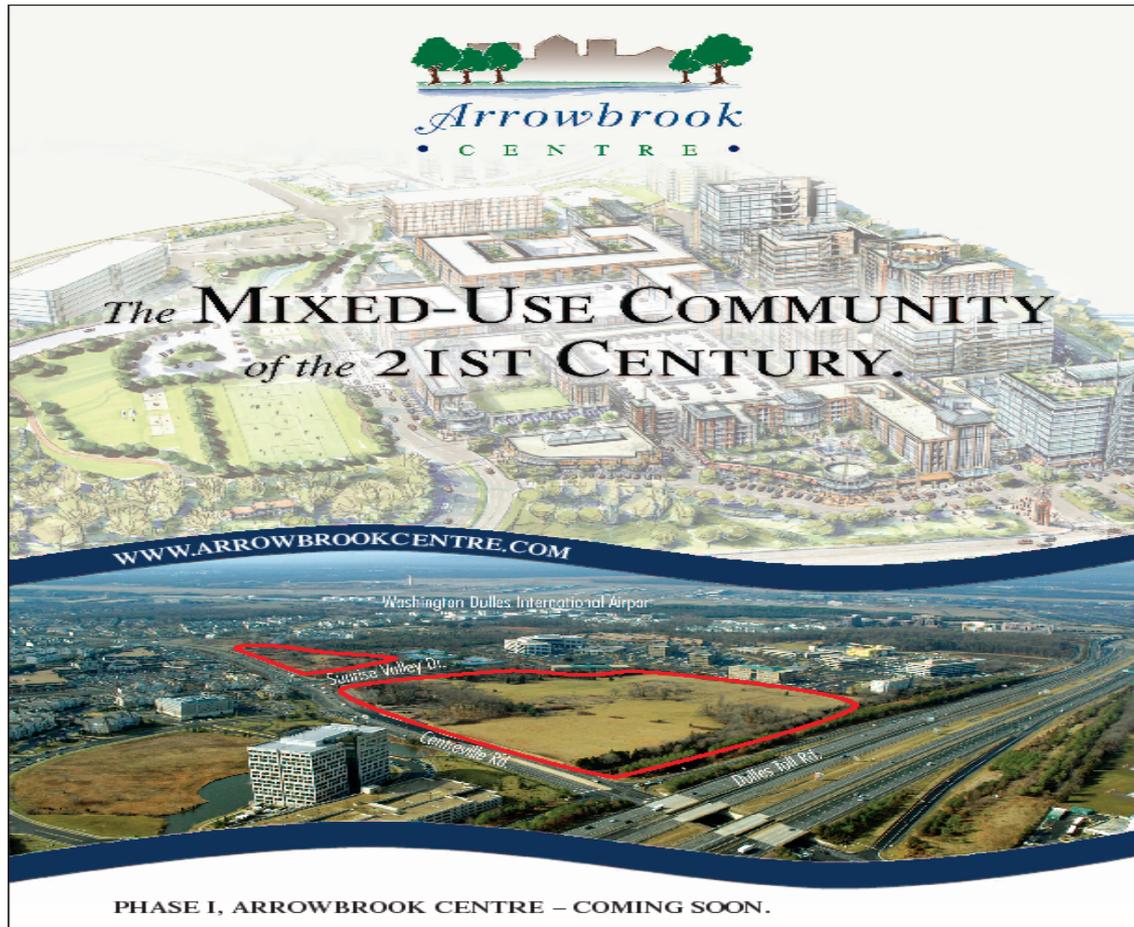


ARROWBROOK CENTRE AN OVERVIEW

Note: Some content is courtesy of Carbon Thompson Development, LLC, DCS Design, PHR+A, Wetland Studies and Solutions, Inc., and Walter L. Phillips, Inc.

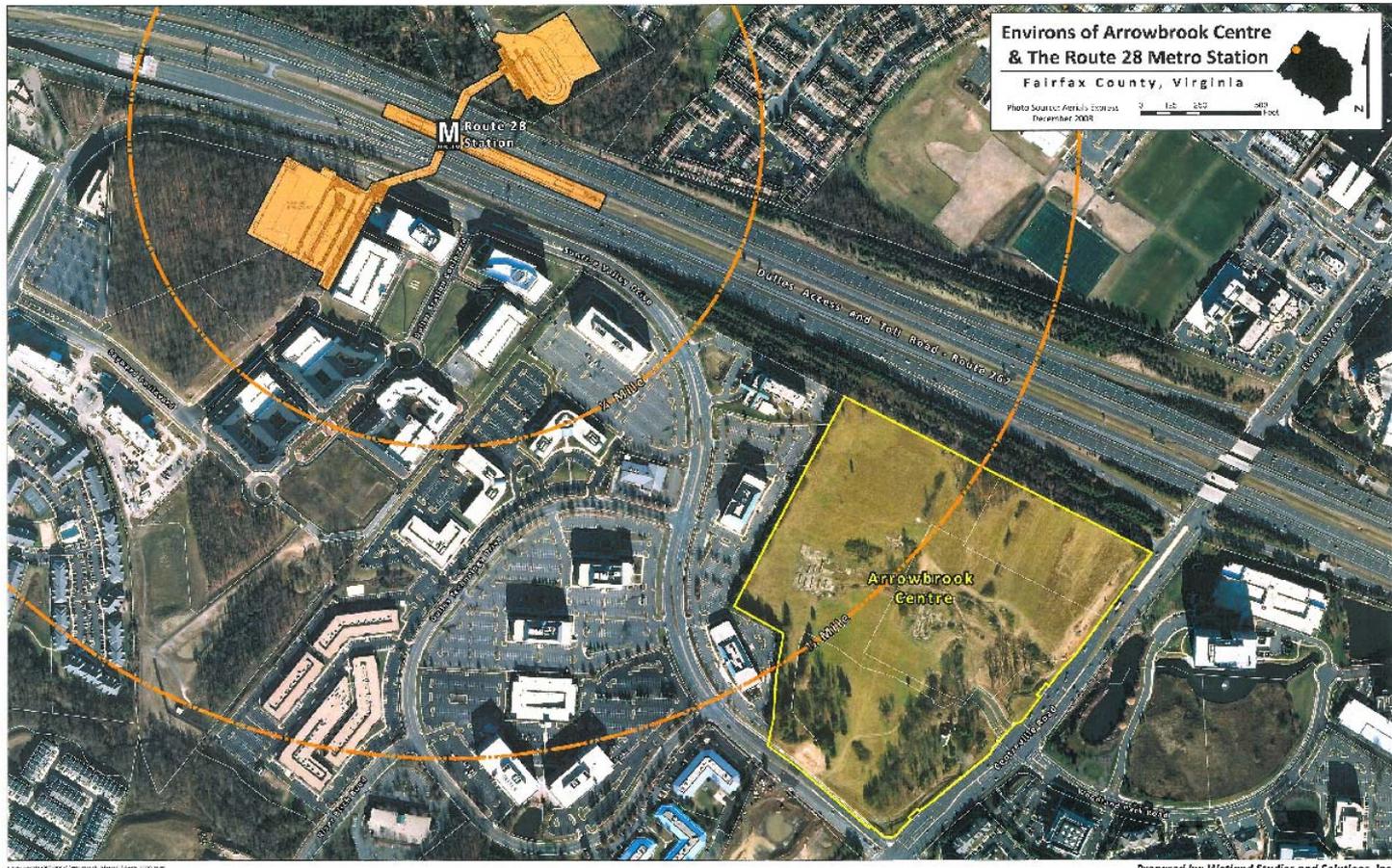


General Location and Vicinity

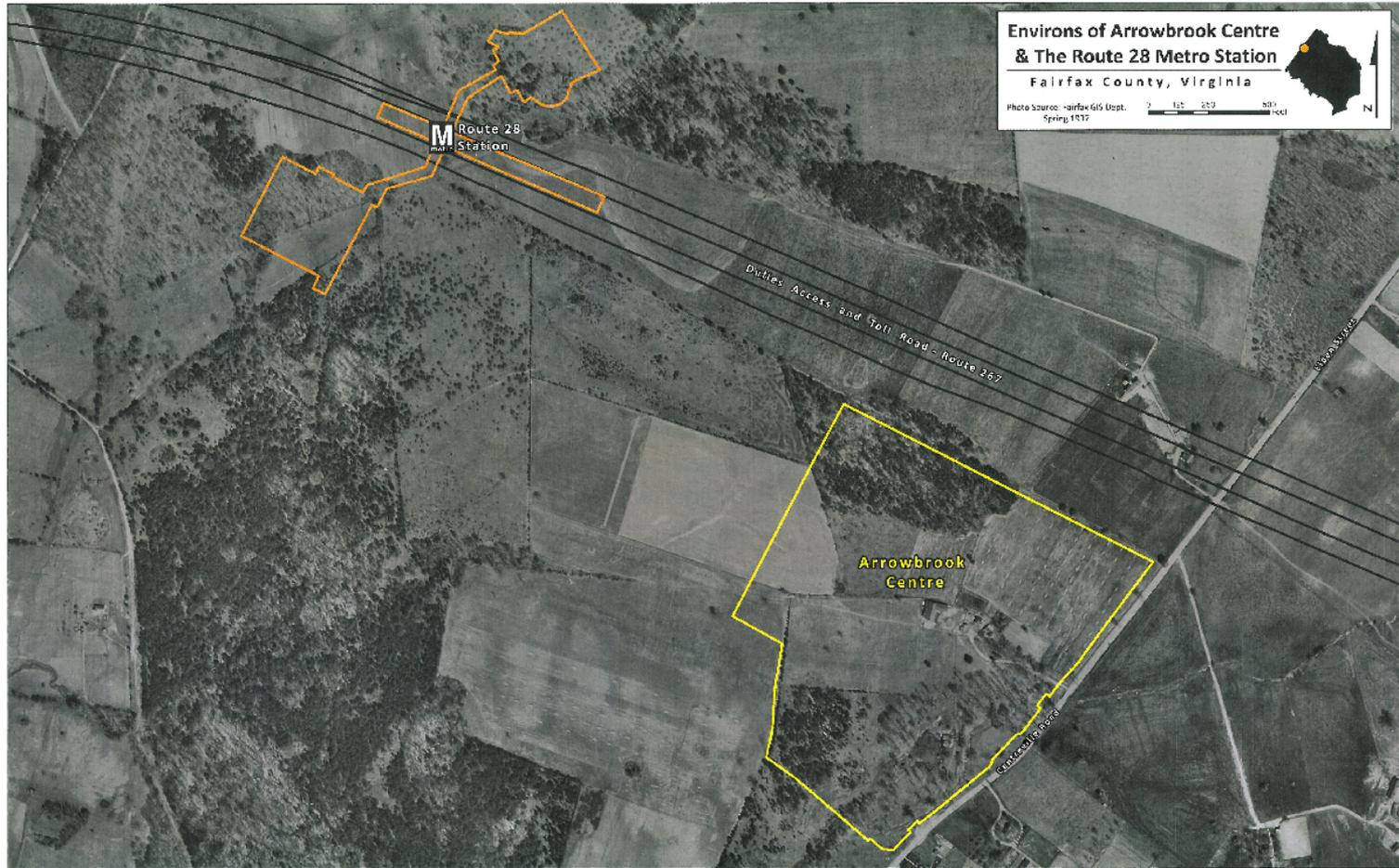


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Arrowbrook Centre In Relation to the Route 28 Transit Station

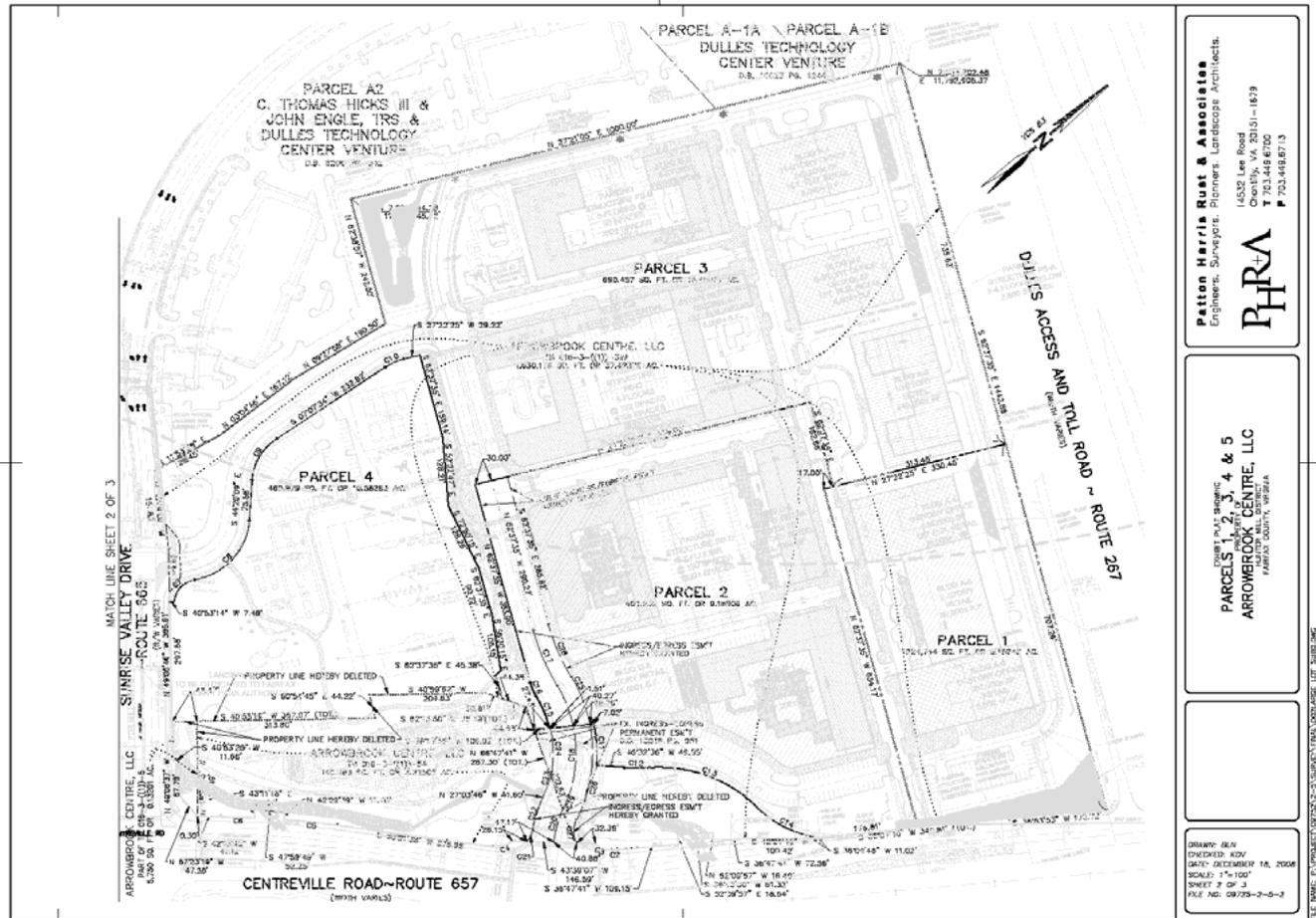


Same Aerial View – 1937



Arrowbrook Centre, Parcels 1-5

- Parcel 1 5.15 ac.
 - Parcel 2 9.19 ac.
 - Parcel 3 15.85 ac.
 - Parcel 4 10.58 ac.
 - Parcel 5 11.00 ac.
-
- Total 51.78 acres



Patton Harris Rust & Associates
 Engineers, Surveyors, Planners, Landscape Architects.
 14532 Lee Road
 Chantilly, VA 20151-1879
 T 703.448.6700
 F 703.448.6713

PHRA

PARCELS 1, 2, 3, 4 & 5
ARROWBROOK CENTRE, LLC
 FARMAS COUNTY, VIRGINIA

DRAWN: BSN
 CHECKED: KBY
 DATE: DECEMBER 18, 2008
 SCALE: 1"=100'
 SHEET 2 OF 3
 FILE NO: 08203-3-0-3



PREPARED BY: [unreadable] | DATE: [unreadable]

DALLE TOLL ROAD

CENTREVILLE ROAD

SUNRISE VALLEY DRIVE



Site Plan

Phasing and Density Proffer

PROFFERS

RZ 2002-HM-043

December 5, 2005

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, and upon the express condition that the Board of Supervisors approve rezoning, special exception, Resource Protection Area Exception and related applications to permit the development under the PDC zoning district, in substantial conformity with the proposed Conceptual Development Plan/Final Development Plan ("CDP/FDP") in RZ/FDP 2002-HM-043, of property identified as parcel numbers 16-3 (11) 4B, 4C, 5, 5A and 39A (formerly parcels 4 and 39) on the Fairfax County Tax Map (hereinafter referred to as the "Property"), L. Farnum Johnson, Jr., and Jeffrey J. Fairfield, Managing Co-Trustees of the Ruth C. Launders Marital Trust, David I. Meiselman and Winifred C. Meiselman, Co-Trustees of the David I. Meiselman Revocable Trust and the Winifred Charm Meiselman Revocable Trust, and the Meiselman Family, LLC, (hereinafter collectively referred to as "the Applicant") in RZ/FDP 2002-HM-043 proffer for themselves, and their successors and assigns, the following conditions. In the event the foregoing rezoning and related applications are approved, then any previous proffers for the Property are hereby deemed null and void and hereafter shall have no effect on the Property.

1. Development Plan. Development of the Property shall be in substantial conformance with the CDP/FDP prepared by Patton, Harris, Rust & Associates, P.C., consisting of 27 sheets dated June 3, 2002 revised through October 28, 2005, which CDP/FDP proposes a maximum gross floor area of 2,233,600, including gross square footage associated with Affordable Dwelling Units ("ADUs") and associated bonus units. The Property is divided into six (6) land bays, identified as Land Bays A, B, C, D, E-F and G.
2. Uses. The following Principal and Secondary Uses may be permitted within the buildings as shown on the CDP/FDP:
 - A. Accessory uses and accessory service uses.
 - B. Business service and supply service establishments.
 - C. Eating establishments, including outdoor seating.
 - D. Establishments for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building are incidental to the principal use of scientific research, development and training.
 - E. Fast food restaurants, only if located within the same structure as other principal or secondary uses and not to include a drive-through.
 - F. Financial institutions, not to include a drive-through bank.
 - G. Health clubs.
 - H. Institutional uses.
 - I. Medical offices.
 - J. Personal service establishments.

PROFFERS
RZ 2002-HM-043
Page 12

dedications described herein or as may be required by Fairfax County or VDOT at time of site plan approval.

15. Phasing.
 - A. No more than 300 residential use permits ("RUPs") shall be issued for the Property until a minimum of 200,000 square feet of non-residential uses (which may include office, retail and/or hotel uses) have been constructed or are under construction. No more than 550 residential use permits ("RUPs") shall be issued for the Property until an additional 150,000 square feet (for a total of 350,000 square feet) of non-residential uses (which may include office, retail and/or hotel uses) have been constructed or are under construction and the Applicant implements a shuttle service from the Property to the Herndon Monroe Park and Ride Facility during non-holiday, weekday (Monday through Friday) morning and evening peak periods (6:00 AM to 9:00 AM and 4:00 PM to 7:00 PM). For the purposes of this proffer, "under construction" shall be defined as having completed four levels of columns and beams, or if the building is less than four (4) levels, all levels of the columns and beams necessary for its construction. During phasing of development, the Applicant reserves the right to provide surface parking spaces to be located in land bays or building footprints yet to be developed, in lieu of structured parking spaces, as long as the number of such spaces is otherwise in conformity with the CDP and all other applicable requirements.
 - B. Until such time as either 1) Metro rail service is operational at the Wiehle Avenue Transit Station and a shuttle is provided from the Property to the transit station during non-holiday, weekday (Monday through Friday) morning and evening peak periods (6:00 AM to 9:00 AM and 4:00 PM to 7:00 PM), or 2) the inter-parcel road from the Property west to Sunrise Valley Drive as described in Proffer 11C is operational and open to traffic, development on the Property shall be limited to a gross floor area of 1,335,000 square feet or an FAR of .57, of which there shall be no more than 163,000 gross floor area of retail and restaurant uses. However, in no event shall development of the Property shall exceed an FAR of .57 prior to January 1, 2011.
 - C. Until such time as Metro rail service is operational at either the Herndon/Monroe Street Transit Station or the Route 28 Transit Station, and a shuttle is provided from the Property to either such transit station during non-holiday, weekday (Monday through Friday) morning and evening peak periods (6:00 AM to 9:00 AM and 4:00 PM to 7:00 PM), development on the Property shall be limited to a gross floor area of 1,875,000 square feet or an FAR of .80.
16. Site Amenities. Site amenities shall include:
 - A. A clubhouse/swimming pool/recreation complex in Land Bay B as conceptually shown on Sheet 12.

Arrowbrook Centre Parks



Urban Park Site Plan

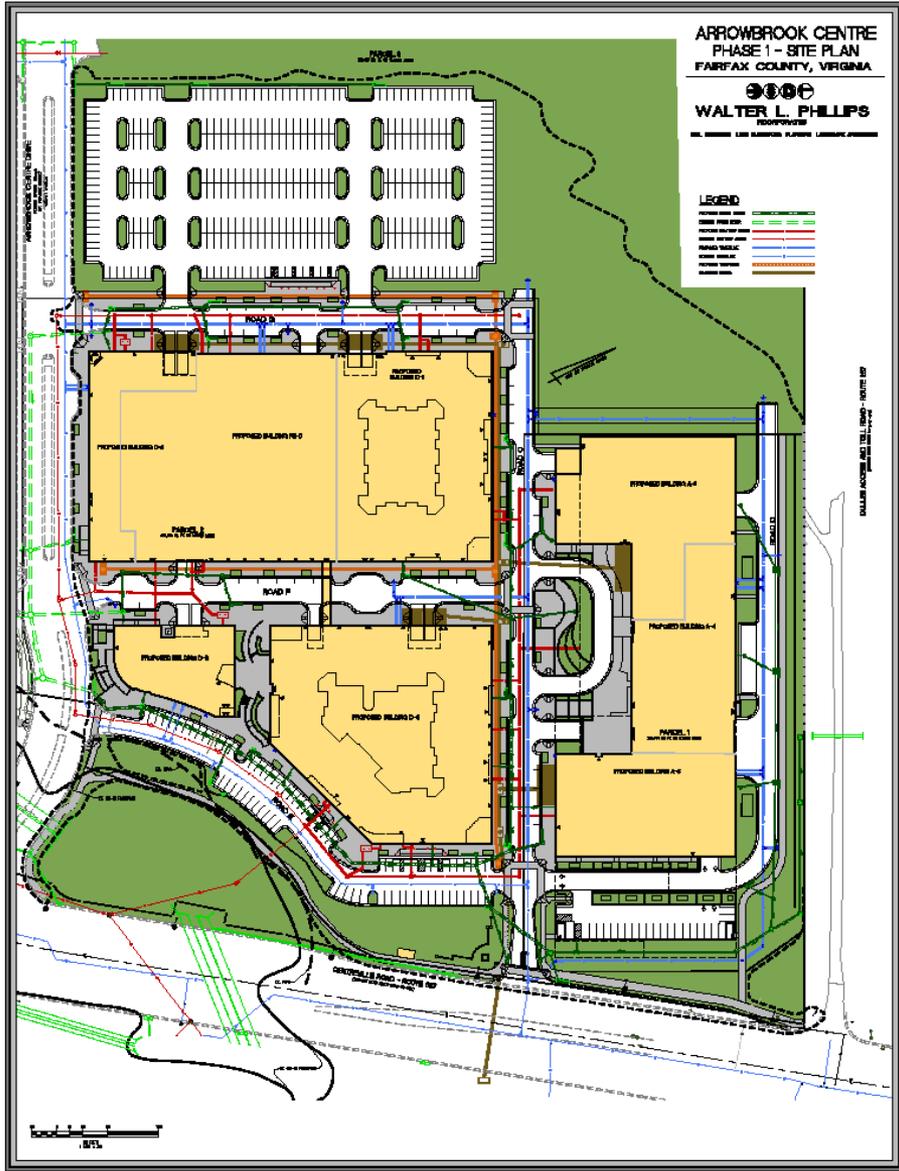


ARROWBROOK CENTRE
PHASE 1 - SITE PLAN
FAIRFAX COUNTY, VIRGINIA

WALTER L. PHILLIPS
ARCHITECTS
101 BRIDGE LANE SUITE 1000 FAYETTEVILLE, VIRGINIA

LEGEND

PROPOSED DRIVE	---
EXISTING DRIVE	---
PROPOSED SIDEWALK	---
EXISTING SIDEWALK	---
PROPOSED BIKEWAY	---
EXISTING BIKEWAY	---
PROPOSED PATH	---
EXISTING PATH	---





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ctd CARBON
THOMPSON
DEVELOPMENT

Arrowbrook
• C E N T R E •

Rendering

dcs DAVIS
DESIGN
DESIGN



Parcel D

















Arrowbrook Centre Declaration

Article II.

Purpose

The paramount object and purpose of this Declaration is to shepherd the evolution and preservation of Arrowbrook Centre as an exemplary mixed-use development of the 21st century. In the pursuit of this vision, the Declaration establishes various mechanisms and procedures calculated to achieve and maintain a plan founded on the cardinal principles of excellence in architecture, pedestrian connectivity, and transit orientation. Creating a distinctive and appealing neighborhood where people can live, work and play with less reliance on the automobile is the overarching objective of this endeavor. This Declaration provides the necessary tools to accomplish and maintain this objective in the future to the mutual benefit of the owners, tenants, residents, occupants, and guests of the community known as Arrowbrook Centre.

Article III.

Definitions

As used in this Declaration, the following words or terms so underlined and bracketed by quotation marks shall have the meanings ascribed to them as hereafter stated in this article III.

"Arrowbrook Centre" refers to the mixed-use community located upon the "Property", as hereafter defined, developed in accord with the "Development Plan", as hereafter defined, regardless of whether such community has been fully constructed and occupied, or not, or whether parts of such community remain the object of a future plan.

"Articles" refers to the articles of incorporation of the "Association", as hereafter defined, including any amendments thereto which may be duly adopted in accordance with law.

"Association" refers to Arrowbrook Management Corporation, a stock corporation organized under the laws of the Commonwealth of Virginia, or to its successor organization.

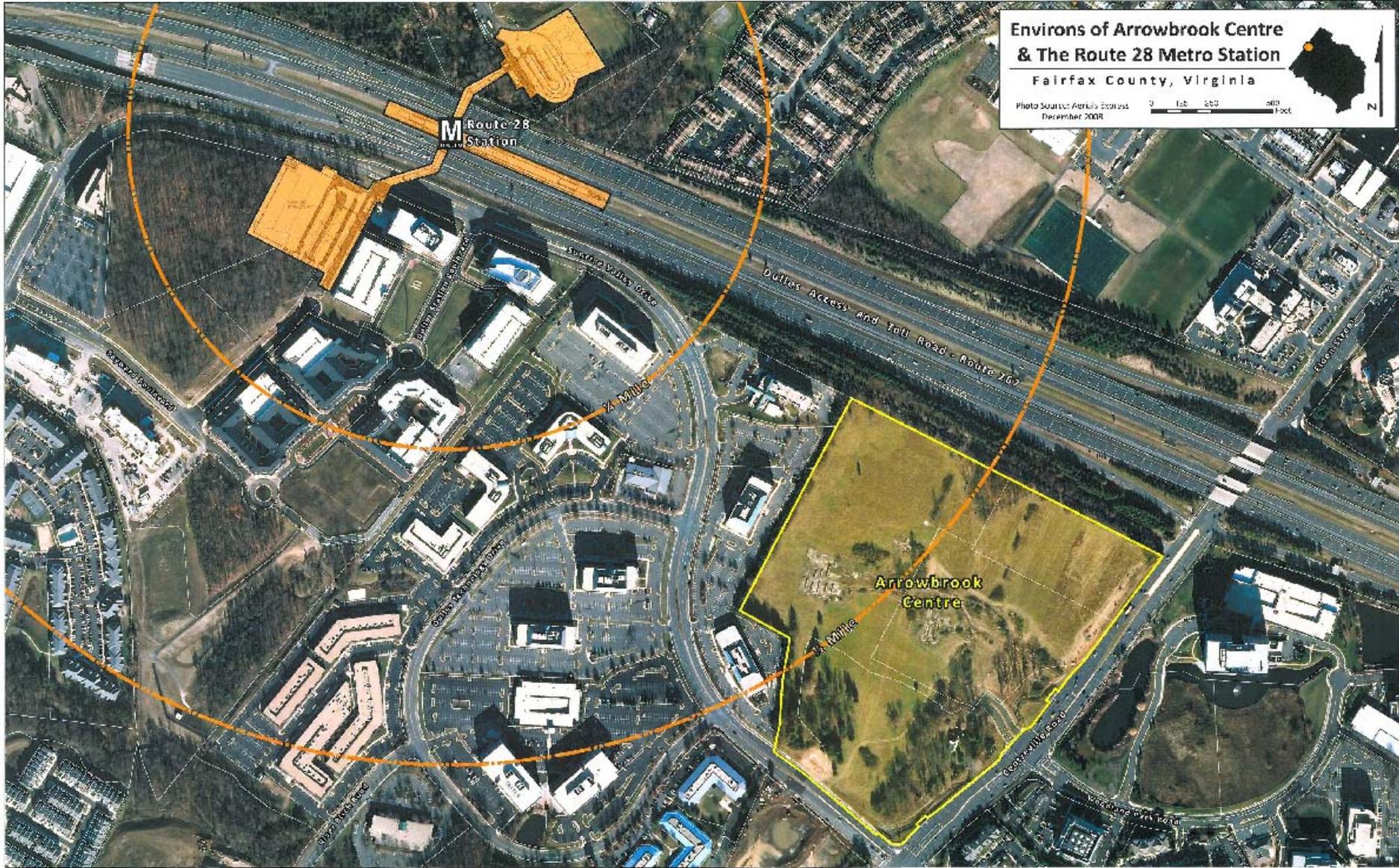
or conditions imposed as part of a re-designation. The writing required by this section may, but need not, be recorded in the office of the Clerk's office.

Section 4. Parking Area.

Every Parking Area is hereby designated as both a Common Area and a Common Facility. The Parking Area is comprised of the following classified components: (1) on-street surface parking, (2) off-street surface parking, (3) above-grade structured parking, and (4) underground, or below-grade, parking. Above-grade structured parking and underground, below-grade parking may be located within or below the outside perimeter walls of a building. The Association may by resolution regulate the use and occupancy of all or any portion of the Parking Area in any number of the following manners: (1) restrict or limit the days or hours of such use and occupancy, (2) charge a fee for such use and occupancy, (3) limit or restrict the nature and type of such use and occupancy, including designating a Parking Area as shared-use parking area available to the users of one or more of the buildings, or portions of buildings, as shown on the Development Plan, or (4) impose such other and further terms and conditions as the Association may prescribe, *provided however* that no such condition shall be incompatible with the Development Plan. Any Parking Area may be designated and assigned as a Limited Common Area and a Limited Common Facility, in accordance with the preceding section 3. of this Article V. for any reason not incompatible with the Development Plan including, but not limited to, achieving compliance with the Zoning Laws or the Proffers, or both.

Section 5. Declarant's Reserved Rights in the Common Area.

Declarant reserves the right to grant across all or such portion of the Common Area any license, easement, or right-of-way upon such terms and conditions as Declarant determines to be necessary and appropriate in furtherance of the Development Plan, and as more fully provided in Article X. *infra*. Declarant further reserves as provided in Article X. *infra* the right and prerogative to remove from the scope, ambit, and operation of this Declaration, in whole or in part, any portion of any Common Area or Common Facility including any Parking Area. The exercise of any such right granted by this section shall be evidenced by a writing executed by an authorized agent of the Declarant. Any such writing which includes the grant or conveyance of an easement shall also be recorded in the Clerk's office. A copy of such writing shall be mailed, or otherwise delivered, to every owner other than the Declarant.



**Environs of Arrowbrook Centre
& The Route 28 Metro Station**
 Fairfax County, Virginia

Photo Source: Aerials Express
 December 2008

0 100 200 300 Feet