible for "vested status". Among

other things, the County requirements impose landward buffers up to 100 foot wide from areas designated as "Resource Protection Areas," and impose other development restrictions which would have a significant adverse and prejudicial effect upon the development potential of the Property.

48. On March 14, 1991, Petitioners appealed the preliminary determination that the Property was not eligible for vested status to Respondent Lawson, citing: Petitioners' good faith intent to develop the Property; their considerable financial commitment in prosecuting the development plans; the significant delay occasioned by the necessity of adjudicating the appropriateness of extending public utilities to the Property which interrupted the processing of Petitioners' plans for over two years; the ultimate vindication of Petitioners' position by this Court and the Supreme Court of Virginia, and the likelihood, but for the wrongful denial of "zoning approval", that Petitioners would have passed the milestone of final plan submission which Respondent Board has identified as sufficient for vesting purposes; the obtainment of preliminary subdivision plat approval from the Planning Commission under unusual and scrutinized circumstances, including DDA's recommendation of denial; the significant extent of Petitioners' progress toward submitting final subdivision plans for the Property; the Petitioners' entitlement to vested rights in their development plans for the Property under traditional precepts of vesting law in Virginia; the environmental studies and other safeguards incorporated as part of the development process for the Property; and the potential for significant damage to the development potential of the Property if the Chesapeake Bay Regulations were to be imposed.

49. By letter of April 19, 1991 and in a subsequent meeting with representatives of Respondent Board, Petitioners also urged that favorable vesting consideration was appropriate because of the significant official public acts associated with the subject development plan, i.e., the preliminary approval of the preliminary subdivision plan and the adjudication of the "zoning approval" issue, which is tantamount to BZA action.

50. By letter dated May 15, 1991, Respondent Lawson and Respondent Tompkins advised Petitioners that the development plans for the Property would not be accorded "vested" status for purposes of the Chesapeake Bay Regulations, either by application of the November 27, 1990 Vesting Guidelines or vesting law, on the grounds that the approval of the preliminary subdivision plat was insufficient to satisfy such criteria. The determination ignored the BZA action and this Court's adjudication of its development rights.

COUNT I

DENIAL OF ZONING APPROVAL EQUAL PROTECTION U.S. CONSTITUTION

51. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

52. The denial of zoning approval for the plat was premised upon the applicability of the planning determination requirements of Va. Code Annot. § 15.1-456 (1989 Repl. Vol.) when such requirements had not been imposed upon other similarly situated landowners. Such denial was arbitrary and capricious, discriminatory, without reasonable basis, and bore no rational relationship to any lawful or legitimate state purpose; and, consequently, constituted a denial by Respondents of the Petitioners' rights and equal

protection of the laws under and by virtue of the Fourteenth Amendment to the Constitution of the United States.

COUNT II

**DENIAL OF ZONING APPROVAL
TAKING OF PROPERTY
U.S. CONSTITUTION**

53. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

54. Respondents' actions amount to a taking of the Petitioners' property without just compensation, in violation of the Fifth and Fourteenth Amendments of the United States Constitution, because, among other things: (a) no legitimate governmental interest justifies Respondents' actions; (b) the Petitioners are being forced to bear a burden which should be shared by the community at large; and (c) such actions constitute undue interference with the Petitioners' reasonable, investment backed expectations in the Property.

COUNT III

**DENIAL OF ZONING APPROVAL
TAKING AND/OR DAMAGE TO PROPERTY
CONSTITUTION OF VIRGINIA**

55. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

56. Respondents' actions amount to a taking of or damage to the Petitioners' Property because (a) no legitimate governmental interest justifies Respondents' actions;

(b) the Petitioners are being forced to bear a burden which should be shared by the community at large; (c) the value of the Petitioners' rights in the Property has been damaged as a proximate cause of Respondents' actions; and (d) the denial of zoning approval unduly interferes with the Petitioners' reasonable, investment-backed expectations in acquiring the Property.

57. For the reasons enumerated in the preceding paragraph, Respondents' actions amount to a taking of, and/or damage to, the Petitioners' property without just compensation, in violation of Art. 1, §11 of the Virginia Constitution.

COUNT IV

DENIAL OF ZONING APPROVAL 42 U.S.C. §1983

58. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

59. The Zoning Administrator had final policymaking authority with regard to determinations of "zoning approval" in connection with the review and approval of subdivision plats.

60. Respondents, either tacitly or overtly, ratified or authorized the Zoning Administrator's denial of zoning approval.

61. The denial of zoning approval was based on a policy of Respondent Board which had the effect of depriving Petitioners of their constitutional rights as more specifically set forth below.

62. Respondents, acting under color of state law, have (a) denied the Petitioners

the equal protection of the Laws, in violation of the Fourteenth Amendment of the United States Constitution; and (b) taken the property of Petitioners, in violation of the Fifth and Fourteenth Amendments of the United States Constitution.

COUNT V

**WRONGFUL DELAY IN PROCESSING PLAT
EQUAL PROTECTION
U.S. CONSTITUTION**

63. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

64. The delay in processing of the plat submitted subsequent to the Decree was discriminatory, arbitrary and capricious, without reasonable basis, and rationally unrelated to any lawful or legitimate state purpose; and, consequently, constituted a denial by Respondents of the Petitioners' rights and equal protection of the laws under and by virtue of the Fourteenth Amendment to the Constitution of the United States.

65. Respondent's actions violates this Court's Decree that Petitioners' plans be accorded customary review in accordance with applicable laws and regulations.

COUNT VI

**WRONGFUL DELAY IN PROCESSING PLAT
TAKING OF PROPERTY
U.S. CONSTITUTION**

66. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

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67. Respondents' actions amount to a taking of the Petitioners' property without just compensation, in violation of the Fifth and Fourteenth Amendments of the United States Constitution, among other things, because: (a) no legitimate governmental interest justifies Respondents' actions; (b) Petitioners' plat was repeatedly rejected by Respondents to impose on Petitioners' burdens which should be shared by the community at large; and (c) the delay in processing the plat unduly interfered with the Petitioners' reasonable, investment backed expectations in the Property.

COUNT VII

WRONGFUL DELAY IN PROCESSING PLAT TAKING AND/OR DAMAGE TO PROPERTY CONSTITUTION OF VIRGINIA

68. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

69. Respondents' actions amount to a taking of or damage to the Petitioners' Property because (a) no legitimate governmental interest justifies Respondents' actions; (b) the Petitioners' plat was repeatedly rejected by Respondents to impose on Petitioners' burdens which should be shared by the community at large; (c) the value of the Petitioners' rights in the Property has been damaged as a proximate cause of Respondents' actions; and (d) the delay in processing the plat unduly interfered with the Petitioners' reasonable, investment-backed expectations in the Property.

70. For the reasons enumerated in the preceding paragraph, Respondents' actions amount to a taking of, and/or damage to, the Petitioners' property without just compensation,

in violation of Art. 1, §11 of the Virginia Constitution.

COUNT VIII

**WRONGFUL DELAY IN PROCESSING PLAT
42 U.S.C. §1983**

71. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

72. Respondent Lawson had final policymaking authority in the area of the County's review and approval of subdivision plats.

73. Respondents, either tacitly or overtly, ratified or authorized the delay of the subdivision plat's processing.

74. The delay in processing of the subdivision plat on grounds other than zoning approval subsequent to the Decree was based on a policy of Respondent Lawson which had the effect of depriving Petitioners of their constitutional rights as more specifically set forth below.

75. Respondents, acting under color of state law, have (a) denied the Petitioners the equal protection of the Laws, in violation of the Fourteenth Amendment of the United States Constitution; and (b) temporarily taken the property of Petitioners, in violation of the Fifth and Fourteenth Amendments of the United States Constitution.

COUNT IX

**WRONGFUL DENIAL OF VESTED RIGHTS
ARBITRARY, CAPRICIOUS, UNREASONABLE AND
OTHERWISE VIOLATIVE OF STATE LAW**

76. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

77. Each of the preliminary subdivision plats had been submitted by the Petitioners pursuant to Va. Code Annot. § 15.1-475, and satisfied all applicable provisions of the Prince William County Subdivision Ordinance (Prince William County Code Section 25.1 et seq.) and the Prince William County Design and Construction Standards Manual incorporated therein by reference.

78. Respondents' failure to accord vested status to Petitioners' plans in connection with the Chesapeake Bay Regulations approve the preliminary subdivision plat was not properly based on applicable statutes ordinances, and was unlawful, arbitrary and capricious, discriminatory and ultra vires.

79. Respondents' arbitrary and illegal refusal to approve the Petitioners' plat in a timely fashion was without legal or factual basis. Had the Respondents processed the Petitioners' plat in accordance with lawful and customary procedures, the Petitioners would have obtained plat approval without the significant and damaging delay which ensued.

COUNT X

**WRONGFUL DENIAL OF VESTED RIGHTS
EQUAL PROTECTION
U.S. CONSTITUTION**

80. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

81. The denial of Petitioners' vesting appeal was arbitrary and capricious, discriminatory, without reasonable basis, and bore no rational relationship to any lawful or legitimate state purpose; and, consequently, constituted a denial by Respondents of the Petitioners' rights and equal protection of the laws under and by virtue of the Fourteenth Amendment to the Constitution of the United States.

COUNT XI

**WRONGFUL DENIAL OF VESTED RIGHTS
TAKING OF PROPERTY
U.S. CONSTITUTION**

82. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

83. Respondents' actions amount to a taking of the Petitioners' property without just compensation, in violation of the Fifth and Fourteenth Amendments of the United States Constitution, among other things, because: (a) no legitimate governmental interest justifies Respondents' actions; and (b) the denial of Petitioners' vesting appeal unduly interferes with the Petitioners' reasonable, investment backed expectations in the Property.

COUNT XII

**WRONGFUL DENIAL OF VESTED RIGHTS
TAKING AND/OR DAMAGE TO PROPERTY
CONSTITUTION OF VIRGINIA**

84. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

85. Respondents' actions amount to a taking of or damage to the Petitioners' property without just compensation, because: (a) no legitimate state interest justifies Respondents' actions; (b) the value of Petitioners' rights in the Property have been damaged as a proximate cause of Respondents' actions; and (c) the denial of Petitioners' vesting appeal unduly interferes with the Petitioners' reasonable, investment-backed expectations in the Property.

86. For the reasons enumerated in the preceding paragraph, Respondents' actions amount to a taking of, and/or damage to, the Petitioners' property without just compensation, in violation of Art. 1, §11 of the Virginia Constitution.

COUNT XIII

**WRONGFUL DENIAL OF VESTED RIGHTS
42 U.S.C. §1983**

87. The Petitioners repeat and reallege as if fully set forth herein paragraphs 1 through 50.

88. Respondent Lawson had final policymaking authority in determining vesting appeal under the adopted ordinances and regulations implementing the Chesapeake Bay Preservation Act in Prince William County.

89. Respondents, either tacitly or overtly, ratified or authorized Respondent Lawson's denial of Petitioners' vesting appeal.

90. Respondents, acting under color of state law, have (a) denied the Petitioners the equal protection of the Laws, in violation of the Fourteenth Amendment of the United States Constitution; and (b) taken the property of Petitioners, in violation of the Fifth and Fourteenth Amendments of the United States Constitution.

91. The Petitioners have been and continue to be irreparably harmed by the DDA's denial of vested status for Petitioners' new development plans.

WHEREFORE, the Petitioners move this Court to award the following relief:

92. Grant a declaratory judgment that DDA's denial of vested status from the requirements of the Chesapeake Bay Regulations for Petitioners' preliminary subdivision plat is erroneous, illegal, invalid, discriminatory, arbitrary, capricious, unreasonable and unconstitutional;

93. Grant an injunction (i) directing Respondent Board, its agents and employees to accept, process and approve all bona fide submissions of the Petitioners, consistent herewith, which are prerequisite to the Petitioners' use of the Property as proposed under the preliminary subdivision plat; and (ii) permanently enjoining Respondents, their agents and employees from interfering with the Petitioners' use of the Property as proposed;

94. Awarding damages to the Petitioners to compensate it for the loss occasioned by Respondents' actions, including a determination of just compensation pursuant to Va. Code Annot. § 8.01-187 and other amounts due under 42 U.S.C. § 1983.

95. Awarding attorney's fees pursuant to 42 U.S.C. § 1988; and

96. Granting such other relief as may be appropriate.

DOVE'S LANE ASSOCIATES

**WILLIAM E. MYERS
SAMUEL A. LINCH
R. CURTIS HARROVER
ALAN RABINOWITZ**

By: 
Mark A. Moorstein, Esq.

Mark A. Moorstein, Esq.
Mark A. Moorstein, P.C.
10500 Battleview Parkway, Suite 210
Manassas, Virginia 22110
(703) 361-6500
Counsel for Petitioners

95. Awarding attorney's fees pursuant to 42 U.S.C. § 1988; and
96. Granting such other relief as may be appropriate.

DOVE'S LANE ASSOCIATES

**WILLIAM B. MYERS
SAMUEL A. LINCH
R. CURTIS HARROVER
ALAN RABINOWITZ**

By: 
Counsel

**Francis A. McDermott
Peter K. McKee, Jr.
HUNTON & WILLIAMS
3050 Chain Bridge Road
P.O. Box 1147
Fairfax, Virginia 22030
(703) 352-2200
Counsel for the Petitioners**

THIRD ALLONGE

THIS THIRD ALLONGE dated this 23rd day of October, 1991, to be attached to and form a part of that certain Deed of Trust Note in the original principal sum of **THREE HUNDRED THOUSAND AND NO/100 DOLLARS (\$300,000.00)** dated January 16, 1989, and previously increased to **FOUR HUNDRED SIXTY FIVE THOUSAND AND NO/100 DOLLARS (\$465,000.00)**, made by **OMNI HOMES, INC.**, a Virginia corporation, and payable to the order of **THE BUSINESS BANK**.

WITNESSETH THAT:

WHEREAS, The Business Bank and Omni Homes, Inc. have agreed to extend the maturity date of the aforesaid Note.


NOW, THEREFORE, in consideration of the foregoing premises, the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree to modify the terms and conditions of the aforesaid Note as follows:

1. The maturity date of said Note is hereby changed from January 1, 1992 to January 1, 1994.

All of the other terms, conditions and provisions of the said Deed of Trust Note not herein altered and amended shall remain in full force and effect.

WITNESS the following signature and seal.

OMNI HOMES, INC., a Virginia Corporation

By:  [SEAL]
Harry S. Ghadban,
President

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000387

SEEN AND AGREED:

THE BUSINESS BANK

By: *Shirley Sand* [SEAL]
Authorized Officer

STATE OF VIRGINIA
COUNTY OF FAIRFAX, to-wit:

The foregoing Third Allonge was acknowledged before me this
23rd day of October, 1991, by Harry S. Ghadban, President of Omni
Homes, Inc., a Virginia corporation, on behalf of the
corporation.

Ganius J. Caputo
Notary Public

My Commission Expires: 2/28/94

VIRGINIA

IN THE CIRCUIT COURT OF PRINCE WILLIAM COUNTY

DOVE LANE ASSOCIATES et al.)

Plaintiffs,)

v.)

Chancery No. 31330

RICHARD E. LAWSON, et al.)

Defendants.)

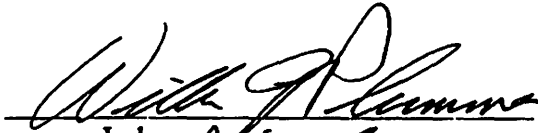
CONSENT DECREE

THIS MATTER comes before the Court upon the agreement of the parties and the representation of the parties that they have compromised and settled this matter through a consent agreement that is acceptable, and

IT APPEARING that parties are in agreement that this matter should be dismissed with prejudice, it is

ORDERED, ADJUDGED and DECREED that this matter be, and hereby is, dismissed with prejudice.

Entered this 6th day of October, 1993.


Judge *Designate*

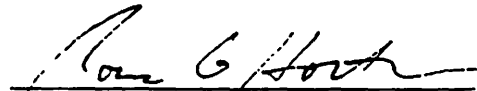
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We ask for this:



Mark A. Moorstein, Esq.
10500 Battleview Parkway, Suite 210
Manassas, Virginia 22110
(703) 361-6500
Counsel for Plaintiffs

SHARON E. PANDAK
COUNTY ATTORNEY



Ross G. Horton
Senior Assistant County Attorney
Gifford R. Hampshire
Assistant County Attorney
1 County Complex Court
Prince William, Virginia 22110
Counsel for Defendants

GRH/jas W:Doveagmt

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THIS CONSENT AGREEMENT, is made this 5th day of October, 1993 among and between DOVE'S LANE ASSOCIATES, WILLIAM E. MYERS, SAMUEL A. LINCH, R. CURTIS HARROVER and ALAN RABINOWITZ ("Dove's Lane"); and RICHARD E. LAWSON, JOHN WHITE, and THE BOARD OF SUPERVISORS OF PRINCE WILLIAM COUNTY, VIRGINIA, a body politic ("County"); and E. RALPH COON, JR., TRUSTEE ("Trustee") for the benefit of the County, Dove's Lane, the creditors that appear on Exhibit B hereto, and the Daniel and Mary Loughran Foundation (the Foundation").

WITNESSETH:

WHEREAS, Dove's Lane owns or has control over a certain tract or parcel of land located in Prince William County, Virginia more particularly described on Schedule A attached hereto and known as Doves Overlook ("Doves Overlook") made up of the Loughran Foundation Piece ("Foundation Piece") and the other parcels identified in Exhibit A attached hereto and incorporated herein (the "Other Parcels"); and

WHEREAS, Dove's Lane has brought an action against the County in the Circuit Court for Prince William County ("Court"), captioned *Dove's Lane Associates et al. v. Richard E. Lawson, et al.*, Chancery 31330 ("Litigation"), alleging various claims arising from certain actions of the County in connection with the development of certain land known as Doves Overlook and, *inter alia.*, seeking damages and injunctive relief; and

WHEREAS, the parties desire to settle their claims, to agree to the sale of Doves Overlook to a trustee landlord for the lease to and purchase by the County upon terms and conditions acceptable to the parties; and

WHEREAS, in order to facilitate the settlement and the purposes contained herein, Dove's Lane and the County desire to create a trust for the benefit of themselves, the Foundation and the creditors that appear on Exhibit B hereto; and

WHEREAS, the Trustee, who has had no part in the Litigation and is included herein only to facilitate the settlement of the Litigation, desires to accept title to Doves

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Overlook, to rent or lease Doves Overlook to the County upon the terms contained herein, and to deliver title to the County upon successful completion of the terms herein; and

WHEREAS, the parties consent to the jurisdiction of the Circuit Court of Prince William County, Virginia for purposes of enforcing its terms.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and in consideration of the mutual promises contained herein, the parties agree as follows:

1. DISMISSAL OF ACTIONS, SETTLEMENT AND RELEASE.

1.1 The parties enter into this agreement as a result of a compromise and settlement of the Litigation which both parties adopt, as evidenced by their signatures below. The respective parties shall and hereby dismiss, with prejudice, the Litigation and hereby release all parties to the Litigation (including their officers and employees and former employees) from any rights and obligations of any nature in connection with the Litigation. Further, the parties hereby acknowledge, except for such agreements entered into in connection with or as part of this Consent Agreement, the full accord, satisfaction, settlement and release of any prior agreements, promises, understandings, indemnities, hold harmless obligations, claims, losses or damages or any kind, whether known or unknown, express or implied, oral or written (except as provided herein). Further, provided that conveyance of Doves Overlook is made to the Trustee, as provided herein, and the County has made the initial lease payment herein, the parties covenant and agree that they shall not institute or affirmatively participate in any law suit or other action of any kind against one another in any place or for any purpose directly or indirectly resulting from or in connection with the Litigation.

1.2 The parties also release all claims which have been brought or might have been brought based on the Litigation.

1.3 The parties shall execute any documents necessary to confirm, protect or

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otherwise preserve all rights of the parties for any acts or omissions in connection with the Litigation.

2. STRUCTURE OF SETTLEMENT.

2.1 Dove's Lane shall sell and the Trustee shall purchase Doves Overlook subject to the terms and conditions contained herein.

2.2. The Trustee shall lease Doves Overlook to the County upon the terms and conditions contained herein ("Lease").

2.3 Upon successful completion of the Lease Term, as defined herein, the Trustee shall deliver title to Doves Overlook to the County and shall transfer Doves Overlook to the County.

3. THE TRUST. There is hereby created a trust to effectuate the purposes contained in this Consent Agreement, said trust being for the benefit of the County, the Foundation and Dove's Lane, as their respective interests appear, as well as for the creditors that are listed on Exhibit B. Exhibit B shall list the Foundation and all creditors that are to be paid through this Settlement Agreement, including secured and unsecured creditors. It shall also include the timing and terms of payment for all creditors on Exhibit B, and may be amended by the Trustee to include all creditors existing as of the time of this Consent Agreement is executed whose interests may appear after settlement. The Foundation is included in this trust solely for its protection and not for the purpose of making it a party to this Consent Agreement.

3.1 The trust shall continue in existence from the execution of this Consent Agreement until all of the purposes of this Consent Agreement have concluded at which time the trust shall automatically terminate.

3.2 The trustee of the trust shall be the Trustee as herein defined.

3.2.1 In addition to the powers set forth herein, the Trustee shall have the authority as stated in Section 64.1-57(1)(g),(k),(l),(s),(t), Va. Code Ann. and shall not be

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required to post any bond for its performance.

3.2.2 Dove's Lane shall release, indemnify and hold harmless the Trustee for any environmental liability as well as for any act taken by it in good faith and in connection with the purposes contained in this Consent Agreement. The County shall release the Trustee from any liability to the County for environmental damages as well as for any act taken by it in good faith and in connection with the purposes contained in this Consent Agreement.

3.2.3 If Dove's Lane and the County agree in writing, they shall have the right to replace the Trustee upon thirty (30) days notice to the Trustee.

3.2.4 The County, through its Office of Finance, is hereby designated as the paying agent for the Trustee (the "Paying Agent") and is hereby bound to follow the Trustee's directions as to payments pursuant to the non-recourse promissory note outlined paragraphs 4.3.1, 5.5.2 and 5.5.3. The Failure of the County to follow the Trustee's directions will constitute default of this Consent Agreement.

3.3 All funds received by the Trustee, as provided herein, from rent or for any other payment, shall be paid by the Trustee in the following order:

3.3.1 For such expenses incurred by the Trustee in connection with its duties under this Consent Agreement;

3.3.2 To such creditors and for such expenses incurred in connection with Doves Overlook including taxes, occurring after the commencement of the Lease Term as defined herein.

3.3.3 To such creditors and for such expenses incurred prior to the Lease Term to which the Property is subject and for those items payable pursuant to Exhibit B.

3.3.4 To Dove's Lane as the partners of Dove's Lane may direct.

3.4 In the event of default by the County of the Lease (as defined below), the Trustee shall protect the interests of Dove's Lane and the creditors that are listed on Exhibit B. Should Doves Overlook be deeded back to Dove's Lane or its designee, it shall

remain subject to the claims of the creditors listed on Exhibit B.

4. FIRST PURCHASE AND SALE.

As provided herein, Dove's Lane shall sell and assign to the Trustee, or cause to be sold and assigned to the Trustee, Doves Overlook, as more particularly described in Exhibit A hereto, for the total sum of Three Million Seven Hundred Thousand Dollars (\$3,700,000.00).

4.1 Dove's Lane agrees to assign and the Trustee agrees to accept, the right and obligation to purchase the Foundation Piece (as further described in Exhibit A attached hereto) for \$1,020,000 (of which \$20,000.00 shall be paid as provided in Exhibit B). Assignment shall be by amendment, addenda or modification to the existing contract between Dove's Lane and the owners of the Foundation Piece which shall limit the obligation of Foundation Piece owners and the Trustee to that of purchase and sale of the Foundation Piece. The Trustee will assume no other obligations of the existing contract pursuant to said assignment. Dove's Lane will deliver or cause to be delivered at settlement a special warranty deed of marketable title to the Foundation Piece.

4.2 Dove's Lane agrees to sell and Trustee agrees to purchase the Other Parcels for \$2,680,000.

4.3 The Trustee shall pay \$2,000,000 in cash or equivalent at closing (the "First Payment") plus an amount equal to the existing real estate taxes and penalties, and interest as of the date of settlement (the "Tax Amount"). The Tax Amount shall be applied to outstanding County taxes, penalties and interest. The Trustee shall apply the First Payment to satisfy all encumbrances listed upon Exhibit C hereto, those being exceptions to the title insurance binder that the County chooses to accept. The Trustee shall then pay the remainder of the First Payment to the owners of the Foundation Parcel and then to the creditors set forth on Exhibit B according to the terms stated therein. Any remainder of the First Payment shall be paid to Dove's Lane or its assigns.

4.3.1 The Trustee shall provide Dove's Lane a non-recourse promissory

note in the amount of \$1,700,000, payable in two installments of \$850,000 on July 1, 1994 and \$850,000, less the Tax Amount, on July 1, 1995. The note shall limit the Trustee's obligation to paying the balance of the purchase price from the rent received from the County as provided herein.

4.4 Doves Overlook shall be conveyed to the Trustee free and clear of encumbrances except as provided on Exhibit C attached hereto.

4.4.1 The County or the Trustee shall order promptly a title report and title insurance. The title insurance obtained shall come with a commitment for assignment of the insurance to the County at the end of the Lease Term or to Dove's Lane in the event that the Trustee conveys Doves Overlook to Dove's Lane.

4.4.2 Title shall be good of record and in fact, marketable, merchantable and insurable as such in amount equal to the total lease\purchase price by such title company as the County may choose at regular rates free and clear of all mortgages, liens and other encumbrances except as provided in Exhibit C. The County will have no obligation to commence lease payments if title is not as aforesaid. Doves Overlook shall be free of all written notices, governmental orders or requirements, or action in any court on account of, against or affecting Doves Overlook.

4.4.3 In case legal steps are necessary to perfect the title, such action shall be taken promptly by Dove's Lane at its expense. If, through diligent efforts, title cannot be perfected, the parties will meet in an effort to resolve the title problem.

4.5 Doves Overlook shall be conveyed in the name of the Trustee. Dove's Lane shall execute and deliver, or cause to be delivered, good and sufficient general warranty deeds to the Other Parcels and a special warranty deed to the Foundation Piece, each of which shall be insured by title insurance as provided herein.

4.6 The costs of closing shall be apportioned as follows:

4.6.1 The County shall pay the costs of the title report, title insurance and county and state recording and conveyancing taxes.

4.6.2 Dove's Lane shall pay or cause to be paid the Grantor's Tax on both the Foundation Parcel and the Other Parcels.

4.6.3 The parties shall pay their own legal fees; provided, however, that the County and Dove's Lane shall each pay half of the legal fees of the Trustee for settlement.

4.6.4 Rents, taxes, utilities, insurance, operating charges and other related expenses shall be adjusted as of the date of settlement.

4.6.5 All other costs shall be divided equally between the County and Dove's Lane.

4.7 Time shall be of the essence and settlement shall take place not later than November 1, 1993 ("Settlement Date") at the offices of E. Ralph. Coon, Jr. 9422 Old Town Court, Manassas, Virginia 22110-0530. The settlement date may be extended upon agreement of the parties in order to clear all encumbrances from title other than those encumbrances listed on Exhibit C that are acceptable to the Trustee and the County.

5. **THE LEASE** The Trustee, on the date of settlement and by these presents demises, leases and lets unto the County Doves Overlook for the term and upon the following conditions:

5.1. The County may occupy and use Doves Overlook for any lawful purpose. The County will be entitled to possession and use, at no charge, of any and all studies, appraisals, plans, plats or other documents relating to subdivision, engineering, soil, water and topographic conditions of the site.

5.2. Throughout the term of the Lease, at no expense to the Trustee, the County shall comply with all laws, ordinances, orders, rules, regulations and requirements ("Laws") which may be applicable to Doves Overlook.

5.3 Subject to the terms and provisions herein, the Lease shall commence on the Settlement Date and shall remain in full force and effect for a term ending on July 1, 1995 ("Lease Term").

5.4. The County shall not be required to advance a security deposit or other guarantee of performance. However, the County represents and warrants that it shall faithfully comply with the terms of this Lease\Purchase Agreement.

5.5. The rent shall be calculated as follows:

5.5.1. The County shall pay on the Settlement Date to the Trustee, or its designee, without notice or demand, the amount of Two Million Dollars (\$2,000,000), plus the Tax Amount, in cash or equivalent as its first rental payment; provided, however, that the Tax Amount will be applied to the outstanding County real property taxes on Doves Overlook.

5.5.2. The County shall pay on July 1, 1994 to the Trustee, or its designee, without notice or demand, the amount of Eight Hundred Fifty Thousand Dollars (\$850,000) in cash or equivalent.

5.5.3. The County shall pay on July 1, 1995 to the Trustee, or its designee, without notice or demand the amount of Eight Hundred Fifty Thousand Dollars (\$850,000), less the Tax Amount, in cash or equivalent.

5.5.4. The County's obligation to make the 1994 and 1995 payments shall be subject to annual appropriation of the Board of Supervisors. The failure to make this appropriation shall be considered an event of default.

5.6. The County shall be responsible for all costs of Doves Overlook incurred after the commencement of the Lease Term.

5.6.1 Except as stated herein, the lease shall be a net lease and the rent and all other sums payable hereunder to or for the account of Trustee, including utilities, shall be paid, without notice or demand and without set-off, counterclaim, abatement, suspension, deduction, diminution or defense.

5.7. Except as provided in paragraph 5.5.4, the County shall not suspend or discontinue any payment of rent or other amount due hereunder or fail to observe or perform any of its other covenants, conditions and agreements hereunder and, except as

hereinafter provided, shall not terminate the Lease for any cause, including without limitation any acts or circumstances that may constitute an eviction or constructive eviction, failure of consideration, failure of title or commercial frustration of purpose, or any damage to or destruction or condemnation of all or part of the improvements, or any failure of the Trustee to observe and perform any covenants, conditions and agreements, whether express or implied, or any duty, liability or obligation arising out of or in connection with the Lease. The County may, however, at its own expense and in its own name, take any action which the County deems reasonably necessary in order to secure or protect any of its rights hereunder. Trustee and Dove's Lane will cooperate fully with County in any such action or proceeding.

5.8. Except as provided elsewhere herein, neither Dove's Lane nor the Trustee makes any representation or warranty with respect to the physical condition of any part of Doves Overlook or its suitability for County's purposes.

5.9 Except as otherwise provided herein, neither the County, the Trustee nor Dove's Lane shall create or permit any lien, security interest, encumbrance or charge upon Doves Overlook or any part thereof or upon County's leasehold interest.

5.10. No delay or failure on the part of Trustee or Dove's Lane in exercising any right or claim under the provisions of the lease shall operate as a waiver of such right or claim.

5.12. The County shall self-insure against such risks customarily insured against, paying the premiums as they become due, including but not limited to the following:

5.12.1. General public liability insurance against claims of bodily injury, death or property damage occurring on, in or about Doves Overlook.

5.12.2. Policies for such insurance shall name the Trustee, Dove's Lane and the County as insureds, as their respective interests may appear. Evidence of such insurance shall be delivered to Trustee and Dove's Lane. It is agreed that Dove's Lane will not be allowed to enter or perform and act on the property after the commencement of the

Lease Term.

5.12.3 In the event that the County determines its self-insurance to be inadequate for any reason, the County will obtain commercial liability insurance sufficient to maintain the requirements hereunder.

5.13. During the Lease Term and for ninety (90) days after any notice of termination or termination by default, at its own expense County shall keep Doves Overlook in a safe condition, and keep Doves Overlook and any structures in good repair and operating condition, making all necessary repairs from time to time. Except as provided herein, neither the Trustee nor Dove's Lane shall be required to rebuild or make any repairs, renewals or replacements of Doves Overlook of any nature whatsoever, and County expressly waives the right contained in any law now or hereafter in effect to make any repairs, renewals or replacements at the expense of the Trustee or Dove's Lane. Subject to the written consent of Dove's Lane, which consent will not be unreasonably withheld, the County may, at its own expense, make any additions, modifications or improvements located wholly within the boundary lines of Doves Overlook. All such renewals, replacements, additions, modifications and improvements shall become a part of the Doves Overlook.

5.14. The Trustee (or person designated by the Trustee) may inspect Doves Overlook at any reasonable time for any purpose.

5.15. If all or part of Doves Overlook shall be taken under the exercise of the power of condemnation or eminent domain by any governmental authority other than the County, the Lease shall not terminate as of the date of such taking. In such event, the Trustee shall receive and retain all condemnation proceeds as rent, or if the full rent has been paid, the proceeds above Three Million Seven Hundred Dollars (\$3,700,000) shall be paid to the County, the Lease shall terminate and the Trustee shall immediately convey the balance of the property, if any, to the County.

5.16. With the written consent of the Trustee and subject to the terms of the

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consent agreement, the County may assign or otherwise transfer all of its rights and interest under the Lease to any person or entity and may sublet Doves Overlook or any part thereof. However, no assignment, transfer or sublease shall affect or reduce any of the obligations of the County hereunder. If the Lease is assigned or transferred, or if Doves Overlook or any part thereof is sublet or occupied by any person, firm or corporation other than County or governmental agency, the Trustee, after default by County, may collect rent from the assignee, transferee, subtenant or similar occupant, and apply the net amount collected to the rent and any other amounts reserved hereunder.

5.17. Each of the following events is hereby declared an event of default:

5.17.1. If the County shall fail to pay any rent when due and payable and such failure shall continue after sixty (60) days written notice by the Trustee to the County;

5.17.2. If the County shall fail to observe or perform any material covenants, conditions or agreements contained in this Consent Agreement for a period of sixty (60) days after written notice from the Trustee to the County;

5.17.3. If the County shall make a general assignment for the benefit of creditors, or shall admit in writing its inability or unwillingness to pay its debts as they become due, or shall file a petition in bankruptcy, or shall be adjudicated as bankrupt or insolvent, or shall file a petition seeking any reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any present or future statute, law or regulation, and shall file an answer admitting or not contesting the material allegations of the petition against it in any such proceeding, or shall seek or consent to or acquiesce in the appointment of any trustee, receiver, liquidator of the County or any material part of its properties;

5.18. Whenever an event of default shall occur and continue, the Trustee shall terminate the lease and immediately convey Doves Overlook to Dove's Lane or its assigns free of all liens placed on the property by the County and in substantially the same

condition as received except for such improvements as consented to by Dove's Lane. The reconveyance of Doves Overlook to Dove's Lane shall be the sole remedy for any default under this Consent Agreement.

5.18.1. Should an event of default occur and the Trustee or Dove's Lane employ attorneys or incur other expenses for the collection of rent or the enforcement of performance of any other obligation of County under this Consent Agreement, the County shall pay on demand to the Trustee or Dove's Lane the reasonable fees of such attorneys and such other reasonable expenses so incurred.

5.18.2. In the event any covenant, condition or agreement contained in this Consent Agreement should be breached by either party and thereafter waived by the other party, such waiver shall be limited to the particular breach so waived and shall not be deemed to waive any other breach hereunder.

5.18.3 Should Doves Overlook be conveyed back to Dove's Lane and its assigns, Dove's Lane shall have, to the extent allowed by law at that time, the right to continue processing for subdivision approval its plans existing at the time of this consent agreement without further delay.

6. **SECOND PURCHASE AND SALE** Provided the County meets the terms of the Lease/Purchase Agreement, the Trustee shall sell and the County shall purchase Doves Overlook for Ten Dollars (\$10.00).

6.1 Doves Overlook shall be conveyed to the County free and clear of encumbrances except as provided on Exhibit C attached hereto.

6.1.1 Title shall be good of record and in fact, merchantable and marketable as stated elsewhere herein. Doves Overlook shall be free of all written notices, governmental orders or requirements, or action in any court on account of, against or affecting Doves Overlook.

6.1.2 In case legal steps are necessary to perfect the title, the party who created or caused the imperfections shall take such action promptly to remedy the

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imperfections to title. If it is unclear who created such imperfections, the County shall have the obligation to assume the title with such imperfections.

6.2 Doves Overlook shall be conveyed by the Trustee to the County in the name of the County, or in such other name as the County designates. The Trustee shall execute and deliver, or cause to be delivered to the County a good and sufficient special warranty deed.

6.3 The costs of settlement shall be apportioned as follows:

6.3.1 The County shall pay the costs of the title report, title insurance and county and state recording and conveyancing taxes and the Grantor's Tax.

6.3.2 The parties shall pay their own legal fees; provided, however, that the County and Dove's Lane shall each pay half of the legal fees of the Trustee.

6.3.3 Rents, taxes, utilities, insurance and operating charges shall be paid in full as of the date of settlement by the County.

6.3.4 All other costs shall be assumed by the County.

7. REPRESENTATIONS AND WARRANTIES.

7.1 The parties represent and warrant:

7.1.1 The execution, delivery and performance of this Consent Agreement are within the powers of the parties and have been duly authorized by all necessary actions of the respective parties;

7.1.2 The parties have made each promise contained in the Consent Agreement in good faith with the full intention of carrying it out;

7.1.3 The Consent Agreement is enforceable against the parties according to its terms;

7.1.4 The parties know of no condition which would adversely affect the completion of the terms of this Consent Agreement;

7.1.5 The actions by the parties are lawful under the constitutions of Virginia and the United States of America.

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7.1.6 This Consent Agreement does not conflict with any agreements, contracts, laws, ordinances, judgments, rules or decrees to which the parties may be subject.

7.1.7 All debts owed by Dove's Lane have been disclosed by Dove's Lane and are listed on Exhibit B.

8. TRANSFER OF RECORDS

8.1 Dove's Lane shall deliver, at no additional cost to the County, its records of Doves Overlook including plats, plans, soil borings and any other development records. The obligation of Dove's Lane in this regard will relate to documents it possesses or can obtain from others through the exercise of reasonable efforts.

8.2 Upon the completion of the orderly transfer of the records, Dove's Lane shall have no further responsibilities to the County or for paying claims (except those claims for which Dove's Lane has the exclusive and non-assignable requirement to pay).

9. **RETURN OF DISCOVERY MATERIAL AND DESTRUCTION OF RECORDS.** Within fourteen (14) days of the execution of this Consent Agreement by the parties, the parties shall return to one another all confidential materials obtained through discovery during the Litigation.

10. **COUNTERPARTS.** This agreement may be executed in any number of counterparts, each of which shall be an original.

11. **GOVERNING LAW.** This Consent Agreement has been entered into in the Commonwealth of Virginia and the County of Prince William, and it shall be construed, interpreted, deemed having been made and performed in accordance with the laws of Virginia.

12. **REVIEW OF CONSENT AGREEMENT.** Each party represents and warrants to the other that it has carefully read and was afforded reasonable opportunity to have the contents and legal effect hereof fully explained by legal counsel of choice; and that each party has a sole and exclusive power and authority to execute this agreement and does so

on his own free act.

15. **ENTIRE UNDERSTANDING.** This Consent Agreement embodies the entire understanding and all agreements between the parties. No party has made or shall be bound by any agreement or representation to the other party which is not expressly set forth herein, including any obligations for real estate brokers and otherwise growing out of this Consent Agreement. William E. Myers, who is a partner in Dove's Lane, hereby discloses that he is a licensed real estate broker and that he is not entitled to a real estate commission.

16. **HEADINGS.** The headings to paragraphs of this Consent Agreement facilitate reference only, do not form a part of this Consent Agreement, and shall not in any way affect the interpretation hereof.

17. **NOTICES.** All notices, approvals, consents, requests and other communications hereunder shall be in writing and shall be deemed to have been given when delivered or mailed by first class registered or certified mail, postage prepaid, addressed (a) if to County at Office of County Attorney, 1 County Complex court, Prince William, Virginia (b) if to Dove's Lane, at the Law Offices of Mark A. Moorstein, P.C., 10500 Battlevue Parkway, Manassas, Virginia 22111 with a copy to William E. Myers, General Partner, Dove's Lane Associates, 9621 Park Street, Manassas, Virginia 22110, and (c) if to the Trustee, to E. Ralph Coon, Jr., Coon & Johnson, 9422 Old Town Court, P.O. Box 530, Manassas, Virginia 22110-0530. The Parties may designate by notice any other person or address to which subsequent notes, approvals, consents, requests or other communications shall be sent.

18. **SEVERABILITY.** If any provision of this Consent Agreement shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision hereof.

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IN WITNESS WHEREOF, Dove's Lane, the County and the Trustee have caused this Lease to be executed by duly authorized signatures, this 5th day of October, 1993.

Witness our signatures and seals:

E. RALPH COON, JR., TRUSTEE:

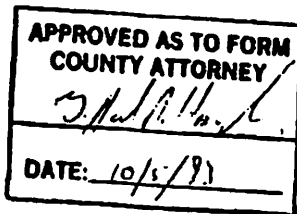
Date: 10 6 93

[Signature] (SEAL)

**BOARD OF COUNTY SUPERVISORS OF
PRINCE WILLIAM COUNTY:**

Date: 10-5-93

Kathleen K. Seefeldt (SEAL)
by **KATHLEEN K. SEEFELDT,**
CHAIRMAN



**DOVE'S LANE ASSOCIATES,
A VIRGINIA LIMITED PARTNERSHIP**

Date: 10-5-93

William E. Meyers (SEAL)
by: **WILLIAM E. MEYERS**
GENERAL PARTNER

**COMMONWEALTH OF VIRGINIA
COUNTY OF PRINCE WILLIAM, TO WIT:**

I, a Notary Public in and for the above jurisdiction, do hereby certify that E. RALPH COON, JR., whose name is signed to the foregoing Consent Agreement as Trustee, did acknowledge the same before me this 6th day of October, 1993.

[Signature]
Notary Public

My Commission Expires: 10/30/95

EXHIBIT A

The parties agree that Exhibit A will contain an accurate description of the property that is the subject of this Lease-Purchase Agreement. The Parties Agree that the property that is the subject of this agreement is composed of Prince William County Tax Map Parcels 65-001-62, 63, 67; 65-002-2 through 76, inclusive, 65-002-81 through 65-002-208, inclusive; and 65-003-1 through 65-003-43, inclusive, commonly known as Doves Overlook Subdivision and containing approximately 188 acres as indicated by a generalized development plan and referred to herein as "Doves Overlook". Tax Map Parcels 65-001-62, 63 and 67; and Parcels 65-003-1 through 43 are referred to herein as the "Other Parcels" while Parcels 65-002-2 through 76, inclusive and Parcels 65-002-81 through 208 are referred to herein as the Foundation Parcel. Doves Overlook is located at 9113, 9123 and 9109 Doves Lane, Manassas, Virginia.

EXHIBIT B**Creditors of Dove Lane Associates**

| | <u>Total</u>
<u>Amount</u> | <u>Payable</u>
<u>At Closing</u> | <u>Payable</u>
<u>July, 1994</u> | <u>Payable</u>
<u>July, 1995</u> |
|-------------------------------------|-------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Secured Creditors: | | | | |
| William H. Gordon Associates | 245,723.02 | 245,723.02 | | |
| Lake Jackson Hills, Inc. (1) | 3,735.00 | 3,735.00 | | |
| Mark Moorstein, Esq. | 315,000.00 | 145,000.00 | 85,000.00 | 85,000.00 |
| Unsecured Creditors: | | | | |
| Hunton & Williams | 119,379.16 | 119,379.16 | | |
| R.C. Harrover | 50,000.00 | 50,000.00 | | |
| Loughran Foundation (2) | 20,000.00 | | 20,000.00 | |
| Purchase of Foundation Piece | | | | |
| Loughran Foundation | 1,000,000.00 | 1,000,000.00 | | |

(1) Principal of \$3,500 and estimated interest at \$235

(2) Loughran Foundation - reimbursement of real estate taxes

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Legale

EXHIBIT C

The parties agree that Exhibit C shall include all encumbrances of title revealed by the title report as exceptions to insurance that the County chooses to accept. The parties agree that this Exhibit C shall be subject to the good faith and reasonable review of the parties, it being the intent of the parties to convey marketable and merchantable title.

GRINjas W. (dover)

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Premier Properties Inc

DOVES LANDING & DOVES OVERLOOK

PROPERTY LOCATED IN
PRINCE WILLIAM CO.

1313 Dolley Madison Blvd.

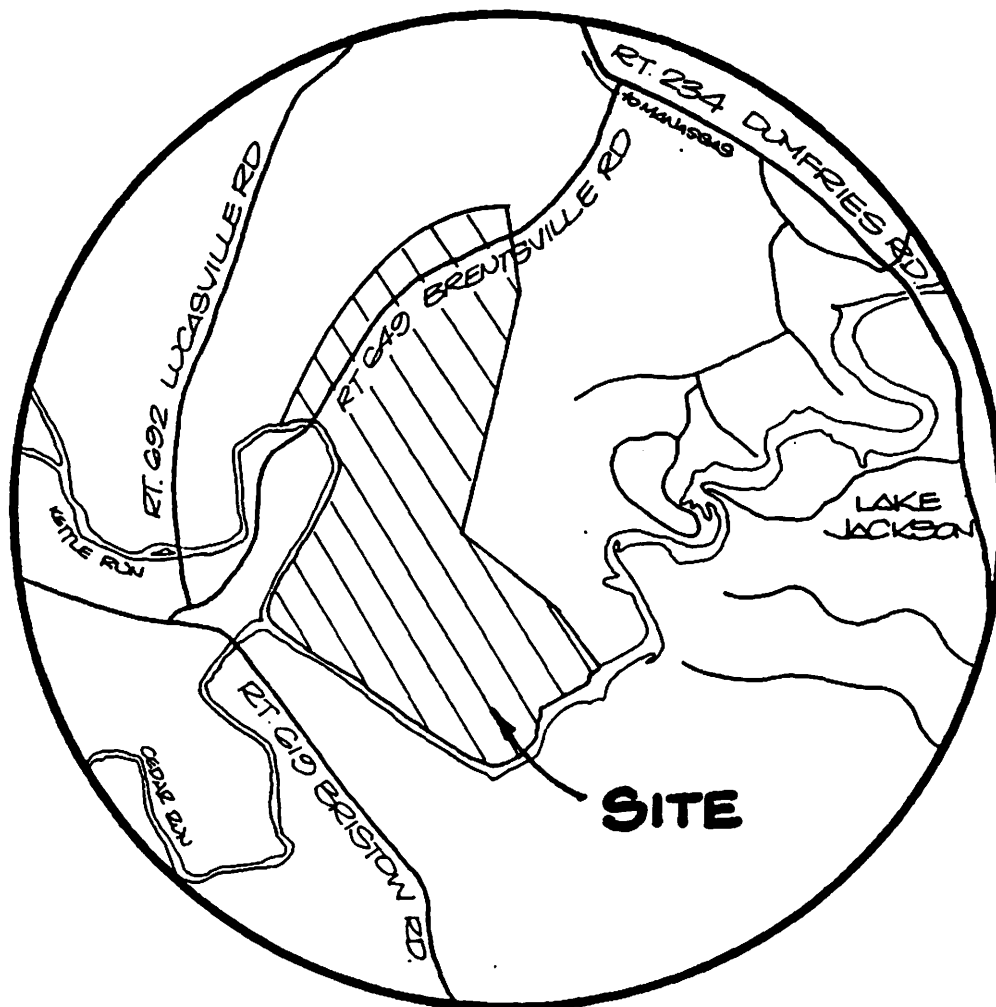
Suite 400

McLean, Virginia 22101

703-893-6901

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08/07/99



DOVES LANE DEVELOPMENT STUDY

PRINCE WILLIAM COUNTY, VA.

EXHIBIT # 1

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(000800)

Premier Properties Inc

PROPERTY INFORMATION SHEET

PROPERTY: Doves Lane, Prince William Co.

PRICE: \$ 3,638,000. (\$34,000.00 a lot)

ZONING: R-10 (Approximately ¼ acre plus lots)

TAX MAP NO.: 065-01-000-0073

ACREAGE: 72.68 acres

DIRECTIONS: Property located approximately 25 miles from Washington, D.C. and 3 miles from Manassas City limits. It is centrally located near the IBM plant in Manassas (5 mi.), Dulles Airport (18 mi.), the rapidly developing Gainesville area (10 mi.) From I66 to Rte. 28 at Centerville. Go South on Rte. 28 through Manassas to Rte. 234, then south on 234 for 2½ mi. to Rte. 649. Go approximately 0.7 mi. to Bradley Forest Road, then left on Bradley Forest 1.10 mi. to Doves Lane. Property Located on the right.

UTILITIES: Sewer & Water offsite approximately 14,000 + or - Engineering estimate to bring utilities to the site \$ 2,500,000. (Purchaser should cost share with Doves Overlook property).

SALES TERMS: Seller prefers all cash, however, may consider holding some financing. Will sell subject to Preliminary Plan approval.

CONTACT: BARBARA KELMARTIN- 703-893-6901/703-361-3432
(CAR 795-8873)

1313 Dolley Madison Blvd.

2591

Suite 400

McLean, Virginia 22101

703-893-6901

FAX 818-9130

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Premier Properties Inc

PROPERTY INFORMATION SHEET

PROPERTY: Doves Lane, Prince William Co.

PRICE: \$ 12,500,000. (\$30,865.00 a lot)

ZONING: R-10 (Approximately ¼ acre plus lots)

TAX MAP NO.: 065-01-000-62,63,67
065- 7-003-1-43
065-2-002- 2 thru 76 and 81 thru 208

ACREAGE: 188 acres

DIRECTIONS: Property located approximately 25 miles from Washington, D.C. and 3 miles from Manassas City limits. It is centrally located near the IBM plant in Manassas (5 mi.), Dulles Airport (18 mi.), the rapidly growing Gainesville area (10 mi.). From I66 to Rte. 28 at Centerville. Go South on Rte 28 through Manassas to Rte. 234 for 2½ mi. to Rte 649. Go approximately 0.7 mi. to Bradley Forest Road, then on Bradley Forest 1.10 mi. to Doves Lane. Property located on right.

UTILITIES: Sewer & water offsite approximately 14,000 + or - Engineering estimate to bring utilities to the site \$ 2,500,000. (Purchaser should cost share with Doves Landing property).

SALES TERMS: Seller prefers all cash, will hold 40% financing. Will sell subject to Preliminary Plan approval.

CONTACT: ARELENE FREDLOCK OR VIC WILLIAMS
703-893-6901

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1313 Dolley Madison Blvd.

Suite 400

McLean, Virginia 22101

703-893-6901

FAX 818-9430

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A FEASIBILITY STUDY
DEVELOPMENT OF THE DOVES LANE AREA
IN CENTRAL PRINCE WILLIAM COUNTY

by
R. C. Harrover & Associates, P.C.

This study will examine the development potential of assembled tracts of land lying between the upper reaches of the Occoquan River, also known as Lake Jackson and Doves Lane (State Rt. 650). This area is unique in that several large parcels of vacant land are currently zoned R-10, which provides for medium density residential housing. This in-place zoning together with an attractive environmental setting, proximity to Manassas, the proposed construction of the 234 by-pass, and the recent installation of an nearby sanitary sewer trunk line combine to support high development potential.

Environmental Characteristics

The majority of the land in this area is gently rolling, which is ideal for medium density development. The site slopes to the south, towards Lake Jackson at which point it drops steeply to the water. Slopes run in the range of 5 to 15% except along natural drainage swales throughout the property.

The land is covered by a mixture of pasture land and evergreen and hardwood trees. The pasture area lies in the north central area and covers approximately 15% of the site. Evergreens and hardwoods cover 45 and 40% of the balance of the land, respectively.

The predominate soil types in this area are Altavista, Penn Bucks, and Calverton. Depth to hard shale ranges between 3' and 5' throughout.

Transportation

Access to the major arterial road, Rt. 234, from this project is provided by existing hard surface State maintained roads. Rt. 649, Brentsville Road is the approach road to Rt. 234. This road is not sufficiently wide to carry its present traffic load. The developer should anticipate some widening in order to accomodate the increased load the development would generate.

Rt. 649 can be reached from Doves Lane by using Rt. 695, Bradley Forest Rd. or Rt. 746 Smithfield Road. As neither of these roads are adequate for large volumes of traffic, it would be desirable to up grade one of these streets to provide the major entrance to the property. Smithfield Road would be the easiest and the least disruptive to improve.

A major attraction to this area is the proposed 234 By-pass. This arterial is presently planned to begin near the intersection of Rt. 234 and Brentsville Road. When completed, it would provide a limited access expressway around Manassas, terminating at I-66 near the Gainesville area.

Utilities

In order to develop this property according to the R-10 criteria, public water and sewer must be available. While there is no public water in this area, it has been the practice of the Service Authority to allow a public system to be constructed, using community wells as the water source. Upon completion of the water network, the system would be turned over to the Service Authority.

There is currently no public sewer within the R-10 designated area. Recently however, a gravity interceptor was run down nearby Broad Run to Cockrell Branch and over to Godwin Drive. This in-place line could serve as a discharge point for a pressure system which would be pumped from an appropriate location within the R-10 watershed.

Two scenarios for the placement of this system are provided in exhibits 5 and 6. Option A proposes pumping along existing State right-of-way to the point where the newly installed sewer crossed Godwin Drive. This plan would minimize the uncertainty of obtaining easements across private property. As shown in exhibit 5 only one short easement is needed to complete the proposed route.

Option B illustrates a "most direct route" for installation of the proposed pressure system. While this system is less expensive to install the cost of obtaining the necessary easements may outweigh the construction savings.

Construction cost analysis for pressure system

Option A

| | |
|--------------------------------------|---------------|
| 8" Force Main - 22,000 LF @ \$50/ft. | \$1,100,000 |
| 600,000 gal. Pump Station | 300,000 |
| Engineering | <u>50,000</u> |
| | \$1,450,000 |

Option B

| | |
|--------------------------------------|---------------|
| 8" Force Main - 19,000 LF @ \$50/ft. | \$ 950,000 |
| 600,000 gal. Pump Station | 300,000 |
| Engineering | <u>70,000</u> |
| | \$1,320,000 |

Zoning

The R-10 designation for the area was established during the 1950's. Because the proffer system was not yet part of the zoning process, there are no conditions attached to the zoning. The Prince William County zoning ordinance as it relates to the R-10 zone is shown in Exhibit 7.

Based on available zoning requirements an anticipated yield of 2.5 to 3.0 per acre could be expected.

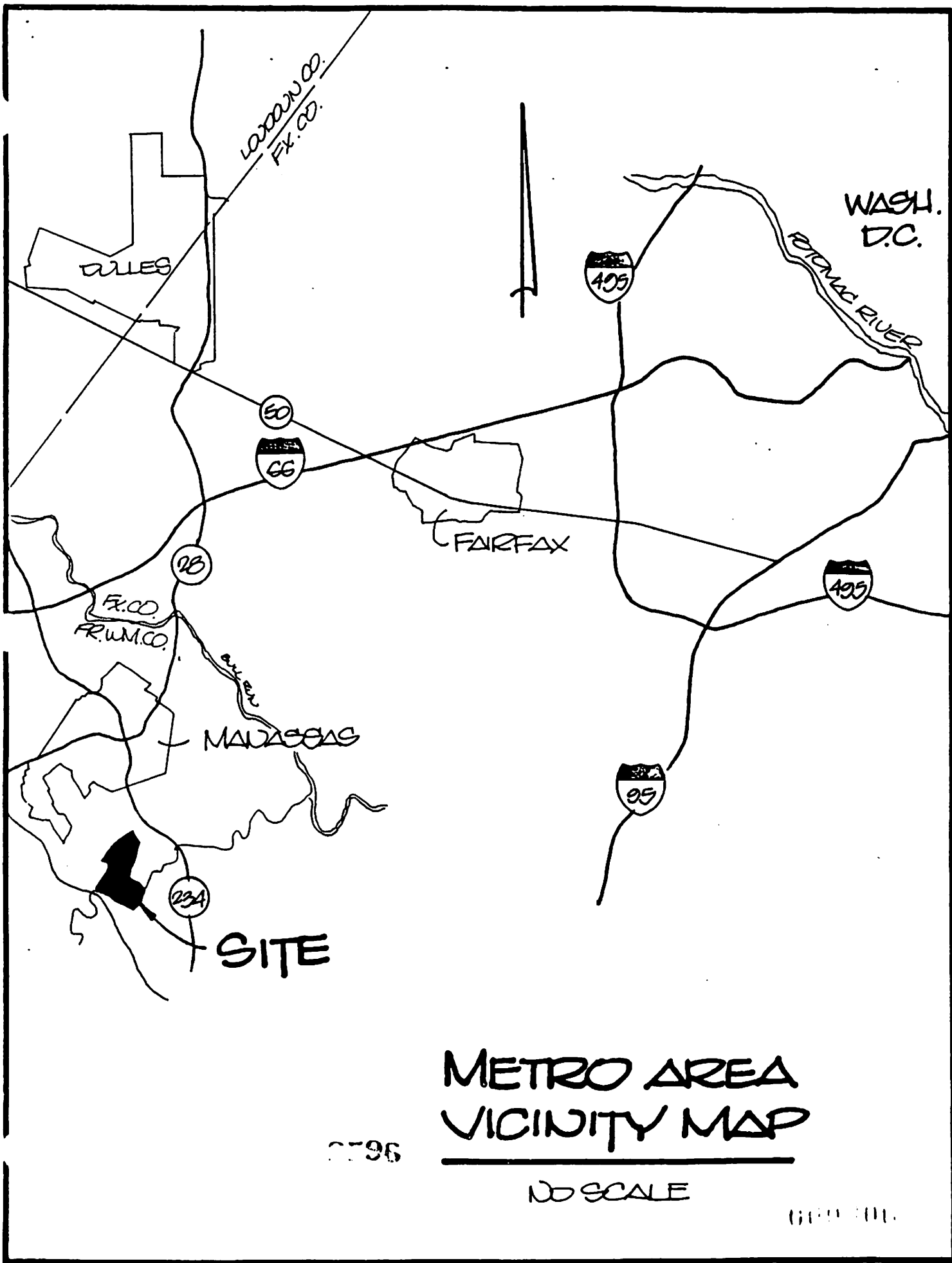
Conclusion

The undeveloped land within this area has remained unused for many years, due to poor soils for private septic systems. The recent extension of public sewer has now enhanced the feasibility of providing a public system within the area. The in-place R-10 zoning is extremely valuable in light of the expense and concessions others are making to acquire similar zoning. If sufficient acreage can be developed and thereby reduce the per lot share of the off-site improvements and if a satisfactory water and sewer agreement can be reached with the Service Authority, then this area appears to be very marketable.

Ron Schools, P.E.

0795

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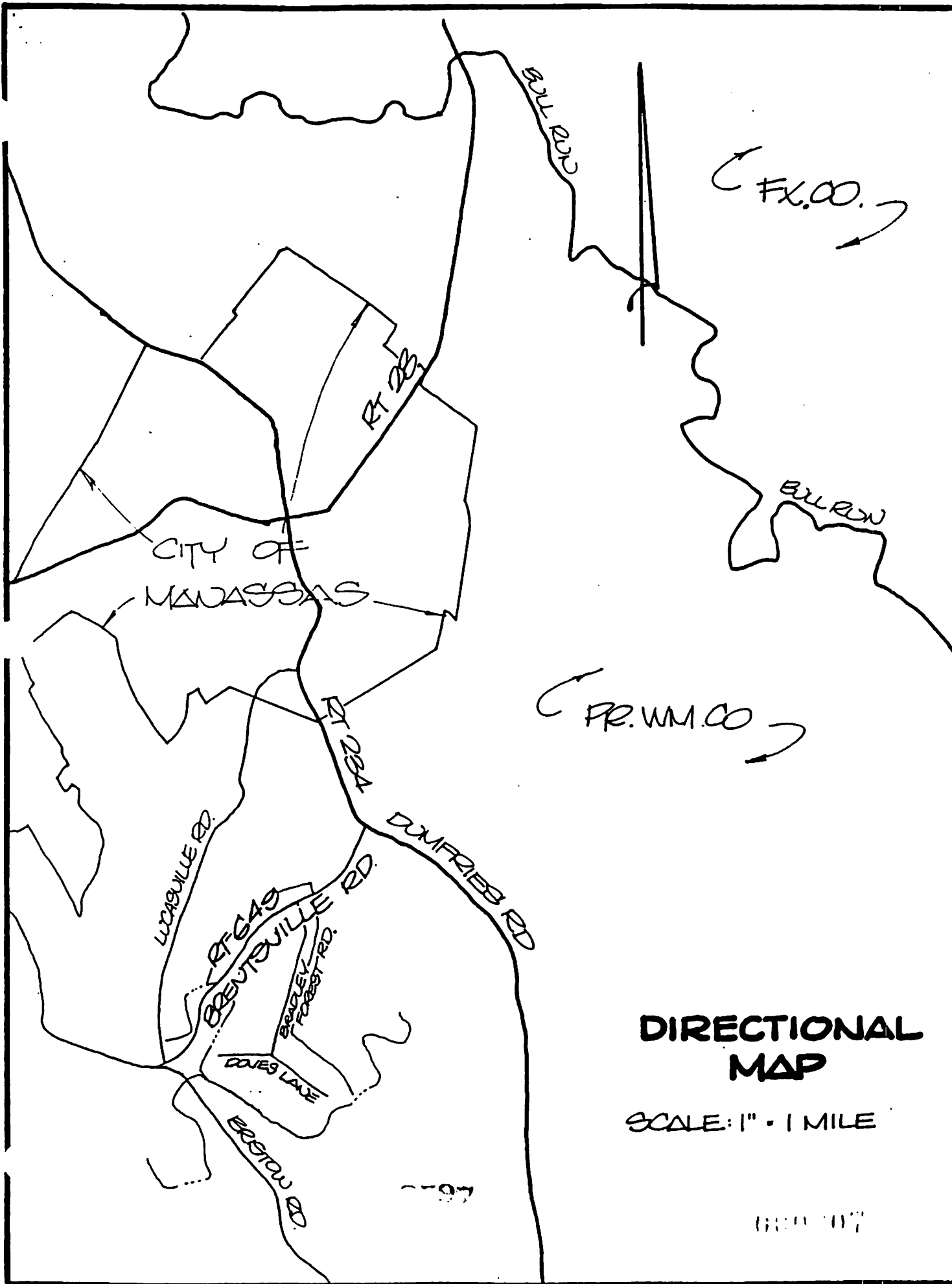


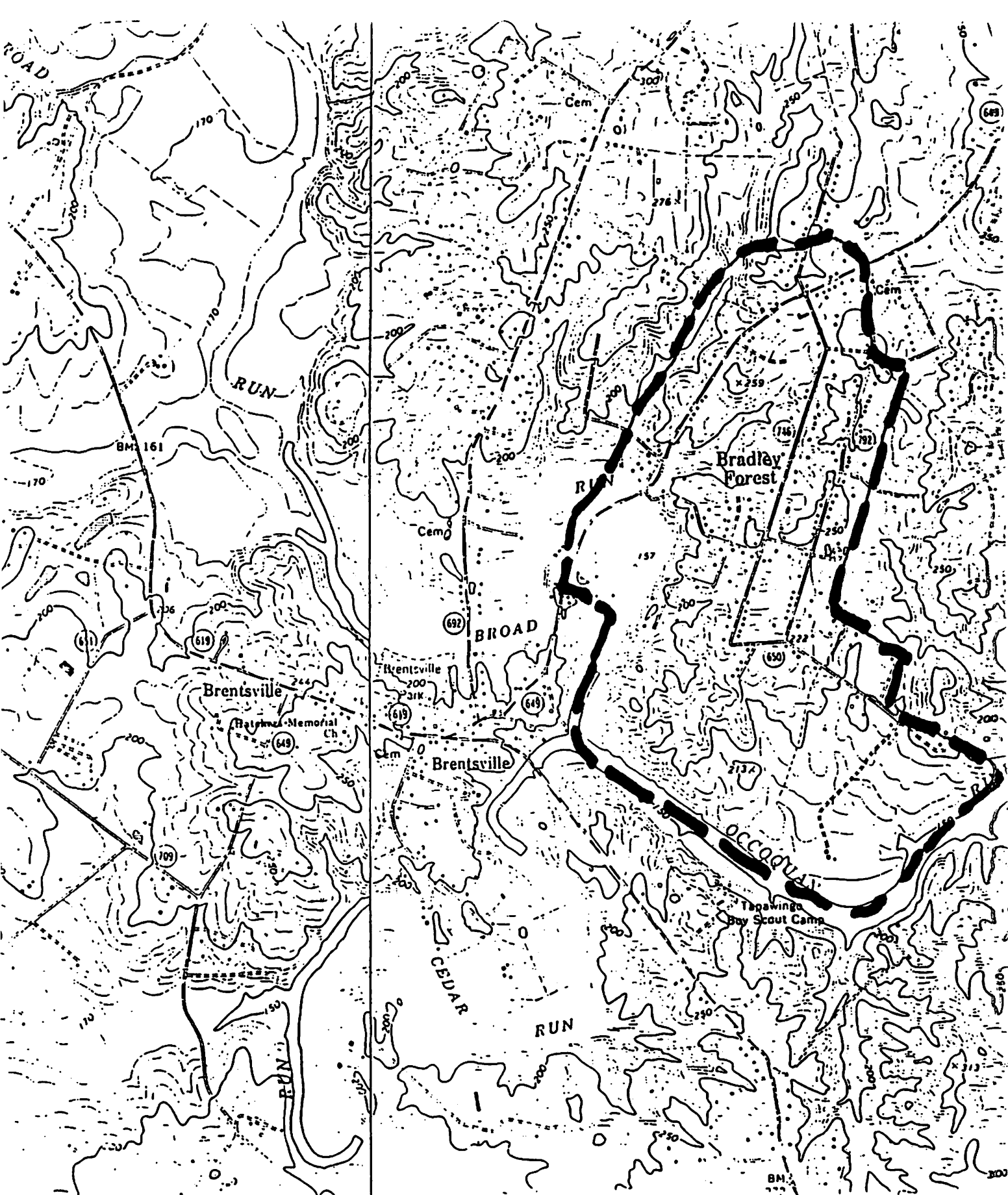
METRO AREA VICINITY MAP

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NO SCALE

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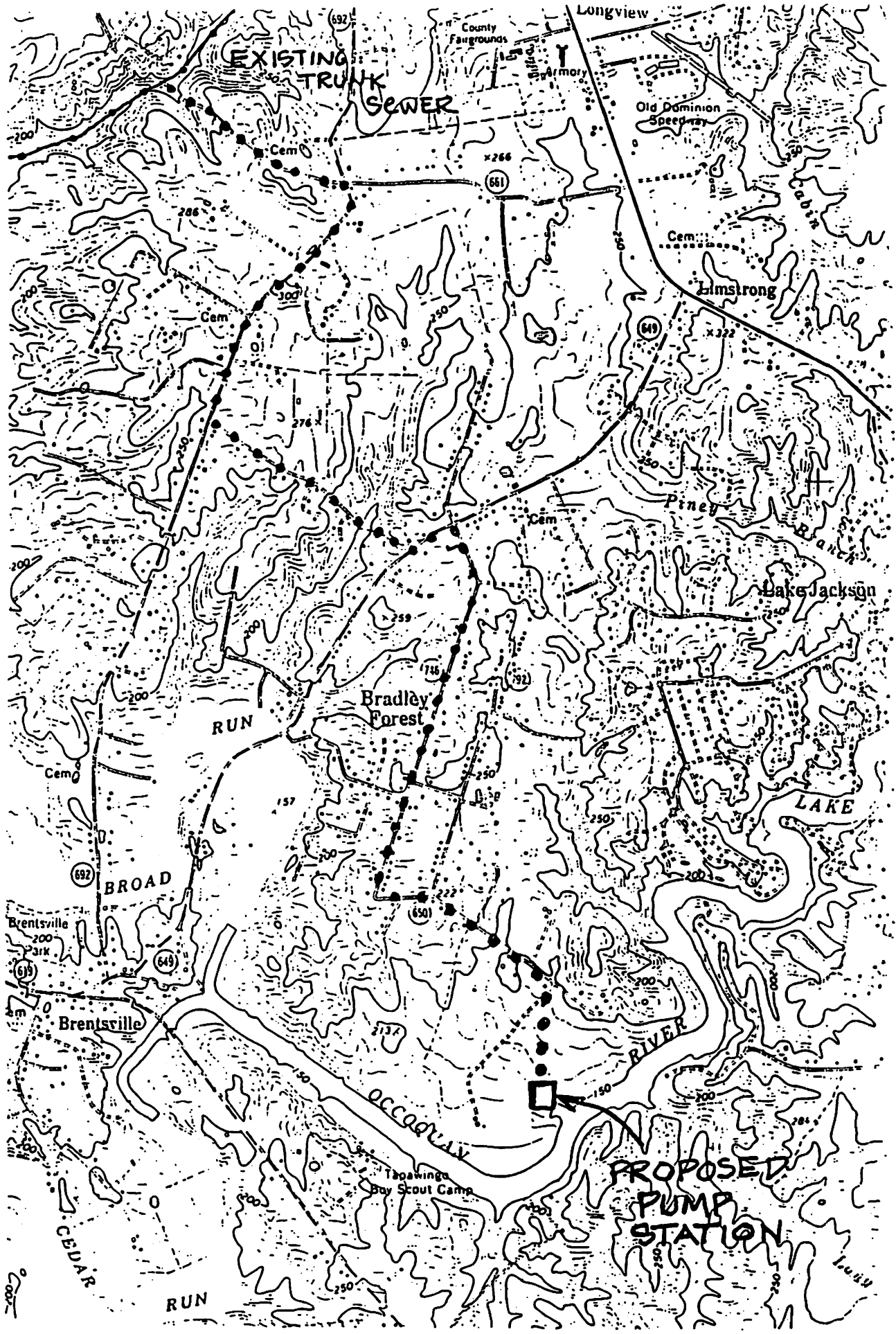


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EXHIBIT 4

Area Designated Within R-10 District

(11, 11, 11)

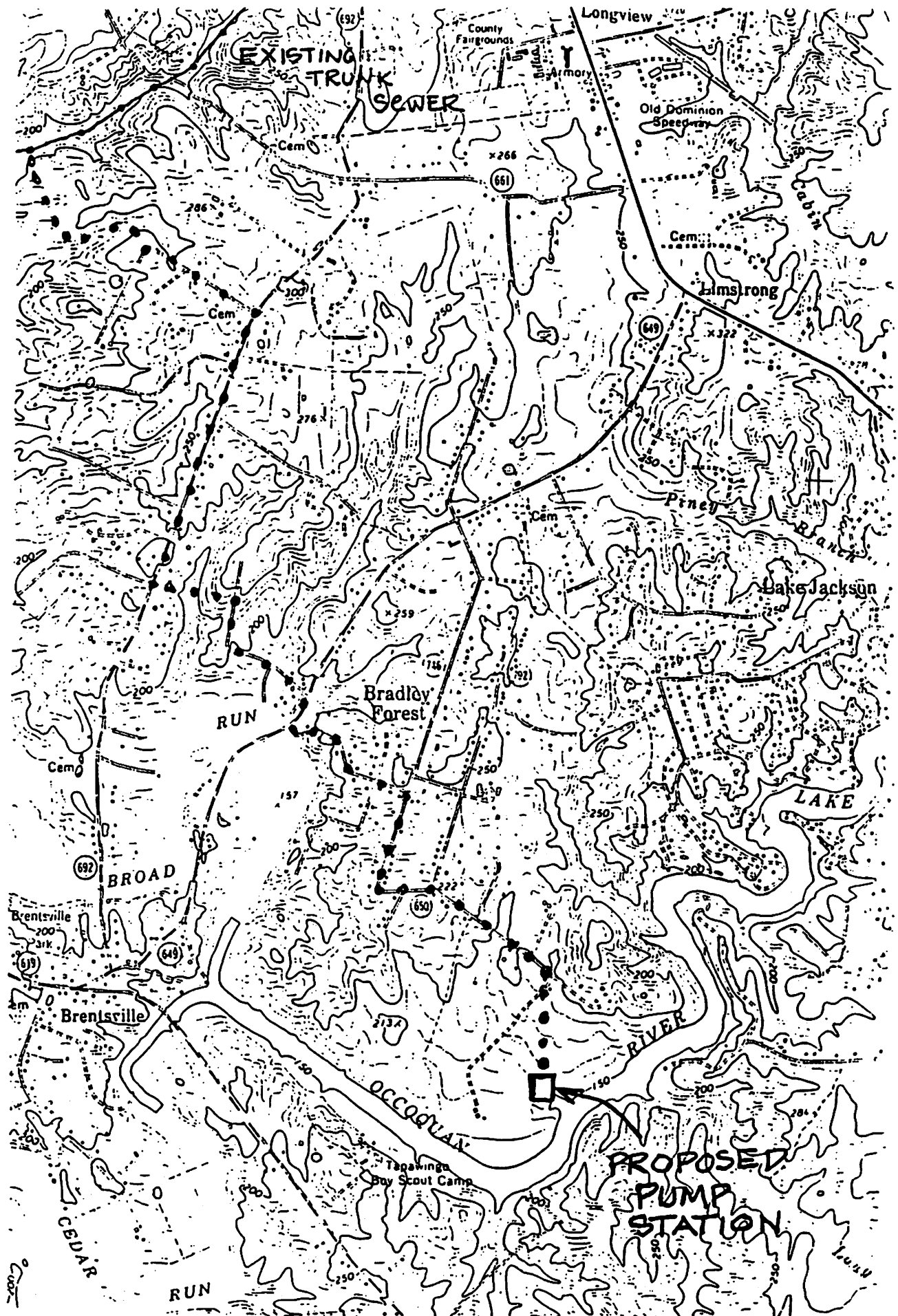


..... - PROPOSED FORCE MAIN

Option A

2599

1" = 2000'



..... PROPOSED FORCE MAIN

OPTION B 2600 111810

Prince William County Zoning Ordinance

303.20 R-10 zoning district

The R-10 district is intended to provide for and encourage development of quality one-family dwellings at a medium suburban density of approximately four units per acre or less.

303.21 Uses permitted by right

One-family dwellings shall be permitted by right in the R-10 district. Cluster development may be permitted, subject to the standards of Section 300.18 of this Chapter.

303.22 Special uses

Child care facilities shall be permitted in the R-10 district with a special use permit.

303.23 Development Standards

(1) Minimum lot size shall be 10,000 square feet; one dwelling unit per lot shall be allowed.

(2) Minimum lot frontage shall be 70 feet, except 100 feet for corner lots.

(3) Maximum lot coverage shall be forty per cent (40%).

303.24 Yards and setbacks

(1) All buildings shall be set back a minimum of thirty feet (30') from the front property line.

(2) The minimum rear yard shall be 25 feet.

(3) The minimum side yard shall be ten feet (10'); however, both side yards shall total at least 25 feet.

(4) For a corner lot the minimum side yard abutting the side street shall be 20 feet.

(5) Where an adjacent property is zoned commercial or office, the minimum setback for the principal building from the common property line shall be 25 feet; and where an adjacent property is zoned industrial, such minimum setback shall be 35 feet.

300.18 Cluster Development

Cluster development is intended to encourage the development of attractive, economic and environmentally sound residential land use, and to provide larger areas of open space for recreation and preservation of unique natural features. Cluster development may be permitted in the R-20 and R-10 districts as a privilege afforded to the applicant only when the standards of this section are fully met.

(1) A minimum development area of five acres in the R-10 district and ten acres in the R-20 district shall be required to utilize cluster development, provided that logical additions to existing adjacent cluster development may be made without regard to any minimum development area.

(2) All clustered lots shall be served by public water and sewerage.

(3) Adequate school sites shall exist in the area, or shall be dedicated.

(4) At least ten percent (10%) of the gross acreage of the development shall be dedicated as open space to the County, the County Park Authority, or a bona fide home owner's association. Such dedication shall be recorded in the land records, and shall contain covenants or other agreements reserving the dedicated area as open space and providing for its utilization and maintenance. This requirement shall be in addition to any other requirement for providing and/or dedicating recreation area.

(5) If any land is dedicated to a home owner's association, such an association shall be provided for by the developer in accordance with County guidelines.

(6) No dwelling unit within a clustered development shall be located within 50 feet of the boundary of the development unless:

(a) The adjoining property is also a cluster development or is communal open space of another subdivision; or

(b) The adjoining property is classified in a higher zoning district; or

(c) The adjoining property is a school or park site; or

(d) The boundary abuts a tidal waterway, tidal wetland or 100-year flood plain, which is at least 75 feet in width; or

(e) The boundary abuts a public street.

(7) Access to the development for vehicular and pedestrian traffic shall be adequately provided by the developer. The developer shall also provide for adequate internal circulation of such traffic, including common walkways to all recreation and open space areas.

(8) Lot size, yard, frontage and density standards shall be governed by the following schedule:

| Standard | R-20 district | R-10 district |
|---|---|---|
| (a) Minimum lot size | 15,000 sq. ft. | 7,500 sq. ft. |
| (b) Minimum front yard | 30 feet | 25 feet |
| (c) Minimum side yard | 8 feet, with a combination for both side yards of 20 feet | 7 feet, with a combination for both side yards of 15 feet |
| (d) Minimum side yard for corner lot (for side abutting the street) | 20 feet | 20 feet |
| (e) Minimum rear yard | 25 feet | 20 feet |
| (f) Minimum lot frontage | 80 feet, except as provided in subsection (9) | 70 feet, except as provided in subsection (9) |
| (g) Minimum lot frontage for corner lot | 100 feet | 100 feet |
| (h) Maximum density | 1.75 units per acre, except as provided in subsection (9) | 3 units per acre, except as provided in subsection (9) |

(9) The minimum lot frontage requirements set forth in subsection (8)(f) may be reduced to zero, and the maximum density set forth in subsection (8)(h) may be increased for R-20 districts up to 2.17 units per acre and for R-10 districts up to 4.35 units per acre, provided all of the following standards are met:

(a) No portion of any residential lot shall be platted in any wetland area (tidal or upland), nor in any area within the 100-year flood plain.

(b) No street shall be located in any wetland area (tidal or upland), nor in any area within the 100-year flood plain, except for necessary crossover or access points.

(c) No more than thirty percent (30%) of the total area of any lot shall contain land that exceeds a twenty-five percent (25%) slope, as measured in its natural state before any development. No grading shall be permitted to meet this requirement.

(d) If requested by the Planning Office, the developer shall agree to provide and construct a commuter parking area, which may be included as part of the dedicated open space area. Such a parking area shall contain at least one parking space per every four dwelling units within the subdivision, and the design and location shall be as approved by the Planning Office.

(e) No more than fifty percent (50%) of the required dedicated open space area shall be land within any wetland area (tidal or upland), 100-year flood plain, or area containing slopes exceeding twenty-five percent (25%).

**CAN BE LOCATED
IN THE CLERK'S OFFICE**

2605

**CAN BE LOCATED
IN THE CLERK'S OFFICE**

2606

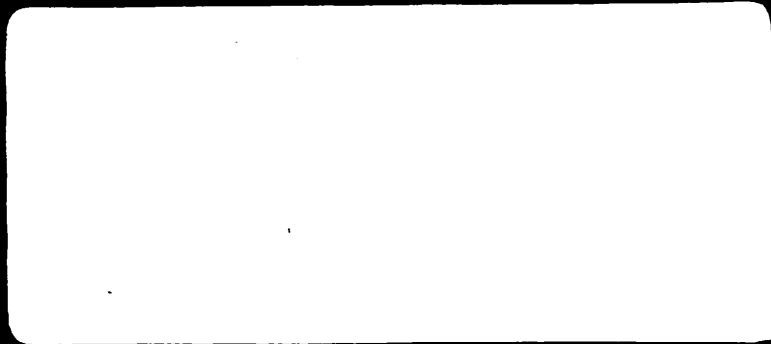


EXHIBIT NO. 131
PL () DEF () COM ()
CASE NO. CH36345
DATE 10/18 1995
JUDGE RBP

2607

REAL ESTATE APPRAISAL REPORT

**Mr. Mark Moorstein
10500 Battleview Parkway
Manassas, VA 22110**

**DOVES LANDING SUBDIVISION
Manassas, VA 22111**

As of February, 1994

**Prepared by
EDWARD B. WRIGHT, JR.**



9009 SUDLEY ROAD
POST OFFICE BOX 351, MANASSAS, VIRGINIA 22110
TELEPHONE (703) 368-8136

September 11, 1995

Mr. Mark Moorstein, Attorney
10500 Battleview Drive
Manassas, Virginia 22110

Reference: Appraisal of Doves Landing Subdivision
9005 Doves Lane
Manassas, Virginia 22111

Dear Mr. Moorstein,

Pursuant to your request, we hereby submit this summary appraisal report on the above referenced property. The attached appraisal report and limiting conditions contain descriptive details, market information and analysis of the subject property.

Based on the information presented in the report that follows, the market value of the subject property is estimated to have a market value as of February, 1994 as shown below.

ESTIMATED MARKET VALUE OF SUBJECT BEFORE TAKE

\$1,200,000

ONE MILLION TWO HUNDRED THOUSAND DOLLARS

AND

ESTIMATED MARKET VALUE OF SUBJECT AFTER TAKE

\$350,000

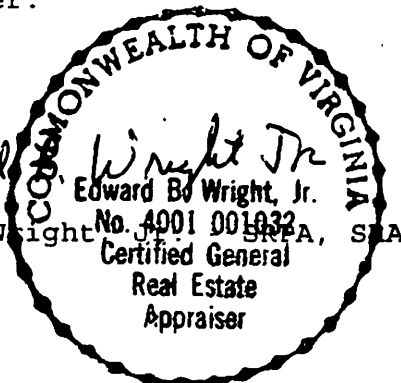
THREE HUNDRED FIFTY THOUSAND DOLLARS

Should you have any questions, please do not hesitate to call at the above number.

Sincerely,

Edward B. Wright, Jr.

Edward B. Wright, Jr.



2609

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SUMMARY OF IMPORTANT FACTS AND CONCLUSIONS

Property Appraised:

Doves Landing Subdivision
9005 Doves Lane
Manassas, Virginia 22111

Located at the end of Bradley Forest Dr. & Smithfield Rd.

Description:

The property consists of 72.68 acres of vacant land which is zoned R-10 with preliminary plans for 106 lots. Sewer would be extended predominately along mostly public roadways and the adjoining proposed subdivision of Dove's Overlook to the subject approximately 3 miles from a trunk line located on Godwin Drive. Water could be extended approximately 2.7 miles. Both utilities will be along mostly public roadways and thru the adjoining proposed development of Dove's Overlook from section 2 of Country Roads subdivision. Reference should be made to the preliminary subdivision Plan "Doves Overlook", prepared by R. Curtis, Harrover & dated October 8, 1987 and, the preliminary for the subject, "Doves Landing," dated January 9, 1988 by Greenhorne & O'Mara, Inc.

Land Area:

72.68 acres as indicated by county records, and subdivision plan. The planned 106 lots average 25,063 sq. ft.

Highest & Best Use:

Before the take: Development as planned with 106 single family lots averaging 25,063 sq. ft.

After the take: Holding the property until such a time as public sewer and water are extended to the immediate area and adequate road right-of-way can be acquired. Immediate, but alternate would be for down zoning to A-1 (agricultural) and development with residential homesites on lots in excess of 10 acres. This would allow up to 7 lots. However, soils are poor for septic field installation and specialized septic systems would have to be designed.

PURPOSE OF THIS APPRAISAL

This appraisal has been made to provide estimates of the market value, both before and after the take of the adjoining property known as "Dove's Overlook," which had, for purposes herein, "functional unity" with the subject of the fee simple interest in the real estate identified later, for the purposes of litigation as of date of expected take on February , 1994. Valuation assumes the property is free and clear of all liens and encumbrances.

The scope and purpose of this report has required economic data that is prior to the date of valuation. This has been believed necessary to give an appropriate historical perspective for valuation between 1987 when the County commenced acts which began the condemnation process through to the date of final take of the adjoining project known as Doves Overlook as well as the possible future need for subsequent valuation data to the present. The basis upon which the date of valuation has been selected is date of take by Prince William County of that project which is viewed to have had "functional unity" with the subject. Thereby a taking of the subject is opined to have occurred and will require valuation of the property both before and after.

DEFINITION OF MARKET VALUE¹

The most probable price in terms of money which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller each acting prudently and knowledgeably, and assuming the price is not affected by undue stimulus.

Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

1. Buyer and seller are typically motivated.
2. Both parties are well informed or well advised, and both are acting in what they consider to be their own best interest.
3. A reasonable time is allowed for exposure in the open market.
4. Payment is made in cash or its equivalent.
5. Financing, if any, is on terms generally available in the community at the specified date and typical for the property type in its locale.
6. The price represents a normal consideration for the property sold unaffected by special financing amounts and/or terms, services, fees, costs, or credits incurred in the transaction.

¹ Real Estate Appraisal Terminology, American Institute of Real Estate Appraisers and the Society of Real Estate Appraisers, Revised Edition, First Printing 1981, Page 160-161

DATE OF VALUATION

The date of valuation was February, 1994. Date of inspection was July 20, 1995.

CONDITIONS OF APPRAISAL

The attached Assumptions and Limiting Conditions are hereby made a part of this report.

SCOPE OF APPRAISAL

In estimating the subject's market value, an orderly, systematic procedure is followed which leads the appraiser to an opinion of value. The first steps include, but are not limited to, office research, which consists of locating and describing the property, verifying assessment information and obtaining legal descriptions as are made available, etc. This data will assist the appraiser in determining various market factors, rental, comparable sales, etc. However, no title search is completed. The property is then inspected in order to determine condition and marketability.

Other sources of information which are typically utilized would include, cost data, which is extracted from the appraiser's general knowledge, cost books, and cost estimates when available. Financing, as well as economic and other influences are also considered as they may be pertinent to the subject property.

Compilation of all the data is developed and considered. It should then lead the appraiser to a determination of his opinion of value. The appraiser is not to be construed as an engineer or an attorney.

TYPE OF REPORT

Summary Appraisal Report

IDENTIFICATION OF THE PROPERTY APPRAISED

The subject property consists of vacant land zoned R-10. Before the take, it was planned for 106 single family detached building lots. The subdivision had been named Doves Landing. After the take it is our opinion that this project plan would no longer viable. The property is identified below.

Address: 9005 Doves Lane
Manassas, Va. 22111

Tax Map: 65-001-0073

Legal: Metes and Bounds,
Doves Landing Subdivision,
Prince William County, Va.

Deed: Book 1629 Page 1129, dated January 16, 1989.

Size: Approximately 72.68 acres as indicated by generalized
development plan.

Owner: Omni Homes, Inc.

PROPERTY HISTORY

The property was last transferred on January 16, 1989 as zoned R-10, raw land, for \$436,091.

TAX ASSESSMENT DATA

The property was assessed as land only in 1994 by the Prince William County Assessment office.

Total assessment which is for only land and making up the proposed Doves Landing Subdivision for 1994 was \$473,200. This indicates taxes in the amount of \$6,829.69.

AREA BOUNDARY DEFINITION

The subject property lies in the greater Washington Metropolitan area or the Standard Metropolitan Statistical Area (SMSA) of the Washington D.C. region as identified by the United States Department of Commerce. This area includes several counties and cities located in the states of Virginia and Maryland. The boundaries include the counties of Frederick, Montgomery, Howard, Anne Arundel, Prince Georges, Charles and Calvert of Maryland and, Loudoun, Fairfax, Prince William and Stafford counties of Virginia. Also included are several cities, in Virginia they include Falls Church, Fairfax, Arlington and Alexandria, which are located within the boundaries of Fairfax County. Located within the boundaries of Prince William County are the cities of Manassas and Manassas Park.

To the east, the subject area is bound by the Chesapeake Bay, and to the west the area ends at the foothills to the Blue Ridge Mountains. The topography is generally gently rolling with the flattest areas to the east and the more rolling land to the west. While some areas can be found which are steep and non-buildable, for the most part, the land is good for most types of construction.

Soils for the most part are good for building as is evidenced by the large population base and high density housing throughout the inner core of the area. Some portions at the outer edges of the area while having adequate soils for construction, have soils which are considered poor for septic fields. Typically the outer edges of the region are rural in nature and are not currently supplied by public sewer. But as the population grows, the suburbs continues its steady encroachment into the rural areas with public utilities which allow further development.

The climate is considered moderate. It has warm to hot summers and cold winters. The average summer temperature is approximately 79 degrees with the average winter temperature being approximately 36 degrees. Precipitation is also considered moderate averaging around 22.7 inches including snowfall.

POPULATION DATA

The area covers 4,626 square miles and contains approximately 4.1 million people. This is an increase from the 1980 estimate of 3.7 million people or approximately 10.81 percent. In 2010, the population is expected to grow to 4.5 million people or an increase of approximately 9.76 percent. Some are even estimating the population by the year 2,000 to be approximately 4.8 million. Generally over the past 20 years, all population estimates have been low. The area has seen staggering growth, and all estimates are expecting it to continue.

The area population and labor force is considered by many to be one of the strongest in the nation. It is young, well educated and contains the largest percentage of professional, managerial and technical workers in the nation.

A large percentage of its total population falls between the ages of 25 and 49, creating a large work force from which to draw. 37.5 percent of these adults 25 years and older have college degrees. This is the highest in the country and compares very favorably with the national average of 20 percent.

EMPLOYMENT INFORMATION

With the wealth of talent to draw from, many corporations are moving headquarters into the area. In the past, they would have moved into the city of Washington D.C., however they are now moving into the Maryland and Virginia suburbs. This is due mainly to two factors, the limited space in the city and the cheaper land in the suburbs. Over the years the suburbs have been the bedroom communities of Washington D.C., but with the migration of large companies and corporations into the area, the suburbs now offer a much greater range of employment.

The growth of the suburbs as strong employment centers has also changed the Washington area a great deal since the 1960's. At that time, the majority of the employment opportunities were provided by the Federal Government located in the District of Columbia. Little else was offered in terms of large companies or corporations. But while this limited the employment opportunities for the population, the stability of the Federal Government helped make the area what many called recession proof.

These companies brought greater employment opportunities and as a result the area began to grow. Initially they located in Washington or the immediate surrounding area. But as stated earlier, the limited space in Washington and the skyrocketing prices drove these companies to the suburbs. As they moved out into the suburbs, the area economy began to change shape. No longer is the Federal Government the only employment in town. And with more jobs located in the suburbs, the further the suburbs could expand.

Since the Federal Government is no longer the chief employer, many economist now believe that the area is no longer recession proof, although this is still argued by some. Most now believe that the area could experience a recession but that it would be protected by the still strong employment base provided by the Federal Government. This protection would prevent the wild swings in economies that are possible in most other areas of the nation.

At present the private sector employs 74 percent of the areas work force with federal, local and state governments making up the remaining 26 percent. The service sector provides the largest number of jobs in the area and makes up 31 percent of the work force. The major components within the service sector include business, health, legal services, memberships and organization and hotels. The business sector is the fastest growing, and in 1987 employed approximately 238,400. Since 1982, services, construction, finance, insurance, real estate, retail and whole sale trade, transportation, communications and public utilities have all grown by more than 30 percent. At the same time, the government sector has remained fairly stable.

IMMEDIATE AREA

More specifically, the subject property is located in Prince William County. The county was formed in the early 1700's and at that time the main source industry was agriculture. With the continued growth of the Federal Government, which is located in Washington D.C., the need for housing and supporting services also increased. In the 1950's the county began its transformation from farming to a bedroom community. While the area saw steady growth in the 1960's and 1970's, the period from 1980 through 1990 saw rapid increases in the population base as well as commercial and industrial development. The county now provides a wide base of employment and industrial services and is no longer considered a bedroom community to the large employment centers to the north.

As proof of the city's and the county's recent change from a bedroom community, the county recently reported more than a doubling of the county based jobs from 1980 to 1990. In 1980 the county reported approximately 26,776 to be employed in the county compared to 1992 estimates of approximately 54,063.

According to 1980 census information and county estimates, the county population grew from 144,703 in 1980 at a 55 percent rate to 1992. The latest figures reported indicate there are 241,856 people in Prince William County.

The above figures do not include the cities of Manassas and Manassas Park. The city of Manassas also grew at a very rapid pace. 1980 census figures reported the population to be approximately 15,438 while 1990 figures indicate the population to be approximately 27,957. This is an increase of approximately 80 percent. Due to growth restraints, the city of Manassas Park showed an increase in population of only 2 percent since 1980. Census estimated the Manassas Park population at 6,524 in 1990.

Median family income in Prince William County, as reported by the Prince William County Economic Development Office, for 1989 was estimated to be \$52,078, with the median household income estimated at \$49,370 (19th highest in the U.S.) A report by the Center for Public Service indicates that the median family income for 1994 is estimated to be \$58,576 and the estimated median household income for 1994 is estimated to be \$55,531. These incomes are relatively high, when compared to the state and national levels and as can be seen are still growing at a good pace faster than inflation and are much higher than the state's average of \$38,213 and \$33,328 respectively.

The 1990 census indicates that the county had a median income of \$49,370, the city of Manassas was estimated at \$46,674, and Manassas Park was estimated at \$39,076. Unemployment in the area, since the 1960's has always remained below the national and state averages. This is due mainly to the large percentage of the population working directly or indirectly for the Federal Government. In November 1991, unemployment in Prince William County was 4.2 percent, which was more than one full percentage point below the state's average of 5.6 percent.

As with most areas which are located on the fringes of Metropolitan areas, the subject area offers relatively inexpensive land as compared to that at the inner urban core. This allows homes to be competitively priced and as a result, a large portion of the urban core's work force is located in counties like Prince William and the city of Manassas.

AREA SUMMARY

In conclusion, the subject property is located in Prince William County. It is a part of the greater Washington Metropolitan area which is physically appealing to developers and home owners alike. The land is typically gently rolling and the climate is considered moderate.

While population increase has slowed, it continues to grow at a healthy pace which attracts both residential and commercial development. Industry is attracted to the young and well educated work force which provides a significant pool of talent as compared to many other areas of the country.

The area is considered a microcosm of the whole Washington Metropolitan area. It is young, well educated and well paid. This population base creates a constant and steady demand for both new and existing homes. In addition the large percentage of government jobs generally prevents wild swings in the economy which makes the area one of most stable in the country.

The road network is considered good, particularly at each end of the county. Each end has two major roadways providing access to the large employment centers to the north. Interstate 95 and U.S. Route 1 are located to the east and Interstate 66 and State Route 29 are located to the west. The road network along with the more affordable housing as compared to the inner urban core keeps demand in the county strong for homes like that of the subject.

NEIGHBORHOOD AREA

The subject is located in the central portion of Prince William County just north of the upper end of the Occoquan River where Cedar Run and Broad Run form its head waters. The immediate neighborhood is suburban in nature and is estimated to be approximately 70% built up with single family residences. Locally this neighborhood is known as the "Bradley Forest Area" which is a development through which roads to the subject property are established. This development has a variety of low to moderate income housing types which generally range in age from 10 to 30 years. Lots are typically 1/2 acre in size or larger and utilize individual well and septic systems. These relatively small lot sizes and the area generally poor soil capacities for septic have resulted in a number of these septic fields to begin

to fail. Newer homes in the area are typically being constructed on lots of 1 to 3 acres or more in size. Because of the limited soil capabilities for septic field installation, new residential development has generally been limited with a significant amount of land awaiting sewer availability.

Existing roads serving the subject property include Smithfield Road (State Route 746) and Bradley Forest Road (Route 792) which are both unlined macadam surface roadways providing access from Brentsville Road (State Route 649) south thru Bradley Forest Subdivision. These roads have open ditches on each side. At present each of these roadways terminate at Doves Lane (State Route 650) which is an east-west roadway. Between Smithfield Road and Bradley Forest Road it is macadam surfaced with open ditches, to the east of Bradley Forest Road it is a gravel surfaced road which dead ends approximately 1/2 mile to the south east and beyond the subject. Dove's Lane is a state maintained road up to within approximately 25 feet of the north side of the subject property where it becomes private.

Zoning in the area which the subject will be developed is a mixture of R-10 (10,000 sq. ft. minimum residential lot) and A-1 (agricultural, 10 acre minimum lot size). There are a number of small grandfathered residential lots in the area which do not meet current zoning regulations.

In summary, development of the subject tract, as per the proposed plan, with homes in the \$175,000 to \$225,000 price range in the 1994 time frame should have been readily received on the market place. The project in order to be competitive will have to offer a quality product at attractive prices in order to compete with closer in projects with better access (relatively narrow roads) and the subject approaches thru older and lower to moderate income priced homes. Positive features will be the green areas and the river frontage along the Occoquan River which will afford a tranquil setting for potential home buyers.

MARKET CONDITIONS

The last half of the 1980s was witness to a boon in land values throughout much of the metropolitan area, and especially the Gainesville/Haymarket neighborhood. During that time, it was not unusual to see land of larger acreage type tracts double or triple in value over the space of one year. It was typical to see industrial and residential lots increase at rates which averaged 25% to 30% per year over that time. This boon burst in late 1989 with market activity screeching to a stop and land values falling at near the same rates at which they rose. Declines appear to have slowed significantly and by the end of 1993 most property values appear to have stabilized. Much of the market activities through 1993 were primarily distress sales. While precise rates of decline are difficult to measure due to the lack of arms length transactions, it appears that it has not been unreasonable to have seen land values fall by 40% and 50% or more for acreage tracts.

For purposes of this report, a recent survey of the area indicates that finished single family detached lots of approximately 10,000 to 20,000 square feet in size are selling in the range of \$50,000 to \$60,000. Similar lots that are engineered but unfinished are selling at approximately \$10,000 to \$12,000 for distress type sales, and upward to \$20,000 for (the very few) arms length market transactions. Of the distress sales, townhouse lots in this area are too limited to provided an indicator of value. Arms length sales of multiple townhouse lots have been reported in the range of \$12,000 per lot. Raw farmland without water and sewer potential are being marketed in the range of \$5,000 per acre if they have potential for development with large acreage lots (10+ acres). These 10 acre lots typically range between \$75,000 to \$125,000 for water frontage similar to the subject. Sales of homes are reported by builders to have picked-up since the beginning of 1994 with absorption of finished product typically in the range 4 to 7 units per month. Values for single family detached homes are typically in the moderate range of between \$175,000 to approximately \$225,000 with new townhouses in the \$110,000 to \$120,000 range.

Although market activity was relatively nonexistent through the end of 1993, it has accelerated since that time. Improvements in the market can be attributed to the nation as a whole as it slowly climbed from the bowels of a major real estate recession. Conditions were further enhanced by Disney's announcement in December of 1993 that it was desiring to locate its theme park and its peripheral development in western Prince William County. In addition, residential developments along the Linton Hall corridor began to actively market their product and Cellar Door Productions announced its plans to develop a 100 acre site in Gainesville as a 20,000 plus seat entertainment amphitheater. These projects, along with stabilizing economic news provided a confidence level to the buying public who had suffered loss of jobs and lower income levels. The news headlines of these projects and the improved sense of well being for private sector's anticipation of jobs stability have enhanced the publics awareness of the area as a place to live. This in turn increased, although slowly, demand for local housing.

Conditions in February, 1994 were not by any means secure. There was still a concern of further economic weaknesses, which are felt to still exist in the region and local economy. Few people have experienced income growth although they have some feelings of improved job security. It is expected that the market will continue to improve although at a moderate rate. It is not expected that property value appreciation of finished individual units will increase more than 2% to 3% per year. This factor will have to be taken into account by major development projects who will base there purchase prices accordingly.

SITE DETAILS:

The planned subject subdivision will be located at the end of the easterly end of Doves Lane and the south end of Smithfield and Bradley Forest Roads. For subdivision details reference should be made to copy of the preliminary subdivision plan entitled "Doves Landing" Brentsville Magisterial District Prince William County, Virginia dated January 9, 1988 with last revisions dated February 8, 1990. The plan shows 106 lots with the minimum lot size of 10,000 sq. ft. The average lot size is indicated as 25,063 sq. ft. 19 of these lots will have frontage on the Occoquan River. These 19 lots average 71,200 sq. ft. per lot.

Shape:

The property is irregularly shaped, however the general development plan shows no significant development problems.

Road Frontage:

The project is situated with 30.09 feet of frontage on Doves Lane just beyond the end of its state maintenance. More specifically, it is southeast of the end of Smithfield Road and Bradley Forest Road. These roads intercept with Doves Lane which is an east-west roadway that connects these roads and ends at the subject's frontage at its north corner.

Before the Take: Smithfield and Bradley Forest Roads were planned to be extended into the neighboring "Doves Overlook" project and were planned to become primary roadways for that project and also service the subject, before it was taken by the County. Costs of these road extensions to the subject were, for purposes herein, assumed to have been shared on a per lot basis with its sister tract (see water & sewer). Internal roadways, as planned, appeared adequate and typical of other new developments.

After the Take: "Functional Unity" no longer exists between the 2 projects and, therefore, road extensions are no longer possible. Existing access would be required, which would limit development potential as set forth in highest and best use. Roads providing access to the project (Smithfield and Bradley Forest Roads), however, are considered of minimal standards for developments such as the subject but allowable under the present plan and zoning.

Smithfield Road (Route 746) it is an unlined macadam surfaced roadway in a 50 ft right of way with opened ditches on each side. It presently terminates at its southerly end at Doves Lane to the east of the subject property.

Bradley Forest Road (Route 792) is an unlined macadam surfaced roadway in a 30 ft right of way with open ditches on each side. This road presently terminates at its intersection with Doves Lane to the east of the subject property.

Doves Lane (Route 650) between Smithfield and Bradley Forest Road is an unlined macadam surfaced roadway in a 50 ft. right of way with open ditches on each side. East of Bradley Forest Road, Doves Lane is a gravel surfaced roadway in a 30 ft. right of way with open ditches on each side that becomes privately maintained prescriptive easement just east of the subject. It terminates just east of the subject property.

The subject project would not require upgrading of these roadways off site prior to the taking if the adjoining project of Doves Overlook was developed as planned.

After the take, however, Doves Lane would be inadequate due to width and its privately maintained portion for other than large lots (10+ acres) development.

Sewer:

Public sewer will have to be extended to the site approximately 3 miles from a trunk line located on Godwin Drive just outside the City of Manassas. This line will require an 8" forced main line requiring a lift station. It will require installation of lines thru Doves Overlook, up Smithfield Road then west to an existing section of sewer line along Lucasville Road at Mayfair Subdivision. The estimated cost for sewer and water provided the appraiser indicates it will cost \$1,773,917. Harry Ghadban, a former principal of Omni Homes indicated that the estimate cost of sewer, water lines and road improvements to be shared between Doves Landing and Doves Overlook was estimated at \$2,500,000 to be shared between the projects at a cost of approximately \$5000 per lot. New estimates by engineers have lowered this estimate to approximately \$3,660 per lot spread over both developments.

Water:

Like public sewer, public water will be extended approximately 2 3/4 miles along the south side of Smithfield Road up Godwin Drive to Lucasville Road where it will intersect with an existing water line at Section 2 of Mayfair Subdivision adequate to service the property. Estimated cost is included in the sewer and water cost set forth above.

Utilities:

Public telephone, electric and cable utilities are available to the subject site and presumed adequate to meet the needs at the site.

Topography:

Topographic maps indicate that the site is gently sloping with elevations generally ranging from a high of approximately 200 feet on the northeasterly side of the site to a low of approximately 155 ft. on the southerly side edge of the Occoquan River. (see flood plain)

Soils:

Although a soil study was reportedly completed it was not provided the appraiser. Soil maps available in the appraisers's office indicate that soils for septic are rated poor to questionable. Given the number of failed septic systems that are reported in parts of the Bradley Forest Subdivision, it is expected that residential lot development without other sewer would require an average in excess of 10 acres. This analysis reportedly confirms the analysis of soils completed by owners, which reportedly indicates 4 possible drain field sites.

This appraisal assumes there are no hidden conditions or soils such as landfills or hazardous waste that would be unfavorable for building sites as stated in this report.

Vegetation:

The site is basically wooded with a variety of soft and hard woods. For purposes herein it is presumed that timber value would be nominal.

Easements:

A title report has not been provided to the appraiser. For purposes for this report, it is presumed that usual utility easements exist on or near property lines. An approximately 50 ft. wide overhead electric easement runs through the property from the Northeast to the Southwest. For purposes herein it is presumed that there are no after the take easements or encroachments which would affect the market value of the subject property.

Flood Plain:

Approximately 40% of the subject site is in flood plain. Approximately 33% of the proposed lots, many of which border the Occoquan River, have portions in flood plain. However, building sites are out of the flood zone. There are identified flood hazard area and several storm water management areas indicated on the development plan which should not adversely effect site development as planned. Open space areas, which include storm water management area, has a total of 5.39 acres. Reference should be made to subject preliminary site plan.

Site
Improvements:

There are no improvements known to be located on the site. Proposed improvements before the take include but would certainly not be limited to asphalt surfaced streets, with concrete curb gutter and storm sewer and public water and sewer lines. In addition there were to be areas designated for storm water management, open areas, and usual utility easements to serve the proposed lots.

Zoning:

The subject property is zoned R-10. The county states "The R-10 district is intended to provide for and encourage development of quality one-family dwellings at a medium suburban density of approximately four (4) units per acre or less".

This zone allows for residential building lots with a minimum lot size of 10,000 square feet. For details, see the addendum of this report.

The Prince William County 1990 Comprehensive Plan indicates the subject to be planned for semi-rural residential growth. This allows for 1 to 5 acres of land per unit.

The existing and planned use of the subject property as 106 single family detached building lots is in conformance with zoning.

COMPREHENSIVE PLAN:

The zoning described above is not in conformance with the comprehensive plan which suggests development of single family lots of 1 to 5 acres as allowed in rural residential designated areas. Because zoning pre-existed, this plan zoning would be grandfathered and take precedence as proven by subsequent litigation on the adjoining Doves Overlook. Plans for the subject property are completed at this time and, for purposes herein, are presumed accepted and approved.

PROFFERS:

When developers in Prince William County are applying for rezoning, they generally have to make certain proffers. Proffers come in many different forms such as off-site improvements, screening, donating of land for public improvements or parks, or limiting future uses of the property. In addition, monetary contributions are also typically required. These contributions generally depend on the impact that rezoning will have on the surrounding area or county.

The county reported monetary proffers are required each time a lot is issued a building permit. These proffers include transportation improvements, schools, fire and rescue, parks and open spaces, that are generally charged on a per lot basis. These charges typically expected in 1994 for a project that required zoning and plan approval have been estimated in the range of \$1,200 to \$1,500 per unit.

Based on the above, it should be noted that as the subject already had grandfathered zoning, it would have benefitted from only modest proffer requirements to Prince William Park Authority and open space which are generally located in flood plain areas.

HIGHEST AND BEST USE:

The highest and best use of a property is the use that will produce the greatest net returns. Stated another way, it is the most profitable likely use. First, one must consider the highest and best use of the land as if it were vacant. Second, the highest and best use of the land and structures must be evaluated. Most often the highest and best use is the present use. However, there are situations when the existing structures are not the best use of the land. The highest and best use is defined by the "Dictionary of Real Estate Appraisal", published by the American Institute of Real Estate Appraisers, 1984 as:

1. The reasonable and probable use that supports the highest present value of vacant land or improved property, as defined as of the date of the appraisal.
2. The reasonably probable and legal use of land or sites as though vacant, found to be physically possible, appropriately supported, financially feasible, and that results in the highest present land value.
- 3.. The most profitable use.

As expressed earlier, during the mid to late 1980's the market for properties like the subject was very strong. However, at the current time (1994), demand is considered weak but improving.

In 1987 through 1988 the real estate market was reaching its peak. At that time properties similar to the subject were often sold in their entirety (106 lots) or in blocks of 50 to 100 units each to housing developers who were stock piling lots in an effort to alleviate rapidly rising lot costs and possible scarcity due to rapid absorption. Subsequent to the beginning of the 1990's, bulk sales became relatively non-existent as demand for housing fell and the inventory of undeveloped lots increased. It has only been in the past 12-24 months that lot sales, in modestly sized bulk packages, have been reported. These however have been at prices well below those received prior to 1990.

Based on the above, in February, 1994 the highest and best use of this site would be:

Before the Take:

To develop the property as planned with 106 single family homesites each in access of 10,000 sq. ft. Based on marketing conditions, it would be expected that the project would be sold to a housing developer in total or in sections as lots became available for development. Absorption would be expected in approximately 2 years from the completion of and contingent on:

1. Extension of utilities to and through Doves Overlook.
2. Extension of streets through Doves Overlook.

The costs are to be shared by the 2 projects at a cost of \$3,660 per lot for the subject*. The cooperation and, therefore, "functional unity" of the 2 projects is critical for development of the subject under this concept.

After the Take:

It is not economically feasible to extend water and sewer to the subject site and develop it as previously planned. As evidenced by the following report from Schools & Townsend, P.C., off-site development cost alone would increase to \$14,790 per lot. Coupled with other development costs, both soft and hard, the marketing of finished lots with development as previously described is not economically viable.

Based on the above, an alternate utilization and highest and best use is anticipated. The highest and best use after the take would be to hold the property for speculative investment until such a time as utilities and roadways are extended to a proximity which would make the project economically viable again. At best, this would be expected to be in excess of five years from the date of this valuation.

Alternatively, the most immediate and economically viable alternative would be for down zoning the site to A-1 (agricultural) and then its subdivision into 7 lots with each lot not less than 10 acre in size. This approach would entail little county resistance and requires nominal infrastructure costs. Of course, suitable well and septic sites would have to be developed. Soils are not considered adequate to support septic fields as traditionally developed and, therefore, some of the new engineering technology in this field would have to be utilized to maximize lot yield.

* See the following letter dated August 28, 1995 from Schools & Townsend, P.C. which outlines development cost estimates for the subject property with both before and after the take scenarios.

| <u>POINT TO
POINT</u> | <u>EXHIBIT
NO.</u> | <u>DESCRIPTION</u> | <u>COST</u> |
|------------------------------|------------------------|--|-------------|
| c. "B" to "C" | 2 | Sewage Force
main
13,500 L.F.
8" DIP @ \$23 | \$ 310,500 |
| d. "C" to "D" | 2 | Gravity Sewer 12"
137 L.F.
@ \$38 + 2 M.H.
@ 2000 | 9,206 |
| e. "E" to "F" | 1 | Water Main
3,157 L.F.
8" DIP @ \$23 | 72,611 |
| f. "F" to "G" | 2 | Water Main
13,600 L.F.
12" DIP @ \$29 | 394,400 |
| g. "H" to "J" | 1 | Street Const.
Cat. IV RM-2
850 L.F.
@ 184.28 | 156,638 |
| h. "J" to "I" | 1 | Street Const.
Cat. V
900 L.F.
@ 189.01 | 170,109 |
| i. "I" to "K" | 1 | Street Const.
Cat. IV
600 L.F.
@ 184.28 | 110,568 |
| j. | | Driveway Reconst.
35 @ \$450 | 15,750 |
| k. | | Pavement repair | 25,000 |
| l. | | Restoration | 45,000 |
| | | SUB-TOTAL | \$1,626,189 |
| | | TOTAL OF ITEMS 1 THRU 4 | \$1,773,917 |
| Doves Landing share (20.74%) | | | \$ 367,910 |

\$1,381,120
~~1,020~~

5. INFRASTRUCTURE COSTS NOT SHARED

| <u>POINT TO
POINT</u> | <u>EXHIBIT
NO.</u> | <u>DESCRIPTION</u> | <u>TOTAL
COST</u> |
|---------------------------|------------------------|--|-----------------------|
| a. "L" to "M" | 1 | Gravity Sewer
515 L.F.
@ \$35 + 1 M.H.
@ \$2000 | \$ 20,025 |

TOTAL COST for Doves Landing
when constructed with Doves Overlook \$ 387,935

II. DEVELOPMENT OF DOVES LANDING WITH DOVES OVERLOOK NOT TO BE DEVELOPED

| | |
|-----------------------|-----------|
| 1) Engineering Costs | \$ 74,500 |
| 2) County Fees | 49,728 |
| 3) Off-Site Easements | 23,500 |
| 4) Construction Costs | |

| <u>POINT TO
POINT</u> | <u>EXHIBIT
NO.</u> | <u>DESCRIPTION</u> | <u>COST-DOVES
LANDING</u> |
|---------------------------|------------------------|--|-------------------------------|
| a. At Point "N" | 3 | Sewage Pumping
Station 106 lots | \$ 77,567 |
| b. "N" to "O" | 3 | Sewage Force Main
2,830 L.F. 6" @ \$20 | 56,600 |
| c. "O" to "B" | 4 | Sewage Force Main
3,250 L.F. 6" @ \$20 | 65,000 |
| d. "B" to "C" | 2 | Sewage Force Main
13,500 L.F. 6" @ \$20 | 270,000 |
| e. "C" to "D" | 2 | Gravity Sewer
137 L.F.
8" @ \$35 + 2 M.H. | 8,795 |
| f. "Q" to "F" | 2&3 | Water Main Const.
3375 L.F. 12" @ \$29 | 97,875 |
| g. "F" to "G" | 2 | Water Main
13,600 L.F. 12" @ \$29 | 394,400 |
| h. "R" to "S" | 4 | Street Const.
Cat. IV RM-1
2,430 L.F. @ \$124.97 | 303,677 |

| <u>POINT TO
POINT</u> | <u>EXHIBIT
NO.</u> | <u>DESCRIPTION</u> | <u>COST-DOVES
LANDING</u> |
|------------------------------|-----------------------------|---------------------------------|-------------------------------|
| i. | | Driveway Reconst.
35 @ \$450 | \$ 15,750 |
| j. | | Pavement Repair/ | 25,000 |
| k. | | Re-seeding & | <u>45,000</u> |
| Sub-Total Construction Costs | | | \$1,359,664 |
| 5) | R/W for Street Construction | | <u>60,000</u> |
| | TOTAL | | <u>\$1,567,392</u> |

Cost estimates based on the following plans:

- 1) Off-site Water & Sewer Force Main for Doves Overlook by R.C. Harrover & Assoc. dated Oct. 8, 1987.
- 2) Plat showing a survey of the Properties of Doves Lane Associates and Wyaconda (Subdivision) by R.C. Harrover & Associates dated April 4, 1990.
- 3) Preliminary Subdivision Plan - Doves Overlook by R.C. Harrover & Associates dated Oct. 8, 1987.
- 4) Preliminary Plan for Doves Landing by Greenhorn & O'Mara Jan. 9, 1988.

VALUATION:

There are generally 3 approaches to the valuation of real estate, these are the cost approach, the income approach and the direct sales comparison approach. In the valuation of "raw land" only the direct sales comparison approach is generally applicable.

BEFORE THE TAKE

DIRECT SALES COMPARISON APPROACH

Only a limited number of recent land sales were located and analyzed which would be considered somewhat comparable to the subject property. The following sales have been set forth and briefly identified as being considered most comparable or tending to bracket the expected value range of the subject site.

LAND COMPARABLE # 1

Address: 6411, 6419, 6423 Old Carolina Road
Haymarket, Virginia

Tax Map: 136-1- parcels 21, 23, & 36

Size: 36.1333 Acres

Sale Date: 7/94 Deed Book 2166 Page 1691

Sale Price: \$620,000 or \$17,159 per acre
or \$ 6,458 per lot

Grantor: Goodman, Gary, & Lickstein, P.C. TR.

Grantee: L & M, L.C.

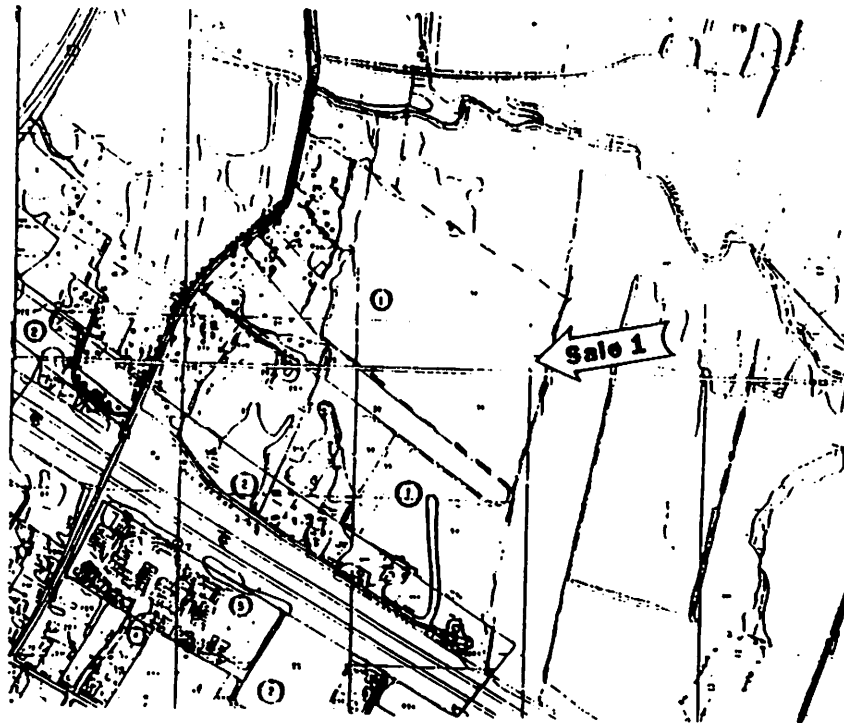
Zoning: R-10, Residential

Sewer: No, but planned

Improvements: Each parcel contained a house

Source: County Tax Records, Deed Records

Remarks: Improvements on these parcels were assessed for 64,400 in 1994 by the county of Prince William. This indicates that improvements contributed 5.31% to total assessed value in 1994. Parcels 23, 36 which total 24.9 acres in size, were rezoned in January, 1991 to R-10 allowing up 96 single family cluster lots (2.75 lots per acre).



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Address: Cardinal Crest Sections 5 & 6
15419 Cardinal Drive
Prince William County, Virginia

Tax Map #: 22-1-22

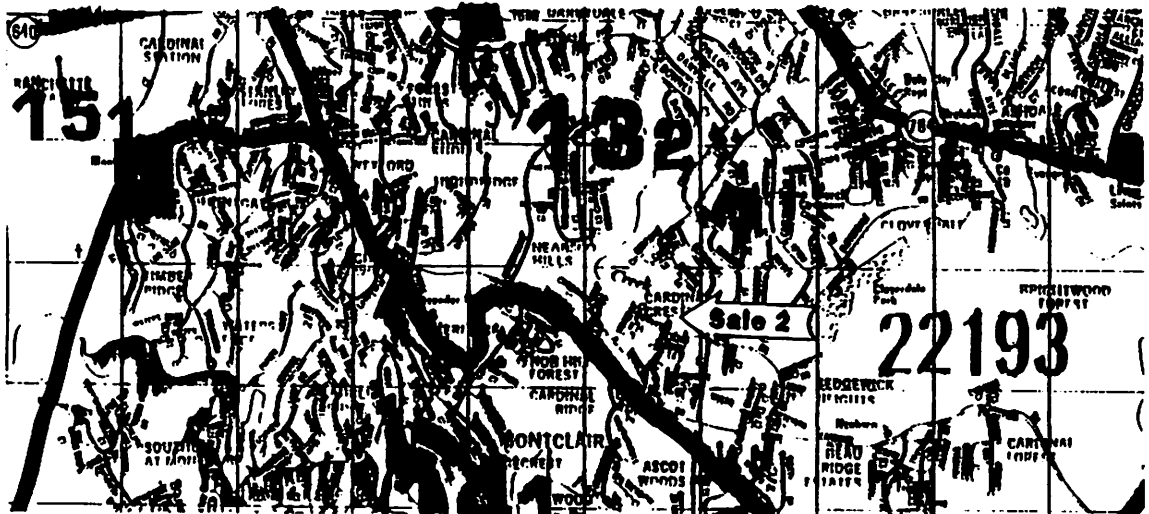
| | | |
|-------------|---------------|----------------------|
| Size: | 47.5410 Acres | 97 Lots |
| Deed Date: | May, 1995 | |
| Deed: | Book 2245 | Page 1881 |
| Sale Price: | \$1,455,000 | or \$30,605 per acre |
| | | or \$15,000 per lot |

Grantor: Cardinal crest Joint Venture (Winchester Homes)
Grantee: Cardinal Crest L C (Long Signature Homes)

Zoning: R-10
 Sewer: Available to the site
 Improvements: None

Source: Tax Records, REDI

Remarks: Cardinal Crest is planned for 6 sections. The per lot proffers are \$545 per lot for sections 5 & 6. Proffers include a frontage improvement of a turn / acceleration / deceleration lane; a \$24,000 contribution to the county for construction of a commuter parking lot; construction of a soccer field, tot lot, and asphalt walking trails. Construction was underway as of mid July, 1995. Section 5 is platted for 53 lots on 25.57 acres. Section 6 is platted for 38 lots on 21.97 acres. Average lot size is 11,500 sq. ft. The seller had previously financed the earlier sale of this property and had taken it back in a deed in lieu of foreclosure in April, 1994 for a consideration of \$900,000. 3 other sections of Cardinal Crest are still on the market.



[illegible]

LAND COMPARABLE # 4

Location: Kahns Road
Gingerwood Estates
Prince William County, VA

Tax Map #: 63-1-60B

Size: 116.93 Acres
Less 24.15 Acres
56 lot plan approved

Sale Date: October, 1993
Deed: Book 2073 Page 1360
Sale Price: \$616,000 or \$ 5,268 per acre
or \$11,000 per lot

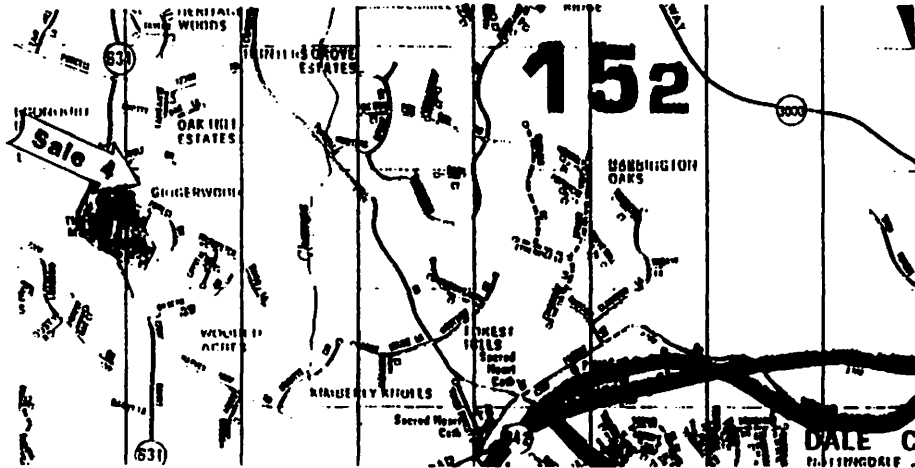
Grantor: WNB Corporation
Grantee: Gingerwood Properties, Inc.

Zoning: R-1-1, Residential 1 acre lots

Sewer: All lots Septic
Buildings: None

Source: County Records, Grantee

Remarks: The property was re-zoned in June, 1990 for 68 lots with proffers. Total cash proffers equal \$2,086.43 per lot. They included \$1,200 for transportation, \$763.43 for schools, and \$150 for parks. Lots range in size from 1.2 to 1.5 acres with 4 larger lots ranging in size from 2.02 to 3.08 acres. Total acreage included 2 lots (A & B) with lot A 2.76 acres and lot B 2.43 acres. Clearing of property for construction was started in February, 1994. WNB Corporation was 1st Union Bank and purchaser was Michael Chadwick, a local home builder.



**MULTIPLE FINISHED LOT SALE
LAND SALE #5**

Location: Foxborough Subdivision
Linton Hall Road
Gainesville, VA

Tax Map #: 104-1- lots 24, 24C1, part of 27
105-1- lots 3, 3A, 3C

Grantor: John Belloti & Ronald Tydings, Substitute Trustees
Grantee: River Mead Homes, Inc.

Size: 74.70319 Acres
Sale Price: \$3,057,931
Unit Price: +/- \$20,000 per single family lot
+/- \$12,000 per townhouse lot

Deed: Book 2059, Page 509
Sale Date: December, 1993

Zoning: R-20

Source: Assessment records, Deed records

Remarks: A total of 129 TH lots and 75 single family lots which were engineered and ready for development. As of 8/95, the seller is offering the balance of the tract for \$14,000 per townhouse lot (a total of 143 lots) and \$22,500 per SFD lot (a total of 89 lots). The seller reports very slow market activity at present time.



**BEFORE THE TAKE
SALES ADJUSTMENT TABLE**

| | SUBJECT | SALE #1 | | SALE #2 | | SALE #3 | | SALE #4 | | Sale #5 | |
|-------------------|------------------------|-------------------|---------|----------------|----------|--------------------|----------|--------------------|----------|------------------|----------|
| Identity | | Old Carolina Road | | Cardinal Crest | | Trails End Estates | | Gingerwood Estates | | Foxborough | |
| Sale Price | N/A | \$620,000 | | \$1,455,000 | | \$570,000 | | \$616,000 | | \$3,057,931 | |
| Price/Acre | | \$17,159 | | \$30,605 | | | | \$5,268 | | \$12,000/TH | |
| Price/Lot | | | \$6,458 | | \$15,000 | | \$30,000 | | \$11,000 | SFD | \$20,000 |
| Date | 2/95 | 7/94 | | 5/95 | | 8/92 | | 10/93 | | 12/93 | |
| Size | 72.7 Acres | 36.1333 Acres | | 47.541 Acres | | Not Available | | 116.93 Acres | | 74.7 Acres | |
| # of Lots | 106 | 96 | | 97 | | 19 | -20% | 56 | -5% | 129 TH
75 SFD | 10% |
| Site | Water Front | | 5% | | 5% | Larger Lots | | Larger Lots | | | 1% |
| Zoning | R-10 | R-10 | | R-10 | | R-1-1 | -10% | R-1-1 | -10% | R-20 | |
| Utilities | \$3,660 | Inferior | 30% | Available | -25% | Septic | | Septic | | Available | -20% |
| Buildings | None | House | -5% | None | | None | | None | | None | |
| Planning | Preliminary Engineered | Similar | | Engineered | -5% | Engineered | -5% | Engineered | -5% | Engineered | -5% |
| | Defer 1 Year | Similar | | Immediate | -15% | Immediate | -15% | Immediate | -15% | Immediate | -15% |
| Condition at Sale | Market | Distress | 15% | Similar | | Similar | | Distress | 15% | Similar | |

| | | | | | |
|-------------------------|---------|---------|----------|---------|----------|
| Net Adjustment | 45% | -40% | -50% | -20% | -40% |
| Indicated Value Per Lot | \$9,364 | \$9,000 | \$15,000 | \$8,800 | \$12,000 |

Discussion of Adjustments:

Adjustments to the above sales indicate a broad value range from \$8,800 to \$15,000 per lot. Sales #2 and #5 are considered most comparable to the subject property due to size and zoning. Sale #1, while zoned R-10, was believed to have been a distress sale. While settlement of this sale occurred during Disney's proposed project (which eventually failed), it should be noted that sewer was considered less of a certainty than that for the subject. Sales # 3 and 4 were both sales un-sewered 1+ acre lots. Sale #3 was an arm's length transaction which set the upper limit for the subject property. Sale #4, however, set the lower limit of value, but it should be recognized that this was a distress type sale sold by the bank which had foreclosed on the property.

Based on the above sales as well as other data analyzed by the appraiser, it is his opinion that the value range for the subject property before the take would be expected to fall in the range of \$10,000 to \$13,000 per lot. When calculated based on 106 lots which could be developed from the subject property would indicate a value range of between \$1,060,000 to \$1,380,000. Given those factors affecting the site prior to the take but assuming functional unity between the subject property known as "Doves Landing" and anticipation that development of the adjoining property of "Doves Overlook" would go forward in the foreseeable future, the point in the value range for purposes herein has been called at \$1,200,000.

ESTIMATED MARKET VALUE OF SUBJECT BEFORE TAKE Assuming "Functional Unity"

\$1,200,000

ONE MILLION TWO HUNDRED THOUSAND DOLLARS

AFTER THE TAKE

DIRECT SALES COMPARISON APPROACH

Only a limited number of recent land sales were located and analyzed which would be considered somewhat comparable to the subject property. The following sales have been set forth and briefly identified as being considered most comparable or tending to bracket the expected value range of the subject site.

LAND COMPARABLE # 1

Address: 13145 Bristow Road
Nokesville, Virginia 22123

Tax Map #: 51-1-20

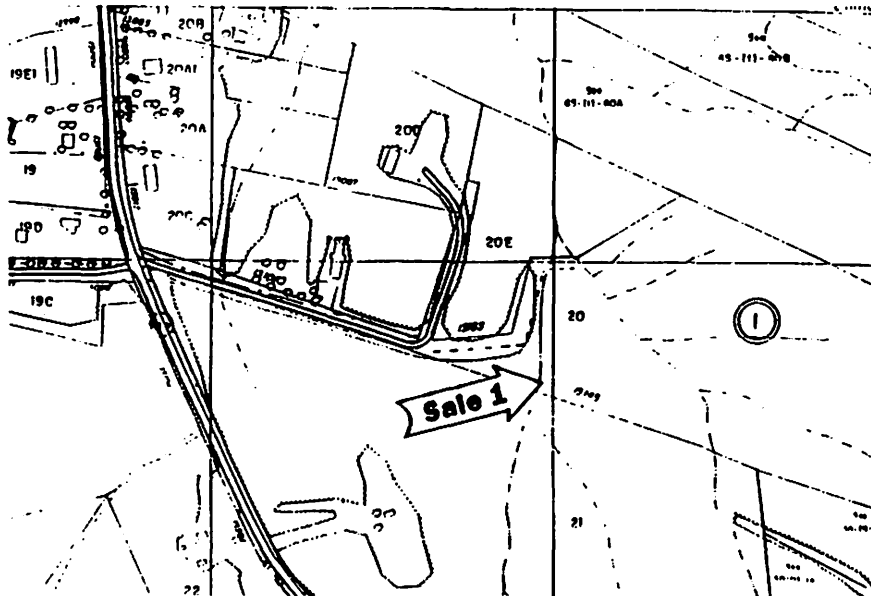
Size: 24.8267 Acres
Deed Date: September, 1994
Deed: Book 2183 Page 140
Sale Price: \$125,000 or \$5,035 per acre

Grantor: Hilde J. Brown
Grantee: J M Huey Company, Inc.

Zoning: R-15, Residential 5 acre lots
Sewer: None at site
Improvements: None

Source: MLS, Tax Records

Remarks: The contract for this sale was signed 7 days after the last sale which, according to tax assessment records, was recorded on June 30, 1994, for \$100,000 or \$4,028 per acre.



LAND COMPARABLE # 2

Address: 14828 Glenkirk Road
Gainesville, Virginia 22065

Tax Map #: 106-1-2

Size: 40.8139 Acres
Deed Date: May, 1995
Deed: Book 2241 Page 1792
Sale Price: \$200,000 or \$3,920 per acre

Grantor: John & Ruth Garner
Grantee: Johnny Swanson III

Zoning: A-1, Agricultural
Sewer: None at site
Improvements: None

Source: MLS, Tax Records

Remarks: This property is located behind Robert Trent Jones Golf Course with views of Lake Manassas. According to MLS data, the seller was willing to hold financing with a 25% down payment at 7% interest amortized over 20 years and a 5 year balloon. Reportedly 25% of the site was wooded at time of sale. This property previously sold in May, 1993 for \$130,000.



LAND COMPARABLE # 3

Address: 9621 Evans Ford Road
Tax Map: 98-1-9

Size: 16.4139 Acres or
116,623 Square Feet

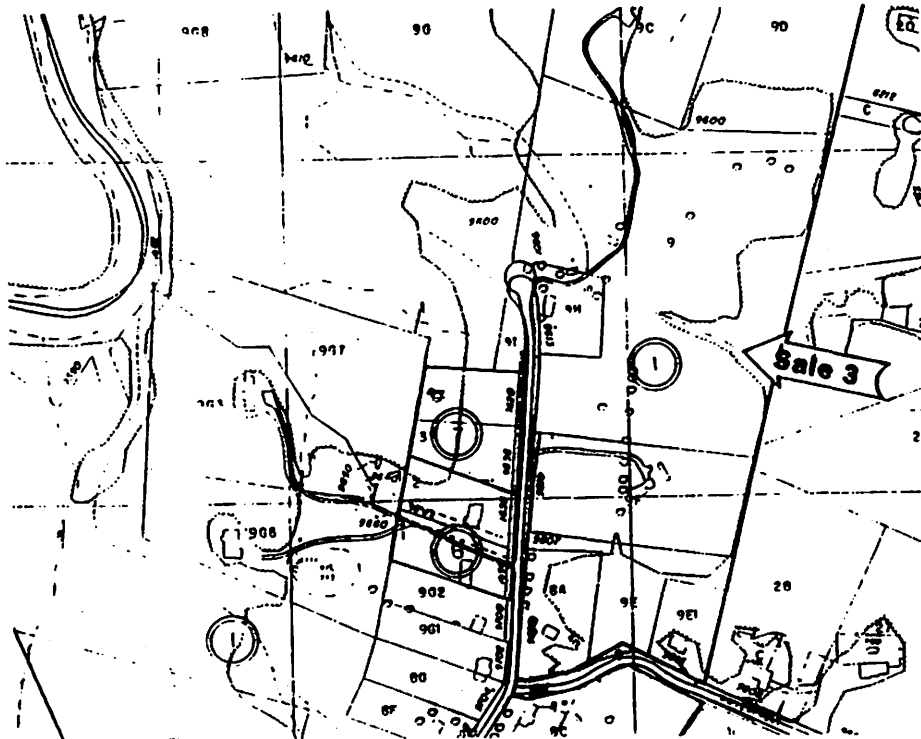
Sale Date: April, 1995
Deed: Book 2235 Page 1075
Sale Price: \$100,000 or \$6,092 per acre

Grantor: Charles Evans
Grantee: Warren Roger Crigger et ux

Zoning: A-1
Utilities: Well & Septic
Improvements: No value

Source: Tax Records, Purchaser

Remarks: Purchaser reports he paid back taxes of \$5,000 for a total purchase price of \$105,000 or \$6,397 per acre. Property reportedly had 4-6 alternate septic sites. Purchaser building 1 residence.



LAND COMPARABLE #4

Address: 3105 Logmill Road, Haymarket, VA.
Tax Map #: 157-01-19
Lot Size: 98.7601 Acres

Sale Price: \$521,987 or \$5,285 per Acre
Deed Date: 10/93
Deed: Book: 2064 Page: 685

Grantor: Mary Jane Miller
Grantee: User Technology Assoc., Inc.-Va. Corp.
(Yong K. Kim, President)

Zoning: A-1
Sewer: None

Improvements: Farmhouse and related outbuildings assessed at
\$169,000

Source: County Records, RMLS, Deed

Remarks: Improved with 1 story frame house built in 1950 and
containing 2059 sq. ft., a 702 sq. ft. garage, and a
1200 sq. ft. barn. Rolling terrain with long frontage
on Chestnut Lick Run with Small pond on site. Seller
provided up to 2 year financing holding a total
375,000 with the sales commission held in note due
10/26/94.



COMPETING LAND LISTING # 1

Address: 9155 French Ford Road
Manassas, Virginia 22111

Tax Map #: 65-1-61

Size: 82.35 Acres
Listing Date: October 19, 1994

List Price: \$425,000 or \$5,161 per acre

Owner: Assets Resolution Corporation

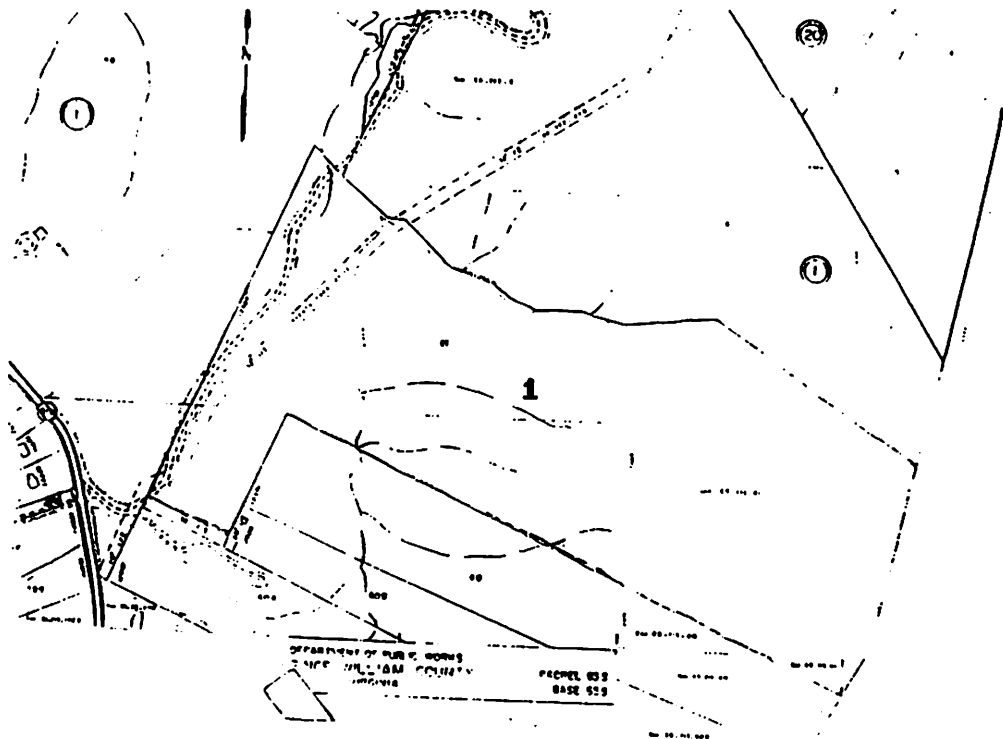
Zoning: R-15, Residential 5 acre lots

Sewer: None at site

Improvements: None

Source: MLS, Tax Records

Remarks: This property was originally listed for sale in October, 1994. It was previously purchased in 1989 for \$840,000 and was rezoned from A-1 (agricultural) to R-15 (residential 5-acre lots). A soil and engineering study by the previous owner indicated it was feasible to develop the site with 16 5-acre lots. The owner is in the process of down-zoning for 10 acre lots.



**AFTER THE TAKE
SALES ADJUSTMENT TABLE**

| | SUBJECT | SALE #1 | | SALE #2 | | SALE #3 | | SALE #4 | | LISTING #1 | |
|-------------------|-------------------------|-----------------------|--|---------------------|--|----------------------|--|--------------------------|--|---------------------------------------|--|
| Identity | | 13145 Bristow Road | | 14828 Glenkirk Road | | 9621 Evans ford Road | | 3105 Logmill Road | | 9155 French Ford Road | |
| Sale Price | N/A | \$125,000 | | \$200,000 | | \$100,000 | | \$521,987 | | \$425,000 | |
| Price/Acre | | \$5,035 | | \$3,920 | | \$6,092 | | \$5,285 | | \$5,161
List Price
Listing -10% | |
| Date | 2/95 | 9/94 | | 5/95 | | 4/95 | | 10/93 | | Since
10/94 | |
| Size | 72.7 Acres | 24.8267
Acres -10% | | 40.8139
Acres | | 16.4139 -15% | | 98.7601
Acres | | 82.35 Acres | |
| Zoning | R-10
Downzone | R-15 | | A-1 | | A-1 | | A-1 | | R-15 | |
| Location | Average/
Water Front | Average - 15% | | Average 15% | | Average 15% | | House/
Average + -10% | | Average 15% | |
| Soils/
Utility | | -10% | | -10% | | -10% | | -10% | | -10% | |

| | | | | | |
|-------------------------|---------|---------|---------|---------|---------|
| Net Adjustment | -5% | 5% | -10% | -20% | -5% |
| Indicated Value Per Lot | \$4,783 | \$4,116 | \$5,483 | \$4,228 | \$4,903 |

2644

Discussion of Adjustments:

The adjusted values to the above sales indicate a value range for the subject property which falls between approximately \$4,100 to \$5,500 per acre. Due primarily to location, sales #1 and #3 are considered more reasonable indicators of value. This would be supported by listing #1 which is a property considered very comparable to the subject. The adjusted range for this listing falls neatly within the range indicated for these two sales.

Based on the experience of the appraiser as well as data analyzed and/or set forth in this report, it is the appraisers opinion that the value range for the subject property could be expected to fall within the range of \$4,200 to \$5,000 per acre. This would indicate a value range of between \$305,000 to \$363,000 for the subject property. Inasmuch as a point in that range may be desirable for purposes herein, that point for the value of the subject property after the take has been called \$350,000.

ESTIMATED MARKET VALUE OF SUBJECT AFTER TAKE

\$350,000

THREE HUNDRED FIFTY THOUSAND DOLLARS

ASSUMPTIONS AND LIMITING CONDITIONS:

1. The subject of this report has been appraised as though free of all liens, encumbrances, encroachments, easements, and restrictions unless otherwise set forth in the appraisal report.
2. The title is marketable and is not subject to restrictions or covenants that would affect marketability unless set forth in the appraisal report.
3. Ownership of the property has been accepted as given and no responsibility is assumed as to ownership or existing and outstanding rights involved in property. It is assumed that restrictions running with the land or local ordinances have not been violated unless otherwise stated in the appraisal report.
4. Sundry plats and surveys furnished or otherwise obtained and used are accepted as accurate.
5. The subject property, as it exists (including usage) or as it might be utilized, is assumed to be in compliance with Governmental regulations, including those applying to the environment. Exceptions, if noted by the appraiser, will be set forth in the appraisal report.
6. The appraisers certify that, to the best of their knowledge and belief, the statements in this appraisal, subject to the limiting conditions outlined herein, are correct. Information in this report has been provided from sources believed to be reliable; however, such information is not guaranteed to be correct and the appraisers assume no responsibility for inaccuracies.
7. The appraisal represents an opinion as to the Market Value without regard to any special value to a particular buyer or seller and assumes intelligent buyer and seller, dealing in the open market.
8. The appraisal contract is fulfilled upon delivery of appraisal report.
9. The appraisers herein, by reason of this report, are not required to give testimony in court or an legal hearing, with reference to the property appraised, unless arrangements have been previously made.
10. No discussion regarding the value estimated or other details of report will be required of appraiser except with the party to whom the appraisal is addressed, and this will be restricted to reasonable time involvement.
11. Disclosure of the contents of this report is governed by the By-Laws and Regulations of the professional organizations of which the appraiser is a member. Neither all nor any part of the contents of this report (especially any conclusion to value, the identity of the appraiser or the firm with which he is connected, or any reference to any professional society or institute or to any initialed designations conferred upon the appraiser) shall be disseminated to the public through advertising media, public relations media, news media, sales media or any other public means of communication, without the prior written consent and approval of the appraiser.
12. It is assumed that the property will be efficiently managed and that ownership is in responsible hands.
13. If the appraisal is for a to be built property or one that is under construction, it is assumed that the construction will be completed as outlined in the report.
14. Unless otherwise noted, no consideration has been given to personal property located on the premises or to the cost of moving or relocating such personal property. Only the real property has been considered.
15. No responsibility is assumed for conditions which were hidden or were not apparent that would render the property more or less valuable.
16. The value estimated in this report is based on the assumption that the property is not negatively affected by the existence of hazardous substances or detrimental environmental conditions. The Appraiser is not an expert in the identification of hazardous substances or detrimental environmental conditions. The Appraiser's routine inspection of and inquiries about the subject property did not develop any information that indicated any apparent significant hazardous substances or detrimental environmental conditions which would affect the property negatively unless otherwise stated in this report. It is possible that tests and inspections made by a qualified hazardous substance and environmental expert would reveal the existence of hazardous substances or detrimental environmental conditions on or around the property that would negatively affect its value. The Appraiser assumes no responsibility for the presence of radon gas, as the Appraiser has no expertise in this area.

CERTIFICATION:

I hereby certify that I have personally inspected the property on July 20, 1995; and in my opinion the ESTIMATED MARKET VALUE, as of February, 1994, is as follows:

**ESTIMATED MARKET VALUE OF SUBJECT BEFORE TAKE
Assuming "Functional Unity"**

\$1,200,000

ONE MILLION TWO HUNDRED THOUSAND DOLLARS

AND

ESTIMATED MARKET VALUE OF SUBJECT AFTER TAKE

\$350,000

THREE HUNDRED FIFTY THOUSAND DOLLARS

CERTIFICATION OF THE APPRAISER:

I certify that to the best of my knowledge and belief:

- The statements of fact contained in this report are true and correct.
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, unbiased professional analyses, opinions, and conclusions.
- The undersigned have no present or prospective interest in the property that is the subject of this report, and the undersigned has no personal interest or bias with respect to the parties involved.
- My compensation is not contingent upon the reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value estimate, the attainment of stipulated result, or the occurrence of a subsequent event.
- My analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the Uniform Standards of Professional Appraisal Practice and FIRREA.
- The undersigned has made a personal inspection of the property that is the subject of this report.
- No one provided significant professional assistance to the person(s) signing this report.

Edward B. Wright, Jr., SRPA

No. 4001 001032

Certified General
Real Estate
Appraiser

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2647

SUPPLEMENTAL SALE DATA
LOT SALE # 1

Address: 9603 Evans Ford Road
Manassas, Virginia 22111

Tax Map #: 98-1-9D

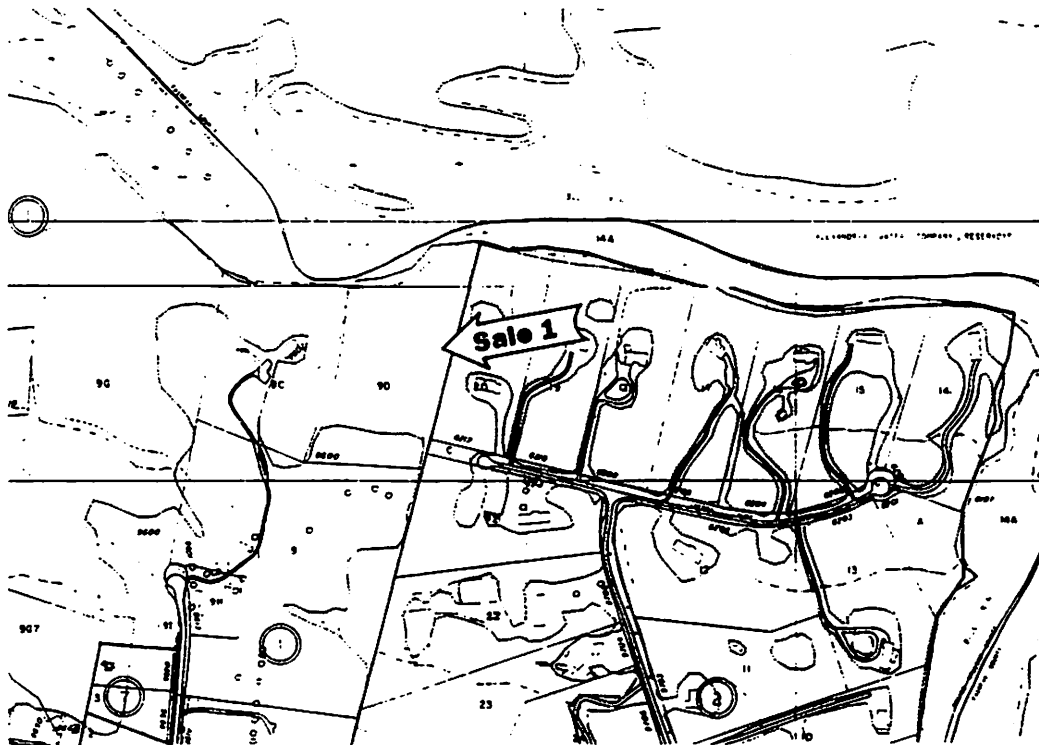
Size: 7.7829 Acres
Deed Date: October, 1994
Deed: Book 2194 Page 1366
Sale Price: \$104,000 or \$13,363 per acre

Grantor: Independent Bank
Grantee: Donna L. Lewis

Zoning: A-1, Agricultural
Sewer:
Improvements: None

Source: Tax Records

Remarks: Wooded waterfront lot on the Occoquan Reservoir on an
easement.



SUPPLEMENTAL SALE DATA

LOT SALE # 2

Address: 11697 Sandal Wood Lane
Manassas, Virginia 22111

Tax Map #: 75-8-212

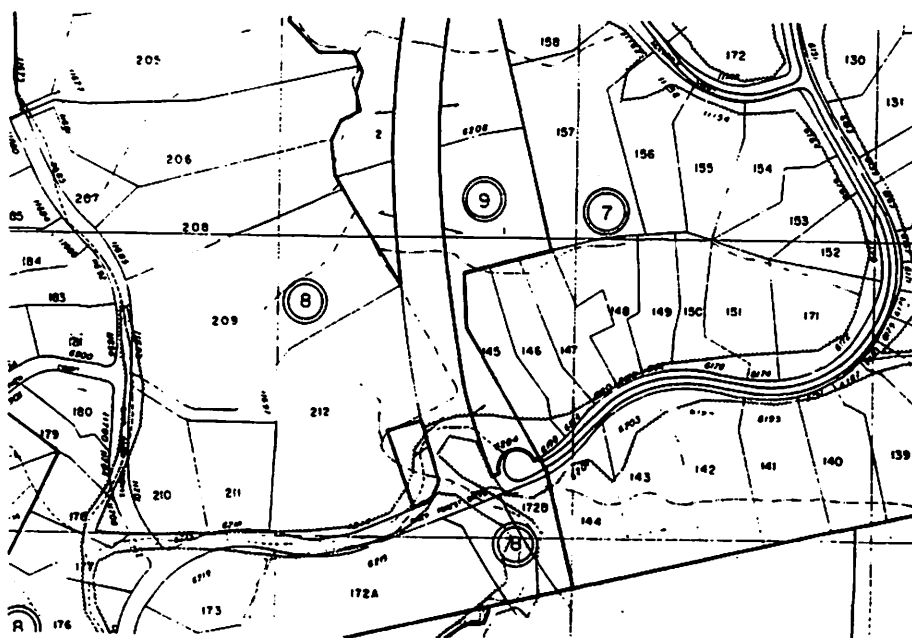
Size: 7.6973 Acres
Deed Date: June, 1994
Deed: Book 2155 Page 416
Sale Price: \$108,000 or \$14,031 per acre

Grantor: Sunwood Development Corporation
Grantee: Darryl & Nancy Corbin

Zoning: A-1, Agricultural
Sewer:
Improvements: None

Source: Tax Records

Remarks: Steep wooded lot on cul-de-sac in the river point at Riverview Estates Subdivision.



**SUPPLEMENTAL SALE DATA
MULTIPLE FINISHED LOT SALE**

Location: Holly Forest Subdivision
Woodbridge, VA

Tax Map #: 34-13- lots 25 through 36 and
48-21- lots 1 through 24 and
lots 37, 38, and 39

Size: 39 lots averaging over 1 acre each

Sale Date: July, 1992
Deed: Book 1903 Page 110
Sale Price: \$1,975,500 or \$50,654 per finished lot

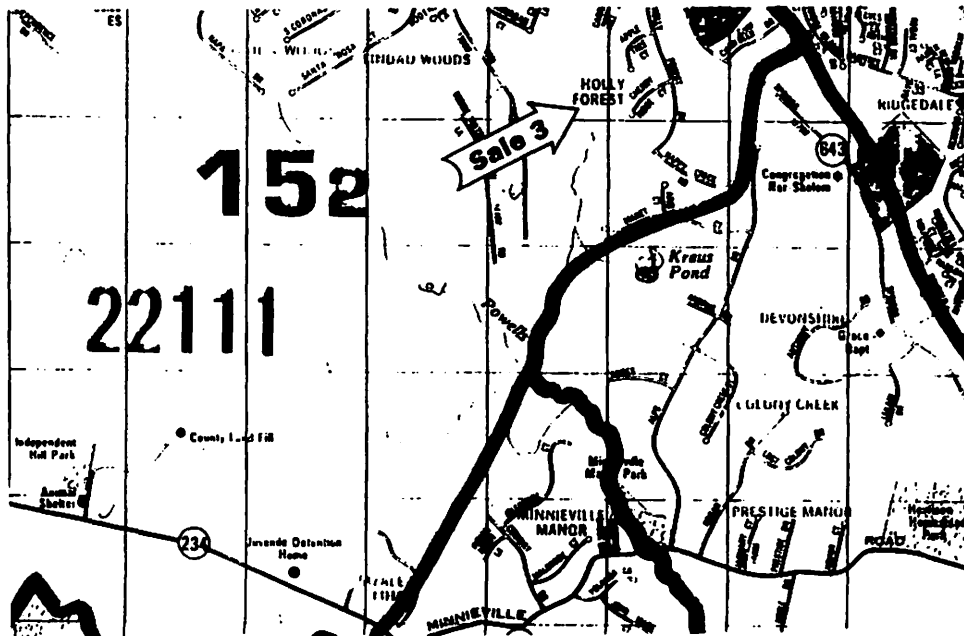
Grantor: Providence Savings & Loan Association
Grantee: Holly Forest, Inc.

Zoning: R-1-1, Residential 1 acre lots

Sewer: None
Buildings: None

Source: County Tax Records

Remarks: This property was last purchased as raw engineered lots in February, 1989 for \$2,145,000 or \$55,000 per raw lot. It was foreclosed upon in January, 1991 by the grantor and was marketed since that time as finished lots. Although sold by the bank after foreclosure, the marketing time of 1.5 years appears to indicate that the above price is market value.



**SUPPLEMENTAL SALE DATA
LOT SALES**

Address: 12510 Izaak Walton Drive
Tax Map #: 66-1-21
Size: 9.1 Acres
Sale Date: 3/93
Sale Price: \$73,900 or \$8,121 per acre
Grantor: Walter Flory
Grantee: Saad & Mora Barbari
Zoning: A-1, Agricultural

Remarks: Fronts on Broad Run. Now improved with a dwelling on a public dirt road.

Address: 9890 Tico Lane
Tax Map #: 65-14-2A
Size: 12.2 Acres
Sale Date: 5/95
Sale Price: \$69,900 or \$5,730 per acre
Grantor: G.S.S. Inc.
Grantee: Thomas & Deborah D'Amico
Zoning: A-1, Agricultural

Remarks: Fronts on Broad Run and is in Riverbend subdivision on a private dirt road.

Address: 11420 Morla Lane
Tax Map #: 83-2-8
Size: 14.1 Acres
Sale Date: 2/93
Sale Price: \$100,000 or \$7,092 per acre
Grantor: J. M. Huey Company
Grantee: James & Cynthia Podlesni
Zoning: A-1, Agricultural

Remarks: Located in Whitetail Pond Subdivision on a private dirt road. A stream runs through the property.

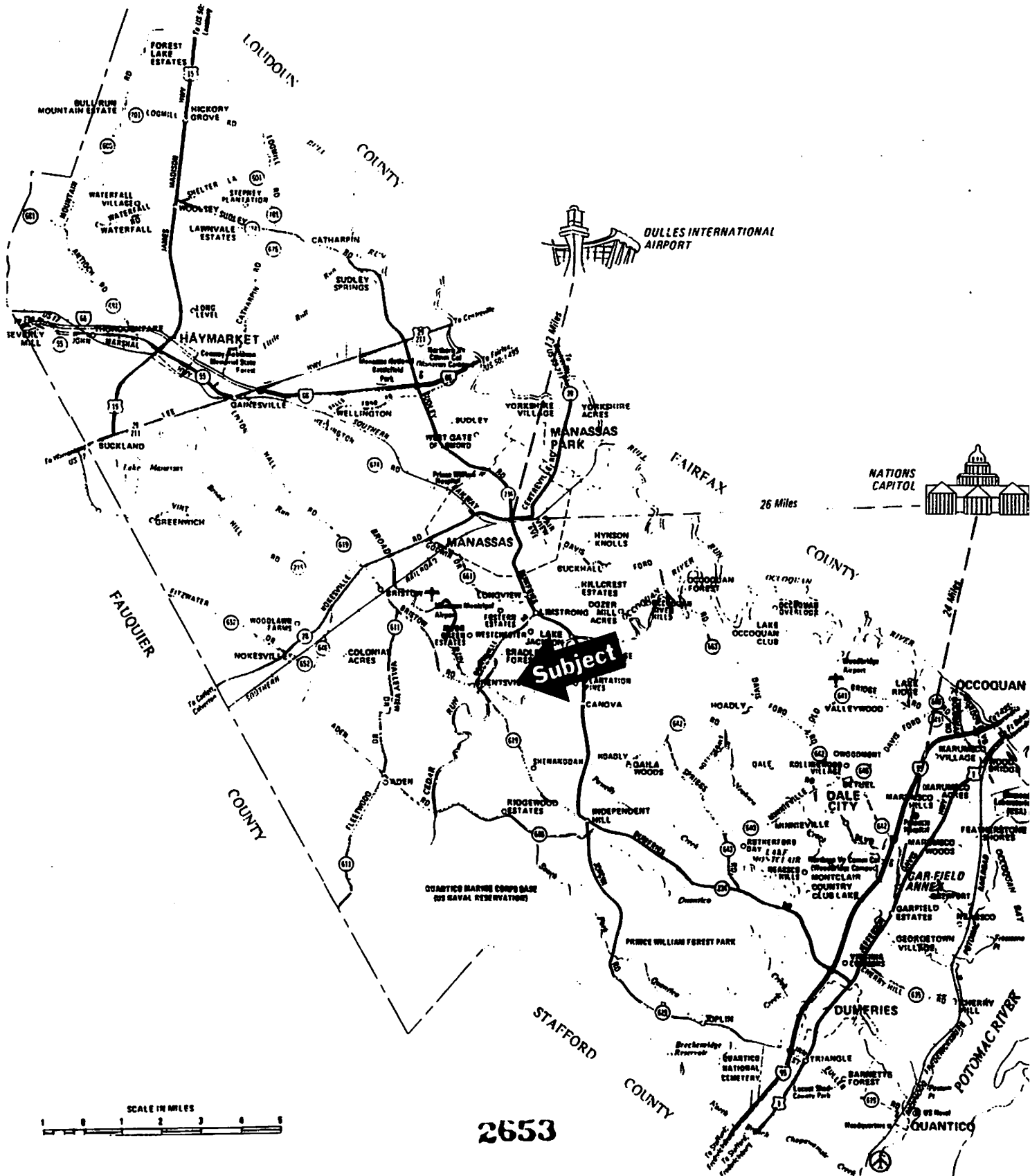
Address: 11461 Morla Lane
Tax Map #: 83-2-6
Size: 10 Acres
Sale Date: 7/93
Sale Price: \$82,500 or \$8,250 per acre
Grantor: William & Janet Evans
Grantee: James & Pamela Craig
Zoning: A-1, Agricultural

Remarks: Located in Whitetail Pond Subdivision on a private dirt road.

WASHINGTON METROPOLITAN AREA MAP EXCERPT

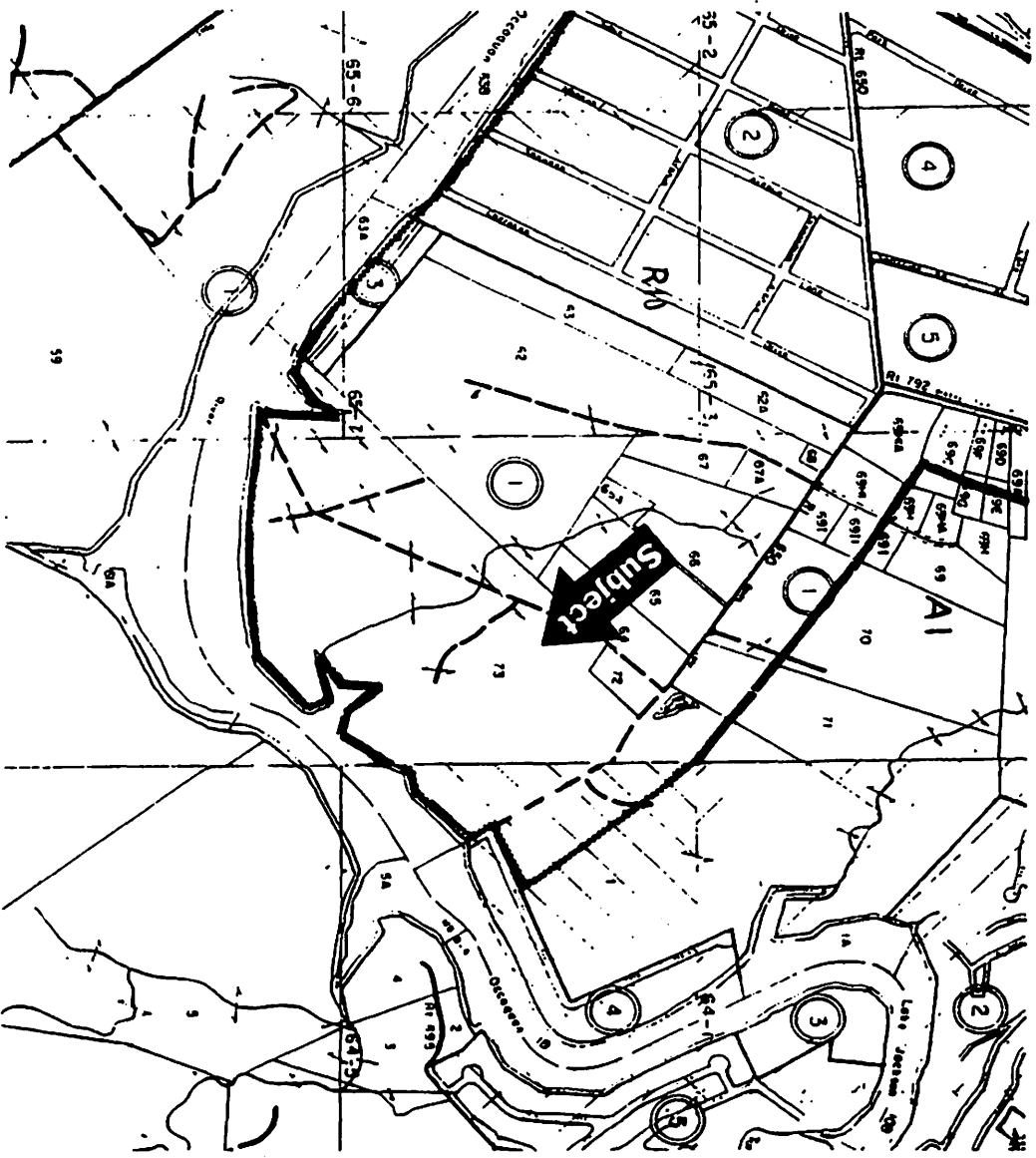


PRINCE WILLIAM COUNTY MAP EXCERPT



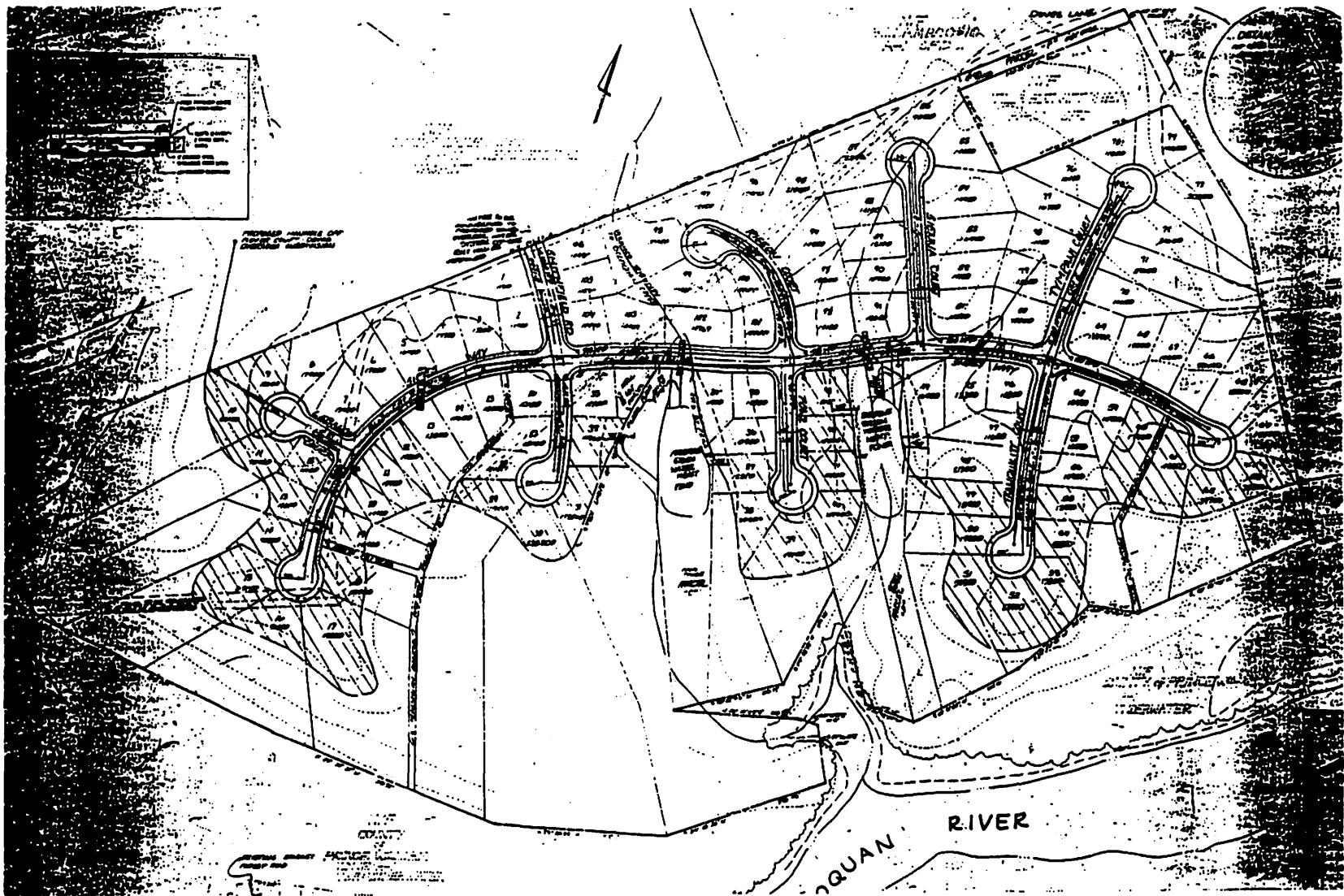
[illegible]

TAX MAP



[illegible]

SUBDIVISION PLAT



QUALIFICATIONS OF APPRAISER

EDWARD B. (BARRY) WRIGHT, JR., SRA/SRPA

EDUCATION

Bachelor of Arts, Economics; Hampden-Sydney College,
Hampden-Sydney, Virginia -- 1972

REAL ESTATE EDUCATION

IR/WA Course 401, Appraisal of Partial Acquisitions, Bordentown,
New Jersey -- 1987

Instructor, Residential Real Estate Appraising Course,
Northern Virginia Community College, Manassas, Virginia
1986 - 1987

Instructor, Property Management Course
Northern Virginia Community College, Manassas, Virginia
1987

Instructors Clinic, Society Course 201, Harvey, Illinois
November, 1990

Instructors Clinic, Society Course 101, Tempe, Arizona --
April, 1987

Society Course 202, Applied Income Property Valuation,
Manassas, Virginia -- 1985

Miscellaneous Seminars, Conferences and Courses on Real
Estate, Feasibility Analysis, Mortgage Lending Techniques

Continuing Education - 1993 & 1994 Appraisal Institute Seminars
Standards of Professional Appraisal Practice
Income Property Valuation for the 1990's
The Uniform Commercial/Industrial Appraisal Report
Cash Equivalency

EXPERIENCE

Licensed Certified General Real Estate Appraiser for Virginia
January, 1992 - License Number 4001 001032

President - Wright Realty, Inc. -- 1985 to Present

Licensed Real Estate Broker, State of Virginia, 1974-Present
Wright Realty, Inc., Manassas, Virginia

Full-Time Appraiser -- March, 1977 to Present

Wills and VanMetre Associates, Inc., Alexandria, Virginia
New Homes Sales Manager -- July, 1976 to March, 1977

Mount Vernon Realty, Inc., Vienna, Virginia
Real Estate Sales -- December, 1975 to July, 1976

EXPERIENCE (Cont'd.)

Wright Realty, Inc., Manassas, Virginia
Part-Time Appraiser -- July, 1973 to March, 1977

Virginia Mortgage and Investment Company, Arlington, VA.
Commercial Loan Officer/Appraiser --
September, 1973 to December 1975

General Real Estate Business (investment, managing, leasing,
selling, and consulting) -- 1973

LEGAL EXPERIENCE

Qualified Expert Witness - Circuit Court, Prince William Co.

Qualified Expert Witness - U.S. Federal Bankruptcy Court,
Alexandria, VA

Qualified Expert Witness - Commissioners Hearing, Fauquier Co.

Qualified Expert Witness - Commissioners Hearing, Fairfax Co.

PARTIAL LIST OF CLIENTS APPRAISED FOR IN THE PAST THREE YEARS

FINANCIAL INSTITUTIONS

Appraisal Management Company
B. F. Saul Mortgage Company
Bank of America
Bank First
Briner, Inc.
Central Fidelity Bank
Coldwell Bank
Commonwealth Savings Bank of Virginia
Dominion Bankshares Mortgage
Eastern American Bank
First Savings Mortgage
First Virginia Bank
George Mason Bank
GMAC
Home Federal Savings Bank
Independent Bank of Manassas
Jefferson Federal Savings Bank
Liberty Savings Bank
Marshall Bank
NationsBank
North American Mortgage
Peoples National Bank
Piedmont Federal Savings Bank
Riggs National Bank of Washington
Security Bank Corporation

QUALIFICATIONS - Edward B. (Barry) Wright, Jr.

RELOCATION COMPANIES

Appraisal Management Company
Associates Relocation Company
Boatmen's Relocation Company
Circuit City Stores, Inc.
Coldwell Banker Relocation
Executive Relocation
PHH Homeequity
Prudential Relocation Management, Inc.
Travelers Relocation
Western Relocation

GOVERNMENT AGENCIES

City of Manassas
Prince William County
Prince William County Park Authority
Town of Dumfries
U.S. National Park Service - Department of Interior
Veterans Administration (VA)
Virginia Department of Transportation

Miscellaneous appraisals for the purpose of mortgage loans, taxes, estate, sale or purchase. Type of appraisals include residential, proposed subdivisions, industrial, warehouses, manufacturing, commercial, service stations, apartment buildings, and acreage tracts (commercial, industrial, agricultural and residential). Involved in ownership and/or management commercial, industrial and residential properties which are improved and/or unimproved.

PROFESSIONAL AFFILIATIONS

- Appraisal Institute (SRPA Designation) - 1990
- Appraisal Institute (SRA Designation) - 1985
- Member, Stonewall Jackson Chapter No. 216
President 1988 - 1989
- Member, Rotary Club of Manassas, Chapter No. 77
President 1989 - 1990
- National Association of Realtors
- Prince William Association of Realtors
- Nominated to Society of Real Estate Appraisers Young
Advisory Council 1987 - 1989

Revised February 1995

LAW OFFICES
MARK A. MOORSTEIN
PROFESSIONAL CORPORATION
10500 BATTLEVIEW PARKWAY
MANASSAS, VIRGINIA 22110

ADMITTED
VIRGINIA
DISTRICT OF COLUMBIA
OHIO

TELEPHONE (703) 361-6500
FACSIMILE (703) 361-6740

July 13, 1992

Sharon Pandak, Esq.
Ross Horton, Esq.
Office of the Prince William County Attorney
1 County Complex Court
Prince William, Virginia 22192

FOR SETTLEMENT PURPOSES ONLY

Re: Doves Lane Associates et al. v. Lawson et al.

Dear Sharon and Ross:

As we have discussed, Doves Lane and the County would like to settle this matter quietly and professionally if the conditions are suitable.

The Doves Lane project is entitled to dense land use because of its zoning approval in the 1960's. Water and sewer have become an essential part of the development.

The extension of water and sewer into Doves Lane poses policy problems, however. We view the County's dilemma as this: If water and sewer are extended through the green, will it not set a precedent for other areas of the county? Will water and sewer promote undue residential growth? If the County slows down the proliferation of water and sewer will it not face other concerns?

On the face of the matter, offsite utilities (roads, electricity, water, sewer) cannot become tools to limit development. Local governments must deal directly with planning and zoning. Once a land owner gains the right to use his land under "investment backed" expectations, he cannot be denied that use by the public, either directly or indirectly, without compensation.

Without addressing the merits of a §1983 civil rights case or a §8.01-189 inverse condemnation case, or the Supreme Court opinion in Lucas v. South Carolina Coastal Commission, the Prince William Circuit Court has stated clearly that Doves Lane has the right to develop the property and to have water and sewer extended to the site.

However, the goal of Doves Lane remains to invest in the land, to develop the land into lots, to sell the lots, and to make a profit.

The County's illegal action thwarted it, and as a result of the obstruction caused by the County, Doves Lane lost the opportunity to sell the land or to develop it when the real estate market was extremely active, not as it is now.

Because of that loss of opportunity, at least two of the major partners in Doves Lane face economic ruin. At the time of the County's action, Doves Lane had successfully negotiated a sale of the property for approximately \$9,112,500.

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**PLAINTIFF'S
EXHIBIT**

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Sharon Pandak, Esq.
Ross Horton, Esq.
July 13, 1992
Page 2

Doves Lane must become whole. In order to do so, it sets out its offer to settle. If the parties bargain in good faith, Dove Lane certainly will compromise.

Doves Lane is prepared to negotiate on the basis of any one of the following theories.

1. Damages: Profit. Doves Lane incurred direct costs of \$1,250,000 (land acquisition, legal and engineering) at the time in the late 1980's it entered into a contract for the sale of the development. The contract price was \$9,112,500, leaving a contract profit of \$7,862,500. This profit was lost only because of the county's actions.

2. Damages: Subsequent onsite costs. Subsequent to the loss of the contract, Doves Lane continued to invest funds into the project to keep the project viable. However, the costs have escalated. Doves Lane has invested an additional \$1,150,000 in legal and engineering, \$850,000 for cost overruns of land. These total \$2,000,000.

3. Damages: Offsite costs. We estimate that it will cost \$2,500,000 to extend water and sewer to the site.

Proposal 1. The simple formula for compensating Doves Lane has the County reimbursing Doves for its lost profit and the subsequent costs to keep the project going. In short, the county will retain the land by paying Doves Lane \$9,112,500 plus \$2,000,000 (for the additional legal and engineering), or \$11,112,500. Based on 399 lots, this would average approximately \$30,000 a lot. The County would have the obligation of completing the water and sewer if it determines to develop the property.

Proposal 2. The County repays Doves all its expenses, estimated to be \$2,000,000. Doves Lane would continue to build the project. The County would pay the cost of water and sewer to the site, the tap in costs, the accumulated legal and engineering and site development costs in reaching that point. We estimate that sewer, water, legal, engineering and site work and all other matters will cost approximately \$2,500,000. Sewer, water and pump stations should be fully installed and operational by March 1, 1993. Reimbursement of development expenses to developer of \$2,000,000 should be paid by County within sixty (60) days of acceptance.

Proposal 3. Same as Proposal 2, except that County will pay Doves \$4,500,000 and Doves will be responsible for water and sewer.

Proposal 4. The County repays Doves its profit of \$7,862,500 and assumes the right and liability for payment of all the expenses for final acquisition of land, engineering and legal. If the County chose to build out or sell lots, it could then determine to extend water and sewer.

I might point out that a purchase of the property provides an alternative mechanism for addressing political matters such as extending oversized sewer and water into the Bradley Forest area. With 188 acres at up to four units per acre, an approved preliminary plan could allow substantial density.

Sharon Pandak, Esq.
Ross Horton, Esq.
July 13, 1992
Page 3

A purchase of the property would permit the county to use the property for other purposes, such as a park on Lake Jackson, giving access to the public to Lake Jackson and providing a financing mechanism. It would also diminish the immediate need for water and sewer to cope with the density. It has some excellent policy benefits, not the least of which is turning a potential problem into a great benefit for the County.

We would be happy to meet with all or any members of the Board to discuss this before the end of this month to reach an agreement.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Mark A. Moorstein', is written over the typed name. The signature is fluid and cursive, with a large initial 'M' and a trailing flourish.

Mark A. Moorstein

when municipal bonds are sold.

In a later interview, Councilman Maury Gerson explained the purpose of Thursday's meeting.

"Before you go to the bond market, a city goes to both bond rating agencies, (Standard and Poor's and Moody's) for an evaluation of the city's financial health," Gerson said. "We will be flying up to New York Monday to meet with Moody's on Tuesday."

Barry Gensen, assistant vice president of the municipal finance department for Standard & Poor's, explained to the council members the factors that his company considers when issuing a bond rating.

According to Gensen, his firm examines the amount of outstanding

debt a city has, as well as issuing a city's future financial needs, administrative structure, and the economic health of the surrounding community.

Standard & Poor's plans to issue the bond rating for the city in early March.

Each increment on the financial rating scale translates into one-fourth to one-half a percentage point on the interest rate a city must pay when it issues bonds, according to Larry Wales, the city's bond counsel.

Manassas presently has \$30,059,077 in outstanding general obligation bonds and with the additional \$30 million in planned debt

See City Woes on A-2.

ted his first run for
nassas City Cou
ce his illness. H
ainst Councilm

.. 10 recently

Republican no
mayoral race.

Rohr said he has been g
of encouragement" from family
friends as he spent the last several
months trying to make up his mind
whether or not to seek another term.
When he decided that he would run,
his family was "all behind me," he
said.

"This job is more than of a civic
job than a political job," he said. "I
enjoy doing it. I enjoy representing
the city."

Rohr has served for 24 years on
the Manassas town and city coun-
cils. In 1981, he was appointed by the
council to fill former Mayor Harry

See Rohr Runs on A-2.

Project Opposition Growing

By EDWARD T. HEARN
JM Staff Writer

About 35 Lake Jackson residents on Thursday joined the growing list of opponents of the proposed Doves Overlook project, a 398-house development going before the Prince William Board of Zoning Appeals next Monday.

"The reason we are concerned about this development ... is the erosion, the pollution, and the traffic from extra boats using the lake," said Lake Jackson Citizens Association President Nick Berger.

The Lake Jackson group, meeting in the old powerhouse atop the dam, voted unanimously to oppose the project following a 20-minute briefing by Brentsville Supervisor William Becker on the county's similar desire to block the project.

"It will be a full effort of the county to oppose it," Becker said. "It's just not the place to put 100-foot lots. That's a city."

Doves Overlook developer William Myers, a Manassas realtor, has proposed building the houses on 188 acres where Broad Run becomes the Occoquan River and later Lake Jackson.

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Journal Messenger

2/19/85
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POSITION PAPER

BILL BECKER CANDIDATE FOR SUPERVISOR BRENTSVILLE DISTRICT PRINCE WILLIAM COUNTY, VIRGINIA

INTRODUCTION:

The problems facing Brentsville District and Prince William County are many, varied, and complex. There is no simple solution. Most are inter-related in such a way that action taken to solve one problem often affects another. In such a situation an understanding of the basics of problem solving and planning is essential if a practical solution is to be found. This is why in my campaign I have been stressing that experience and ability are the most important criteria to consider in selecting a supervisor. All or at least most of the candidates say they want to control growth, improve transportation, continue an excellent educational system, provide for those who need our help, increase our recreational facilities, and also keep taxes down. The degree to which the supervisor can effectively attack all these problems as well as ensuring that the day to day services one expects from local government are continued, is clearly affected by his or her experience in working on similar complex problems.

MANAGEMENT TECHNIQUE

I have learned that management requires constant contact with those whom you know are specialists in their respective areas. For this reason I plan to depend heavily on citizens who are serving on committees set up to consider specific areas of government operations.

There are three different groups of people. First, are those who have been appointed by the Supervisor to specific commissions or offices, such as the School Board, Commission on Aging, etc. These appointments are made on the basis of ability and interest, and should be of individuals of similar thought to the supervisor. They must operate as an integral part of the group to which they have been appointed and must be able to make their own decisions and recommendations independent of the Supervisor. However, they must also be the eyes and ears of the supervisor and provide him an insight into reasons for actions taken by him and the group to which he belongs that may affect the work of the supervisor. Therefore, I would ask all appointees to attend a review session quarterly at which time each could raise questions that they might feel should be considered and pass information of interest to all. In addition, my door would always be open to appointees.

The second group of people would be those who have volunteered to serve on "advisory councils" who would advise on areas in which the members were either specially interested or have special knowledge. I would consider civic associations in this category. This would provide another input from the citizens.

A third group are those outside of any special grouping who have interests in special situations. They could contact the supervisor directly.

DAY-TO-DAY OPERATION OF COUNTY GOVERNMENT

This is where the individual citizen and the government come together- in paying tax bills, obtaining permits, etc. It involves his or hers day-to-day dealings with the government, and is the place in which the greatest potential for distrust of the government develops.

In our county these day-to-day actions are administered by a professional manager who is trained and experienced in this profession. However, a supervisor is the only member of the government elected by the people and therefore must be responsive to the citizen. The supervisors are responsible for hiring the professional manager and for monitoring his actions. The individual supervisor has a responsibility to call to the attention of the professional manager areas where problems appear to be occurring, and, as necessary, to work with him to best meet the needs of the citizens.

The county built the new Center on Davis Ford Road with limited current year budget funds. At that time it was known that there would still be a need to lease additional space to house all county offices. A careful review is required to determine the best action to take to provide the needed space. Should additional space be added to the new Center, or is leasing the best way to go?

I accept this responsibility and will do all I can to help the citizen in his dealing with the government.

EDUCATION

Direction and management of education within our county is delegated to an appointed School Board. Therefore the actions of the supervisors are limited to three areas:

Appointment of the School Board member. This only occurs when a term runs out. This will occur in early 1988.

Review and final approval of the School budget.

Approval of placing school bond issues on the ballot.

I am a teacher oriented person. I believe that the most important person in the system, other than the student, is the one that works directly with the student. I believe that they must be the best qualified available, and that we must pay whatever is necessary to obtain the finest. In my opinion, all the other components of the system, although obviously essential, have only one purpose, i.e., to support the actions of the teachers.

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Why is this important? Because in deciding whether to re-appoint the present member of the School Board or appoint a new

arteries.

3. How to route the flow of large trucks through the County.

4. How to better manage the flow of workers and shoppers within the County.

5. How to insure that the secondary roads are not made impassible because of new construction..

Each of these areas require detailed review and study and planning if the county is to enter the next Century with any semblance of cohesiveness. There already is considerable effort underway to help solve the needs of these areas. For example, building a Route 234 bypass ;adding more lanes, including a bus or commuter lane to Rt 66; adding an additional 2 lanes to Rt 28;; initiating rush hour rail transportation to Alexandria & Washington; encouraging commuter ride sharing;and supporting bus transportation to Northern Virginia and DC.

It is essential that the internal transportation needs of the County are clearly understood. This must be based on a recognition that the county is going to grow whether we like it or not, and that we already have a pretty good idea of where and when this is going to occur. Based on this knowledge a model should be developed identifying the amount of traffic that can be anticipated on each road in the county for the next 10-20 years. We need to then determine where improvements need to be made and, working with the State, who can be expected to make them, i.e., the state, the developer, or the county. Only then can we determine the extent to which county work will be required.

The County government needs to join with other jurisdictions to make the same study on a regional basis. -

The development of a regional rail transportation system must continue, as must be the county work in ensuring bus transportation to and from work sites. Both of these should be designed to be self-supporting after the initial cost are paid.

My position is simply that I will continue to press for all actions that might improve transportation and especially for a consolidated plan for the future.

GROWTH

I believe that County growth is inevitable. The issue is not whether or not we will have growth, but rather how we are going to control it and how we are going to provide the supporting utilities, services, and roads the growth will make necessary.

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The present board have recognized this situation and have taken some actions. Establishment of the Service Authority was a

step toward insuring that water and sewage would be available as needed. Emphasizing the obtaining of "proffers" from developers was an effort to have the developer/builder pay their fair share of the costs incurred by the community as a result of their action was another. The actions described above under transportation are also part of these actions.

The Comprehensive Plan is being revised, hopefully to be more realistic, as a guide to future developments. The task of the Board is to be sure that developments are within the general scope of this plan, making changes only as found necessary for the general good of the community. It should be noted that much of the area sited for future residences in the plan are not now zoned that way, and the board will have to make zoning changes to even meet the plan. In each case, the Board, with recommendations from the staff and the Planning Commission will have to make the decision.

Realism must lead us to recognize that there will be many requests for new subdivisions, business communities or centers in the county over the next several years. Much of the land required for these efforts have already been purchased by developers and investors. There will be increasing pressure to allow greater density residential developments because, in part, of the high prices being paid for the land. It will be difficult to prevent all of these developments, but it is important that we not permit so many that the quality of life in the communities are significantly reduced.

One of the problems in enticing large corporations to come to Prince William County is the lack of reasonably priced housing for their non-executive employees. This has also created a serious problem for our young people, for our less affluent elderly, and for blue collar workers trying to move into our community. I believe this must be examined. Perhaps the decision to refuse permits for all trailer parks needs reconsidering, or perhaps there is a need to consider relaxing some building rules to permit construction of lower cost housing.

WASTE DISPOSAL

Our civilization has produced a huge amount of waste material, much of which can, over the long run, be hazardous to our water supply and can otherwise affect our lives. In the past we have simply put this material into a "dump" where we promptly forgot about it. We are now in a frenzy as to how to prevent any future problems.

We have learned a lot about how to treat our refuse-- we separate it and treat the different categories in different ways. But we still are not satisfied

2668

In Prince William County we have exclusively used landfills for disposition of trash. There have been both public and

private landfills, but the Board of Supervisors have now banned future private landfills, apparently primarily because there has been such difficulty in monitoring its operation. The EPA and State agencies have further complicated the problem by acting to reduce future use of landfills for much of the material now placed there.

It is estimated that the present county landfill at Independent Hill will reach its full capacity in about 5 or 6 years. At that time it will be necessary to replace this landfill. It appears that several separate actions are required:

Construction of an incinerator/generator for burnable trash. This would generate steam and thus electricity, and is currently under consideration together with the City of Manassas and other jurisdictions. Estimates of initial costs are in the \$100 million range.

Establishment of two landfills to receive debris. It is understood that this would only include hard items that would not deteriorate rapidly, if at all. A Citizens Advisor Committee is currently considering potential sites in the County. Several have been looked at within Brentsville District. I would vote against these.

A recycling program to recycle as much material as is possible. This could reduce the amount of material going into the previously mentioned facilities. A committee has been established to look at this.

A wood mulching facility to turn wood products into mulch. These items then would not need to be placed in the debris landfills. Establishment of such a facility was approved recently by the Board.

The program to provide these capabilities must be continued.

TAXES

I have previously stated that I will attempt to keep taxes as low as possible. Obviously this is directly related to growth and to the level of county expenditures.

It is the opinion of the Republican Candidates throughout the county that taxes need not be increased to maintain the normal County budget as our projections indicate that there is sufficient growth to provide the funds to operate the county. We therefore have pledged ourselves to reduce the tax rate to insure that each current taxpayer pays no more for each years Real Estate tax that they are paying now. Of course if major bond issues are passed it is possible for there to be a need for additional funds.

We are also concerned with the impact on lower income taxpayers by the need to pay the Personal Property Tax in one payment just before Christmas. We will propose that the tax be billed quarterly if requested by the taxpayer. At the moment, I see no way to remove the Personal Property Tax until and unless some other source of revenue is found, or cost of government can be significantly reduced. I would consider eliminating the tax on the first car of senior citizens with incomes less than \$20,000 a year.

SOCIAL SERVICES

This includes social services, services to senior citizens, public health, and the consumer services board.

In Prince William County we have an excellent program, and many volunteer organizations and individuals working in the area. The Senior Citizens program is excellent. We all have some reservations concerning the Aid to Dependent Children program wherein mothers keep having babies that the taxpayer ends up supporting, and I am sure, the Food Stamp program. However, it should be noted that both of these programs are Federal, and the Social Service Office cannot fully control disposition of these funds.

The entire Social Services program is important to the community and needs to be supported. The Board needs to spend more time understanding the work done by the department.

PARK AUTHORITY

The establishment of the Park Authority came about because of the demand for parks by new residents of the county who came from localities where there were ample public facilities for their recreation.

The Board of Supervisors have funded the authority from the current budget. Today, the authority operates a growing number of neighborhood parks providing recreational space for the increasing number of residents.

The value of the network of parks extends beyond that of use by the current residents. Large corporations looking for a place to relocate, consider the available of recreational facilities in their search.

The Parks Authority must continue to operate its present network and consider growth as new residents move into the county. Such growth should continue to be paid from current budgets, and wherever possible facilities should be placed on a pay-as-you go basis.

There may be a need for smaller non-organized or manned local parks or playgrounds (less than 25 acres) to provide space for local recreation. This needs to be considered.

Consideration should also be given to placing Park Authority procurement and maintenance back under the County government. This could eliminate the need for some duplicate capabilities.

when municipal bonds are sold.

In a later interview, Councilman Maury Gerson explained the purpose of Thursday's meeting.

"Before you go to the bond market, a city goes to both bond rating agencies, (Standard and Poor's and Moody's) for an evaluation of the city's financial health," Gerson said. "We will be flying up to New York Monday to meet with Moody's on Tuesday."

Barry Gensen, assistant vice president of the municipal finance department for Standard & Poor's, explained to the council members the factors that his company considers when issuing a bond rating.

According to Gensen, his firm examines the amount of outstanding

debt a city has, as well as looking at a city's future financial needs, administrative structure, and the economic health of the surrounding community.

Standard & Poor's plans to issue the bond rating for the city in early March.

Each increment on the financial rating scale translates into one-fourth to one-half a percentage point on the interest rate a city must pay when it issues bonds, according to Larry Wales, the city's bond counsel.

Manassas presently has \$30,059,077 in outstanding general obligation bonds and with the additional \$30 million in planned debt

See City Woes on A-2.

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Republican ac-
mayoral race.

Rohr said he has been g.
of encouragement" from family
friends as he spent the last several
months trying to make up his mind
whether or not to seek another term.
When he decided that he would run,
his family was "all behind me," he
said.

"This job is more than of a civic
job than a political job," he said. "I
enjoy doing it. I enjoy representing
the city."

Rohr has served for 24 years on
the Manassas town and city coun-
cils. In 1981, he was appointed by the
council to fill former Mayor Harry

See Rohr Runs on A-2.

Project Opposition Growing

By EDWARD T. HEARN
JM Staff Writer

About 35 Lake Jackson residents on Thursday joined the growing list of opponents of the proposed Doves Overlook project, a 398-house development going before the Prince William Board of Zoning Appeals next Monday.

"The reason we are concerned about this development ... is the erosion, the pollution, and the traffic from extra boats using the lake," said Lake Jackson Citizens Association President Nick Berger.

The Lake Jackson group, meeting in the old powerhouse atop the dam, voted unanimously to oppose the project following a 20-minute briefing by Brentsville Supervisor William Becker on the county's similar desire to block the project.

"It will be a full effort of the county to oppose it," Becker said. "It's just not the place to put 100-foot lots. That's a city."

Doves Overlook developer William Myers, a Manassas realtor, has proposed building the houses on 188 acres where Broad Run becomes the Occoquan River and later Lake Jackson.

"I think the thing we are most worried about is excess traffic on the lake," said Wayne Durlak, adding that the number of boats and other pleasure craft on the narrow lake can sometimes reach about 170.

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Groat and his neighbors are fighting Doves Overlook, saying the project would more than double the size of their rural community of multi-acre lots and narrow roads.

Groat, who spoke after Becker, said many residents from the surrounding neighborhoods are expected to attend the 2 p.m. BZA hearing in the McCoart Administrative Center on Davis Ford Road.

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PLAINTIFF'S
EXHIBIT

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Becker 1

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141

BILL BECKER FOR SUPERVISOR BRENTSVILLE DISTRICT

7714 SIGNAL HILL ROAD
MANASSAS, VIRGINIA 22111

At the same time we should encourage those who are willing to designate their land as part of an Agriculture and Forestal District to do so. This will ensure preservation of much of the land for farming and future uses and provide the time necessary to catch up on the improvements in the areas not so designated where development can be anticipated.

3. Given your answer regarding growth, what ways would you support to finance additional public facilities?

Virginia localities are limited in what they can tax to obtain required funds, primarily to real estate and personal property, and some business taxes. The habit has always been to increase the Real Estate Tax to provide the needed funds. It is my belief that the continued growth of the community will provide much of the funds needed to finance increases in public service. Some facilities could possibly be financed by charging for their use, others by revenue bonds. However, major increase in needs may require bond issues, which could result in an increase in taxes.

4. Do you support increases or decreases in real estate and personal property taxes? Please explain

I don't support either. I prefer decreases, but I am a realist, and recognize that in the best-case the rate will remain where it is today.

5. In light of the defeat of the road bond last year, what are your views regarding solutions to Prince William's road transportation problems?

As described above there is a need for a long range plan to more clearly identify the road needs of the community. This plan must clearly identify the needs and how these needs can be met, whether by state construction, contractor/builder proffers, or local funding and building.

6. What innovative programs would you foster in order to attract leading business and industries into Prince William County?

I believe that getting control of our growth through effective planning will do much to encourage new businesses to come to our county. We should also emphasize the great pool of educated and specialized engineering and management personnel that exists here in Prince William many of whom would love to work locally rather than continue to commute elsewhere.

My general comments on the various issues is also applicable to this question.

**BILL BECKER FOR SUPERVISOR
BRENTSVILLE DISTRICT**

7714 SIGNAL HILL ROAD
MANASSAS, VIRGINIA 22111

7. What is your position regarding the Business-Professional-Occupational -License (BPOL) tax rates?

As a business man I dislike taxes. However, I also recognize that we must pay something for the support that local government gives us. I do support a change in the laws so that the same income is not taxed more than once.

Without further investigation, I am not prepared to eliminate this tax.

VIRGINIA:

IN THE CIRCUIT COURT OF PRINCE WILLIAM COUNTY

OMNI HOMES, INC.,

Plaintiff,

V.

Chancery No. 36345

**BOARD OF SUPERVISORS OF
PRINCE WILLIAM COUNTY,
VIRGINIA,**

Defendant

DEFENDANT BOARD OF COUNTY SUPERVISORS OF PRINCE WILLIAM
COUNTY'S FIRST REQUESTS FOR ADMISSION TO PLAINTIFF

TO: OMNI HOMES, INC.
c/o Mark A. Moorstein, Esquire
10500 Battleview Parkway
Suite 210
Manassas, Virginia 22110

COMES NOW, Defendant Board of County Supervisors of Prince William County, Virginia, by counsel, pursuant to Virginia Supreme Court Rule 4:11, and requests that the Plaintiff respond to the following Requests for Admission in writing no later than 21 days after receipt.

1. Except for Exhibit 5 to Defendant's January 13, 1995 Memorandum in Support of Demurrer and Plea in Bar (the "Memorandum"), there is no written correspondence between the County and Plaintiff about Doves Landing subsequent in time to the dates of the Exhibit 4 to the Memorandum.

2. Access to Doves Landing was possible without crossing Doves Overlook as long as the Plaintiff acquired the necessary easements or right-of-way from non-County landowners.

3. The County did not mandate Smithfield Road as the only possible access to Doves Landing.

4. The County suggested the extension of Doves Lane as access for Doves Landing.

5. The County did not mandate or require the arrangements between DLA and the Plaintiff referred to in paragraphs 14 and 16 of the Amended Bill of Complaint.

6. The County did not preclude the Plaintiff from submitting other development plans (aside from "Doves Landing SD 90-02P/SD 89040P").

7. The County did not preclude Plaintiff from developing Doves Landing in one-acre lots on private well and septic.

8. Between the date of the settlement referred to in paragraph 39 of the Amended Bill of Complaint and the date this suit was filed, Plaintiff did not request the County to agree to the same or similar arrangements it had had with DLA for water, sewer and roads.

9. Since June 20, 1990, Plaintiff has not filed with the County the Smithfield Road Plan or any other road plan for access to Doves Landing.

10. Since June 20, 1990, DLA has not filed with the County the Smithfield Road Plan or any other road plan for access to Doves Landing.

11. Since June 20, 1990, neither DLA nor Plaintiff has bonded the Smithfield Road Plan or any other road plan for access to Doves Landing.

12. Plaintiff did not appeal the decisions referred to in paragraphs 21, 22 and 24 of the Amended Bill of Complaint to the Board of Zoning Appeals.

13. Plaintiff did not appeal any of the decisions referred to in the Amended Bill of Complaint to the Board of Zoning Appeals.

14. It was possible, albeit more expensive, for Plaintiff to process development plans for Doves Landing independently from Development Plans for Doves Overlook.

15. The County did not mandate or require that Doves Landing and Doves Overlook be designed in such a way that Doves Landing was dependent upon Doves Overlook for water, sewer and roads.

16. DLA did not process further with the County the plan for Doves Overlook after DLA was granted a third plan extension in October, 1992.

17. Subsequent to February 7, 1990, the County did not communicate to Plaintiff or DLA that any delay in the processing of Doves Overlook was because DLA proposed high-density residential development on public water and sewer.

18. The County was not a party to the agreements and understandings referred to in paragraphs 14 and 16 of the Amended Bill of Complaint, or any other agreements or understandings between Plaintiff and DLA, for the provision of roads, water and sewer to Doves Landing.

BOARD OF COUNTY SUPERVISORS OF
PRINCE WILLIAM COUNTY, VIRGINIA

BY COUNSEL

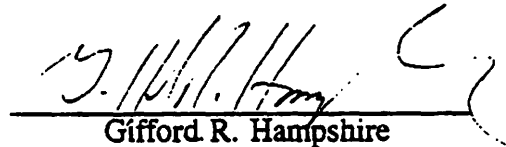
SHARON E. PANDAK
County Attorney



GIFFORD R. HAMPSHIRE
Assistant County Attorney
ROSS G. HORTON
Senior Assistant County Attorney
1 County Complex Court
Prince William, Virginia 22192
(703) 792-6620

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the foregoing mailed, first class mail, postage prepaid this 26th day of January, 1995 to Omni Homes, Inc., c/o Mark A. Moorstein, Esquire, 10500 Battleview Parkway, Manassas, Virginia 22110.



Gifford R. Hampshire

W:GRH\Omradm

VIRGINIA:

IN THE CIRCUIT COURT FOR PRINCE WILLIAM COUNTY

OMNI HOMES, INC.

Plaintiff.

v.

Chancery No. 36345

BOARD OF SUPERVISORS OF
PRINCE WILLIAM COUNTY, VIRGINIA, et al.

Defendants.

OMNI'S RESPONSE TO THE COUNTY'S FIRST REQUEST FOR ADMISSIONS

COMES NOW the Plaintiff, Omni Homes, Inc., by counsel, pursuant to Rule 4:11 of the Rules of the Supreme Court of Virginia, and responds to Defendant Board of County Supervisors of Prince William, Virginia First Request for Admissions as follows:

1. Denied. See Exhibit A attached. There may be others. We have made a reasonable inquiry and the information known or readily obtainable is insufficient further to admit or deny.
2. Denied, based on economic considerations.
3. Admitted.
4. Cannot admit or deny based on reasonable inquiry. All information is not readily available.
5. Denied.
6. Denied, based on economic considerations.
7. Denied, based on economic considerations.
8. Admitted.
9. Denied, based on refusal of County to accept.
10. Denied, based on refusal of County to accept.

2679

11. Admitted.
12. Admitted.
13. Objection. Question is vague and overbroad.
14. Denied, based on economic considerations.
15. Denied.
16. Admitted.
17. Cannot admit or deny based on a reasonable inquiry; information is insufficient to enable an answer.
18. Denied.

OMNI HOMES, INC.



Mark A. Moorstein, Esq. VSB 21201
Mark A. Moorstein, P.C.
10500 Battleview Parkway, Suite 210
County, Virginia 22110
(703) 361-6500

Certificate

I hereby certify that on this 24th day of February, 1995, I have sent a copy of the foregoing Answer to Request for Admissions to:

Gifford Hampshire, Esq.
Office of the County Attorney
1 County Complex Court
Prince William, Virginia 22192
Counsel for Board of Supervisors


Mark A. Moorstein

2680



COUNTY EXECUTIVE
Jim Mullen

COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
703-335-6600 Metro 631-1703

BOARD of COUNTY SUPERVISORS

Hilda M. Barg
William J. Becker
Robert L. Cole
John D. Jenkins
Edwin C. King
Kathleen K. Seefeldt
Terrence Spellane

April 15, 1991

Omni Homes Inc.
8000 Sandburg Court
Dunn Loring, VA 22027

Dear Gentlemen:

There are two events which have created a need for this letter:

1. *The problems being encountered by some residents with their septic drain fields.*
2. *The plans for construction of homes in the Doves Overlook and Doves Landing area and with this the extension of central sewage to the area.*

The attached report provides a summary of events leading up to the current situation and the positions of both the State Health Department and the County Service Authority. It is hoped this will enhance your understanding of the problem and its possible solutions.

Very truly yours,

William J. Becker
Brentsville Supervisor

Note: The traffic signal light (Brentsville Road & Route 234) that I reported on earlier was delayed by the Virginia Department of Transportation, but they now assure me that advertising for construction will be done in April.

WJB/dje
Attachment (1)

A:14Sept1

2681

Exhibit A

**COUNTY OF PRINCE WILLIAM**

Sudley North Government Center
7873 Ashton Avenue, Manassas, Virginia 22110
(703) 335-6190 Metro 631-1703 Ext 6190

BRENTSVILLE DISTRICT
William J. Becker

BOARD of COUNTY SUPERVISORS

Terrence Spellane, Chairman
Edwin C. King, Vice Chairman
Hilda M. Barg
William J. Becker
Robert L. Cole
John D. Jenkins
Kathleen K. Seefeldt

SEWAGE IN THE "BRADLEY FOREST AREA"

The homes built in the "Bradley Forest Area" all use a septic system including the required drainfield to dispose of their sewage. Some of these are beginning to be unable to absorb the amount of sewage generated by the residence and could become a health hazard.

This summary is intended to describe the situation as it has developed over the years, its relationship to the potential development of Doves Overlook, and what the future could hold.

POTENTIAL DEVELOPMENT

The area now called Doves Overlook and Doves Landing was zoned in 1962 as R-10 which provides for 10,000 square foot lots.

Development was not initiated at that time because insufficient septic drainfield sites could be found and central sewage was not available.

In 1988 the land for Doves Overlook was purchased by an investor who proposed developing it as 10,000 square foot lots by providing a connection to the central sewage system approximately 3-4 miles away. He submitted a site plan to the County proposing such action.

The County turned down the application on the basis that the current comprehensive plan designated this area for 1-5 acre lots and did not provide for any central sewage connections. The developer took the issue to the Circuit Court and prevailed; the County appealed to the State Supreme Court where the Circuit Court decision was upheld. The County was directed to approve the proposed plan. This meant that the developer could build up to 400 homes and connect to the nearest sewage connector line. He did not have to make any improvements to existing roads; provide land or funds for schools or other needed infrastructure. I understand that plans to develop Doves Overlook and Doves Landing are on hold because of the current financial climate. Development can probably not be expected for 3-5 years.

SEWAGE PROBLEMS

According to the State Health Department, a number of septic drainfields have failed or have been unable to handle the amount of sewage flowing from residences in the area. This is not unexpected because the life of a properly installed septic drainfield can be as little as 40 years and some of the homes in the area are that old. In most of the cases where failure occurred, the householder does not own sufficient land to permit construction of a new drainfield and other actions had to be taken. The fact that such problems have occurred has raised concern in the community as to what the future holds.

This question was asked of the two government agencies most involved in sewage systems, the County Service Authority and the State Health Department.

SERVICE AUTHORITY

The Service Authority points out that in order to provide sufficient capacity to permit construction of a sewage line to support residences in Bradley Forest, Westchester, and other nearby residences, the Doves Overlook developer would have to include additional capacity in the pumping station and increase the size of the force main line. The Service Authority would have to pay for this increase. In addition, a system to serve existing units and convey the sewage to the pump station would have to be designed and installed. Availability fees would have to be paid by the homeowner to connect to the sewer. It is my understanding that the line from the Doves Overlook pumping station to the central sewer system is a pressure line and would not easily be connected to by other users. As can be seen from the copy of the Service Authority report (Attachment 1), the preliminary estimate of cost to the homeowner would be significant and depend to a great extent on the number of users. In addition, sewer policy 3 of the 1990 Comprehensive Plan requires a feasibility study and an amendment to the plan to be completed prior to providing public sewer service to this area.

STATE HEALTH DEPARTMENT

The Health Department is responsible for approving and monitoring all localized sewage systems. As noted previously, a number of septic drain fields have been unable to cope with the amount of sewage generated by those living in the residence, thus creating a health menace. The Health Department has worked closely with all residents in such situations and has often been successful in extending the life of the system. However, there are limits to this and the Health Department is concerned. Attachment 2 is an outline of the way in which they approach these problems and the steps they take in, first defining the problem; and second, in finding a solution.

Both agencies believe that when problems occur, the Health Department is the agency to be contacted. Further, in view of the probability that central sewage connection will not occur for some years, a private system solution appears most feasible.

Hopefully, this brief summary will make homeowners of the area realize how important it is to take good care of their existing system and not to mis-use it. Specifically, action should be taken to have the septic tank pumped out regularly, at least every 5 years as required by law, or preferably every 3 years.

If any of you have questions not answered in this letter, I suggest you contact Mr. John Meehan at the Health Department or this office for questions concerning individual systems.

A:14Septic

Item No. 7

Location: Bradley Forest - Bradley Forest Drive
Smithfield Road

Problem: Endemic failure of on site sewage disposal systems.

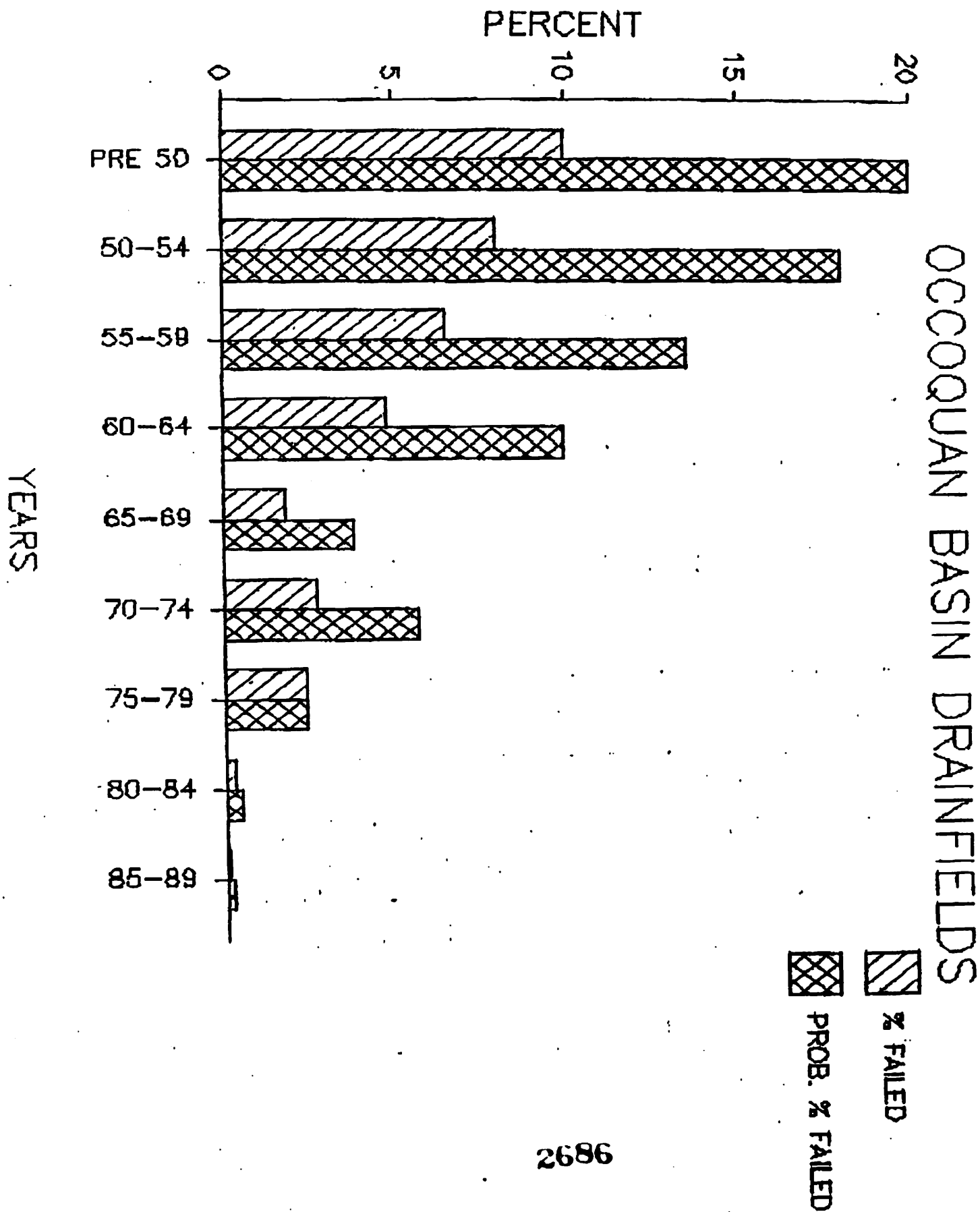
Comments: Bradley Forest is located within a Rural Residential Zone. Additional failures are anticipated on streets adjoining Bradley Forest Drive and Smithfield Road due to poor soil conditions in the area. Doves Overlook abuts Bradley Forest to the south. Bradley Forest could be gravity sewered into a slightly oversized Doves Overlook system. This could affect the proposed sizing of the Doves Overlook sewer system and pump station.

Solution: Install gravity sewer in Bradley Forest, draining into the Doves Overlook system.

| | | |
|-----------------|-----------------------------|-------------|
| Estimated Cost: | 16000 LF 8" Sewer @ \$80/LF | \$1,280,000 |
| | 50 Manholes @ \$2500/EA | \$125,000 |
| | Doves Overlook oversizing | \$200,000 |
| | Total | \$1,605,000 |

Note: Estimated Cost does not include homeowners' costs for physical connection to the new sewer, application, availability, or inspection fees.

Comment: Probable cost per home, assuming 200 potential users would be about \$11,000





COMMONWEALTH of VIRGINIA

Prince William Health District

9301 LEE AVENUE

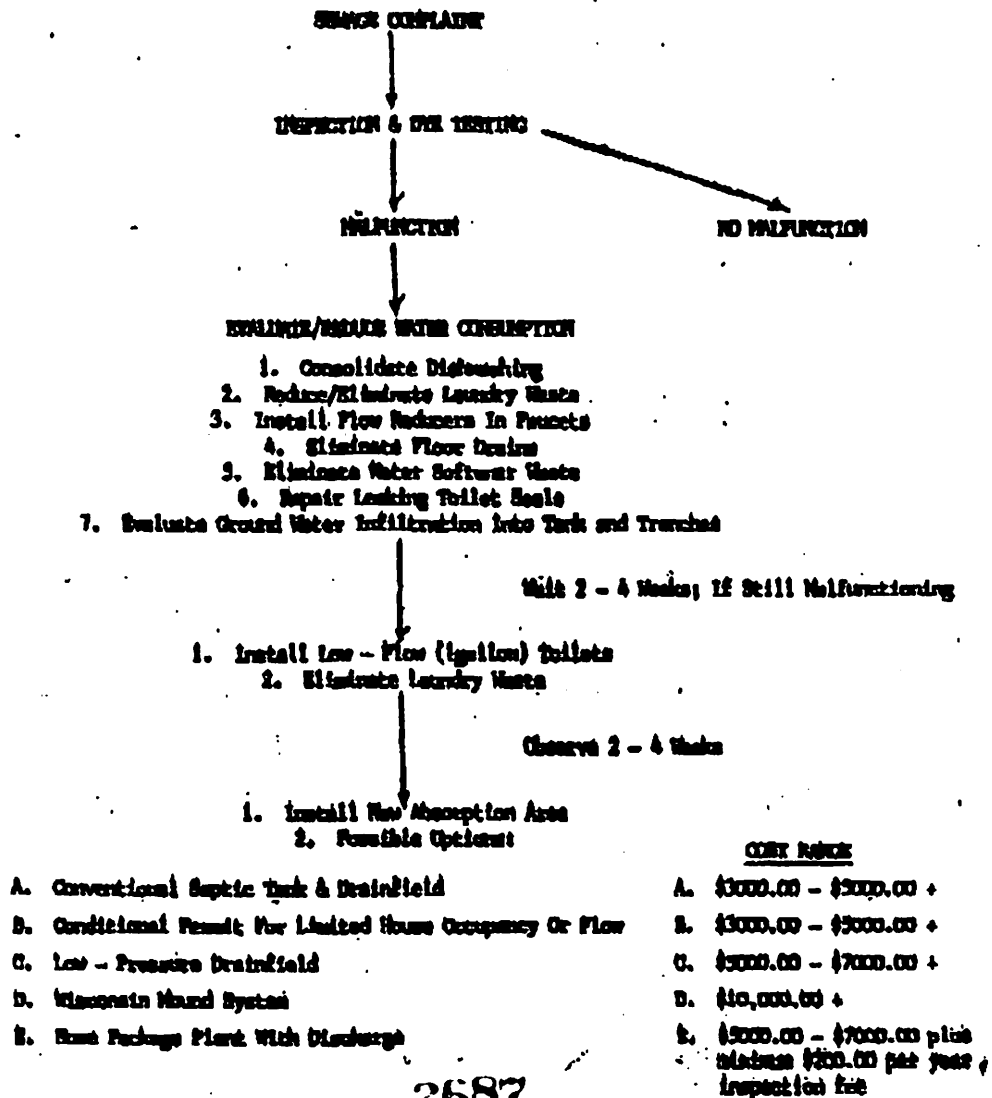
MANASSAS, VIRGINIA 22110-5577

In Cooperation with the
State Department of Health

SERVING:
CITY OF MANASSAS
CITY OF MANASSAS PARK
PRINCE WILLIAM COUNTY

TELEPHONE: 335-8300
ENVIRONMENTAL HEALTH: 335-8311

SEPTIC TANK SYSTEM COMPLAINT DIAGNOSTIC PROTOCOL



2687



COMMONWEALTH OF VIRGINIA:

IN THE CIRCUIT COURT FOR PRINCE WILLIAM COUNTY

OMNI HOMES, INC.

Plaintiff.

v.

Chancery No. 36345

BOARD OF SUPERVISORS OF
PRINCE WILLIAM COUNTY, VIRGINIA, et al.

Defendants.

OMNI'S SUPPLEMENTAL RESPONSE TO
THE COUNTY'S FIRST REQUEST FOR ADMISSIONS

COMES NOW the Plaintiff, Omni Homes, Inc., by counsel, pursuant to Rule 4:11 of the Rules of the Supreme Court of Virginia, and supplements its response to Defendant Board of County Supervisors of Prince William, Virginia First Request for Admissions as follows:

4. Admitted, with the qualification that other information may exist which may negate this response. Plaintiff has made reasonable inquiry, including interrogatories and production requests to Defendant County seeking such information.

OMNI HOMES, INC.

Mark A. Moorstein, Esq. VSB 21201
Mark A. Moorstein, P.C.
10500 Battleview Parkway, Suite 210
County, Virginia 22110
(703) 361-6500

Mark Moorstein

Certificate

I hereby certify that on this 5th day of April, 1995, I have sent a copy of the foregoing Supplemental Answer to Request for Admissions to:

Gifford Hampshire, Esq.
Office of the County Attorney
1 County Complex Court
Prince William, Virginia 22192
Counsel for Board of Supervisors


Mark A. Moorstein

VIRGINIA:

IN THE CIRCUIT COURT OF PRINCE WILLIAM COUNTY

OMNI HOMES, INC.,

Plaintiff,

V.

Chancery No. 36345

**BOARD OF SUPERVISORS OF
PRINCE WILLIAM COUNTY,
VIRGINIA,**

Defendant.

**DEFENDANT BOARD OF SUPERVISORS OF PRINCE WILLIAM COUNTY'S
SECOND REQUEST FOR ADMISSION TO PLAINTIFF**

TO: OMNI HOMES, INC.
c/o Mark A. Moorstein, Esquire
10500 Battleview Parkway
Suite 210
Manassas, Virginia 22110

COMES NOW, Defendant Board of County Supervisors of Prince William County, Virginia, by counsel, pursuant to Virginia Supreme Court Rule 4:11, and requests that the Plaintiff respond to the following Requests for Admission in writing no later than 21 days after receipt.

1. During the May 15, 1991 meeting in Supervisor William Becker's office, previously identified in response to the County's First Set of Interrogatories, Supervisor Becker did not say that final subdivision processing of the Doves Landing Plan would be blocked by legal review.


2. Negotiations with owners of property needed for the extension of Doves Lane in accordance with County and State standards was not pursued, in part, because Doves Lane would provide less attractive access than Smithfield Road.

Respectfully submitted,

BOARD OF COUNTY SUPERVISORS
OF PRINCE WILLIAM COUNTY, VIRGINIA

BY COUNSEL

SHARON E. PANDAK
County Attorney


ROSS G. HORTON
Senior Assistant County Attorney
GIFFORD R. HAMPSHIRE
Assistant County Attorney
1 County Complex Court
Prince William, Virginia 22192
(703) 792-6620
Counsel for Defendant

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Second Request for Admission was mailed, postage prepaid, to Michael E. Snyder, Esquire, and Mark A. Moorstein, P.C., 10500 Battleview Parkway, Suite 210, Manassas, Virginia 22110, counsel for Plaintiff, this 7th day of July, 1995.


Counsel

GRH/cb/OmnAdm2

VIRGINIA:

IN THE CIRCUIT COURT FOR PRINCE WILLIAM COUNTY

OMNI HOMES, INC.

Plaintiff.

v.

Chancery No. 36345

BOARD OF SUPERVISORS OF
PRINCE WILLIAM COUNTY, VIRGINIA, et al.

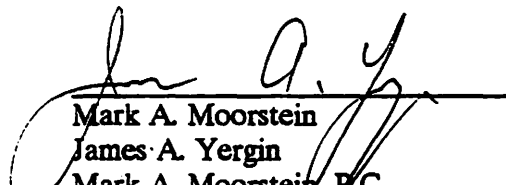
Defendants.

OMNI'S RESPONSE TO DEFENDANT
BOARD OF SUPERVISORS OF PRINCE WILLIAM COUNTY'S
SECOND REQUEST FOR ADMISSIONS TO PLAINTIFF

1. Denied.
2. Denied unless by "less attractive" Defendant is referring to the fact that access by way of Doves Lane would require the acquisition of additional property and/or easement and the ability to increase the size and use of the existing easements as well as the construction of an improved road.

OMNI HOMES, INC.

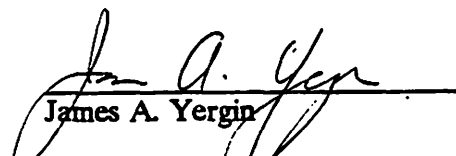
By Counsel:


Mark A. Moorstein
James A. Yergin
Mark A. Moorstein, P.C.
10500 Battleview Parkway, Suite 210
Manassas, Virginia 22110
(703) 361-6500

Certificate of Service

I hereby certify that on this 31st day of July, 1995, I mailed a copy of the foregoing Response to Second Request for Admissions to:

Gifford Hampshire, Esq.
Office of the County Attorney
1 County Complex Court
Prince William, Virginia 22110


James A. Yergin
2692

V I R G I N I A:

IN THE CIRCUIT COURT FOR PRINCE WILLIAM COUNTY

OMNI HOMES, INC.

Plaintiff.

v.

Chancery No. 36345

BOARD OF SUPERVISORS OF
PRINCE WILLIAM COUNTY, VIRGINIA,
et al.

Defendants.

OMNI'S RESPONSE TO DEFENDANT
BOARD OF SUPERVISORS OF PRINCE WILLIAM COUNTY'S
THIRD REQUEST FOR ADMISSIONS TO PLAINTIFF

Plaintiff, Omni Homes, Inc., by counsel, responds to
Defendant's Third Request For Admissions as follows:

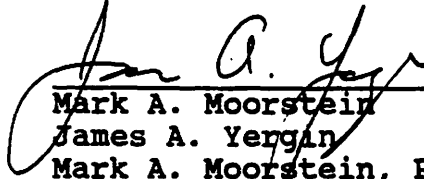
1. Admitted.
2. Admitted.
3. Admitted.
4. Denied.
5. Denied to the extent that the request refers to ingress and egress for the development of Doves Landing as planned.
6. After reasonable inquiry, the information known or readily obtainable to Plaintiff is insufficient to enable Plaintiff to admit or deny this request.
7. After reasonable inquiry, the information known or readily obtainable to Plaintiff is insufficient to enable Plaintiff to admit or deny this request.
8. After reasonable inquiry, the information known or readily obtainable to Plaintiff is insufficient to enable Plaintiff to admit or deny this request.
9. Admitted.
10. Denied.
11. Admitted.

12. Admitted.
13. Admitted.
14. Denied.
15. Admitted.
16. Admitted.
17. Admitted.
18. Denied.
19. Denied.
20. Denied.
21. Denied.
22. Denied.
23. Admitted except that Plaintiff denies that any settlement discussions of this lawsuit are confidential.
24. Admitted except that Plaintiff denies that any settlement discussions of this lawsuit are confidential.
25. Denied.
26. Denied.
27. Admitted.
28. Admitted.
29. Admitted.
30. Denied to the extent that the request implies that such access was offered or was economically feasible to the Plaintiff.
31. Admitted.
32. Admitted.
33. Admitted.

34. After reasonable inquiry, the information known or readily obtainable to Plaintiff is insufficient to enable Plaintiff to admit or deny that this request is true as of today.
35. After reasonable inquiry, the information known or readily obtainable to Plaintiff is insufficient to enable Plaintiff to admit or deny that this request is true as of today.
36. Admitted.
37. Admitted.
38. After reasonable inquiry, the information known or reasonably obtainable to Plaintiff is insufficient to enable Plaintiff to admit or deny that this request is true.
39. Plaintiff objects to this request on the grounds that it is too vague in that it does not identify the "power line" in question and assumes it is legally there to begin with.
40. Plaintiff objects to this request on the grounds that Plaintiff admits that Exhibit "G" is a true and authentic copy of a February 5, 1990 memorandum from which this request is taken and Plaintiff asserts that the document speaks for itself.
41. Admitted.
42. Admitted.
43. Denied.
44. Admitted.
45. After reasonable inquiry, the information known or readily obtainable to Plaintiff is insufficient for Plaintiff to admit or deny this request.
46. Denied.
47. Admitted to the extent that the title policy refers to an "old road per tax map." Denied to the extent that the request implies that the policy exclusion is proof that such a road exists.
48. Same as response to Request number 47.
49. Admitted.

- 50. Denied.
- 51. Admitted.
- 52. Admitted.
- 53. Admitted.

OMNI HOMES, INC.
By Counsel:



Mark A. Moorstein
James A. Yergin
Mark A. Moorstein, P.C.
10500 Battleview Parkway, Suite 210
Manassas, Virginia 22110
(703) 361-6500

Certificate of Service

I hereby certify that on this 12th day of September, 1995,
I mailed a copy of the foregoing Response to Third Request for
Admissions to:

Gifford Hampshire, Esq.
Office of the County Attorney
1 County Complex Court
Prince William, Virginia 22110



James A. Yergin

VIRGINIA:

IN THE CIRCUIT COURT OF PRINCE WILLIAM COUNTY

OMNI HOMES, INC.,

Plaintiff,

V.

**BOARD OF SUPERVISORS OF
PRINCE WILLIAM COUNTY,
VIRGINIA,**

Defendant.

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Chancery No. 36345

DEFENDANT BOARD OF COUNTY SUPERVISORS OF PRINCE WILLIAM
COUNTY'S THIRD REQUEST FOR ADMISSION TO PLAINTIFF

TO: OMNI HOMES, INC.
c/o Mark A. Moorstein, Esquire
10500 Battleview Parkway
Suite 210
Manassas, Virginia 22110

COMES NOW, Defendant Board of County Supervisors of Prince William County, Virginia, by counsel, pursuant to Virginia Supreme Court Rule 4:11, and requests that the Plaintiff respond to the following Requests for Admission in writing no later than 21 days after receipt.

1. Subsequent to October, 1993, Plaintiff did not request E. Ralph Coon, Jr. to agree to the same or similar arrangements as Plaintiff had with DLA for water, sewer and roads.
2. Subsequent to October, 1993, Plaintiff did not request DLA to extend, ratify, or renew any arrangements or agreements Plaintiff had with DLA for water, sewer and roads.

3. Subsequent to October, 1993, Plaintiff did not request DLA to enter into any new arrangements or agreements for water, sewer and roads.
4. Aside from any settlement discussions of this lawsuit (which are confidential) Plaintiff did not, at any time subsequent to October, 1993, request the County to agree to the same or similar arrangements Plaintiff had with DLA for water, sewer or roads.
5. The Doves Landing Property has a means of ingress and egress to and from Doves Lane.
6. In February, 1989, Terry and Eva Kitchen invited Plaintiff to present an offer to buy the Kitchen property (Tax Map 065-01-000-72).
7. The copy of the letter dated February 17, 1989 from Terry and Eva Jean Kitchen, attached hereto as "Exhibit A", is a true and authentic copy of that letter.
8. Plaintiff did not respond to Terry and Eva Kitchen's invitation that Plaintiff offer to purchase the Kitchen property (Tax Map No. 065-01-000-72).
9. Plaintiff did not purchase the Kitchen property (Tax Map No. 065-01-000-72).
10. Aside from any settlement discussions of this lawsuit (which are confidential) Plaintiff has not, since October, 1993, requested the County to grant Plaintiff easements for water, sewer and roads across the Doves Overlook property.
11. Since October, 1993, Plaintiff has not requested E. Ralph Coon, Jr., Trustee, to grant Plaintiff easements for water, sewer and roads across the Doves Overlook property.
12. Since October, 1993, Plaintiff has not requested Defendant to grant Plaintiff easements for water, sewer and roads across the Doves Overlook property.
13. Since October, 1993, Plaintiff has not requested DLA to grant Plaintiff easements for water, sewer and roads across the Doves Overlook property.
14. Since October, 1993, Plaintiff has not requested Defendant to seek bonding or approval of Smithfield Road.
15. Since October, 1993, Plaintiff has not requested E. Ralph Coon, Jr., Trustee, to seek bonding or approval of Smithfield Road.
16. Since October, 1993, Plaintiff has not requested DLA to seek bonding or approval of Smithfield Road.

17. Since June, 1990, Plaintiff has not requested DLA to seek bonding or approval of Smithfield Road.
18. Aside from any settlement discussions of this lawsuit (which are confidential) Plaintiff has not, since October, 1993, requested Defendant to construct a water system on the Doves Overlook property.
19. Aside from any settlement discussions of this lawsuit (which are confidential) Plaintiff has not, since October, 1993, requested Defendant to construct a sewer system on the Doves Overlook property.
20. Aside from any settlement discussions of this lawsuit (which are confidential), Plaintiff has not, since October, 1993, requested Defendant to allow anyone other than Defendant to construct a water system on the Doves Overlook property.
21. Aside from any settlement discussions of this lawsuit (which are confidential), Plaintiff has not, since October, 1993, requested Defendant to allow anyone other than Defendant to construct a sewer system on the Doves Overlook property.
22. Aside from any settlement discussions of this lawsuit (which are confidential) Plaintiff has not, since October, 1993, requested Defendant to construct the portion of Smithfield Road identified in the June 7, 1990 letter from Caster D. Chasten to F.R. Hodgson.
23. Aside from any settlement discussions of this lawsuit (which are confidential), Plaintiff has not, since October, 1993, requested Defendant to allow anyone other than Defendant to construct the portion of Smithfield Road identified in the June 7, 1990 letter from Caster D. Chasten to F.R. Hodgson.
24. Aside from any settlement discussions of this lawsuit (which are confidential), Plaintiff has not, since October, 1993, requested Defendant to allow anyone other than Defendant to obtain bonding and approval of the portion of Smithfield Road identified in the June 7, 1990 letter from Caster D. Chasten to F.R. Hodgson.
25. Plaintiff had no written agreements for water, sewer or roads with DLA.
26. The only agreements that Plaintiff had with DLA regarding water, sewer and roads was an oral agreement that there would be a future agreement for pro-rata cost participation for water, sewer and roads.
27. In May of 1989, Plaintiff's engineer requested that that County planning staff agree that the interparcel connector between Doves Overlook and Doves Landing be amended to reflect more vehicles traveling through Doves Overlook to Doves Landing.


28. The copy of the letter dated May 4, 1989 from F.R. Hodgson to Debbie Kearnes, attached hereto as "Exhibit B," is a true and authentic copy of that letter.
29. The copy of the letter dated May 1, 1989 from F.R. Hodgson to Steve Griffin, attached hereto as "Exhibit C," is a true and authentic copy of that letter
30. The Plaintiff rejected using Doves Lane for access to the proposed Doves Landing subdivision.
31. In November of 1987, Plaintiff's engineer requested Defendant to require the Doves Overlook preliminary plan to provide access to the Doves Landing property through an interparcel connector.
32. The copy of the letter dated November 4, 1987 from F. R. Hodgson to Steve Griffin, attached hereto as Exhibit D, is a true and authentic copy of that letter.
33. The copy of the memorandum dated July 2, 1990 from F.R. Hodgson to F. M. Kea III, attached hereto as "Exhibit E", is a true and authentic copy of that memorandum.
34. 1,105,980 square feet of Doves Landing project exists within floodplain.
35. 473,220 square feet of Doves Landing project exists outside of floodplain.
36. The copy of the undated document, attached hereto as "Exhibit F" is a true and authentic copy of a document from the files of Plaintiff's engineer.
37. As of February, 1990, Northern Virginia Electric Cooperative ("NOVEC") had a 3-phase power line on the Doves Landing property.
38. NOVEC's 3-phase power line continues to exist on the Doves Landing property.
39. In February of 1990, NOVEC's power line needed to be relocated in order for Doves Landing plan to be built.
40. In January, 1990, NOVEC stated to Plaintiff's engineer that it was very unlikely that NOVEC would allow the power lines existing on the Doves Landing property to go underground.
41. The copy of the memorandum dated February 5, 1990 from R. Hodgson to Harry Ghadban, with attached copy of the January 8, 1990 letter from Robert Magnuson to Greenhorne & O'Mara, Inc., collectively attached hereto as "Exhibit G", is a true and authentic copy of that memorandum and attached letter.
42. The copy of the memorandum dated July 10, 1989, from R. Hodgson to F. M. Kea, III, with annotations, attached hereto as "Exhibit H," is a true and authentic copy of that memorandum with annotations.
43. The copy of the letter dated January 15, 1988 from Page S. Glenhill to Castor Chasten S. Chasten, attached hereto as "Exhibit I," is a true and authentic copy of that letter.

44. The copy of the memorandum dated January 15, 1992, produced from the files of the Business Bank, attached hereto as "Exhibit J," is a true and authentic copy of that memorandum.
45. As of January 15, 1992, the timing of the design and construction of sewer and waterlines by the developers of Doves Overlook was contingent upon market conditions improving as well as the availability of development funds.
46. Since 1989, Plaintiff has not requested that Defendant exercise its condemnation powers to provide Plaintiff with easements for water or sewer or road access.
47. In January, 1989, Plaintiff's title insurance policy for the Doves Landing property did not insure against loss or damage which might arise by reason of an old road appearing on the Prince William County Tax Map.
48. Currently, Plaintiff's title insurance policy for the Doves Landing property does not insure against loss or damage which might arise by reason of an old road appearing on the Prince William County Tax Map.
49. The copy of the document attached hereto as "Exhibit K" is a true and authentic copy of page 3 to Plaintiff's title insurance policy for the Doves Landing property.
50. The only written agreement between Plaintiff and DLA relating to the development of Doves Landing and Doves Overlook was a commitment by Plaintiff, dated February 17, 1987, not to negotiate for the purchase of the Doves Overlook property until March 31, 1987.
51. The copy of the document, attached hereto as "Exhibit L," is a true and authentic copy of page 24 of the February 6, 1992 Appraisal Report by Real Property Services that was produced from Plaintiff's files.
52. The copy of the document, attached hereto as "Exhibit M," is a true and authentic copy of page 27 of the February 6, 1992 Appraisal Report by Real Property Services that was produced from Plaintiff's files.
53. The copy of the document, dated May 1, 1989, attached hereto as "Exhibit N," is a true and authentic copy of that document.

BOARD OF COUNTY SUPERVISORS OF
PRINCE WILLIAM COUNTY, VIRGINIA

BY COUNSEL

SHARON E. PANDAK
County Attorney


GIFFORD R. HAMPSHIRE
Assistant County Attorney
ROSS G. HORTON
Senior Assistant County Attorney
1 County Complex Court
Prince William, Virginia 22192
(703) 792-6620

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the foregoing was hand-delivered this 23rd day of August, 1995 to Omni Homes, Inc., c/o Mark A. Moorstein, Esquire, and James A. Yergin, Esquire, 10500 Battleview Parkway, Manassas, Virginia 22110.


Gifford R. Hampshire

GRH/cb/W:OmnAdm4



Greenhorne & O'Mara, Inc.

9300 GRANT AVENUE • SUITE 102 • MANASSAS, VA 22110 • (703) 369-1336 (Metro 968-9040)

ENGINEERS ARCHITECTS PLANNERS SCIENTISTS SURVEYORS PHOTOGRAMMETRISTS

May 1, 1989

Mr. Steve Griffin
Department of Development Administration
One County Complex Court
Prince William, VA 22192-9201

RE: Dove's Landing

Dear Steve:

I want to thank you for meeting with me on April 13, 1989, to review the Dove's Overlook (SD 98-129) Preliminary Plan. I was pleased that Castor Chasten and you agreed on the need for the interparcel connector between the Dove's Overlook Subdivision and the Dove's Landing Subdivision to reflect the total number of lots shown on the Dove's Landing Preliminary Plan. As you are aware, the currently submitted Preliminary Plan for Dove's Overlook indicates considerably less vehicles using this interparcel connector than would be generated by 107 lots.

You and your department's cooperation in this matter is appreciated. If there is any other information you need, please feel free to contact me.

Sincerely,

F.R. Hodgson
Project Manager

FRH:tms

pc: H. Ghabban

2703

GREENHORNE & O'MARA, INC.

DONE

TO: F.M. Kea, III

FROM: R. Hodgson *RHA*

RE: Update on Status of Projects for Omni Homes, Inc.

Date: July 10, 1990

On July 2, 1990 I wrote you a memorandum on the status of Omni Homes' projects. The purpose of this memorandum is to update you as to what has occurred with these projects since writing the July 2, 1990 memorandum.

DOVES LANDING

As stated in the July 2, 1990 memorandum, we are waiting for further direction from C. Lacey Compton on how to proceed. Although I did not mention it in the July 2, 1990 memorandum, I did write to Castor Chasten after receiving his letter indicating that the Plan could not be sent to the Planning Commission. A copy of my letter is attached to this memorandum. My letter asks that he update DDA's Pending Project Status Report to indicate that Doves Landing no longer has a close out date. In checking over DDA's Pending Project Status Report for 6/25/90, it now shows no close out date for Doves Landing.

ALPS ROAD

Since writing the July 2, 1990, I have researched the issue of regional stormwater management versus on-site stormwater management and have written a letter to C. Lacey Compton concerning this matter. A copy of my letter to Mr. Compton is attached. A copy of this letter was sent to Mr. D'Arco and Mr. Ghadban. The July 2, 1990 memorandum also indicates that Greenhorne & O'Mara, Inc. will be reconfiguring some of the lots in the vicinity of the floodplain to provide a reduction of no more than five (5) lots.

This redesign was done and a copy was sent to C. Lacey Compton on July 5, 1990 for his review and comment. A copy of the plan was left for Mr. Ghadban in the reception area for him to pick up when he was scheduled to meet with Henry Doyle on July 6, 1990. I will be calling Mr. Compton today to get his comments.

Alburn

Castor passed on to Debbie Kearns who was unavailable

2705

lawyer is involved - supposed to be involved - what 'out' wetlands?

GDP revised plan in lobby needs to be changed conservation easement to area the resubmit (lawyer) then public hearing

Prelim is submitted ready for PC read hooks into Doves aerial who has not submitted final plans yet. -> Al Lynd

GREENHORNE & O'MARA, INC.

Page 2

Memorandum on Update on Status of Omni Homes, Inc. Projects
July 10, 1990

CHAMPS MILL BRANCH

35 lot sf subdivision

The Board of Supervisors approved the Rezoning for Champs Mill Branch on July 3, 1990. Because of this action, Greenhorne & O'Mara, Inc. will be resubmitting the Preliminary Plan for Champs Mill Branch by the end of this week.

- Need latest drain field data from Rob but not to resubmit

BALLANTRAE ESTATES PHASE I

We are continuing to call Mr. Guzman daily to see when he will have his response to us on our request for a deferral of stormwater management on these three lots. To date, he has not returned our calls. If he does not call back today, I will go down to the McCoart Building to see him. As stated in the July 2, 1990 memorandum, the stormwater management question is the only outstanding issue on this plan.

Spoke to Oscar today

- ~~he~~ prepared the deferral recommending approval & sent it to Nmet

- Nmet sent it back w/ questions
I asked which watersheds

- - he thinks given our current plan & his additional research he can convince Nmet to approve this wk

Drain fields should be done on other side of Road - We should start final engineering right away.

- * Coord w/ Rob to make sure the next time the same problems don't occur
- * does our current proposal cover all this stuff
get w/ Hank & Stan. will have development plan

2706



Greenhorne & O'Mara, Inc.

9300 GRANT AVENUE • SUITE 102 • MANASSAS, VA 22110 • (703) 369-1336 (Metro 968-9040)

ENGINEERS ARCHITECTS PLANNERS SCIENTISTS SURVEYORS PHOTOGRAMMETRISTS

June 20, 1990

Mr. Castor D. Chasten, Planner
Plans Analysis & Special Projects
Department of Development Administration
1 County Complex Court

RE: SD#90-02P, Doves Landing

Dear Mr. Chasten:

Thank you for your June 7, 1990 letter concerning Doves Landing and the fact that it has been determined that the plan cannot be processed further nor scheduled for Planning Commission consideration. Your letter does state that the project file application for the referenced site will remain active by your agency until the subject road plans are approved and/bonded.

Although this is a small detail, as discussed with you yesterday at your office, I would appreciate if you would update DDA's Pending Project Status Report as the latest copy I received still shows a close out date for Doves Landing of 6/18/90. As you are aware, we resubmitted signature sets to the County on May 24, 1990 well before the 6/18/90 deadline. I believe based upon your June 7, 1990 letter that the Status Report for Doves Landing should not show any close out date as is being done for the Champs Mill Branch (SD89-42P) plan on the Pending Project Status Report.

Your attention to this detail is appreciated.

Sincerely,

F. R. Hodgson
Senior Planner

pc: Omni Homes Inc.

2707

Based on my review of the soils types in my opinion, construction at the subject site for single family homes would not be impeded by the general makeup of the soils. However, due to the quality of permeability of the soils and the subject's proximity to the Occoquan River, in my opinion, intense residential development on individual septic systems is highly questionable. Therefore, in the appraisers opinion, public sewer would necessarily have to be connected to the subject site in order to intensively develop the property.

Ingress/Egress

The subject is an interior tract of limit having limited access to a secondary graveled roadway via a 30' prescriptive easement. However the subject is located in an area that is designated by Prince William County as a suburban residential community in its overall comprehensive plan. As part of the overall development plan for the neighborhood direct access to the subject is planned through an adjoining proposed subdivision known as Doves Overlook. A more detailed discussion of this project is included in the section entitled "Site Plan".

Utilities

Currently the subject has access to public electric and telephone. There is no sewer or water currently available to the subject. For further discussion on proposed sewer in the subject's neighborhood please refer to the section entitled "Site Plan".

Flood Plain

The subject is identified on the F.E.M.A. maps as being in a Flood Hazard area. A tabulation of flood area was made on the initial site plan. Approximately 35% of the total land area or 25 +/- acres was identified as being within a flood hazard area. For specific detail please refer to the site plan a copy of which is incorporated in the addenda of this report.

ENVIRONMENTAL ASSESSMENT

It is especially noted that your appraiser does not possess expertise in the field of hazardous materials or contaminates. Hence, an environmental assessment of the subject property will not be undertaken by the appraiser and as such NO responsibility can be assumed as to the presence of hazardous materials or environmental contaminates. The property is appraised as being under responsible ownership and assumes no adverse soils or environmental conditions.

7. The existing overhead electric line is shown as being relocated during construction.

Remarks on Site Plan

I have thoroughly review the subject' proposed site plan and I have carefully inspected the subject site. In my opinion the plan is well designed. The lot layout capitalizes on the high bluffs overlooking the Occoquan River and many of the lots have waterfront views. The wooded landscape provides good privacy and the surrounding neighborhoods appear compatible with the type of development proposed. Hence, from a physical standpoint, in my opinion, the community as planned has very good market appeal.

However, when thoroughly analyzing the plan in relation to existing infrastructure, it becomes obvious that development is necessarily some time in the future. Specifically, stated the subject site is dependent on the development of an adjoining subdivision for both roadway access and utilities, i.e. water/sewer. This adjoining subdivision known as Doves Overlook is currently in an undeveloped state. The site has had preliminary engineering and a site plan detailing the subject into 400+/- single family lots has been filed. I have been advised by the developer that a tentative agreement between the two parties for sharing of some costs has been worked out. However, I was unable to ascertain a time frame in which actual construction of this project might begin.

NOTE: A copy of the subject site plan as revised by 3rd summary letter dated 3/23/90 is included in the Addenda as Exhibit A.

000517

May 1, 1989

Mr. Steve Griffin
Department of Development Administration
One County Complex Court
Prince William, VA 22192-9201

RE: Dove's Landing

Dear Steve:

I want to thank you for meeting with me on April 13, 1989, to review the Dove's Overlook (SD 88-12P) Preliminary Plan. I was pleased that Castor Chasten and you agreed on the need for the interparcel connector between the Dove's Overlook Subdivision and the Dove's Landing Subdivision to reflect the total number of lots shown on the Dove's Landing Preliminary Plan. As you are aware, the currently submitted Preliminary Plan for Dove's Overlook indicates considerably less vehicles using this interparcel connector than would be generated by 107 lots.

You and your department's cooperation in this matter is appreciated. If there is any other information you need, please feel free to contact me.

Sincerely,



F.R. Hodgson
Project Manager

FRH:tms

pc: H. Ghadban

2710

February 17, 1989

Attorneys at Law
Ronald L Walutes
Barry K. Bedford
Richard T. Cardinale

Representing:
Omni Homes, Inc.

Dear Sir,s

This letter is to inform you and Omni Homes, Inc. that we have removed the encroachment part of our garage. the 8.3 feet that was on your property.

This was no problem to us, It has been removed and your property cleaned up.

We (My husband and I) have been considering placing our home for sale. We wonder if Omni Homes, Inc. would like to present a offer. Before we place it on the open market.

If interested you can contact us at 703-368-5272.

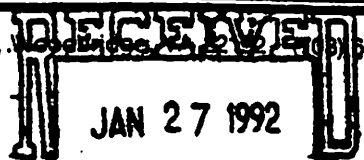
Thank You
Terry and Eva Jean Kitchen
9003 Doves Lane
Manassas, Va. 22111



William H. Gordon Associates, Inc.

LAKERIDGE OFFICE 2750 Killarney Drive, Suite 100, Prince William, VA 22192 (703) 680-2009 Metro (703) 690-2009

January 27, 1992



DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

Ms. Debbie Kearnes
PRINCE WILLIAM COUNTY
DEPARTMENT OF DEVELOPMENT ADMINISTRATION
1 County Complex Court
Prince William, Virginia 22192

CHKS. 166, 167
\$9991.62
\$229-50
1/27/92

Subject: Dove's Overlook Section One

Reference: WHGA File #0965-0101

Dear Ms. Kearnes:

We are transmitting herewith for Quality Control review the following items on the above referenced plan:

1. One (1) set of plans, including boundary survey.
2. Once (1) copy of on-site subdivision and easement plats and the off-site easement plats.
3. Plan and Plat Checklists.
4. Development Control Application form.
5. Review Fee Calculation Sheet and a check for \$10,221.12.
6. Unit Prince List and Cost Estimate.
7. Boundary Survey.
8. The total review fee for this plan is calculated at \$11,356.80. We understand that DDA is allowing plan submission with initial payment of 90% of the review fee (\$10,221.12).

This plan is the first 15-lot section of the 188-acre, 472-lot development. The preliminary plan for this project (SD88-12P) was approved in January 1990. The Preservation Area Site Assessment (92-00031 RO SDP) was approved by the County in November 1991 for this site. The RPA and the RPA buffer are shown on the plans. No development or disturbance is proposed within these areas at this time.

The project site is presently owned by the Daniel and Mary Loughran Foundation. The developer, Dove Lane Associates, is the contract purchaser of the property. The plat for this site provides for consolidation of the existing lots and resubdivision for the proposed development.

The site is not subject to any rezoning proffers.

2712

Ms. Debbie Kearnes
January 27, 1992
Page Two

We appreciate your attention to this project. Should you have any questions or comments, please do not hesitate to call us.

Very truly yours,

WILLIAM H. GORDON ASSOCIATES, INC.



James R. Beall, P.E.
Project Manager

JRB/rk:kear.001

cc: Al Linch/Dove Lane Associates
Bill Myers/Dove Lane Associates
Peter McKee/Hunton & Williams



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 792-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Martha W. Marshall
Acting Director

EXTENSION LETTER

06/17/92

WILLIAM H. GORDON
2750 KILLARBEY DRIVE SUITE 100
WOODBIDGE VA 22192

RE: 92-00241 R 0 Review #: 1
DOVES OVERLOOK SECTION 1

Dear Sir;

I have received your request to extend the plan submission date for the above project.

This plan extension has been granted until 08/17/92. The plan and appropriate correspondence must be submitted for review by this date or the file will be administratively denied and closed.

If the file is closed further review and consideration of the plans for the development will require a new submission of plans in compliance with the current regulations and payment of all applicable filing fees.

If you have any questions or require assistance please contact the project control officer at (703) 792-7133.

Very truly yours,

Donna Eaton-Jones
Plans Management Center

pc: C/O WILLIAM E. MYERS
9621 PARK STREET
MANASSAS VA 22110

2714

7/2/92
/



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 792-6830 Metro 631-1703, Ext. 6830 FAX (703) 792-7137

PLANNING
OFFICE

Douglas L. James, A.I.C.P.
Director of Planning

August 13, 1992

Mr. James R. Beall, P.E.
William H. Gordon Associates
2750 Killarney Drive
Suite 100
Woodbridge, VA 22192

RE: Project #: 92-00241 R0 SDF Doves Overlook

Dear Mr. Beall:

I am in receipt of your request to extend the plan resubmission date for the above project. This plan extension has been granted until October 19, 1992. Please, be advised that this is the second extension of two (2) extensions which can be granted during this review cycle (DCSM Sec. 1002.03.2(D)). The first extension was granted by this office on June 17, 1992.

The Plan and appropriate correspondence must be submitted for review by the extension date or the file will be closed. If the file is closed, further review and consideration of the plans for development will require a new submission of the plans in compliance with the current regulations. Payment of the applicable fees will also be required.

In the initial request for an extension, and again in this one, problems related to Service Authority design and specifications are referenced. Please forward a status report to this office by September 17, 1992, which provides information as to how the proposed Service Authority work affects this plan submission. If this is off-site work which your project is dependent on, but not constructing, then this plan should be able to move forward.

If you have any questions or require assistance, please feel free to contact me.

Very truly yours,

William T. Pickens, A.I.C.P.
Case Manager

KAY,

CORRECT #

← 92-00031 PAP

2715

9/14/92

TZK



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 792-6830 Metro 631-1703, Ext. 6830 FAX (703) 792-4758

PLANNING
OFFICE

Douglas L. James, A.I.C.P.
Director of Planning

October 23, 1992

Mr. Peter McKee
Hunton & Williams
Suite 600
3050 Chain Bridge Road
P.O. Box 1147
Fairfax, VA 22030

RE: Project #: 92-00241 R0 SDF Doves Overlook

Dear Mr. McKee:

I am in receipt of your request to extend the plan resubmission date for the above project, for sixty (60) days beginning October 19, 1992. Be advised that the two (2) extensions which may be granted during this review cycle have been granted previously. The first extension was granted by this office on June 17, 1992, the second on August 13, 1992.

Due to the details of this case, the Planning Office will allow a third extension of sixty (60) days, in order that the issues particular to this case be resolved. Therefore, the resubmission for #92-00241 R0 SDF Dove's Overlook is extended to December 21, 1992.

The Plan and appropriate correspondence must be submitted for review by the extension date or the file will be closed. If the file is closed, further review and consideration of the plans for development will require a new submission of the plans in compliance with the current regulations. Payment of the applicable fees will also be required.

If you have any questions or require assistance, please feel free to contact me.

Very truly yours,

William T. Pickens, A.I.C.P.
Case Manager

pc. Paul Costanzo
Ross Horton
File

2716

10/27/92

LAW OFFICES

COMPTON & DULING

POTOMAC PROFESSIONAL BUILDING
14914 JEFFERSON DAVIS HIGHWAY
WOODBRIIDGE, VIRGINIA 22191

(703) 494-2100

METRO: 890-6800

FAX: (703) 494-2420

METRO: 890-3546

May 3, 1990

C. LACEY COMPTON, JR.
THOMAS D. DULING
ROBERT L. BROWNE
GEARY H. ROGERS
JAY DU VON
KENNETH E. BROWN
CAROL L. KELLEY
DOUGLAS S. NEWCOME
KATHERINE M. WATERS
JAMES W. ENGLE
DANIEL J. HIRSCH
RAYMOND J. GALLAGHER

*ALSO ADMITTED IN DISTRICT OF COLUMBIA
*ALSO ADMITTED IN OHIO

Mr. Sherman Patrick, Jr.
Zoning Administrator
Prince William County Planning Office
One County Complex Court
Prince William, Virginia 22192

Re: SD #90-02P/Doves Landing

Dear Sherman:

Pursuant to our conversation on May 2, 1990, please find enclosed a copy of the fourth summary letter concerning the above subdivision plan. I would appreciate it if you would confirm to Cas that a 456 Review is not required of Doves Landing. It is my understanding from the engineer that this comment is pursuant to a comment made by Donna Eaton that a 456 Review may be necessary. I am sure you recognize the judicial history of this matter and will advise Cas at your earliest convenience pursuant to our discussion.

If I can provide you with further information, please contact me at your convenience.

Very truly yours,

COMPTON & DULING

Lacey
C. Lacey Compton, Jr.

CLCjr/rae

Enclosure

cc: Harry Ghadban

2717

0028C

RECEIVED

MAY 03 '90

Planning Office
Prince William County, Va.

MANASSAS OFFICE

OLD COURTHOUSE SQUARE
9300 GRANT AVENUE
MANASSAS, VIRGINIA 22110

(703) 361-5200

METRO: 631-1160

FAX: (703) 361-6263



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6620, Metro 631-1703, FAX (703) 335-6633

COUNTY ATTORNEY

Sharon E. Pandak
County Attorney

*cc H
just
8/2*

May 22, 1990

TO: SHERMAN PATRICK
Zoning Administrator

FROM: ROSS G. HORTON *RGH*
Assistant County Attorney

RE: SECTION 15.1-456 REVIEW OF DOVES LANDING, SD 90-02P

As you are aware, the question of whether a "456 review" is appropriate for the extension of public water and sewer lines into the Doves Landing/Doves Overlook area was extensively litigated by the County up to the Virginia Supreme Court. That court found no reversible error in the trial court's determination that a 456 review was not required for the extension of public water and sewer service to the adjacent Doves Landing subdivision. In light of that determination, the County would be hard pressed to justify requiring a 456 review for the adjacent subdivision. In the prior case, the trial court found that the three mile extension of water and sewer was a "normal service extension" within the meaning of Section 15.1-456(c). Since Doves Landing will connect to the utility lines in the adjacent subdivision, even I would agree that this is a "normal service extension." A copy of the trial court's opinion is attached for your information.

In light of the above, the County cannot require a Section 15.1-456 review of Doves Landing and that comment should be removed from the requirements that the developer of that subdivision must meet prior to approval.

If you should have any questions concerning this matter, please feel free to contact me.

cc: ✓ Sharon E. Pandak, w/o attachment
Castor D. Chasten, w/o attachment
C. Lacey Compton, Jr., w/o attachment
F. R. Hodgson, w/o attachment

RGH/cb/W:DovesRev

2718

4-18-90

Note: ~~the determination~~

must/should be ~~presented~~
from the ~~utility attorney's~~

office as to how

the proposed ~~utility~~

line ~~connections~~ to

~~power lines~~ ~~may~~

affect Court's decision

granting utility hook up

for power overlook. Did

that decision allow for

other subdivisions to hook

up/tap in to those

lines

Cas

V I R G I N I A:

IN THE CIRCUIT COURT OF PRINCE WILLIAM COUNTY

WILLIAM E. MYERS,
et al.,

Petitioners,

v.

BOARD OF ZONING APPEALS OF
PRINCE WILLIAM COUNTY,
VIRGINIA, et al.

Defendants.

IN CHANCERY NO. 25817

FINAL DECREE

THIS CAUSE came to be heard the 21st day of December, 1988 upon Petitioners' Petition for Writ of Certiorari and Injunctive Relief, upon Defendant Board of Zoning Appeals' Return of Writ of Certiorari, upon Defendant Schofield's Answer, upon the evidence presented and upon memoranda and argument of counsel; and

WHEREUPON, the Court having determined the facts and applied the law thereto in its opinion dated December 22, 1988, a copy of which is attached hereto and made a part hereof;

NOW, THEREFORE, IT IS ADJUDGED AND DECREED that the Board of Zoning Appeals applied erroneous principles of law in failing to overrule the Zoning Administrator's decision denying "zoning approval" to Petitioners' Subdivision Plat; and it is

FURTHER ADJUDGED AND DECREED that Defendant Board of Zoning Appeals' failure to overrule Defendant Zoning Administrator be, and is hereby, reversed and final judgment is hereby entered

entitling Petitioners to "zoning approval" of their Subdivision Plat without the necessity for 456 Hearing approval; to all of which Defendants object and take exception; and it is

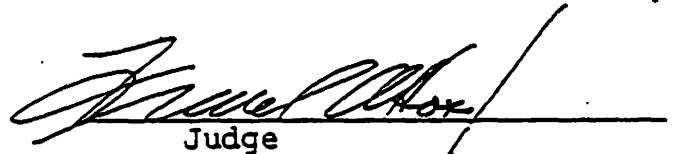
FURTHER ADJUDGED AND DECREED that by specific agreement of the parties hereto, as reflected by the limited endorsement of both counsel hereon, the effect of this Final Decree shall be stayed pending final disposition on appeal except to the extent that the Defendants and all other appropriate plan-approving agents of the County shall, pending final disposition of said appeal, afford Petitioners' aforesaid Subdivision Plat and subsequent Final Subdivision Plat their customary review and approval in accordance with applicable ordinances and procedures, it being specifically understood by the parties hereto that each such approval shall be made expressly subject to (i) final disposition of this matter on appeal in a manner favorable to Petitioners, and (ii) the understanding and agreement of the Petitioners that Petitioners' right, if any, to the issuance of grading, building or other permits for site work and/or the construction of improvements on subject property pursuant to said approved plans be, and is hereby, stayed until final disposition of this appeal by the Supreme Court of Virginia; and it is

FURTHER ADJUDGED AND DECREED that the verbatim transcript of the trial be, and is hereby, made a part of the record; and it is

FURTHER ADJUDGED AND DECREED that within twenty-one days of the entry of this Final Decree counsel for Defendants may substitute photographs for the slides offered in evidence; and counsel for Petitioners and/or Defendants may take such additional steps as are necessary to complete the record in accordance with the aforesaid transcript of trial proceedings.


AND THIS CAUSE IS FINAL.

ENTERED THIS 14th DAY OF JULY, 1989.


Judge

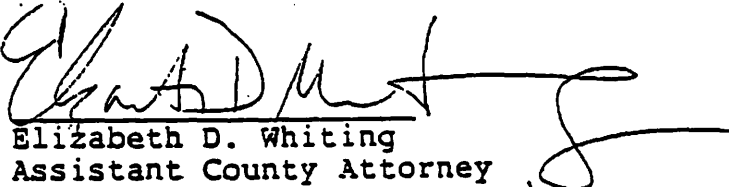
We Ask for This:

HUNTON & WILLIAMS


Francis A. McDermott
Peter K. McKee, Jr.
Robert J. Lowe
3050 Chain Bridge Road
P.O. Box 1147
Fairfax, Virginia 22030
(703) 934-8934
Counsel for Petitioners

Seen, Objected and Excepted
to Except as to the Agreed
Provisions Granting a Stay:

SHARON E. PANDAK
County Attorney



Elizabeth D. Whiting
Assistant County Attorney
1 County Complex Court
Prince William, Virginia 22192-9201
(703) 335-6620
Counsel for Defendants

2723

NOV 15 1988

COUNTY ATTORNEY'S OFFICE

IN CHANCERY NO. 26263

2724

IT IS, ACCORDINGLY, DECREED as follows:

1. Petitioner, DOVES LANE ASSOCIATES, may resubmit for third preliminary subdivision submission review, the plans rejected and returned to it pursuant to a letter of May 18, 1988, from the Department of Development Administration; and shall remit any fees established for such review.

2. Defendants, and their agents, shall afford said plans their customary review in accordance with established procedures provided, however, that the plans shall not be presented for final approval to the Prince William County Planning Commission, or other agency having final approval authority for preliminary subdivision plans, unless and until the issues in *William E. Meyers, et al., v. Board of Zoning Appeals, et al.*, In Chancery No. 25817, have been finally resolved in favor of Petitioner, or if in advance of such final resolution, the decision by the Planning Commission, or other plan-approving authority shall expressly be made subject to the outcome of *Meyers, supra*.

3. In all other respects, review and disposition of the plans shall adhere to County procedures.

AND THIS CAUSE IS DISMISSED WITHOUT PREJUDICE.

ENTERED this 1st day of November, 1988.

/s/ FRANK A. HOSS, JR.
FRANK A. HOSS, JR., JUDGE


WE ASK FOR THIS:

HUNTON & WILLIAMS

Francis A. McDermott
FRANCIS A. McDERMOTT
3050 Chain Bridge Road
Suite 600
Fairfax, Virginia 22030-2883
Counsel for Petitioner

A COPY - TESTE:
C. E. GNADT, CLERK
BY: Barbara L. Raymond
Deputy Clerk

JOHN H. FOOTE
County Attorney



ELIZABETH D. WHITING
Assistant County Attorney
1 County Complex Court
Prince William, Virginia 22192-9201
Counsel for Defendants

A20:DoveOrd

V I R G I N I A :

IN THE CIRCUIT COURT FOR THE COUNTY OF PRINCE WILLIAM

OMNI HOMES, INC.
1601 Carlin Lane,
McLean, Virginia 22102

Plaintiff,

v.

BOARD OF SUPERVISORS OF PRINCE
WILLIAM COUNTY, VIRGINIA,
a body politic

Serve: John H. Foote, Esq.
County Attorney
1 County Complex Court
Prince William, VA 22192

and

RICHARD E. LAWSON, Director
Department of Development
Administration
1 County Complex Court
Prince William VA 22192

Serve: Richard E. Lawson,
Director
Department of Development
Administration
1 County Complex Court
Prince William, VA 22192

John H. Foote, Esq.
County Attorney
1 County Complex Court
Prince William, VA 22192

Defendants.

IN CHANCERY NO. 27829

89 JUN-9 PM 2:41
BY _____
CLERK OF COURT

PETITION FOR DECLARATORY JUDGMENT
AND INJUNCTIVE RELIEF

TO THE HONORABLE JUDGES OF SAID COURT:

COMES NOW your Petitioner, Omni Homes, Inc., and pursuant
to Virginia Code Section 15.1-475 represents as follows:

1. Petitioner Omni Homes, Inc., a Virginia corporation, is the legal and/or equitable owner of approximately 72.68 acres situated in Prince William County, Virginia consisting of one parcel as follows: Sections 65-001-73 of the Prince William County Real Property Identification Map (the "Property").

2. Defendant Prince William County Board of Supervisors (the "Board") is the governing body of Prince William County and is empowered to enact provisions of the Prince William County Code dealing with the approval of subdivisions, and to appoint such agents as may be necessary for the administration of such provisions.

3. Defendant Richard E. Lawson is Director (i.e., chief administrative officer) of the Department of Development Administration of Prince William County ("DDA"). DDA is the agent of Defendant Board accorded the responsibility for the review and approval of subdivision plats and the determination of their conformity with applicable County ordinances.

4. The Property has been designated R-10 under the Prince William County Zoning Ordinance (the "Zoning Ordinance") since 1963, the date the R-10 Zoning District was created.

5. In January 1988 Petitioner filed with DDA its first preliminary subdivision plat, with the requisite filing fee therefor, for its proposed development on the Property, known as the "Doves Landing" project.

6. On February 26, 1989, DDA advised Petitioner's engineering firm, Greenhorne & O'Mara, that DDA would not process Petitioner's first preliminary subdivision plat due to "the major issues involved" with another, unrelated project. DDA returned Petitioner's submission package without review or comment.

7. On April 28, 1989, Petitioner again attempted to file with DDA its first preliminary subdivision plat, together with the requisite filing fee therefor.

8. By letter dated May 11, 1989, DDA notified Petitioner that DDA was again refusing to accept Petitioner's first preliminary subdivision plat for processing and review and returned Petitioner's submission package pending resolution of "major planning issues" involved with the aforementioned unrelated project.

9. Petitioner's attempts in January 1988 and April 1989 to submit its first preliminary subdivision plat and DDA's refusals in February 1988 and May 1989 to accept such plat for processing and review constitute an exhaustion of Petitioner's administrative remedies and constitute an invalid, wrongful denial of review of said preliminary subdivision plat (hereafter, the "subdivision plat").

10. The subdivision plat had been submitted by Petitioner on both occasions pursuant to and in accordance with the requirements of Virginia Code Section 15.1-475 and satisfied all applicable provisions of the Prince William County Subdivision Ordinance (Prince William County Code Section 25.1 et seq.) governing submission requirements of preliminary subdivision plans.

11. DDA's repeated refusal to accept Petitioner's preliminary subdivision plat for processing and review (a) is illegal, (b) constitutes a failure under Virginia Code Section 15.1-475 to approve or disapprove the plat within sixty (60) days after it had been officially submitted for approval and (c) is a violation of the County's own established policies.

12. By letter dated May 16, 1989, Petitioner, by its counsel, provided notice to DDA pursuant to requirements of Virginia Code Section 15.1-475 that it intended to petition

this Court to challenge the administrative denial of review of Petitioner's first preliminary subdivision plat.

13. Petitioner has been and continues to be irreparably harmed by DDA's refusal to review Petitioner's preliminary subdivision plat.

WHEREFORE, your Petitioner moves this Court to enter a declaratory judgment:

A. Declaring DDA's refusal to accept Petitioner's first preliminary subdivision plat for processing and review to be illegal and unreasonable;

B. Directing Defendant Board, its agents and employees, including but not limited to DDA, to accept, to process and to afford a full review in accordance with customary County procedures of all bona fide submissions of Petitioner, consistent herewith, which are prerequisite to Petitioner's use of the Property as proposed under all submissions of Petitioner's preliminary subdivision plat;

C. Permanently enjoining Defendants, their agents and employees from delaying or interfering with the submission, processing and review of all proper and official submissions of Petitioner under Virginia Code Section 15.1-475; and

D. Granting such other relief as may be appropriate.

OMNI HOMES, INC.
By Counsel

COMPTON & DULING
14914 Jefferson Davis Highway
Woodbridge, Virginia 22191
(703) 494-2100
Counsel for Petitioner

By: Katherine M. Waters *KMW*
Katherine M. Waters

2730

0062KMW

Chesapeake Bay Regulations Vesting Guidelines

The following circumstances will result in the vesting of development applications solely with regard to the Chesapeake Bay Regulations found in Section 32.504.00 et seq. of the Zoning Ordinance and Section 750.00 et seq. of the Design and Constructions Standards Manual. This policy is crafted with consideration for the substantial impacts the Regulations will have on development in the County and should not be viewed as a precedent for vesting determinations under any future regulatory amendments.

Projects in the development process shall be considered vested if they fall into one of the categories listed below and provided they meet the listed criteria:

1. Approved Special Use Permit

A Special Use Permit approved by the Board of County Supervisors and the acceptance of a preliminary or final plan for review within six (6) months of the date of the issuance of the Special Use Permit. Plans submitted for review must be diligently pursued in order to retain their vested status.

2. Proffered Rezoning and an Approved Preliminary or Final Plan

A proffered rezoning incorporating substantially defined uses, which has been approved by the Board of County Supervisors and the approval of a preliminary or final plan, provided the Applicant diligently pursues the plan. In instances of multi-phased projects, vesting of one final phase of the project would vest subsequent phases, provided the remaining phases of the project are diligently pursued and also provided the preliminary plan remains valid under Section 15.1-466(F), Va. Code Ann. The term "diligently" as it is used in this section shall be defined as obtaining the approval and recordation of final plans within two (2) years of preliminary plan approval followed by an application for building permits within two (2) years of final approval; or in the instance of multi-phased projects, the preliminary plan shall only be vested for five (5) years from the date of recordation of the first final phase of the project.

An applicant who has submitted a preliminary plan and has received a summary letter from the Department of Development Administration indicating that only minor issues remain to be addressed may petition the Director of the Department of

Development Administration to have his preliminary plan determined vested pursuant to this policy. The Director shall determine whether the plan shall be vested pursuant to this policy and shall consult with the Offices of Planning and Economic Development before issuing a determination.

3. Final Plan Acceptance

Development applications that are not subject to a Special Use Permit or a proffered rezoning shall be considered vested upon the acceptance of a final plan for review by the Department of Development Administration provided that the plan is diligently pursued. In the instance of multi-phased projects, the vesting of one of the final phases would vest subsequent phases provided the plan is diligently pursued. The term "diligently pursued" as it is used in this section is defined as the approval and recordation of final plans within two (2) years of the preliminary plan approval followed by an application for building permits within two (2) years of final plan approval; or in the instance of multi-phased projects, the preliminary plan will be vested for five (5) years from the date of recordation of the first final phase of the project.

An applicant whose preliminary plan has been approved may petition the Director of the Department of Development Administration to have his preliminary plan vested under this policy provided that he can substantiate that substantial engineering has been accomplished on the preliminary plans. The Director shall determine whether the preliminary plan shall be vested pursuant to this policy after consultation with the Offices of Planning and Economic Development.

4. Appeals

Appeals from any decisions made by the Director of the Department of Development Administration pursuant to this policy shall be handled as any appeals of determinations by the Zoning Administrator under the Zoning Ordinance.

W:VESTING

Adopted 11/27/90

MOTION: KING

**November 27, 1990
Regular Meeting
Ord. No. 90-145**

SECOND: SEEFELDT

**RE: ADOPTION OF CHESAPEAKE BAY PRESERVATION AREA OVERLAY
DISTRICT ZONING TEXT AMENDMENT 90-09**

WHEREAS, in 1988 the General Assembly enacted the Chesapeake Bay Preservation Act (the "Act"), VA Code Section 10.1-2100 *et seq.*, which required Prince William County as a Tidewater County to incorporate water quality protection measures into its zoning ordinance, subdivision ordinance and comprehensive plan; and

WHEREAS, the Board of County Supervisors is required by the Act to design Resource Protection Areas (RPAs) and Resource Management Areas (RMAs) and adopt regulations governing these areas; and

WHEREAS, the proposed Chesapeake Bay Preservation Overlay District (Ordinance draft dated August 27, 1990) includes amendments to Section 32-500.00 *et seq.* of the Zoning Ordinance, Chapter 25 *et seq.* of the Subdivision Ordinance, Sections 101, 102, *et seq.*, 522, 700.00 *et seq.*, 750.00 *et seq.*, and 1001.00 *et seq.* of the Design and Construction Standards Manual and also includes generalized Chesapeake Bay Preservation Area Overlay District Maps which indicate the general location of RPA, RMAs and Intensely Developed Areas (IDA) in the County, all of which are set forth in Attachment A; and

WHEREAS, the Planning Commission held public hearings on the proposed Chesapeake Bay Preservation Area Overlay District on June 20, September 5, and October 17, 1990 and recommended adoption of the ordinance with the changes four in Attachment B; and

WHEREAS, notice of public hearing for consideration of the adoption of the proposed Chesapeake Bay Preservation Area Overlay District as recommended by staff (Attachment A) and as recommended by the Planning Commission (Attachment B) has been duly advertised in accordance with VA Code Section 15.1-431 in the Journal Messenger and Potomac News on November 13 and November 20, 1990; and

WHEREAS, the Board of County Supervisors held a public hearing on the Chesapeake Bay Preservation Area Overlay District on November 27, 1990;

NOW, THEREFORE, BE IT RESOLVED that the Board of County Supervisors makes the following findings of fact with respect to the Chesapeake Bay Area Overlay District:

a. The Chesapeake Bay is an important and productive estuary providing economic and social benefits to the citizens of the Commonwealth of Virginia and the health of the Bay is vital to maintaining the State's economy and the welfare of its citizens; and

b. The Chesapeake Bay waters have been degraded significantly by point source and nonpoint source pollution from land uses and development along the shoreline of the Bay, its tributaries, and other state waters and existing high quality waters are woefully unprotected from degradation to guard against further pollution; and

c. The mandates of the Act constitute a material change in circumstances substantially affecting the public health, safety, and welfare and necessitate an appropriate legislative response by the Board of County Supervisors; and

d. The Board of County Supervisors is authorized to enact the Chesapeake Bay Preservation Area Overlay District pursuant to VA Code Sections 10.1-2100, *et seq.* and 15.1-489;

NOW, THEREFORE, BE IT ORDAINED that the Board of County Supervisors does hereby adopt the Chesapeake Bay Preservation Area Overlay District as set forth in Attachment A with the addition of the vesting guidelines as contained in Attachment E, as amended by Paragraph 4 (Appeals). Paragraph 4 shall read:

4. Appeals

Appeals from any decisions made by the Director of the Department of Development Administration pursuant to this policy shall be handled as any appeals of determinations by the Zoning Administrator under the Zoning Ordinance.

BE IT FURTHER RESOLVED, that the Board of County Supervisors indicates that the purpose and intent of the Chesapeake Bay Preservation Area Overlay District is to:

- a. Protect existing high quality state waters;
- b. Restore all other state waters to a condition or quality that will permit all reasonable public uses and will support the propagation and growth of all aquatic life including game fish which might reasonably be expected to inhabit them;
- c. Safeguard the clean waters of the Commonwealth from pollution;
- d. Promote water resource conservation in order to provide for the health, safety, and welfare of the present and future citizens of Prince William County.

Votes:

Ayes: Barg, Cole, Jenkins, King, Seefeldt

Nays: None

Absent from Vote: None


Absent from Meeting: Becker, Spellane

Attachments

For Information:

County Attorney
Planning Director
Director of Department of
Development Administration
Director of Public Works

CERTIFIED COPY


Clerk to the Board

Tharita H. [unclear] 1917
By me [unclear] [unclear]

checklist and
returned to
H. Selwyn
David
Mason
in
May 31.

May 31

May 31

May 31

May 31

May 31

May 31

Georgia E. Raney (SEAL)
Georgia E. Raney

Benjamin Franklin Raney (SEAL)
Benjamin Franklin Raney

State of Virginia

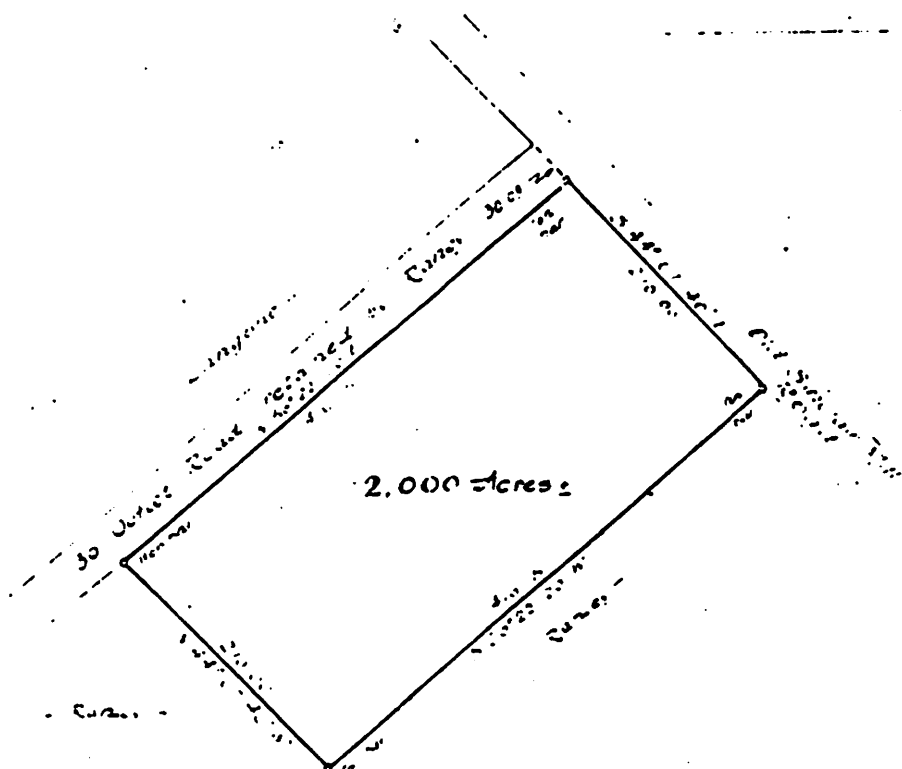
County of Prince William, to-wit:

I, Bertie A. Patterson, a Notary Public of and for the County and State aforesaid, do hereby certify that Georgia E. Raney and Benjamin Franklin Raney, her husband, whose names are signed to the foregoing and hereunto annexed deed bearing date of the 12th day of April, 1955, have each acknowledged the same before me in my County aforesaid.

Given under my hand this 13 day of April, 1955.

My commission expires on the 20 day of December, 1955.

Bertie A. Patterson
Notary Public



Plan of land
to be sold by
B F Raney
to
A V Sykes

Marshall, Va. 22134
Prince William Co. Va.

2736



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6830 Metro 631-1703

PLANNING COMMISSION

Douglas L. James, A.I.C.P.
Director

Jack B. Clark
Gregory J. Gorgone
E. Bruce Holley
Billy Isbell
Frank R. Milligan
John F. O'Neil
Cecil C. Taylor, Jr.

MOTION: GORGONE

RES. NO. 90-34
REGULAR MEETING
FEBRUARY 7, 1990

SECOND: HOLLEY

RE: SUBDIVISION #88-12, PRELIMINARY, DOVES OVERLOOK -
RELUCTANTLY APPROVED

WHEREAS, the developer of the subject property containing 188.0 acres \pm , described on Tax Map #65-((1))-62, 63, 67; 65-7-((3))-1-43; 65-2-((2))-2 thru 76, and 81 thru 208, located in the Brentsville Magisterial District, have submitted preliminary plans for the development of a 405-lot residential subdivision; and

WHEREAS, this plan has been reviewed by the appropriate County and State agencies, whose approvals/denials are acknowledged in the January 17, 1990, Staff Report; and

WHEREAS, due to unresolved site development issues, the Department of Development Administration does not recommend approval of the subject preliminary plan; and

WHEREAS, the County Attorney's Office advised the Planning Commission that if this subdivision was denied, there was little chance that decision would be upheld in court;

NOW, THEREFORE, BE IT RESOLVED that the Prince William County Planning Commission does hereby approve Subdivision #88-12, Preliminary, Doves Overlook, as submitted.

VOTE:

AYES: GORGONE, HOLLEY, CLARK, TAYLOR, MILLIGAN
NAYS: ISBELL
ABSENT: O'NEIL

EXHIBIT 1

2737

A TRUE COPY

Sally J. Borman

Sally J. Borman
Secretary to the
Planning Commission

DATED: February 13, 1990

CERTIFICATION PER SECTION 8.0-1-390, VIRGINIA CODE ANNOTATED

**I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF AN
OFFICIAL RECORD, AND FURTHER CERTIFY THIS RECORD IS IN
MY CUSTODY.**

Sally J. Borman

RECORDS CUSTODIAN

**I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF AN
OFFICIAL RECORD, AND THAT I AM THE SUPERVISOR OF THE
ABOVE-NAMED CUSTODIAN.**

B. Morton

SUPERVISOR

REAL ESTATE APPRAISAL REPORT

Omni Homes Inc.
Doves Landing subdivision
9005 Doves Lane

Prepared by
Ben Kelsey, SRPA
17845 Old Triangle Road
Triangle, Virginia 22172
(703) 690-2400

October 11, 1995

2739

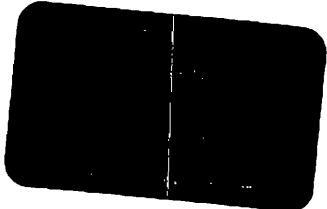


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Appendix

Development Analysis

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Soils Description
Deed Description
1988/1989 County Description
Current County Area Description
Qualifications of the Appraiser

BEN KELSEY, SRPA

Real Estate Appraiser
17845 Old Triangle Road
Triangle, VA 22172
703-690-2400

October 11, 1995

Mr. Gifford R. Hampshire
Assistant County Attorney
County of Prince William
1 County Complex Court
Prince William, VA 22192-9201

Re: Appraisal of property owned by
Omni Homes Inc.
Doves Landing subdivision
9005 Doves Lane

Dear Mr. Hampshire:

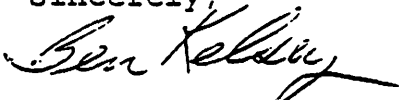
As you requested, I have appraised the fee simple interest in the referenced real estate to provide an estimate of its current market value. The attached appraisal report contains descriptive details, market information, and analysis.

The report is divided into 5 parts. To aid the user of the appraisal there is a "Summary of Important Facts and Conclusions" immediately after the Table of Contents which follows this letter. The section of "Premises and Definitions Used in The Appraisal" contains standard information applicable to all appraisals. The "Descriptive Data" section gives a description of the property and area. "Market Information, Analysis and Conclusions" includes the sales and other market information and the analytical process that leads to the final conclusions. Supplementary information is in the "Addenda" but most of the maps and photographs are scattered through the report near the text that applies to each.

My opinion of the value of the property is based on inspection of the property and standard appraisal analysis which is explained more fully in the "Premises" section of the report. This appraisal report has been prepared in accordance with the Uniform Standards of Profession Appraisal Practice published by the Appraisal Foundation, known as USPAP.

After considering the information presented in the appraisal report, it is my opinion that the referenced real estate, has a market value as shown on Page 1 and in the final opinion of value stated at the end of this report.

Sincerely,



Ben Kelsey, SRPA

SUMMARY OF IMPORTANT FACTS AND CONCLUSIONS

Identification: Doves Landing subdivision
9005 Doves Lane

Owner: Tax Map: Omni Homes Inc.
065-001-000-073

Location: The subject is in south central Prince William County, in an area partially developed with a 40 year old subdivision of scattered houses of mixed sizes and ages. Present access is over a gravel road, located 3 miles south of Manassas and 9 miles from the nearest Interstate interchange.

Land: 72.6819 acres

Improvements: none

Zoning: R-10

Highest & best use:

As of January 1989 - Develop under existing R-10 zoning with 106 lots as shown on preliminary plan.

As of 10/93 and 10/95 - Develop with 5 septic field sites with lots averaging 14.5 acres

Estimated value of land:

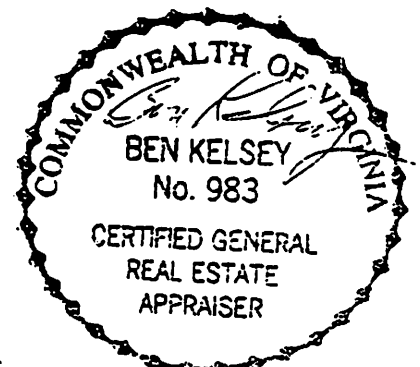
72-75%

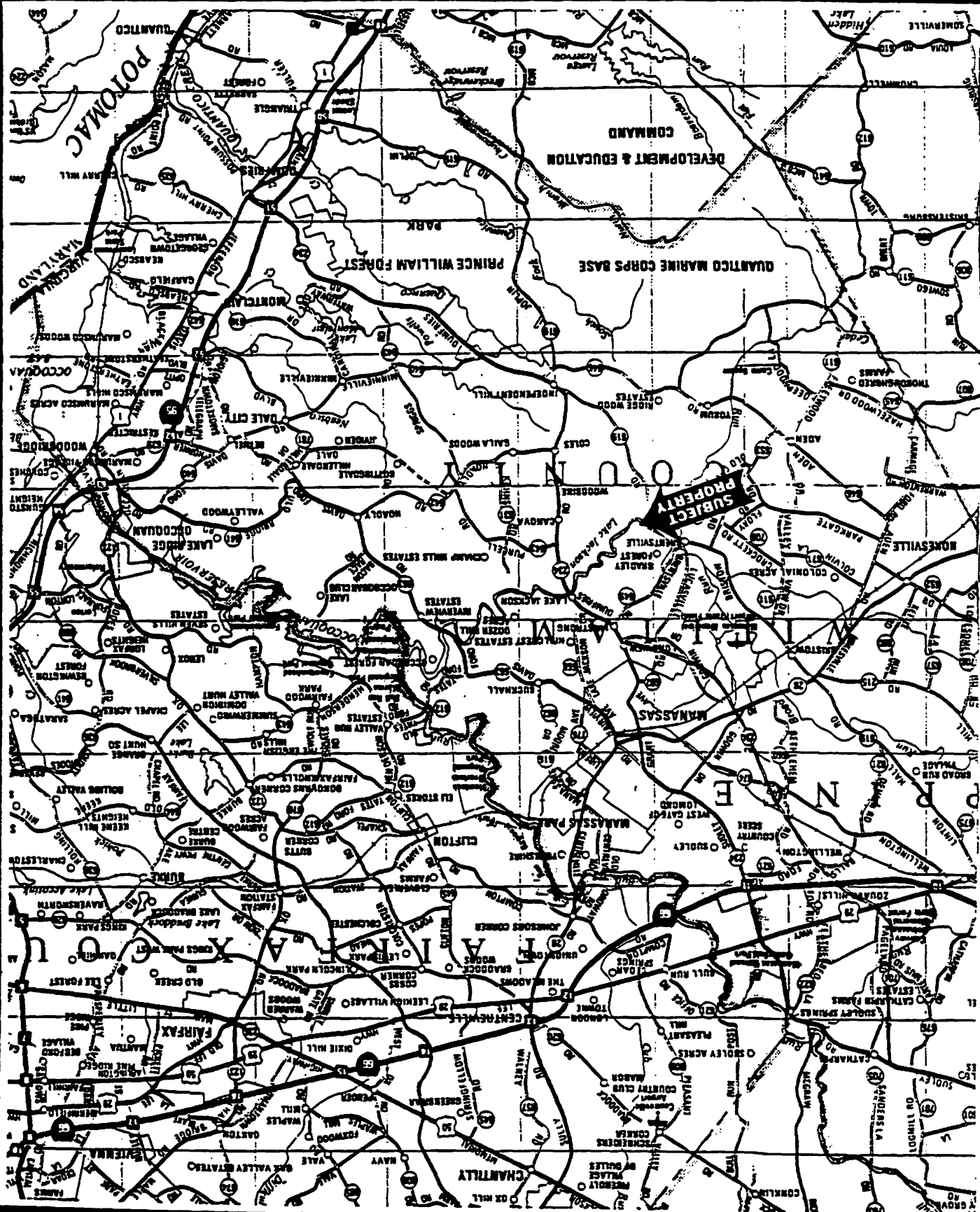
| | 01-Jan-89 | 05-Oct-93 | 16-Oct-95 |
|--|-------------|-----------|-----------|
| Value with R-10 zoning and cost sharing assured | \$1,030,000 | \$900,000 | \$912,000 |
| Value with cost sharing probable but not assured | \$742,000 | \$675,000 | \$684,000 |
| Value with cost sharing unlikely | n/a | \$305,000 | \$342,000 |

A-1

(A-1) \$105,000 per lot (6 lots) = \$630,000

2743





PURPOSE AND USE OF APPRAISAL

This appraisal provides an estimate of the market value of the fee simple interest in the real estate identified in a following section titled "Identification of Property." Fee simple estate is full ownership; it is ownership of all the rights in real estate. Market value is defined in a following section of this report.

Anticipated use of the appraisal is in a court suit to evaluate possible damages to the property resulting from government purchase of adjoining land.

This is a complete appraisal, and this report is a self-contained appraisal report as defined in USPAP (the Uniform Standards of Professional Appraisal Practice) issued by the Appraisal Standards Board of the Appraisal Foundation.

The appraisal provides a market value estimate for the property as it existed January 1, 1989 and as of October 16, 1995.

COMPETENCY

The appraiser's experience is summarized on a page in the addenda titled "Qualifications of the Appraiser." This type of property in this area is one with which the appraiser is experienced, and no unusual steps were necessary to comply with competency requirements.

UNUSUAL ASSUMPTIONS AND LIMITING CONDITIONS

There are no unusual assumptions or limiting conditions. Standard assumptions and limiting conditions are stated after the final opinion of value and before the certification.

DEFINITION OF MARKET VALUE

The following definition of market value was published in the Uniform Standards of Professional Appraisal Practice, published in the Federal Register, in Chapter 12, Code of General Regulation, Part 34.42(f) and has been widely accepted as the standard definition.

The most probable price which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller, each acting prudently, knowledgeably, and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

1. buyer and seller are typically motivated;
2. both parties are well informed or well advised, and each acting in what they consider their own best interest;
3. a reasonable time is allowed for exposure in the open market;
4. payment is made in terms of cash in U.S. dollars or in terms of financial arrangements, comparable thereto; and
5. the price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions granted by anyone associated with the sale.

The influence of financing on prices is further explained in Real Estate Appraisal Terminology as part of the definition of "Cash Equivalent" as:

A price expressed in terms of cash as distinguished from a price which is expressed all or partly in terms of the face amount of notes or other securities which cannot be sold at their face amount.

The definition of market value adopted by government regulators is essentially the same as the definition by the Supreme Court of Virginia, which is:

The price which one, under no compulsion, is willing to take for property which he has for sale, and which another, under no compulsion being desirous and able to buy, is willing to pay for the article." (Talbot vs. Norfolk 158 Va. 387, 163 S.E. 100)

MARKETING TIME

Reasonable time to market property varies by property type and size. Residences typically reach contract in an average of 60 days according to real estate multiple listing service (MLS) reports over a period of years. Also from MLS year end statistics, commercial and industrial properties averaged 6 months to reach contract; land averaged 4 months to sell. Time to reach settlement adds around 60 days to marketing time for residences and 6 months to land, commercial and industrial properties. Total marketing time averaged 4 months for houses, 1 year for land, commercial and industrial properties.

Comparable sales averaged around 3 years marketing time.

For a short marketing period of less than 1 year, one can not rely upon finding an end user. Speculators have not been active and would have to be attracted at a deep discount.

The market value estimate in this appraisal is based on a marketing time of 1 year.

COLLECTION AND ANALYSIS OF DATA

For this appraisal, the property was inspected, local government staff and documents were consulted, and a search was made for information about the market. The County Attorney's staff provided some documents and some information about access. County files contained some information about proposed development of the property. Mr. Jack Rinker of Rinker Detwiler & Associates provided some cost estimates for sewer and other possible costs of development.

In this report, after the introductory information, the property is identified, then characteristics about its market area that influence its value are described. After that follows a description of the property. From the property characteristics and its area, the highest and best use of the property is judged. In conducting an appraisal, there are three standard approaches used to obtain indications of a property's market value: 1) the cost approach, 2) the income approach, and 3) the comparable sales approach. Not all approaches are used for all properties, but when the nature of the property and the information available make it possible to obtain a reliable indication by use of an approach, it is used and included. The subject property is vacant land so only the comparable sales and an income approach using development analysis were used. There are no structures, so the cost approach is not used. The land is vacant and does not produce income, so the income approach is not used.

In the comparable sales approach, the subject is compared to similar properties that have sold recently. Comparable sales were selected from listings of all ownership changes since January of 1988. The most recent sales of similar properties in each time period are used. I subscribe to several deed reporting services and keep their reports in my office. Additionally, owners of other properties and real estate brokers have provided market information. Some of the data used was gathered while making appraisals of similar properties. Sources and confirmation of information about sold properties are listed on each sale description.

After the valuation process the final opinion of its value is concluded. Supplementary information is in the addenda.

This appraisal conforms to the Uniform Standards of Professional Appraisal Practice ("USPAP") adopted by the Appraisal Standards Board of the Appraisal Foundation.

IDENTIFICATION OF THE PROPERTY

Included in this appraisal is the real estate identified as:

| | |
|----------|--|
| Address: | Doves Landing subdivision
9005 Doves Lane
Manassas, Virginia |
| Legal: | Deed Book 1629 Page 1129 |
| Tax map: | 065-001-000-073 |
| Owner: | Omni Homes Inc. |

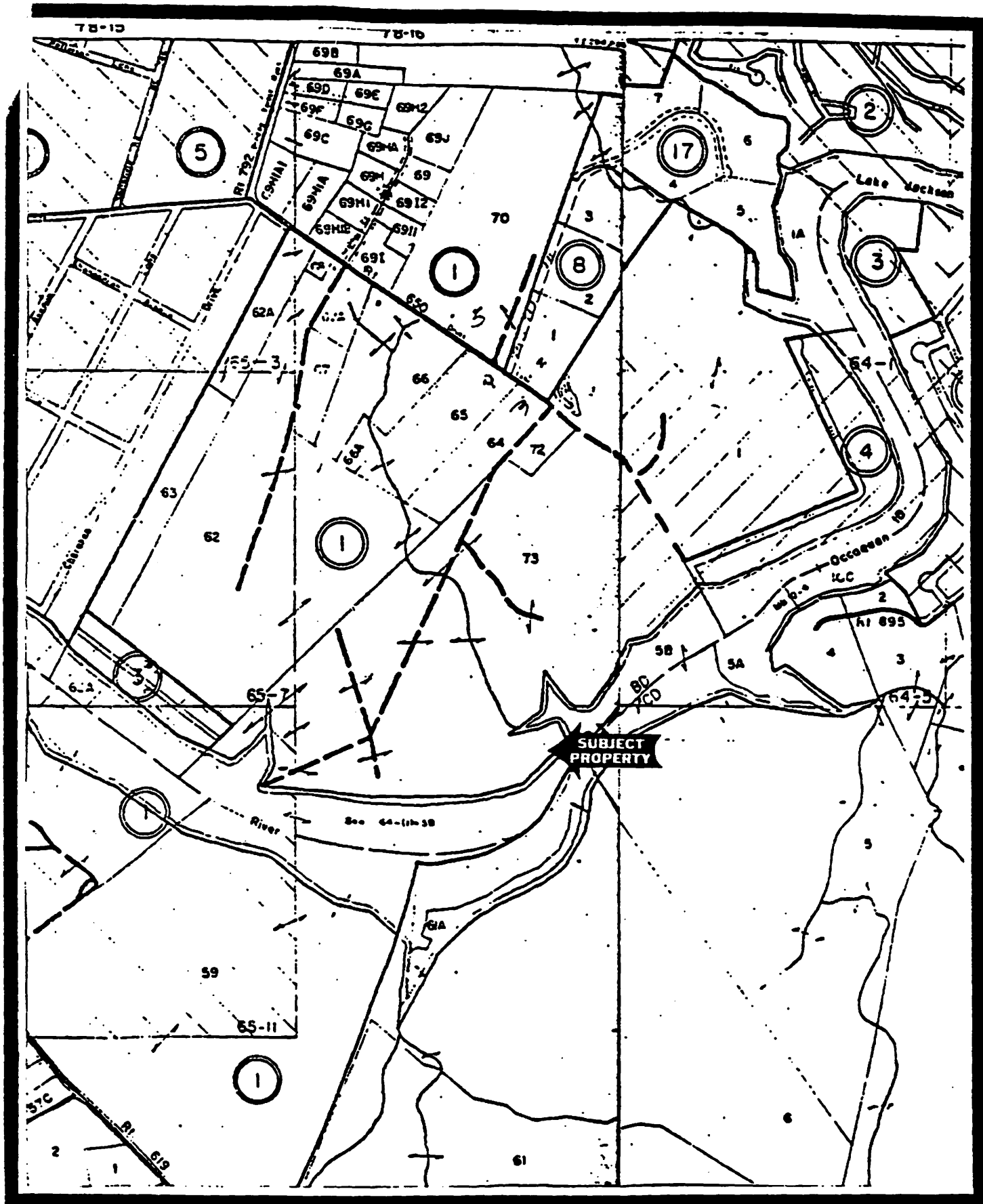
ASSESSMENT & REAL ESTATE TAXES

Assessed value as of January 1, 1989

| | | | |
|----------------|-----------|-----------------------------|------------------|
| Land: | \$436,091 | which is | \$6,000 per acre |
| Buildings: | \$0 | | |
| | ----- | | |
| Total: | \$436,091 | | |
| Tax rate: | \$1.44 | per \$100 of assessed value | |
| Taxes: | \$6,280 | | |
| Estim. ratio: | 100% | assessments/sales prices | |
| Effective tax: | 1.4% | as a % of market value | |

The assessed value for 1995

| | | | |
|----------------|-----------|-----------------------------|------------------|
| Land: | \$473,200 | which is | \$6,511 per acre |
| Buildings: | \$0 | | |
| | ----- | | |
| Total: | \$473,200 | | |
| Tax rate: | \$1.43 | per \$100 of assessed value | |
| Taxes: | \$6,743 | | |
| Estim. ratio: | 100% | assessments/sales prices | |
| Effective tax: | 1.4% | as a % of market value | |



Real Estate Graphs, Inc. ©COPYRIGHT 1978

Studies of assessed values compared to actual sales prices are performed by the State, but reports are several years behind the current tax year. The estimated ratio shown above is based partially on State reports, but primarily on observed ratios and information from assessment staffs.

Although the ratio of assessments to sales prices under Virginia Law is supposed to be 100% in Virginia, prior to the recession of the early 1990's it was normally less. When real estate prices fell during the recession, assessed values often exceeded sales prices.

The jurisdiction in which the subject lies reassesses all property annually based on sales preceding the reassessment.

According to an article in the Potomac News, the Prince William County Office of Assessments reported that in 1994 commercial property which accounts for 22% of the tax base, lost value for the 5th consecutive year. The decrease from 1993 to January 1994 was 9% and 12% from 1992 to 1993. Through 1993, townhouses decreased 1.6%, condominiums decreased 2.3%, and single family assessed values were up 1.2%. On April 3, 1995, The Washington Post reported Prince William County commercial assessments were down an average of 7.0% from January 1, 1994 to January 1, 1995, while residential assessments rose 1.4%.

The tax rate has remained fairly stable and no large changes are anticipated from information known to this appraiser.

HISTORY OF THE PROPERTY

This property has not been sold in the last 3 years. It was purchased by the present owners in January, 16, 1989. The recorded purchase price was \$436,091 or \$6,000 per acre.

Since then the owners have had some engineering work performed on the property by the engineering firm of Greenhorne & O'Mara. A Preliminary Plan For Doves Landing was drafted but it has not been approved by the Prince William County Planning Department. The preliminary plan was reviewed by the Prince William County Service Authority, Department of Engineering and Wastewater and the County Department of Development Administration. Correspondence occurred between May and August of 1989. Copies of selected correspondences are included in the addenda.

There is a memo from the records of The Business Bank of Fairfax dated January 11, 1993 which reports "Cost estimates are being prepared to finish the Doves Landing property so that it can be marketed into finished 10 acre lots." There was no additional information available on these cost estimates.

The owners have also attempted to market the property. From information supplied by the client, the subject was listed with Premier Properties of Mclean, Virginia. This listing is several years old; we were unable to locate the listing agent to verify any market activity which occurred while the property was listed.

There is currently no known agreement for sale of the property and no current listings, options or agreements of sale of the subject property were discovered in the course of this analysis.

NEIGHBORHOOD

Immediate Area (see addendum for County description)

As of January, 1989 the appraised property is located in an area that is primarily rural and suburban in character. The surrounding properties are a mix of vacant land and single family detached residences on lots ranging in size from 1 acre to 5 acres. House sizes and ages are mixed from small to large and old to new. Brief descriptions of the properties bordering the subject are in the following paragraphs.

A vacant 188 acre parcel which is known as Doves Overlook borders the subject to the west. This parcel is zoned R-10 which allows for the construction of single family housing with a minimum lot size of 10,000 square feet. A lease/agreement by Prince William County for the property was made October 5, 1993 and the County had not taken title by the date the appraisal was prepared. In 1988 it had been planned for development but the County refused approval and subsequently purchased the property. Neighboring Doves Overlook received preliminary plan approval in February, 1990 after much litigation with the county. Timing of development of this parcel was unknown in 1988.

Parcel #72 which fronts on the south side of Doves Lane adjoins the subject to the west. This is a 2 acre parcel with a single family detached dwelling with a total assessed value for land and building of \$97,000.

The southern boundary of the subject borders land that fronts on the Occoquan River or what is the back waters of Lake Jackson, which is owned by the County of Prince William. From tax records the property is listed as all under water but from tax maps, aerial photographs, and the Preliminary Plan of Doves Landing, the parcel is densely wooded.

Along Doves Lane, before reaching the subject, there are 2 small subdivisions. The first is located off Brother Court. Homes were constructed in the mid to late 1970's and are located on lots ranging in size from 1 acre to 3 acres. These are average quality houses with assessed values in the \$170,000's. There is also a 7 lot subdivision known as Tall Trees which is located on the north side of Doves Lane. Lot sizes in Tall Trees are 3 to 5 acres. Two homes have been constructed in Tall Trees.

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One was built in 1985 and is a 1,336 square foot rambler with a total assessed value of \$193,500. A second home was constructed in 1987 which is a 3,781 square foot house with a total assessed value of \$294,500.

Access from the subject to the City of Manassas and local commuter routes is average. The City of Manassas is 3 miles north via Brentsville Road to Route 234. From the City of Manassas, Route 28 provides access to western Fairfax County and Interstate Route 66.

Entry to the subject property is limited. The property is located beyond the end of state maintained Doves Lane. Doves Lane is a gravel, state maintained road. Access to Doves Lane is via Bradley Forest Road or Smithfield Road which also intersects with Brentsville Road to the north. Bradley Forest Road is an interior street of Bradley Forest subdivision and is a narrow, 2 lane, paved, state maintained road. Smithfield Road is similar but is a little wider.

A second possible entry point to the subject is through the neighboring parcel known as Doves Overlook. This parcel was planned for development as of January 1989 but the timing was uncertain. The subject borders the easternmost portion of this parcel. Access through any future street in Doves Overlook would be dependant on the phasing of construction and the developers of Doves Overlook desire to provide access to the subject.

As of late 1988 there is no access to public sewer and water in the subject area. The surrounding properties have developed with individual well and septic systems. The subject does not have access to public water and sewer. Public sewer is planned for the area but the timing of this is unknown.

Little has changed in the subject's immediate area since 1989 through October, 1995. The area has maintained its rural character. The neighboring parcel which is known as Doves Overlook was purchased by Prince William County. It is no longer planned for intensive development and is now a possible site for a county park.

Growth and employment data for the subject's area and Prince William County in 1988 and 1995 are located in the two separate Prince William County Descriptions located in the addenda of this appraisal.

Competition

The owners of Bradley Forest Sections 2 & 3, are currently attempting to market 37 platted lots which are zoned R-10. The owner has proposed developing the property with drainfield and wells. The owner has not had adequate soils work completed on the property to determine the number of septic field sites available. The current listing price appears to be unreasonable. The owner is asking \$1,700,000 for the 37 lots or \$45,945 per lot. The listing does provide an indication that owners of a parcel with the same zoning as the subject plan well and septic development not a sewer and water development.

In October 1995, there is a current listing located at 9155 French Ford Road which is off Bristow Road. It is on the south side of the Occoquan River across from the subject. This property is about 82 acres and is offered for sale at \$425,000 or about \$5,200 per acre. The property is zoned R-1-5 which allows for detached houses on lots as small as 1 acre. The listing indicates there are about 30 delineated drainfield sites, a site assessment and feasibility study along with a site plan are available which shows 15 lots with 5 to 7 bedroom percolation sites. The listing also states the seller is attempting to rezone the land to allow for 10 acre lots which will reduce the proffers and reduce the number of lots which could be platted to 8 lots. R-1-5 zoning requires a developer to construct an asphalt road to the lots which would not be required with A-1 zoning. This property has been on the market with the current broker since October 19, 1994 with no price change. It may have also been listed before with another broker. The owner is listed as the Assets Resolution Corporation. The current road providing access to these lots is a poor quality dirt road.

A listing which is identified as parcels 6 and 7B is located on Hershey Drive off Aden Road in south central Prince William County. The property contains about 87 acres and is listed at \$525,000 or about \$6,000 per acre. It has a 1 acre lake and is reported to be relatively level. It is zoned A-1, agricultural, and is in an area which has a planned use of AE, agricultural estate, which allows for detached houses on a minimum of 10 acre lots. According to the listing, this property has been on the market since November 22, 1994 with no price change.

The fourth listing is located at 12604 Hazelwood Drive which is in south central Prince William County south of Aden Road near the Fauquier County line and a portion of Quantico Marine Base. This property is listed for \$975,000 and contains about 504 acres which equates to about \$1,900 per acre. This property is zoned A-1, agricultural, and is located in an area which has a planned use of AE, agricultural estate which allows for detached houses on a minimum of 10 acre lots. This property has been on the market since March 1, 1995 with no change in price.

The final listing is located at 11609 West Valley View Drive south of Bristow Road and north of Aden Road south of the Manassas Airport. This property is listed for \$975,000 and contains about 131 acres which results in an asking price of about \$7,450 per acre. It is adjacent to a golf course, and part of the land adjoins Kettle Run. The property is zoned A-1, agricultural and the planned use for the area is AE, agricultural estate, which allows for detached houses on a minimum of 10 acre lots. From the listing, this property went on the market on March 4, 1995 for \$1,175,000 and it appears that the price was dropped in July of 1995.

Of the five listings, the first and second are located near the subject. The other listings are in more rural areas where the likelihood of denser development is very remote. The largest parcel is the most remote and is offered at the lowest per acre price. Listing one and two provide indications of plans of property owners nearby the subject. The owners of the two parcels both plan to "down zone" the property to reduce their development expenses and in turn make the parcels marketable.

CURRENT AND PROJECTED MARKET CONDITIONS

The demand for properties like the subject was low in January 1989 and remains low in 1995. The subject is located in an area that is rural in character. Home buyers purchasing houses in a rural area, generally desire lots that are at least 1 acre in size. The property was also intentionally or unintentionally being marketed as an additional section of the neighboring Doves Overlook. This limited the marketability of the subject due to the legal proceeding Doves Overlook was involved in throughout the late 1980's and early 1990's.

In the late 1980's development in Prince William County was primarily around the Manassas and Woodbridge areas. Subdivisions in these areas were marketing single family detached and attached housing within close proximity to Interstates 66 and 95, these two routes being the two primary commuter routes into the Washington Metropolitan Area. Outside the Manassas and Woodbridge areas, the communities of Dale City and Lake Montclair were actively marketing single family detached housing but both of these communities are located near Interstate 95.

In more remote areas, subdivisions were being developed with 1 to 5 acre lots with private well and septic systems. Home buyers were and are willing to forgo the longer commuting time and the conveniences of the more densely developed areas to obtain larger lots with rural surroundings.

As areas of the county have developed with water and sewer, it has been in a manner that as one subdivision is successfully marketing houses, the neighboring properties are then planned for development. These properties develop with supply and demand in area. Subdivisions do not typically develop in a "leap frog" manner with developers passing by other parcels which are available and ready for development. Parcels which are considered ready for development are the parcels which are the next to a subdivision which is nearly sold out. Developing properties in this manner typically reduces the development cost, as utilities are near and do not have to be extended as far and new home buyers have shown a desire to locate in the given area.

Marketing lots and new houses in remote locations is more difficult than in areas where there are other developing communities. New home sales in developing areas can be difficult due to the competition from other builders. Profitable home sales in these developing areas can also be difficult due to builders attempting to market lower cost housing than the neighboring builder or offering extras at lower prices. Builders marketing housing outside of developing areas must compete with the builders in the more desired locations. Builders in remote locations have higher marketing expenses in trying to get new home buyers to drive to these remote locations. They will also have a lower absorption pace than the builders in the closer in locations due to the limited number of people they are able to entice to the area.

Large builders which are capable of constructing and selling several houses per month will typically not go into remote locations and purchase undeveloped or developed lots. The developer of a subdivision is then forced to market lots to builders who do not have an established reputation or name recognition and are not capable of selling houses at a acceptable pace.

New home buyers typically seek locations which are near local commuter routes, schools, shopping, and surroundings which are comparable or above the quality of housing they intend to purchase.

The developers of Doves Landing have not attempted to develop the property separately from the neighboring Doves Overlook. In doing so they have forced themselves to time the development of the subject with the development plans of the neighboring property. The neighboring parcel has been involved in litigation with Prince William County and during this time the development plans of the subject were on hold. Due to the decisions of the owners of the subject property to not obtain an additional point of ingress and egress via Doves Lane, they limited their development potential.

The cost of bringing public sewer and water to the Doves Landing has been a limiting factor in the development of the subject and the surrounding area. There are other parcel in the immediate area which are zoned R-10. It is not known if the owners of the subject have attempted to form a consortium with the other land owners to divide the development cost between the members of the consortium.

The client provided cost estimates for bringing sewer and water to the subject. The cost estimate also provides the share of the cost if the subject was developed in conjunction with the neighboring Doves Overlook. There is no known formal agreement between the owners of the subject and the former owners of Doves Overlook or the banks which financed their purchase on how development costs were to be split. The owners of the subject also have not obtained all of the needed sewer and water easements needed to begin development of the infrastructure. The cost estimates do not include a estimate of the cost of the easement to the property. The estimates indicate the cost to bring sewer and water to the subject is \$2,184,879. The neighboring Doves Overlook was planned for 405 lots and the subject was planned for 106 lots. From these estimates the subject share of the cost if they are developed together is \$456,606 or \$4,300 per lot. These costs only bring the utilities to the property and do not include any of the additional site development cost.

The subject is being appraised as of January 1, 1989 so absorption time from this time period will be examined. In the mid 1980's, the pace of construction increased while prices for lots rose. Then, toward the end of 1988, sales slowed. Sales volume actually peaked in 1986. During the first six months of 1986, sales totalled 16,854 units; but, by 1989, the total volume for that year had fallen to 7,605 units. This downward sales trend continued in 1990 but has moved upward since 1991.

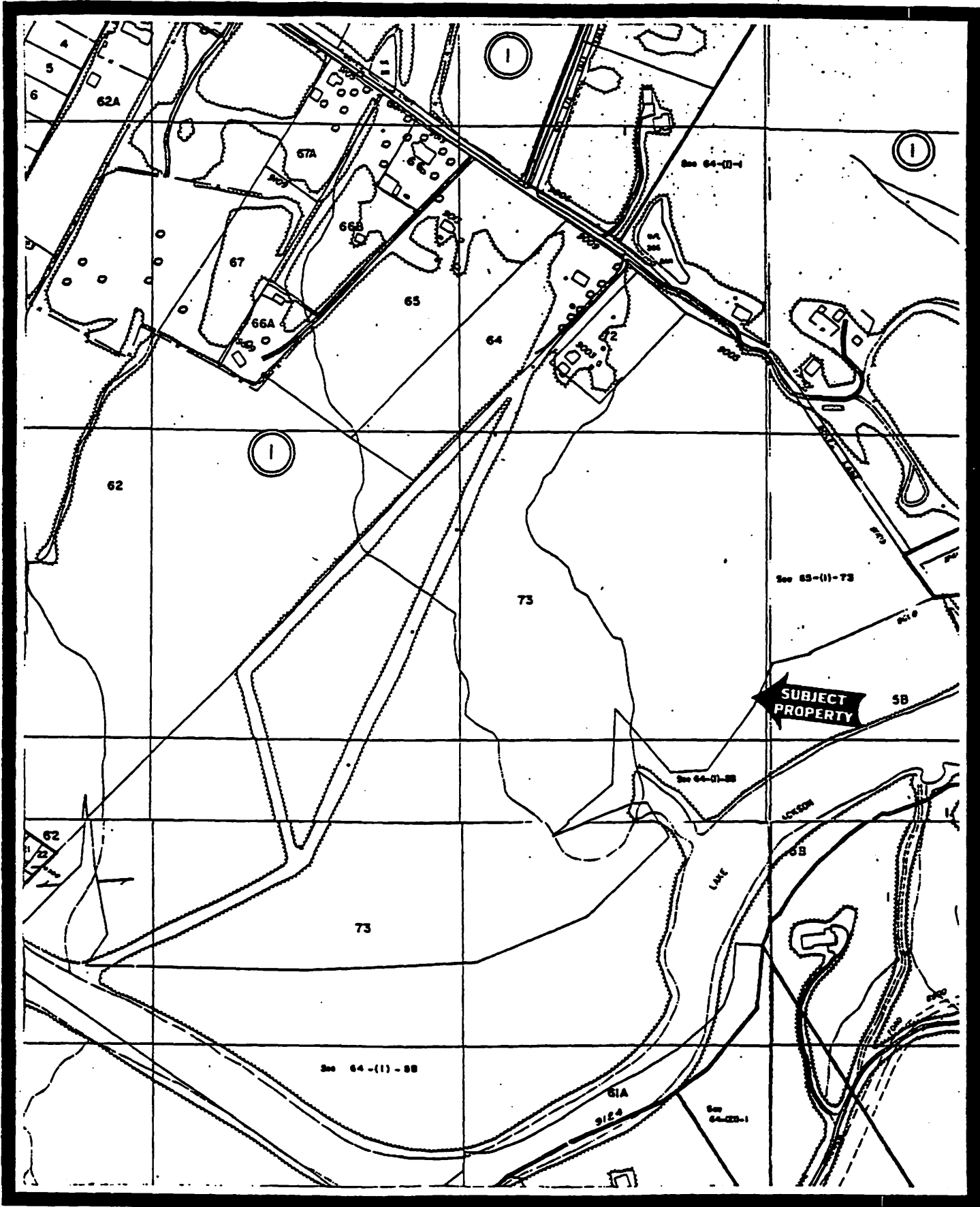
In January, 1989, Housing Data Reports, a publication which tracks new home sales in the Washington Metropolitan Area, was tracking new home sales in 28 subdivision marketing single family detached housing in Prince William County. These are not all of the subdivisions in the county but were the communities with sales of 1 plus house per builder per month. These subdivisions have lots of similar sizes as planned for the subject. Of the 28 subdivisions, 17 were located in the Woodbridge-Occoquan area and 11 were located in the Manassas area. The average absorption per project was 4 units per month in the Manassas area and 4.76 units per month in the Woodbridge-Occoquan area which also includes Dale City.

The subject is also being appraised as of October 16, 1995. There are 15 subdivisions in the western half of Prince William County marketing single family detached housing comparable to the housing which would be constructed on the subject property. These subdivisions have an absorption pace of 2 units per month. These projects are located near the City of Manassas and along the Linton Hall corridor.

The County description in the addenda includes information on history of numbers of building permits as well as other market condition data.

Financing for vacant land was essentially unavailable in January of 1989. In October 1995, financing is available at rates around 10% for 70% of the market value of land ready for immediate development.

Future supply and demand relationships are now expected to remain the same, but in January of 1989 there was great concern about the building industry.



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LAND DESCRIPTION

Size: 72.6819 acres or 3,166,024 sq.ft.
From a Preliminary Plan for Doves Landing which was designed to the R-10 zoning criteria, there are 106 lots on 60.99 acres planned for the property. The lots range in size from 225,200 square feet to 10,000 square feet. The average lot size is 24,117 square feet, which is just over 1/2 acre. Of the 106 lots a portion of 35 of the lots are located in floodplain. There are 5.39 acres of open space on 7 separate parcels scattered through the subdivision. Of these 7 parcels, "Parcel A" is 0.46 acres which does not border the larger tract which is subject.

Shape: Irregular but ok,

Frontage: The parcel has no frontage on a state maintained road. Access to the parcel is via an easement which extends from the end of state maintenance on Doves Lane. This easement is located at the northeasternmost portion of the subject. From Doves Lane there is a strip 30.09 feet wide and 416.15 long that extends to the main part of the parcel beside the Kitchen property. East of the Kitchen property, the subject fronts on an abandoned portion of Sinclair's Mill Road.

Road type: Doves Lane is a gravel 2 lane state maintained road. If developed under R-10 zoning, the roads accessing the subject and the roads within the subdivision would have to be constructed to state standards which requires improvements to Doves Lane.

Entry: The owners planned to gain access to state maintained roads through Doves Overlook in 1988 via Smithfield Road. The current cost to construct Smithfield Road is estimated at \$619,052. The pro-rata share for the subject is \$129,371 or \$1,209 per lot if developed in conjunction with Doves Overlook. Without Doves Overlook the subject might bear the total cost for the construction of Smithfield Road. Entry can be obtained via Doves Lane however this would require purchasing additional right of way and making improvements to existing Doves Lane.

If the property were developed with well and septic, the access roads and the interior streets of the subdivision could be gravel and Doves Lane would not have to be improved. The required street right of way would need to be 40 feet wide which would require obtaining additional right of way. The could be obtained from the neighboring parcel #72 owned by Terry L & Eva Jean Kitchen. The reported asking price of this parcel is \$90,000.

Access: The City of Manassas is 3 miles north via Brentsville Road and Route 234. From the City of Manassas, Route 28 provides access to western Fairfax County and Interstate 66. Reaching Doves Lane from Brentsville Road requires traveling Bradley Forest Road to Smithfield Road. These are narrow 2 lane, paved, state maintained, roads.

Sewer: Sewer is available 16,100 feet to the east at the Cockrell Branch trunk. The current cost of constructing sewer and water mains to the subject is estimated at \$2,218,879. If developed in conjunction with Doves Overlook the pro-rata share for the subject is \$456,606 or \$4,267 per lot.

There are reported to be 4 septic field sites with an 80% probability of approval and 2 additional sites with a less than 50% probability of approval on the property.

Water: Public water is 14,200 feet north. The estimated cost of the water main is \$439,600. There are plans for well lots which would be dedicated to the Service Authority according to the preliminary plan. If the subject was subdivided with large lots, the lots would have private wells for each lot.

Topography: Gently rolling down to nearly level flood plain. The general topography is low, 80% of the property is located between the 500 and 100 flood plain.

Soils: A letter from Mr. John Elder to Castor Chasten, Planner II, dated August 2, 1989 describing the soils of the subject property is included in addenda. The client reported that there were 6 perc sites located on the subject. The probability for approval of 2 of these lots is less than 50%, an estimated lot count of 5 perc sites will be used.

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Vegetation: The property is completely wooded with relatively large trees, most of which are hardwoods.

Flood plain: According to FEMA maps #51153C0178 D, #51153C0186 D, 51153C0187 D, and 51153C01187 D approximately 20% of the subject is within zone X above 500 year flood plain, 45% is designated AE which is 100 year flood plain, and the remaining 35% is within zone XU which are areas of 500 year flood and areas of 100 year flood with average depths of less than 1 foot. The Prince William County Mapping Department defines XU as the area located between the 500 year and 100 year. The effective date of the maps is January 5, 1995. The area in flood plain appears unchanged from the earlier maps. The 4 separate map numbers are due to the subject being split between 4 map pages.

Natural Value: none observed but the appraiser is not an expert in these matters.

Wetlands There were no RPA designations in January 1989. In October 1995, approximately 35% of the subject property is designated as a RPA, (Resource Protection Area) which indicates the presence of wetlands or protection of adjacent wetlands or streams. The subject borders the Occoquan River the land adjacent to the river and is low lying.

Other values: There was no obvious evidence of cultural value, recreational value, or scientific value observed on the subject property. The property borders land owned by Prince William County on its southern and western boundary. This is based on an inspection of the property and the County's Comprehensive Land Use Plan which identifies environmental resources, designated cultural resources, public land, and parks/open space. There is an easement for an overhead, 2 phase electric line which is near the western boundary of the subject. The easement crosses the western boundary near its northern end and extends approximately 400 into the property before crossing the Occoquan River along the southern boundary of the subject.

Other:

There is a small parcel which is mapped as "Parcel A" on the Preliminary Plan of Doves Landing. This parcel does not border the larger subject parcel. Parcel A is separated from the subject by the land which is owned by Prince William County which borders the Occoquan River along the southern boundary of the subject. It is mapped as tax map 64-001-5B.

BUILDING DESCRIPTION

There are no building or structures located on the subject property.

ZONING AND LAND USE PLAN

Current zoning is R-10 without proffers. On the preliminary plan there is a comment; "Note: A monetary contribution of \$12,942.60 will be made to the Prince William County Park Authority."

A copy of a Preliminary Plan for Doves Landing which was designed by the engineering firm of Greenhorne & O'Mara, Inc. dated January 9, 1988 with revision in November 13, 1989, February 8, 1990, and March 23, 1990 was supplied by the client. A Preliminary Plan of Doves Landing was first submitted to Prince William County on February 10, 1987. From the plan dated January 9, 1980 there are 106 lots mapped on the subject. These lots range in size from 0.229 acres to 5.169 acres. This is not an approved Preliminary Plan but is an indication of a possible development plan for the subject.

The Long Range Future Land Use Map Adopted August 3, 1982, amended May 2, 1989, indicates the planned use of the subject is Rural Residential which is planned for 1 dwelling per 1 to 5 acres. The Rural Residential planned use was superseded by a court ruling and the R-10 zoning which is the higher density qualifies as the Long Range Planned Use. From the Long Range Planned Use Map dated November 16, 1993 the planned Use is SRL Suburban Residential Low which is 1 to 4 units per acre. The current planned use is in line with the current R-10 zoning.

The present use is in compliance with existing zoning and the land use plan.

Proffers have been required for rezoning in recent years. Land zoned before proffers were required is exempt from proffers. Average cost of proffers is approximately 10% of land value but ranges widely. The amount of road frontage has a large effect on the cost of proffers since typically road dedication and road construction are normally required.

In considering development of the subject under the R-10 zoning the first hurdle to overcome is entry to the subject. The subject fronts on a easement which provides access to state maintained Doves Lane. There is another possible entry point to the subject property which is through the parcel which borders the subject along its northwestern boundary. The owners of the subject property have indicated there was an informal agreement with Doves Lane Associates, the owners of the neighboring property. The agreement was for the subject to gain access to a state maintained road through their property. The timing of when this access would become available, the cost associated with construction of the access road to the subject property, and the maintenance agreement until the road was taken into Virginia road system is not known.

The access which is available from the subject to Doves Lane has not changed from 1988 to 1995.

The easement which the subject fronts on is abandoned Sinclair Mill Road. This access is believed to be 30 feet wide. From the Preliminary Plan of Doves Landing, state maintained Doves Lane has a prescriptive right of way of 30 feet. In developing the subject it reasonable to belive that the developers of Dove Landing would be required to and would want to make improvements to Doves Lane. Some of the improvements along Doves Lane would be to pave Doves Lane and widen the current road width. In doing this the drainage ditches along Doves Lane would have to be improved. If any utilities were located in these areas they would have to be moved. Any improvements which took place out side the 30 foot wide right of way would require obtaining additional right of way from the land owners along each side of Doves Lane. From the 1988 Prince William County Tax Records there were 10 separate land owners along Doves Lane. It is not known if the owners of Doves Landing had made attempts to obtain the additional right of way.

To proceed with off site road improvements a Public Improvement Plan which shows the road improvements would be needed. This plan would be submitted to the county and Virginia Department of Transportation for approval. A preliminary study of the Public Improvement Plan would improve the marketability of subject by showing there is ingress and egress without being dependant on the development of the adjoining parcel.

The second possible access road from the subject to a state maintained road is through the neighboring proposed subdivision known as Doves Overlook via proposed Smithfield Road. This access is hinged upon the development of Doves Overlook. As discussed earlier, there was reported to have been an informal agreement between the owner of the subject and the owners of Doves Overlook to allow access through Doves Overlook through Smithfield Road. Smithfield Road is the primary road through Doves Overlook. The terms of this agreement are not known. The Prince William County Planning Department also requires interparcel connectors between adjoining parcels. The developers of the subject would gain access after a road was constructed on the adjoining parcel.

Prince William is now the current owner of the adjoining parcel.

[REDACTED]

The subject is zoned R-10 and can be developed with septic but is limited to the number of septic field sites which could be located on the property. The subject would not need to be rezoned for this use. The quality of the soils on the subject limit the number of possible septic field sites on the property. It has been estimated that there are 6 possible sites on the subject property. This would be the maximum number of lots the subject could be subdivided into. With 6 lots, the average lot size would be 12 acres per lot. Since the probability for approval of 2 of these lots is less than 50%, an estimated lot count of 5 will be used.

If the subject were developed with the R-10 zoning with 5 large lots the development standards would be greatly reduced. The developers could apply for a variance from the BZA to develop the subject under the A-1 zoning standards which allow the current access via Doves Lane and the easement to the property but the width of the easement is required to be 40 feet where it is 30 feet.

HIGHEST AND BEST USE

The highest and best use of a property is the use that will produce the greatest net returns. It is the most profitable likely use. First, one must consider the highest and best use of the land as if it were vacant and available for development. Second, the highest and best use of the land with its structures must be evaluated. Most often, the highest and best use is the present use. However, there are situations when the existing structures do not constitute the highest and best use of the land. The highest and best use is defined in "The Appraisal of Real Estate", ninth edition, published by the American Institute of Real Estate Appraisers as:

"The reasonable and probable use of vacant land or improved property, which is physically possible, appropriately supported, financially feasible, and that results in the highest value."

There are 4 criteria for highest and best use. The text just cited says:

"The highest and best use must be

- 1) physically possible,
- 2) legally permissible,
- 3) financially feasible,
- 4) maximally productive.

In my opinion the highest and best use of the land in January 1989 was to hold it as an investment while awaiting possible development of the adjoining parcel that would bring sewer, water, and a state road nearer with or without cost sharing. Now ~~without~~ the possible development of the adjoining parcel, the highest and best use is to develop with the maximum number of lots which are available using well and septic systems. It has been estimated by specialists that there are 4 probable and 2 questionable septic field sites on the property. There are subdivisions near the subject marketing lots which range in size from 1 to 10 acres. The highest and best use has changed from January, 1989 to the present.

with *would be the same but w/ out prospects is* *use* *show* *to* *highest* *best* *use*

Physically Possible

Physically, the land is suited to these uses. The soils on the subject property are generally poor due to the portion which is mapped as flood plain and relatively low percolation. Only 20% of the total acreage of the subject is located outside the limits of the 500 year flood plain and 65% of the property is located outside the 100 year flood plain. This limits the portion of the subject which can be developed. The soils of the subject limit its potential development with septic sites to a maximum of 6 sites, but 2 of those potential sites are characterized as having a less than 50% probability of approval.

Legally Permissible

It is zoned R-10 for single family detached housing on lots as small as 10,000 square feet.

Surrounding properties are vacant or used for residences on relatively large lots and the trend has been slow conversion from woodland to large lot residences.

Financially Feasible

Economic feasibility of development with sewer and water was poor in January 1989 and now. Efficient development was dependent upon development of the adjoining parcel and that was uncertain. Financing of offsite improvements was not really available in 1989 but is somewhat available now. The site was remote and lot prices would have to be at lower than average prices. High sewer costs would reduce the net income available to the land owner. Market times for lots were long in 1989 but have improved now. The supply of competitive land was abundant in January 1989, numerous prospective buyers were dropping their deposits and not settling on similar land. Now there are developers buying R-10 land and land for large lot development but they are selective and throughout the 1990's have been buying land ready to develop. Having to wait for others to build roads and sewer lines made this land suited to speculative investment rather than immediate development in January 1989. Now, with some remaining access problems, it is ready for large lot development.

Maximally Productive

The land would be most valuable if held as an investment in January 1989. Now it would be most profitable to develop it with large lots immediately since holding costs of 11% exceed lot price increases around 6% now seen in the market.

The expenses of developing the subject under the R-10 zoning is discussed in greater detail later in this report.

LAND VALUE ESTIMATE

Sales that are representative of the subject's market value are described on the following pages. After this, they are compared with the subject with adjustments made to account for differences between the comparable sales and the subject. Presented below is a complete explanation of the criteria used to account for these differences. Then presented are the individual sales followed by the comparison section.

Adjustments For Differences in Land Features

Adjustments for differences between the subject and similar properties are based on several major sources. My experience in analyzing sales prices while appraising the past 24 years, have provided me with the knowledge of the effects of various characteristics on prices. Over those years, I have occasionally found pairs of sales of properties that were nearly identical, except for the difference of one feature. These paired sales showed the effect of one feature on market value. Sales studied were mostly in Prince William, Culpeper, Stafford, and Fairfax Counties of Virginia but some examples were found as far away as, Maryland, Pennsylvania, and New Jersey where I have done some special appraisals. Some factors are drawn from computer assisted studies I conducted while developing and operating an automated assessment system of all the 20,000 sales that occurred in Prince William County during a six year period. Later I used a computer for statistical analysis of all the commercial and industrial land sales transacted from 1985 to 1990 in Manassas City.

The most important statistical study used by me and others is multiple regression analysis which measures the effect the main physical characteristics have on sales prices. Multiple Regression analysis is discussed in The Appraisal of Real Estate, Tenth Edition, and says in the opening statement in the section on "Statistical Reference" in Appendix B, page 661:

Statistical inference is based on the assumption that past market actions provide a valid basis for forecasting present or future market actions.

Statistical studies of past market transactions indicate that there are significant variations in price for characteristics such as size, shape, neighborhood, and access. Paired sales, groups of sales, information from buyers, and statistical analysis in many areas all indicate that the main characteristics that drive market values are applicable to real estate in different regions and over time.

The results of statistical studies and paired sales is tempered by general experience with sales and motivations of buyers to arrive at reasonable adjustments for the differences between the property being appraised and comparable sales.

Following is an explanation of the adjustments used to evaluate differences between the subject property and the comparable sales. After they are described, sales that are representative of the subject's market value are presented, and adjusted accordingly to arrive at the final estimated market value.

Date of sale: Sale prices of land in the subject's area increased in excess of 24% per year from 1985 to 1989. Since the beginning of 1989, prices have decreased measurably. Comparable sales of undeveloped tracts are adjusted as listed in the table above the sales comparison grid. In the comparison of finished lots to the subject, recent sales are used to avoid the need to adjust for changes in market conditions.

Location: Adjustments are based on the convenience to commuters and the value of surrounding housing. These adjustments were derived from sales studies I made and directed as County Assessor. The studies of sales included statistical analysis of all sales in Prince William County for a period of 6 years, and lot price patterns in a 500 lot subdivision in Fairfax County.

Accessibility, is rated and adjusted for differences in convenience for commuters. Studies of sales showed a pattern of lot values decreasing 1/2% for each mile distance from an interchange. Immediate access also affects prices; properties with frontage on state roads command a premium over those with access over a privately maintained road.

Surroundings are measured by the average value of buildings surrounding the property. Clearly surroundings are one of the most important factors in setting the price of a property. From large statistical studies, the rate of influence upon residential land prices appears to be 1/3% per 1% change in value. For example land sales in an area of good buildings (where building values are around \$60 per square foot) show land selling for 10% more than in an area with average quality buildings (where building values are approximately \$45 per square foot). While I was County Assessor, all lots in Prince William County were assessed using that as the measure of surroundings, with an average error between assessed values and sales prices of only 5% in residential properties.

Zoning: To the greatest extent possible, sales with the same zoning as the subject are used. Adjustments in zoning are made depending on the amount of engineering completed at the time of sale. It takes around six months to one year to engineer a zoned parcel and get County approvals for subdivision. Rezoning of a parcel will take an additional quarter year. During this time there are engineering expenses and county fees to be paid, as well as the expense of carrying the land during that period. A table listing the cost bringing a property only zoned to the status of plan approved, ready for recording, follows. Most undeveloped residential land purchases in this area are of property with lots ready to be recorded.

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These expenses must be considered when comparing sales of land only zoned to land with engineering complete and lots ready to be recorded.

Financing, when unusual or special, is adjusted for and explained when applicable. Financing was not available from 1989 till 1995 from traditional sources for raw land without preliminary engineering completed. Consequently, land carrying costs during this period was at equity investment rates, which is were around 20% per year.

Engineering is the second largest cost; plans for this type of subdivision typically are in the range from \$800 to \$1,200 per lot for construction plans and record plats, including some extra revisions that typically occur. Taxes must be paid during this time; taxes are estimated at 1% per year.

| | |
|-------------------------------|-------------------------------|
| Carrying cost | 20% for 1 year, @ equity rate |
| Engineering design, submittal | 10% to 15% |
| Taxes | 1% |
| | ----- |
| Value of prelim. plan | 31% |

Sewer: Sales of land with and without sewer in various places in Prince William County, most evident when sewer was installed in Wellington Road westward from Manassas, show that sewer at the property or near it doubles the land value as compared to land which percolates poorly and has no prospects of obtaining sewer. Where sewer lines must be built, sewer lines, engineering, and other associated costs total approximately \$50.00 per square foot. A pump station costs approximately \$50,000 to \$100,000 depending on size. Since most people will not bear the cost of building a line by themselves, the influence on land value is usually less than the full cost to extend a sewer line. In the City of Manassas the pattern of prices for distance from sewer showed land prices dropping 7% per 1,000 feet which was 38% per mile up to a maximum of 50%. In the subject's case the cost of sewer line extension is known.

Topography: Sales show a decrease in price with increasing steepness of land. The influence on price is in the range near 1% per 1% of slope angle. (Slope is measured in percentage of rise (a rise of 1 foot in 100 feet is a 1% slope.) As an example, moderately sloped land with 5% slope angle sells for approximately 10% more than rolling land with a slope angle of 15%.

Shape: Irregularly or triangularly shaped lots possess unusable land or restricted building area. Narrow lots leave less land between houses which reduces appearance and privacy. With the minimum width lot of 100 feet, side yard requirements of 25 feet would leave room for a 50 foot house and a 2 car garage. While wide enough to build a typical large house, privacy is reduced. Adjustments are made accordingly.

Some sales possess water frontage which adds to the land value. Flood plain generally detracts from market value. However, since flood plain can be counted as density, the effect on value can be minimal if the flood plain is small and can serve as part of back yards. All sales are adjusted accordingly.

Size: Adjustments are based on past experience with the relationship of size to prices, which affects the total cost of a project and the absorption time. Sales of tracts of land indicate a pattern of little difference in price for various sizes of parcels. The lack of discount for size is explained, by developers, by control of a larger area offsetting the disadvantage of size. Individual lots are affected by size.

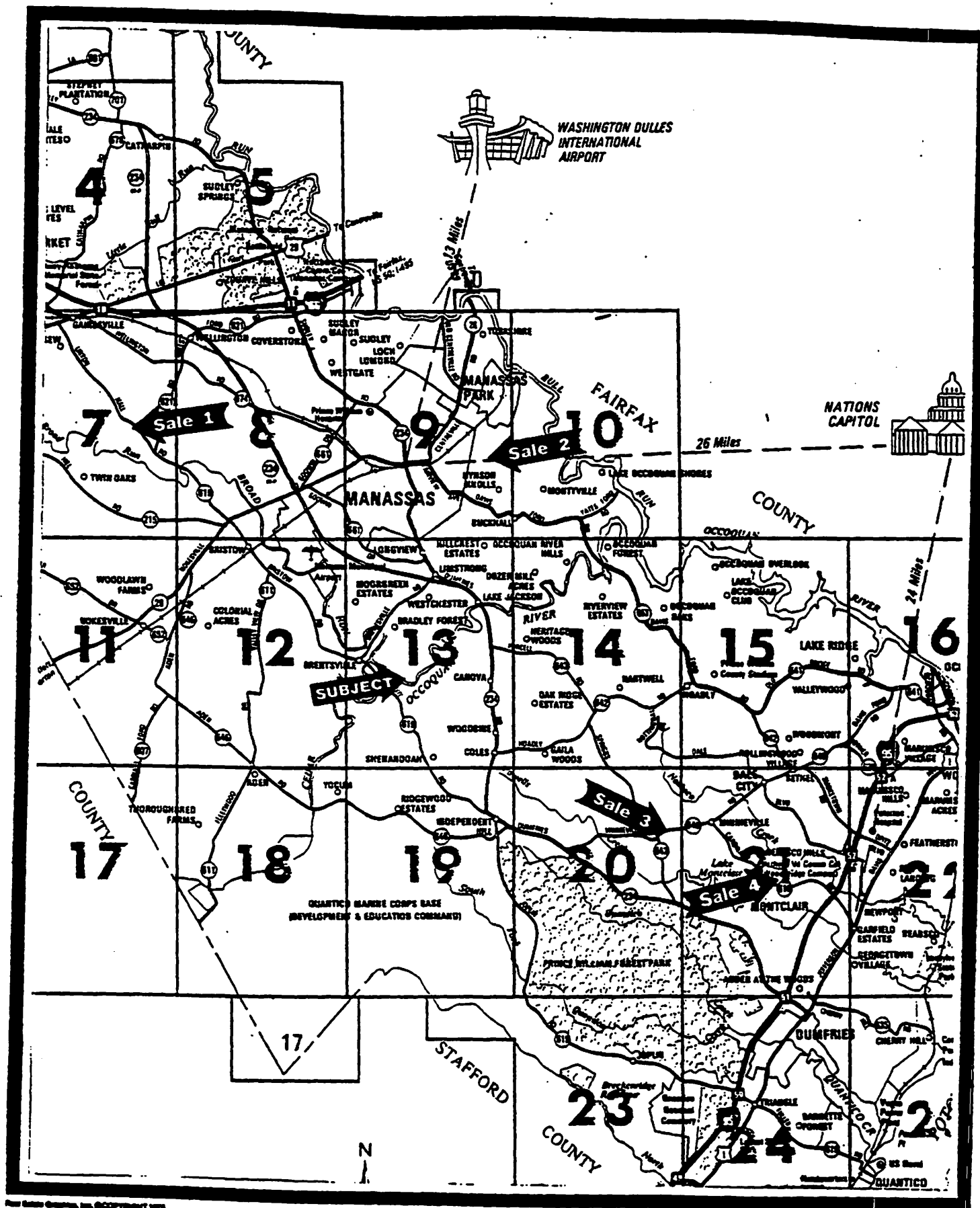
Sales of a large number of lots in one sale show a discount in price as compared to phased delivery. As an example Equity Resources, Inc. purchased 39 lots in Brittany Subdivision (PWC tax map# 17-9-multiple lots) for \$2,397,468 or \$61,500 per lot in January of 1990. In August 1990, in the same subdivision, N.V. Homes, Inc. purchased 3 lots for \$219,000 or \$70,500 per lot. Winchester Homes purchased 34 lots, in December 1991 in the Lake Ridge Community. The consideration was \$1,487,500 or \$43,750 per lot. Earlier in 1991 Winchester Homes had made purchases of 6 and 8 lot groups for \$55,000 per lot. The price difference for the larger number of lots as compared to the small number was -26%. After purchasing these lots in late 1991, which reportedly required an additional cost of \$2,000 per lot, a contract was signed with Ryland Homes. Ryland Homes contracted for 35 lots and purchased their first lot in January 1992 for \$57,000 per lot. This phased delivery represents a 30% increase over the bulk sale.

Development costs that are unusual or different between the subject and comparable sales are adjusted based on the cost of the development item. In the case of old zoning, although there are no proffers, there usually will be frontage improvements to roads required by the county.

Frontage improvements are based on the number of vehicle trips per day generated by the subdivision. These are minimum improvements that can be increased during the zoning process. The number of vehicle trips per day is the number of lots in the subdivision multiplied by 10. For a subdivision with less than 300 units a simple subdivision entrance is required. Frontage improvements would include right of way dedication, and a left turn lane. The typical length of the improvement would be 550 feet. In a subdivision with over 300 units a full entrance is required which

includes right and left turn lanes and acceleration and deceleration lanes. The total length of the frontage improvement increases with full entrance for a street with a posted speed of 35 miles per hour. The length of the left turn lane is 550 feet and the right turn lane is 425 feet. The cost of frontage improvements varies depending on the quality of the existing street, existing topography, the posted speed limit and the volume of traffic on the street. A subdivision with a simple improvement frontage improvements are adjusted at \$100,000. The cost of a full improvement for a street with a posted speed of 35 mph is adjusted at \$170,000. A street with 45 mph is \$190,000. With a posted speed of 55 mph is adjusted at \$225,000. The estimated cost of the frontage improvement is then divided by the total number of lots in the subdivision. This is the number used in the adjustment grid.

The following comparable sales are used to provide one estimate of the market value of the subject as of January 1, 1989. The first sales are of undeveloped land planned for single family detached residential housing. Following these will be comparable sales of fully developed residential lots which occurred prior to January 1, 1989. The appraised value of fully developed lots will be used to estimate the value of the subject in a simplified development analysis.



Undeveloped Land 1988, Sale 1

Tax map #: 105-01-000-0002, 2A, 2B, 2C, & 2D

Address: 8750 Linton Hall Road
Kingsbrooke subdivision
Gainesville, Virginia

Grantor: Lacey, Frederick M., Jr.
Lacey-Montgomery Joint Venture, a VA G.P.

Grantee: Capital Homes Associates I, L.P., a VA L.P.

Contract Owner: Richmond American Homes of Virginia, Inc.
a VA corporation, as of 5/5/87

Price: \$16,542,500 or \$52,435 /per acre
\$30,921 /per lot

Date: Sep-88

Size: 315.48459 acres 535 proposed lots

Zoning: R-20, rezoned without proffers, preliminary
site plan approved.

Shape: very irregular

Surrndings: Large tracts of vacant land, with industrial
sites. Near Gainesville which is 2 miles
west, the City of Manassas is 5 miles north.

Entry The parcel has adequate frontage on Linton Hall
Road a paved 2 lane state maintained road.

Access: Average, the I-66 and Route 29 interchange is 2
miles west.

Topog.: Level to gently rolling. Soils in area are
below average due to clay and being shallow to
rock.

Floodplain FEMA map # 510119-0090, shows there is
floodplain along both Rocky Branch and Broad
Run which form part of the property boundary.

Sewer: Enough available for immediate development at
time of purchase. Linton Hall Trunk Line was
planned to serve region but not built. Sewer
line extension cost prorated.

Deedbook: 1596 Page 0147

Financing: none recorded after Deed of Trust, reported to be foreign equity.

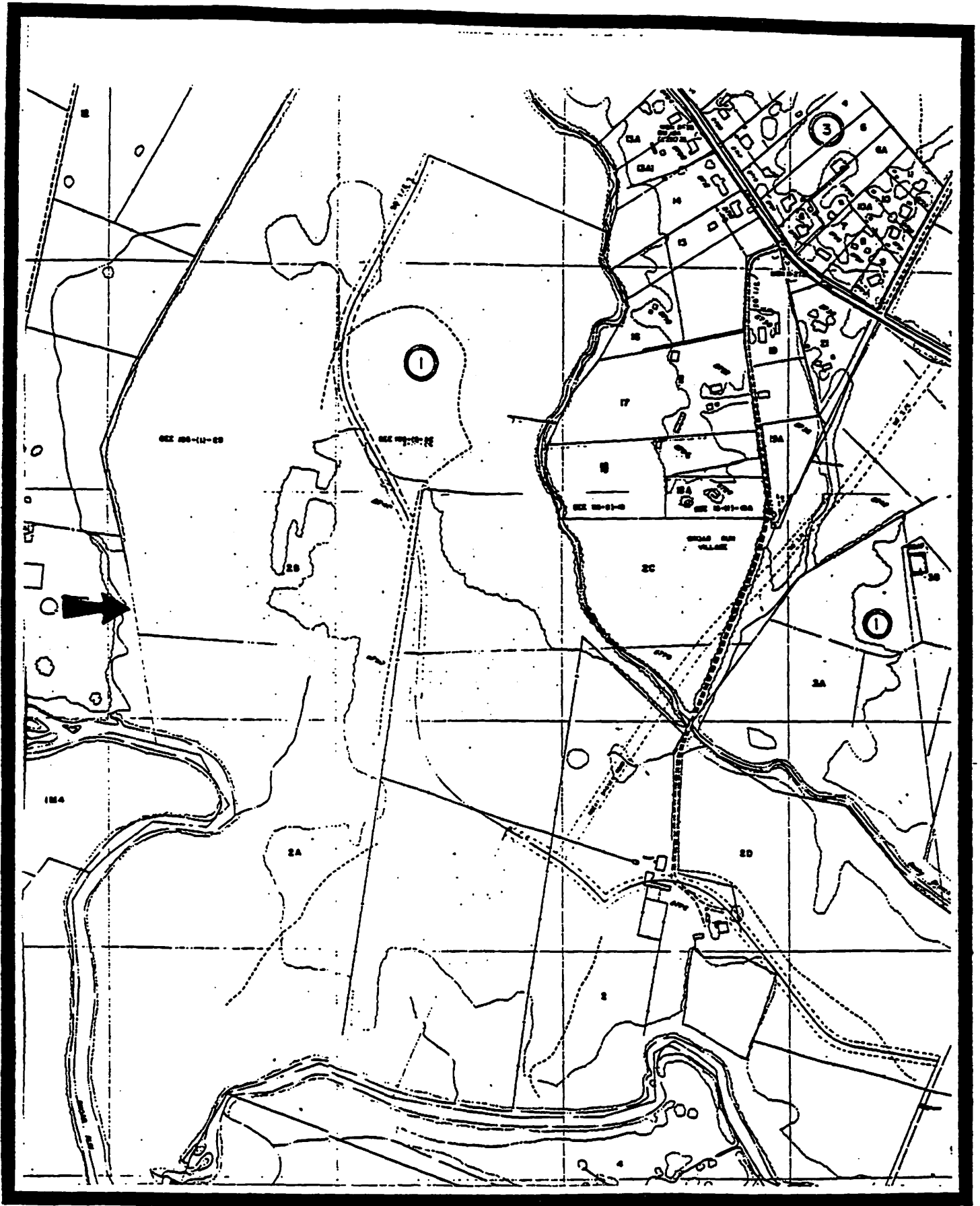
Source: County records, buyers staff

Comments: Lacey-Montgomery was a fourth party to this transaction. The fourth party did not have title to the property, but was included to convey any possible interests.

Richmond American was a contract owner of the combined parcels from a sales and purchase agreement signed with Lacey in May of 1987.

A Deed of Covenant, recorded in Deedbook 1596, Page 0156, allowed Capital to purchase the contract Richmond American had with Lacey. There were certain items contained in this Deed of Covenant which are outlined as follows. There was a preliminary plan for 535 single family residential lots which was approved by the County, and the purchaser could try to get approval for more lots. If approval were granted for more than 535 lots, Capital would pay \$20,000 each, up to a total of \$2,400,000, if the approval were obtained before August 29, 1993. There were other sections which are not outlined.

The buyer's staff reported the property was purchased because of the approved preliminary site plan and non-proffered zoning.



Reel 1000-11-00

Undeveloped Land 1988, Sale 2

The following comparable is one parcel which was purchased by 2 separate grantee's, the deeds were recorded together. The consideration is described separately but the sale is combined as one comparable sale.

Tax map #: 100-001-000-00173C
100-001-000-00289

Address: 8103 Signal Hill Road
8304 Davis Ford Road
Arrowood subdivision
Manassas, Virginia

Grantor: Kline Properties Limited Partnership

Grantee: Windson Development Corporation
The Haddon Group of Virginia, Inc.

Price: \$4,200,000 173C \$77,032 /per acre
\$3,600,000 289 \$30,000 /per lot

\$7,800,000

Date: 13-Jun-88

Size: 54.806 acres #173C
46.45 acres #289
101.256 total acres 260 lots

Zoning: R-10 rezoned August 7, 1987 with proffers, which include extensive frontage improvements, and \$500 per lot cash proffer. Preliminary Plan received approval May 18, 1988. The proffered density is 2.75 dwelling units per acre while the preliminary plan density is 2.5 units per acre.

Shape: irregular, but ok.

Surrndings: City of Manassas close by with a mix of residential housing ranging from apartments to detached housing, and commercial near along Route 28.

Entry: The parcel has frontage on Davis Ford Road to the south and Signal Hill Road to the north. Two entrances are planned with the development of the subdivision.

Access: Good, the City of Manassas is a short distance to the west. Liberia Road is also a short distance to the west which intersects with both Davis Ford and Signal Hill Roads. Signal Hill also intersects with Blooms Road a short distance to the east. Route 28 is close. The I-66 and Route 29 interchange is 3 miles west.

Topog.: Nearly level to gently rolling with Buckhall Branch crossing through the mid portion of parcel 173C. No flood plain. The soils are generally good, depth to bedrock is deep.

Sewer: Available, 2,700 feet to sewer main at Russia Branch; requires a pump from the property to the opposite side of Signal Hill Road. The cost of force main and the pump are estimated at \$180,000. Water is available 700 feet from property.

Cost/lot = \$692

Buildings: There were several out-buildings and an older house on the property.

Deedbook: 1573 Page 41

Financing Windson Development Corp. received financing from Riggs Bank in the amount of \$3,720,000 The Haddon Group financed the purchase through a Credit Line Deed of Trust from Mid Atlantic National Bank.

Source: County records, REDI

Comments: The property was acquired by the grantor in October, 1987 for a consideration of \$2,300,000. Proffered frontage improvements include a 2,500 half section of Signal Hill Road between Liberia and Blooms Road which is 2 lanes of a 4 lane undivided road. Frontage improvement along Davis Ford includes 55 foot wide right of way dedication with a right turn lane from Davis Ford to Liberia Avenue. The cost of the frontage improvements are estimated at \$625,000 or \$2,404 per lot.

Undeveloped Land 1988, Sale 3

Tax map #: 33-002-000-00B

Address: 14625 Minnieville Road
Courtland Heights subdivision
Manassas, Virginia

Grantor: Coleman, Jack D. Trustee

Grantee: Samuel A. Finz Company

Price: \$660,000 \$24,089 /per acre
\$10,645 /per lot

Date: 27-Jun-88

Size: 27.398 total acres 62 lots

Zoning: R-10, rezoned for 62 lots, April 28, 1988, with proffers. Proffers include frontage improvements of a half lane of Minnieville Road Left turn lane, acceleration and deceleration lanes. Cash proffers are \$1,000 per unit for transportation which can be credited to the frontage improvements, \$1,000 per lot for schools, and \$125 per unit for parks. The density is 2.2 lots per acre with an average lot size of 13,200 square feet.

Shape: Irregular, but ok.

Surrndings: Vacant land and rural residential housing to the south. To the north sections of Dale City have been developed with single family detached housing in the \$80,000's

Entry: Average, Silverdale Drive is opposite the property, full frontage improvements are required with development.

Access: Average, property fronts on Minnieville Road near its intersection with Spriggs Road. I-95 access is 5 miles east via Dale Boulevard to the north or Dumfries Road to the south.

Topog.: Gently rolling, with long broad hills, several streams traversing the southern half of the property.

Sewer: Not readily available at the time of sale, the Powells Creek Interceptor was 6,095 feet east. The cost bring sewer to the site as of September, 1988 was \$197,250. The Prince 2130 William Service Authority was to bring sewer to the area with the development of a larger subdivision further south on Spriggs Road. There is sewer available on the opposite side of Minnieville Road which is owned by the Dale Service. There was a plan to temporarily pump sewer from the property across Minnieville Road but the details were never completely worked out. Water was available 4,000 feet east at the intersection of Cardinal Drive and Minnieville Road. Sewer was built in 1993 at no cost to the developer.

Deedbook: 1580 Page 1649

Financing: Credit Line Deed of Trust, Dominion Trust Company in the amount of \$2,268,750

Source: County records, REDI

Comments: There was a second rezoning in 1989 for 8 additional lots. Development plans received approval August, 1993 for a maximum of 70 lots with proffers. Cash proffers include \$72,600 to be paid at the issuance of the first building permit, \$69,750 to be paid at the issuance of the first occupancy permit and per lot cash proffers totaling \$1,410 per lot to be paid at the issuance of each building permit. Proffers include language which can reduce the transportation proffers of \$71,600, in trade for offsite road improvements. Total proffers are \$3,444 per lot.

Undeveloped Land 1988, Sale 4

The following comparable is an a assemble of 2 parcels which were purchased on the same day with the same grantor.

Tax map #: 23-003-000-00B2, B3, B31

Address: 15139 & 15157 Cardinal Drive
Prince William, VA

Grantor: Frye, Marie I.
Hedges Wilbur F., et ux
Post Blanche F. & Everett L.

Grantee: Samuel A. Finz Company

| | | | | |
|--------|-----------|-----|------|-------------|
| Price: | \$300,000 | B2 | Size | 12.00 acres |
| | \$300,000 | B3 | | 11.00 |
| | \$300,000 | B31 | | 8.71 |
| | ----- | | | ----- |
| | \$900,000 | | | 31.71 acres |

\$28,382 /per acre

Date: 11-May-88

Zoning: R-10, rezoned in 1887 with proffers of \$915 per lot and one time payment of \$5,000 to fire and rescue. The preliminary plan was approved September 19, 1988. The grantee submitted the preliminary plan. There was also a \$1,000 per lot transportation proffer at the time of sale. This proffer has since been credited to the frontage improvements along Cardinal Drive. Density is 2 lots per acre with an average lot size of 13,671 square feet.

Shape: Parcel B2, B3 and B31 were combined with 1 other parcel. The parcels are irregular, but ok in shape. Parcel B2 has road frontage, B3 does not.

Surrndings: Rapidly developing with single family detached housing. Lake Montclair is on the opposite side of Cardinal Drive, parcel B3 adjoins Neabsco Hills to the east. To the north, sections of Dale City have been developed with single family detached housing in the \$80,000's

Access: Average, property fronts on Cardinal Drive, a narrow 2 lane paved road. I-95 access is 4 miles south at Dumfries Road.

Topog.: Rolling, with long broad ridges, several streams traversing the mid portion of the property. The property required a large amount of overlot grading. Soils are average with some shallow rock at ridge tops.

Sewer: Required new sewer line on south side of Neabsco Creek; Service is provided by the Dale Service Corporation. The developer paid a pro-rata fee to Dale Service Corporation to use the Neabsco Creek Interceptor of \$3,500 per unit plus the tap fee of \$1,067 per unit. Water is at site and is provided by the Virginia American Water Company; the tap fee was \$287 as compared to \$1,300 with the Prince William Service Authority.

Deedbook: 1580 Page 727 parcel B3
1564 Page 724 parcel B2
1564 Page 730 parcel B31

Financing Each of the grantors held a \$200,000 trust on each parcel with payment due in 1991. Riggs Bank also financed \$3,718,000 towards the purchase and development of the parcels.

Source: County records, REDI

Comments: The grantor also purchased 14.807 acres which adjoins parcel 23-001-31 in September 1987 for \$310,000 or \$20,936 per acre. Parcel 31 is rectangular shaped with frontage on Cardinal Drive which provided access to the other parcels. The grantee also purchased parcel 23-003-B31, 8.713 acres in deed book 1564 page 730 a parcel which has no road frontage. The assembly of the 4 parcels was subdivided into 93 lots and is known as Highbridge.

| | Parcel | Size | Price | per acre |
|--------|--------|-------------------|-------------|------------------|
| May-88 | B2 | 12.00 | \$300,000 | \$25,000 |
| May-88 | B3 | 11.00 | \$300,000 | \$27,273 |
| Sep-87 | 31 | 14.807 | \$310,000 | \$20,936 |
| May-88 | B31 | 8.713 | \$300,000 | \$34,431 |
| ----- | | | | |
| Totals | | 46.52 | \$1,210,000 | |
| | | \$26,010 per acre | | \$13,011 per lot |

2786

Topog.: Rolling, with long broad ridges, several streams traversing the mid portion of the property. The property required a large amount of overlot grading. Soils are average with some shallow rock at ridge tops.

Sewer: Required new sewer line on south side of Neabsco Creek; Service is provided by the Dale Service Corporation. The developer paid a pro-rata fee to Dale Service Corporation to use the Neabsco Creek Interceptor of \$3,500 per unit plus the tap fee of \$1,067 per unit. Water is at site and is provided by the Virginia American Water Company; the tap fee was \$287 as compared to \$1,300 with the Prince William Service Authority.

Deedbook: 1580 Page 727 parcel B3
1564 Page 724 parcel B2
1564 Page 730 parcel B31

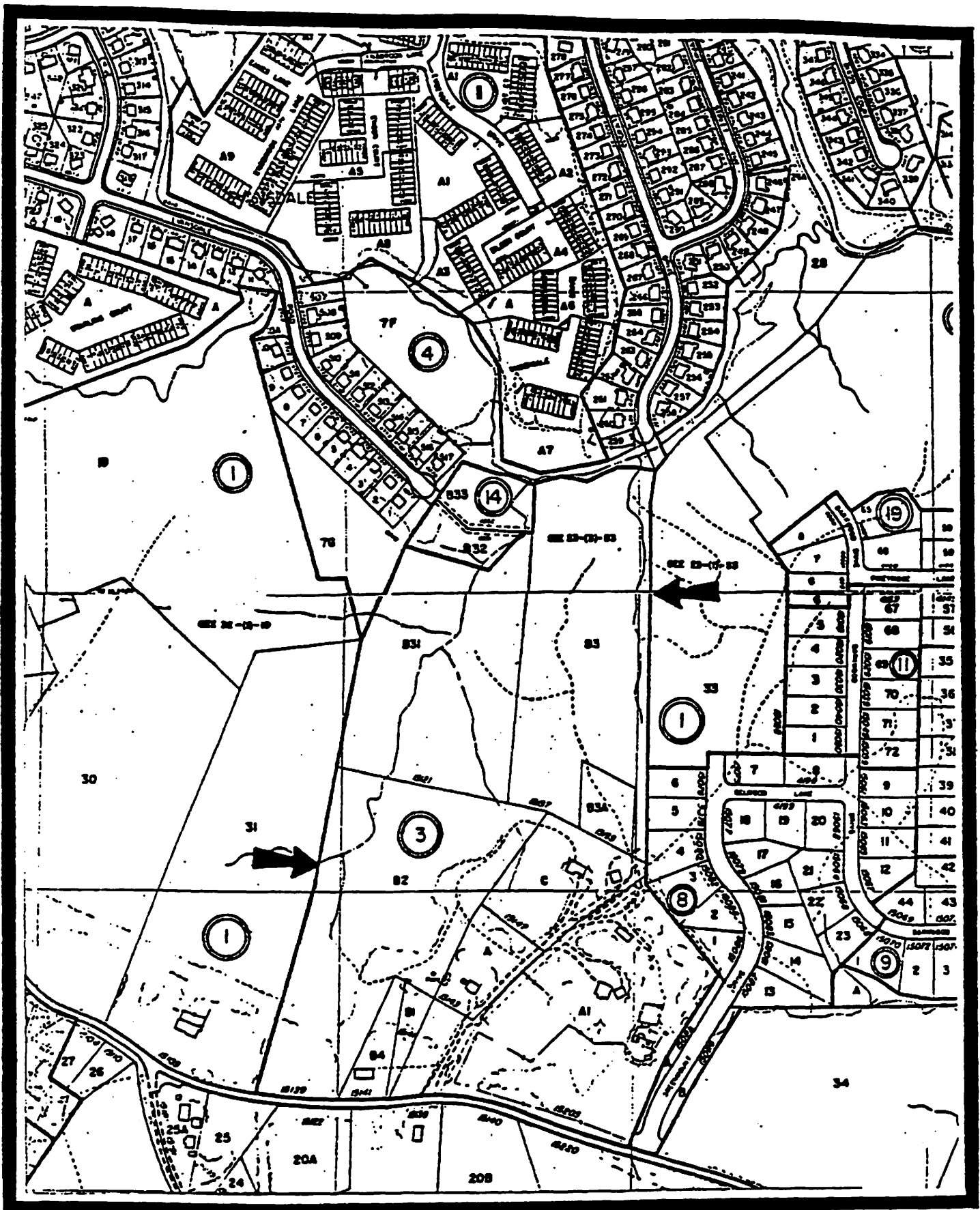
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Comments: The grantor also purchased 14.807 acres which adjoins parcel 23-001-31 in September 1987 for \$310,000 or \$20,936 per acre. Parcel 31 is rectangular shaped with frontage on Cardinal Drive which provided access to the other parcels. The grantee also purchased parcel 23-003-B31, 8.713 acres in deed book 1564 page 730 a parcel which has no road frontage. The assembly of the 4 parcels was subdivided into 93 lots and is known as Highbridge.

| | Parcel | Size | Price | per acre |
|--------|--------|--------|-----------|----------|
| May-88 | B2 | 12.00 | \$300,000 | \$25,000 |
| May-88 | B3 | 11.00 | \$300,000 | \$27,273 |
| Sep-87 | 31 | 14.807 | \$310,000 | \$20,936 |
| May-88 | B31 | 8.713 | \$300,000 | \$34,431 |

Totals 46.52 \$1,210,000
\$26,010 per acre \$13,011 per lot



Comparable Land Sales

The following pages provide descriptions of comparable land sales. After being described, they are compared directly with the subject with adjustments made to account for any differences.

In adjusting sales for differences, the first adjustment is for changes in market conditions since the sale. It is made as a % of sale price. After that adjustment, the other adjustments are added together then multiplied to the market condition adjusted price.

Land Sale Comparison

Adjustment Criteria

| | |
|--------------|--|
| Date | none needed |
| Size : | Sales of tracts of land indicate a pattern of little difference in price for various sizes of parcels. The lack of discount for size is explained, by developers, by control of a larger area offsetting the disadvantage of size. Individual lots are affected by size, and are adjusted at \$10,000 per acre for differences in size. |
| Zoning | all the parcels are comparable, all are zoned for single family detached residences. The differences is in the stage of plan approval. The subject is only zoned and does not have an approved preliminary plan. The comparable sales were purchased with approved preliminary plans with engineering completed. It is believed that some engineer work has been completed on the subject but the extent is not known. |
| Shape | estimated from past experience |
| Surroundings | measured by average value of surrounding buildings |
| Access | rated in terms of convenience to major roads |
| Entry | The subject does not have a usable entrance road. Prorated cost of an entrance is
\$129,372 / 106 lots = \$1,220 |
| Topography | 1% per 1% increase or decrease in slope angle multiplied by the difference between subject's and comparable sales' slope angles plus adjustments for unusable terrain such as floodplain |

2789

Sewer Sewer costs for the subject are prorated with the neighboring Doves Overlook. The prorated cost of constructing the sewer to the property is \$4,627 per lot. This does not include the tap fees to be paid for each hookup or internal sewer lines. Properties which receive sewer and water from the Dale Service Corporation and water from the Virginia American Water have fees which are less than the Prince William Service Authority. The cost to be paid by the builder are considered by the developer when purchasing land for development because it affects the price of finished lots.

Proffers per lot cash proffers paid at the issuance of a building permit are adjusted as a percentage of the sales price.

Development Status: The subject was dependant upon development of the adjoining Doves Overlook for access and sewer. Therefore there was a holding period until development reached the subject and risk. For the holding period cost at 20% times the estimated undeveloped lot value for 1 year, and risk an adjustment is made of
\$1,000 per lot

Other Frontage improvement adjustments are based on simple subdivision entrance and a full entrance as explained earlier in the Adjustments For Differences in Land Features. The cost of the improvement is divided by the number of lots in the subdivision and compared to the sales. For the 1988 sales, the frontage improvements were adjusted for inflation at 4% per year.

Following standard appraisal procedures, in the comparison grid below, the sales price is adjusted first for unusual sale conditions including unusual financing, then the price is adjusted for changes in market conditions, and finally for the combined effect of all the other adjustments. Mathematic steps are to multiply the sales price by the adjustment for financing and market conditions then the resulting adjusted price is multiplied by the sum of all the other adjustments.

Undeveloped R-10 Land Sales As Of January 1989

| Subject Property | | Sale #1 | Sale #2 |
|------------------|--------------|-----------------------|--------------------|
| Doves Landing | | Kingsbrooke | Arrowood |
| Tax Map | 065-001-073 | 105-01-000-0002thru2D | 100-001-173C & 289 |
| Prox'ty | n/a | 5.5 miles NW | 4 miles N |
| \$per lot | n/a | \$30,921 | \$30,000 |
| finance | n/a | 3rd party | |
| mkt.cond | 01-Jan-89 | Sep-88 | 13-Jun-88 |
| # Lots | 106 | 535 | 260 |
| Zoning | R-10, NoPlan | R-20, PlimPl | R-10PlimPln |
| Proffers | none | none | \$500 |
| Shape | Irreg. ok | Irreg.Ok | Irreg.Ok |
| Surrndg | rur,mix,wtr | Vacant lnd | Manas,VacLd |
| Entry | need entran | av.1 Entr. | av+,2Entrs |
| Access | Manss 3 mi. | av.2mi.I66 | good |
| FrntImp. | in entry | FulFnt\$270 | \$2404/lot |
| Topog. | g.rlg,flood | gently roll | gently roll |
| Sewer | \$4,300 | plan/avail | \$700per lot |
| Devel. Status | | ready | ready |
| Other | esmts.req. | | |
| Indicated value | | \$12,584 | \$12,283 |

| Subject Property | | Sale #3 | Sale #4 |
|------------------|--------------|-------------------|------------------------|
| Doves Landing | | Courtland Heights | Highbridge |
| Tax Map | 065-001-073 | 33-002-000-00B | 23-003-000-00B2,B3,B31 |
| Prox'ty | n/a | 6 miles SE | 7 miles SE |
| \$per lot | n/a | \$10,645 | \$13,011 |
| finance | | | pt. owner |
| mkt.cond | 01-Jan-89 | Jun-88 | May-88 |
| # Lots | 106 | 62 | 93 |
| Zoning | R-10, NoPlan | R-10, PlimPl | R-10, PlimPln |
| Proffers | none | \$3,444 | \$1,969 |
| Shape | Irreg. ok | irregular Ok | irregular Ok |
| Surrndg | rur,mix,wtr | VacLdDaleCty | MClairDalCy |
| Entry | need entran | av.MinvilRd | av.CardDr |
| Access | Manss 3 mi. | av.5mi.I95 | av.4mi.I95 |
| FrntImp. | in entry | full front | full front |
| Topog. | g.rlg,flood | gnt rolling | roll,smLow |
| Sewer | \$4,300 | planned | pland PrRata |
| Devel. Status | | not ready | ready |
| Other | esmts.req. | | |
| Indicated value | | \$6,962 | \$7,439 |

Unweighted average of sales (* indicates most similar to subject):

| | Unadjusted
Price | Adjusted
Price |
|---------|---------------------|-------------------|
| Sale #1 | \$30,921 | \$12,584 |
| 2 | \$30,000 | \$12,283 |
| 3 | \$10,645 | \$6,962 |
| 4 | \$13,011 | \$7,439 |
| | ----- | ----- |
| | \$21,144 | \$9,817 |

Sale 1 is located in the Gainesville area, county sewer and water was not available at the time of purchase, but the likelihood of it becoming available was greater due to the larger number of developers which make up the consortium. The property has direct access on to Linton Hall but does not have an excess amount of frontage which limits the frontage improvements. The purchase price is the highest price paid for undeveloped single family detached lots I am aware of in Prince William County.

Sale 2 is located adjacent to the City of Manassas. The parcel has frontage on Davis Ford Road and Signal Hill Road. Sewer is available but is 2,700 feet from the property. The topography, soils, entry and surrounding are superior as compared to the subject.

Sale 3 in comparison to the subject is also located in a semi rural area. Nearby development is on the opposite side of Minnieville Road. Sewer is available and was to be constructed by the Prince William Service Authority with the development of larger subdivision further south along Spriggs Road. The parcel fronts on Minnieville Road. The topography, soils and entry are superior as compared to the subject.

Sale 4 is an assembly of 4 parcels. The parcels front on the north side of Cardinal Drive. Sewer service was planned to be available from the Dale Service Corporation which has reduced taps fees as compared to the Prince William Service Authority. There are portions of the property with rolling topography and areas which are shallow to rock which increase development cost.

Sales of similar land after adjustment for differences, particularly Sales 3 and 4 which are the most similar in neighborhood and dependance upon sewer from others, and Sale 3 which was more remote than the other sales in 1988, indicate a market value of approximately:

106 lots @ \$7,000 per lot (rounded) = \$742,000

Sales 3 and 4 compared to 1 and 2 indicate the significant difference in price between land that had sewer available and that for which sewer was planned.

2792

Undeveloped R-10 Land As of October 1993

The following sales are used to appraise the subject's value as of October, 1993. The comparable sales are being compared with and without pro-rata shared off-site development cost with the neighboring Doves Overlook. The first comparable sales are of undeveloped land which are zoned R-10. There are 2 sets of grids following the comparable sales of undeveloped land. The first set of grids are without pro rata sharing and the second set of grids are with pro rata cost sharing. Following the two sets of grids are comparable sales of fully developed lots which are zoned R-10 and R-20. These sales are also compared in grids to the subject.



1993 Undeveloped Land Sale 1

Tax map #: 59-001-1A/4A, 31, 31A, 31C, 31D, 31E, 31F, 31H

Address: Old Bridge Estates, Section 16
Prince William County, VA

Grantor: Old Bridge Estates General Partnership
Grantee: Pulte Home Corporation

sale also includes 4 developed lots estimated
value is \$55,000 per lot

Price: \$2,018,000 or \$23,465 /per lot
\$220,000 minus 4 developed lots

\$1,798,000 / 82 undeveloped lots
\$21,927 per undeveloped lot

Date: Sep-92

Size: 86 Lots 27.01 acres

Zoning: R-10, approved, with proffers in two separate
rezonings. Per lot cash proffers \$1,040 per
lot.

Shape: near rectangular

Surrndings: average+, homes selling in the \$190,000's.,
Property is part of established community
offering single family attached and detached
housing.

Access: good, northern Prince William County, I-95
interchange 3 miles east.

Entry: property is part of existing subdivision,
ingress/egress from Smoketown Road. An
existing entrance was in place for small
private road.

Topog.: gently rolling to rolling, with steep slope
along eastern boundary.

Sewer: available

Deedbook: 1927 page 969
Financing: none recorded after deed
Source: Co. records, grantee's staff, appraiser
Building: there were a total of 5 houses on the
property. These homes were constructed
between 1969 and 1983. They were moved to
another location.

Comments: This sale also includes 4 developed lots. The
estimated value of the developed lots at the
time of sale is \$55,000 per lot. The
remaining lots were engineered, approved and
ready to be platted at the time of sale.



1993 Undeveloped Land Sale 2

Tax map #: 89-01-0051, 51B, & 52

Address: 10204 & 10309 Grant Avenue
8539 Oakview Drive
Known as The Hamlets

Grantor: The George Mason Bank
Grantee: Rivermead Homes Inc.

Price: \$869,500 or \$19,322 /per lot
Date: Dec-92

Size: 45 Lots 21.76 acres

Zoning: R-10, approved, with proffers. Per lot cash proffers \$1,000 per lot. Frontage improvements were \$88,300 per grantee's staff. Engineered, plan approved, ready to record plat.

Shape: near rectangular

Surrndings: Average, mixed residential on the edge of the City of Manassas, townhouses and apartments in the City, semi-rural residential outside of City, Old Dominion Speedway nearby.

Access: average+, south side of the City of Manassas

Entry: Good, a subdivision on opposite side of Grant Avenue constructed improvements along frontage which benefited this property also.

Topog.: near level

Sewer: available, close by

Deedbook: 1939 page 1639

Financing: none recorded after deed

Source: Co. records, appraiser, grantee's staff

Building: none at the time of sale

Comments: The lots were undeveloped; they were engineered, platted and approved at the time of sale.

Undeveloped Land Sale 3

Tax map #: 90-01-00027A

Address: 10620 Lucasville Road
Manassas, Virginia
Known as Mayfair

Grantor: Horizon Community Builders, Inc.
Grantee: Ryland Group Inc.

Price: \$1,517,000 or \$18,500 /per lot
Date: Aug-93 \$46,769 /per acre

Size: 82 Lots 32.436 acres

Zoning: R-10, rezoned with proffers, received county approval October 13, 1989. Property was zoned for a maximum of 88 lots, engineering done, plan approved, ready to record.

Shape: near rectangular

Surrndings: Average+, above average quality housing in surrounding subdivisions, homes selling in the \$160,000 range. In a neighboring subdivision, Country Roads, the average lot size is 1/2 acre. Homes along Lucasville Road are a mix of older, average quality single family detached homes. The area has a rural atmosphere.

Access: Average, south side of the City of Manassas Route 234 and Route 28 nearby, access to I-66 is 3 miles north or west through the City of Manassas.

Entry: Average, Lucasville Road is a rural two lane road. Frontage improvements are a deceleration lane and a right turn lane at estimated cost of \$100,000.

Topog.: Gently rolling with broad ridges, property is a mix of open pasture and established hardwoods.

Proffers: \$2,000 per lot for off site road construction, one time contribution of \$1,500 for street lighting with one street light to be installed at all intersections and cul-de-sac's, \$150 per lot park contribution, \$100 per lot library, \$50 per lot fire and rescue, and \$1,125 per lot school contribution. Right of way dedication of 30' along Lucasville Road and a right turn lane.

Sewer: available, nearby

Deedbook: 2027 page 1834

Financing: seller financed \$217,000, no other financing recorded after deed

Source: Co. records

Building: none at the time of sale

Comments: The lots were undeveloped; they were engineered, platted and approved at the time of sale. Prior sales were in December, 1986 for \$1,300,000 and April, 1989 \$2,967,000. In deed book 2027 page 1831, there is a transfer from Country Roads Property Corp. to Horizon Community Builders, Inc. for \$1,168,000 but this appears to be an intra-corporate transfer.



Comparable Sales Compared to Subject With Cost Sharing, 10/93

| Subject Property | | Sale #1 | | Sale #2 |
|------------------|-------------|------------------------|-----------|-----------------------|
| Doves Landing | | Old Bridge Est. Sec.16 | | The Hamlets |
| Tax Map | 065-001-073 | 59-001-1A/4A | | 89-01-0051, 51B, & 52 |
| Prox | n/a | 10 miles NE | | 3 miles N |
| \$/Lot | n/a | | \$21,927 | \$19,322 |
| Sale conditions | | | | |
| finance | | none recorded | | none recorded |
| mkt.cond | Oct-93 | Sep-92 | | Dec-92 |
| #of Lots | 106 | 0 | | 45 |
| Zoning | R-10,pt.eng | R-10,Approv | -20% | R-10,ApvPln |
| Surrndg | rur,mix,wtr | av.+\$190's | (\$2,000) | av.\$135s |
| Access | Manss 3 mi. | av+,WDB | (\$2,000) | av+,CtyMass |
| Entry | need entran | average | | average |
| Shape | Irreg. ok | nearRectang | | nearRectang |
| Topog. | g.rlg,flood | near level | \$0 | near level |
| Proffers | none | \$1,040 | \$1,040 | none |
| Sewer | \$4,300 | at site | (\$4,300) | on sitePWC |
| FrntImp. | \$1,220 | existing | (\$1,220) | smple\$1,960 |
| Devel. Status | | ready | (\$1,000) | ready |
| Other | esmts.req. | | (\$500) | |
| Indicated value | | | \$7,561 | \$8,398 |

| | | | |
|-----------------------------------|-------------|--------------------|-----------|
| Subject Property
Doves Landing | | Sale #3
Mayfair | |
| Tax Map | 065-001-073 | 90-01-00027A | |
| Prox | n/a | 2.5 miles N | |
| \$/Lot | n/a | | \$18,500 |
| Sale conditions | | | |
| finance | | sm.%owner | |
| mkt.cond | Oct-93 | Aug-93 | |
| #of Lots | 106 | 82 | |
| Zoning | R-10,pt.eng | R-10,ApvPln | -20% |
| Surrndg | rur,mix,wtr | av+, \$160's | (\$2,000) |
| Access | Manss 3 mi. | av,S.CtyMas | (\$2,000) |
| Entry | need entran | average | |
| Shape | Irreg. ok | nearRectang | |
| Topog. | g.rlg,flood | gnt,rolling | |
| Proffers | none | \$3,245 | \$3,245 |
| Sewer | \$4,300 | near by | (\$4,300) |
| FrntImp. | \$1,220 | smple\$1,200 | (\$20) |
| Devel. Status | | ready | (\$1,000) |
| Other | esmts.req. | | (\$500) |
| Indicated value | | | |
| | | | \$8,225 |

(* most similar)

| | Date | Price/per lot | Adjusted
\$/per lot |
|---------|------|---------------|------------------------|
| Sale #1 | | \$21,927 | \$7,561 |
| 2 | | \$19,322 | \$8,398 |
| 3 | | \$18,500 | \$8,225 |
| | | ----- | ----- |
| | | \$19,916 | \$8,061 |

In comparison to the subject the comparable sales are all have public water and sewer at the property. The comparable sales all have frontage on state maintained roads which are considered adequate for the development on the properties.

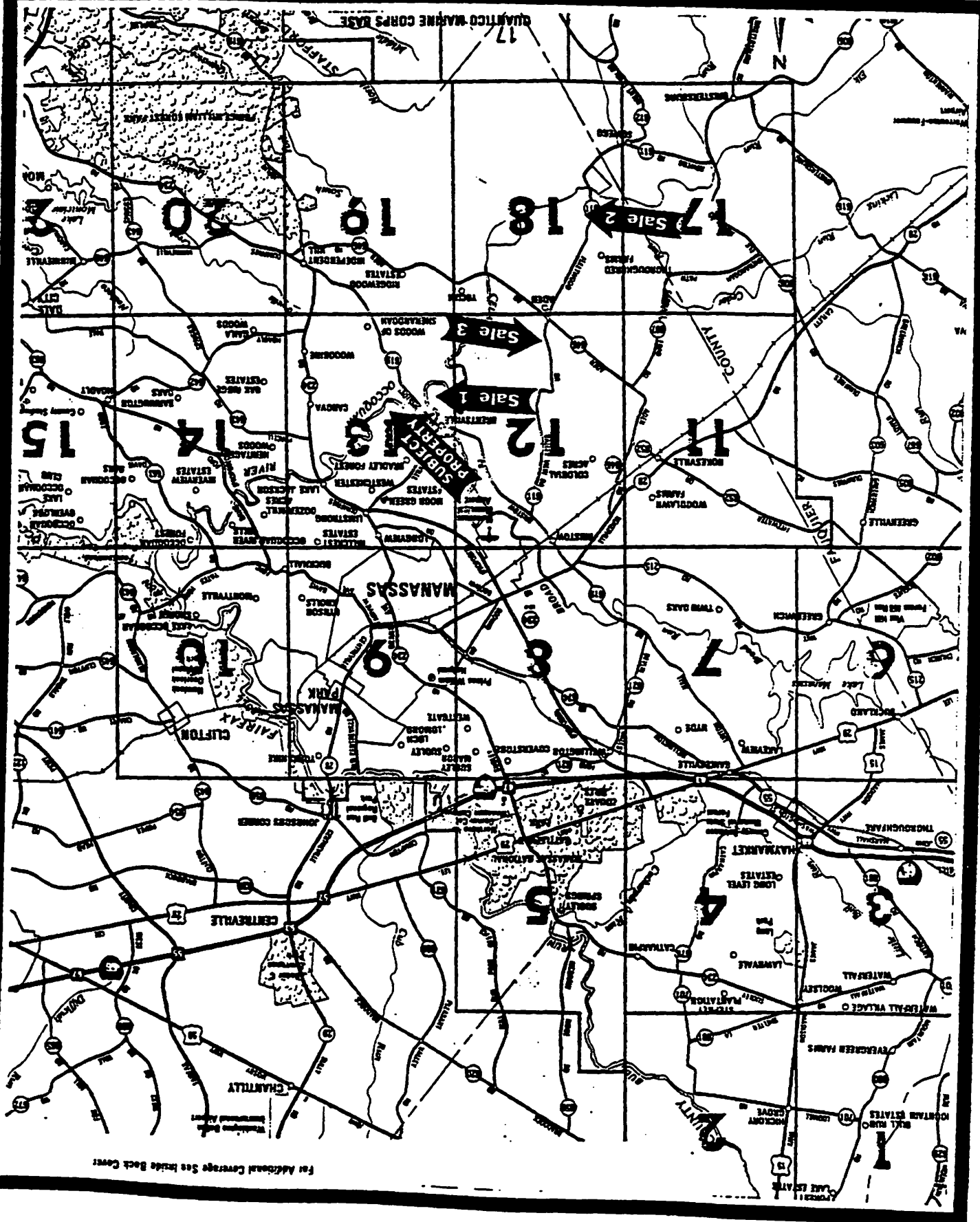
Sales of similar land, after adjustment, indicate that it is not feasible to pay the entire cost of extending sewer to the subject to develop it under R-10 zoning.

106 Lots @ \$8,100 per lot, rounded = \$900,000

2804

Value As Large Lots As of October 1993

The subject can be developed with individual well and septic fields on each lot. This will limit the number of lots which can be subdivided from the subject. It has been reported there are 6 possible septic field sites on the property, but 2 are rated as having a less than 50% chance of approval. Therefore, it is estimated there will be 5 approved septic sites resulting in 5 lots with an average size of 14.5 acres. The subject will now be compared to other parcels which do not have sewer nearby and can be developed with septic sites. Following are two sets of comparable sales. The first group are sales of acreage which will provide an indication of value of the entire parcel. The second group of comparable sales are of lots which range in size from 10 to 14 acres which will be used in an analysis of income and expense from probable development.



For Additional Coverage See Inside Back Cover

Residential Acreage Sale 1

Tax map #: 65-0014-002A, 3A, 5A, 6A & 7A

Address: 9890, 9837, 9700, 9728 & 9760 Tico Road
known as River Bend Farms
Brentsville, Virginia

Grantor: Mansfield Park Partnership
Grantee: GSS, INC.

Price: \$270,000 or \$5,008 /acre
\$54,000 /Lot

Date: 05-Mar-92

Size: 53.9101 acres 5 /Lots

12.2167 acres lot 2A
10.0143 acres lot 3A
10.8097 acres lot 5A
10.7713 acres lot 6A
10.0981 acres lot 7A

Zoning: A-1, planned use is AR, 10 acres per unit

Shape: Near rectangular

Surrndings: The property is located outside the Town of Brentsville. There are several small farmettes with horses nearby. A 2,200 sq.ft. house was constructed on lot 4A in 1992 with an assessed building value of \$177,200. Each of the 5 lots back up to Cedar Run.

Access: The property is located at the end of a gravel road and fronts on a private road.

Soils: The lots are listed in county records as "non build non perk". Approximately 30% of the soils are listed as moderate for septic tank absorption fields because these soils also percolate slowly. Environmental Health reported in early 1993, each lot has a septic field site for a three bed room house, the owner was working to upgrade the septic field sites to 4 bedrooms each.

Topog.: Gently rolling, each lot borders Cedar Run, and several small tributaries to Cedar Run cross the property. Approximately 100 feet along Cedar Run of each lot is mapped as RPA. Approximately 30% of each lot is mapped in flood plain. Map is dated December 1, 1981.

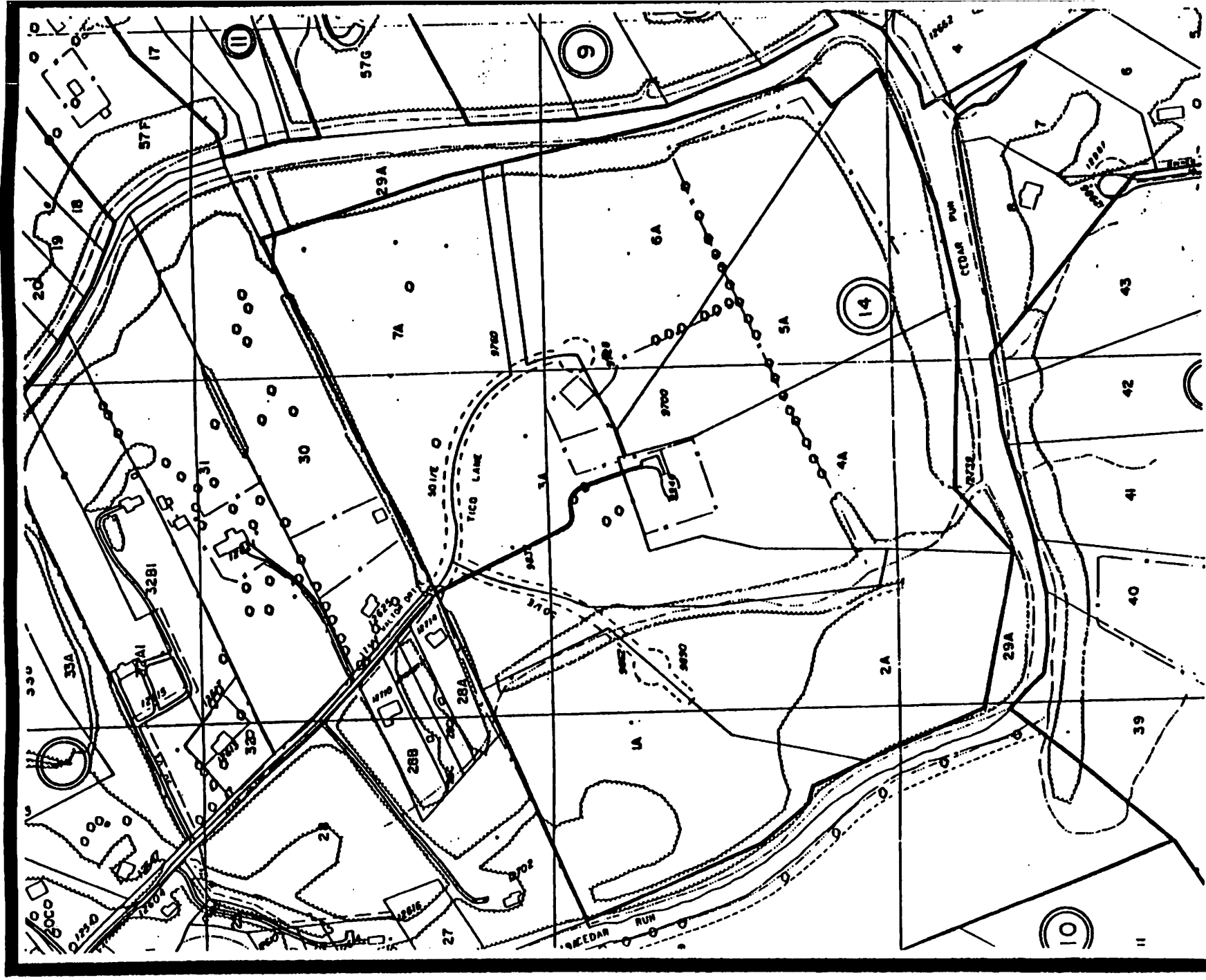
Sewer: Public sewer unavailable, each lot has a 3
bedroom perc.

Deedbook: 1866 page 1123

Financing Deed of Trust Fairfax Bank & Trust, \$585,000
Term 3 years.

Source: County records, REDI

Building: None at time of sale



Topographic Map, 1:50,000, 1960

2809

Sale 2

Tax map #: 039-01-000-0018
Address: 15001 Fleetwood Drice
Nokesville, Virginia

Grantor: Bell, Leslie L. and Anna H.
Grantee: Schottler, Thomas A.

Price: \$180,000 or \$3,683 per acre
Date: Aug-90
Size: 48.874 acres

Zoning: A-1/AR
Shape: near trapezoidal
Surrndngs: Large tract farms and vacant land, rural
residential, some custom homes on large
lots

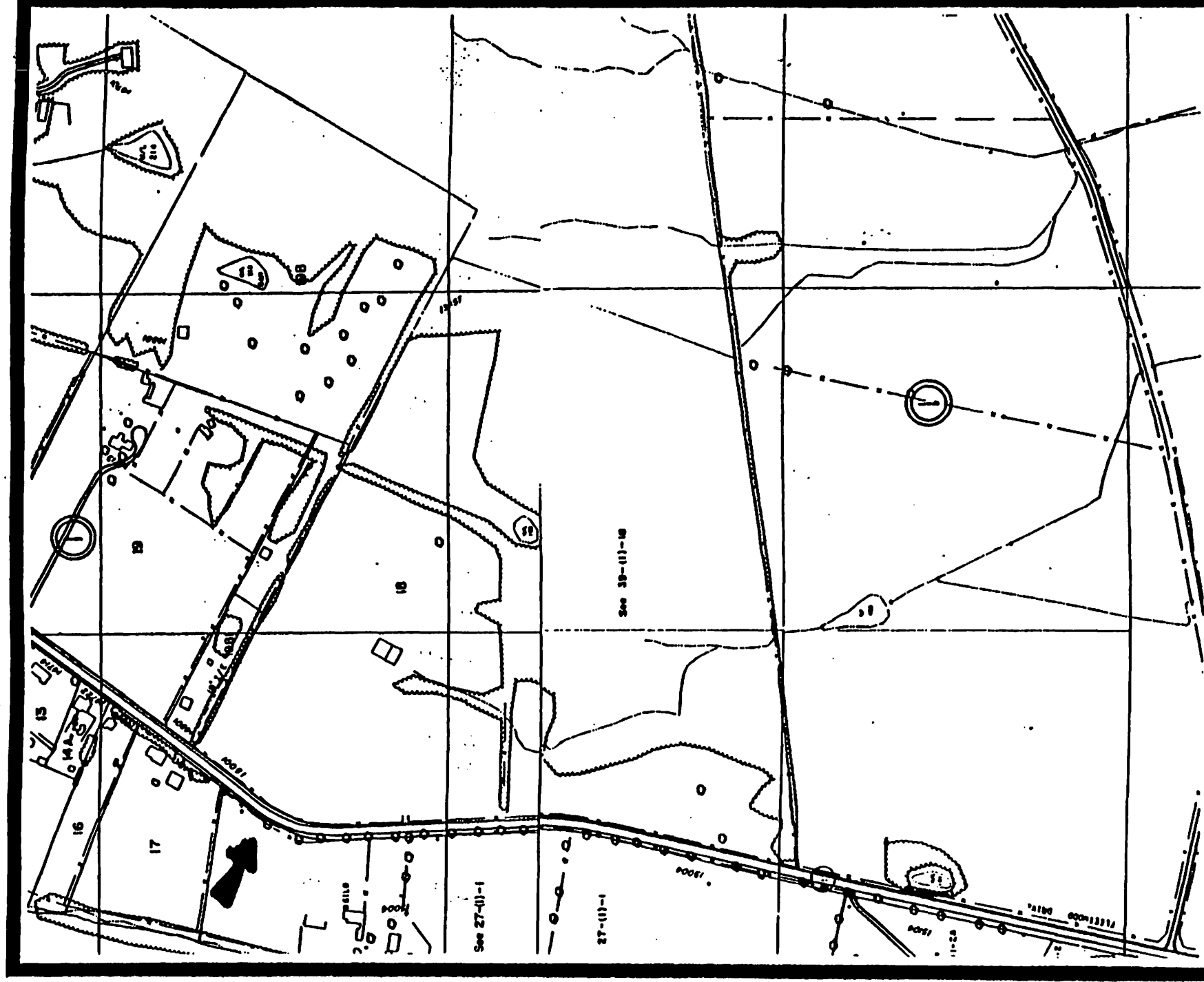
Soils: soils map indicates adaaquate soils rated
as moderately limited for septic
in this zoning area

Access: average , on 2 lane paved road
Topog.: mostly level
Sewer: none

Flood pln: 5 to 10% along southern border,
per map # 510119-0170

Deedbook: 1755 page 0555
Source: county records, REDI, MLS
Building: storage buildings, 1 with a bedroom,
assessed a \$5,300

Comments: County records indicate about 50% of the
property is in forest use.
Private mortgage for \$50,000, due in 5 years.
REDI indicates the lot is 50.525 acres but
County records lists acreage as shown and Deed
supports County records.
This property is currently listed for sale in
MLS for \$220,000. Listing indicates the owner
says there are 4-5 septic sites on the
property. Alternative use of this property
would be as farm.



Sale 3

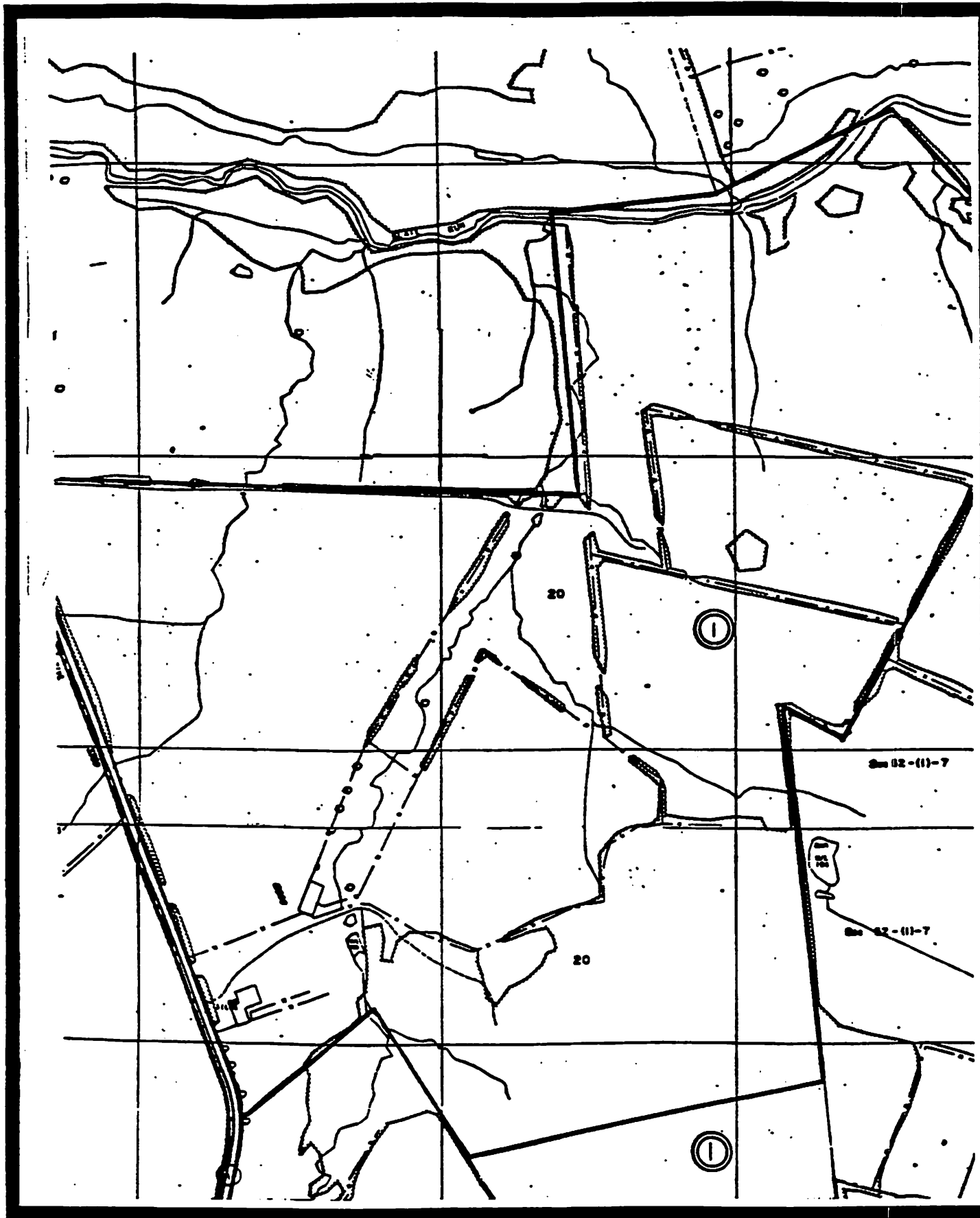
Tax map #: 053-01-000-0020
Address: 12909 Fleetwood Drive
Nokesville, Virginia

Grantor: Richard A. Barkett, Trustee
Grantee: PSB Investors, Inc.

Price: \$700,000 or \$4,791 per acre
Date: Nov-91
Size: 146.1 acres

Zoning: A-1/AE
Shape: irregular
Surrndngs: farmland, vacant land, residences
Access: average
Topog.: gently rolling
Sewer: none
Soils: Current soils survey indicates adaguate
soils for septic sites. Information from
previous appraisal indicated there were 2
septic sites
Deedbook: 1839 page 1047
Financing: none recorded after deed
Source: REDI, county records, appraisal, seller
Building: silos and old barn, of no value

Comments: The property is suited to farming.



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Land Sale Comparison

Adjustment Criteria

| | |
|--------------|--|
| Date | Sales are adjusted -1.5% per year for sales from 1991 and 1992. |
| Size | No adjustment for size. There is no indication of price difference per acre in the range of size for the subject and comparables. |
| Zoning | Sales with the same or similar zoning are used to compare to the subject. The subject is zoned R-10 but could be developed with 10 acre lots with a variance from the Board of Zoning Appeal. It is probable that that this variance would be granted. There are no proffers to be adjusted for with the A-1 zoning but there is the delay and processing costs for rezoning and variance estimated at 15% of the value. |
| Shape | Sales with a shape which limits the use of the parcel are adjusted for. |
| Surroundings | Measured by average value of surrounding buildings. |
| Access | Rated by the quality of the road and the distance to local commuter routes. |
| Soils | The adjustment for soils is based on the suitability of the soils for septic fields. |
| Topography | The based on the amount of useable land and the percentage of the parcel that is mapped in flood plain. |
| Other | Adjustment are made for unusual characteristic that are not typical of other properties. |

Following standard appraisal procedures, in the comparison grid below, the sales price is adjusted first for unusual sale conditions including unusual financing, then the price is adjusted for changes in market conditions, and finally for the combined effect of all the other adjustments. Mathematic steps are to multiply the sales price by the adjustment for financing, then for market conditions, then the resulting adjusted price is multiplied by the net total of all the other factors plus 100%.

Large Acreage Land Sales Comparison Grid

| Subject Property | | Sale 1 | Sale 2 |
|------------------|---------------|------------------|-----------------------|
| Doves Landing | | River Bend Farms | 15001 Fleetwood Drice |
| Tax Map | 065-001-073 | 055-01-000-0009 | 039-01-000-0018 |
| Prox'ty | n/a | 1 miles W | 8 miles SW |
| \$per ac. | n/a | \$5,008 | \$3,683 |
| finance | n/a | 3rd party | |
| mkt.cond | 05-Oct-93 | Mar-92 | Aug-90 |
| Size | 72.6819 | 53.9101 | 48.874 |
| Zoning | R-10, Vrance | A-1 & AR | A-1 & AR |
| Shape | Irreg. ok | rectangular | Nr.trpzd |
| Surrndg | mixed | Frmts\$170's | VacLd,\$150s |
| Entry | Private Rd. | Private Rd. | PavedRoad |
| Access | Manss 3 mi. | Manss 3 mi. | Manss 8 mi. |
| Topog. | roll, low, FP | GntRl130%FP | GntRol2strm |
| Soils | poor 5perc | Poor, 5, 3bed | poor-3perc |
| Other | Nr Occ Rvr | Cedar Run | barn/\$257 |
| Other | wooded | 30%wooded | 50%wooded |
| Indicated value | | \$4,172 | \$3,930 |

| Subject Property | | Sale 3 |
|------------------|---------------|-----------------------|
| Doves Landing | | 12909 Fleetwood Drive |
| Tax Map | 065-001-073 | 053-01-000-0020 |
| Prox'ty | n/a | 5 miles SW |
| \$per ac. | n/a | \$4,791 |
| finance | n/a | |
| mkt.cond | 05-Oct-93 | Nov-91 |
| Size | 72.6819 | 146.1 |
| Zoning | R-10, Vrance | A-1 |
| Shape | Irreg. ok | irregular |
| Surrndg | mixed | Farms\$200's |
| Entry | Private Rd. | pavedState |
| Access | Manss 3 mi. | Manss 5 mi. |
| Topog. | roll, low, FP | roll, lw, FP |
| Soils | poor 5perc | poor 2 perc |
| Other | wooded | open |
| Other | Nr Occ Rvr | |
| Indicated value | | \$5,577 |

Unweighted average of sales:

(* indicates most similar to subject)

| | Unadjusted
Price/acre | Adjusted
\$/acre |
|---------|--------------------------|---------------------|
| Sale #1 | \$5,008 | \$4,172 * |
| 2 | \$3,683 | \$3,930 |
| 3 | \$4,791 | \$5,577 |
| | ----- | ----- |
| | \$4,494 | \$4,560 |

Sale 1 is the purchase of 5 lots with an average lot size of 10.78 acres. The lots did have approved septic sites. The surroundings of Sale 1 are better than the subject and the access is similar.

Sale 2, is located in a rural area of Prince William County near the Fauquier County line. It is the most remote of the 3 sales used. There is a barn or stable type building on the property, the assessed value per acre is deducted from the sales price. County records indicate about 50% of this parcel is in forest use and there is a small amount of flood plain.

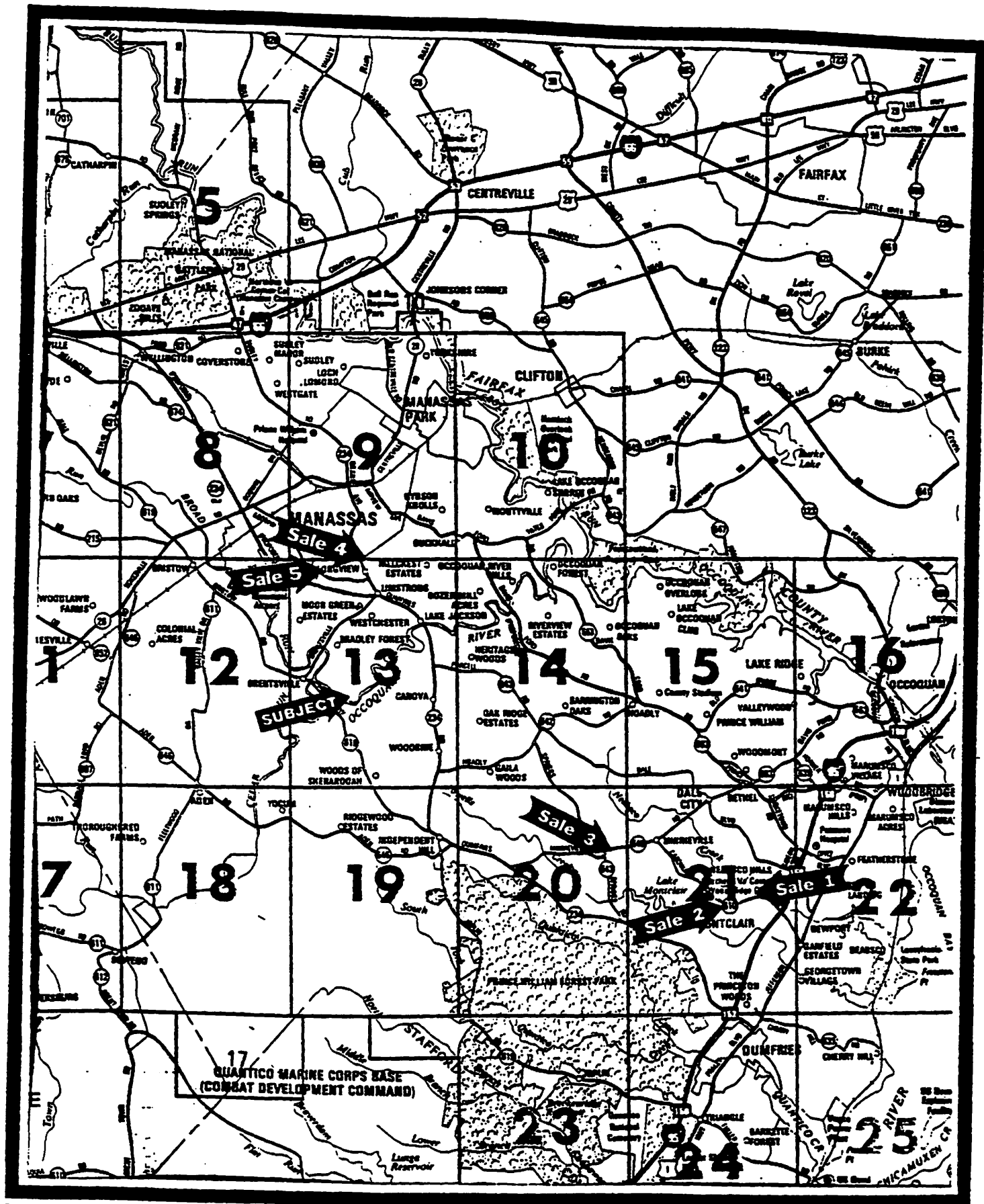
Sale 3 in comparison to the subject is further from Manassas and in a more rural area of the county. The immediate area has a mixture of large farms and larger residences. It has no water near it. From an earlier appraisal done on this property it was learned that there were only 2 septic field sites on this parcel which results in a lower lot yield for total acreage.

Sales of similar land, after adjustment, with particular emphasis on sale 1, indicate a market value of approximately:

72.6819 acres @ \$4,200 per acre (rounded) = \$305,000

Undeveloped R-10 Land As Of October 1995

The following sales are used to appraise the value of the subject as of October 16, 1995. The subject is being appraised as zoned and planned for development as a subdivision with 106 lots with an average lot size of 0.55 acres.



Undeveloped Land Sale #1

Tax map #: 22-001-000-00022

Address: Cardinal Crest Sections 5 & 6
15419 Cardinal Drive
Prince William County, VA

Grantor: Cardinal Crest Joint Venture

Grantee: Cardinal Crest L C

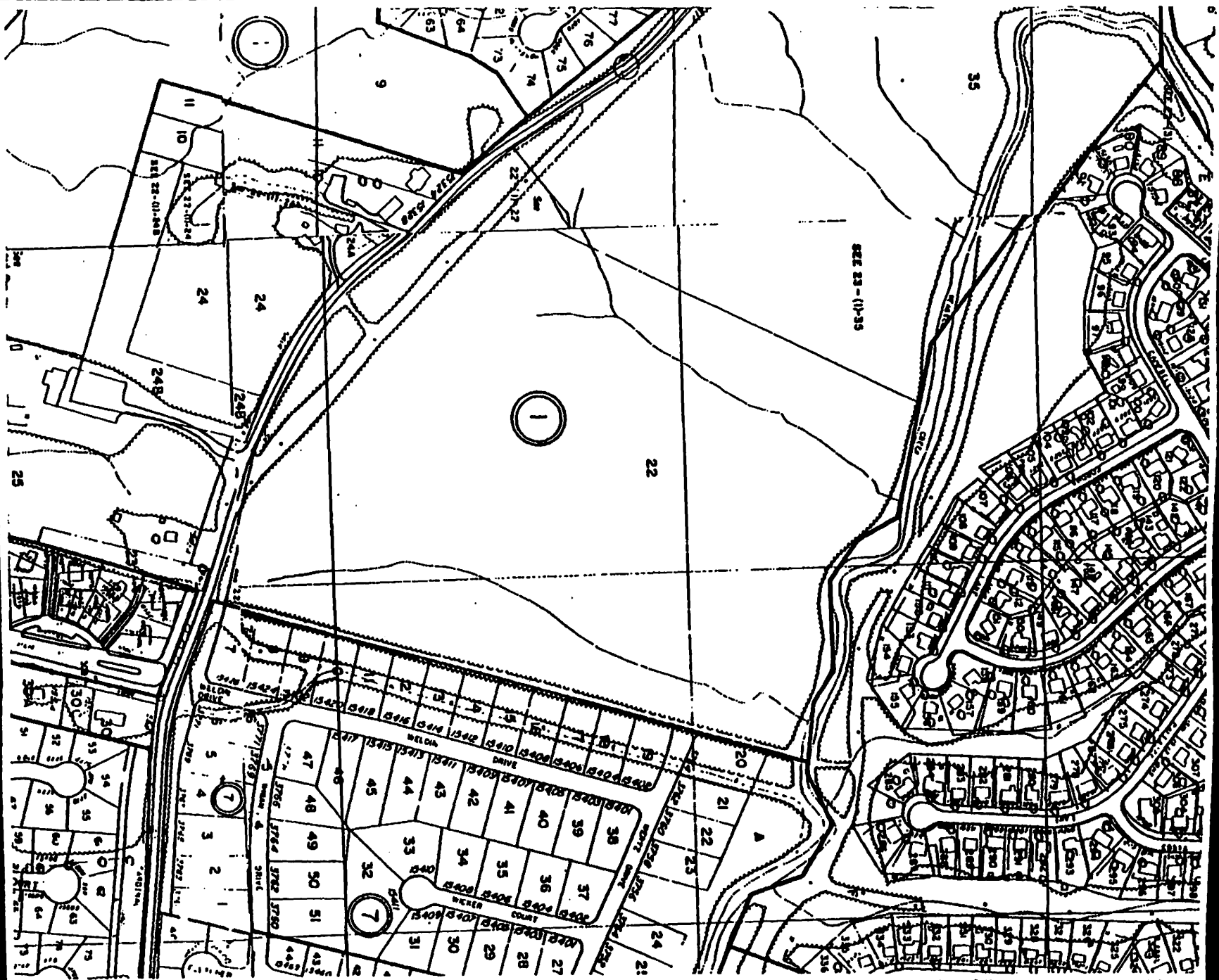
Price: \$1,455,000 or \$15,000 per lot
Date: 29-May-95 \$30,605 /per acre

Size: 97 lots or 47.5410 acres

Zoning: Cardinal Crest is planned for 6 sections. The per lot cash proffers are \$545 per unit for sections 5 and 6. Other proffers include frontage improvements in the form of a right turn/deceleration/acceleration lane at the entrance and a \$24,500 contribution to the county for the construction of a commuter parking lot. The grantee's staff reported the proffers included the construction of a soccer field, a tot lot, and asphalt walking trail in the community at a cost of \$21,000. The total proffer cost is \$1,014 per lot.

Shape: Nearly rectangular, the back property boundary adjoins Neabsco Creek.

Surrndings: The community of Montclair is a short distance to the southwest. A developing community of single family detached homes known as Cardinal Ridge is located on the opposite side of Cardinal Drive. The area is developing with a mix of townhouses and detached houses selling in the upper \$100,000's to the low \$200,000's. The communities of Ascot Woods and Sedgewick Heights are a short distance to the east.



2820

Undeveloped Land Sale 2

Tax map #: 23-0041-0001 through 81 inclusive, and
23-001-0009

Address: Cardinal Ridge Section 1 & 2
15318 Cardinal Drive
Prince William County, VA

Grantor: WNB, a wholly-owned subsidiary of First
American Bank

Grantee: Cardinal Ridge L C

Price: \$1,050,000 or \$11,002 per lot
Date: Mar-94 \$6,364 /per acre

Size: Section 1 53.49 acres or 81 lots
Section 2 41.95 acres or 84 lots
Total 95.44 acres
165 lots

This includes 23.9 acres of open space

Zoning: Cardinal Ridge Sections 1 & 2 are zoned R-10. Sections 1 & 2, have an approved Development Plan. The lots in Cardinal Ridge, Section 1 were platted and bonded for construction at the time of sale. The property was rezoned with 2 separate proffers; per lot cash proffers are \$1,255.25 and other proffers that include frontage improvements in the form of a single continuous right turn/deceleration/acceleration lane along the entire frontage. The applicant agreed to dedicate property to be used for the future widening of Cardinal Drive to provide for an ultimate 55' right of way. Also the developer is to provide a twenty foot buffer along the entire frontage along Cardinal Drive.

Shape: Irregular, Powells Creek crosses the southern portion of the property. Development is limited to the north side of Powells Creek. The land on the south side of Powells Creek is not developable.

Surrndings: The community of Montclair adjoins the property to the south and west. A section of townhouses adjoins the entire western boundary. The vacant land on the opposite side of Cardinal Drive is planned for detached housing. The communities of Ascot Woods and Sedgewick Heights are a short distance to the east.

Access: Average, I-95 access is available 4.5 miles south at the Dumfries Road/I-95 interchange and 4 miles north at the Dale Boulevard interchange. Commuter rail access is available 5 miles northeast at the Rippon Landing Commuter Rail Station.

Entry: average +. As per the proffers, the subdivision will have 2 entrances on Cardinal Drive which is to be made a 4 lane divided road along the property's frontage. The grantee did not have to complete the full frontage improvements on the property. The cost of the improvements is estimated at \$100,000.

Topog.: Rolling with steep areas along several streams and Powells Creek which cross the property. These areas have slopes that are 25% or greater and 19.15 acres of flood plain located along Powells Creek.

Sewer: Sanitary sewer is available on the north side of Powells Creek near the southern boundary. Water service is accessed via a 10" main located in Windsong Lane in Montclair Section 4B, which is 210 feet off the property.

Deedbook: 2126 Page 0553
Financing: Bank of Baltimore
Source: Co. records, REDI, grantee, appraisal

Building: none at the time of sale

Comments: Construction began immediately after the sale was closed. All of the lots were under contract to 2 builders at the time of sale.

Access: Average, I-95 access is available 4.5 miles south at the Dumfries Road/I-95 interchange and 4 miles north at the Dale Boulevard interchange. Commuter rail access is available 5 miles northeast at the Rippon Landing Commuter Rail Station.

Entry: average +. As per the proffers, the subdivision will have 2 entrances on Cardinal Drive which is to be made a 4 lane divided road along the property's frontage. The grantee did not have to complete the full frontage improvements on the property. The cost of the improvements is estimated at \$100,000.

Topog.: Rolling with steep areas along several streams and Powells Creek which cross the property. These areas have slopes that are 25% or greater and 19.15 acres of flood plain located along Powells Creek.

Sewer: Sanitary sewer is available on the north side of Powells Creek near the southern boundary. Water service is accessed via a 10" main located in Windsong Lane in Montclair Section 4B, which is 210 feet off the property.

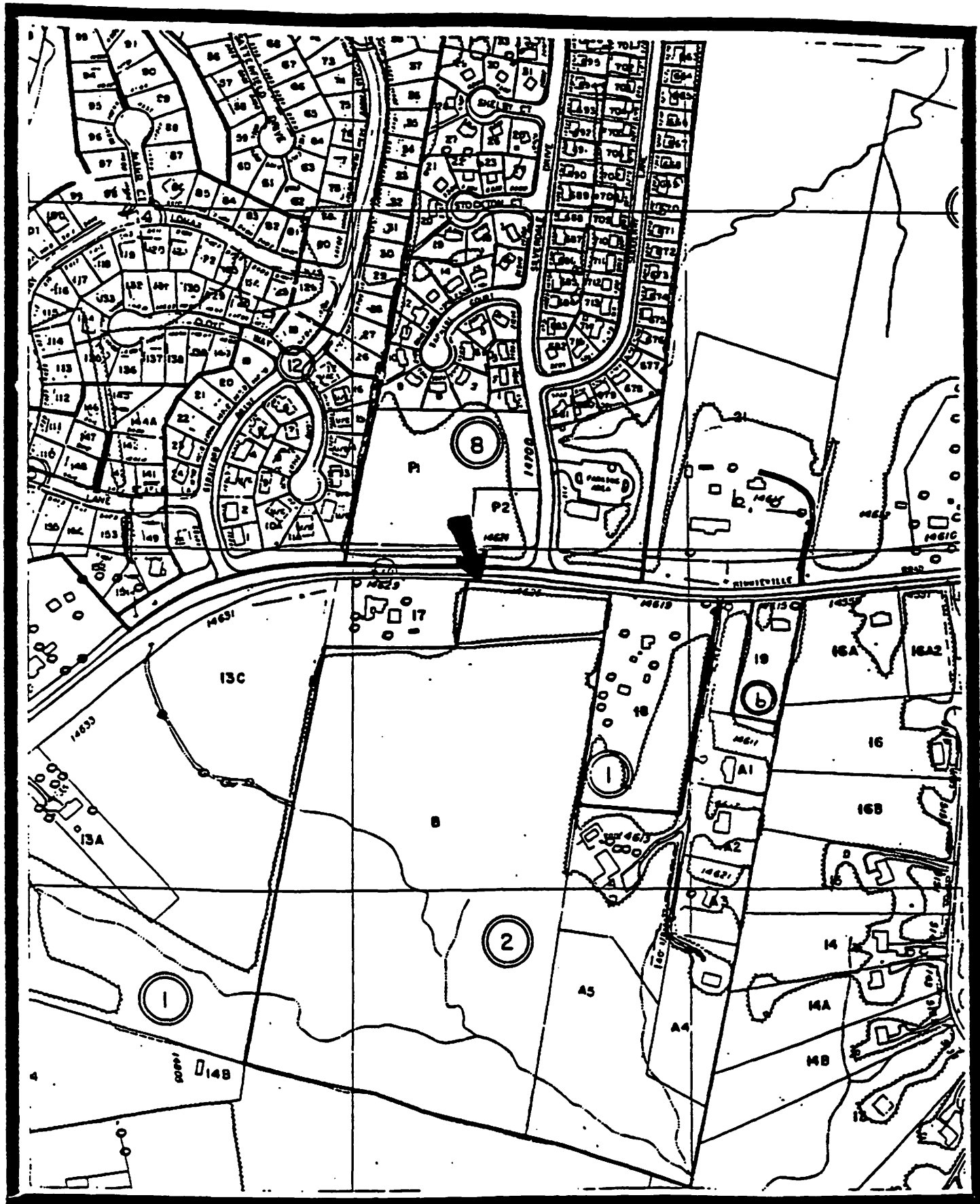
Deedbook: 2126 Page 0553

Financing: Bank of Baltimore

Source: Co. records, REDI, grantee, appraisal

Building: none at the time of sale

Comments: Construction began immediately after the sale was closed. All of the lots were under contract to 2 builders at the time of sale.



Map: Base Ordnance, Inc. Copyright 1978

Undeveloped Land Sale 3

Tax map #: 33-002-000A5 & B

Address: 5201 Jessup Lane
14625 Minnieville Road
Known as Courtland Heights
Prince William County, Va

Grantor: Professional Asset Management in Virginia
Grantee: Courtland Heights L.C.

Price: \$630,000 or \$9,000 per lot
Date: Dec-93 \$19,046 /per acre
Size: 33.078 acres or 70 Lots
5.679 Parcel A5
27.399 Parcel B

Zoning: R-10. Rezoned in two separate rezoning cases, the first rezoning was for 62 lots in early 1988, the second rezoning was in 1989 for 8 additional lots. Development plans received approval August, 1993 for a maximum of 70 lots with proffers. Cash proffers include \$72,600 to be paid at the issuances of the first building permit, \$69,750 to be paid at the issuance of the first occupancy permit, plus per lot cash proffers totaling \$1,410 per lot to be paid at the issuance of each building permit. Proffers include language which can reduce the transportation proffers, which total \$71,600, in trade for offsite road improvements. Total proffers are \$3,444 per lot.

Shape: irregular, but ok

Surrndings: vacant land to the south and rural residential housing to the north side of Minnieville Road. Stratford Glen homes in the \$180,000's. Also nearby are sections of Dale City which have developed single family detached housing averaging in the \$130,000's.

Access: Average, property fronts on Minnieville Road near its intersection with Spriggs Road. I-95 access is 5 miles east via heavily congested, Dale Boulevard to the north or Dumfries Road to the south.

Entry: Average, there is a left turn lane in Minnieville Road for Silverdale Drive opposite the property. Frontage improvements are estimated at \$100,000.

Topog.: Gently rolling, with long broad hills and several streams traversing the southern half of the property.

Sewer: Not available at the time of sale. Sewer was to be brought to the property by the County Service Authority by April, 1994. The grantee was aware of the timing and had assurances of the availability.

Deedbook: 2084 Page 1507

Financing: none recorded after deed

Source: Co. records, REDI, grantee

Building: none at the time of sale

Comments: In mid-February 1994 clearing was under way for construction. The current assessment for parcel A5 is \$316,300 and parcel B is \$1,539,600.

Undeveloped Land Sale 4

Tax map #: 89-01-0051, 51B, & 52

Address: 10204 & 10309 Grant Avenue
8539 Oakview Drive
Known as The Hamlets

Grantor: The George Mason Bank
Grantee: Rivermead Homes Inc.

Price: \$869,500 or \$19,322 /per lot
Date: Dec-92

Size: 45 Lots 21.76 acres

Zoning: R-10, approved, with proffers. Per lot cash proffers \$1,000 per lot. Frontage improvements were \$88,300 per grantee's staff. Engineered, plan approved, ready to record plat.

Shape: near rectangular

Surrndings: Average, mixed residential on the edge of the City of Manassas, townhouses and apartments in the City, semi-rural residential outside of City, Old Dominion Speedway nearby.

Access: average+, south side of the City of Manassas

Entry: Good, a subdivision on opposite side of Grant Avenue constructed improvements along frontage which benefited this property also.

Topog.: near level

Sewer: available, close by

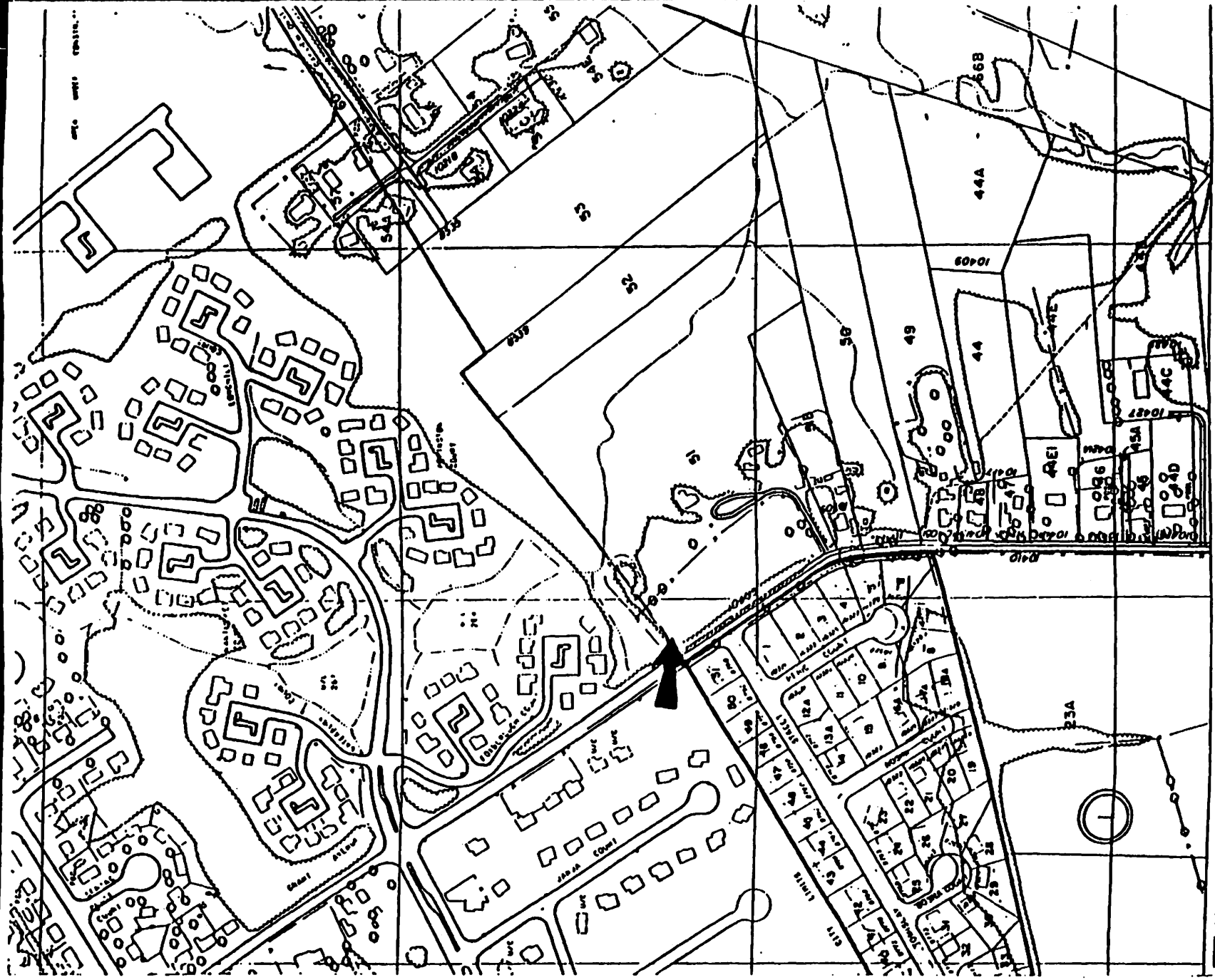
Deedbook: 1939 page 1639

Financing: none recorded after deed

Source: Co. records, appraiser, grantee's staff

Building: none at the time of sale

Comments: The lots were undeveloped; they were engineered, platted and approved at the time of sale.



2829

Undeveloped Land Sale 5

Tax map #: 90-01-00027A

Address: 10620 Lucasville Road
Manassas, Virginia
Known as Mayfair

Grantor: Horizon Community Builders, Inc.
Grantee: Ryland Group Inc.

Price: \$1,517,000 or \$18,500 /per lot
Date: Aug-93 \$46,769 /per acre

Size: 82 Lots 32.436 acres

Zoning: R-10, rezoned with proffers, received county approval October 13, 1989. Property was zoned for a maximum of 88 lots, engineering done, plan approved, ready to record.

Shape: near rectangular

Surrndings: Average+, above average quality housing in surrounding subdivisions, homes selling in the \$160,000 range. In a neighboring subdivision, Country Roads, the average lot size is 1/2 acre. Homes along Lucasville Road are a mix of older, average quality single family detached homes. The area has a rural atmosphere.

Access: Average, south side of the City of Manassas Route 234 and Route 28 nearby, access to I-66 is 3 miles north or west through the City of Manassas.

Entry: Average, Lucasville Road is a rural two lane road. Frontage improvements are a deceleration lane and a right turn lane at estimated cost of \$100,000.

Topog.: Gently rolling with broad ridges, property is a mix of open pasture and established hardwoods.

Proffers: \$2,000 per lot for off site road construction, one time contribution of \$1,500 for street lighting with one street light to be installed at all intersections and cul-de-sac's, \$150 per lot park contribution, \$100 per lot library, \$50 per lot fire and rescue, and \$1,125 per lot school contribution. Right of way dedication of 30' along Lucasville Road and a right turn lane.

Sewer: available, nearby

Deedbook: 2027 page 1834

Financing: seller financed \$217,000, no other financing recorded after deed

Source: Co. records

Building: none at the time of sale

Comments: The lots were undeveloped; they were engineered, platted and approved at the time of sale. Prior sales were in December, 1986 for \$1,300,000 and April, 1989 \$2,967,000. In deed book 2027 page 1831, there is a transfer from Country Roads Property Corp. to Horizon Community Builders, Inc. for \$1,168,000 but this appears to be a intra-corporate transfer.



**Sale Comparison
Adjustment Criteria**

| | |
|--------------|--|
| Date | No adjustment is needed all comparable sales are recent. |
| Size : | Sales of tracts of land indicate a pattern of little difference in price for various sizes of parcels. The lack of discount for size is explained, by developers, by control of a larger area offsetting the disadvantage of size. Individual lots are affected by size. |
| Zoning | The subject is zoned R-10 but does not have a approved preliminary plan. The cost of holding the property and the expenses incurred during the approval are adjusted for. |
| Shape | estimated from past experience |
| Surroundings | measured by average value of surrounding buildings |
| Access | rated in terms of convenience to major roads |
| Entry | Adjusted for the ease of entry to the property |
| Topography | 1% per 1% increase or decrease in slope angle multiplied by the difference between subject's and comparable sales' slope angles plus adjustments for unusable terrain such as floodplain |
| Sewer/Finish | All comparable sales have sanitary sewer on or very near the property. The subject does not have sewer readily available. The sewer and water cost to the subject are now being adjusted without being pro-rata with Doves Overlook. The cost of constructing sewer and water to the property is \$12,908 per lot. This only brings sewer and to the property. |

In several of the sales sewer service is provided by the Dale Service Corporation . The cost of the Dale Service Authority is less as opposed to the Prince William Service Authority. Tap fees with the Dale City Service Corp are \$1,167 per unit as compared to \$4,077 with the Prince William Service Authority, a difference of \$2,910 per lot which is adjusted for.

Proffers Per lot cash proffers paid at the issuance of a building permit are adjusted in comparison to estimated proffers for the subject.

Other Frontage improvement adjustment based on simple subdivision entrance and a full entrance as explained earlier in the "Adjustments For Differences in Land Features" section of this report. The subject requires extensive road improvements. The estimated cost for the construction of Smithfield Road is \$619,000. The cost of upgrading Doves Lane is \$215,000 plus right of way. For this analysis the cost of right of way is not included since the value of the lots is negative without that cost. The cost of the lower cost access improvement is divided by the number of lots in the subdivision and compared to the sales.

| cost | # of lots | cost/lot |
|-----------|-----------|----------|
| \$215,000 | 106 | \$2,028 |

Following standard appraisal procedures, in the comparison grid below, the sales price is adjusted first for unusual sale conditions including unusual financing, then the price is adjusted for changes in market conditions, and finally for the combined effect of all the other adjustments. Mathematic steps are to multiply the sales price by the adjustment for financing and market conditions then the resulting adjusted price is multiplied by the sum of all the other adjustments.

Undeveloped R-10 Land Sales As of October 1995
With Cost Not Prorated:

| Subject | | Sale #1 | Sale #2 |
|-----------------|---------------|------------------------|------------------------|
| Doves Landing | | Cardinal Crest 5 & 6 | Cardinal Ridge 1 & 2 |
| Tax Map | 065-001-073 | 22-001-000-00022 | 23-0041-1\81 & 23-01-9 |
| Prox | n/a | 10 miles E | 10 miles E |
| \$/Lot | n/a | \$15,000 | \$11,002 |
| Sale conditions | | | Bank Sale 33% |
| finance | | 3rd party | none recorded |
| mkt.cond | Oct-95 | May-95 | Mar-94 |
| #of Lots | 106 | 97 | 165 |
| Zoning | R-10, NoPlan | R-10, ApvPln -20% | R-10, .5Pltd -25% |
| Surrndg | rur, mix, wtr | av. Vac. \$180 \$1,000 | Th, mix \$180 \$1,000 |
| Access | Manss 3 mi. | av. 5mi, I-95 | av, 5mi I95 |
| Entry | need entran | 2 Card.Dr. | 2 Card.Dr. |
| Shape | Irreg. ok | rectangular | Irregular |
| Topog. | g.rlg, flood | roll+StpSlp | roll+StpSlp |
| Proffers | none | \$1,014 \$1,014 | \$1,255 \$1,255 |
| Sewer | \$12,908 | atsiteDale (\$15,818) | on sitePWC (\$12,908) |
| FrntImp. | \$2,028 | smple\$1030 (\$998) | simple\$600 (\$1,428) |
| Devel. Status | | ready (\$1,000) | ready (\$1,000) |
| Other | esmts.req. | (\$500) | (\$500) |
| Indicated value | | (\$4,302) | (\$1,699) |

| Subject | | Sale #3 | Sale #4 |
|-----------------|---------------|------------------------|------------------------|
| Doves Landing | | Courtland Heights | The Hamlets |
| Tax Map | 065-001-073 | 33-002-000A5 & B | 89-01-0051, 51B, & 52 |
| Prox | n/a | 6 miles SE | 3 miles N |
| \$/Lot | n/a | \$9,000 | \$19,322 |
| Sale conditions | | Bank Sale 33% | |
| finance | | cash to seller | none recorded |
| mkt.cond | Oct-95 | Dec-93 | Dec-92 |
| #of Lots | 106 | 70 | 45 |
| Zoning | R-10, NoPlan | R-10, ApvPln -20% | R-10, ApvPln -20% |
| Surrndg | rur, mix, wtr | av. Vac. \$150 \$1,500 | av. \$135s \$1,600 |
| Access | Manss 3 mi. | av. 5mi, I-95 | av+, CtyMass (\$2,000) |
| Entry | need entran | 1 MinvilRd below | average |
| Shape | Irreg. ok | irreg. ok | nearRectang |
| Topog. | g.rlg, flood | GntRollStrms | near level (\$1,000) |
| Proffers | none | \$3,444 \$3,444 | none |
| Sewer | \$12,908 | on sitePWC (\$12,908) | on sitePWC (\$12,908) |
| FrntImp. | \$2,028 | smple\$1420 (\$608) | smple\$1,960 (\$68) |
| Devel. Status | | ready (\$1,000) | ready (\$1,000) |
| Other | esmts.req. | (\$500) | (\$500) |
| Indicated value | | \$98 | (\$419) |

| | | |
|-----------------|---------------|------------------------|
| Subject | | Sale #5 |
| Doves Landing | | Mayfair |
| Tax Map | 065-001-073 | 90-01-00027A |
| Prox | n/a | 2.5 miles N |
| \$/Lot | n/a | \$18,500 |
| Sale conditions | | |
| finance | | sm.%owner |
| mkt.cond | Oct-95 | Aug-93 |
| #of Lots | 106 | 82 |
| Zoning | R-10, NoPlan | R-10, ApvPln -20% |
| Surrndg | rur, mix, wtr | av+, \$160's \$1,500 |
| Access | Manss 3 mi. | av, S.CtyMas (\$2,000) |
| Entry | need entran | average |
| Shape | Irreg. ok | nearRectang |
| Topog. | g.rlg, flood | gnt, rolling |
| Proffers | none | \$3,245 \$3,245 |
| Sewer | \$12,908 | near by (\$12,908) |
| FrntImp. | \$2,028 | smple\$1,200 (\$828) |
| Devel. Status | | ready (\$1,000) |
| Other | esmts.req. | (\$500) |
| Indicated value | | \$2,309 |

(* most similar)

| | Date | Price/per lot | Adjusted
\$/per lot |
|----------|--------|---------------|------------------------|
| Sale # 1 | May-95 | \$15,000 | (\$4,302) |
| 2 | Mar-94 | \$11,002 | (\$1,699) |
| 3 | Dec-93 | \$9,000 | \$98 |
| 4 | Dec-92 | \$19,322 | (\$419) |
| 5 | Aug-93 | \$18,500 | \$2,309 |
| | | ----- | ----- |
| | | \$14,565 | (\$803) |

In comparison to the subject the comparable sales are all have public water and sewer at the property. The comparable sales all have frontage on state maintained roads which are considered adequate for the development on the properties.

Sales of similar land, after adjustment, indicate that it is not feasible to pay the entire cost of extending sewer to the subject to develop it under R-10 zoning.

106 Lots @ (\$803)per lot = (\$85,095)

Undeveloped R-10 Land Sales As of October 1995
With Cost Prorated:

| Subject | | Sale #1 | Sale #2 |
|-----------------|---------------|------------------------|------------------------|
| Doves Landing | | Cardinal Crest 5 & 6 | Cardinal Ridge 1 & 2 |
| Tax Map | 065-001-073 | 22-001-000-00022 | 23-0041-1\81 & 23-01-9 |
| Prox | n/a | 10 miles E | 10 miles E |
| \$/Lot | n/a | \$15,000 | \$11,002 |
| Sale conditions | | | Bank Sale 33% |
| finance | | 3rd party | none recorded |
| mkt.cond. | Oct-95 | May-95 | Mar-94 |
| #of Lots | 106 | 97 | 165 |
| Zoning | R-10, NoPlan | R-10, ApvPln -20% | R-10, .5Pltd -25% |
| Surrndg | rur, mix, wtr | av. Vac. \$180 \$1,000 | Th, mix \$180 \$1,000 |
| Access | Manss 3 mi. | av. 5mi, I-95 | av, 5mi I95 |
| Entry | need entran | 2 Card. Dr. | 2 Card. Dr. |
| Shape | Irreg. ok | rectangular | Irregular |
| Topog. | g. rlg, flood | roll+StpSlp | roll+StpSlp |
| Proffers | none | \$1,014 \$1,014 | \$1,255 \$1,255 |
| Sewer | \$4,300 | atsiteDAle (\$7,210) | on sitePWC (\$4,300) |
| FrntImp. | \$1,220 | smple\$1030 (\$190) | simple\$600 (\$620) |
| Devel. Status | | ready (\$1,000) | ready (\$1,000) |
| Other | esmts.req. | (\$500) | (\$500) |
| Indicated value | | \$5,114 | \$7,717 |

| Subject | | Sale #3 | Sale #4 |
|-----------------|---------------|------------------------|------------------------|
| Doves Landing | | Courtland Heights | The Hamlets |
| Tax Map | 065-001-073 | 33-002-000A5 & B | 89-01-0051, 51B, & 52 |
| Prox | n/a | 6 miles SE | 3 miles N |
| \$/Lot | n/a | \$9,000 | \$19,322 |
| Sale conditions | | Bank Sale 33% | |
| finance | | cash to seller | none recorded |
| mkt.cond. | Oct-95 | Dec-93 | Dec-92 |
| #of Lots | 106 | 70 | 45 |
| Zoning | R-10, NoPlan | R-10, ApvPln -20% | R-10, ApvPln -20% |
| Surrndg | rur, mix, wtr | av. Vac. \$150 \$1,500 | av. \$135s \$1,600 |
| Access | Manss 3 mi. | av. 5mi, I-95 | av+, CtyMass (\$2,000) |
| Entry | need entran | 1 MinvilRd | average |
| Shape | Irreg. ok | irreg. ok | nearRectang |
| Topog. | g. rlg, flood | GntRollStrms | near level (\$1,000) |
| Proffers | none | \$3,444 \$3,444 | none |
| Sewer | \$4,300 | on sitePWC (\$4,300) | on sitePWC (\$4,300) |
| FrntImp. | \$1,220 | smple\$1420 \$200 | smple\$1,960 \$740 |
| Devel. Status | | ready (\$1,000) | ready (\$1,000) |
| Other | esmts.req. | (\$500) | (\$500) |
| Indicated value | | \$9,514 | \$8,998 |

| | | |
|-----------------|---------------|------------------------|
| Subject | | Sale #5 |
| Doves Landing | | Mayfair |
| Tax Map | 065-001-073 | 90-01-00027A |
| Prox | n/a | 2.5 miles N |
| \$/Lot | n/a | \$18,500 |
| Sale conditions | | |
| finance | | sm.%owner |
| mkt.cond | Oct-95 | Aug-93 |
| #of Lots | 106 | 82 |
| Zoning | R-10, NoPlan | R-10, ApvPln -20% |
| Surrndg | rur, mix, wtr | av+, \$160's \$1,500 |
| Access | Manss 3 mi. | av, S.CtyMas (\$2,000) |
| Entry | need entran | average |
| Shape | Irreg. ok | nearRectang |
| Topog. | g.rlg, flood | gnt, rolling |
| Proffers | none | \$3,245 \$3,245 |
| Sewer | \$4,300 | near by (\$4,300) |
| FrntImp. | \$1,220 | smple\$1,200 (\$20) |
| Devel. Status | | ready (\$1,000) |
| Other | esmts.req. | (\$500) |
| Indicated value | | \$11,725 |

(* most similar)

| | Date | Price/per lot | Adjusted \$/per lot |
|----------|--------|---------------|---------------------|
| Sale # 1 | May-95 | \$15,000 | \$5,114 |
| 2 | Mar-94 | \$11,002 | \$7,717 |
| 3 | Dec-93 | \$9,000 | \$9,514 |
| 4 | Dec-92 | \$19,322 | \$8,998 |
| 5 | Aug-93 | \$18,500 | \$11,725 |
| | | \$14,565 | \$8,614 |

In comparison to the subject the comparable sales are all have public water and sewer at the property. The comparable sales all have frontage on state maintained roads which are considered adequate for the development on the properties.

106 Lots @ \$8,600 per lot = (rounded) \$912,000

Value As Large Lots As of October 1995

The subject can be developed with individual well and septic fields on each lot. This will limit the number of lots which can be subdivided from the subject. It has been reported there are 6 possible septic field sites on the property, but 2 are rated as having a less than 50% chance of approval. Therefore, it is estimated there will be 5 approved septic sites resulting in 5 lots with an average size of 14.5 acres. The subject will now be compared to other parcels which do not have sewer nearby and can be developed with septic sites. Following are two sets of comparable sales. The first group are sales of acreage which will provide an indication of value of the entire parcel. The second group of comparable sales are of lots which range in size from 12 to 16 acres which will be used in an analysis of income and expense from probable development.



Residential Acreage Sale 1

Tax map #: 65-0014-002A, 3A, 5A, 6A & 7A

Address: 9890, 9837, 9700, 9728 & 9760 Tico Road
known as River Bend Farms
Brentsville, Virginia

Grantor: Mansfield Park Partnership
Grantee: GSS, INC.

Price: \$270,000 or \$5,008 /acre
\$54,000 /Lot

Date: 05-Mar-92

Size: 53.9101 acres 5 /Lots

12.2167 acres lot 2A
10.0143 acres lot 3A
10.8097 acres lot 5A
10.7713 acres lot 6A
10.0981 acres lot 7A

Zoning: A-1, planned use is AR, 10 acres per unit

Shape: Near rectangular

Surrndings: The property is located outside the Town of Brentsville. There are several small farmettes with horses nearby. A 2,200 sq.ft. house was constructed on lot 4A in 1992 with an assessed building value of \$177,200. Each of the 5 lots back up to Cedar Run.

Access: The property is located at the end of a gravel road and fronts on a private road.

Soils: The lots are listed in county records as "non build non perk". Approximately 30% of the soils are listed as moderate for septic tank absorption fields because these soils also percolate slowly. Environmental Health reported in early 1993, each lot has a septic field site for a three bed room house, the owner was working to upgrade the septic field sites to 4 bedrooms each.

Topog.: Gently rolling, each lot borders Cedar Run, and several small tributaries to Cedar Run cross the property. Approximately 100 feet along Cedar Run of each lot is mapped as RPA. Approximately 30% of each lot is mapped in flood plain. Map is dated December 1, 1981.

2841

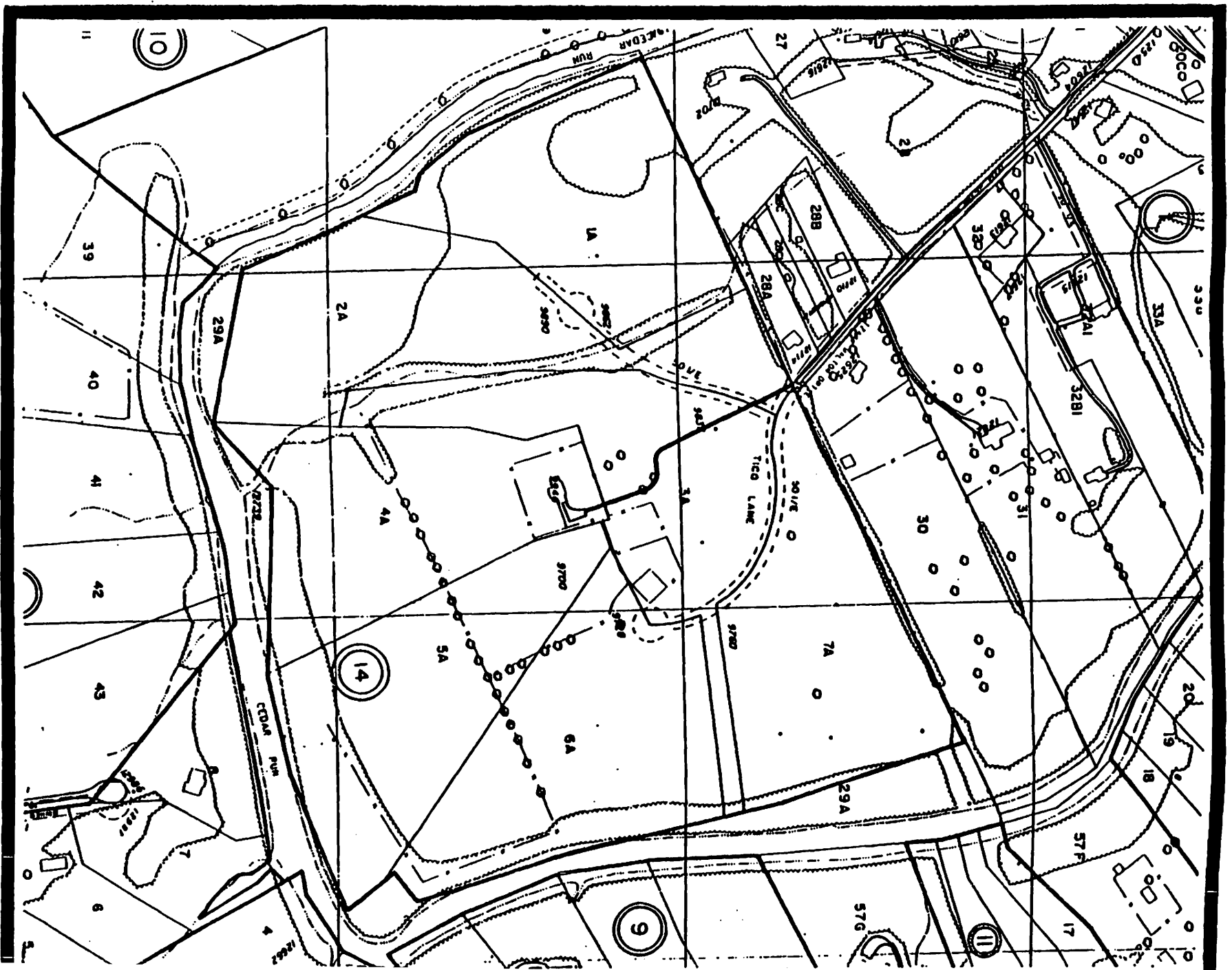
Sewer: Public sewer unavailable, each lot has a 3
bedroom perc.

Deedbook: 1866 page 1123

Financing Deed of Trust Fairfax Bank & Trust, \$585,000
Term 3 years.

Source: County records, REDI

Building: None at time of sale



2843

Residential Acreage Sale 2

Tax map #: 39-001-0018

Address: Fleetwood Drive
Nokesville, Virginia

Grantor: Thomas A. Schottler ET UX
Grantee: Kathleen Fillmore ET AL

Price: \$183,000 or \$4,708 /acre

Date: 27-May-94
Size: 38.873 acres

Zoning: A-1, planned use is AR, 10 acres per unit
Shape: Near rectangular

Surrndings: The property is located near the westernmost portion of Quantico Marine Base. The boundary with Fauquier County is 2 miles west. The surroundings are vacant land and a mix of newer and older homes on large lots.

Access The parcel fronts on a 2 lane paved road.

Soils: Only 5% of the soils on the parcel are listed as moderate for septic tank absorption fields. These soils also percolate slowly and the depth to rock is listed as severe. The parcel is part of a 48.87 acre parcel. The grantor indicated in the listing there were 4 to 5 septic sites on the property. The buyer reported she obtained 3 septic field sites on the property.

Topog.: Gently rolling, there are two small streams on the property. A small portion of the property along the southern boundary is mapped in flood plain.

Sewer: Public sewer unavailable, private well and septic.

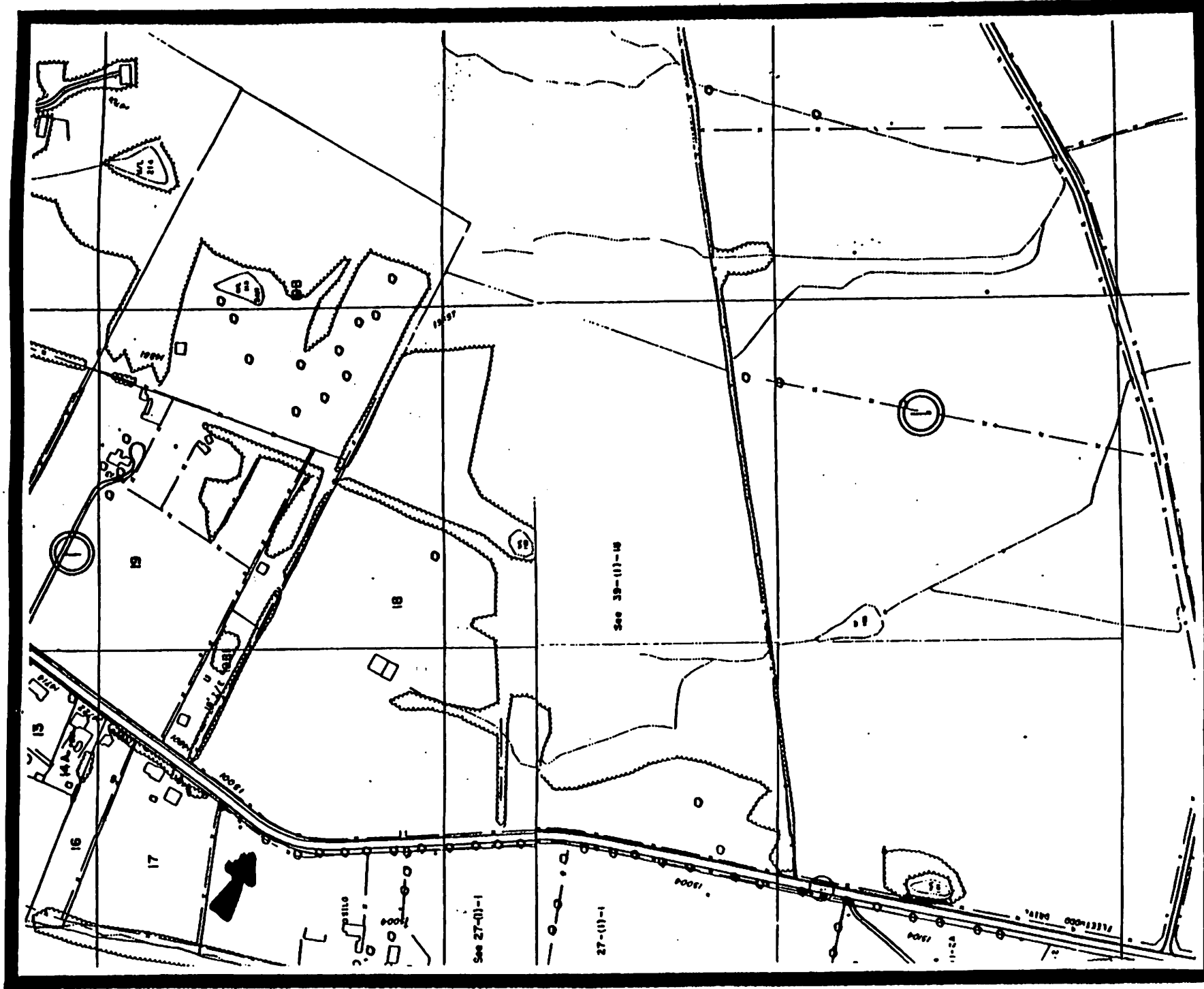
Deedbook: 2153 page 1597

Financing: Buyer reported the owner provided about 86% financing at a rate below typical residential financing at the time of sale; 7 year term.

Source: County records, REDI, MLS, buyer

Building: Understood from buyer that there was a barn on property, the estimated value: \$10,000.

Comments The property was for sale in 1992 with 48.87 acres for \$220,000. The grantor purchased the property in August, 1990 for \$180,000 with 48.87 acres.



Residential Acreage Sale 3

Tax map #: 067-01-000-0009B

Address: 11506 Parkgate Road
Nokesville, VA

Grantor: Sproles, Peggy et al
Grantee: Barrett, James and Brenda

Price: \$215,000 or \$2,999 /acre
Date: 30-Jun-95
Size: 71.68 acres

Zoning: A-1
Shape: irregular

Surrndings: rural residential farms and average quality
housing along Parkgate

Access: average, 3 miles to Manassas, parcel fronts on
Parkgate Road road which is a paved 2 lane road
and a private road

Topog.: near level
Sewer: 5 perc sites

Deedbook: 2251/0166
Financing: private, owner for \$185,000
Source: County records, REDI

Building: none of any value

Comments: County designates land as:
Class II soil, 11.16%; Class III soil,
20.91%; Class V soil, 7.94%; and Forest
Use, 59.99%.

Land Sale Comparison

Adjustment Criteria

| | |
|--------------|---|
| Date | Sales are adjusted -1.5% per year for sales from 1991 and 1992. |
| Size | No adjustment for size. There is no indication of price difference per acre in the range of size for the subject and comparables. |
| Zoning | Sales with the same or similar zoning are used to compare to the subject. The subject is zoned R-10 but could be developed with 10 acre lots with a variance from the Board of Zoning Appeal. It is reported by the County Attorney's Office that this variance would be granted. There are no proffers to be adjusted for with the A-1 zoning. |
| Shape | Sales with a shape which limits the use of the parcel are adjusted for. |
| Surroundings | Measured by average value of surrounding buildings. |
| Access | Rated by the quality of the road and the distance to local commuter routes. |
| Soils | The adjustment for soils is based on the suitability of the soils for septic fields. |
| Topography | The based on the amount of useable land and the percentage of the parcel that is mapped in flood plain. |
| Other | Adjustment are made for unusual characteristic that are not typical of other properties. |

Following standard appraisal procedures, in the comparison grid below, the sales price is adjusted first for unusual sale conditions including unusual financing, then the price is adjusted for changes in market conditions, and finally for the combined effect of all the other adjustments. Mathematic steps are to multiply the sales price by the adjustment for financing, then for market conditions, then the resulting adjusted price is multiplied by the net total of all the other factors plus 100%.

Large Acreage Land Sales Comparison Grid As Of October 1995

| Subject Property | | Sale 1 | Sale 2 |
|------------------|---------------|------------------|-----------------|
| Doves Landing | | River Bend Farms | Fleetwood Drive |
| Tax Map | 065-001-073 | 055-01-000-0009 | 39-001-0018 |
| Prox'ty | n/a | 1 miles W | 8 miles SW |
| \$per ac. | n/a | \$5,008 | \$4,708 |
| finance | n/a | 3rd party | 86% owner |
| mkt.cond | 16-Oct-95 | Mar-92 | May-94 |
| Size | 72.6819 | 53.9101 | 38.873 |
| Zoning | R-10, Vrance | A-1 & AR | A-1 & AR |
| Shape | Irreg. ok | rectangular | Nr. Rectang |
| Surrndg | rur, mix, wtr | Frmts \$170's | VacLd, \$150s |
| Entry | Private Rd. | Private Rd. | Paved Road |
| Access | Manss 3 mi. | Manss 3 mi. | Manss 8 mi. |
| Topog. | roll, low, FP | GntRl130%FP | GntRol2strm |
| Soils | poor 5perc | Poor, 5, 3bed | poor-3perc |
| Other | Nr Occ Rvr | Cedar Run | barn/\$257 |
| Other | wooded | 30%wooded | 30%wooded |
| Indicated value | | \$4,663 | \$4,449 |

| Subject Property | | Sale 3 |
|------------------|---------------|---------------------|
| Doves Landing | | 11506 Parkgate Road |
| Tax Map | 065-001-073 | 067-01-000-0009B |
| Prox'ty | n/a | 4 miles W |
| \$per lot | n/a | \$2,999 |
| finance | n/a | Private |
| mkt.cond | 16-Oct-95 | Jun-95 |
| Size | 72.6819 | 71.68 |
| Zoning | R-10, Vrance | A-1 |
| Shape | Irreg. ok | irregular |
| Surrndg | rur, mix, wtr | vacld \$150's |
| Entry | Private Rd. | paved State |
| Access | Manss 3 mi. | Manss 5 mi. |
| Topog. | roll, low, FP | level |
| Soils | poor 5perc | poor 3 perc |
| Other | wooded | 60% wooded |
| Other | Nr Occ Rvr | |
| Indicated value | | \$3,374 |

Unweighted average of sales:
 (* indicates most similar to subject)

| | Unadjusted
Price/acre | Adjusted
\$/acre |
|---------|--------------------------|---------------------|
| Sale #1 | \$5,008 | \$4,663 * |
| 2 | \$4,708 | \$4,449 |
| 3 | \$2,999 | \$3,374 |
| | ----- | ----- |
| | \$4,238 | \$4,162 |

Sale 1 is the purchase of 5 lots with an average lot size of 10.78 acres. The lots did have approved septic sites. The surroundings of Sale 1 are better than the subject and the access is similar.

Sale 2, in comparison to the subject, has surroundings that are similar, but the access is better due its frontage on a paved road. The buyer reported having owner financing at below market rates. The estimated lot size based on lot yield of Sale 2 is similar to the subject.

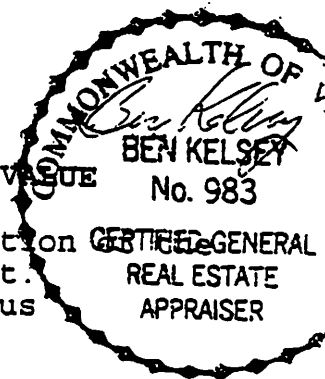
Sale 3 in comparison to the subject is further from Manassas and in a more rural area of the county. It has no water near it. Buyer reported only 3 septic field sites on this parcel which results in a lower lot yield for total acreage similar to the subject's.

Sales of similar land, after adjustment, indicate a market value of approximately:

72.6819 acres @ \$4,700 per acre (rounded) = \$342,000

RECONCILIATION OF VALUE ESTIMATES AND FINAL OPINION OF VALUE

The final analytical step in an appraisal is reconciliation of indications of the property's value into a single amount. Indications of the property's market value by the various approaches are as follows:



Value as of January 1989

| | |
|---|-------------|
| Value indicated by sales of undeveloped R-10 land | \$742,000 |
| Value indicated by analysis of development | \$1,030,000 |

Value as of October 1993

| | |
|--|-----------|
| Value indicated by sales of undeveloped R-10 land | \$900,000 |
| Value indicated by analysis of development | \$800,000 |
| Value indicated by sales of undeveloped land for 10+ acre lots | \$305,000 |

Value as of October 1995

| | |
|--|-----------|
| Value indicated by sales of undeveloped R-10 land | \$912,000 |
| Value indicated by analysis of development | \$780,000 |
| Value indicated by sales of undeveloped land for 10+ acre lots | \$342,000 |
| Value indicated by analysis of 10+ acre lot development | \$193,000 |

At both times, sales and development analysis indicate values that are close. Both are reliable indicators. Sales are used for the final estimate of value since development analysis is sensitive to assumptions about costs. Based on information and analysis in this report, it is my opinion that the market value of the property appraised on the dates of this appraisal are approximately:

Estimated value of land:

| | 01-Jan-89 | 05-Oct-93 | 16-Oct-95 |
|--|-------------|-----------|-----------|
| Value with R-10 zoning and cost sharing assured | \$1,030,000 | \$900,000 | \$912,000 |
| Value with cost sharing probable but not assured | \$742,000 | \$675,000 | \$684,000 |
| Value with cost sharing unlikely | n/a | \$305,000 | \$342,000 |

Value as of October 1995

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Standard Assumptions and Limiting Conditions

No title search has been made by the appraiser or provided. The appraiser is not qualified to render opinions that are legal in nature; however apparent easements other than normal utility services and other restrictions, where known or observed, are noted. Title to the property is assumed to be good and marketable. The property is appraised as if it is free and clear of any liens or encumbrances or encroachments and the improvements believed to be on the subject land are within the property boundaries.

The appraiser is not an expert in matters concerning engineering or toxic wastes. Where some hazard is observed it is described.

Information used in this appraisal is from sources considered to be reliable but no warranty is given for its accuracy.

It is assumed there are no hidden conditions of the property, its subsoil, or structures which affect its value significantly. Unless specifically stated in this report, no studies were made or available. And no responsibility is assumed for hidden conditions or for arranging for studies to detect such conditions.

It is assumed that all applicable zoning and use regulations and restrictions have been complied with unless a nonconformity has been stated in this report. It is also assumed that all required licenses and certificates have been or can be obtained.

The following are quoted from "The Appraisal of Real Estate" published by the Appraisal Institute.

"This appraisal report has been made with the following general limiting conditions:

1. The distribution, if any, of the total valuation in this report between land and improvements applies only under the stated program of utilization. The separate allocations for land and buildings must not be used in conjunction with any other appraisal and are invalid if so used.
2. Possession of this report, or a copy thereof, does not carry with it the right of publication unless this appraisal was prepared for use by the RTC in which case the RTC may distribute it according to its rules.
3. The appraiser, by reason of this appraisal, is not required to give further consultation, testimony, or be in attendance in court with reference to the property in question unless arrangements have been previously made.
4. Neither all nor any part of the contents of this report (especially any conclusions as to value, the identity of the appraiser, or the firm with which the appraiser is connected) shall be disseminated to the public through advertising, public relations, news, sales, or other media without the prior written consent and approval of the appraiser.

CERTIFICATION OF VALUE

I certify that, to the best of my knowledge and belief:

1. The statements of fact contained in this report are true and correct.
2. The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, unbiased professional analyses, opinions, and conclusions.
3. I have no present or prospective interest in the property that is the subject of this report, and I have no personal interest or bias with respect to the parties involved.
4. My compensation is not contingent upon the reporting of a predetermined value, or direction in value that favors the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.
5. My analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the standards and reporting requirements of the Uniform Standards of Professional Appraisal Practice.
6. I have made a personal inspection of the property that is the subject of this report.
7. Mr. Dwight Wessel and Mr. Hugh Smyth of my staff provided significant professional assistance in data gathering, report preparation and analysis. I have a full time staff and their work is done under my direct supervision. They are qualified to do this work. The conclusions and final opinion of value are mine.
8. This appraisal assignment was not based on a requested minimum valuation, a specified valuation, or the approval of a loan.
9. The appraiser has performed within the context of the competency provision of the Uniform Standards of Professional Appraisal Practice.
10. To the best of my knowledge and belief, the reported analyses, opinions and conclusions were developed, and this report has been prepared, in conformity with the requirements of the Code of Professional Ethics and the Standards of Professional Appraisal Practice of the Appraisal Institute.
11. The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.
12. As of the date of this report, I have completed the requirements of the continuing education program of the Appraisal Institute.
13. The appraiser is currently licensed by the Commonwealth of Virginia as a Certified General Real Estate Appraiser, license number 983.

Appraiser:.....

Doves Landing Development Analyses

DEVELOPMENT ANALYSIS

Introduction

In the following analysis, income and expenses from the development of the subject property are examined to provide an indication of market value. The subject is analyzed as it existed January 1, 1989, October 1993, and under current market conditions and development requirements. After analysis of the property as it is currently zoned alternative use of the land as a subdivision of large A-1, 10 acre and larger lots is examined. The results provide indications of market value, estimates of development expenses, feasibility of development, and a greater understanding of the property.

Most developers arrive at the price they will pay for land by subtracting from the finished lot value estimated development costs and profit, leaving the raw land value. Developers mostly use simple calculations that group together item in cash flow analysis. That is known as the development approach.

First the subject is analyzed as it existed in 1989, then under current market conditions.

Estimates used in the analysis:

0.20703125 Pro rata Doves Landing (106/512)

\$966,000 Off site utilities

\$1,218,879 Doves Overlook off site development cost subject
to pro-rata cost sharing

\$2,184,879 Total off site Development cost 1995

(\$620,000) Minus Smithfield Road w/o sidewalk

\$1,564,879 Total Off Site Development cost minus Smithfield Road

\$128,359 pro rata Smithfield Road for Doves Landing 1995

\$323,979 pro rata off site sewer and water 1995

\$452,338 Total pro rata off site development of Doves Landing

Doves Landing Development Analyses

R-10 Analysis as of January 1989 with costs prorated:

| | | | |
|-----------|---|---------|-----------|
| 106 | potential raw R-10 lots | | |
| 4 | lots per month absorption | | |
| 2.21 | yrs. sales period | | |
| 1.5 | year start up period | | |
| \$45,000 | finished lot values from sales analysis, starting price | | |
| 1.0% | lot inflation per month (typical lot price escalator) | | |
| 4% | construction cost inflation 1989 - 1995 | | |
| 0 | cash proffers | | |
| \$18,000 | per lot, on site construction expense year 1 | | |
| \$41,000 | pro rata for easements acquisition | | |
| | Sewer easement 20' by 16100' @ \$0.50/sq.ft. | | \$161,000 |
| | + appraisal fees for 10 easements @ \$1,000 | | \$10,000 |
| | + negotiator/legal 160 hours @ \$50/hour | | \$8,000 |
| | | | ----- |
| | | | \$179,000 |
| | Water esmt 20'X 2700' | 54000 | \$0.25 |
| | | | \$13,500 |
| | 2 appraisals @ | \$1,000 | \$2,000 |
| | 20 hours @ | \$50 | \$1,000 |
| | | | ----- |
| | water easement | | \$16,500 |
| | | | ===== |
| | easements | | \$195,500 |
| | rounded to | | \$200,000 |
| \$259,000 | pro rata for water and sewer construction cost | | |
| \$102,000 | pro rata for access through adj. subdivision | | |
| 1% | taxes, typical | | |
| 80% | financing | | |
| 20% | profit typical of market | | |
| 20% | equity rate, typical | | |
| 12.5% | mortgage rate (prime @ 10.5% + 2 points 1989) | | |
| 15.0% | effective carry rate including taxes | | |

Carry rate computation:

| | | | |
|---------------|-----|-------|-------|
| interest | 80% | 12.5% | 10.0% |
| equity | 20% | 20% | 4.0% |
| Built up rate | | | 14.0% |
| Taxes | | | 1.0% |
| Carry cost: | | | 15.0% |

Lot yield for the subject as explained in the zoning section of this appraisal, is estimated to be: 106 Lots

Doves Landing Development Analyses

R-10 Analysis as of January 1989 with costs prorated:

A summarized analysis follows:

| | per lot | for 106 lots |
|--|------------|----------------------|
| Average value of finished lots | \$55,523 | \$5,885,411 |
| Avg. on-site dev. cost: (\$19,358) | | |
| Off-site dev. cost: (\$3,792) | | |
| Total development cost | (\$23,150) | (\$2,453,923) |
| Proffer estimate | \$0 | \$0 |
| Carrying cost of land during start up period @ equity rate:
18 months | (\$4,173) | (\$442,377) |
| Carrying cost during sales period
26.5 months | (\$7,357) | (\$779,817) |
| Profit 20.0% | (\$11,105) | (\$1,177,082) |
| Value of the raw lots | \$9,738 | \$1,032,212 |
| rounded to | | \$1,030,000 |
| | or, | \$14,300 per acre (R |

The computations indicate sufficient proceeds from sales to fund development at normal profit allowances. Feasibility of development is indicated, under the stated conditions with off site utilities and access expensess paid on a pro rata basis with the development of the adjoining subdivision.

Doves Landing Development Analyses

R-10 Development as of October 1993 with costs prorated.

Estimates used in the analysis for R-10 finished lots:

| | |
|-----------|---|
| 106 | potential raw R-10 lots |
| 2 | lots per month absorption |
| 5.92 | yrs. project duration (start up + sales period) |
| \$53,500 | finished lot values from sales analysis, starting price |
| 6% | lot price inflation per year |
| 1% | construction cost inflation per year |
| 0 | cash proffers |
| \$21,400 | per lot, on site construction expense 1993 |
| \$41,000 | easements acquisition |
| \$314,474 | water and sewer |
| \$124,594 | access through adj. subdivision |
| 5% | sales expense, typical |
| 1% | taxes, typical |
| 75% | financing |
| 20% | profit typical of market |
| 10% | overhead and development fee on construction |
| 20% | equity rate, typical |
| 8.00% | mortgage rate fall of 1993 |
| 12.00% | effective carry rate including taxes |

Carry rate computation:

| | | | |
|---------------|-----|--------|-----|
| interest | 75% | 8.00% | 6% |
| equity | 25% | 20.00% | 5% |
| Built up rate | | | 11% |
| Taxes | | | 1% |

Carry cost: 12%

The 1992 mortgage rate estimate is based on a rate reported by Southern Atlantic Mortgage in September 1993 for a residential land development loan. Rates were higher during the early spring of 1993, however they were lower by fall of that year.

Construction cost estimates are based on reports by site and utility contractors active in the 1993 land development market. Mr. Tony Clark, owner of Prince William Pipe Line Corporation, reported that there had been little change in prices comparing 1993 to current prices, perhaps in the range of 1% per year increase for 1995 over 1993. Mr. William Phares, Purchasing Director, for William A. Hazel Inc., also reported that prices in 1993 were only slightly lower than current prices. His recollection was that the steep discounts prevalent during the 1990 recession were no longer in the market during 1993. Prices were trending up during 1994, however, were back down nearer 1993 levels in 1995. He estimated that the difference was in the range of 3% comparing 1993 and 1995. The range of estimates is then 1% to 1.5% per year increase in construction costs for the period from fall of 1993 to fall of 1995.

Doves Landing Development Analyses

R-10 Development as of October 1993 with costs prorated.

Lot yield for the subject as explained in the zoning section of this appraisal, is estimated to be: 106 Lots

A summarized analysis follows:

| | per lot | for 106 lots |
|---|------------|----------------------|
| Average value of finished lots | \$63,565 | \$6,737,873 |
| Avg. on-site dev. cost: (\$22,039) | | |
| Off-site dev. cost: (\$4,529) | | |
| Total development cost | (\$26,568) | (\$2,816,233) |
| Proffer estimate | \$0 | \$0 |
| Carry cost of land during permitting @ equity rate
18 months | (\$3,242) | (\$343,691) |
| Carry cost during sales period
53 months | (\$13,476) | (\$1,428,429) |
| Profit 20.0% | (\$12,713) | (\$1,347,575) |
| | ----- | ----- |
| Value of the raw lots | \$7,566 | \$801,945 |
| rounded to | | \$800,000 |
| | or, | \$11,100 per acre (R |

Doves Landing Development Analyses

R-10 Development as of October 1993 without costs prorated.

Estimates used in the analysis for R-10 finished lots:

| | |
|-------------|---|
| 106 | potential raw R-10 lots |
| 2 | lots per month absorption |
| 5.92 | yrs. project duration (start up + sales period) |
| \$57,500 | finished lot values from sales analysis, starting price |
| 6% | lot price inflation per year |
| 1% | construction cost inflation per year |
| 0 | cash proffers |
| \$21,400 | per lot, on site construction expense 1993 |
| \$200,000 | easements acquisition |
| \$1,518,968 | water and sewer |
| \$638,740 | access through adj. subdivision |
| 5% | sales expense, typical |
| 1% | taxes, typical |
| 75% | financing |
| 20% | profit typical of market |
| 10% | overhead and development fee on construction |
| 20% | equity rate, typical |
| 8.00% | mortgage rate fall of 1993 |
| 12.00% | effective carry rate including taxes |

Carry rate computation:

| | | | |
|----------|-----|--------|----|
| interest | 75% | 8.00% | 6% |
| equity | 25% | 20.00% | 5% |

| | |
|---------------|-----|
| Built up rate | 11% |
|---------------|-----|

| | |
|-------|----|
| Taxes | 1% |
|-------|----|

| | |
|-------------|-----|
| Carry cost: | 12% |
|-------------|-----|

Lot yield for the subject as explained in the zoning section of this appraisal, is estimated to be: 106 Lots

Doves Landing Development Analyses

R-10 Development as of October 1993 without costs prorated.

A summarized analysis follows:

| | per lot | for 106 lots |
|---|------------|-----------------------|
| Average value of finished lots | \$68,317 | \$7,241,639 |
| Avg. on-site dev. cost: (\$22,039) | | |
| Off-site dev. cost: (\$22,243) | | |
| Total development cost | (\$44,282) | (\$4,693,874) |
| Proffer estimate | \$0 | \$0 |
| Carry cost of land during permitting @ equity rate
18 months | (\$3,242) | (\$343,691) |
| Carry cost during sales period
53 months | (\$14,483) | (\$1,535,228) |
| Profit 20.0% | (\$13,663) | (\$1,448,328) |
| | ----- | ----- |
| Value of the raw lots | (\$7,354) | (\$779,481) |
| | or, | (\$10,800)per acre (R |

Without sharing the costs to bring sewer, water, and access with other development in the area, the subject is not economically feasible to develop under the stated conditions.

Doves Landing Development Analyses

R-10 Development as of October 1995 with costs prorated.

Estimates used in the analysis for R-10 finished lots:

| | |
|-----------|---|
| 106 | potential raw R-10 lots |
| 2 | lots per month absorption |
| 5.92 | yrs. project duration (start up + sales period) |
| \$57,500 | finished lot values from sales analysis, starting price |
| 6% | lot inflation per year |
| 1% | construction cost inflation |
| 0 | cash proffers |
| \$22,000 | per lot, on site construction expense year 1 |
| \$41,000 | pro rata for easements acquisition |
| \$323,979 | pro rata for water and sewer |
| \$128,359 | pro rata for access through adj. subdivision |
| 5% | sales expense, typical |
| 1% | taxes, typical |
| 75% | financing |
| 20% | profit typical of market |
| 10% | overhead and development fee on construction |
| 25% | equity rate, typical |
| 10.75% | mortgage rate (prime @ 8.75% + 2 points) |
| 14.00% | effective carry rate including taxes |

Carry rate computation:

| | | | |
|----------|-----|--------|----|
| interest | 75% | 10.75% | 8% |
| equity | 25% | 20.00% | 5% |

| | |
|---------------|-----|
| Built up rate | 13% |
|---------------|-----|

| | |
|-------|----|
| Taxes | 1% |
|-------|----|

| | |
|-------------|-----|
| Carry cost: | 14% |
|-------------|-----|

Lot yield for the subject as explained in the zoning section of this appraisal, is estimated to be: 106 Lots

Doves Landing Development Analyses

R-10 Development as of October 1995 with costs prorated.

A summarized analysis follows:

| | per lot | for 106 lots |
|---|------------|----------------------|
| Average value of finished lots | \$68,317 | \$7,241,639 |
| Avg. on-site dev. | (\$22,657) | |
| Off-site dev. cost: | (\$4,654) | |
| Total development cost | (\$27,311) | (\$2,895,004) |
| Proffer estimate | \$0 | \$0 |
| Carry cost of land during permitting @ equity rate
18 months | (\$3,134) | (\$332,163) |
| Carry cost during sales period
53 months | (\$16,897) | (\$1,791,099) |
| Profit 20.0% | (\$13,663) | (\$1,448,328) |
| | ----- | ----- |
| Value of the raw lots | \$7,312 | \$775,046 |
| rounded to | | \$780,000 |
| | or, | \$10,800 per acre (R |

Doves Landing Development Analyses

R-10 Development as of October 1995 with costs not prorated.

Estimates used in the analysis for R-10 finished lots:

| | |
|-------------|---|
| 106 | potential raw R-10 lots |
| 2 | lots per month absorption |
| 5.92 | yrs. project duration (start up + sales period) |
| \$57,500 | finished lot values from sales analysis, starting price |
| 6% | lot inflation per year |
| 1% | construction cost inflation |
| 0 | cash proffers |
| \$22,000 | per lot, on site construction expense year 1 |
| \$180,000 | easements acquisition |
| \$1,564,879 | water and sewer |
| \$620,000 | access through adj. subdivision |
| 5% | sales expense, typical |
| 1% | taxes, typical |
| 75% | financing |
| 20% | profit typical of market |
| 10% | overhead and development fee on construction |
| 0% | equity rate, typical |
| 10.75% | mortgage rate (prime @ 10.5% + 2 points) |
| 14.00% | effective carry rate including taxes |

Carry rate computation:

| | | | |
|----------|-----|--------|----|
| interest | 75% | 10.75% | 8% |
| equity | 25% | 20.00% | 5% |

| | |
|---------------|-----|
| Built up rate | 13% |
|---------------|-----|

| | |
|-------|----|
| Taxes | 1% |
|-------|----|

| | |
|-------------|-----|
| Carry cost: | 14% |
|-------------|-----|

Lot yield for the subject as explained in the zoning section of this appraisal, is estimated to be: 106 Lots

Doves Landing Development Analyses

R-10 Development as of October 1995 with costs not prorated.

A summarized analysis follows:

| | per lot | for 106 lots |
|--|------------|------------------------|
| Average value of finished lots | \$68,317 | \$7,241,639 |
| Avg. on-site dev. | (\$22,657) | |
| Off-site dev. cost: | (\$22,310) | |
| Total development cost | (\$44,967) | (\$4,766,545) |
| Proffer estimate | \$0 | \$0 |
| Carry cost of land during permitting @ equity rate | | |
| 18 months | (\$3,134) | (\$332,163) |
| Carry cost during sales period | | |
| 53 months | (\$16,897) | (\$1,791,099) |
| Profit 20.0% | (\$13,663) | (\$1,448,328) |
| Value of the raw lots | (\$10,344) | (\$1,096,495) |
| | or, | (\$15,200) per acre (R |

Without sharing the costs to bring sewer, water and access with other development in the area, the subject is not economically feasible to develop under the stated conditions.

Doves Landing Development Analyses

The following analysis considers alternative development using septic fields and individual wells on large lots. Comparative values for these large sized lots are examined in the sales analysis. Cash flows are examined below for the development of the subject as an A-1 subdivision of large, 10 acre minimum sized lots developed on septic fields with private ingress/egress easements.

A-1 Lots, analysis as of October 1993

Estimates used in the analysis for A-1 lots for 1993:

| | | | |
|-----------------|--|---|--|
| Income: | \$105,000 per lot from sales analysis,
starting price
6% lot price inflation | | |
| Expenses: | | | |
| Rezoning | \$2,500 | BZA, engineering, and legal fees | |
| Septic fields | \$4,800 | soils scientist and Health Dept. | |
| Engineering | \$8,000 | subdivision plats and minor grading plans | |
| Surveying | \$6,000 | subdivision stake out and test hole locations | |
| Access easement | \$69,888 | construction expense, access esmts. | |
| <hr/> | | | |
| Total | \$91,188 | | |
| or, | \$18,000 per lot, rounded | | |

Carry rate computation:

| | | | |
|---------------|-----|-------|-----|
| interest | 75% | 8.00% | 6% |
| equity | 25% | 20% | 5% |
| <hr/> | | | |
| Built up rate | | | 11% |
| Taxes | | | 1% |
| <hr/> | | | |
| Carry cost: | | | 12% |

Lot yield for the subject as explained in the zoning section of this appraisal, is estimated to be: 5 Lots

2867

Doves Landing Development Analyses

A-1 Lots, analysis as of October 1993

A summarized analysis follows for A-1 large lots 1993:

| | per lot | for 5 lots |
|--|------------|---------------------|
| Average value of finished lots | \$111,300 | \$556,500 |
| Development cost | (\$18,000) | (\$90,000) |
| Proffer estimate | \$0 | \$0 |
| Carry cost of land during permitting @ equity
rate 6 months | (\$6,303) | (\$31,513) |
| Carry cost during sales period
18 months | (\$8,014) | (\$40,068) |
| Profit 20.0% | (\$22,260) | (\$111,300) |
| | ----- | ----- |
| Value of the raw lots | \$56,724 | \$283,619 |
| rounded to | | \$280,000 |
| | or, | \$3,900 per acre (R |

Doves Landing Development Analyses

Large Lot Development Income and Expense Analysis as of October 1995

Estimates used in the analysis for A-1 lots for 1995:

| | |
|-----------------|---|
| Income: | \$81,500 per lot from sales analysis,
starting price
6% lot price inflation |
| Expenses: | |
| Rezoning | \$2,500 BZA, engineering, and legal fees |
| Septic fields | \$4,800 soils scientist and Health Dept. |
| Engineering | \$8,000 subdivision plats and minor grading plans |
| Surveying | \$6,000 subdivision stake out and test hole locations |
| Access easement | \$72,000 construction expense, access esmts. |
| | ----- |
| Total | \$93,300 |
| or, | \$19,000 per lot, rounded |

Carry rate computation:

| | | | |
|---------------|-----|--------|-----|
| interest | 75% | 10.75% | 8% |
| equity | 25% | 20% | 5% |
| Built up rate | | | 13% |
| Taxes | | | 1% |
| Carry cost: | | | 14% |

Lot yield for the subject as explained in the zoning section of this appraisal, is estimated to be: 5 Lots.

Doves Landing Development Analyses

Large Lot Development Income and Expense Analysis as of October 1995

A summarized analysis follows:

| | per lot | for 5 lots |
|--|------------|---------------------|
| Average value of finished lots | \$86,390 | \$431,950 |
| Total development cost | (\$19,000) | (\$95,000) |
| Proffer estimate | \$0 | \$0 |
| Carry cost of land during permitting @ equity rate
6 months | (\$4,286) | (\$21,428) |
| Carry cost during sales period
18 months | (\$7,257) | (\$36,284) |
| Profit 20.0% | (\$17,278) | (\$86,390) |
| Value of the raw lots | \$38,570 | \$192,849 |
| | or, | \$2,700 per acre (R |

Fully Developed Lots

Finished Building Lot Values

The following comparable sales are of fully developed lots which were purchased prior to January 1, 1989.

2871

ots

ich

ot 1988, Sale 1

#: 032-0039-000-081, 82, 83 & 74

4082, 4080, 4078 & 4085 Croaker Lane
Daleview Manor Section 7
Woodbridge, VA

Wood Dale Builders Corporation

he

Kinross of Virginia, Incorporated

\$164,000 or \$41,000 /per lot

08-Dec-88

4 Lots

R-10, the average lot size is 0.2777 acres

all of the lots are rectangular,

: developing residential with nearby vacant tracts of undeveloped land planned for residential housing with commercial development near along Dale Boulevard. The average selling price of houses in Daleview Manor are in \$125,000's with the top prices in the low \$140,000's. The community of Dale City is nearby.

average, the community fronts on Minnieville Road near its intersection with Dale Boulevard I-95 access is 3 miles east.

level to gently rolling; no flood plain

at site provided by the Dale Service Corporation. Sewer tap fees with the Dale Service Corporation are \$1,067 as compared to the Prince William County Service at \$1,700 per unit. Water service was provided by Virginia American Water at a cost of \$287 per unit. Water from the Prince William Service Authority was \$1,300. The total difference for the sewer and water cost is \$1,646 per lot.

2872

Fully Developed Lots

Deedbook: 1620 Page 1595

Financing: Loyola Federal Savings and Loan, \$444,800

Source: County records, REDI

Comments: This is the purchase of 4 finished building lots. Daleview is located near Dale City but is not a section of Dale City subdivision. The quality and appeal of the housing in Daleview Manor is above nearby housing in Dale City.

Fully Developed Lots

Fully Developed Lot 1988, Sale 2

Tax map #: 032-0044-000-041

Address: 14797 Edison Court
Stanley Forest Section 1
known as Cardinal Forest
Woodbridge, VA

Grantor: Curtis F. Peterson

Grantee: Ryland Group, Incorporated

Price: \$40,130 or \$40,130 /per lot

Date: 19-Dec-88

Size: 1 Lot

Zoning: R-10, the lot size is 0.2759 acres

Shape: rectangular

Surrndings: developing residential with nearby vacant tracts of undeveloped land planned for residential housing with commercial development nearby along Dale Boulevard. Sales price of houses in the community range from \$170,000's to the low \$200,000's. The communities of Montclair and Dale City are nearby.

Access: average, the community is located southwest of the intersection of Minnieville Road and Cardinal Drive. Dale Boulevard is nearby, I-95 access is 3 miles east.

Topog.: level to gently rolling, no flood plain

Sewer: at site, provided by Prince William County Service Authority

Deedbook: 1625 Page 594

Financing: none recorded

Source: County records, REDI

Comments: Ryland also purchased lots 14 and 21 in November 1988 for \$81,640 or \$40,820 per lot. The community of Montclair is nearby. The quality of housing in Cardinal Forest is comparable to Montclair which is above the area average.

2874

Fully Developed Lots

Fully Developed Lot 1988, Sale 3

Tax map #: 100-0036-000-15, 23, 25, 27, 29, 42 & 45

Address: 9501 Grays Mill Court
8517, 8513, 8509, & 8505 Clearridge Lane
8546 Ballantrae Street & 8573 Richmond Avenue
Sherman Meadows
Manassas, VA

Grantor: Chadwick American Company Inc.

Grantee: The Ryland Group Inc.

Price: \$420,000 or \$60,000 /per lot

Date: 01-Dec-88

Size: 7 Lots

Zoning: R-25, average lot size .2295 acres

Shape: rectangular or nearly rectangular

Surrndings: the lots are located in the City of Manassas, the communities of Oakenshaw, Fairview Meadows and Baldwin Oaks are nearby. Houses in the community are selling in the \$190,000's to the low \$200,00s.

Access: good, Route 28 is 1/2 west, Davis Ford Road is nearby.

Topog.: near level

Sewer: at site provided by the City of Manassas Public Works. Sewer and water tap fees the City were \$3,250 which is comparable to the Prince William Service Authority.

Deedbook: 1619 Page 1787

Financing: Tyson National Bank, Credit Line Deed of Trust

Source: REDI

Fully Developed Lots

Value of Developed R-10 Lots As Of January 1989

| Subject Property | | Sale #1 | Sale #2 |
|------------------|-------------|-----------------------|------------------|
| Doves Landing | | Daleview Manor | Stanley Forest |
| Tax Map | 065-001-073 | 032-0039-081,82,83,74 | 032-0044-000-041 |
| Prox'ty | n/a | 9 miles E | 7 miles E |
| \$per lot | n/a | \$41,000 | \$40,130 |
| finance | 0 | | |
| mkt.cond | 01-Jan-89 | Dec-88 | 19-Dec-88 |
| # Lots | 106 | 4 | 1 |
| Lot Size | 0.55 | 0.277 acres | 0.275 acres |
| Zoning | R-10 | R-10 | R-10 |
| Shape | Irreg. ok | rectangular | rectangular |
| Surrndg | rur,mix,wtr | DalCty\$130's | MtClir\$180's |
| Access | fair | av. 3mi.I95 | av. 3mi.I95 |
| Topog. | roll,low | gently roll | gently roll |
| Sewer | PWC | DaleService (\$1,646) | at site PWC |
| Other | near lake | 3% | 3% |
| Indicated value | | \$44,274 | \$44,143 |

| Subject Property | | Sale #4 |
|------------------|-------------|-----------------|
| Doves Landing | | Sherman Meadows |
| Tax Map | 065-001-073 | 100-36, 7 lots |
| Prox'ty | n/a | 4 miles N |
| \$per lot | n/a | \$60,000 |
| finance | | |
| mkt.cond | 01-Jan-89 | Dec-88 |
| # Lots | 106 | 7 |
| Lot Size | 0.55 | 0.229 acres |
| Zoning | R-10 | R-25 |
| Shape | Irreg. ok | rectangular |
| Surrndg | rur,mix,wtr | Cty\$200000s |
| Access | fair | gd.Rt28nrby |
| Topog. | roll,low | level |
| Sewer | PWC | at site |
| Other | near lake | 3% |
| Indicated value | | \$46,800 |

Fully Developed Lots

Unweighted average of sales (* indicates most similar to subject):

| | Unadjusted
Price/lot | Adjusted
Price/lot |
|---------|-------------------------|-----------------------|
| Sale #1 | \$41,000 | \$44,274 |
| 2 | \$40,130 | \$44,143 |
| 3 | \$60,000 | \$46,800 |
| | ----- | ----- |
| | \$47,043 | \$45,072 |

Sale 1 in comparison to the subject is located in a rapidly developing area; Lake Ridge is a short distance to the north, Dale City is immediately to the west. The community fronts on Minnieville Road and I-95 access is 3 miles east.

Sale 2 in comparison to the subject is located in a developing area with above average quality housing. The topography and curb appeal of the community is above average.

Sale 3 in comparison to the subject is located in the City of Manassas. Commuter routes are nearby as well as shopping and schools. The quality of the housing in the area is above average.

106 lots @ \$45,000 per lot (rounded) = \$4,770,000

Fully Developed Lots

The following comparable sales fully developed lots which were purchased prior to October, 1993.

1993 Single Family Detached Lot Sale 1

Tax map #: 116-13-000-0007, 12, 19, & 23

Address: Dennis Court
Pineborough Estates
Gainesville, VA

Grantor: Southern Resource Corporaiton
Grantee: Ryland Group, Inc.

Price: \$214,000 or \$53,500 /lot

Date: Aug-93

Size: 4 Lots 7,982 square feet

Zoning: R10 cluster with per lot cash proffers which total \$2,000 per lot and are paid with the issuance of a building permit.

Shape: Rectangular

Surrndings: developing area with new homes selling in the mid to upper \$100,000's

Access: the I-66 and Route 29 interchange is 4 miles west at Gainesville, the City of Manassas is 4 miles east. The subdivision fronts on Linton Hall Road.

Sewer: at site, Prince William Service Authority

Deedbook: 2030 page 1441

Financing: none recorded after deed

Source: county records, REDI, appraisal, grantor

Building: none at the time of sale

Comments: Subdivision is open farmland, no wooded lots. Rock is present and has caused builder to have to blast basements, which has increased lot development costs. Ryland Homes has 40 lots under contract in this subdivision. Ryland reported that they were obligated to purchase 8 lots per quarter with a starting price of \$53,500 per fully developed lot. Their contract also contains a price escalator of 6% per annum.

Fully Developed Lots

1993 Single Family Detached Lot Sale 2

Tax map #: 116-11-000-0012 & 13

Address: Bourne Place
Pineborough Estates
Gainesville, VA

Grantor: Southern Resource Corporation
Grantee: American Building Systems, Inc.

Price: \$110,000 or \$55,000 /per lot

Date: Feb-93

Size: 2 lots
average lot 9,082 square feet

Zoning: R10 cluster with per lot cash proffers which total \$2,000 per lot and are paid with the issuance of a building permit.

Shape: near rectangular

Surrndings: developing area with new homes selling in the mid to upper \$100,000's

Access: the I-66 and Route 29 interchange is 4 miles west at Gainesville, the City of Manassas is 4 miles east. The subdivision fronts on Linton Hall Road.

Topog.: gently rolling

Sewer: at site, Prince William Service Authority

Deedbook: 1965 page 1979

Financing: VA 1st Savings Bank, Credit Line Deed

Source: County records, REDI, appraisal, grantor

Building: none at the time of sale

Comments: Under the current sales contract Chadwick-American is obligated to purchase 4 lots per quarter at a starting price of \$55,000. The contract contains an escalator of 6% per annum which is to begin in the 2nd quarter of the purchase agreement. A \$25,000 refundable deposit is also required.

Fully Developed Lots

1993 Single Family Detached Lot Sale 3

Tax map #: 58-0062-006
Address: Pintail Road, Omisol Estates
Woodbridge, Virginia

Grantor: Rollingwood Estates Associates
Grantee: Clark Builders Inc.

Price: \$62,000 or \$62,000 per lot
Date: Aug-93
Size: 1 Lots
average lot size 20,797 sq.ft.

Zoning: R-20

Shape: rectangular, corner lot

Surrndings: average+, homes selling in the \$235,000 range.
The subdivision fronts on Lake Omisol

Access: Good, 1 mile from the Horner Road and I-95
interchange. Commuter rail access is
available 2 miles east.

Topog.: Lots are gently rolling, with good quality
house sites. The builder reported he spent
approximately \$8,000 in additional finishing
cost. The lot needed fill material to bring
up the house elevation. The fill material was
available on site.

Sewer: on site

Deedbook: 2029 page 1409
Financing: VA 1st Savings Bank, Construction Loan
Source: Co. records, grantor's staff, & grantee's staff

Building: none, at time of sale

Comments: Lots in the subdivision are priced according
to quality. This is based on waterfront or
view and additional finishing cost due to
topography. Michael Chadwick reported he
purchased lot 35 for \$56,000. This lot backs
up to a large overhead powerline and will need
approximately \$15,000 in additional finishing
cost.

Fully Developed Lots

Land Sale Comparison

Adjustment Criteria

The adjustment criteria is the same as used in the earlier comparable sales of fully developed lots.

Following standard appraisal procedures, in the comparison grid below, the sales price is adjusted first for unusual sale conditions including unusual financing, then the price is adjusted for changes in market conditions, and finally for the combined effect of all the other adjustments. Mathematic steps are to multiply the sales price by the adjustment for financing and market conditions then the resulting adjusted price is multiplied by the sum of all the other adjustments.

R-10 and R-20 Lot Sales Oct.93

| Subject Property
Doves Landing | | Sale #1
Pineborough Estates | Sale #2
Pineborough Estates |
|-----------------------------------|-------------|--------------------------------|--------------------------------|
| Tax Map | 065-001-073 | 116-13-000-0007, 12, 1 | 116-11-000-0012 & 13 |
| Prox | n/a | 5 miles W | 5 miles W |
| \$per lot | n/a | \$53,500 | \$55,000 |
| finance | 0 | none recorded | none recorded |
| mkt.cond | Oct-93 | Aug-93 | Feb-93 |
| Size | 0.55 | 0.183 8% | 0.209 6% |
| Zoning | R-10 | R-10 cluster | R-10 cluster |
| Proffers | none | \$2,000 \$2,000 | \$2,000 \$2,000 |
| Shape | Irreg. ok | Rectangular | Rectangular |
| Surrndg | rur,mix,wtr | \$160's | \$160's |
| Entry | to be pub. | LintHall | LintHall |
| Access | Manss 3 mi. | Near I-66 -15% | Near I-66 -15% |
| Topog. | roll,low,FP | gently roll | gently roll |
| Sewer | PWC | PWC | PWC |
| Other | Nr Occ Rvr | 3% | 3% |
| Indicated value | | \$52,984 | \$53,304 |

| Subject Property
Doves Landing | | Sale #3
Omisol Estates |
|-----------------------------------|-------------|---------------------------|
| Tax Map | 065-001-073 | 58-0062-006 |
| Prox | n/a | 12 miles E |
| \$per lot | n/a | \$62,000 |
| finance | | cash |
| mkt.cond | Oct-93 | Aug-93 |
| Size | 0.55 | 0.477 |
| Zoning | R-10 | R-20 |

Fully Developed Lots

| | | | |
|-----------------|---------------|--------------|------|
| Proffers | none | none | |
| Shape | Irreg. ok | rectangular | |
| Surrndg | rur, mix, wtr | \$235's | -4% |
| Entry | to be pub. | average | |
| Access | Manss 3 mi. | gd. 1mi. 95 | -15% |
| Topog. | roll, low, FP | gently roll | |
| Sewer | PWC | at site, PWC | |
| Other | Nr Occ Rvr | Lk Omisol | |
| Other | | fill | 6% |
| ----- | | | |
| Indicated value | | \$54,220 | |
| ===== | | | |

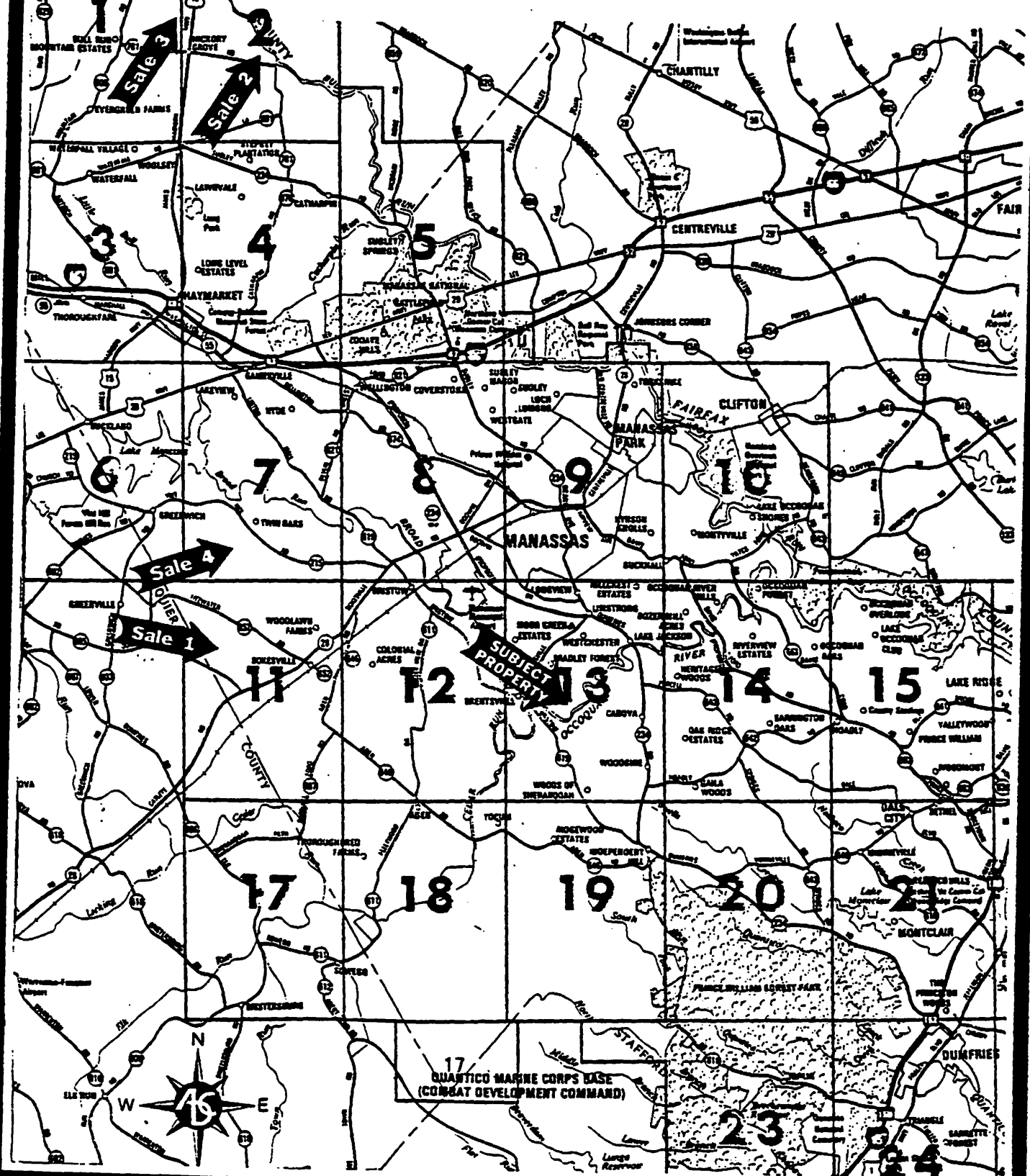
Fully Developed Lots

Unweighted average of sales (* indicates most similar to subject):

| | Unadjusted
Price/lot . | Adjusted
\$/lot |
|---------|---------------------------|--------------------|
| Sale #1 | \$53,500 | \$52,984 |
| 2 | \$55,000 | \$53,304 |
| 3 | \$62,000 | \$54,220 |
| | ----- | ----- |
| | \$56,833 | \$53,503 |

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For Additional Coverage See Inside Back Cover



Fully Developed Lots

10 Acre Lot Sales Before 10/93

Sale 1 Tax map #: 83-002-0001

Address: 11380 Morla Lane
 Nokesville, VA

Grantor: Kryza, E. Gregory and Alice
Grantee: Zelaska, Michael and Olivia

Price: \$105,000
Date: Mar-92
Size: 10.0021 acres or 435,691 sq.ft.

Zoning: A-1

Shape: irregular, but acceptable the lot has a 50
 foot wide ingress/egress along 3 sides of its
 boundary, the ingress/egress is for Morla Lane
 which provides access to 10 other lots.

Surrndings: Rural subdivision of large, custom houses;
 general area has more modest houses and farms,
 vacant land.

Access: approximately 9 mi. to I-66 in Gainsville, 11
 mi. to I-66 at Rt. #234. Morla Lane is a
 private gravel road.

Topog.: gently rolling
Sewer: septic
Deedbook: 1872/1732
Financing: none recorded after deed
Source: County records

Comments: This area is planned for 10 acre minimum lots.
 County records indicate this lot sold in 1988
 for \$109,905.

Fully Developed Lots

Sale 2 Tax map #: 162-003-003

Address: 2775 Dustin Court
 Haymarket, VA

Grantor: P & M General Partnership
Grantee: Barrow, Helen C.

Price: \$105,000
Date: Apr-92
Size: 10.117 acres

Zoning: A-1
Shape: acceptable

Surrndings: Vacant land planned for large estates.

Access: approximately 7 mi. to I-66 at Rt.#234, and
 approximately the same distance to I-66 at
 Gainsville. Dustin Lane is a private gravel
 road. Logmill Road is nearby.

Topog.: gently rolling
Sewer: septic
Deedbook: 1873/1488
Financing: none recorded after deed
Source: County records
Comments: This area is planned for 10 acre minimun lots.
 There is a 40' by 600' ingress/egress which is
 a part of the lot for Dustin Lane along the
 northern boundary.

Fully Developed Lots

Sale 3 Tax map #: 163-05-001A

Address: 14901 Largo Vista Drive
Haymarket, VA

Grantor: Nguyen, Chut and Nghia
Grantee: Brown, Dewy and Deborah

Price: \$110,000
Date: Apr-92
Size: 12.307

Zoning: A-1
Shape: near rectangular
Surrndings: custom and estates

Access: approximately 7 mi. to I-66 at Haymarket, and
9.5 mi. to I-66 at Gainesville. The lot fronts
on a private 30' wide ingress/egress which is
not a part of the lot.

Topog.: gently rolling

Sewer: septic

Deedbook: 1882/0683

Financing: Owner held, \$88,000 at 10% due April 29, 2002

Source: County records

Comments: This area is planned for 10 acre minimun lots.
County records indicate that this lot sold
in 1988 for \$105,000.

Fully Developed Lots

Sale 4

Tax map #: 095-01-000-0017D

Address: 14175 Owls Nest Road
Nokesville, VA

Grantor: Trivest Properties, Inc.
Grantee: Dougher, Thomas, et ux

Price: \$100,000
Date: Apr-92
Size: 13.638
Zoning: A-1
Shape: irregular, but ok

Surrndings: Mixed rural residential, custom houses
farmland, vacant land

Access: approximately 2 miles to Route 28, 5 miles to
Manassas, 6 miles to I-66 at Gainesville. The
parcel fronts Owls Nest Road which is a state
maintained road.

Topog.: gently rolling
Sewer: septic
Deedbook: 1980/1901
Financing: Nationsbanc Mtg Corp., \$240,000 conventional
loan for 30 years.
Source: County records, REDI

Comments: This lot was subdivided from a 46 acre
parcel purchased in 1989; known as Lot 4-R.

Fully Developed Lots

Adjustments are the same as explained above except that size is adjusted at \$5,000 per acre.

| Subject Property | | Large Lot Sale #1 | Large Lot Sale #2 |
|------------------|---------------|-------------------|-------------------|
| Doves Landing | | 11380 Morla Lane | 2775 Dustin Court |
| Tax Map | 065-001-073 | 83-002-0001 | 162-003-003 |
| Prox'ty | n/a | 9 miles NW | 16 miles NW |
| \$per lot | n/a | \$105,000 | \$105,000 |
| finance | n/a | none recorded | none recorded |
| mkt.cond | 05-Oct-93 | Mar-92 | Apr-92 |
| Size | 14.5 ac.avg | 10.0021 | 10.117 |
| Zoning | R-10, Vrance | A-1 | A-1 |
| Shape | Irreg. ok | irr,ok | acceptable |
| Surrndg | mixed | frmttsCust. | frmttsCust. |
| Entry | Private Rd. | Private Rd. | Private Rd. |
| Access | Manss 3 mi. | 9 mi.Manas | 7 mi.Manas |
| Topog. | roll, low, FP | gently roll | gently roll |
| Soils | septic | septic | septic |
| Other | Nr Occ Rvr | scenic | scenic |
| Other | wooded | open | open |
| Indicated value | | \$106,500 | \$106,000 |

| Subject Property | | Large Lot Sale #3 | Large Lot Sale #4 |
|------------------|---------------|------------------------|----------------------|
| Doves Landing | | 14901 Largo Vista Driv | 14175 Owls Nest Road |
| Tax Map | 065-001-073 | 163-05-001A | 095-01-000-0017D |
| Prox | n/a | 18 miles NW | 10 miles NW |
| \$per lot | n/a | \$110,000 | \$100,000 |
| finance | n/a | owner 10% int. | Const.Loan |
| mkt.cond | 05-Oct-93 | Apr-92 | Apr-92 |
| Size | 14.5 ac.avg | 12.307 | 13.638 |
| Zoning | R-10, Vrance | A-1 | A-1 |
| Shape | Irreg. ok | nr rect | irregular, but ok |
| Surrndg | mixed | good | farms, mixed |
| Entry | Private Rd. | Private Rd. | state rd. |
| Access | Manss 3 mi. | 11mi.Manas | 5 mi.Manas |
| Topog. | roll, low, FP | gently roll | gently roll |
| Soils | septic | septic | septic |
| Other | Nr Occ Rvr | scenic | scenic |
| Other | wooded | open | open |
| Indicated value | | \$99,000 | \$99,300 |

Fully Developed Lots

Unweighted average of sales:

(* indicates most similar to subject)

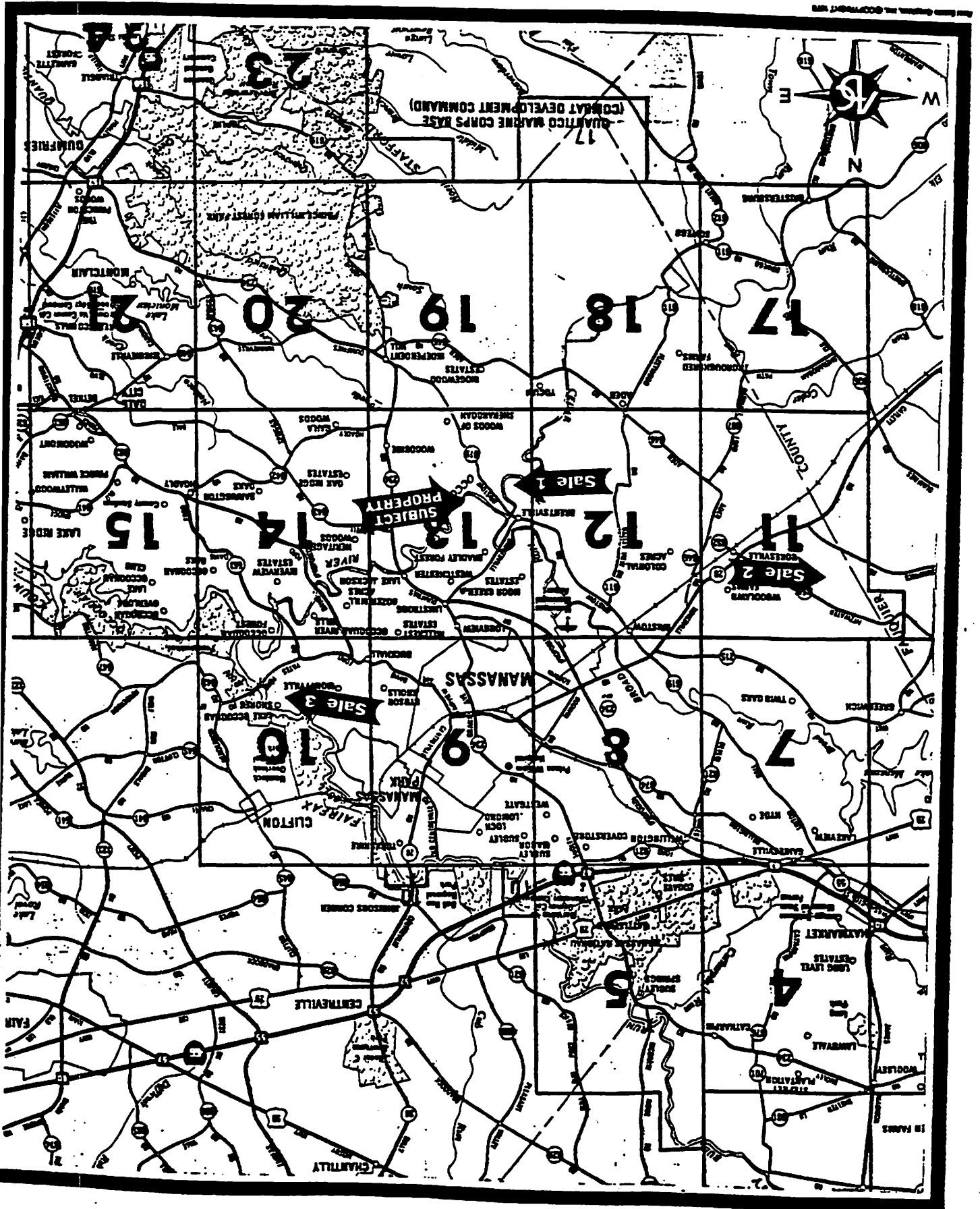
| | Price/Lot | Adjusted
\$/lot |
|---------|-----------|--------------------|
| Sale #1 | \$105,000 | \$106,500 * |
| 2 | \$105,000 | \$106,000 |
| 3 | \$110,000 | \$99,000 |
| 4 | \$100,000 | \$99,300 |
| | ----- | ----- |
| | \$105,000 | \$102,700 |

The comparable sales of large acreage lots which sold prior to October 1993 are all located in areas which have developed with a higher quality of housing than the subject's surroundings. The sales are located farther from Manassas in areas planned for estate lots. Sales of similar land, after adjustment, indicate a market value for subject lots of approximately:

\$105,000 per lot

10 ACRE LOT SALES

Potential lot sales prices are analyzed next. First the sales are described then they are compared to the subject to arrive at an estimated market value.



Fully Developed Lots

Lot Sale 1

Tax map #: 065-14-000-0002A
Address: 9890 Tico Lane
Bristow, VA

Grantor: GSS, Inc.
Grantee: D'Amico, Thomas and Deborah

Price: \$69,900 or \$5,722 /acre
Date: Jun-95
Size: 12.216 acres

Zoning: A-1
Shape: Irregular, but ok, the property has frontage on Cedar Run.

Surrndings: Mix of fair to average quality residences in a rural setting, vacant land, 2 large, better quality houses on other lots in subdivision.

Access: Average-, located at the end of Izaak Walton Lane, a poorly maintained gravel and dirt State maintained road in Brentsville off Route 619.

Entry: Private, gravel subdivision road.

Topog.: Rolling, some pasture land and trees along creek.

Sewer: No public, requires septic field.

Deedbook: 2244/1605

Financing: York Federal Savings & Loan, \$55,900, due 7/1/2010.

Source: County records, deed, visual

Building: None at time of sale, no construction seen as of 9/95.

Comments: Lot 2A, River Bend Farm
County designates lot as waterfront, is located on a private road, and 8.19% of the lot is a housesite, with 91.81% designated as "non-build/non-perc".

Fully Developed Lots

Lot Sale 2

Tax map #: 83-002-000-0008

Address: 11420 Morla Lane
Nokesville, Virginia

Grantor: J. M. Huey Co.
Grantee: James A. Podlesni, et ux.

Price: \$100,000 or \$7,092 /acre

Date: Mar-93
Size: 14.1 acres
Zoning: A-1

Shape: Near rectangular

Surrndings: Rural subdivision of large, custom houses;
general area has more modest houses and farms,
vacant land.

Access: Average-, off Fitzwater Drive near the Prince
William and Fauquier County line, north of
Route 28 about 7 miles from Manassas and 7
miles S of I-66.

Entry: Private, gravel subdivision road.

Topog.: Gently rolling, Kettle Run crosses the back
portion of the lot resulting in some floodplain
and separating the lot.

Sewer: No public sewer, requires septic field.

Deed Book: 1964 Page 1935

Financing: Deed of Trust from Apple Federal
Credit Union for \$50,000.

Source: County records, Deed, visual, agent.

Building: None at time of sale.

Comments: The lot is mostly wooded

Fully Developed Lots

Residential Acreage Sale 3

Tax map #: 098-01-000-0009
Address: 9600 Evans Ford Road
Manassas, VA

Grantor: Evans, Charles and Charlee

Grantee: Crigger, Warren and Carol

Price: \$100,000 or \$6,092 /acre
Date: Apr-95
Size: 16.41391 acres, from Deed

Zoning: A-1
Shape: Irregular

Surrndings: Mixture of vacant land and residences,
some modest to average, some larger custom.

Access: Average to area; off Yates Ford, near
PW Parkway about 3 miles from Manassas.

Entry: Parcel is located near the end of Evans
Ford Road, State maintained road.

Topog.: Rolling to gently rolling, the lot is mostly
open

Sewer: None, requires septic system
Listing broker indicated the parcel
could be divided into 3 lots.

Deedbook: 2235/1075

Financing: No Deed of Trust recorded after Deed.

Source: County records, visual, listing broker,
buyers' daughter who is a Realtor and
was their agent for the sale.

Building: None of any value at time of sale.

Fully Developed Lots

Comments: There were roll back taxes on this parcel in the amount of \$10,000. According to the buyers' agent, the seller paid \$5,000 and the buyer paid \$5,000. She also indicated the lot was being purchased as a single building lot for her parents to relocate, even though they knew it could be subdivided. There is no waterfrontage or waterview. There is a recorded 50 foot wide ingress egress easement for adjoining properties, Parcels 9C and 9D. There is a gravel and dirt driveway to Parcel 9C; 9D is vacant land, but has recently sold. The buyer of Parcel 9D is trying to obtain access to that parcel from a private street in an adjoining subdivision.

Fully Developed Lots

Adjustments are the same as explained above except that size is adjusted at \$5,000 per acre.

| Subject Property | | Large Lot Sale #1 | Large Lot Sale #2 |
|------------------|-------------|-------------------|-------------------|
| Doves Landing | | 9890 Tico Lane | 11420 Morla Lane |
| Tax Map | 065-001-073 | 065-14-000-0002A | 83-002-000-0008 |
| Prox'ty | n/a | 1 mile S | 9 miles NW |
| \$per lot | n/a | \$5,722 | \$7,092 |
| finance | n/a | \$69,900 | \$100,000 |
| mkt.cond | 16-Oct-95 | new | new |
| Size | 14.5 ac.avg | Jun-95 | Mar-93 |
| Zoning | R-10,Vrnce | 12.216 | 14.1 |
| Shape | Irreg. ok | 16% | 2% |
| Surrndg | rur,mix,wtr | A-1 | A-1 |
| Entry | Private Rd. | irregular | Nr rect |
| Access | Manss 3 mi. | Frmts\$170's | cstm,\$300s+ |
| Topog. | roll,low,FP | Private Rd. | Prvt grvl |
| Soils | poor 5perc | Manss 3 mi. | Manass.9 mi |
| Other | Nr Occ Rvr | GntRl130%FP | 5% |
| Other | wooded | Poor,5,3bed | Gntl roll |
| | | Fair | Fair |
| | | Cedar Run | Kettle Run |
| | | -10% | wooded |
| | | 10% | |
| Indicated value | | \$81,400 | \$82,000 |

| Subject Property | | Large Lot Sale #3 |
|------------------|-------------|----------------------|
| Doves Landing | | 9600 Evans Ford Road |
| Tax Map | 065-001-073 | 098-01-000-0009 |
| Prox | n/a | 6 miles N |
| \$per lot | n/a | \$6,092 |
| finance | n/a | \$100,000 |
| mkt.cond | 16-Oct-95 | none, cash |
| Size | 14.5 ac.avg | Apr-95 |
| Zoning | R-10,Vrnce | 16.41391 |
| Shape | Irreg. ok | -9% |
| Surrndg | rur,mix,wtr | A-1 |
| Entry | Private Rd. | Irregular. |
| Access | Manss 3 mi. | gd res mix |
| Topog. | roll,low,FP | -5% |
| Soils | poor 5perc | Paved Rd. |
| Other | Nr Occ Rvr | -5% |
| Other | wooded | Manss 3 mi. |
| | | Gntl roll |
| | | avg,3 perc |
| | | -10% |
| | | esmnt/tax |
| | | mostly open |
| | | 10% |
| Indicated value | | \$80,500 |

Fully Developed Lots

| | Price/acre | Adjusted
\$/acre |
|---------|------------|---------------------|
| Sale #1 | \$69,900 | \$81,400 * |
| 2 | \$100,000 | \$82,000 |
| 3 | \$100,000 | \$80,500 |
| | ----- | ----- |
| | \$89,967 | \$81,300 |

Sale 1 in comparison to the subject is a low quality waterfront lot adjoining Cedar Run near Brentsville. Part of the lot is open pasture. It is located on a private, gravel subdivision road which would be similar to the subject. The residences approaching this lot are a mixture of modest to average houses which is also similar to the houses on the roads accessing the subject. The estimated lot size for the subject, 14.5 acres, is larger than this lot's size.

Sale 2 in comparison to the subject is located in a more remote area of the County near Fauquier County. It is a small, private subdivision of very large custom houses in the \$300,000 to \$400,000 range. This lot is wooded and Kettle Run splits the rear portion of the lot. This lot is about the same size as the proposed subject lots.

Sale 3 in comparison to the subject is located at the end of Evans Ford Road off Yates Ford Road and has average access to both Manassas and Fairfax County. This lot is about 2 acres larger than the proposed subject lot and has better soils as it could have been subdivided into 3 lots. Much of the surrounding area is similar to the subject, but there are several large, custom houses and some waterfront properties in the general area which would make the area slightly more desirable.

Sales of similar land, after adjustment, indicate a market value for subject lots of approximately:

\$81,200 per lot

Fully Developed Lots

Current comparable sales of fully developed lots zoned R-10.

Fully Developed Lots

Current Fully Developed Lot Sale 1

Tax map #: 014-05-000-0440

Address: 2016 Jennings Street
Newport Estates
Woodbridge, VA

Grantor: M/I Schottenstein Homes, Inc.
Grantee: Pighini-Richards, G.P.

Price: \$55,830 or \$55,830 /lot
Date: Jun-95
Size: 1 lot 0.367 acres

Zoning: R-10, with proffers of \$1,113 per lot
Shape: square

Surrndings: new detached houses, \$180,000+

Access: typical subdivision street, off Neabsco Road
Route 1 is nearby, I-95 access is available 2
miles north

Topog.: rolling on a small knoll

Sewer: public at site by the P.W.C.S.A.

Deedbook: 2248/1356

Financing: Tyson's National Bank, credit line,
for \$550,000.

Source: County records, REDI

Building: none at time of sale, house being built

Comments: Lot has a limited waterview of Neabsco Creek.
Lot 440, Section 5D, Newport Estates. The
grantor is the developer of the community and
one of the primary builders.

Fully Developed Lots

Current Fully Developed Lot Sale 2

Tax map #: 032-46-000-0066 & 67

Address: 4213 and 4221 Decatur Drive
Highbridge
Woodbridge, VA

Grantor: Samuel A Finz Company, Inc.
Grantee: Legend Creek II, L.P.

Price: \$97,500 or \$48,750 /lot
Date: Aug-95
Size: 2 lots
0.399 and .410 acres respectively

Zoning: R-10, per lot cash proffer of \$915 per lot

Shape: Near triangular, near rectangular.

Surrndings: Newer detached houses, \$180,000+.

Access: I-95 access is 6 miles east, Minnieville Road is nearby which provides access to the Prince William Parkway.

Entry: typical subdivision street, located off Cardinal Drive a 4 lane divided road.

Topog.: Level housesites, both lots drop in back.

Sewer: Public at site, Dale Service Corporation.

Deedbook: 2263/768

Financing: None recorded after the Deed.

Source: County records, REDI, visual

Building: None at time of sale, no house under construction as of 9/26/95.

Comments: Lots are located on a cul-de-sac. Both lots back to a wooded buffer between Highbridge and Neabsco Hills.

Fully Developed Lots

Current Fully Developed Lot Sale 3

Tax map #: 91, the parcel has not been mapped

Address: 10409 Coral Berry Drive
Lot 16, Great Oak, Section 4
Manassas, VA

Grantor: Foster Brothers, Inc.
Grantee: Richmond American Homes of Virginia

Price: \$57,500 or \$57,500 /lot
Date: Apr-95
Size: 1 lot 0.246 acres

Zoning: R-10, no per lot cash proffers. There are cash proffers with the rezoning which are paid when the 144, the last building permit and the 1st commercial use permit.

Shape: Rectangular

Surrndings: above average homes selling in the \$180,000's to \$225,000's. The lay-out subdivision and the housing offer good curb appeal.

Access: near by the City of Manassas, Route 234 is nearby

Topog.: gently rolling

Sewer: at site PWC

Deedbook: 2236/1482

Financing: None recorded after the Deed.

Source: REDI,

Building: none at the time of sale

Comments: Richmond American and Foster Brothers are the primary builders in the community.

Fully Developed Lots

Current Fully Developed Lot Sale 4

Tax map #: 116-0013-000-0025

Address: 8931 Dennis Court
Pineborough Estates, Section 2
Bristow, VA

Grantor: Southern Resource Corp.
Grantee: Gray, Michael S.

Price: \$48,238 or \$48,238 /lot
Date: May-95
Size: 1 lot 0.173 acres

Zoning: R-10 with per lot cash proffers which total
\$2,000 per lot and are paid with the issuance
of a building permit.

Shape: Rectangular

Surrndings: developing area with new homes selling in the
mid to upper \$100,000's

Access: the I-66 and Route 29 interchange is 4 miles
west at Gainesville, the City of Manassas is 4
miles east.

Topog.: gently rolling

Sewer: at site Prince William Service Authority

Deedbook: 2238/1924

Financing: None recorded after the Deed.
Source: County records, REDI

Building: none at the time of sale

Comments: There have been several different builders in
the community, the community offers limited
curb appeal.

Fully Developed Lots

Land Sale Comparison

R-10 Developed Lot Sales Compared to subject as if water, sewer, and roads were in place to the lots as of October 1995.

| Subject Property
Doves Landing | | R-10 Lot Sale #1
Newport Estates | R-10 Lot Sale #3
Highbridge |
|-----------------------------------|--------------|-------------------------------------|--------------------------------|
| Tax Map | 065-001-073 | 014-05-000-0440 | 032-46-000-0066 & 67 |
| Prox | n/a | 11 miles E | 10 miles E |
| \$per lot | n/a | \$55,830 | \$48,750 |
| finance | n/a | construction loan | none recorded |
| mkt.cond | 16-Oct-95 | Jun-95 | Aug-95 |
| Size | 0.55 | 0.367 | 0.400 |
| Zoning | R-10 | R-10 | R-10 |
| Proffers | none | \$1,113 | \$915 |
| Shape | Irreg. ok | square | tri/rect |
| Surrndg | rur,mix,wtr | new det,\$180+ | new det,\$180+ |
| Entry | Private Rd. | average | average |
| Access | Manass 3 mi. | 2mi.I-95 | 6mi.I-95 |
| Topog. | roll,low,FP | roll/knoll | lev/drop |
| Sewer | PWC | PWC | at site |
| Other | Nr Occ Rvr | pt wtrvw | 3% |
| Indicated value | | \$58,943 | \$52,673 |

| Subject Property
Doves Landing | | R-10 Lot Sale #4
Great Oak | R-10 Lot Sale #5
Pineborough Estates |
|-----------------------------------|--------------|-------------------------------|---|
| Tax Map | 065-001-073 | Lot 16, Great Oak, Sec | 116-0013-000-0025 |
| Prox | n/a | 3 miles N | 5 miles W |
| \$per lot | n/a | \$57,500 | \$48,238 |
| finance | n/a | none recorded | none recorded |
| mkt.cond | 16-Oct-95 | Apr-95 | May-95 |
| Size | 0.55 | 0.246 | 0.173 |
| Zoning | R-10 | R-10 | R-10 |
| Proffers | none | no perlot | \$2,000 |
| Shape | Irreg. ok | Rectangular | Rectangular |
| Surrndg | rur,mix,wtr | new det,\$180+ | \$160's |
| Entry | Private Rd. | av+GodwinDr | LintHall |
| Access | Manass 3 mi. | good,Rt28 | Manas 4mi. |
| Topog. | roll,low,FP | gently roll | gently roll |
| Sewer | PWC | PWC | PWC |
| Other | Nr Occ Rvr | IBM nrby | 3% |
| Indicated value | | \$60,500 | \$57,895 |

Fully Developed Lots

Unweighted average of sales (* indicates most similar to subject):

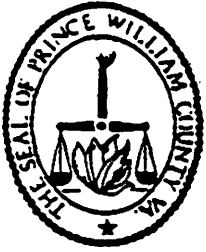
| | Unadjusted
Price/lot | Adjusted
\$/lot |
|---------|-------------------------|--------------------|
| Sale #1 | \$55,830 | \$58,943 |
| 2 | \$48,750 | \$52,673 |
| 3 | \$57,500 | \$60,500 |
| 4 | \$48,238 | \$57,895 |
| | ----- | ----- |
| | \$52,580 | \$57,503 |

Sales 1 and 2 are located in the eastern Prince William County. The quality of housing is of average quality which would be the expected quality of the housing in subject area. Sales 3 and 4 are located in the Manassas area. The quality of housing in Great Oak subdivision, sale 3, is above the subject area. Sale 4 is located in a community marketing average quality housing. The comparable sales all have easier entry than the subject and are located in developing areas which increases their marketability. Sale 4 is the most similar but all are indicative of value.

After adjustment, the subject's current fully developed R-10 lot have an estimated per lot market value of:

106 Lots @ \$57,500 per lot = \$6,095,000

ADDENDA



COUNTY OF PRINCE WILLIAM

1 County Complex Court, Prince William, Virginia 22192-9201
(703) 335-6980 Metro 631-1703

DEVELOPMENT
ADMINISTRATION

Richard E. Lawson
Director

August 2, 1989

TO: Caster Chasten, Planner II
FROM: John Elder, *JE* Soil Scientist
RE: SD#90-2P Doves Landing; TM#65-1-73;
Brentsville Magisterial District;
72.2 Acres; 107 Lots

Cal
3/3/89
014
R
8-2-89
RECEIVED
AUG 2 1989

DEPARTMENT OF DEVELOPMENT
ADMINISTRATION

As per your request the following describes soil characteristics relative to development for single family residential subdivision.

Dominant upland soils of this parcel have formed partly in old alluvium and partly in residuum that weathered from sandstone of the triassic portion of the piedmont plateau. These soils have a brown to light yellowish brown loam surface layer about 10 inches thick; a yellowish brown to yellowish red silty clay loam to clay subsoil layer that ranges from about 24 to 48 inches thick; and a substratum of partially weathered bedrock. Depth to bedrock ranges from about 3 to more than 6 feet. Main problems for residential uses of these upland soils are slow internal drainage and in places high content of clay. Depth to bedrock may interfere with deeply excavated uses in a few places. Good drainage should be provided for basements and other below ground uses. Footings should be placed on firm soil materials.

The alluvial and colluvial soils are on flood plain positions and in swale areas. Flood plain soils make up about 1/3 of this parcel and are situated along Occoquan River. The colluvial soils are in swale areas and subject to seasonal wetness from runoff and seepage from higher lying area. These soils are poorly suited to homesites due to flood hazard and to seasonal wetness. It appears that lots are designed so as to permit building outside of the flood plain zone.

Lots such as 77, 78, 79, 80, 81, 82, 83, 84, 85, 90, 91 and other lots in similar landscape positions should be adequately drained to prevent wetness problems in and around house sites. These soils are poorly suited for basement due to wetness. Footings on the soils should be placed deeply on firm soil materials or on bedrock.

JE:dan/je82c1

EX1629 M1129

32031

R-13,679 CONSIDERATION: \$ 436,091.40

DEED

THIS DEED, made and entered this 16th day of January, 1939, by and between ANTHONY BURGWALD and MARY H. BURGWALD, his wife; DONALD O. SOWERS and THELMA J. SOWERS, his wife; BENJAMIN F. HOPHEIMER, III and LAURIE F. HOPHEIMER, his wife; and FLORENCE R. ILLCH and GILBERT ILLCH, her husband, parties of the first part, Grantors; and OMNI HOMES, INC., a Virginia Corporation, party of the second part, Grantee.

WITNESSETH: That for and in consideration of the sum of Ten Dollars (\$10.00) cash, in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the Grantors do hereby grant, bargain, sell and convey, in fee simple and with GENERAL WARRANTY OF TITLE, unto the said Grantee, all that certain land situate, lying and being in the County of Prince William, State of Virginia and more particularly described as follows:

Parcel "A"
Beginning at an iron pipe, set, common corner to the land of Umberto A. D'ambrosio; thence South 44° 07' 40" East, 30.04 feet to an iron pipe, set, and being the northeasterly corner at the land of Terry L. Kitchen; thence running with the northerly line of the Kitchen parcel South 50° 22' 20" West, 416.15 feet to an iron pipe, found, the northwesterly corner of the said Kitchen parcel; thence running with the westerly line of the said Kitchen parcel South 44° 07' 40" East, 210.00 feet to an iron pipe, found, the southwesterly corner of the said Kitchen parcel; thence running with the southerly line of the said Kitchen parcel North 50° 22' 20" East, 416.15 feet to an iron pipe, found, the southeasterly corner of the Kitchen parcel, also being a common corner to the land of Nelle Hyde Holmes; thence running with the line of the Holmes parcel South 50° 03' 38" East, 110.51 feet to an iron pipe, set; thence continue with the line of the said Holmes parcel South 28° 56' 49" East, 186.90 feet to a fence post, found; thence continue with the line of the Holmes parcel and along a fence line South 10° 17' 08" East, 143.14 feet to an iron pipe, set; thence South 29° 38' 21" East, 137.24 feet to an iron pipe, set; thence South 29° 41' 42" East, 182.15 feet to an iron pipe, set; thence South 29° 17' 33" East, 86.18 feet to an

22: 1105 SIGNAL HILL RD
MANASSAS, VA 20108
This is to certify that the tax imposed
by Section 51.1-303 (A) has been paid
Tax 436,091.40
4/36.50
TAX
WALUTES AND BECFORD
4121 CHATELAIN ROAD
POST OFFICE BOX 400
ANNANDALE, VIRGINIA 22003

iron pipe, set; and being a common corner to the land of Prince William County, Virginia; thence running with the line of the Prince William County Virginia South 48° 53' 53" West, 433.19 feet to a point; thence South 81° 10' 53" West, 112.60 feet to a point; thence South 30° 19' 23" West, 215.26 feet to a point; thence South 44° 41' 53" West, 265.10 feet to a point; thence North 86° 43' 37" West, 117.12 feet to a point; thence North 33° 31' 37" West, 273.20 feet to a point; thence South 09° 52' 53" West, 244.38 feet to a point; thence South 58° 22' 53" West, 255.17 feet to a point; thence North 76° 16' 53" East, 283.75 feet to a point; thence North 76° 16' 53" East, 283.75 feet to a point; thence South 87° 50' 37" East, 44.21 feet to a point; thence South 25° 36' 07" East, 131.21 feet to a point; thence South 53° 20' 53" West, 378.49 feet to a point; thence South 75° 58' 53" West, 392.29 feet to a point; thence North 85° 38' 37" West, 548.72 feet to a point; thence North 81° 44' 37" West, 717.77 feet to a point; thence North 42° 07' 53" East, 132.44 feet to a point; thence North 01° 42' 07" West, 217.19 feet to a point; thence North 04° 11' 23" East, 141.01 feet to an iron pipe, set, in the southerly line of the Dove Lane Associates parcel; thence running with the southerly line of Dove Lane Associates and Umberto A. D'Ambrosio North 50° 23' 23" East, 2529.64 feet to the point of beginning and containing 72.2218 acres and

Parcel "B"

BEGINNING at an iron pipe, found, at the common southerly corner of the land of Lake Jackson Hills Inc. and the Land of Dove Lane Associates; thence running with the southerly line of Dove Lane Associates North 50° 23' 23" East, 134.15 feet to a iron pipe, set, a common corner to the Land of Prince William County, Virginia, also being from which an iron pipe at the most northerly northwesterly corner of Parcel "A" bears North 50° 23' 23" East, 27.78 feet; thence departing the line of Dove Lane Associates and running with the common line of the Land of Prince William County, Virginia South 14° 18' 23" West, 106.50 feet to a point; thence South 51° 02' 37" West, 100.50 feet to a point; thence North 62° 16' 37" West, 64.64 feet to a point in the southerly line of the Land of Lake Jackson Hills Inc.; thence running with the southerly line of Lake Jackson Hills Inc. North 50° 23' 23" East, 248.12 feet to the point of beginning and containing 0.4601 acres.


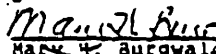
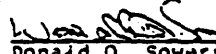
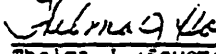
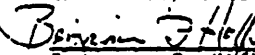
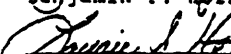
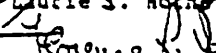

For derivation of title, see Deed Book 369 at page 117; Deed Book 405 at page 429; Deed Book 574 at page 152; Deed Book 405 at page 447; Deed Book 405 at page 453; Deed Book 761 at page 395 and in Deed Book 761 at page 397 among the aforesaid County land records.

The grantors covenant the usual following warranties unto the

SK1629 PM131.

grantee: "Right to convey; free from encumbrances, except
aforementioned, quiet possession; further assurances."

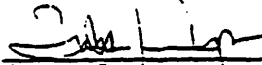
WITNESS the following signatures and seals:

 (SEAL)
Anthony C. Burgwald
 (SEAL)
Mark W. Burgwald
 (SEAL)
Donald O. Sowers
 (SEAL)
Thelma J. Sowers
 (SEAL)
Benjamin F. Hochheimer, III
 (SEAL)
Laurie S. Hochheimer
 (SEAL)
Florence R. Ilch
 (SEAL)
Gilbert Ilch

STATE OF Virginia
CITY/COUNTY OF Fairfax, to-wit:

I, the undersigned, a notary public in and for the jurisdiction
aforesaid, do hereby certify that Anthony C. Burgwald, whose name is
signed to the foregoing instrument, has acknowledged the same before
me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 16th day of January
1989.


Notary Public

My commission expires: 3/31/89

-3-

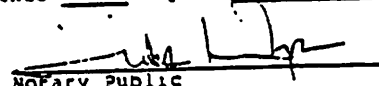
2909

BK1629 PB1132

STATE OF Virginia,
CITY/COUNTY OF Fairfax, to-wit:

I, the undersigned, a notary public in and for the jurisdiction aforesaid, do hereby certify that Mary H. Burgwald, whose name is signed to the foregoing instrument, has acknowledged the same before me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 16th day of January,
1989.



Notary Public

My commission expires: 3/31/89

STATE OF Virginia,
CITY/COUNTY OF Fairfax, to-wit:

I, the undersigned, a notary public in and for the jurisdiction aforesaid, do hereby certify that Donald O. Sowers, whose name is signed to the foregoing instrument, has acknowledged the same before me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 16th day of January,
1989.


Notary Public

My commission expires: 3/31/89

STATE OF Virginia,
CITY/COUNTY OF Fairfax, to-wit:

I, the undersigned, a notary public in and for the jurisdiction aforesaid, do hereby certify that Thelma J. Sowers, whose name is signed to the foregoing instrument, has acknowledged the same before me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 16th day of January,
1989.


Notary Public

My commission expires: 3/31/89

-4-

2910

OK1629 M1133

STATE OF Virginia,
CITY/COUNTY OF Fairfax, to-wit:

I, the undersigned, a notary public in and for the jurisdiction aforesaid, do hereby certify that Benjamin F. Hofheimer, III, whose name is signed to the foregoing instrument, has acknowledged the same before me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 16th day of January, 1989.

[Signature]
Notary Public

My commission expires: 3/31/89

STATE OF Virginia,
CITY/COUNTY OF Fairfax, to-wit:

I, the undersigned, a notary public in and for the jurisdiction aforesaid, do hereby certify that Laurie I. Hofheimer, whose name is signed to the foregoing instrument, has acknowledged the same before me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 16th day of January, 1989.

[Signature]
Notary Public

My commission expires: 3/31/89

STATE OF Florida,
CITY/COUNTY OF Marion, to-wit:

I, the undersigned, a notary public in and for the jurisdiction aforesaid, do hereby certify that Florence R. Illich, whose name is signed to the foregoing instrument, has acknowledged the same before me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 6th day of January, 1989.

[Signature]
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. JAN 17, 1989
BONDED TWO THOUSAND DOLLARS - 5-

2911

BK1629 PG1134

STATE OF Florida
CITY/COUNTY OF Alachua to-wit:

I, the undersigned, a notary public in and for the jurisdiction aforesaid, do hereby certify that Gilbert Ilch, whose name is signed to the foregoing instrument, has acknowledged the same before me in my jurisdiction aforesaid.

GIVEN under my hand and seal this 6th day of January,
1989.

Arthur M. Full
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN 17, 1995
ISSUED THIS GENERAL LAW, 1989.

RECORDED & INDEXED

89 JAN 18 AM 9:01

PRINCE WILLIAM CO., VA.

TESTED Chatt. Elmer
CLERK

-6-

2912

1988/1989 County Description

PRINCE WILLIAM COUNTY

Prince William County is located in Virginia 25 miles southwest of the District of Columbia within the Washington Metropolitan Statistical Area. The County contains 355 square miles of generally rolling terrain, with two cities (Manassas and Manassas Park). Of the total land area, Quantico Marine Corps Base occupies about 20% of the southernmost portion of the county. The county extends from the coastal plain along the Potomac River which is its eastern boundary, through the gently rolling Piedmont Plateau, to the crest of the Bull Run Mountains (el. 1,349 ft.) on its western boundary. The county measures approximately 48 miles at its widest point.

Population

Prior to 1950, the county was almost entirely agricultural in character. Since then, it has developed into a suburban community of metropolitan Washington. The population and necessary housing have grown at a very rapid pace and continues to do so. It is the third most densely populated county in Virginia. The population for 1990 is estimated to be 240,153 residents in comparison to 144,703 residents in 1980. This represents an average population increase of 6.6% per year. Current projections call for over 300,000 residents by the year 2000 signifying continued growth for the near future. Population growth from the years 1930 to 2000 (projected) is summarized below:

| <u>Year</u> | <u>Population</u> | <u>% Increase</u> |
|-------------|-------------------|-------------------|
| 1930 | 13,950 | n/a |
| 1940 | 17,738 | 27% |
| 1950 | 22,612 | 27% |
| 1960 | 50,164 | 122% |
| 1970 | 111,102 | 121% |
| 1980 | 144,703 | 30% |
| 1990 | 240,153 current | 66% |
| 2000 | 325,000 projected | 35% |

Commercial Development

According to the Prince William County Office of Economic Development, commercial development is at an all-time high with over 2.6 million square feet of commercial floor area constructed in 1989 alone. The County estimates 87 major developments existing, under construction, or planned throughout the County, Manassas City, and Manassas Park. Commercial growth has been particularly rapid along the I-95 corridor in the eastern portion of the County, and around the City of Manassas in the western portion of the County.

In the eastern portion of the county, the area experiencing most of the commercial development is the Davis Ford/Minnieville/Horner Road area due to its proximity to I-95, Potomac Mills, and three of the county's largest residential developments (Dale City, Lake Ridge, and Montclair). The Potomac Mills Shopping Center, completed in 1986, contains over 1 million square feet of retail floor area and is one of the catalysts behind the rapid commercial growth seen in the Smoketown Road/I-95 area.

There are numerous commercial projects planned within the area. Most notable is the planned "Parkway Center" and "Prince William Commons".

The planned Parkway Center, located less than one mile north of Potomac Mills, is planned for over 1 million square feet of commercial floor area. However, proffers that were finalized in September of 1989 would allow development of over 2 million square feet. Site plans are currently being submitted. Bisecting the Parkway Center will be the "Prince William Parkway", a new six-lane road that will extend from a new I-95 interchange at Horner Road to Davis Ford Road west of the Potomac Mills Mall (see Roads & Transportation for more information on the Parkway).

The Parkway will also bisect the "Prince William Commons" project which is being developed by Radnor Commonwealth Properties and Lee Sammis Associates (ownership may have changed on this project). The development, planned for the south side of Smoketown Road west of I-95, will incorporate 216 acres of mixed-use residential and commercial space that will consist of over 900,000 square feet of office/service center/light industrial space, 350,000 square feet of retail space, combined with 1,100 high-density residential units.

Most of the commercial growth in the western portion of the County centers around the City of Manassas up to Interstate Route 66. There are currently 50 major commercial developments incorporating retail, office, and industrial uses either existing or planned for the area.

The growth in commercial space within the County, as stated in total square feet for the particular year, is summarized below:

| | <u>Office</u> | <u>Retail</u> | <u>Industrial</u> | <u>Total</u> | <u>% Incre</u> |
|-------|---------------|---------------|-------------------|--------------|----------------|
| 1982* | 2,352,603 | 4,875,126 | 3,541,500 | 10,769,229 | n |
| 1982 | 49,724 | 9,422 | 22,750 | 81,896 | n |
| 1983 | 90,277 | 68,648 | 280,443 | 439,368 | 4 |
| 1984 | 175,469 | 481,872 | 561,985 | 1,219,326 | 1 |
| 1985 | 377,176 | 1,038,472 | 487,728 | 1,903,376 | |
| 1986 | 238,027 | 1,044,149 | 561,134 | 1,843,310 | |
| 1987 | 446,803 | 893,639 | 680,320 | 2,020,762 | |
| 1988 | 646,121 | 899,737 | 780,096 | 2,325,954 | |
| 1989 | 702,621 | 1,029,351 | 886,074 | 2,618,046 | |
| Total | 5,078,821 | 10,340,416 | 7,802,030 | 23,221,267 | |

* NOTE (figure includes pre-existing development before 1982)

Employment

The major sources of employment for local residents is supplied by the County, City of Manassas (currently the fastest growing city in the state of Virginia), and the Washington Metropolitan area.

During 1986 and 1987, the growth in the commercial sector was seen largely in retail facilities but more recently, commercial and industrial business has been growing at an accelerated pace principally because land prices and rental rates closer to metropolitan Washington are very expensive; furthermore, the county government realized that its tax base was significantly out-of-balance with the lack of a commercial and industrial tax infrastructure. The county government is aggressively pursuing new business to reduce the imbalance and to return some of the 53% of the workers now employed outside of the County to the County's work force.

Of the 101,707 persons employed within the county, 48,299 (or 47% of employed persons) were employed within the county. The unemployment rate for 1989 was a low 1.8% compared to 4.1% for the Commonwealth, and 5.2% for the nation. The numbers of in-county employees listed by industry is shown below:

| <u>Occupation</u> | <u># Employed</u> |
|---------------------------------|-------------------|
| Trade | 15,123 |
| Government | 11,808 |
| Services | 8,359 |
| Construction | 6,509 |
| Manufacturing | 2,313 |
| Transportation & Utilities | 2,219 |
| Finance, Insurance, Real Estate | 1,369 |
| Agricultural & Forestry | 573 |
| Non-Classifiable | 26 |
| | ----- |
| Total | 48,299 |

Business

Prince William County is beginning to attract some of the more prominent names in business. Most notable is IBM and Atlantic Research Corporation. The largest employer within the County is IBM located in the City of Manassas with over 5,000 employees; plans exist to add even more employees. Summarized below are the County's largest employers:

| <u>Employer</u> | <u># Employed</u> |
|--------------------------------------|-------------------|
| 1. IBM Corporation | 5,000 |
| 2. Prince William County Schools | 4,100 |
| 3. Prince William County Government | 1,441 |
| 4. Quantico Marine Corps Base | 1,420 |
| 5. Atlantic Research Corporation | 950 |
| 6. Prince William Hospital | 775 |
| 7. Potomac Hospital | 600 |
| 8. CONTEL | 585 |
| 9. Northern Virginia Community Coll. | 514 |
| 10. Virginia Power | 380 |
| 11. Atlas Machine & Iron Work | 300 |
| 12. Northern Virginia Electric Co-op | 240 |
| 13. Atlantic Foods | 200 |
| 14. Dynapac | 200 |

Income

The median family income for 1989 is \$50,434, up \$3,000 from the 1988 figure of \$47,542. The county has been growing in affluence as evidence by sales of upscale items; merchants of items ranging from jewelry to speedboats, to BMW automobiles, report significant increases in sales over previous years.

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Roads & Transportation

The major roads serving Prince William County run north to south; in the eastern portion of the county are U.S. Route 1 and Interstate 95; in the western portion are State Route 28 and Interstate 66. They are linked by State Routes 234 and 663. The areas along Routes 28, 66, and Interstate 95 are where most of the industrial growth is planned. Roads are the responsibility of the State except in the City of Manassas.

The one problem area that exists within the County is the current inadequacy of the road system. This is not unique to the County, but is characteristic of the Washington metropolitan area as a whole. Since the primary means of transportation is the private automobile (there is no public bus system), the rapid population increase and the out-of-County employment have overburdened the roads. This situation has been recognized by both the County and the State, and significant road improvements are planned that should benefit both the eastern and western portions of the County.

Most notable of these is the planned widening of Davis Ford Road from two to four lanes (with enough right-of-way for six lanes), in conjunction with the planned Prince William Parkway which has received the necessary funds for construction via the 1988 bond referendum. The Board of County Supervisors approved the final alignment of the Parkway in late 1989. The Prince William Parkway will extend, as six lanes, from the Horner Road/I-95 interchange to Minnieville Road (Rt.640) to the west. The Parkway will then narrow to 4 lanes before merging with a newly widened Davis Ford Road (4 lanes) leading to Old Bridge Road. The Parkway will include 12 intersections with full median breaks and 4 or 5 right-turn only access points. Engineering work has already begun on the road's internal design and construction is to begin in May of 1990. The Parkway should be completed in the fall of 1991. As part of the \$66 million referendum that financed the Parkway, Davis Ford Road will be widened from Minnieville Road to Liberia Avenue in the western end of the County near the City of Manassas; this will provide commuters with unobstructed access from the City to I-95 in the eastern portion of the County.

One of the County's highest priorities, the planned Route 234 bypass, will provide north/south travelers within the county a more efficient route by bypassing the City of Manassas; it will meet with Route 15 north of Haymarket in the northern portion of the county. The road was approved for a \$10 million bond in the November, 1988 election to initiate work. The bypass, if built, will cost \$130 million. If constructed, it will originally consist of 4 lanes with enough right-of-way to expand to 6 lanes.

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Currently, there are HOV (High Occupancy Vehicle) lanes on Interstate 95 serving northern Virginia for the exclusive use of vehicles carrying three or more people. These two reversible lanes allow maximum flow during rush hours.

Construction of HOV lanes through Prince William County, and connection with the existing lanes, is scheduled to start in 1991.

The "Washington Bypass", intended to relieve traffic on the existing beltway is 10 to 15 years away from construction according to a VDOT traffic planning engineer. There are six plans for the proposed bypass; five of these pass through Prince William County. VDOT and the Maryland Department of Transportation will hold public hearings in late May or early June in order to develop a draft environmental impact statement. VDOT is likely to choose a bypass route by March of 1991. A detailed location study is expected by June of 1991. Design should take one to two years to finish; right-of-way acquisition will take two to three years, and construction will take two to three years. State officials are concerned that the proposed western bypass corridors may not be available once construction is ready to begin. Two of the five proposed routes enter at the Cherry Hill Peninsula in the southeastern portion of the county and connect with Interstate 95. These routes are final segments of an eastern bypass that would span the Potomac River from Charles County, Maryland. Two more corridors begin at I-95 in the middle portion of Stafford County and traverse western Prince William County in the Nokesville area. They later connect with Route 28 and Interstate 66 before reaching Frederick, Maryland. The final route through the county begins just north of the I-95/Rt.234 interchange, continuing west until it intersects with Lake Jackson. From this point, the route heads north, bypassing Manassas to the east before connecting with I-66 in Fairfax County. A concern about one plan is its incorporation of the proposed Rt.234 bypass, which would place it next to the Manassas Battlefield Park.

Airports serving Prince William County are: Dulles International Airport which is located 18 miles to the north. International and domestic flights are available as well as air freight; Washington National Airport, which is 25 miles northeast provides domestic flights and air freight; Manassas Municipal Airport provides some charter, but primarily local flying on its two runways (these are 5,200 feet and 3,200 feet); the City, however is planning the expansion of the airport in order to complement and attract business prospects for the rapidly expanding business and industrial developments surrounding the airport. Planned is the expansion of the runway by 1,000 feet necessary to provide enough takeoff and landing area for international business flights. Prince William County is planning to build its own airport along the Potomac River near Dumfries to relieve the overcrowding of the Manassas Municipal airport.

Two railroads serve the area providing freight service. These are the Richmond, Fredericksburg, and Potomac Railroad (RF&P), which serve the eastern side of the County, and the Norfolk Southern Corporation serving the western portion of the County.

One line generally parallels Route 28 going south, and the other parallels Route 66, generally, going to the southwest. AMTRAK passenger service is available on both railroads.

Interstate buses serve the County, but there is no local County bus system. For transportation to employment, private vehicles, car pools, van pools, and chartered buses serve the various communities.

There are four motor freight carriers within the County, and thirteen trucking firms within the area.

Government and Services

Prince William County uses the county executive form of government. This provides for the election of Clerk of Circuit Court, Commonwealth Attorney, Sheriff, and the seven county supervisors, one from each of the seven magisterial districts (county political subdivisions).

The Board of Supervisors implements its policies through a County Executive, and an appointed seven person school board who, in turn, appoints a Superintendent of Schools. In addition, the Board appoints numerous citizen committees, boards, authorities and commissions to help govern the County.

Fire protection and emergency rescue service is provided by a combination of volunteers and full-time career personnel. Service is provided from 18 locations throughout the County on a 24 hour a day basis.

Police protection is provided through the County police force. This year, the police force is to receive its accreditation, one of fifty within the country, from the Commission on Accreditation for Law Enforcement Agencies.

The County park system is broken into neighborhood, community, district and special use parks. There are 40 developed and undeveloped parks in the county totaling more than 3,000 acres. The County continues to expand its park system and acquires the necessary land to do so partly by purchase, and partly as a component of new development and gifts. Since passage of the 1988 park bond referendum, the Park Authority has been planning improvements and construction at 11 parks; these improvements include construction of new soccer fields, picnic areas and improved parking.

Other County services include libraries, community planning and development, and human services. Within human services there exist: the Area Agency on Aging; Mental Health, Mental Retardation and Substance Abuse Services Board; Office of Consumer Affairs; Prince William Health District; Department of Social Services; and the Office on Youth.

Education

An estimated 42,000 students are enrolled in the Prince William County school as of the current year. It is the fourth largest school system in the Commonwealth of Virginia. Student standardized test scores consistently rank above both State and national levels. Over 60% of the high school graduates continue their education at universities, colleges, and other institutions. The school budget for the 1989-1990 was \$282 million; the county estimates that it will cost \$4,995 to educate each student in the current 1990 year. To keep pace with the growing population, the county opened 3 new elementary schools in 1989. Three additional elementary schools are scheduled to open in 1990. Currently, there are 35 elementary schools, 10 middle schools, 6 high schools, and 4 special education schools serving the county.

The county has two branches of the Northern Virginia Community College in Manassas and Woodbridge. Both campuses offer college preparatory and continuing education classes as well as technical training. The Woodbridge campus features the Small Business Institute which provides training specifically for small businesses. The Manassas Campus features programs in aviation and computer information systems.

George Mason University, located approximately 10 miles to the north in neighboring Fairfax County currently offers graduate-level public administration courses at the McCoart Administration Building, the seat of Prince William County's government. Planned is the Prince William Institute that would include an Urban Systems Engineering program and other graduate-level and research programs.

Utilities

The sewer system is adequate for the next three or four years. There are plans to expand the two main treatment plants, the Upper Occoquan Sewer Authority Plant and the H.L. Mooney Wastewater Treatment Plant, to keep apace of the growth. The County replaces sewer lines, but requires developers to build at their cost, lines necessary to meet the requirements of their development; this includes connecting lines, and upgrading the existing lines if their development exceeds existing capacity.

There are two small treatment plants that handle separate small communities: Oak Ridge & Forest Grove Plant, and the Nokesville Plant. Dale City has a privately owned system to service its needs.

Water for the County is primarily purchased from Fairfax County to the north. For the western part of the County, water comes indirectly from the Potomac River. The water supply is adequate for the future. Dale City has its own water company to serve its needs. Many portions of the County continue to rely on private wells.

Developers are required to install water lines for their developments including any necessary connecting lines. Replacement lines and upgrades of the system are done by the County.

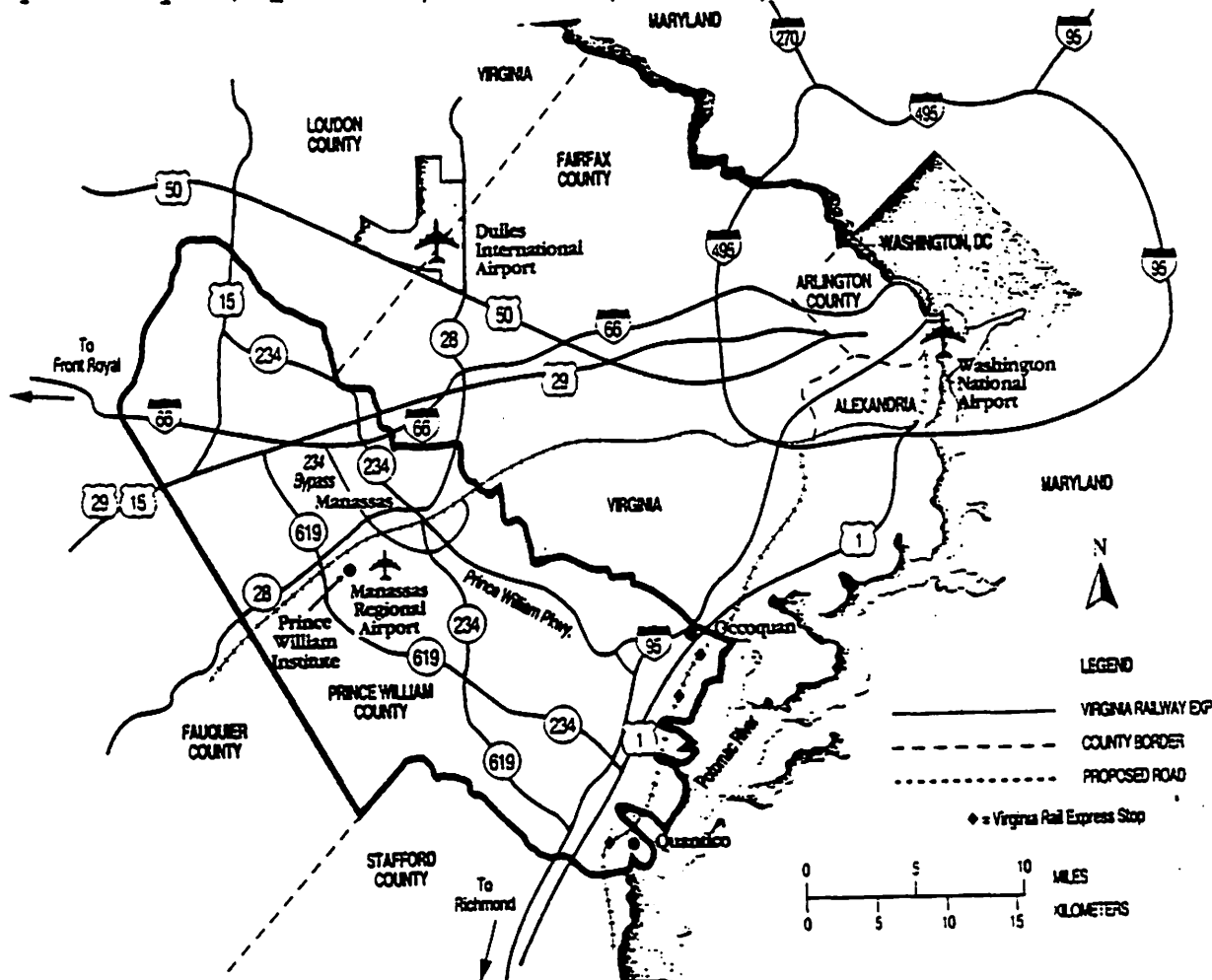
Solid waste is handled at the County landfill. This is principally for household refuse and limited non-hazardous industrial waste. There is a charge for dumping. No burning of stumps is permitted. This causes problems for developers since there is only one operating stump refuse site which is located in the southeastern portion of the County.

Electricity is supplied and distributed by Virginia Power and the Northern Virginia Electric Cooperative.

Natural gas is supplied by Columbia Gas Transmission Corporation and distributed by Columbia Gas of Virginia and the Washington Gas Light Company. Gas is available subject to load and distance from existing lines.

PRINCE WILLIAM COUNTY DATA
(updated 8/1/95)

Prince William County is located in Northern Virginia, approximately 25 miles southwest of the District of Columbia, and it is within the Washington Metropolitan Statistical Area. The County contains 355 square miles or 227,425 acres of generally rolling land. Of the total land area, Quantico Marine Corps Base occupies about 20% of the southernmost portion of the county. The County extends from the coastal plain along the Potomac River which is its eastern boundary, through the gently rolling Piedmont Plateau, to the crest of the Bull Run Mountain (el. 1,349 ft.) on its western boundary. The County is about 22 miles wide and 48 miles long. Although it stretches from the southeast to the northwest, it is described by its residents as being divided into the "east" and the "west." In the west section, are two independent cities: Manassas and Manassas Park. In addition, there are four towns that are political subdivisions of the County: Occoquan, Quantico, Dumfries, and Haymarket.



** Much of the data and some graphs throughout this County description were provided by the Prince William County Office of Economic Development's 1994 "Progress and Perspective."

Cities

Prince William County surrounds two small cities. These cities were incorporated in 1975, before Virginia placed a moratorium on such actions. The City of Manassas is known as the "County Seat," containing both the County Courthouse and City of Manassas Town Hall within its limits. It also has an "Old Town" historic district with museums, and restored buildings that are used mainly for offices and retail stores. It's 10.7 square miles is made up of residential, commercial, and industrial uses, and has nearly 6,000 households, a population of 27,957 in 1990, and a low unemployment rate of less than 2%. It became an incorporated city in 1975, and is governed by its own City Council.

The City of Manassas Park contains approximately 2.5 square miles, and borders both Prince William County and the City of Manassas. The first residences were built in 1955. It has its own schools, police, fire and rescue services, public works, and social services. Since it became a city in 1975, it has further developed with more single family detached dwellings, townhouses, some multi-family residences, and the Conner Center Business Park.

Population

Prior to 1950, Prince William County was almost entirely agricultural in character. Since then, it has developed into a suburban community of Washington, D.C. In the 1970's it was rated as the fastest growing county in the nation. It is still one of the fastest growing counties, and is the third most densely populated county in Virginia. County officials estimate its density at 702 persons per square mile.

Table I. Population reported by the U.S. Census from the years 1930 through 1990 is summarized below (County totals include Manassas and Manassas Park prior to 1980):

| Year | Population
County | Manassas | Manassas
Park | % change |
|------|----------------------|----------|------------------|----------|
| 1950 | 22,612 | | | |
| 1960 | 50,164 | | | 122% |
| 1970 | 111,102 | | | 121% |
| 1980 | 144,703 | 15,438 | 6,524 | 50% |
| 1990 | 215,686 | 27,957 | 6,734 | 63% |
| 2000 | 316,992 | n/a | n/a | 47% |

Due to the increased availability of housing units and the attractiveness of the area, the population has increased steadily since 1985. The population growth rate has averaged 4.4% per year since 1985. The Prince William County Mapping Office estimates the 1994 population as 244,572 which is a 4.7% increase over 1993. The County reports that population in March, 1995 was 244,572.

The following tables show the annual population growth since 1985, and a table of the age distribution in the County in 1994, based on estimates from CACI Marketing Service. Population counts are from the County's Office of Mapping and Information Resources.

Annual Population Growth

| Year | Population | % Increase | Age Distribution * | |
|-----------------------|------------|------------|--------------------|------------|
| | | | In Years | % of Total |
| 1985 | 164,958 | 3.5% | 0-5 | 9.4% |
| 1986 | 169,710 | 2.9% | 5-19 | 24.4% |
| 1987 | 178,338 | 5.1% | 20-44 | 44.9% |
| 1988 | 190,463 | 6.8% | 45-64 | 17.9% |
| 1989 | 206,358 | 8.3% | 65+ | 3.4% |
| 1990 | 215,686 | 4.5% | | |
| 1991 | 223,887 | 3.8% | | |
| 1992 | 226,806 | 1.3% | | |
| 1993 | 233,574 | 3.0% | | |
| 1994 | 244,572 | 4.7% | | |
| ----- | | | *1994 figures | |
| average annual growth | | 4.4% | | |

Some of the reasons that Prince William has been so attractive to residents are that the County has

- one of Virginia's lowest crime rates for jurisdictions of 100,000 + people
- a good school system, ranked by 85% of parents as good or excellent
- some of the most affordable housing in Northern Virginia
- convenience and proximity to employment in the Washington D.C. metropolitan area
- 26,000 acres of parkland.

Employment

Employment in the Washington, D.C. region tends to be stable in comparison to other densely populated areas. Virginia ranks third in the nation in federal funds per capita, neighboring Fairfax County is the fourth largest receiver of any county in the nation. The presence of the federal government in this area had a moderating effect during economic recessions because of its large employment base and contracting operations with the private sector. During the 1990-1992 recession, some federal government jobs were eliminated and the amount of federal contracting began to diminish. Because of the large percentage of the area's population which is employed by the federal government any downsizing by the government will have a noticeable effect. There was a 7% decrease in the number of government employees residing within the county, however, more important than the reduction of government employees is a 15.6% increase in technology and service employment in the county.

The Prince William County Board of Supervisors is pro economic development. They are aggressively pursuing new businesses to

reduce the tax burden on taxpayers and to offer employment to some of the 61.6% of the workers now employed outside of the County. The trend toward more commercial and industrial development is evident in the tax base, which in 1989, accounted for 23.5% of the County's total tax base. In 1994, commercial and industrial real estate fell from 23% to 22.01% of the total tax base. This is in part due to the assessed values of commercial property decreasing faster than residential assessments over the past several years.

Total employment within the County in 1994 was estimated by the Virginia Employment Commission, at 61,105, a 6.5% increase over 1993. In-county Employment has increased 128.2% since 1980, when employment was estimated at 26,776. Approximately 35.2% of the County's workers are employed within the County. With a median age of 29, these workers are among the youngest and best trained in the area.

Table II. Percent of in-County employees listed by industry:

| Employment Sector | Employment
By Industry 1994 |
|---------------------------------|--------------------------------|
| Retail/Wholesale Trade | 34.4% |
| Government | 22.4% |
| Services | 20.0% |
| Construction | 10.4% |
| Transportation & Utilities | 5.3% |
| Manufacturing | 4.1% |
| Finance, Insurance, Real Estate | 3.4% |

The unemployment rate has remained consistently lower than state and national levels, since 1981. As of November 1994 the unemployment rate for Prince William County was 3.4%, while the unemployment rate in Virginia was 4.5%, and in the U.S. overall unemployment was 5.8%. A total of 3,759 jobs were added in 1994. This is down slightly from the 3,965 jobs which were created in 1993, but the quality of the created jobs has improved. In 1993 most of the added jobs were in the retail industry. In 1994 the largest percentage of increase was in technology and service oriented corporations. This trend is expected to continue because of the new companies which have announced intentions to move to the county.

Income

The median family income for the County has been and still is higher than that of the state, and has been increasing steadily. According to the 1990 Census, the County's median household income was \$49,370, while the median household income for the Commonwealth of Virginia was \$33,328. According to a report by the Center for Public Services the median household income in 1994 was \$55,531, which represents an 11% increase in median household income since 1990.

Education

According to 1990 statistics, roughly 1/4 of the County's population consists of school-aged children between the ages of 5 and 19. For the 1993-1994 school year there were 44,775 students enrolled in Prince William County schools. There are 39 elementary schools, 11 middle schools, 7 high schools, 3 special education schools, and one alternative school serving the County. (Schools in Manassas and Manassas Park are not included in the count.) It is the fourth largest school system in the Commonwealth of Virginia. The school budget for 1993-1994 was roughly \$269 million.

School officials note that student standardized test scores consistently rank above both State and national levels. Some 23% of the population are college graduates and 96.6% have graduated from high school. Over 75% of the county's high school graduates continue their education at universities, colleges, and other institutions.

Two branches of the Northern Virginia Community College are located in the County. Both campuses offer college preparatory and continuing education classes, as well as technical training. The Woodbridge campus specializes in courses specifically oriented toward small businesses, while the Manassas Campus features programs in aviation and computer information systems.

George Mason University (GMU), located in neighboring Fairfax County, has decided to build a campus on a site just west of the City of Manassas. This campus, to be known as the Prince William Institute, will be built on a 120 acre tract of land donated by the private sector. It is planned for 9,000 students and faculty members. The Board of County Supervisors approved an amendment to the Comprehensive Plan to add a chapter called the Prince William Institute Sector Plan. The sector plan covers 1,150 acres around and including the Prince William Institute campus. The sector plan designates land uses to include a hotel and convention center site, 700 student housing apartments, and approximately 800 acres for other business uses. GMU approved a \$120 million master plan for the campus in March, 1994, made up of 12 buildings, totaling 1.2 million square feet. The institute will offer degrees in nursing, education, public administration and the administration of justice, biotechnology and urban systems engineering. The site has attracted new industry to the area because of some of these programs.

Strayer College completed its 20,000 square foot facility in the Battlefield Business Park, in Manassas, near the I-66/Route 234 interchange in 1994. A second campus is under construction in Woodbridge.

Residential Development

The sales pace of residential development in the early 1990's was slow as were sales of developed and undeveloped residential land. Beginning in 1992, residential sales increased, and this trend has continued. On average, new home sales have been fairly strong since 1992. Prince William accounts for 19.7% of all new home sales in Northern Virginia, ranking behind Fairfax and Loudoun County. The total number of sales dropped in all of the counties of Northern Virginia in 1994. Prince William was the only county to show an increase in single family sales. Sales of new homes in Prince William were stable at 2,218 units in 1994 after a 10.3% increase in 1993. Prince William County reports that there are currently 84,100 housing units in the County.

In 1994, mortgage rates started at 7%, increased to 9% by January, 1995, and by mid 1995, interest rates for residential loans dropped to around 7% to 8%. The sales pace was slow in early to mid 1995, but was picking up by late summer, probably due to the decrease in interest rates. The average sales price dropped by 5% in both 1994 and 1993. The average sales price in 1994 was \$121,700. Table III shows the numbers of residential building permits issued since 1984. There was an increase in the number of residential building permits issued in 1994 over the number issued in 1993.

Table III
Residential Building Permits

| Year | Single Fam. | Townhouse | Condo | Multi-Fam Rental | Total |
|---------|-------------|-----------|-------|------------------|-------|
| 1984 | 1,192 | 665 | 174 | 880 | 2,911 |
| 1985 | 1,255 | 1,178 | 58 | 290 | 2,781 |
| 1986 | 1,814 | 1,557 | 80 | 1,802 | 5,253 |
| 1987 | 1,568 | 1,108 | 16 | 2,277 | 4,969 |
| 1988 | 1,829 | 1,672 | 39 | 725 | 4,265 |
| 1989 | 858 | 1,053 | 486 | 292 | 2,689 |
| 1990 | 368 | 551 | 162 | 600 | 1,681 |
| 1991 | 369 | 691 | 144 | 8 | 1,212 |
| 1992 | 584 | 872 | 253 | 197 | 1,906 |
| 1993 | 976 | 779 | 250 | 13 | 2,018 |
| 1994 | 1,062 | 1,033 | 194 | 1 | 2,309 |
| average | 1,080 | 1,014 | 169 | 644 | 2,909 |

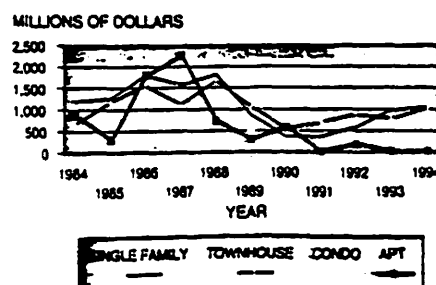


Table IV shows the dollar values of the building permits approved each year, including non-residential.

Table IV. Building Permit Values (in millions of dollars)

| Year | Residential | Non-residential | Total | residential as % of total |
|------|-------------|-----------------|---------|---------------------------|
| 1984 | \$132.1 | \$72.0 | \$204.1 | 65% |
| 1985 | \$147.7 | \$90.2 | \$237.9 | 62% |
| 1986 | \$247.3 | \$102.5 | \$349.8 | 71% |
| 1987 | \$253.0 | \$98.0 | \$351.0 | 72% |
| 1988 | \$263.4 | \$114.2 | \$377.6 | 70% |
| 1989 | \$192.9 | \$141.4 | \$334.3 | 58% |
| 1990 | \$115.0 | \$94.6 | \$209.6 | 55% |
| 1991 | \$100.4 | \$64.9 | \$165.3 | 61% |
| 1992 | \$151.4 | \$68.6 | \$220.0 | 69% |
| 1993 | \$181.5 | \$78.8 | \$260.3 | 70% |
| 1994 | \$190.7 | \$66.7 | \$257.4 | 74% |

Examination of "Table IV" reveals that total building permit values peaked in 1988, but decreased by 37% in 1990. Building permit values increased in 1992 and in 1993, over 1990 and 1991 levels. Total permit values dipped by 1.1% in 1994, this loss was caused by a decrease of 15% or \$12.1 million in non-residential permits. The data in Table IV indicates that the residential market continues to recover.

Commercial Development

Prince William County has an economic development policy that encourages new commercial and industrial development. In January, 1992, the Board of County Supervisors approved funding for a marketing plan for the County. Its 5 year goal, 1992-1997, is to add 14,000 new jobs and to attract \$1 billion in new non-residential capital investment. In support of this goal, the 1990 Comprehensive Plan was amended in 1993, and a chapter on economic development was added. The County's marketing plan targets four major growth sectors: information, biotechnology, tourism opportunities, and major federal employers.

Tables V and VI show the growth in commercial square footage since 1981. From 1985 to 1990, new commercial and industrial construction was at relatively high levels. According to the Prince William County Office of Economic Development, commercial development was at an all-time high in 1989 with the construction of over 2.4 million square feet of commercial floor area. However, this space was not absorbed as rapidly as it was created. New construction dropped dramatically in 1991, due to an oversupply of commercial and industrial space created by overbuilding. The level of nonresidential development in 1994 was about 1/10 of the level in 1989. In 1994, construction activity decreased to the lowest level seen in 10 years.

The decrease in nonresidential construction in 1994 is due primarily to a steep drop in retail construction. Retail space added in 1994 was at the lowest level seen in 10 years. Office space construction decreased by almost half the level it was in 1993. Only the industrial sector showed a slight increase over 1993, but still remains at a relatively low level of construction.

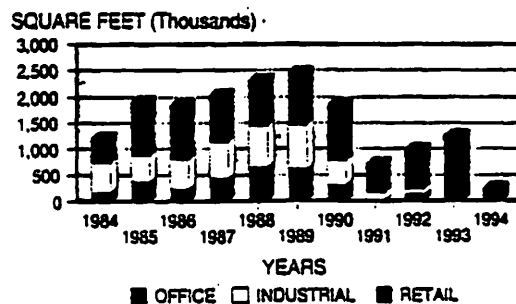
Table V: Growth in commercial square footage.

| Year | Office | Retail | Industrial | Total | Increase |
|---------|-----------|------------|------------|------------|----------|
| to 1983 | 2,492,610 | 4,953,196 | 3,846,193 | 11,291,999 | n/a |
| 1984 | 175,469 | 481,872 | 561,985 | 1,219,326 | n/a |
| 1985 | 377,176 | 1,038,472 | 487,728 | 1,903,376 | 56% |
| 1986 | 238,027 | 1,044,149 | 561,134 | 1,843,310 | -3% |
| 1987 | 446,803 | 893,639 | 680,320 | 2,020,762 | 10% |
| 1988 | 646,121 | 899,737 | 780,096 | 2,325,954 | 15% |
| 1989 | 620,408 | 1,008,303 | 834,320 | 2,463,031 | 6% |
| 1990 | 306,222 | 1,071,688 | 461,345 | 1,839,255 | -25% |
| 1991 | 25,331 | 552,428 | 133,887 | 711,646 | -61% |
| 1992 | 141,464 | 765,374 | 79,598 | 986,436 | 39% |
| 1993 | 62,760 | 1,145,925 | 32,460 | 1,241,145 | 26% |
| 1994 | 34,323 | 166,089 | 36,796 | 237,208 | -81% |
| <hr/> | | | | | |
| Total | 5,566,714 | 14,020,872 | 8,495,862 | 28,083,448 | |

* NOTE (figure includes existing development before 1983)

Table VI

New Comm/Ind Space 1984-1994 Prince William County



Source: Prince William County
Office of Economic Development

Retail:

Retail construction is recovering in 1995. Tandy Corporation is building a 184,000 square foot Incredible Universe gigastore that is scheduled to open in the Fall of 1995. It is expected to average between \$60 and \$80 million in sales annually, and create 350-400 jobs. Also, a Target store is planned to be built at Parkway Crossing.

Most new nonresidential construction in the 1990's has been by retailers & service companies, such as Wal Mart, McDonald's, Price Club, Toys R Us, Home Depot, Best Buy, Hechinger, and Food Lion.

As a percentage of the total, retail space makes up half of the commercial square footage in the County.

| | % of Total | Total Sq.Ft. |
|-------------------|------------|--------------|
| Retail Space: | 50% | 14,020,872 |
| Office Space: | 20% | 5,566,714 |
| Industrial Space: | 30% | 8,495,862 |
| | | ----- |
| Total Space: | | 28,083,448 |

Based on construction activity and observation, the largest segment of commercial development is the retail market. The Prince William County Office of Economic Development estimated that over 1,241,145 square feet of commercial and industrial space were added to the market in 1993. This figure is down to 237,208 in 1994; however, as income, population, and retail development have grown, retail sales increased from \$471 million in 1991 to over \$1.9 billion in 1994, an 11.6% increase over 1993. Most commercial development in the County has occurred in 2 areas; the Potomac Mills Mall/Prince William Parkway area and in Manassas along Route 234 near I-66. Studies done in my office show that vacancies in retail space are currently at 5% to 10% overall.

Office:

There is an oversupply of office space. The oversupply of office space in the County is being absorbed. In the early 1990's vacancies were as high as 15% to 20%. They are now dropping to around 5% to 10% County-wide.

Industrial:

Construction of industrial facilities has been depressed in the 1990's (see Table V). The supply of industrial land is restricted in eastern Prince William County. According to the County, about 25% of the total industrial square footage built in 1989 was near I-95. Before 1989 the amount of industrial space completed was evenly divided between the I-95 and I-66 corridors. There is ample industrial land still available for purchase, in the western portion of the County in the Manassas and Gainesville areas.

**Recent and Planned Developments
Eastern Portion of County:**

Eastern Prince William County is one of the most active areas in the County. Four of the County's largest residential developments (Dale City, Lake Ridge, Woodbridge, and Montclair) are located in this area. This is the most densely populated section of the County. Most of the commercial activity in the area is centered around the Potomac Mills Mall and along the Prince William Parkway at Smoketown Station. The numbers of land sales, and development activity has been strong since Potomac Mills opened in 1985.

Currently, the Mall consists of 1.6 million square feet, with 220 stores. It employs over 3,000 people, making it one of the top sources of employment in the County. The Mall attracted 14,000,000 visitors in 1994, making it the number one tourist attraction in Virginia. According to Mall management, currently, 35% of Potomac Mills shoppers are from outside the area. The number of tour buses to the Mall has remained strong at more than 3,090 motorcoach visits in 1994.

New businesses which located nearby the mall in 1994 included a 73,000 square foot retail center and a Best Buys appliance store. Sears Roebuck and Co. plans to open a 34,000 square foot Homelife Furniture Store near the front of Potomac Mills. At Smoke Town Station an additional 182,000 square feet of retail space was under construction in early 1995. Also, two shopping centers on Route 1 in Woodbridge underwent major renovations.

**Recent and Planned Developments
Western Portion of The County**

Over the past decade there were several large developments planned in the western portion of the County that did not materialize, including the Disney Theme Park and Dominion Downs Equestrian Sports Park. However, there have been recent developments and more are planned that indicate that growth is continuing in this area.

Cellar Door Productions opened a 21,000 seat amphitheater, known as Nissan Pavilion. The amphitheater is on a 90 acre parcel located on Wellington Road in Manassas, approximately one mile south of I-66 and Route 29. Atlantic Foods which is also located on Wellington Road will open a 68,000 square foot expansion and Overnite Transportation opened a new 29,596 square foot operation nearby at the "Atlantic Commerce Center". American Printing and Paper Products is planning to build a new printing facility at the "Atlantic Commerce Center".

The American Type Culture Collection (ATCC), the fourth largest biotechnology company in the Washington Metropolitan Area, plans to build a 90,000 square foot headquarters adjacent to the Prince William Institute. It is to open in 1997, and is expected to employ 226 people.

In August, 1995, IBM Corporation announced that a joint venture of IBM and Toshiba will build a multi million dollar plant in Manassas, near the Route 234 Bypass and the GMU campus.

All of these developments planned in the western portion of the County should serve to increase the demand for office and industrial land in the area over the next several years.

Roads & Transportation

Roads

Prince William County is served by two interstate highways, I-95 in the east and I-66 in the western portion of the County. In general, roads are maintained by the State, except for roads in the City of Manassas.

The County is linked east to west by State Route 234 (Dumfries Road), and Route 663 (Davis Ford Road). A third cross-county road, the Prince William Parkway was recently completed. The Parkway extends across the County from I-95 at the Horner Road interchange in the east to the City of Manassas in the west. The total cost of the road was most recently estimated at \$43 million. Most of the Parkway has been constructed, but the new interchange at I-95 will not be finished until 1996. The I-95 interchange at Horner Road, being constructed by the Virginia Department of Transportation (VDOT), is planned to be completed by the Summer or Fall of 1995.

Another planned road improvement is the Route 234 Bypass. It will provide travelers with a more efficient route to I-66, by bypassing the City of Manassas. It is planned for a 4-lane cross section, with enough right-of-way for future expansion to 6 lanes. During 1994, Prince William secured full funding for the Bypass and construction began in 1995. The estimated cost to build this road is around \$71 million.

In eastern Prince William, VDOT has acquired right-of-way for a reconstruction of the I-95 and Route 234 interchange in Dumfries, and improvements to Route 234 are under construction.

HOV (High Occupancy Vehicle 3 or more people) lanes on Interstate 95 are being extended to Prince William. The project is scheduled for completion in 1996. Currently, there are HOV lanes on I-95 serving Northern Virginia, from Springfield to Washington, D.C.

A ten-mile section of I-66 between Route 50 in Fairfax County and Route 234 in Prince William is being widened to eight lanes. Construction is underway and completion is expected in the spring of 1996. One lane will be restricted to car pools of two or more people (HOV-2) during rush hour.

Airports

Three airports serve Prince William County. The largest is Dulles International Airport, located 18 miles northwest. International and domestic flights are available as well as air freight. Washington National Airport, which is 25 miles northeast in Alexandria, provides domestic flights and air freight. Manassas Municipal Airport, while primarily a local service facility, provides some charter service. The City is planning to expand one of its runways to provide enough takeoff and landing area for international business flights. There are plans for a new airport in Stafford County, south of Prince William, along the I-95 corridor. The Stafford airport will serve Prince William, Stafford, and Fredericksburg, and is intended to relieve private airplane usage at Dulles.

Railroads

Two railroads serve the area. Through the east side of Prince William County is the Richmond, Fredericksburg, and Petersburg Railroad (RF&P) which extends from Washington, D.C. through Richmond, Virginia. The Southern Railroad extends from Washington, D.C. southwestward and divides at Manassas with the main line continuing parallel to Route 28, and the other line running parallel with Interstate 66 to the Shenandoah Valley. Amtrak passenger service is available on both railroads.

The Virginia Railway Express (VRE) is a new commuter rail service that serves the County. It extends from Spotsylvania County to Union Station in Washington, D.C. via the RF&P Railway in the east and Southern Railway in the west.

Tourism

In addition to the Potomac Mills Mall, Prince William offers historic attractions as well. Among these are Historic Occoquan which attract 900,200 visitors per year, and Manassas National Battlefield which attracts 918,014 visitors annually. In addition, there are the Prince William Forest Park, Manassas Museum, Quantico Marine Corps Air Ground Museum, Mill House Museum, and the Weems Botts Museum in Dumfries. Overall visitation to the County was counted at 16,132,196 in 1994, and visitation increased approximately 5% in 1994, with the largest contribution coming from Potomac Mills Mall.

Utilities

Electricity is supplied and distributed by Virginia Power and the Northern Virginia Electric Cooperative.

Natural gas is supplied by Columbia Gas Transmission Corporation and distributed by Columbia Gas of Virginia and the Washington Gas Light Company. Gas is available subject to load and distance from existing lines.

The Prince William County Service Authority (PWCSA) owns and operates the public sanitary sewer and water system for the County, except for Dale City which has a privately owned system, known as Dale Service Authority. Dale City water is supplied by Virginia American Water Corporation.

The County requires developers to build, at their cost, lines necessary to meet the requirements of their development; this includes connecting line, and upgrading the existing lines if developments exceed existing capacity. Many portions of the County continue to rely on private wells. As with sanitary sewer, water lines are constructed by developers. Replacement lines and upgrades of the system are done by the PWCSA.

Solid waste is handled at the County landfill. This is principally for household refuse and limited non-hazardous industrial waste. The landfill was expanded recently. Stump dumping is not permitted. This causes problems for developers since no burning is permitted in the County and there is only one operating stump dump, which is located on the southeastern edge of the County in Dumfries.

Environmental

In compliance with Virginia's Chesapeake Bay Act, Prince William County adopted restrictions on development in late 1990 that are intended to protect the water quality of the Chesapeake Bay. In general, disturbance of land or even cutting trees is prohibited within 100 feet of any year round stream or wetland connected with the stream. Water related activities are permitted; these include ports, marinas, and water and sewer discharges. All new lots served by septic systems in the county are required to have a 100% reserve septic field. Vesting is considered on a case by case basis and can be the subject of litigation.

On December 13, 1994, the Neabsco Wetland Bank was approved by the U.S. Army Corps of Engineers. It is the first true wetland bank, available to any third party user, approved by the Norfolk District of the Corps. The Neabsco Wetland Bank can provide a turn key solution to wetland mitigation requirements for projects permitted by the Corps in the eastern Prince William County portions of the watersheds of Quantico Creek, Powells Creek, Neabsco Creek, and the Occoquan River.

The Board of County Supervisors has approved the Trails and Greenway Amendment to the Comprehensive Plan, revised September 20, 1994. This will require that designated stream valleys be left as open space and that hiker/biker/equestrian trails be provided as shown on the Comprehensive Plan Map. Because this regulation has been incorporated into the Comprehensive Plan, developers will now be asked for additional proffers addressing the issue of trails at the time of rezoning.

**Qualifications of the Appraiser
Ben Kelsey, SRPA**

Professional Designations:

Licensed in Virginia as a Certified General Real Estate Appraiser

SRPA, Senior Real Property Appraiser, Appraisal Institute

Past President of Stonewall Jackson Chapter

Education:

B.S. Commerce, University of Virginia

Courses in appraisal conducted by: American Institute of Real Estate Appraisers, Society of Real Estate Appraisers, and others. Courses include AIREA I & II, SRA 202, SRA Narrative Report Writing Seminar, Uniform Standards of Professional Appraisal Practice, and IRWA Appraisal of Partial Acquisitions.

Instructor for Germanna Community College continuously 1974 to 1984 in real estate courses including: Basic Appraisal, Principles of Real Estate, Real Estate Investments, and Real Estate Math

Experience:

1984 to present, independent real estate appraiser, producing narrative and form appraisals of residential, commercial, apartment, industrial, school, farm, land, and residential development properties. Staff employed has averaged 5 people.

1979 to 1984, Supervisor of Assessments for Prince William County, Va., responsible for the work of a staff of 30 appraisers and clerks which annually reassessed 65,000 parcels of real estate and 45,000 personal property accounts.

1968 to 1979, staff appraiser for independent appraisal firms, Fairfax County Assessment Office, and Prince William County. During the period from 1977 through 1979 primary work was in the development of a computerized appraisal system that produced 65,000 real estate assessments with an average deviation from actual sale prices of 6%.

1966 to 1968, real estate salesman, Culpeper, Va.

1960 to 1966, farm manager for a 1,500 acre livestock and crop farm.

Appraisal Clients:

Virginia Department of Transportation, City of Manassas, Prince William County, Piedmont Federal Savings Bank, Commonwealth Savings Bank, Resolution Trust Corporation (RTC), and numerous others.

Court Qualification:

Qualified as an expert witness on real estate values by the courts in the Virginia counties of Culpeper, Fairfax, Fauquier, Madison, Prince William, Stafford, and U.S. Bankruptcy Courts in Alexandria, Virginia and Washington, D.C., U.S. Claims Court in Washington, D.C.

***CAN BE LOCATED
IN THE CLERK'S OFFICE***