PCA 2003-SU-035-02
DD SOUTH RETAIL LC
PROFFER STATEMENT

November 13, 2013
March 26, 2014
April 29, 2014
May 8, 2014
May 27, 2014
June 9, 2014
June 10, 2014
June 18, 2014

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and subject to the Fairfax County Board of Supervisors' (the "Board") approval of this application PCA 2003-SU-035-02 (the "Application"), DD SOUTH RETAIL LC (the "Applicant" as Owner and Applicant), for itself and its successors and assigns, hereby proffers that development of Fairfax County Tax Map Parcel 34-2-((1))-1B (the "Property") shall be in conformance with the following proffered conditions, which shall replace and supersede all previous proffers that pertain to the Property. In the event this Application is denied, these Proffers shall immediately be null and void and the previous proffers shall remain in full force and effect.

1. **Substantial Conformity**. The Property shall be developed in substantial conformance with the Conceptual Development Plan Amendment and Final Development Plan Amendment ("CDPA/FDPA") consisting of sixteen (16) sheets, dated July 26, 2013 and revised through May 22, 2014, and further modified by these proffered conditions.

2. **Final Development Plan Amendments**. Notwithstanding that the CDPA/FDPA consists of Sheets 1 through 16 and said CDPA is the subject of Paragraph 1 above, it shall be understood that (i) the CDPA shall consist of the entire plan relative to the general layout, points of access to the existing road network, uses, floor area ratio, building heights, peripheral setbacks, limits of clearing and grading and the location and amount of open space on the Property; and (ii) the Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements.

3. **Minor Modifications**. Pursuant to Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDPA/FDPA may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDPA/FDPA provided such changes are in substantial conformance with the CDPA/FDPA and proffers and do not increase the overall amount of gross floor area, increase building heights, or decrease the amount of open space or peripheral setbacks shown to be provided on the Property.

4. **Pedestrian Circulation System**. Sidewalks shall be constructed to PFM standards generally as depicted on Sheet 4 of the CDPA/FDPA. Specifically, a five (5) foot wide

sidewalk shall be constructed along the north side of Historic Sully Way from Air and Space Museum Parkway to the main entrance to the Property as shown on the CDPA/FDPA. Sidewalks and crosswalks shall be provided on the Property in order to enhance pedestrian connectivity between the proposed uses and to the existing major trail system located on the south side of Historic Sully Way and on Air and Space Museum Parkway as shown on the CDPA/FDPA.

5. **Open Space**. A minimum of thirty-four (34) percent open space shall be retained in open space.

6. **Landscaping**.

   A. Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Plan" included as Sheet 6 of the CDPA/FDPA. At the time of planting, the minimum caliper for trees shall be as follows: canopy, including street trees, shall be three (3) inches, and ornamental deciduous shall be three (3) inches. The minimum height for evergreen trees shall be ten (10) feet. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at time of the first and all subsequent submissions of site plans, for review and approval by the Urban Forester, Department of Public Works and Environmental Services ("DPWES"). Such landscape plans shall provide tree coverage and species diversity consistent with the Public Facilities Manual ("PFM") criteria, as determined by the Urban Forester. An irrigation system shall be installed.

   B. The streetscape, berms and associated landscaping shown on the CDPA/FDPA to be provided along the Property frontage adjacent to Historic Sully Way shall be installed prior to the first Non-Residential Use Permit ("Non-RUP").

   C. The Applicant shall diligently pursue and make good faith efforts to (i) secure necessary approvals from VDOT to install, prior to the first Non-RUP, landscaping within the public right-of-way adjacent to the Route 28 off-ramp and Air and Space Museum Parkway as shown on the CDPA/FDPA; and (ii) to enter into the necessary license agreement with VDOT for said approval, including Applicant's responsibility to maintain said landscaping located within the public right-of-way.

7. **Buffer Treatments**. Landscaped buffers shall be provided generally as depicted on Sheet 8 of the CDPA/FDPA along Air and Space Museum Parkway and Historic Sully Way and in accordance with Proffer #6 above.

8. **Location of Utilities**. Utility lines shall be generally located so as not to interfere with the landscaping concepts shown on the CDPA/FDPA. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utility lines provided such relocated landscaping shall retain a generally equivalent number of plantings and shall continue to reflect the concepts illustrated on the CDPA/FDPA.

9. **County Architectural Review Board ("ARB")**. In accordance with Section 7-204 of the Zoning Ordinance, only for those portions of the Property located within the Sully Historic Overlay District ("SHOD"), the ARB shall review and make a recommendation on site plans and grading plans. ARB approval shall be required prior to issuance of building permits and sign permits located within the SHOD boundary.

10. **Architectural Elevations**. Building elevations for the proposed uses shall be generally consistent in character and materials, as to architectural style and quality, with the illustrative elevations depicted on Sheet 12 of the CDPA/FDPA. Within the SHOD, the building elevation for the child care center shall be reviewed and approved by the ARB pursuant to the provisions of Section 7-204 of the Zoning Ordinance. Therefore, the Applicant reserves the right to modify the child care center building and related improvements as a result of ARB review without requiring approval of a Proffered Condition Amendment or Final Development Plan Amendment application, provided that such modifications are in substantial conformance with the CDPA/FDPA.

11. **Orientation of Commercial Buildings**. The proposed buildings shall be designed to present an attractive visual orientation toward both public roadways by being architecturally finished on all four sides with similar materials, detailing and features on fronts, sides and rears of buildings, in general accordance with the architectural elevations depicted on the CDPA/FDPA, and subject to the approval of the ARB as to the child care center.

12. **Green Building Practices**. The child care center, drive-in bank, fast food restaurant and quick service food store shall incorporate into the building program for the respective individual building (i) the respective green building elements identified in **Exhibit A** entitled "Dulles Discovery South Retail Green Building Element Checklist" dated June 10, 2014 attached hereto, which elements are based on the principles of the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design for new construction ("LEED-NC") rating system, or (ii) such other equivalent green building elements from LEED-NC or an alternative rating system that may be applicable at the time of the building's design as determined in consultation with the Environment and Development Review Branch of DPZ ("EDRB"). The Applicant will include, as part of the site plan submission for the buildings, a statement certifying that a LEED-accredited professional who is also a professional engineer or a licensed architect is a member of the design team ("LEED-AP"), and that the LEED-AP is working with the team to incorporate the green building elements identified in **Exhibit A**, or other equivalent green building elements, for the respective individual building.

    Prior to approval of the building permit for the respective individual building, the Applicant shall post a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount identified below for the respective individual building:

    - Child Care Center: $35,000
    - Drive-In Bank: $30,000

- Fast Food Restaurant: $30,000
- Service Station/Quick Service Food Store: $30,000

The respective escrows will be in addition to and separate from other bond requirements and each shall be released once the following conditions have been met:

(i) Prior to final construction bond release for each respective individual building, the LEED-AP shall submit a certification statement including supporting documentation as detailed below, confirming that the green building elements listed in **Exhibit A** for the respective individual building have been incorporated into the design and construction of such building.

(ii) Concurrence and acceptance of the certification statement by the EDRB.

If the Chief of EDRB does not concur or accept the certification statement, and a review of the documentation determines that the green building elements have not been implemented or included in the design and construction of the respective building, then the Chief of EDRB shall notify the Applicant's LEED-AP. The Applicant's LEED-AP and the Chief of EDRB shall meet to discuss the potential deficiencies and to develop appropriate resolutions, which may include substitute techniques or elements that achieve the same intended sustainability or energy conservation benefits. Thereafter, if the Applicant provides to the EDRB, within two years after issuance of the final Non-RUP for the respective individual building, a revised certification statement by the LEED-AP with supporting documentation demonstrating that the green building elements have not been attained but that the respective individual building has been determined by the LEED-AP professional to provide 90% of the green building elements identified in **Exhibit A** for such respective individual building, 50% of the 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 Applicant fails to provide, within two years after issuance of the final Non-RUP for the respective individual building, a revised certification statement by the LEED-AP with supporting documentation to the EDRB demonstrating that 90% of the green building elements identified in **Exhibit A** for the respective individual building has not been achieved, after sufficient written notice to the Applicant, the entirety of the escrow for that respective individual 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 Applicant provides documentation demonstrating, to the satisfaction of the EDRB, that implementation of the green building elements for any of the respective individual buildings has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the above two-year time frame for that building may be extended as determined appropriate by the Zoning Administrator,

and no release of escrowed funds for that building shall be made to the Applicant or to the County during the extension.

The following green building elements shall be included in the project and/or in the respective individual building as identified in **Exhibit A**:

1. *The Applicant shall include the LEED-AP as a member of the design team. The LEED-AP will work with the team to incorporate sustainable design elements and innovative technologies into the project. At the time of site plan submission, the Applicant will provide documentation to the EDRB demonstrating compliance with the commitment to engage such a professional.*

2. *The Applicant shall provide secure bicycle racks and/or storage for bicycles within 200 yards of a building entrance. The total number of bike parking/storage spaces shall be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking for each building or group of buildings. The Applicant shall provide proof of installation and plan location.*

3. *The Applicant shall provide five (5) percent of the number of parking spaces provided for each building as preferred parking for low-emissions vehicles. The location of the spaces shall be labeled on the site plan and the spaces shall be demarked with Reserved for Low-Emissions Vehicle Parking sign. The Applicant shall provide proof of installation and plan location.*

4. *The Applicant shall meet but not exceed the minimum number of parking spaces required for each building. The Applicant shall provide proof of installation and plan location.*

5. *The Applicant shall provide 34% open space on the Property which exceeds the fifteen (15%) minimum amount of open space required for the Property. The amount of open space shall be computed based on the total land area of the Property.*

6. *The Applicant shall exclusively use regionally adaptive and non-invasive species for landscape and other plantings on the Property. The Applicant shall provide planting lists showing species and location of plantings.*

7. *The Applicant shall exceed the minimum five (5) percent required interior parking lot landscaping requirements. Interior parking lot landscaping shall be computed based on the total land area of the Property. The Applicant shall provide proof of installation and plant location.*

8. *The Applicant shall provide 25% concrete paving on the Property to reduce the effect of heat islands on non-roof surfaces. The Applicant shall provide proof of installation and plan location.*

9. *The Applicant shall install a roofing membrane on buildings with a Solar Reflectance Index (SRI) appropriate to the slope of the roof (i.e., for a low-sloped roof (<2:12) equal to or greater than 78 for a minimum of 75% of the total roof area; and for a high-sloped roof (>2:12) equal to or greater than 29). The Applicant shall provide proof of installation, roof area calculations and manufacturers' product data.*

10. *The Applicant shall install an irrigation system that reduces the use of potable water by 50% from a calculated midsummer baseline. Reductions may be attributed to any combination of plant species, planting densities, microclimate factors, and irrigation efficiency. The Applicant shall provide proof of installation, irrigation calculations and manufacturers' product data.*

11. *The Applicant shall install water-efficient landscaping. The Applicant shall provide a planting list with the number, size, and space of trees (including native and other species) and plant materials as a landscape plan that is part of the site plan, and shall be subject to review and approval of Urban Forest Management Division ("UFMD"), and proof of installation and installation date.*

12. *The Applicant shall provide an exterior site lighting system using full cutoff fixtures and LED technology to minimize light pollution and reduce energy consumption. Control systems for the exterior lighting will provide an after-hours override for the input power to be reduced (by automatic device) by more than the Zoning Ordinance's current minimum of 50%. The Applicant shall provide proof of installation, photometric calculations and manufacturers' product data.*

13. *The Applicant shall provide control systems for lighting and thermal comfort in administrative spaces to enhance productivity. The Applicant shall provide proof of installation, location and manufacturers' product data.*

14. *The Applicant shall install motion sensor faucets and flush valves and ultralow-flow plumbing fixtures that have a maximum water usage as listed below. The Applicant shall provide proof of installation and manufacturers' product data.*

    Water Closet (gallons per flush, gpf) 1.28
    Urinal (gpf) 0.5
    Showerheads (gallons per minute, gpm) 2.0*
    *Lavatory faucets (gpm**) 1.5*
    Kitchen and janitor sink faucets 2.20

Metering faucets 0.25

* *When measured at a flowing water pressure of 80 pounds per square inch (psi).*
** *When measured at a flowing water pressure of 60 pounds per square inch (psi).*

15. *The Applicant shall hire a commissioning authority and develop and incorporate commissioning requirements into the design and construction of the building. The commissioning authority hired by the Applicant shall develop and implement a commissioning plan and verify the installation and performance of the systems to be commissioned, as well as preparing a final report. The Applicant shall provide the final report.*

16. *The Applicant shall hire a commissioning authority to test and balance the HVAC and ERV systems. Commissioning includes a blower door test to ensure tightness of construction.*

17. *The project shall not have any chlorofluorocarbon (CFC) based refrigerants in any of the building system, or not use refrigerants. The Applicant shall provide manufacturer's specification sheets for any refrigerant installed in the building.*

18. *The project shall demonstrate 20% reduction in energy use by demonstrating a reduction in energy use based on a mutually-agreed upon comparison building. The Applicant shall provide proof of energy savings with by a report detailing the difference between the subject building and comparison building's utilities for the first six months of operation after the issuance of the final Non-RUP.*

19. *One year after issuance of the final Non-RUP, and every year on or around that date for the subsequent five years, the Applicant shall provide nonproprietary energy and water consumption data, as practicable, for each building constructed as part of this application. The data shall be aggregated by building and site, and performance of individual units and tenants will not be reported. The data will be in the format of gallons of water used and kWh used per building, and gallons of water used and kWh used for the entire site. The data shall be provided to the Chief of the EDRB. This data will not be shared in disaggregated form with non-DPZ staff or Planning Commissioners without the written consent of the Applicant. The information obtained shall be for information purposes only and provision of the information will not result in any negative consequences to the Applicant. This proffer may be modified in relation to the amount, type, format, frequency, and scope of data provided and the duration of the data provision requirement upon the mutual agreement of DPZ and the Applicant without*

requiring a PCA. Additionally, if the required data cannot be obtained by the Applicant from utility providers or tenants because of applicable law, the utility provider's policy, privacy issues, legal precedence, or collection of the data is administratively burdensome to the Applicant or the County, then the Applicant or the County, as applicable, shall provide written notice to the Chief of the EDRB or the Applicant, as applicable, describing why the data cannot be obtained and/or why provision of that data is administratively burdensome. The Applicant and DPZ shall thereafter meet to discuss possible modifications to this proffer. If, after the meeting between the Applicant and DPZ, the Applicant or DPZ determines that provision of the data, as provided herein or as modified, is not practicable, then they shall provide notice of the same and the Applicant shall be relieved of the obligation to provide the data required under this proffer.

20. *The Applicant shall provide an area for the separation, collection and storage of glass, paper, metal, plastic and cardboard generated by both customers and employees. There shall be a dedicated area for the storage of the recycled materials. The Applicant shall provide proof of installation, installation locations and a copy of the Applicant's recycling hauling contract.*

21. *The Applicant shall have a construction waste management plan that consists of hiring a waste removal and diversion company to process all construction waste at a recycling center. The Applicant shall provide a copy of the waste removal contract as proof of compliance.*

22. *The Applicant shall use building materials that have been produced or manufactured within 500 miles of the Property. The Applicant shall provide proof of installation and invoice receipts, with manufacturer's data showing the production or manufacturing location.*

23. *The Applicant shall use low-emitting materials for all adhesives, sealants, paints, coatings, flooring systems, composite wood, and agrifiber products, as well as furniture and furnishings if available. Low-emitting is defined according to the following table:*

Application	*(VOC Limit g/L less water)*
Carpet Adhesive	*50*
Rubber floor adhesive	*60*
Ceramic tile adhesive	*65*
Anti-corrosive/ anti-rust paint	*250*
Clear wood finishes	*350*

The Applicant shall provide proof of installation and the manufacturers' product data.

24. *For any carpet, the Applicant shall install carpet and carpet padding that shall meet the testing and product requirements of the Carpet and Rug Institute Green Label Plus Program. The Applicant shall provide proof of installation and the manufacturers' product data.*

25. *For tile flooring, the Applicant shall install vinyl composition tile and rubber tile flooring that shall meet the requirements of the FloorScore certification program. The Applicant shall provide proof of installation and the manufacturers' product data and certification letter.*

26. *The Applicant shall provide natural lighting through the use of windows and/or skylights to a minimum of 50% of the spaces. Areas excluded from this requirement calculation are the mechanical room and parts storage. The Applicant shall provide proof of installation, installation locations on the architectural plans and installation area calculation indicating 50% of the building area.*

27. *The Applicant shall install only LED or fluorescent lamps in all interior building lighting fixtures. The Applicant shall provide a maximum lighting power allowance of 1.25 watts/square foot (code maximum is 1.5 watts/square foot for retail area and 0.9 watts/per square foot for the service department area). The Applicant shall provide proof of installation, energy usage calculations and manufacturers' product data.*

28. *The Applicant shall install Energy Star appliances and equipment for all refrigerators, dishwashers, water heaters, water coolers, and other appliances (if available). The Applicant shall provide proof of installation, installation locations, and manufacturers' product data, including the Energy Star energy guide.*

29. *The Applicant shall install roof overhangs to provide shading of the building façade and exterior pedestrian areas. Overhangs will be a minimum of 6' deep and comprise a minimum of 30% of the building perimeter. The Applicant shall provide proof of installation and plan location.*

30. *The Applicant shall install low-e windows with a "U" factor of 0.35 and a SHGC of 0.40. The Applicant shall provide proof of installation and the manufacturers' product data.*

31. *The Applicant will "cocoon" the attic space with spray foam insulation which will result in the HVAC units and ductwork being located in a conditioned space. The Applicant shall provide proof of installation and the manufacturers' product data.*

32. *As a result of the "cocooning" noted above, the Applicant will install acoustical tile, in lieu of drywall, on ceilings which will provide enhanced acoustical performance in interior spaces. The Applicant shall provide proof of installation and the manufacturers' product data.*

33. *The Applicant will provide Energy Recovery Units (ERU) which allow a greater volume of outside air without a corresponding increase in energy costs and will improve indoor air quality. The Applicant can monitor outdoor air flow exhaust and better control humidity which will help prevent mold. By "de-coupling" the outdoor air from the heating /cooling system there will be greater thermal comfort and control.*

13. **Signage**.

A. Project Signage. All signage provided on the Property shall comply with Article 12 of the Zoning Ordinance. One permanent freestanding monument sign shall be provided on the Property, with the exception of the historical marker and interpretative signage referenced in Proffer 18 below, (except as otherwise provided in any Comprehensive Sign Plan that may be approved) and shall be generally located as shown on the CDPA/FDPA. The monument sign shall be of comparable materials and consistent in character with the architectural treatment of the building elevations for the proposed uses. Pole signs shall not be permitted on the Property. In accordance with Article 4 of Chapter 10 of the Code, a second sign for providing fuel pricing for the service station/quick-service food store shall be provided as shown on the CDPA/FDPA.

B. Illegal Signs. No temporary signs (including "popsicle" paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant, or at the Applicant's direction to assist in the marketing and/or sale of any of the proposed retail and support service uses located on the Property. Furthermore, the Applicant and any tenants shall direct their respective agents and employees involved in marketing the Property to adhere to this Proffer.

14. **Lighting**. All lighting, including of signage, shall be provided in accordance with the requirements of Sections 14-900 (Outdoor Lighting Standards) and 7-200 (SHOD) of the Zoning Ordinance.

15. **Stormwater Management**. Stormwater management/Best Management Practices ("SWM/BMPs") for the Property shall be provided pursuant to the overall SWM/BMP

plan previously constructed on adjacent Tax Map Parcel 34-2-((1))-2B pursuant to Site Plan 9751-SP-004-2N for Dulles Discovery South.

16. **Parking**. Parking shall be provided in accordance with Article 11 of the Zoning Ordinance as shown on the CDPA/FDPA.

17. **Historic Sully Contact Information**. Prior to commencement of construction on the Property, the Applicant shall provide to the Site Manager of the Sully Historic Site contact information for the Applicant or the entity managing the Property for purposes of coordinating communication regarding issues of mutual interest between said parties.

18. **Sully Historic Site Historical Marker and Interpretative Signs**. Prior to final bond release for the improvements related to the second building on the Property, the Applicant shall fund the cost of (not to exceed a maximum amount of $15,000.00 cost for such designs, materials and installation) and erect one historical marker and up to three (3) interpretive signs for the Sully Historic Site, as shown on Sheet 13 of the CDPA/FDPA, within the Historic Sully Way right-of-way (subject to VDOT approval) and/or in other alternate locations on the Property, as determined by the Applicant in consultation with Sully Foundation. The historical marker and interpretative signs shall be located in a manner that avoids conflicts with landscaping, berming treatments and/or utility easements shown on the CDPA/FDPA. The initial design and text of said marker and interpretive signs shall be provided to the Applicant by Sully Foundation. The Applicant shall provide its final design of said marker and interpretative signs to Sully Foundation for approval prior to installation. The Applicant's obligation to erect the historical marker and interpretive signs shall be contingent upon Sully Foundation obtaining necessary approvals from the Site Manager of the Sully Historic Site, Fairfax County History Commission and/or ARB, as may be applicable. The location of the proposed historical marker and interpretative signs shown on the CDPA/FDPA are approximate and subject to change without requiring approval of a PCA and/or an FDPA.

    In addition, the fast food restaurant shall include framed pictures (or prints) of the Sully Plantation (or some other integrated design treatment) as part of its interior decorating, in consultation with the Sully Foundation, to highlight the presence of the Sully Plantation.

19. **Road Improvements**. The following road improvements shall be provided by the Applicant, subject to and as approved by VDOT and DPWES.

    A. Air and Space Museum Parkway/Site Entrance at Dulles Discovery North ("DDN"). The Applicant shall obtain the DDN owner's permission to, and shall restripe the southbound lane configuration exiting DDN onto Air and Space Museum Parkway, to accommodate two right turn lanes and a shared left/through lane, prior to the issuance of the Non-RUP for the first building constructed on the Property. Signage shall be installed to prohibit right turns on red from the center lane, subject to VDOT approval.

    B. Historic Sully Way.

i. As shown on the CDPA/FDPA, the Applicant shall modify the existing intersection on Historic Sully Way at the main entrance to the Property and to the Dulles Discovery South office ("DDS Office") development to provide a standard curb design, subject to VDOT approval.

ii. At time of site plan approval for the Property, the Applicant shall dedicate in fee simple to the Board of Supervisors, right-of-way up to an additional 12 feet along the relevant frontage of the Property as necessary for construction of a right turn lane into the Property's northernmost entrance and, if approved by VDOT, shall construct a right turn lane on Historic Sully Way at the northernmost entrance to the Property prior to issuance of the non-RUP for the first building on the Property. The Applicant shall install signage at this entrance to restrict access to right-turn in movements only.

iii. The Applicant shall restripe Historic Sully Way at its intersection with the Property and DDS Office to provide a westbound left turn lane and one westbound, shared through/right turn lane prior to issuance of the non-RUP for the first building on the Property.

iv. As set forth in the Proffer Interpretation for DDS Office dated June 29, 2012 for RZ/FDP 2009-SU-024, PCA 2003-SU-035, SEA 2003-SU-023 (the "Proffer Interpretation"), a traffic signal at the main entrance to the Property and DDS Office shall be installed by Sully East L.C. or the then-current DDS office owner ("DDS Owner"), related entity of The Peterson Companies, if and when warranted by VDOT. If warrants for installing a traffic signal are not met prior to occupancy of the DDS-DD4 Office building, funds shall be escrowed by the DDS Owner for the design and installation of a traffic signal at this intersection as set forth in the Proffer Interpretation, and when ultimately warranted, the DDS Owner shall draw down said escrowed funds and shall install said signal.

v. The Applicant shall extend the westbound left turn lane on Historic Sully Way to create two continuous lanes along Historic Sully Way from the right-in only entrance to the main entrance to the Property. The timing of this improvement is to coincide with the construction of the traffic signal at Historic Sully Way referenced in Proffer 19.B.iv above.

20. **Traffic Signal Timing Modifications**. If necessary, the Applicant shall submit a traffic signal timing modification analysis to VDOT for the Air and Space Museum Parkway/DDN Site Entrance intersection traffic signal prior to the issuance of the Non-RUP for the first building constructed on the Property. Such respective traffic signal timing modification analysis shall be for the purpose of determining whether the adjustment to the signal timings of the Air and Space Museum Parkway/DDN Site entrance intersection traffic signal are warranted due to the additional right turn lane and shared left/through lane configuration as set forth in Proffer 19A above. In the event that VDOT determines that adjustments to the signal timings are warranted, then the

Applicant shall make such adjustments prior to issuance of the Non-RUP for the last building on the Property. Should no timing adjustments be deemed necessary for the Air and Space Museum Parkway/DDN Site entrance traffic signal based upon such respective analyses, then the Applicant's respective obligation for traffic signal timing modification under this proffer shall be deemed satisfied.

21. **Bicycle Parking**. The Applicant shall provide bicycle racks throughout the Property, the specific locations of which shall be determined at the time of site plan subject to the approval of the Fairfax County Department of Transportation (FCDOT). The bike racks shall be inverted U-style racks or other design approved by FCDOT. The total number of bike parking/storage spaces shall be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking for each building or group of buildings.

22. **Service Station/Quick Service Food Store**.

    A. Canopy. The material of the service station canopy shall consist of steel with a standing seam metal roof as generally shown on Sheet 12 of the CDPA/FDPA. Any lighting on the canopy fascia shall be downlit, so long as such lighting is in conformance with the lighting standards set forth in Article 14 of the Zoning Ordinance. There shall be no signage on the canopy.

    B. Gas Pumps. There shall be no monitors or other similar programmable changing electronic displays used for recorded announcements, music, or advertising.

    C. Loudspeakers. No outdoor loudspeakers shall be permitted.

23. **Trash Enclosures**. Trash areas/enclosures shall be constructed of materials that are compatible with the building design. All dumpsters shall be fully screened from view through the use of opaque gates or doors.

24. **Severability**. Any portion of the Property may be the subject of a PCA, CDPA and/or FDPA without joinder and/or consent of the other portions of the Property, if such PCA, CDPA and/or FDPA does not have any material adverse effect on such other sections. Previously approved proffered conditions or development conditions applicable the section(s) not the subject of the PCA, CDPA and/or FDPA shall otherwise remain in full force and effect.

25. **Successors and Assigns**. Each reference to "Applicant" in this Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest, assigns, and/or developer(s) of the Property or any portion of the Property.

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

[SIGNATURES ON THE FOLLOWING PAGES]

DD SOUTH RETAIL LC
Applicant and Title Owner

BY: MVP Management, LLC, its Manager

By: _____
Name: Jan M. Peterson
Title: Manager

PRIMROSE SCHOOL FRANCHISING COMPANY

As Contract Purchaser of a portion of Parcel 34-2-((1))-1B, Primrose School Franchising Company acknowledges that it will be bound by these proffers and any amendments or interpretations relating thereto, as they apply to the acquired property, upon acquisition of said property.

By: _____

Name: J. Derek Fuller

Title: Vice President/Chief Financial Officer

Exhibit A

Dulles Discovery South Retail - Green Building Element Checklist **06/10/2014**

	Element Description	Child Care Center	Bank	Fast Food Restaurant	Quick Service Food Store
1	LEED AP professional	x	x	x	x
2	Bike racks	x	x	x	x
3	Preferred low emission parking	x	x	x	x
4	Minimum parking spaces		x	x	
5	Open space	x	x	x	x
6	Non-invasive plants	x	x	x	x
7	Interior parking lot landscaping	x	x	x	x
8	25% concrete to reduce heat island			x	
9	White roof		x	x	x
10	Irrigation system	x	x	x	x
11	Water efficient landscaping	x	x	x	x
12	LED exterior lighting	x	x	x	x**
13	Interior lighting controls		x	x	
14	Low flow plumbing fixtures	x*	x	x	x***
15	Enhanced Commissioning			x	
16	HVAC Commissioning	x			
17	CFC refrigerants		x	x	x
18	Reduction in energy use		x	x	
19	Energy data	x	x	x	x
20	Recycling areas	x	x	x	x
21	Construction waste management	x	x		
22	Regional materials		x		
23	Low VOC materials	x	x	x	x
24	Carpet	x		x	x
25	Vinyl flooring	x		x	
26	Natural lighting	x	x		
27	LED lamps	x	x	x	x
28	Energy Star applicances			x	x****
29	Roof overhangs	x			x
30	Low-e glazing at storefront	x	x		x
31	Cocoon attic space	x			
32	Acoustical performance	x			
33	Energy Recovery Units	x			

* The junior size water closets are not readily available w/ <1.28 gpf. All other fixtures will comply as noted.

** The food market is open 24 hours and does not have "after-hours".

*** Excludes kitchen and janitor sink faucets pending further confirmation.

**** Limited to equipment that is not proprietary to Wawa.