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**LAKE ANNE DEVELOPMENT PARTNERS LLC**  
**PCA A-502**

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**PROFFERS**  
**LAKE ANNE DEVELOPMENT PARTNERS LLC**  
**PCA A-502**

January 26, 2015

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and Section 18-204 of the Zoning Ordinance of Fairfax County 1978, as amended (hereinafter referred to as the "Zoning Ordinance"), Lake Anne Development Partners LLC, for and on behalf of the owners, themselves, and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in PCA A-502 filed on property identified as Fairfax County 2014 tax map 17-2 ((1)) 7, 17-2 ((7)) 6B2 and 6B3, 17-2 ((8)) 6C, 17-2 ((16)) 1A, 17-2 ((14)) (1) 2G, 17-2 ((31)) 1645, 17-2 ((31)) common elements pt. (parking lot) and a portion of Village Road to be vacated/abandoned (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors (the "Board") approves a proffered condition amendment on the Application Property that is zoned to the PRC District. Upon approval of the proffered condition amendment, these proffers shall replace and supersede all previous proffers approved on the Application Property. In the event the proffered condition amendment is denied by the Board, these proffers and conditions shall immediately be null and void. It is acknowledged that development conditions approved in conjunction with SE 2013-HM-013 on a portion of the Application Property (2014 tax map 17-2 ((1)) 7) shall remain in full force and effect in accordance with the development conditions associated with SE 2013-HM-013 or unless the use ceases.

GENERAL

1. Development Plan. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Application Property shall be developed in substantial conformance with the PRC Plan/Development Plan (the "Plan"), prepared by Dewberry dated December 9, 2013, and revised through November 24, 2014, and as further modified by these proffers. Except for those elements described in the proffers, the sheets identified as "I" sheets in the Plan are for information only.
2. Land Units. References to Land Units in these proffers correspond to the Land Units designated for Lake Anne Village Center in the Fairfax County Comprehensive Plan, 2013 Edition, Area III, as amended on December 2, 2014 and as shown on Exhibit A. Areas of the Application Property identified as East and West in these proffers correspond to those areas designated on Exhibit A. Notwithstanding what is shown on Sheets C-4 and C-5 of the Plan, the obligations of these proffers are limited to Land Units A, D, and that portion of Land Unit C that is proposed to be developed with the A3 Garage as shown on the Plan.
3. Development of Buildings.
  - A. The Application Property consists of multiple Buildings, as shown on the Plan. Development of each Building may proceed in any order, individually or combined, except as limited by the following:

- (i) With the exception of the parking garage for Building D4 as depicted on Sheet C-6 of the Plan, Applicant shall not commence or engage in vertical construction in any form on the Application Property until:
  - a. The Phase I Improvements, as defined on Exhibit B attached hereto and incorporated herein by this reference, have been substantially completed;
  - b. One or more leases for Buildings D3 and D4, as generally described on Sheet C-6 of the Plan have been entered into with the County;
  - c. One or more contracts for the construction of Buildings D3 and D4 have been entered into; and
  - d. A notice to proceed under each such construction contract has been issued, which shall be for, at a minimum, completion of the shell of the applicable Building.
- (ii) Applicant shall neither request nor obtain a Residential Use Permit (RUP) or Non-Residential Use Permit (Non-RUP) for any improvements on the Application Property, other than the parking garage depicted on Sheet C-6 of the Plan, until the framing of the first floor of Building D3 is substantially complete and the first floor framing of Building D4 is at least 50% complete.
- (iii) Applicant shall neither obtain building permits for, nor start nor engage in any construction of, any improvements on the Application Property other than those shown on Sheet I-12 of the Plan, until (A) RUPs have been obtained for every residential unit in both Building D3 and D4, and (B) the Applicant has obtained binding commitments to acquire Fairfax County Tax Map parcels 17-2 ((8)) 6C; 17-2 ((7)) 6B2, 17-2 ((7)) 6B3; 17-2 ((31)) 1645 and 17-2 ((31)) pt. of LARCA common elements, in form reasonably acceptable to the Office of Community Revitalization (OCR), and such commitments remain in effect at such time Applicant wishes to commence construction of any improvements other than those shown on Sheet I-12 of the Plan.
- (iv) Applicant shall neither obtain nor apply for more than 31 RUPs for single family attached residential units on the Application Property until Applicant shall have constructed or caused the construction of the Village Road improvements as shown on Sheets C-8 and C-11 of the Plan.
- (v) Applicant shall not demolish the two buildings currently existing on the Application Property with addresses of 1531-1545 (odd numbers only) Cameron Crescent Drive and 1570-1578 (even numbers only) Cameron

Crescent Drive until RUPs have been issued for every residential unit in both of Building D3 and D4.

- B. All proffered improvements that reference a specific Building shall be addressed with the development of that Building and those specific improvements constructed prior to issuance of the first RUP and Non-RUP issued for that specific Building.
4. Minor Modifications. Minor modifications to the Plan may be permitted as determined by the Zoning Administrator in accordance with Paragraph 8 of Section 16-203 of the Zoning Ordinance, including the flexibility to modify the layout shown on the Plan for each Building provided such changes are in substantial conformance with the Plan as determined by the Zoning Administrator and do not affect the proffered elements of the Plan as specified herein. Building envelopes and the number of units, floors and square footage within and among Buildings may be adjusted as set forth on the Plan and in these proffers, as long as (i) the Building setbacks from the Application Property lines as shown on the Plan are maintained; (ii) the number and location of vehicular access points (public and private) remain consistent with the Plan; and (iii) the redevelopment otherwise is in substantial conformance with the Plan and the proffers.
5. Severability and Future PCA/CDPA/FDP/FDPA/SE/SP Applications. Pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance, one or more of the Buildings may be the subject of a separate Proffered Condition Amendment (“PCA”), Special Exception (“SE”), Special Permit (“SP”), variance and/or other similar land use application, without joinder and/or consent of the owners of the other portions of the Application Property, provided such application will not change or cause or require a change to the general layout, physical improvements and/or access for such other portions of the Application Property. Previously approved proffered conditions or development conditions applicable to the portion(s) of the Application Property, which are not the subject of such an application, shall otherwise remain in full force and effect as to any such portion(s) of the Application Property not included.

#### PROPOSED DEVELOPMENT

6. Uses.
- A. The maximum gross floor area (GFA) permitted on the Application Property is shown on the Plan. The Applicant may increase the square footage allocated to residential use with a corresponding and proportional decrease in the square footage allocated to office use as long as the residential use on Land Unit A does not exceed 210,000 gross square feet and residential use on Land Unit D does not exceed 1,122,000 gross square feet. In addition, a minimum of 15,000 gross square feet of office shall be located in Building D1. Minor adjustments between Buildings may be approved in accordance with the Zoning Ordinance.
- B. The primary uses on the Application Property shall be residential, office, and/or retail, which includes non-residential uses such as eating establishments, and fast

food restaurants. Secondary uses shall be permitted as defined by the Zoning Ordinance except that the following uses shall not be permitted:

- (i) Car washes;
- (ii) Drive-in financial institutions;
- (iii) Drive-through pharmacies;
- (iv) Funeral chapels;
- (v) Industrial flex;
- (vi) Pawnshops;
- (vii) Service stations;
- (viii) Service station/mini-marts;
- (ix) Vehicle light service establishments;
- (x) Bowling alleys;
- (xi) Commercial swimming pools, tennis courts and similar courts; and
- (xii) New vehicle storage.

C. The first floor of Buildings A1, A2 and D1 shall be occupied as retail uses as described above and further qualified below.

D. The Applicant reserves the right to construct service, amenity and storage uses in the cellar space of each Building.

E. The Applicant shall market the retail square footage located in Building D1 as a grocery store for a minimum of one (1) year from the date of approval of this application. Marketing efforts shall be documented quarterly to the Department of Planning and Zoning (DPZ) during the one (1) year following approval. After one (1) year from the approval date of this application, the retail square footage in Building D1 may be leased by the Applicant to other retail tenant(s). Said tenant(s) shall not be automobile-oriented.

7. Intensity/Density Credit. All intensity/density attributable to land area dedicated from the Application Property as designated on the Plan and/or conveyed at no cost to the Board or any other public entity pursuant to these proffers, or as may be required at site plan, shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the Application Property.

8. Fire Marshal Evaluation. Changes from the Plan may be permitted in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the landscape amenity panel, sidewalk, and perimeter Building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA or an amendment to the Plan provided such modifications are approved by DPZ in consultation with other applicable agencies as determined by DPZ, which may include the Fairfax County Department of Transportation (FCDOT), the Urban Forestry Management Division (UFMD) of the Department of Public Works and Environmental Services (DPWES), the Zoning Administrator, and OCR, and are in substantial conformance with the Plan and these proffers.
9. Notification Letter. At such time of filing the first and each subsequent site plan, a notification letter of such filing, which may be in the form of an e-mail, shall be sent to the Director of FCDOT. The purpose of this letter is to facilitate coordination with DPWES to ensure the site plan is consistent with the transportation improvements reflected on the Plan and in these proffers.
10. VDOT Evaluation. Changes from the Plan may be permitted in response to the review of site plans by the Virginia Department of Transportation (VDOT), including adjustments to tree locations, lane use/pavement markings including bike lanes, signage, road alignments, on-street parking, traffic controls, the streetscape (including the landscape amenity panel and sidewalk) and perimeter Building areas as necessary without requiring approval of a PCA or an amendment to the Plan provided such modifications are approved by DPZ in consultation with other applicable agencies as determined by DPZ, which may include FCDOT, UFMD of DPWES, the Zoning Administrator, and OCR, and in substantial conformance with the Plan and these proffers.

In the event VDOT does not approve any of the design waivers and/or access management exceptions filed in support of the Plan, then the Applicant shall meet with FCDOT and VDOT to determine the impacts of any denials on the Plan. If modifications to the Plan are required, the Applicant, with notice to FCDOT, shall meet with DPZ to determine if such modifications may be permitted in accordance with Proffer 4.

11. Final Clearing Limits. Modifications to clearing limits shown on the Plan may be permitted at site plan in response to final design without requiring approval of a PCA or an amendment to the Plan provided such modifications are approved by DPZ in consultation with other applicable agencies as determined by DPZ, which may include FCDOT, UFMD of DPWES, the Zoning Administrator, and OCR, and are in substantial conformance with the Plan and these proffers.

#### HERITAGE RESOURCES

12. Bank Building Documentation. Prior to the issuance of a demolition permit for the Millennium Bank building, the Applicant shall document the building to Historic American Building Survey (HABS) Level 2 as required by the Fairfax County Architectural Review Board (ARB). Such documentation shall be submitted to the Virginia Room of the Fairfax County Regional Library, the Reston Historic Trust, and

DPZ. The Applicant shall provide written confirmation to DPZ that said documentation has been submitted to the Virginia Room and to the Reston Historic Trust.

13. Architectural Approval. The Applicant shall obtain ARB approval for the architectural design, landscape design details, signs and lighting for that portion of the Application Property located in the Lake Anne Village Center Historic Overlay District in accordance with the Zoning Ordinance prior to the issuance of a building permit within Land Unit A. Specific information and materials to be provided by the Applicant to the ARB shall include, but not be limited to, the following:
  - A. Design materials and design treatment information on the transition areas between the existing Washington Plaza and the proposed improvements shown on the Plan; and
  - B. Design materials for the proposed amphitheater, the connection between Buildings A1 and A2 as shown on the Plan, landscaping and transportation details.
14. Historic District Documentation. In coordination with DPZ Heritage Resources staff, the Applicant shall document that portion of Lake Anne Village Center National Register – eligible Historic District located on that portion of the Application Property within and adjacent to the local Historic Overlay District. Said adjacent properties shall include, but not be limited to, the Reston Mobil and Reston U-Haul operating as Lake Anne Service Center located on tax map 17-2 ((1)) 7. Said documentation shall be to a HABS Level 3 and shall be submitted to the Virginia Room of the Fairfax City Regional Library, the Reston Historic Trust and DPZ. The Applicant shall provide written documentation to DPZ that said documentation has been submitted to the Virginia Room and to the Reston Historic Trust.
15. ARB Disclosure. Prior to the issuance of the first building permit within Land Unit A, the Applicant shall record a covenant among the Fairfax County land records to notify potential purchasers that Land Unit A is located within the Lake Anne Village Center Historic Overlay District and subject to the requirements of Article 7 of the Zoning Ordinance. Prior to entering into a contract of sale, initial purchasers of property located in Land Unit A shall be notified in writing by the Applicant of the recorded covenant.

#### INTERIM USE

16. Interim Parking. Parking shall be permitted to operate on an interim basis in existing surface parking lots, within and adjacent to areas of future Building footprints, or within parking structures on the Application Property utilizing existing or proffered access locations without requiring approval of a PCA or an amendment to the Plan. Interim parking shall not be permitted in areas of tree preservation as identified on the Plan.
17. Existing Uses. Existing uses located on the Application Property may remain in use until such time as those portions of the Application Property are redeveloped in accordance with the Plan and these proffers. Continuation of existing uses shall include parking and

operation of affordable multi-family residential buildings until RUPs are issued for Buildings D3 and D4 and tenants are relocated into these Buildings. All previously approved development conditions for special exception uses shall remain in full force and effect in accordance with the development conditions associated with SE 2013-HM-013 or unless the use ceases. Existing uses cannot be modified or enlarged and no changes made to the site conditions except as may be approved by the Zoning Administrator.

18. Festivals, Fairs or Similar Activities. In accordance with Section 8-800 of the Zoning Ordinance, the Applicant, or its designee, may be permitted to operate festivals, fairs or similar activities, including, without limitation, farmers' markets and food vendors, on Land Unit D of the Application Property, either in the interim surface parking lot or privately owned open space as shown on the Plan, including portions of private streets/pedestrian ways. The Applicant shall request approval of the Zoning Administrator for the issuance of permits or temporary special permits as may be required under the Zoning Ordinance, which may include the establishment of an annual permit for continuing or seasonal events. In addition, the Applicant shall coordinate such activities on Land Unit D with the Fairfax County Department of Housing and Community Development (HCD) until the first issuance of RUPs for Buildings D3 and D4.

#### ARCHITECTURAL DESIGN

19. Architectural Design.
- A. The architectural design of the Buildings shall be consistent with the conceptual elevations as shown on the Plan, and shall be generally consistent in style on all sides of the Buildings. The elevations may be refined as a result of final design and engineering so long as the character and quality of the Buildings remain in substantial conformance with those shown on the Plan.
- B. All mechanical equipment, with the exception of necessary transformers and emergency back-up generators, shall be located on the roofs of the Buildings, except for single-family attached dwelling units as shown on the Plan. This rooftop equipment shall be screened from the view of pedestrians who are at ground level. Any telecommunications equipment, antennae or dishes on the roof or attached to the roof of the Buildings that are not individual satellite dishes that belong to the residents of the Building shall be flush mounted, screened and/or treated to complement the architecture of the Building. Notwithstanding the foregoing, the Applicant shall follow all laws and regulations established by the Federal Communications Commission (FCC), State of Virginia, Fairfax County or other organization such as the Reston Association with regard to telecommunication equipment.
- C. At the time of site plan and building plan approval, the Applicant shall demonstrate compliance of the residential Buildings with the universal design criteria as set forth in the ICC/ANSI A117.1 (American National Standard Accessible and Usable Buildings and Facilities as referenced in the current edition

of the Virginia Statewide Building Code) and the 1988 Fair Housing Design Manual.

- D. Concurrent with submission of a building permit, a rendering of Building D1, including fenestration and treatment of façade, shall be provided for review and comment to OCR, which shall not delay issuance of building permits.
- E. A covenant shall be recorded on the single-family attached dwelling units which provides that garages shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles). This covenant shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any single-family attached lots and shall run to the benefit of the homeowners association and Fairfax County. Prior to entering into a contract of sale, initial purchasers shall be advised of the use restriction, which shall be included in the homeowners' association documents prepared in conjunction with the proposed development.
- F. Bird Friendly Design. The Applicant may include one or more bird friendly design elements, as determined by the Applicant, in the architectural plans of each Building on the Application Property. The bird friendly design elements may include, but not be limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination in non-residential portions of Buildings, reduction of bird attracting vegetation, the use of decoys, and breaking of glass swaths. Nothing herein shall require the Applicant to obtain a bird-friendly LEED credit. Upon the issuance of a building permit for each Building, the provisions of this proffer shall be deemed satisfied as to such Building.

#### LIGHTING

- 20. Lighting. All streetscape lighting shall be energy efficient. All on-site, outdoor and parking garage lighting shall not exceed that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance, as may be amended. The same or similar street lights shall be used consistently throughout the Application Property.
- 21. Parking Structure Lighting. The Applicant shall utilize full cut-off, low intensity or recessed lighting directionally shielded to mitigate the impact on adjacent residences for any lighting along the perimeter of an above-ground garage not constructed of solid walls. Such lighting shall comply with the requirements of Article 14 of the Zoning Ordinance.

#### SUSTAINABLE DESIGN

- 22. Land Unit D. The Applicant shall select one of the following programs, within its sole discretion at the time of site plan submission, to be implemented in the construction of residential dwelling units in Land Unit D:

- A. Certification in accordance with the Earthcraft House Program as demonstrated through documentation provided to DPWES and DPZ prior to the issuance of a RUP; or
  - B. Certification in accordance with the 2012 National Green Building Standard (NGBS), using the ENERGY STAR<sup>®</sup> Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and the Environmental and Development Review Branch (EDRB) of DPZ from a home energy rater certified through the Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling; or
  - C. An alternative certification program may be selected by the Applicant, subject to the review of EDRB of DPZ at the time of site plan.
23. Land Unit A and Building D1. The Applicant shall select one of the following programs, within its sole discretion at the time of site plan submission, to be implemented in the construction of Buildings A1, A2, and the non-residential portion of Building D1:
- A. Certification in accordance with the current version of the U.S. Green Building Council's (USGBC) Leadership in Energy and Environmental Design Core and Shell (LEED-CS) Silver rating system at the time of registration for the office and retail portions of Buildings A1, A2, and D1, provided that the Building meets the criteria for vertically attached buildings as established by the USGBC. The residential portion of Buildings A1 and A2, as well as the residential portion of Building D1 which is subject to Proffer 22, shall be certified in accordance with the Earthcraft House Program as demonstrated through documentation provided to DPWES and DPZ prior to the issuance of a RUP in said Building. The process for certification for the office and retail portions of the Buildings shall be as follows:
    - (i) The Applicant shall include, as part of the building plan submission for Buildings A1, A2, and D1, a list of specific credits within the most current version of the USGBC's Leadership in Energy and Environmental Design New Construction Core and Shell (LEED<sup>®</sup>-CS) rating system at the time of the project's registration, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined jointly by the Applicant and Fairfax County), that the Applicant anticipates attaining.
    - (ii) Except as otherwise provided below as an alternative, a LEED or equivalent-accredited professional (the "LEED-AP") shall provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS certification of the office and retail portions of the Building.

- (iii) The Applicant shall designate the Chief of the EDRB of DPZ as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
- (iv) Prior to the building plan approval for the Building to be constructed, the Applicant shall post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual (PFM), in the amount of \$2.00/square foot of GFA for the office and retail portion of the Building, as shown on the approved site plan. This green building escrow shall be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-CS certification, by the USGBC, under the project's registered version of the LEED-CS rating system or other LEED rating system determined, by the USGBC, to be applicable to each Building. The provision to EDRB of documentation from the USGBC that each Building has attained LEED-CS certification will be sufficient to satisfy this commitment. At the time LEED-CS certification is demonstrated to the EDRB, the escrowed funds and/or letter(s) of credit shall be released to the Applicant.

If prior to bond extension, reduction or final bond release for an individual building, whichever occurs first, for Building A1, A2, or D1 the Applicant provides to EDRB documentation demonstrating that LEED-CS certification for the Building has not been attained but that the Building has been determined by the USGBC to fall within three (3) points of attainment of LEED-CS certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Building site.

If prior to the bond extension, reduction or final bond release for an individual building, whichever occurs first, for Building A1, Building A2, or Building D1 the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED-CS certification or demonstrating that the Building has fallen short of LEED-CS certification by three (3) points or less, the entirety of the escrow for that Building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the

certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Building site.

- (v) As an alternative to the actions outlined in the paragraphs above, the Applicant may choose, within its sole discretion, to pursue a certification higher than LEED-CS, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED-CS Silver certification.

Prior to building plan approval for the Building to be constructed, the Applicant shall submit documentation, to EDRB, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the Building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-CS Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the Building is anticipated to attain LEED-CS Silver certification. Prior to final bond release of the Building site, the Applicant shall submit documentation to EDRB, confirming the status of LEED certification.

- B. Certification in accordance with the current version of the Green Globes rating system for new construction at time of registration for the office and retail portion of Buildings A1, A2, and D1. The residential portion of Buildings A1 and A2, as well as the residential portion of Building D1 which is subject to Proffer 22, shall be certified in accordance with the Earthcraft House Program as demonstrated through documentation provided to DPWES and DPZ prior to the issuance of a RUP in said Building. The process for Green Globes new construction certification for the office and retail portions of the Buildings shall be as follows:
  - (i) The Applicant shall include, as part of the building plan submission for Buildings A1, A2, and D1 a list of specific points within the most current version of the Green Globes rating system, at the time of the project's registration, that the Applicant anticipates attaining.
  - (ii) Except as otherwise provided below as an alternative, a professional engineer, architect, or similar certified professional shall provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of points necessary to attain Green Globes certification of the office and retail portions of the Buildings.

- (iii) The Applicant shall designate the Chief of EDRB of DPZ as a team member in the Green Globes Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any Green Globes points.
- (iv) Prior to the building plan approval for the Building to be constructed, the Applicant shall post a “green building escrow” in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00/square foot of GFA for the office and retail portion of the Building, as shown on the approved site plan. This green building escrow shall be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of Green Globes certification, by the Green Building Initiative (GBI), under the project's registered version of the Green Globes rating system. The provision to EDRB of documentation from the GBI that each building has attained Green Globes certification will be sufficient to satisfy this commitment. At the time Green Globes certification is demonstrated to the EDRB, the escrowed funds and/or letter(s) of credit shall be released to the Applicant.

If prior to bond extension, reduction or final bond release for an individual building, whichever occurs first for Buildings A1, A2, or D1 the Applicant provides to EDRB documentation demonstrating that Green Globes certification for the Building has not been attained but that the Building has been determined by the GBI to fall within ten (10) percent of the points required for attainment of Green Globes certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Building site.

If prior to the bond extension, reduction or final bond release for an individual building, whichever occurs first for Buildings A1, A2, or D1 the Applicant fails to provide documentation to EDRB demonstrating attainment of Green Globes certification or demonstrating that the Building has fallen short of Green Globes certification by ten (10) percent of the points required for certification attainment or less, the entirety of the escrow for that Building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at

the time of application for bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Building site.

- (v) As an alternative to the actions outlined in the paragraphs above, the Applicant may choose, within its sole discretion, to pursue a certification higher than one Green Globe, in which case the professional architect, engineer or similar certified professional will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain certification with two or more Green Globes.

Prior to building plan approval for the Building to be constructed, the Applicant shall submit documentation, to EDRB, regarding the Green Globes reviewer's preliminary review of points in the Green Globes program. This documentation will demonstrate that the Building is anticipated to attain a sufficient number of points that will be sufficient to attain certification of two or more Green Globes. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the Building is anticipated to attain certification of two or more Green Globes. Prior to final bond release of the Building site, the Applicant shall submit documentation to EDRB, confirming the status of Green Globes certification.

- C. An alternate certification program may be selected by the Applicant, subject to the review of EDRB of DPZ at the time of site plan.
- D. This proffer shall not be applicable to the first floor only of Building D1 if it is developed and occupied with grocery store uses. The remainder of Building D1 shall continue to be subject to this proffer or Proffer 22, as applicable. The Applicant shall identify whether the first floor of Building D1 will be developed with grocery store uses at the time of submission of a building plan application.

#### SUSTAINABLE ENERGY PRACTICES

- 24. Sustainable Energy Practices. To promote efficient, renewable and sustainable energy practices, the Applicant shall provide a minimum of one (1) recharging station that serves two (2) parking spaces for electric cars within each multifamily parking garage on the Application Property that serves a minimum of 100 dwelling units. The Applicant shall also provide space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the office, multi-family residential and retail parking garages, except in the A-3 Garage. "Electric vehicle-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of vehicle charging stations

in the future, and does not include the installation of transformers, switches, wiring or charging stations.

## ENVIRONMENTAL

25. Noise Attenuation. At the time of each site plan submission, the Applicant shall submit a refined acoustical analysis for that portion of the Application Property impacted by traffic noise from Baron Cameron Avenue having levels in excess of 65 dBA Ldn. If the noise study concludes that specific dwelling units will be affected by noise levels that require mitigation, based on final proposed and not existing site topography and conditions, then the refined acoustical analysis will incorporate findings from a building analysis based on the building plans to determine what noise attenuation measures may be needed. Such study shall be submitted to the EDRB of DPZ and DPWES for review and approval. Based on the findings of that report, the Applicant shall show any noise impacted units on the site plan and shall provide the following noise attenuation measures, unless otherwise modified by the findings of the building analysis.
- A. In order to reduce interior noise to a level of approximately 45 dBA Ldn, residential dwellings anticipated to be impacted by traffic noise from Baron Cameron Avenue having levels projected to be between 65-70 dBA Ldn, shall have the following acoustical treatment measures:
- (i) Exterior walls shall have a laboratory Sound Transmission Classification (STC) rating of at least 39.
  - (ii) Doors, windows and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels between 65 and 70 dBA Ldn. If doors, windows and other glazed areas constitute more than 20% of any facade impacted by noise, they shall have the same laboratory STC ratings specified for exterior walls, or the Applicant shall submit an acoustical analysis showing the composite performance of the exterior walls including doors, windows and glazing being equal to STC 39.
  - (iii) Adequate measures to seal and caulk between surfaces shall be provided in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.
- B. In order to reduce interior noise to a level of approximately 45 dBA Ldn, residential dwellings anticipated to be impacted by traffic noise from Baron Cameron Avenue having levels projected to be between 70-75 dBA Ldn, shall have the following acoustical treatment measures.
- (i) Exterior walls shall have a laboratory STC rating of at least 45.
  - (ii) Doors, windows and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to

noise levels above 70 dBA Ldn. If doors, windows and other glazed areas constitute more than 20% of any façade impacted by noise, they shall have the same laboratory STC rating specified by exterior walls, or the Applicant shall submit an acoustical analysis showing the composite performance of the exterior walls including doors, windows and glazing being equal to STC 45.

(iii) Adequate measures to seal and caulk between surfaces shall be provided in accordance with methods approved by ASTM to minimize sound transmission.

C. The Applicant reserves the right to pursue other methods of mitigating highway noise impacts that can be demonstrated prior to the filing of a building permit through an independent noise study as reviewed and approved by DPWES and DPZ, provided that these methods will be effective in reducing interior noise levels to approximately 45 dBA Ldn and exterior noise within outdoor recreation areas to approximately 65 dBA Ldn.

26. Environmental Study. Prior to site plan approval for that portion of the Application Property that includes property identified as Fairfax County 2014 tax map 17-2 ((1)) 7 (Parcel 7), the Applicant shall perform a Phase I environmental study on Parcel 7. If warranted by the Phase I study, the Applicant shall perform a Phase II environmental investigation. Any identified contamination shall be remediated to the satisfaction of all applicable Federal, State and County requirements and as otherwise necessary for protection of human health in the development of the Application Property in accordance with the Plan.

#### LANDSCAPING

27. Conceptual Landscape Plan.

A. A landscape plan that shows, at a minimum, landscaping in conformance with the actual types and the quantity, quality and spacing of plantings and landscape materials shown on the Plan shall be submitted concurrently with each site plan submission for review and approval by UFMD in accordance with adopted Fairfax County regulations. Perimeter landscaping, as shown on the Plan, is intended to meet the intent of the transitional screening requirements of the Zoning Ordinance. The landscape plan shall incorporate native species to the greatest extent feasible, however, this limitation shall not apply to seasonal plantings and ground cover. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings shall be reviewed in consultation with DPZ and OCR, and as approved by UFMD in accordance with regulations adopted by the Board.

B. For those areas where landscaping is proposed above structured parking or on hardscape/architectural surfaces, the Applicant shall install landscaping in general

accordance with the following measures as may be modified based on anticipated weight on the structure:

- (i) Trees (Category II or larger) shall be planted in soils with a minimum depth of three (3) feet, with a minimum width of eight (8) feet and a minimum planting area as specified in Public Facilities Manual (PFM) Table 12.17 of the respective category of tree. The soil depth may be reduced by lensing the depth to three (3) feet at the planting space and tapering it to shallower depths in between the planting areas as coordinated with UFMD;
  - (ii) Shrubs shall be planted in soils with a minimum depth of eighteen (18) inches;
  - (iii) Ground covers and/or grasses shall be planted in soils with a minimum depth of ten (10) inches; and
  - (iv) Trees planted within planters shall meet specifications of planting details submitted with the site plan and reviewed and approved by UFMD in accordance with adopted Fairfax County regulations. Details shall illustrate the overall size, depth, soil composition, irrigation technique and drainage of the planters.
- C. Long term tree health and survivability, as well as the ultimate size of trees depend, in part, on the available soil volume. Providing adequate soil volume is important to nutrient exchange and soil moisture availability to the trees. The Applicant shall retain the services of a certified arborist or Registered Consulting Arborist to monitor the design and inspect the planting of the street trees and shall notify UFMD in writing or by electronic mail no later than three (3) business days prior to tree pit construction to allow for County inspection. Where minimum planting widths of eight (8) feet are not provided, structure cell technology, or other measures acceptable to UFMD, shall be used to satisfy the specifications for all planting sites in subparagraph D. below.
- D. Tree Planting Spaces. Tree planting spaces proposed in the streetscape and other areas restricted by barriers to root growth shall provide rooting zone beneath the paver surfaces a minimum of eight (8) feet wide using structural cell technology or other solutions acceptable to UFMD. Planting sites shall meet the following specifications:
- A minimum of six (6) feet open surface width and 36 square feet open surface area.
  - Rooting area a minimum of eight (8) feet wide, which can be achieved in instances where open surface area is less than eight (8) feet by providing uncompacted soil in rooting area below paved surfaces.

- Planting space depth shall be 3-4 feet.
  - Soil volume for Category III or IV trees (as indicated in Table 12.17 of the PFM) shall be a minimum of 700 cubic feet per tree for single trees. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet shall be provided. For three (3) trees or more planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree.
  - Soil in planting sites shall be as specified in planting notes to be included in site plans reviewed and approved by UFMD.
  - All shade trees shall be a minimum of three (3) inches in caliper at the time of planting; all flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of eight (8) feet in height at the time of planting.
  - Street trees planted within existing utility easements that die or are removed to facilitate repairs of utilities in these easements shall be replaced and may be installed in the same location or in an alternate location within the Land Unit without the necessity of a PCA or an amendment to the Plan, subject to the approval of DPZ in coordination with UFMD.
  - The Applicant shall notify UFMD in writing or by electronic mail no later than three (3) business days prior to tree pit construction to allow for County inspection.
28. Sight Distance and Utility Considerations. Should VDOT determine at the time of site plan approval that street trees conflict with either the sight distance requirements set forth in the Road Design Manual or any utility requirements, and good faith efforts have been made to resolve such conflicts by making minor adjustments to tree locations and/or removing lower tree branches but VDOT, FCDOT and/or the applicable utility company do not approve such street tree locations, then such tree(s) may be removed or replaced at an alternate location within the specific Land Unit without the necessity of amending the Plan or these proffers, as long as the alternative location is coordinated with UFMD and DPZ.

#### TREE PRESERVATION

29. Tree Preservation. The Applicant shall submit a tree preservation plan and narrative as part of the first site plan submission. The tree preservation plan and narrative shall be prepared by a certified arborist, landscape architect or a registered consulting arborist, and shall be subject to the review and approval of UFMD in accordance with adopted Fairfax County regulations. The tree preservation plan shall provide a detailed explanation of a multi-year plan that shall be implemented in advance of development of Buildings D3 and D4, with the objective to achieve maximum survival of existing trees

as designated in such tree preservation plan. Care of an established root zone treatment area for existing trees designated for preservation shall be a priority. Recommended maintenance activities shall be designed to improve crown health and enhance soil condition in the root zones of existing trees by mitigating compaction, providing nutrients and increasing organic matter content. An area shall be established for treatments designed to enhance root growth and vitality and a limit of disturbance established for the proposed development at this boundary. Recommended treatments designed to enhance root systems shall be implemented and tree preservation activities shall include, but not be limited to, treatments to aerate the soil, provide nutrients, increase soil organic matter content and increase water infiltration. Elements of the tree preservation plan shall include the following:

- A. Tree Inventory. A tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual or groups of trees to be preserved as shown on the Plan. The tree preservation plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree or trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the tree preservation plan.
- B. Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist or Registered Consulting Arborist, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with a UFMD representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustments shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.
- C. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by appropriate tree protection fencing which shall be erected as described in the tree preservation plan. Such tree protection fencing shall be generally in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees.

- D. Root Pruning. The Applicant shall root prune, as needed, to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the applicable site plan. The details for these treatments shall be reviewed and approved by the UFMD in accordance with adopted Fairfax County regulations, accomplished in a manner that protects affected and adjacent vegetation to be preserved and shall be implemented as specified in the tree preservation plan.
- E. Demolition of Existing Structures. The demolition of all existing features and structures shall be conducted in a manner that does not impact individual trees and/or groups of trees that are to be preserved as reviewed and approved by UFMD in accordance with adopted Fairfax County regulations.
- F. In conjunction with preparation of the tree preservation plan, the Applicant's arborist and appropriate representatives of Reston Association, a Virginia non-stock corporation, (RA) shall jointly assess existing trees shown to be preserved on a portion of the Application Property (2014 tax map 17-2 ((8)) 6C) and the approximate 1.22 acre parcel identified on the Plan to be conveyed to RA. The Applicant and representatives of RA, in conjunction with UFMD, shall develop a specific set of recommendations to ensure survival of existing trees during the construction process. Said recommendations shall be implemented by the Applicant at its sole cost and expense.
30. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the Plan, subject to allowances specified in these proffers and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the Plan, they shall be located in the least disruptive manner necessary as determined in consultation with UFMD. A replanting plan shall be developed and implemented, subject to approval by the UFMD in accordance with adopted Fairfax County regulations for any areas protected by the limits of clearing and grading that must be disturbed for such trails and utilities.
31. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Application Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD and HCD. The Applicant shall retain the services of a certified arborist, or registered consulting arborist, to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD and HCD approvals. The monitoring schedule shall be described and detailed in the applicable tree preservation plan.

#### RECREATION FACILITIES

32. Contribution. The Applicant shall contribute a total of five hundred thousand dollars (\$500,000.00) to the Fairfax County Park Authority (FCPA). The contribution shall be made in two (2) installments as follows: a payment of two hundred thousand dollars

(\$200,000.00) shall be made at the time of the submission of the site plan on the Application Property that includes the A3 Garage, and a payment of three hundred thousand dollars (\$300,000.00) shall be made at the time of the issuance of the first RUP for either Building A1 or A2, whichever is first. The funds shall be used for park, trail, and athletic field improvements in the Hunter Mill District in the vicinity of Land Units A and D and intended to serve future residents. The determination of where to apply the funds shall be made by FCPA in consultation with the Hunter Mill District Supervisor.

#### PARKS AND OPEN SPACE

33. Publicly-Accessible Park and Open Space Areas. Provision of publicly-accessible at grade park and open space areas shall be in general conformance with the concepts, locations and minimum acreages depicted on the Plan as may be adjusted at the time of site plan approval to allow for final engineering and design considerations. While public access easements shall be granted for these areas, the Applicant shall retain private ownership and reserves the right to reasonably restrict access for limited times for special events, security, maintenance and repairs and/or safety purposes.
34. Public Access. At the time of site plan approval, the Applicant shall grant a public access easement over the open space areas identified on the Plan. The Applicant reserves the right as part of the public access easement to reasonably control access to, and use of, the public easement area.

#### TRANSPORTATION IMPROVEMENTS

35. Road Improvements. The transportation improvements provided for in this proffer shall be constructed in one or more phases together with all required/applicable pavement transitions, as further qualified in these proffers and/or as determined at the time of site plan. For purposes of this proffer, the term “construct” shall mean that the committed improvement is substantially complete and available for public use whether or not such improvement has been accepted by VDOT for maintenance. The Applicant reserves the right, within its sole discretion, to combine construction of any of the transportation improvements described in these proffers into a single public improvement. In such event, all remaining improvements (other than roadway frontage) shall be constructed in accordance with the construction of individual Building(s) without the need for a PCA or an amendment to the Plan. All public street improvements shall be designed and constructed in accordance with the VDOT Road Design Manual, as amended, and are subject to VDOT approval.
  - A. Village Road. The Applicant shall (re)construct Village Road between Baron Cameron Avenue and North Shore Drive in order to provide three (3) northbound and two (2) southbound lanes with an eight (8) foot wide raised median. The northbound approach of Village Road at Baron Cameron Avenue shall be striped to provide for dual left turn lanes and a shared through/right-turn lane, and pavement widened on Baron Cameron Avenue to receive the new dual northbound left turn lanes on Village Drive, all as shown/referenced on the Plan. Said construction shall include relocation, or redesign or modification of existing

utilities to the satisfaction of the utility. Prior to or with the submission of the site plan that includes Building D3, Building D4 and the 31 single family attached dwelling unit on Land Unit D, which shall be the first site plan submitted on the Application Property, the Applicant shall submit to DPWES, VDOT and FCDOT design plans for the reconstruction of Village Road. The final extent of the aforementioned improvements shall be coordinated with VDOT and FCDOT during the design process described in this proffer.

- (i) The Applicant has submitted a request to FCDOT for the abandonment and conveyance of certain portions of existing dedicated fee simple right-of-way associated with Village Road that is anticipated to be unnecessary for its realignment as shown on the Plan. Should the Board approve the vacation/abandonment, that area that is vacated/abandoned shall be incorporated into the Application Property and the land area will assume the zoning of the adjacent property.
- (ii) Upon approval of the site plan that includes the 31<sup>st</sup> single family attached dwelling unit on Land Unit D, the Applicant shall cause the dedication and conveyance in fee simple to the Board all off-site rights-of-way and/or easements necessary for the reconstruction of Village Road which shall be recorded among the land records of Fairfax County with the Order of Abandonment and Deeds of Conveyance.
- (iii) Prior to the issuance of RUPs or Non-RUPs beyond the RUPs for Building D3 and D4 and 31 RUPs for single family attached in Land Unit D, the Applicant shall construct the improvements to Village Road as shown on the Plan. The Applicant reserves the right to construct said improvements to Village Road as a public road improvement.

B. Baron Cameron Avenue. The Applicant shall construct a new private street connection to Baron Cameron Avenue as generally shown on the Plan, which shall include exclusive right and left turn lanes on Baron Cameron Avenue in accordance with VDOT standards as set forth in the Road Design Manual, as amended. Such improvement(s) shall be constructed prior to the issuance of the 102<sup>nd</sup> RUP issued for the single-family attached dwelling units constructed on Land Unit D.

- (i) Prior to the issuance of the 102<sup>nd</sup> RUP issued for the single-family attached dwelling units constructed on Land Unit D, this entrance may be used as a temporary construction entrance if approved by VDOT. The Applicant shall construct such improvements on Baron Cameron Avenue deemed necessary by VDOT to support the temporary construction entrance.
- (ii) The Applicant shall erect temporary signage at the temporary construction entrance indicating that the entrance is for construction vehicles only.

- C. North Shore Drive. If not previously restriped by VDOT in conformance with the Plan, the Applicant shall restripe portions of North Shore Drive as generally shown on the Plan. The Applicant shall reconstruct portions of North Shore Drive as generally shown on the Plan. The extent, final design and pavement markings associated with North Shore Drive shall be in accordance with the Plan and these proffers as may be revised and/or modified by VDOT at the time of the first site plan for the first of Buildings A1 or A2. The Applicant shall construct such improvements to North Shore Drive as a single public road improvement with the first site plan of Buildings A1 or A2. Notwithstanding the above, streetscape elements (the landscape amenity panel and sidewalk) may be completed in separate segments, as long as at least the streetscape elements associated with a specific Building have been constructed prior to issuance of the first RUP or Non RUP for the applicable Building.
- D. Private Streets. All of the private streets serving Buildings D1 through D25 shall be constructed and open for use by the public as reflected on the I sheets of the Plan. Although not public, the private streets shall be constructed of materials and depth of pavement consistent with public street standards and in accordance with the PFM. Additionally, Road A, Road B and Cameron Crescent Drive shall be designed and constructed to accommodate potential future bus service. A public access easement in the standard form acceptable to the County Attorney shall be granted over each street prior to the issuance of the first RUP or Non-RUP for the respective Building located adjacent to such private street section.
- E. Bus Access. Upon request by Fairfax County, the Applicant shall enter into an agreement with Fairfax County to permit public bus service with buses not to exceed approximately 30 feet in length on the following private streets within Land Unit D: Road A, Road B and Cameron Crescent Drive. Said agreement shall not require reconstruction of the private streets by the Applicant. Should Fairfax County not make a request for public bus service on private streets within two (2) years of the completion of Buildings D5 or D6, whichever first occurs, then the Applicant shall have no further obligations under this proffer which shall be deemed null and void and of no further force or effect. For purposes of this proffer, completion is defined as the issuance of 100% of the RUPs in that Building.

36. Traffic Signals.

- A. The Applicant anticipates the installation of up to two (2) new signals in the area surrounding and proximate to the Application Property. Towards that end, the Applicant shall complete and submit to VDOT and FCDOT warrant studies for the installation of these new traffic signals at the following locations:
  - (i) Village Road and North Shore Drive
  - (ii) Baron Cameron Avenue and Private Street

- B. Warrant studies shall be completed and submitted in accordance with the following schedule with the understanding that, for purposes of this proffer, Buildings D9 through D12, Buildings D13 through D20 and Buildings D21 through D25 are each considered one Building for a total of three Buildings:
- (i) No earlier than nine (9) months after the issuance of the first RUP or Non-RUP for the third new Building on the Application Property;
  - (ii) Prior to issuance of the first RUP or Non-RUP for the seventh new Building on the Application Property;
  - (iii) No earlier than nine (9) months after the issuance of the first RUP or Non-RUP for the last new Building on the Application Property;
  - (iv) The warrant studies shall include an assessment of then-existing traffic conditions associated with the Building trigger (i.e., 3<sup>rd</sup>, 7<sup>th</sup>, 11<sup>th</sup> Building), as well as full build out and any access management exceptions that may be required.
- C. If either signal location identified in Subparagraph A is deemed warranted by VDOT and approved for installation then such traffic signal, including pedestrian signalization and crosswalks, shall be designed, equipped and installed by the Applicant.
- D. If a signal is deemed not warranted by VDOT at Village Road and North Shore Drive at the time of the last warrant study identified in in this proffer, then the Applicant shall contribute to the County, its share (50%) of the costs estimated for the future installation of a signal at Village Road and North Shore Drive. The cost of such signal shall be determined by VDOT and FCDOT in consultation with the Applicant, its signal supplier, and/or its engineers.

The County, in its sole discretion, may use any such signal funds contributed by the Applicant in accordance with this proffer for other transportation related improvements within the vicinity of Land Units A and D of Lake Anne Village Center.

37. Traffic Signal Modifications. Concurrent with the reconstruction of Village Road as described more fully in Proffer 35.A., the Applicant shall modify the signal at Village Road and Baron Cameron Avenue as necessary to implement the improvements shown on the Plan. The Applicant shall contract to complete all modifications to signal timing and or phasing, pedestrian enhancements, and/or new signal poles/mast arms and equipment as deemed necessary by VDOT.
38. Timing of Completion. Upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, any of the required transportation improvements have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals,

necessary easements, site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvement.

### PEDESTRIAN CIRCULATION

39. Pedestrian Circulation. Pedestrian connectivity shall be provided throughout the Application Property generally consistent with the layouts, alignments and connections shown on the "Pedestrian Circulation Plan" on Sheet C-21 of the Plan, through the use of elements such as terraces, sidewalks, trails, and lawn areas, including connections to open space, trails and/or sidewalks located off-site. All elements shall meet accessibility standards as required by the Americans with Disabilities Act. Off-site connections to existing trails, sidewalks, and/or open space, if any, shall be constructed subject to receipt of all necessary off-site easements provided by others to the Applicant at no cost, other than administrative costs associated with recordation of said easement among the land records of Fairfax County. The Applicant shall make diligent efforts to obtain necessary off-site easements and, shall provide documentation demonstrating same to DPZ with copies provided to FCDOT. If the necessary off-site easements cannot be obtained, the cost to construct, based on Fairfax County's bond estimates, that portion of such sidewalk or trail from the Application Property boundary to the existing or planned location of the off-site sidewalk or trail shall be escrowed with Fairfax County to be used for its future installation in proximity to Land Units A and D or, at the discretion of Fairfax County, used for other pedestrian improvements in the vicinity of Land Units A and D and, upon payment, the obligations of this proffer shall be deemed satisfied. Pedestrian connections, including off-site connections, interim connections and crosswalks, shall be included at site plan for each Building.
40. Temporary Walkway. The Applicant shall provide a temporary walkway between the Baron Cameron Avenue underpass and the existing trail network, which extends north from North Shore Drive, at all times during the reconstruction of Land Unit D. Said walkway shall permit pedestrians/bicyclists to traverse Land Unit D without crossing through construction zones.
41. North Shore Pedestrian Crossing. The Applicant shall construct a mid-block pedestrian crossing between Land Unit D and Land Unit A as shown on the Plan and approved by VDOT on December 15, 2014, and consistent with the I sheets. The Applicant shall install painted, stamped asphalt and/or paver crosswalks within the crossing area subject to VDOT approval and the execution of any applicable maintenance agreement between the Applicant and VDOT. The mid-block pedestrian crossing shall be constructed prior to the issuance of the first RUP for Building A1 or Building A2, whichever is earlier. Prior to construction of the mid-block pedestrian crossing, the Applicant shall install temporary physical barriers which may include, but not be limited to, signs, bollards, and fencing, to direct pedestrians to a crosswalk located at North Shore Drive and Village Road. The temporary pedestrian crossing improvements shall be subject to VDOT approval.
42. Elevated Walkway. In the event that the Applicant is required to construct four (4) or more above grade levels on the D2 Garage as described in Proffer 50.J, the Applicant

shall construct an elevated walkway (the “walkway”) between the D2 Garage and the Crescent Steps as generally depicted in the Plan. If constructed, the walkway shall be designed to provide a minimum of 14’ 6” of vertical clearance over Road F, and provided with the construction of the residential tower on Building D1.

43. Bus Stop/Shelter. Subject to the approval of FCDOT and VDOT, the Applicant shall install bus shelters and related signage as shown on the Plan in accordance with FCDOT standard bus shelter requirements prior to completion of construction of improvements shown on the first site plan for Building A1 or A2 as shown on the Plan. Any temporary and/or permanent adjustments to the location of the bus shop/shelter(s) shall be in consultation with FCDOT and VDOT and shall not necessitate an amendment to the Plan or these proffers.
- A. As part of any relocation of a bus shelter (temporary and/or permanent), the Applicant shall complete any improvement to North Shore Drive, which may be required by VDOT, FCDOT and/or DPWES in order to ensure the safe ingress and egress of transit buses along the public street.
- B. The UOA shall be responsible for the general maintenance and upkeep of the bus shelters installed pursuant to these proffers.

#### PUBLIC STREET RIGHT-OF-WAY

44. Public Street Standards. All public street improvements proposed herein shall be designed and constructed in accordance with applicable VDOT standards and subject to any permitted modifications and/or waivers that may be granted. The Applicant shall work diligently with FCDOT and VDOT to ensure that all proffered public street improvements are accepted by VDOT for maintenance in accordance with the phased construction of the improvements.
45. Right-of-Way Dedication. All right-of-way dedication and/or easements necessary to accommodate public improvements described in these proffers shall be dedicated and conveyed in fee simple without encumbrances to the Board at time of the site plan that includes the improvement.
46. Other Vacations and Abandonments. In the event any public street right-of-way located within the Application Property or that abuts the Application Property, is vacated and/or abandoned subsequent to approval of the rezoning applications, such right-of-way area will become zoned to the PRC District pursuant to Section 2-203 of the Zoning Ordinance and such right-of-way area may be used, without requiring a PCA or an amendment to the Plan for utilities.

#### BICYCLE IMPROVEMENTS

47. Bicycle Facilities. At the time of site plan submission for each Building(s), the Applicant shall designate bicycle racks, bike lockers, and/or bike storage areas on the Application Property, in those specific locations as identified on the Plan, which may be further

refined at the time of site plan subject to FCDOT approval. Signage shall be posted on the exterior side of the Buildings near the entrances to indicate bike parking available to the public, if any. The bicycle racks shall be inverted U style racks, or of such other design approved by FCDOT. Bicycle facilities shall be installed prior to the issuance of the first RUP or Non-RUP for such use in accordance with the site plan on which the applicable bike facilities are shown.

Short-term bicycle parking shall be provided in accordance with FCDOT guidelines and located anywhere within the Application Property. Long-term bicycle parking shall be in a secure location as selected by Applicant such as a bicycle room, cage, locker, or other secure parking option. Bicycle parking shall be provided as follows, or subject to lesser rates as approved by the Director of FCDOT or his designee at the time of site plan:

- A. Office Bicycle Parking. The Applicant shall provide one (1) long-term bicycle parking space for every 10,000 square feet, or portion thereof, of office GFA and one (1) short-term bicycle parking space for each 20,000 square feet, or portion thereof, of office GFA.
  - B. Multi-family Residential Bicycle Parking. The Applicant shall provide one (1) long-term bicycle parking space for every 10 multi-family residential units and one (1) short-term bicycle parking space per every 50 multi-family residential units.
  - C. Retail Bicycle Parking. The Applicant shall provide one (1) long-term employee bicycle space for every 25,000 square feet of retail GFA and one (1) short-term bicycle parking space for every 10,000 square feet of retail GFA.
48. On Road Bicycle Facilities. The Applicant shall provide on-road bicycle facilities along North Shore Drive as shown on the Plan and as coordinated with both VDOT and FCDOT at the time of the first site plan for Buildings A1 or A2 within the curb to curb width and in accordance with the following:
- A. Along the south side of North Shore Drive, an on-road bike lane of 6 feet in width (including a two (2) foot wide gutter pan) extending east from Village Road to Cameron Crescent Drive; and
  - B. Along the north side of North Shore Drive, a sharrow will be provided from Cameron Crescent Drive west to Village Drive.
49. Bike Share. The Applicant has designated three (3) areas within the Application Property (one on the East Side and two on the West Side) and as reflected on the Plan for use as future bike share stations by others. Such spaces shall be made available upon request of the County at no cost to the operator of such service. If a bike share service has not requested the use of the areas after Stabilization of the East or West sides as defined herein, respectively, this proffer obligation shall become null and void and of no further force and effect.

## PARKING

50. Parking Demand Management. In the event the Board of Supervisors approves a residential parking reduction consistent with the Lake Anne Parking Study dated September 29, 2014, as revised through November 5, 2014 and as prepared by Wells + Associates for the portion of the Application Property described as the East Side, then the Applicant shall initiate and implement a Parking Demand Management program as described more fully in the Lake Anne Village Center Transportation Demand Management (TDM) plan (see Proffer 55) and as set forth below:
- A. The Application Property will be constructed in a minimum of four (4) phases as reflected on the I Sheets of the Plan.
  - B. Phase 1 shall consist of the construction of a maximum of 58 single family attached units and the construction of Buildings D3 and D4 (the “affordable multifamily units”).
  - C. Beginning with the first calendar year after the issuance of the first RUP for the first of Buildings D3 or D4 on the East Side of the Application Property, but no later than February 1<sup>st</sup>, the Transportation Program Manager (TPM) as defined in Proffer 55 shall, as part of the Annual Report process described in Proffer 55.D., submit the results of parking occupancy counts for all new residential units conducted in accordance with this Proffer 50. Every effort shall be made to identify and discount all construction vehicles that may or may not be parked on the East Side of the Application Property. Notwithstanding the foregoing sentence, at any time prior to or after Stabilization of the East Side as defined below, FCDOT may suspend the requirement to conduct parking occupancy counts and/or surveys if conditions warrant such action.
  - D. For purposes of this Proffer only, the East Side of the Application Property includes only those residential Buildings identified as Buildings D3 through D25 on the Plan referenced in Proffer 1; Stabilization of the East Side of the Application Property is defined as occurring one year after the issuance of the first initial RUP for the last of Buildings D3 through D25 to be constructed and occupied on the Application Property.
  - E. The TPM shall verify that the parking supply provided for the residential uses on the East Side of the Application Property is sufficient to meet the residential peak parking demand on the East Side through the provision of parking occupancy counts, auto ownership information/surveys and/or other such methods as may be reviewed and approved by FCDOT. The methodology for conducting occupancy counts, surveys, etc. shall be coordinated with FCDOT a minimum of 60 days prior to the initiation of such counts and/or surveys. The count and survey instruments are subject to FCDOT’s reasonable approval.
  - F. Residential parking occupancy counts shall be conducted annually in accordance with the established methodology each calendar year beginning one year

following issuance of the first initial RUP for the first of Buildings D3 or D4 to be constructed on the East Side of the Application Property. Parking occupancy counts shall be conducted on a typical weekday between the hours of 6:00 PM and 6:00 AM at a minimum of every 60 minutes and referenced by residential unit type.

- (i) If the results of the parking occupancy counts show that the number of occupied parking spaces for each of the residential unit types is equal to or greater than 97% of the available parking supply during the peak hour of the twelve (12) hour count period, then the parking supply is deemed insufficient to meet the demand associated with that particular unit type.
  - (ii) If the parking supply is insufficient as described above, the Applicant shall then, within two weeks of the submission of the annual report, request a meeting with FCDOT to discuss what additional TDM strategies, if any, shall be implemented as part of the TDM Plan to reduce peak parking demand levels to less than 97% occupancy of the available parking supply. In such event and no earlier than six months after the implementation of any additional strategies, the TPM shall conduct a supplemental parking occupancy count consistent with the methodology process described above. Six (6) months after implementation of such additional TDM strategies, the TPM shall present the results of the same to FCDOT in the next annual report.
  - (iii) If the results of any supplemental parking occupancy count referenced in Subparagraph (ii) reveal that peak parking occupancies continue to be equal to or exceed 97% of the available parking supply, then the Applicant shall contribute additional funds of between \$500.00 to \$2,500.00 towards the next year's annual budget in order to provide for greater financial incentives towards the reduction of parking demand. The TPM will continue to refine the program in consultation with and with the approval of FCDOT. Such additional monies shall be paid into the TDM account and reflected in the next Annual Budget and Report as outlined in Proffer55.D.
  - (iv) The above process shall be repeated annually as necessary until the measured peak parking occupancy over the twelve (12) hour period is less than 97%.
- G. The residential parking demand counts associated with the East Side shall be conducted annually until such time as the results of three consecutive annual counts conducted after Stabilization of the East Side (as defined in this Proffer) show that the residential parking supply is adequate for the observed residential parking demand as evidenced by a 97% peak parking occupancy. At such time, residential parking demand counts will thereafter no longer be required and this proffer in no further force or effect.

- H. If after Stabilization of the East Side, the parking occupancy outlined in Paragraph D (i) is still being exceeded as evidenced by the occupancy counts for the three years after Stabilization, then the Applicant shall meet with FCDOT and the Hunter Mill District Supervisor to discuss the timing and extent of remedial measures, such as the construction of additional level or levels on the D2 garage.
  - I. Notwithstanding the above, the Applicant shall design the D2 garage such that the garage foundations and infrastructure can support a total of two (2) below grade and up to five (5) above grade levels.
  - J. After Stabilization and prior to the Applicant filing a building plan for the residential tower on Building D1 on the West Side of the Application Property, the Applicant shall provide a report to FCDOT, DPZ and DPWES that summarizes the results of a parking occupancy assessment for each residential unit type on the East Side to determine if additional parking levels on the D2 garage structure will be required to meet the 2014 Zoning Ordinance requirement of 2.7 spaces per single family attached dwelling unit and 1.6 spaces per multifamily dwelling unit for those residential units located on the East Side as identified in the Parking Study and further qualified below.
    - (i) If the results of that report show that the parking occupancy for each residential unit type is less than 97% then no additional parking will be required.
    - (ii) If the results of that report show that the parking occupancy for any or each residential unit type is equal to or greater than 97% of the peak parking demand then the Applicant shall meet with FCDOT and consult with the Hunter Mill District Supervisor to determine if and to what extent additional parking shall be provided in the D2 garage to meet the peak parking demand of less than 97%.
    - (iii) In the event additional above-grade parking is necessary for the D2 garage, the Applicant shall provide the same without the approval of a PCA or amendment to the Plan.
51. On-Street Parking on the Private Streets. On-street parking may be provided along the private streets reflected on the Plan so long as such spaces are striped and meet the dimension requirements of the PFM, subject to receiving approval of any necessary waivers and/or modifications. Residential visitor spaces may be identified by signs on the East Side.
52. Parking Restrictions. All residential Buildings shall provide gated/secured parking within the parking garages and other facilities on the Application Property. If gates are provided within any of the parking garages or other facilities, then such gates shall be located to provide sufficient stacking capacity (a minimum of 50 feet) within the parking garage or facility to prevent vehicles from stacking onto public roads.

53. Parking for Residential Uses. A minimum of one dedicated parking space shall be assigned to each WDU and ADU as defined herein and each replacement affordable unit in Buildings D3 and D4 constructed on the Application Property. Other dwelling units shall be offered exclusive of parking such that parking shall be available at a separate cost.
54. Car Share Spaces. A minimum of two (2) parking spaces shall be identified on both the East and West Sides of the Application Property for use by car sharing services. Such spaces shall be made available to such services at no cost to the operator. The Applicant shall make diligent efforts to secure a third party car sharing service for the East and West Sides and, shall provide documentation demonstrating the same to DPZ. If a car sharing service has not requested the two (2) parking spaces on the East Side after Stabilization of the East Side as defined herein, this proffer obligation shall become null and void as related to the East Side and of no further force and effect. Similarly, if a car sharing service has not requested the two (2) parking spaces on the West Side after Stabilization for the West Side as defined herein, this proffer obligation shall become null and void as related to the West Side and of no further force and effect.
55. A-3 Garage. The use of the A-3 Garage as shown on the Plan shall be subject to the following limitations:
- A. The garage shall be available to the general public and shall not be used to satisfy residential parking requirements associated with the residential development shown on the Plan.
  - B. Overnight parking shall not be permitted.

#### TRANSPORTATION DEMAND MANAGEMENT (“TDM”)

56. Transportation Demand Management. This proffer sets forth the programmatic elements of a transportation demand management program (the “TDM Program”) that shall be implemented by the Applicant, and subsequently, as appropriate, the Application Property owner or Umbrella Owners Association (UOA), to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the new residential and office uses constructed on the Application Property. The proffered elements of the TDM Program are set forth below and will be implemented through a Transportation Demand Management Work Plan (the “TDM Work Plan”) developed by the Applicant with input from and approval by FCDOT. It is the intent of this Proffer that the TDM Work Plan will be adapted over time to respond to the changing transportation related circumstances of the Application Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan as coordinated with FCDOT can be made without the need for a PCA or an amendment to the Plan, provided that the TDM Work Plan continues to reflect the proffered elements set forth below.

- A. Transportation Demand Management Work Plan. The Applicant shall submit the TDM Work Plan to FCDOT within 180 days of issuance of the first building permit (core and shell) for the first new Building to be constructed on the Application Property.
- B. Definitions. For purposes of this TDM Proffer, “Stabilization” shall be deemed to occur one (1) year following issuance of the first initial RUP or Non-RUP for the last new residential Building to be constructed on the Application Property. “Pre-stabilization” shall be deemed to occur any time prior to Stabilization.
- C. Trip Reduction Objective. The objective of the TDM Work Plan shall be to reduce the number of weekday peak hour vehicle trips generated by the new office and residential Buildings located on the Application Property through the use of mass transit, ridesharing, parking controls and other strategies including but not limited to those outlined in the TDM Work Plan. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Application Property.
- (i) Baseline. The baseline number of weekday peak hour residential and office vehicle trips for the Application Property against which the TDM Goal (as defined in subparagraph (ii)) will be measured, shall be derived based upon the number of new residential dwelling units and square footage of new office uses constructed and occupied on the Application Property as part of the redevelopment pursuant to these proffers at the time traffic counts are conducted in accordance with subparagraph D.v. and using the trip generation rates/equations applicable to such uses as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition. In the event at Stabilization, the Applicant has constructed fewer than 1,037 new and replacement dwelling units and 83,500 square feet of new office uses as part of the redevelopment pursuant to these proffers, then the baseline trip generation numbers applicable upon Stabilization shall be calculated as if 1,037 dwelling units and 83,500 square feet of new office uses had actually been constructed.
- (ii) TDM Goal. The objective of this TDM Program shall be to reduce by twenty-five percent (25%) the number of vehicle trips generated by the new residential and office uses in the redevelopment pursuant to these proffers (i.e., not including trips by customers of the existing and/or planned retail uses) during weekday peak hours as compared to the baseline number of vehicle trips that otherwise would have been expected to be generated (the “Maximum Trips After Reduction”). The methodology for excluding trips associated with the existing and/or planned retail uses shall be developed and coordinated with FCDOT as part of the submission of the TDM Work Plan and may be amended as necessary.

D. Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA or an amendment to the Plan.

- (i) TDM Program Manager. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Application Property. The TPM shall be appointed no later than sixty (60) days after the issuance of the first building permit (core and shell) for the Application Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and the District Supervisor in writing within 10 days of the appointment of the TPM. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment.
- (ii) Annual Report and Annual Budget. At the beginning of each calendar year after the issuance of the first RUP for the D-3 or D-4 residential uses or the first Non-RUP for the office uses on the Application Property whichever first occurs, but no later than each subsequent February 1<sup>st</sup>, the TPM shall submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Application Property as well as provide information on parking demand as outlined in Proffer 44 herein. Any changes to the TDM Work Plan shall be highlighted in this report.

The Annual Report and Budget shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget shall be deemed approved, and the TDM Work Plan shall be implemented. If FCDOT responds with comments on the TDM Work Plan or Annual Report or Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

- (iii) TDM Account. If not previously established, the TPM shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the initial TDM Work Plan and subsequent Annual Report and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes. The TDM Account shall be funded by the Applicant through the TPM. Funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account shall be in accordance with the budget for the TDM Work Plan elements to be implemented in each calendar year. The TPM shall provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account shall be managed by the TPM.

- (iv) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the Applicant through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within their development pursuant to these proffers. Such contributions shall be made one time at the rate of \$0.01 per square foot of new residential and/or office uses constructed on the Application Property and provided prior to the issuance of the first RUP or Non-RUP for individual Buildings unless required as outlined in Proffer 50.F. to further reduce residential parking demand on the East Side. If funds remain after incentives are provided to initial purchasers/lessees, the Applicant shall continue to provide incentives until the fund is depleted.
- (v) Monitoring. The Applicant shall verify that the proffered trip reduction goals are being met through the provision of person-surveys, trip counts of residential and office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such person surveys and vehicular trip counts shall be provided to FCDOT as part of the Annual Reporting process. Person-surveys and vehicular traffic counts shall be conducted for the Application Property beginning one year following issuance of the final initial RUP or Non-RUP for the first of the D-3 or D-4 Buildings constructed on the Application Property, whichever first occurs. Person surveys shall be conducted every three (3) years and vehicular traffic counts shall be collected biennially until the results of three (3) consecutive biennial traffic counts conducted upon Stabilization show that the applicable trip reduction goals for the Application Property have been met. Any time the TPM's person survey response rates do not reach twenty percent (20%), FCDOT may request that additional surveys be conducted the following year. At such time, and notwithstanding Paragraph E below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the foregoing sentence, at any time prior to or after Stabilization, FCDOT may suspend the requirement to conduct vehicle traffic counts and/or person-surveys if conditions warrant such action.

- E. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the TDM Goal and/or Parking Ratios continue to be met, then FCDOT may require the TPM to conduct additional vehicle trip and/or parking occupancy counts (pursuant to the

methodology set forth in the TDM Work Plan) within 90 days to determine whether in fact such objectives are being met. If any such counts demonstrate that the Maximum Trips After Reduction or Parking Demand Ratios are being exceeded, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Work Plan to address the surplus of trips and/or parking demand as defined in the Plan or herein.

- F. Review of Trip Reduction Goals. The Applicant may request that FCDOT review the TDM Goal established for the Application Property and set a revised lower goal for the Application Property consistent with the results of any surveys and/or traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Application Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA or an amendment to the Plan.
- G. Continuing Implementation. The Applicant through the TPM shall bear sole responsibility for the implementation of the TDM Program and compliance with this Proffer. The Applicant through the TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.

#### AFFORDABLE/WORKFORCE HOUSING

57. Affordable Dwelling Units and Replacement Units.

- A. As required by the provisions of Part 8 of Article 2 of the Zoning Ordinance, Affordable Dwelling Units (“ADUs”) shall be provided pursuant to said regulations unless modified by the ADU Advisory Board. Required ADUs shall be provided concurrently with each phase of development, subject to the provisions of Section 2-808 of the Zoning Ordinance, and, at a minimum, any ADUs generated by the single family attached units shall be provided with such single-family attached units.
- B. In addition to the required ADUs, 181 replacement units and up to an additional four affordable units shall be provided in Buildings D3 and D4 in the first phase of development. The 181 replacement units shall be affordable to the following income tiers:
 

10%	Affordable to households earning up to 30% of the AMI
20%	Affordable to households earning up to 50% of the AMI
70%	Affordable to households earning up to 60% of the AMI

58. Workforce Dwelling Units. In addition to ADUs and replacement units that are required, the Applicant shall provide housing units on the Application Property in accordance with the Board's Workforce Dwelling Unit Administrative Policy Guidelines adopted October 15, 2007 (the “WDU Guidelines”). Workforce Dwelling Units (“WDUs”) shall be provided such that the total number of ADUs plus the total number of WDUs results in

not less than twenty percent (20%) of the total non-replacement (i.e., exclusive of units in Buildings D3 and D4) residential units constructed on the Application Property. The ADUs shall be deducted from the total number of dwelling units on which the WDU calculation is based. The WDUs generated by each residential Building shall be provided within such Building. The WDUs shall be provided concurrently with each phase of development and shall include a mix of single-family attached and multi-family dwelling units. The WDUs in each Building shall have a bedroom mix similar to the bedroom mix of the market rate units in the same Building or building type.

59. Agreements. Notwithstanding the foregoing, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of the rezoning applications. Neither the Board nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of these proffers as they apply to WDUs shall become null and void and of no further force and effect. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

#### OWNERS ASSOCIATIONS

60. Umbrella Owners Association, Condo Owners Associations, and Individual Building Owner(s)
- A. Formation of Umbrella Owners Association and Individual Condominium and/or Owners Associations.
- (i) Umbrella Owners Association – One or more Umbrella Owners Associations (UOA) shall be maintained in accordance with Virginia law.
  - (ii) Condominium Owners Association
    - a. Prior to the issuance of a RUP for each future phase of development of the Application Property, the Applicant shall establish a Condominium Owners Association (COA), as necessary for each phase of owner-occupied condominium units in accordance with Virginia law.
    - b. Each COA shall be a member of the UOA with weighted voting rights based on either the number of dwelling units or the proportion of square footage of residential units within the COA.
    - c. In the event that a future phase includes rental units, the Building owner(s) shall be a member of the UOA with weighted voting rights based either on the number of dwelling units or the proportion of square footage of residential units in the Building(s).

- (iii) Homeowners Association
  - a. Prior to the issuance of a RUP for each future phase of development of the Application Property that includes single family attached dwellings, a homeowners association shall be established.
  - b. The HOA shall be a member of the UOA with weighted voting rights based on either the number of dwelling units or the proportion of square footage of residential units within the HOA.
  - c. Individual unit owners shall be members of the HOA.
- (iv) The formation of a UOA and individual condominium and/or owners associations shall not exclude future homeowners from being members of RA, which is the Master Umbrella Association for Reston.
- (v) The fee simple owner of land subject to a long term ground lease on Land Unit A shall not be required to join a UOA, individual condominium and/or owners association established for the Application Property.

B. COA, Individual Building Owner(s) and HOA Maintenance Obligations

- (i) Each COA, each owner of a rental Building, and the HOA shall have specific land areas of the Application Property within its boundaries, and shall assume all maintenance obligations required by these proffers for infrastructure within those boundaries except for those maintenance obligations to be performed by the UOA pursuant to Proffer 59.C.
- (ii) Maintenance obligations may be shared by COAs, Building owner(s) and HOA for various phases of development of the Application Property pursuant to shared maintenance agreements.
- (iii) Purchasers of individual condominium units and individual single family attached units shall be advised prior to entering into a contract of sale and in the COA and/or HOA documents that the COA and/or HOA shall be responsible for those obligations listed in these proffers.

C. UOA Maintenance Obligations

- (i) The UOA shall have specific maintenance responsibilities which shall include, but not be limited to, the following:
  - a. Maintenance of private streets, sidewalks, plazas, open space, stormwater management facilities, recreational facilities, and other common areas within the Application Property, including standard cleaning and lawn/landscaping maintenance;

- b. Repair of surfaces and site furnishings;
  - c. Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size or larger and similar species as originally approved on the landscape plan;
- (ii) Private Street Reserve Fund. The UOA documents shall include a Reserve Fund, that has been initially funded by the Applicant, and shall be used to fund maintenance of the private streets and sidewalks.
- D. UOA, COA and HOA Disclosure. Purchasers shall be advised prior to entering into a contract of sale and in the UOA documents and in the COA and/or HOA documents that the UOA and the COA and/or HOA shall be responsible for the obligations listed in these proffers.

#### STORMWATER MANAGEMENT

61. Stormwater Management. The Applicant shall provide the following with regard to stormwater management:
- A. The Applicant shall implement a Stormwater Management (SWM) and Best Management Practices (BMP) plan which emphasizes Low Impact Development (LID) techniques to control the quantity and quality of stormwater runoff from the Application Property in accordance with Stormwater Management Waiver #8260-WPFM-001-1 as recommended for approval by DPWES. Stormwater management facilities, which shall include the use of an underground detention vault or cistern, if a waiver is approved, and on-site structural BMPs, shall be provided as generally depicted and described on the Plan. Based on the results of appropriate infiltration testing, the Applicant reserves the right to include other LID practices which may utilize techniques such as evapotranspiration of water, filtration of water through vegetation and/or soil or the re-use of retained water. Standard and/or Manufactured LID/BMP practices used for the SWM/BMP plan shall be in conformance with practices and specifications listed on the Virginia Stormwater BMP Clearinghouse Website, and in accordance with all applicable requirements of PFM Amendment, 117-14-PFM, adopted January 28, 2014. LID methods shall be reasonably incorporated provided that they are in substantial conformance with the Plan. The Applicant reserves the right to pursue additional stormwater management measures provided the same are in substantial conformance with the Plan and SWM waiver to allow the proposed underground detention facilities.
  - B. The BMP plan for the Application Property shall implement a design that conforms to Chapter 124 (Stormwater Management Ordinance) of the 1976 Code of the County of Fairfax, Virginia and PFM Amendment, 117-14-PFM, both adopted January 28, 2014. Final design calculations shall be provided to show general, applicable compliance with the appropriate sections of the PFM during final site plan review and approval.

- C. Should the U.S. Environmental Protection Agency, or its designee, issue new stormwater management regulations affecting the Application Property, the Applicant shall have the right to accommodate necessary changes to its stormwater/BMP facility designs without the requirement to amend the Plan or these proffers or gain approval of any administrative modifications to the Plan or proffers, provided the facility designs substantially conform with the Plan.
- D. The SWM/BMP facilities shall be maintained by the Applicant, its successors and assigns, in accordance with the regulations of DPWES. The maintenance responsibilities shall be incorporated in an agreement to be reviewed and approved as to form by the Fairfax County Attorney's Office and recorded among the Fairfax County land records. The Applicant shall establish a reserve fund, in an amount as determined by DPWES consistent with the estimates submitted in conjunction with the application for Stormwater Management Waiver #8260-WPFM-001-1 at the time of site plan, for maintenance of the facility and for replacement cost based on the life expectancy of the system.
- E. The structural integrity of the existing box culvert that begins north of Baron Cameron Avenue and proceeds south to Lake Anne shall be evaluated through an inspection from the first point of connection to Lake Anne by a licensed professional engineer prior to the first site plan approval for Land Unit D. The Applicant shall repair and/or replace the box culvert in accordance with the recommendations of the inspection prior to commencement of construction of the first residential unit on Land Unit D utilizing the box culvert for stormwater management purposes.

#### PUBLIC FACILITIES

- 62. Public Art. With each site plan, the Applicant shall incorporate venues for public art into the Application Property following consultation with the Initiative for Public Art – Reston (IPAR). The Applicant shall coordinate with the IPAR Public Art Committee to obtain its recommendations on the type and location of public art to be provided in each venue. The Applicant, IPAR, and the Hunter Mill District Supervisor's Office shall make the final selection of the public art and their location within venues selected by the Applicant. Public art may be fabricated and installed by others.

#### PUBLIC SCHOOLS

- 63. Contribution. Prior to the issuance of the first building permit for each submitted site plan, the Applicant shall contribute the amount of \$10,825.00 per student projected to be generated by the residential units depicted on that site plan to the Board for the construction of capital improvements to the Fairfax County public schools to which the students generated by the residential units are scheduled to attend. The contribution shall be based on student yield ratios of .059, .019 and .032 per unit for elementary, middle and high school, respectively. The final school contribution shall be determined at the time of each submitted site plan based on the number of residential units and unit types depicted on that site plan.

64. Exclusions. The residential units constructed in Buildings D3 and D4 are excluded from the contribution described in the preceding proffer. In addition, if, at the time of each submitted site plan for a multi-family residential Building(s) other than Buildings D3 and D4, the Applicant records a covenant stating that the Building shall be restricted to individuals age 55 years or older, that Building(s) shall be excluded from the contribution described in the above proffer. This exclusion shall no longer be applicable upon release and/or vacation of the restrictive covenant by the Applicant.

#### MISCELLANEOUS

65. Lake Anne Dredging. The Applicant, exclusive of the fee simple owner of land subject to a long term ground lease on Land Unit A, shall pay an amount equivalent to 25% of the cost of dredging Lake Anne to RA. Said payment shall occur when RA budgets for the dredging, but no earlier than the first to occur: (i) the date of the issuance of the first RUP for Building D1 as shown on the Plan or (ii) December 31, 2025.
66. Improvements to RA Parcel. Prior to the conveyance of approximately 1.22 acres as shown on the Plan to RA, the Applicant and RA shall identify channel and drainage stabilization improvements, if any, on the parcel and develop a plan for removal of invasive species and undesirable vegetation. Said improvements shall be completed by and at the sole expense of the Applicant during the first development phase of the Application Property, but no later than five (5) years of the date of conveyance to RA.
67. Escalation. All monetary contributions, except as may be further specified in these proffers, shall escalate on a yearly basis from the base month of January 2015 and change effective each January 1 thereafter, as permitted by Va. Code Ann. Section 15.2-2303.3.
68. Due Diligence. Notwithstanding the foregoing, upon demonstration that, despite diligent efforts or due to factors beyond an Applicant's control, proffered improvements such as, but not limited to, publicly-accessible park areas, trail connections, and offsite easements, have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations, necessary easements and site plan approval) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvements without the necessity of a PCA or an amendment to the Plan.
69. Signs. No later than the issuance of a building permit for the first Building on the Application Property, exclusive of Buildings D3 and D4, the Applicant shall submit and pursue approval of a Comprehensive Sign Plan by the Fairfax County Planning Commission on the Application Property.
70. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon the Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Application Property during the period of their ownership. Once portions of the Application Property are sold or otherwise transferred, the associated proffers become the

obligation of the purchaser or other transferee and shall no longer be binding on the seller or other transferor.

71. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

{A0646100.DOC / 1 Proffers (PCA A-502) - 1.26.15 (cln) 007558 000004}

APPLICANT/CONTRACT PURCHASER OF TAX MAP 17-2 ((16)) 1A; 17-2 ((14)) (1) 2G; 17-2 ((7)) 6B2, 6B3; 17-2 ((8)) 6C; 17-2 ((31)) 1645; 17-2 ((1)) 7 AND A PORTION OF VILLAGE ROAD TO-BE-VACATED/ABANDONED; LESSEE OF 17-2 ((31)) COMMON ELEMENTS PT.

LAKE ANNE DEVELOPMENT PARTNERS LLC

  
By: Stacy C. Hornstein  
Its: Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP  
17-2 ((16)) 1A AND 17-2 ((14)) (1) 2G  
AND A PORTION OF VILLAGE ROAD TO-BE-  
VACATED/ABANDONED.

FAIRFAX COUNTY BOARD OF SUPERVISORS

---

By: Edward L. Long Jr.  
Its: County Executive

[SIGNATURES CONTINUE ON NEXT PAGE]

LESSEE OF TAX MAP 17-2 ((16)) 1A AND 17-2 ((14)) (1) 2G

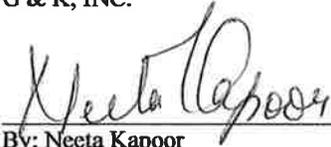
FAIRFAX COUNTY REDEVELOPMENT AND HOUSING  
AUTHORITY, a political subdivision of the commonwealth of  
Virginia.

\_\_\_\_\_  
By: \_\_\_\_\_  
Its: Assistant Secretary

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 17-2 ((1)) 7

G & K, INC.

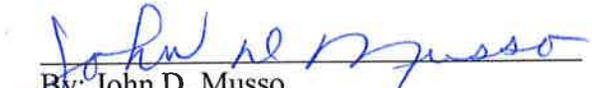
A handwritten signature in cursive script, appearing to read "Necta Kapoor", written over a horizontal line.

By: Necta Kapoor  
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 17-2 ((7)) 6B2

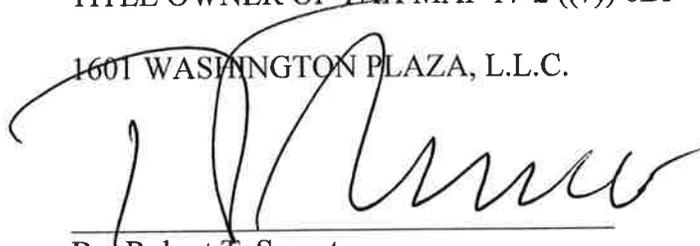
ASSOCIATION OF SCHOOL BUSINESS OFFICIALS  
INTERNATIONAL

  
By: John D. Musso  
Its: Executive Director/Secretary/Treasurer

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 17-2 ((7)) 6B3

1601 WASHINGTON PLAZA, L.L.C.

A handwritten signature in black ink, appearing to read 'R. Smoot', written over a horizontal line.

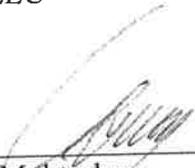
By: Robert T. Smoot

Its: Managing Member

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 17-2 ((31)) 1645

MAMO, LLC



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By: Mani Mohtasham  
Its: Sole Member

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 17-2 ((8)) 6C/  
CONTRACT PURCHASER OF PORTION OF  
TAX MAP 17-2 ((16)) 1A

RESTON ASSOCIATION

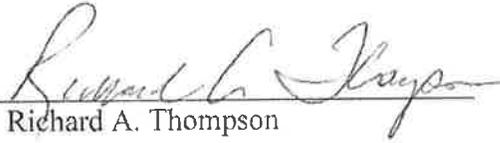
A handwritten signature in blue ink, appearing to read 'Kenneth R. Knueven', is written over a horizontal line.

By: Kenneth R. Knueven  
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER/LESSOR OF TAX MAP  
17-2 ((31)) COMMON ELEMENTS PT.

LAKE ANNE OF RESTON, A CONDOMINIUM, UNIT  
OWNERS ASSOCIATION

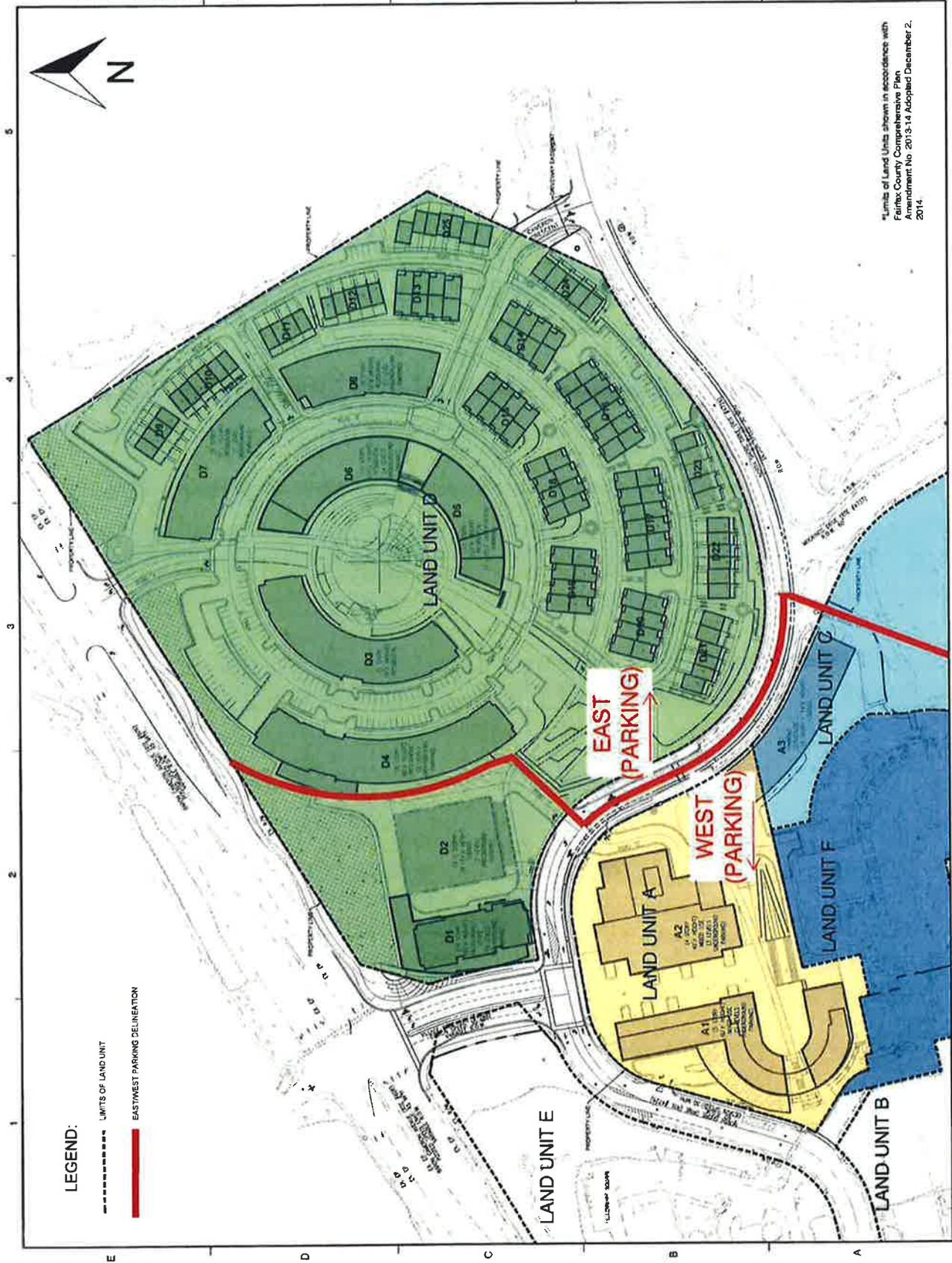


A handwritten signature in cursive script, appearing to read "Richard A. Thompson", is written over a horizontal line.

By: Richard A. Thompson  
Its: President

[SIGNATURES END]

EXHIBIT A



**LEGEND:**  
 - - - - - LIMITS OF LAND UNIT  
 ——— EASTWEST PARKING DELINEATION



**Lake Anne Village Center**  
 PRC Plan  
 Hunter Mill District  
 Fairfax County, Virginia



NO.	DATE	DESCRIPTION
1	11/17/14	ISSUED FOR PUBLIC COMMENT
2	11/18/14	RESPONSE TO PUBLIC COMMENTS
3	11/20/14	ADDITIONAL PUBLIC COMMENTS
4	11/21/14	FINAL PLAN
5	11/21/14	FINAL PLAN
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7	11/21/14	FINAL PLAN
8	11/21/14	FINAL PLAN
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100	11/21/14	FINAL PLAN

**LAND UNITS & PARKING DELINEATION**

\*Limits of Land Units shown in accordance with Fairfax County Comprehensive Plan Amendment No. 2013-14 Adopted December 2, 2014.

## EXHIBIT B

1. Sanitary sewer mains and manholes are complete and in service with service laterals installed to behind the curb and gutter;
2. Storm drain mains and manholes are complete and in service;
3. Storm water management facilities are complete and are placed in service (or ready to be placed in service upon completion of any adjacent construction that will utilize such storm water management facilities);
4. Water mains are complete and in service with water laterals installed to meter [crocks];
5. Curbs and gutters are completed;
6. Paving of the private streets is completed (except for the final topping coarse);
7. The parking garage that serves Building D4 has been constructed; and
8. All areas which are adjacent to Buildings D3 and D4 that were disturbed during construction have been rough graded and stabilized.