

**BLOCK 4 LLC
RESTON TOWN CENTER PROPERTY LLC
PROFFER STATEMENT
DPA 85-C-088-7
PCA 85-C-088-9**

**February 19, 2014
Revised July 14, 2014**

Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended) (the "Zoning Ordinance"), the property owners and applicants, for themselves and their successors and assigns (collectively, the "Applicant"), in this Proffered Condition Amendment ("PCA") and Development Plan Amendment ("DPA") proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Map as 17-1 ((16)) 1 and 4 ("Block 4") and 17-1 ((16)) 5A ("Block 5" and, collectively with Block 4, the "Property") shall be in accordance with the following conditions ("Proffers") if, and only if, DPA 85-C-088-7 and PCA 85-C-088-9 (collectively, the "Application") are granted. The Applicant reconfirms its commitment to the proffers associated with RZ 85-C-088, as amended (the "Existing Proffers"), except as modified herein. These Proffers, if accepted, amend and supplement only those Existing Proffers referenced below. In the event this Application is denied, these Proffers will immediately be null and void and of no further force and effect, and the Existing Proffers shall remain in effect.

AMENDMENT OF EXISTING PROFFERS

C. DEVELOPMENT PLAN FOR RZ 85-C-088

1. The Property is located within the Town Center Core Area and shall be developed in substantial conformance with the Development Plan Amendment ("Development Plan") dated August 3, 2013, and revised through July 14, 2014, prepared by Urban, Ltd., and consisting of 44 sheets, of which sheets 5, 8, 9, 10, and 10A are described below.

- a. Development Plan Amendment for the Property. Sheet 5 of the Development Plan shows the generalized location of the various buildings in the Town Center Core Area; their proposed uses, proposed building heights; and provides an overview of the interrelationship of all the components.
- b. Master Plan. Sheet 8 of the Development Plan shows the generalized location of the various buildings in the Town Center Core Area and their proposed uses and provides an overview of the interrelationship of all the components.
- c. Overall Landscape Plan. Sheet 9 of the Development Plan shows the location of the urban parks, the continuity of the urban streetscapes throughout the Urban Core and the increased intensity of landscaping proposed for the highly pedestrian "Market Street."

- d. Right-of-Way/Traffic Circulation Plan. Sheet 10 of the Development Plan shows the urban grid street pattern that will differentiate the Urban Core from the rest of Reston with its meandering streets.
- e. Pedestrian Circulation/Parking Garage Entrance-Exit Plan. Sheet 10A of the Development Plan shows primary and secondary circulation patterns, the pedestrian linkages to the surrounding area and the circulation from the parking structures to the buildings. It also shows the proposed entrances and exits from the parking structures.

ADDITIONAL NEW PROFFERS

GENERAL

12. Minor Modifications. Minor modifications to the Development Plan may be permitted pursuant to Section 16-203(13) of the Zoning Ordinance when necessitated by sound engineering or when necessary as part of final site engineering. Such modifications may be permitted, provided: (a) the maximum building heights for each building are not increased beyond the heights identified on Sheets 2, 5, and 7 of the Development Plan and Proffer 17; (b) the minimum setbacks for each building are not decreased beyond the setbacks identified on Sheet 7 of the Development Plan; (c) the minimum amount of open space identified on Sheet 2 of the Development Plan is not reduced; and (d) the development otherwise is in substantial conformance with these Proffers and the Development Plan.

13. Future Applications. Any portion of the Property may be the subject of a DPA, PCA, Rezoning, Planned Residential Community Amendment (“PRCA”), Special Exception (“SE”), Special Permit (“SP”), Comprehensive Sign Plan (“CSP”), Variance or other zoning action without the joinder and/or consent of the owner(s) of the other land area(s), provided that such application complies with Par. 6 of Sect. 18-204 of the Zoning Ordinance and Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application shall remain in full force and effect.

PROPOSED DEVELOPMENT

14. Proposed Development. The development proposed with this Application shall include: (a) a multi-family residential building containing up to 549 multi-family dwelling units (the “Residential Units”) and up to 25,100 square feet of any non-office, non-residential uses (the “Residential Building Retail Uses”) as permitted under Section 6-302(D) of the Zoning Ordinance (collectively, the “Residential Building Uses”) in accordance with the tabulations set forth on Sheet 2 of the Development Plan; and (b) an office building containing up to 276,788 square feet of office uses (“Office Uses”) and up to 7,800 square feet of non-office, non-residential uses (the “Office Building Retail Uses”) as permitted under Section 6-302(D) of the Zoning Ordinance (collectively, the “Office Building Uses”) in accordance with the tabulations set forth on Sheet 2 of the Development Plan. The Applicant may convert any square footage of Office Uses to Office Building Retail Uses, provided the Office Building Uses collectively do not exceed 284,588 square feet of gross floor area and any Office Uses square footage converted

to Office Building Retail Uses is developed in accordance with Proffer 16 below. Collectively, the Residential Building Uses and the Office Building Uses shall constitute the “Proposed Development.

15. Cellar Space. As shown on Sheet 2 of the Development Plan, the 25,100 square feet of Residential Building Retail Uses may be comprised of up to 4,500 square feet of gross floor area and up to 20,600 square feet of cellar space, as each are defined under the Zoning Ordinance, based on the building height measurement for the multi-family residential building calculated in accordance with Sections 2-307(3) and 20-300 of the Zoning Ordinance.

16. Retail Uses. The Residential Building Retail Uses and the Office Building Retail Uses may be located on the ground level of the residential building and the office building, respectively, and may include any non-office, non-residential uses as permitted under Section 6-302(D) of the Zoning Ordinance. Any such uses identified as a Group or Category use under Section 6-302(D) of the Zoning Ordinance may be permitted through a separate SP or SE, without the need for a DPA, PCA, or PRCA, provided the use is in general conformance with the Development Plan.

17. Building Height. The building heights for the Proposed Development shall not exceed the maximum building heights shown on Sheet 2, 5, and 7 of the Development Plan. Building height shall be measured in accordance with the provisions of the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum building height regulations as set forth in Section 2-506 of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing the Proposed Development to lesser building heights than those which are represented on the Development Plan, provided the configuration of the building footprints remain in substantial conformance with that shown on the Development Plan.

18. Declarations and Owners’ Associations.

- A. Umbrella Owners’ Association. At any time, the Applicant may record a declaration and/or establish an Umbrella Owners’ Association (the “UOA”) for the Property to address the general maintenance and other obligations (including stormwater management and transportation demand management) of the owner(s) (and their successors and assigns), including the fulfillment of these Proffers. If recorded or established, the declaration and/or UOA documents shall separately identify those maintenance or proffer obligations that will or are expected to fall principally on owners or residents of the residential building and such obligations shall be disclosed to the owners/residents in accordance with the terms of this proffer.
- B. Homeowner and Condominium Owners’ Association. In the event any of the Residential Units are held for sale, the Applicant shall cause either a homeowners association and/or a condominium owners association (“HOA/COA”) to be formed for the Residential Building Uses. If a declaration is recorded and/or a UOA is established for the Property, the HOA/COA shall be a member of the declaration and/or UOA.

- C. Commercial Association(s). The Applicant may cause a Commercial Association (“CA”) to be formed for the Office Building Uses. In the event the Residential Units are leased as a rental residential building without units held for sale, the Applicant may cause a CA to be formed for the Residential Building Uses. If a declaration is recorded and/or a UOA is established for the Property, each CA shall be a member of the declaration and/or UOA.
- D. Disclosures. The declaration establishing any HOA/COA/CA on the Property (including budgets provided in any offering or sale materials) shall specify the proffer and maintenance conditions and obligations set forth in these Proffers. Purchasers shall be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.
- E. UOA Transportation Demand Management (“TDM”) Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property shall be advised of the applicable TDM obligations described in Proffer 35. All HOA/COA/CA members shall be informed of any funding obligations for the TDM program prior to entering into a contract of sale, and all such obligations shall be included in the HOA/COA/CA documents.
- F. Additional Associations. In addition to the UOA/HOA/COA/CAs described above, the Applicant may join any existing associations, record any additional declarations, and/or establish any additional associations, such as, but not limited to, a master condominium owners association and/or condominium owners associations for any of the individual uses/facilities within the Proposed Development, as may be deemed necessary by the Applicant.

LIGHTING

19. Lighting. All on-site outdoor and parking garage lighting provided with the Proposed Development shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All proposed parking garage and building mounted security lighting on the Property shall utilize full cut-off fixtures.

PARKING

20. Zoning Ordinance Parking Requirements. Parking for the Residential Building Uses shall be provided in accordance with the parking requirements of Article 11 of the Zoning Ordinance, as determined by the Department of Public Works & Environmental Services (“DPWES”). Parking for the Office Building Uses shall be provided in accordance with the requirements of the Shared Parking Agreement for Phase I of the Reston Town Center Urban Core recorded in Deed Book 21796, at Page 589, of the land records of Fairfax County, Virginia, as such Shared Parking Agreement may be amended from time to time. The Applicant reserves the right to provide parking spaces in addition to the total number of parking spaces shown on Sheet 2 of the Development Plan: (a) if such additional spaces result from the final design of the parking structures to avoid partial garage floors, or (b) to the extent necessary to accommodate

uses established on the Property that result in a higher parking requirement than is shown on the Development Plan (e.g., eating establishments), provided that (i) the building heights as set forth on Sheets 2, 5 and 7 of the Development Plan and in Proffer 17 are not exceeded and (ii) the building footprints for each building as shown on the Development Plan do not increase.

21. Block 4 Interim Construction Parking. During construction of the Residential Building Uses on Block 4, the Applicant may be permitted to utilize parking spaces located in adjacent parking garages outside of Phase I of the Reston Town Center Urban Core in order to satisfy the requirements of the Shared Parking Agreement applicable to the Property, provided: 1) that the Applicant has received the approval of the Director of DPWES for the use of such off-site parking spaces under the applicable provisions of the Shared Parking Agreement, and 2) that the Applicant has provided documentation satisfactory to the Director of DPWES demonstrating the right to use such off-site parking spaces during construction of the Residential Building Uses. The Applicant shall install signage directing patrons to the locations of any off-site parking facilities and shall provide evidence of such signage to the Director prior to the commencement of construction of the Residential Building Uses.

22. Block 5 Interim Construction Parking. In the event the Applicant develops the Office Building Uses on Block 5 prior to development of the Residential Building Uses on Block 4, then upon construction of the Office Building Uses on Block 5 the Applicant may be permitted to utilize parking spaces located in adjacent parking garages outside of Phase I of the Reston Town Center Urban Core in order to satisfy the requirements of the Shared Parking Agreement applicable to the Property until the completion of construction of the Residential Building Uses on Block 4, provided: 1) that the Applicant has received the approval of the Director of DPWES for the use of such off-site parking spaces under the applicable provisions of the Shared Parking Agreement, 2) that the Applicant has provided documentation satisfactory to the Director of DPWES demonstrating the right to use such off-site parking spaces during construction of the Office Building Uses and continuing through the completion of construction of the Residential Building Uses on Block 4, and 3) that the Applicant has obtained approval of a parking reduction for uses served by adjacent parking garages outside of Phase I of the Reston Town Center Urban Core if and as necessary to accommodate the number of off-site parking spaces needed to satisfy the requirements of the Shared Parking Agreement applicable to the Property. The Applicant shall install signage directing patrons to the locations of any off-site parking facilities and shall provide evidence of such signage to the Director prior to the commencement of construction of the Office Building Uses.

23. Future Parking Reductions. Given (a) the character of the Proposed Development as a mixed-use, pedestrian-friendly development in the Reston Town Center Urban Core, (b) the Property's proximity to the existing Reston Town Center Transit Station, (c) the Property's proximity to the future Reston Town Center Metro Station, and (d) the Transportation Demand Management ("TDM") program detailed in Proffer 35, the Applicant may pursue a parking reduction for the Proposed Development, as may be permitted by Article 11 of the Zoning Ordinance and approved by the Board of Supervisors.

24. Residential Building Visitor Parking. As part of the development of the Residential Building Uses on Block 4, the Applicant shall provide a minimum of 17 parking spaces within the parking structure on Block 4 designated for visitors of the Residential Units. Such visitor

parking spaces shall be inclusive of, and not in addition to, the total number of parking spaces required for the Residential Units under Article 11 of the Zoning Ordinance or pursuant to a parking reduction approved by the Board of Supervisors in accordance with Proffer 23. The visitor parking spaces shall be provided in a location convenient to the Residential Units. Such parking spaces shall be reserved exclusively for visitors of the Residential Units, provided, however, that the Applicant may allow parking within such visitor spaces for car sharing vehicles (i.e., Zipcar, Car2Go, or other car sharing program implemented by the Applicant or others as part of the TDM program outlined in Proffer 35 below). The Applicant shall provide signs identifying the purpose of the visitor parking spaces and stating that vehicles parked in violation of such restrictions shall be towed at the vehicle owner's expense. The responsibilities of the TDM Program Manager described in Proffer 35 below shall include coordination with a towing service for the towing of vehicles parked in violation of the visitor parking restrictions.

25. Bicycle Parking. As part of the site plan approval for each building within the Proposed Development, the Applicant shall designate on the site plan and install secure bicycle storage in locations convenient to the office, multi-family residential, and retail uses shown on such site plan using the standards outlined below. For purposes of this Proffer 25, short-term bicycle parking shall be located anywhere within the Property. Long-term bicycle parking shall be in a secure location such as a bicycle room, cage, locker, or other secure parking option approved by the Fairfax County Department of Transportation ("FCDOT"). The Applicant also shall provide signage within the Property to guide bicyclists to the secure bicycle storage facilities.

- A. Office Bicycle Parking. The Applicant shall provide one (1) long-term bicycle parking space for every 7,500 square feet, or portion thereof, of gross floor area of Office Uses and one (1) additional short-term bicycle parking space for each additional 20,000 square feet, or portion thereof, of gross floor area of Office Uses.
- B. Residential Bicycle Parking. The Applicant shall provide one (1) long-term bicycle parking space for every three (3) multi-family Residential Units, or portion thereof, and one (1) short-term bicycle parking space for every 25 multi-family Residential Units, or portion thereof.
- C. Retail Bicycle Parking. The Applicant shall provide one (1) short-term bicycle parking spaces for every 5,000 square feet, or portion thereof, of gross floor area of Residential Building Retail Uses and Office Building Retail Uses and one (1) long-term bicycle parking space for every 7,500 square feet of gross floor area of Residential Building Retail Uses and Office Building Retail Uses, or portion thereof.
- D. Consultation with FCDOT. The Applicant shall determine the final locations of the secure bicycle storage, short-term bicycle racks, the type of bicycle racks, and bicycle signage in consultation with the FCDOT Bicycle Coordinator prior to site plan approval for each building within the Proposed Development. The bicycle storage facilities designated on the site plan for the residential building shall be installed prior to the issuance of the first RUP for the Residential Units. The bicycle storage facilities designated on the site plan for the office building shall be

installed prior to the issuance of the first Non-RUP for the Office Uses. The bicycle signage for each building shall be installed prior to the issuance of the earlier of the first RUP or Non-RUP for such building, as applicable.

SIGNAGE

26. Signage. Signage for the Proposed Development shall be provided in accordance with the requirements of the “Reston Town Center Urban Core Comprehensive Sign Plan Manual” approved with CSP 85-C-088, as may be amended from time to time, or pursuant to a separate Comprehensive Sign Plan Amendment approved by the Planning Commission in accordance with Section 12-210 of the Zoning Ordinance.

NOISE ATTENUATION

27. Noise Attenuation. Concurrent with the initial submission of the building permit for the residential building, the Applicant shall submit to the County a refined acoustical analysis detailing the projected noise impacts of Reston Parkway on the Residential Units and proposed mitigation techniques (the “Noise Study”). The Noise Study shall be conducted in accordance with requirements established by the Fairfax County Department of Planning & Zoning (“DPZ”) and shall be submitted to DPZ and DPWES for review and approval. The Noise Study shall include projected noise levels in the Residential Units shown on the submitted site plan based on the proposed final site topography and conditions as shown on the site plan (rather than existing topography and conditions). The Noise Study shall include the following information: site plan and cross section views of the source of the noise in relation to the residential building, the affected Residential Units, and the consultant’s recommendations for appropriate noise attenuation measures to ensure that the affected Residential Units meet the standards outlined below. A copy of the approved Noise Study shall be included with the building plan submission for the residential building. The building plan shall identify the noise-affected Residential Units and the noise attenuation measures, including materials, to be provided to ensure that each such affected Residential Units meet the standards outlined below.

- A. Acceptable Noise Levels within Residential Units. The Applicant shall provide noise attenuation measures in order to reduce interior noise in all Residential Units to approximately 45 dBA Ldn or less.
 - i. Above 75 dBA Ldn. No Residential Unit (or portion thereof, such as outdoor balconies) may be established in areas projected to be impacted by noise levels greater than 75 dBA Ldn.
 - ii. 70 dBA Ldn to 75 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for Residential Units that are projected to be impacted by noise greater than 70 dBA Ldn (but not more than 75 dBA Ldn) the Applicant shall construct such units using the following acoustical measures:
 - a. Exterior walls shall have a laboratory sound transmission class (“STC”) rating of at least 45;

- b. Doors 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 of Ldn 70 dBA or above;
 - c. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a laboratory STC rating of at least 45; and
 - d. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (“ASTM”) to minimize sound transmission.
- iii. 65 dBA Ldn to 70 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for Residential Units that are projected to be impacted by noise projected greater than 65 dBA Ldn (but not more than 70 dBA Ldn), the Applicant shall construct such units using the following acoustical measures:
- a. Exterior walls shall have a laboratory STC rating of at least 39;
 - b. Doors 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 of Ldn 70 dBA or above;
 - c. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a laboratory STC rating of at least 39; and
 - d. All surfaces shall be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.
- B. Noise Contours on Site Plans and Building Permits. All site plans, building permit applications and building plans submitted to the County for the Residential Units shall indicate whether the residential building is required to include noise attenuation measures and, if so, the type of attenuation measures to be implemented. Building and site plans for each unit that is subject to noise mitigation as provided herein shall depict the final noise contours as determined by the Noise Study.
- C. Alternative Measures. As an alternative to the noise attenuation measures described above, 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 such methods will be effective in reducing interior noise levels to approximately 45 dBA Ldn.

LANDSCAPING

28. Landscape Plan. The Applicant shall implement the landscape design for the Proposed Development shown on Sheet 18 of the Development Plan (the “Conceptual Landscape Plan”),

which illustrates the plantings and other features to be provided with the Proposed Development, including streetscapes, plazas and parks. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided such modifications: (a) provide a similar quality and quantity of landscaping as that shown on the Conceptual Landscape Plan, and (b) otherwise are in substantial conformance with the Development Plan.

- A. Native Species. The Applicant shall use principally native species or hardy drought tolerant adaptive plants throughout the Proposed Development, provided that the Applicant reserves the right, in consultation with and approval by the Urban Forest Management Division (“UFMD”) of DPWES, to modify as part of site plan approval the exact species to be used, such as where some plant materials are not available or have been deemed by UFMD to no longer be appropriate.

- B. Site Plan(s). As part of the initial site plan submission for each building within the Proposed Development, the Applicant shall submit to UFMD for review and approval a detailed landscape and tree cover plan (the “Landscape Plan”) for such building(s), which shall include, among other things:
 - i. Irrigation information;
 - ii. Design details for tree spaces or grates and other similar planting areas above structures and along streets;
 - iii. Composition of the planting materials and methods used for street trees or where plantings are to be located within or on top of structures and other methods to be used to ensure the viability of the proposed plantings; and
 - iv. Information demonstrating that the Landscape Plans are consistent with and are part of implementation of the stormwater management measures required under Proffer 30.

- C. Planting Quality. Each Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on the Conceptual Landscape Plan, as may be modified by the Applicant as described above, and may include the use of additional shade trees and other plant materials as determined by the Applicant. As part of final engineering and site design, the Applicant may adjust the type and location of vegetation and the design of the open spaces, courtyard areas and streetscape improvements and plantings, including adjusting the tree species and shifting the locations of street trees, to accommodate final architectural designs, sight distance concerns, and utilities, as well as to facilitate outdoor elements in the Proposed Development, as approved by the Zoning Evaluation Division (“ZED”) and UFMD, provided such adjustments otherwise are in substantial conformance with the Development Plan.

- D. Planting Strips. The Applicant shall install street trees consistent with the Streetscape plans included on Sheets 16, 17, and 18 of the Development Plan.

For trees not planted within an 8-foot wide minimum planting area, or that do not meet the minimum planting area required by the Fairfax County Public Facilities Manual ("PFM"), the Applicant shall provide details for alternative designs showing how the proposed planting spaces will provide for normal tree growth and performance by installing structural cells or an equivalent solution acceptable to UFMD to meet the following specifications:

- i. A minimum of four (4) feet open surface width and sixteen (16) square feet open surface area for Category III and Category IV trees (as defined in Table 12.17 of the PFM).
- ii. A minimum rooting area of eight (8) feet in width, which may be achieved in instances in which open surface area is less than eight (8) feet with techniques such as, but not limited to, structural cell technology, to provide non-compacted soil below paved surfaces and walkways.
- iii. 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) or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree.
- iv. Soil in planting sites shall be as specified in planting notes to be included in all site plans reviewed and approved by UFMD.

The Applicant shall provide notice to UFMD not less than 72 hours prior to the Applicant's implementation of the tree planting spaces, including the installation of any structural soils or structural cells, to permit UFMD to verify the proper installation and planting of trees in conformance with the approved site plan. If UFMD is not in attendance during the installation, the Applicant also shall provide UFMD written documentation demonstrating the materials and methods used to satisfy the requirements of the plan and verifying that the contractors performing the work are licensed as may be required by the manufacturer. Following installation and no later than final bond release for the site plan for which this proffer is applicable, the Applicant shall provide written confirmation from a Certified Arborist or Registered Consulting Arborist verifying the installation of trees by a licensed contractor consistent with the requirements of this proffer.

- E. Fire Marshal Review. The Applicant has coordinated with the Fire Marshal regarding the site design and layout of the Proposed Development and the Fire Truck Access Exhibit shown on Sheet 7A of the Development Plan. Notwithstanding such coordination, however, if it is determined during site plan review that elements of the landscape/streetscape conflict with subsequent comments from the Fire Marshal, the Applicant shall first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements of the

landscape/streetscape. If the Fire Marshal does not approve such adjustments, the Applicant shall be permitted to relocate, remove, or modify the conflicting elements of the landscape/streetscape in consultation with, and subject to approval by, UFMD and DPZ, in accordance with Proffer 12, without the need for a DPA, PCA, or PRCA.

29. Tree Preservation. As part of the first site plan approval for the Proposed Development, the Applicant shall demonstrate that the Proposed Development will meet applicable Fairfax County requirements for tree preservation and the requirements of this Proffer 29.

- A. Tree Preservation. The Applicant shall submit a tree preservation plan (“Tree Preservation Plan”) as part of the first and all subsequent site plan submissions for the Proposed Development. The Tree Preservation Plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a Certified Arborist or Registered Consulting Arborist, and shall be subject to the review and approval of UFMD.

The Tree Preservation Plan shall consist of a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all trees to be preserved, as well as all on- and off-site trees, living or dead, with trunks twelve (12) inches in diameter and greater (measured 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet of the limits of clearing and grading shown on the Development Plan. The Tree Preservation Plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the Development Plan, and those additional areas in which trees can be preserved as a result of final engineering. The Tree Preservation Plan shall include all items specified in PFM 12-0507 and 12-0509. Special attention shall be given to existing trees in the park area that are in fair to poor health. Previous soil disturbance, including compaction and turf grass over root zones, have likely reduced tree root growth leading to decline, which is evident in crown dieback. The future health and condition of these trees and their value to the landscape will likely depend, to some degree, on maintenance activities designed to improve the viability of the soil in the root zones.

In addition, care of an established root zone treatment area for existing overstory trees should be a priority of the Tree Preservation Plan. 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. To that end, the Tree Preservation Plan shall include the following elements:

- Establishment of an area for treatments designed to enhance root growth and vitality and the establishment of limits of disturbance for the Proposed Development at this boundary.

- Implementation of treatments designed to enhance root systems, which may include, but shall not be limited to, treatments to aerate the soil, provide nutrients, increase soil organic matter content, and increase water infiltration.
- Due to the potential for increased use of the park to further impact existing trees, plans for the layout and use of the park shall demonstrate how impacts to existing trees will be minimized and how the design will contribute toward the improved health and condition of existing trees by separating higher use areas from tree root zones. Root protection areas shall be delineated (typically areas of mulch and ground covers) from more active use areas (turf). The plan shall be labeled to indicate planned use of areas within the park.
- Supplemental planting using a diverse selection of overstory and understory species to replace the tree canopy as existing trees decline and die. For best survivability and to minimize disturbance, it is suggested that trees planted within the treatment area of the root zones be no larger than 2 inches caliper for deciduous overstory trees and 1 – 1.5 inches caliper for understory species at the time of planting.

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 Registered Consulting Arborist shall walk the limits of clearing and grading with a representative of UFMD to determine, in UFMD's reasonable judgment, whether any adjustments to the clearing limits should 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, if any, shall be memorialized in writing and implemented by the Applicant. 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. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the Development Plan, subject to allowances specified in these proffered conditions 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 Development Plan, they shall be located in the least disruptive manner necessary as determined by the Applicant and UFMD. The Applicant shall develop and implement a replanting plan, subject to approval by UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities. Alteration of the

limits of clearing and grading due to the circumstances described above shall not require the approval of a DPA, PCA, or PRCA.

- D. Tree Preservation Fencing. All trees shown to be preserved on the Tree Preservation Plan shall be protected by tree protection fencing. Tree protection fencing 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, shall be erected at the limits of clearing and grading as shown on the Phase I & II erosion and sediment control sheets, as may be modified by in accordance with Proffer 17.E below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the direct supervision of a Certified Arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing and grading activities, but subsequent to the installation of the tree protection devices, the Applicant shall provide UFMD notice and the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the tree preservation fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFMD.

- E. 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 submitted site plan. The details for these treatments shall be reviewed and approved by UFMD and accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to, the following:

- Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
- Root pruning shall take place prior to any clearing and grading.
- Root pruning shall be conducted under the supervision of a Certified Arborist.
- A UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.

- F. Site Monitoring. During any clearing or tree/vegetation removal on the Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted in accordance with these Proffers and as approved by UFMD. The Applicant shall retain the services of a Certified Arborist or Registered Consulting Arborist to monitor all construction work and

tree preservation efforts in order to ensure conformance with all tree preservation proffers and UFMD approvals. The monitoring schedule shall be described and detailed in the Tree Preservation Plan, and reviewed and approved by the UFMD.

- G. Mulching. Mulched areas shall be provided for existing trees designated for preservation equal, at a minimum, to the area around trees identified as the structural critical root zone. Where these areas overlap, a continuous mulched bed shall include groups of trees. Mulch in structural critical root zone areas shall be maintained for the life of the tree and provide for any new planting. In addition, during the construction phase of the project, a continuous mulch strip 15 feet wide shall be provided along the limits of disturbance within preserved critical structural root zone areas. Mulch shall consist of material as specified in the Tree Preservation Plan.

STORMWATER MANAGEMENT

30. Stormwater Management. As part of site plan approval for each building with the Proposed Development, the Applicant shall demonstrate that such building will meet applicable Fairfax County PFM requirements for stormwater quantity and stormwater quality in effect at the time of site plan approval for each building. The site plan shall include strategies for addressing both water quantity and water quality management issues, including detailed mitigation measures to be implemented as part of construction. The Applicant shall construct (or utilize existing) stormwater quantity and quality measures in accordance with the site plan for each building (and each subsequent revision thereto) such that the stormwater management goals outlined below shall be achieved.

- A. Stormwater Management Goals. Using a series of infiltration facilities and/or structural and non-structural stormwater management and/or Best Management Practices (“BMP”) facilities, the Applicant shall demonstrate each building’s conformance with applicable PFM requirements for stormwater quantity and stormwater quality in effect at the time of site plan approval for each building within the Proposed Development.
- B. Green Roofs. The Applicant shall include a vegetative roof of approximately 4,000 square feet for the residential building to be developed on Block 4 and a vegetative roof of approximately 500 square feet for the office building to be developed on Block 5, in the general locations shown on Sheet 7 of the Development Plan, as a low impact development technique in furtherance of the goal of reducing the total stormwater runoff volume of the Property. The site plan for each building shall identify the location, size, and anticipated stormwater runoff volume reduction of the vegetative roof for such building. Any adjustments to the location of the vegetative roof for each building made by the Applicant in consultation with DPZ and DPWES shall not require approval of a DPA, PCA, or PRCA.
- C. Maintenance Responsibility. Prior to site plan approval for each building within the Proposed Development, the Applicant shall execute an agreement with the

County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all stormwater management facilities that are part of the building subject to the site plan ("SWM Facilities"). The SWM Agreement shall require the Applicant (or its successors) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided on the approved site plan for each building, and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES, provided DPWES requests such a maintenance report. The SWM Agreement also shall address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

TRANSPORTATION IMPROVEMENTS

31. Fountain Drive Left Turn Lane. Subject to approval by the Virginia Department of Transportation ("VDOT"), FCDOT, and the owner of the parcel identified on the Fairfax County Tax Map as 17-1 ((16)) A2, the Applicant shall implement the lane striping and median modifications necessary to create a new dedicated left turn lane on northbound Fountain Drive at the approach to New Dominion Parkway as shown on Sheet 3 of the Development Plan. The Applicant shall implement such lane restriping and median improvements prior to the issuance of the 1st RUP for the Residential Units.

32. New Dominion Parkway Left Turn Lane. Subject to approval by VDOT, the Applicant shall construct the turn lane improvements, and implement lane restriping as necessary, to extend the existing left turn lane on eastbound New Dominion Parkway at the approach to Reston Parkway as shown on Sheet 6 of the Development Plan. The Applicant shall implement such turn lane extension improvements and lane restriping prior to the issuance of the 1st RUP for the Residential Units.

33. Reston Parkway Left Turn Lane. Subject to approval by VDOT, the Applicant shall construct the turn lane improvements, and implement lane restriping as necessary, to extend the existing left turn lane on northbound Reston Parkway at the approach to New Dominion Parkway as shown on Sheet 3 of the Development Plan. The Applicant shall implement such turn lane extension improvements and lane restriping prior to the issuance of the 1st RUP for the Residential Units.

34. Bus Stop. Subject to approval by FCDOT and VDOT, the Applicant shall install a concrete pad, a bench, and related signage for a bus stop along the New Dominion Parkway frontage of the Property north of the existing sidewalk generally as shown on Sheet 7 of the Development Plan. The final location of the bus stop shall either be on the Property or within the New Dominion Parkway right-of-way as mutually agreed upon by the Applicant, FCDOT, and VDOT prior to the first site plan approval for the Proposed Development. Any adjustments to the location of the bus stop made by the Applicant in consultation with FCDOT and VDOT shall not require approval of a DPA, PCA, or PRCA. The Applicant's provision of the bus stop facilities shall be subject to FCDOT and/or VDOT agreeing to maintain such facilities following their installation by the Applicant.

TRANSPORTATION DEMAND MANAGEMENT

35. 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/or its successors and assigns, which may include any UOA/HOA/COA/CA or other association established for the Property, 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 Residential Units and Office Uses constructed on the Property. The Applicant acknowledges that, notwithstanding the TDM Program established in this Proffer 35, the Property remains subject to the transportation system management program identified in Proffer B of the consolidated set of proffers associated with the Reston Town Center Rezonings dated February 27, 1987, with the intent of such program to reduce by approximately twenty-five percent (25%) office related vehicular trips upon build-out of the Town Center Study Area, as further described therein. It is the intent of the Applicant to supplement, rather than replace, the existing transportation system management program for the Town Center Study Area with the proffered TDM Program for the Residential Units and Office Uses constructed on the Property, as further described in this Proffer 35.

A. Definitions.

- i. Applicant Control Period for Residential Units. The “Applicant Control Period for Residential Units” is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the Residential Units reach Build Out show that vehicle trips generated by the Residential Units are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period for Residential Units, the Applicant may assign responsibility for the ongoing implementation of the Residential Units portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the Residential Units, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant shall have no further obligations under this Proffer 35 with respect to the Residential Units.
- ii. Applicant Control Period for Office Uses. The “Applicant Control Period for Office Uses” is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the Office Uses reach Build Out show that vehicle trips generated by the Office Uses are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period for Office Uses, the Applicant may assign responsibility for the ongoing implementation of the Office Uses portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the Residential Units, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant

shall have no further obligations under this Proffer 35 with respect to the Office Uses.

- iii. Build Out. For purposes of this Proffer, “Build Out” of the Residential Units shall be deemed to occur upon eighty-five percent (85%) occupancy of the Residential Units and “Build Out” of the Office Uses shall be deemed to occur upon eighty-five percent (85%) occupancy of the Office Uses, except as otherwise agreed to by the Applicant and FCDOT.
- iv. Peak Hours. For purposes of this Proffer, the relevant weekday “Peak Hours” shall be that 60-minute period during which the highest weekday volume of mainline trips occurs between 7:00 to 9:00 AM and 4:00 to 6:00 PM, as determined by mechanical traffic counts conducted at two select locations abutting the Property as approved in consultation with FCDOT. To determine the Peak Hour, such counts shall be collected beginning on a Monday at 24:00 hours and continuing to the following Thursday at 24:00 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant Peak Hours shall be defined in conjunction with each of the Residential Trip Counts and Office Trip Counts described below. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

- B. Transportation Demand Management Work Plan. The proffered elements of the TDM Program will be more fully described in a Transportation Demand Management Work Plan (the “TDM Work Plan”). It is the intent of this Proffer 35 that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the 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 for the Residential Units and Office Uses 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, provided the TDM Work Plan continues to reflect the proffered elements of the TDM Program as set forth below.
- C. Transportation Management Association. The Applicant shall coordinate with and participate in the Dulles Area Transportation Association as part of its implementation of the TDM Program.
- D. Trip Reduction Goal. The objective of the TDM Program shall be to reduce the number of weekday peak hour vehicle trips generated by the Residential Units and Office Uses (excluding Secondary Uses) located within the Property in accordance with TDM Guidelines for Fairfax County dated January 1, 2013.

- i. Baseline Residential Trips. The baseline number of weekday peak hour vehicle trips for the Residential Units within the Property (the “Baseline Residential Trips”) against which the TDM Goal (as defined in subparagraph iii) will be measured shall be derived by using the trip generation rates/equations applicable to the Residential Units as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition, based on a total of 549 Residential Units, as reflected in the Traffic Impact Study prepared by Wells+Associates, Inc. dated March 18, 2014. The product of the Baseline Residential Trips multiplied by TDM Goal shall be the “Maximum Residential Trips After Reduction.”
 - ii. Baseline Office Trips. The baseline number of weekday peak hour vehicle trips for the Office Uses within the Property (the “Baseline Office Trips”) against which the TDM Goal (as defined in subparagraph C.iii) will be measured shall be derived by using the trip generation rates/equations applicable to the Office Uses as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition, based on a total of 276,788 square feet of Office Uses, as reflected in the Traffic Impact Study prepared by Wells+Associates, Inc. dated March 18, 2014. The product of the Baseline Office Trips multiplied by TDM Goal shall be the “Maximum Office Trips After Reduction.”
 - iii. TDM Goal. The TDM strategies shall be utilized to reduce the peak hour vehicular trips by a minimum of thirty-five percent (35%) for the Residential Units and Office Uses as measured for the PM peak hour (the “TDM Goal”). The TDM Goal shall apply separately and independently to the Residential Units and the Office Uses in the implementation of the TDM Program.
- E. TDM Strategies. The following list represents potential TDM strategies the Applicant may select and implement as part of the TDM Work Plan in order to meet the TDM Goal. It is the Applicant’s intent to identify a non-exclusive list of potential TDM strategies, which the Applicant may amend and supplement from time to time, subject to approval by FCDOT, without the need for a PCA. The TDM strategies are as follows:
- i. Property-wide TDM Program management;
 - ii. Financial incentives/disincentives;
 - iii. Alternative work arrangements;
 - iv. Marketing and dissemination of Fairfax County/regional program information;
 - v. Live-work-play marketing;
 - vi. Bicycle facilities, as set forth in Proffer 25;

- vii. Regular TDM monitoring and reporting; and/or
- viii. Parking management.

F. 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.

- i. TDM Program Manager. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager (“TPM”) for the Property. If not previously appointed, the TPM shall be appointed by no later than sixty (60) days after the issuance of the first building permit for the Residential Units or the Office Uses to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT in writing within ten (10) days of the appointment of the TPM. Following the initial appointment of the TPM, the Applicant or UOA/HOA/COA/CA, as applicable, shall continuously employ, or cause to be employed, a TPM for the Property, and shall notify FCDOT in writing within ten (10) days of any change in such appointment.
- ii. Annual Report and Budget. The Applicant shall prepare and submit to FCDOT an initial TDM Work Plan and an initial TDM budget for one (1) calendar year of implementation of the TDM Work Plan (the “Annual Budget”) no later than one (1) year after the issuance of the first building permit for the Proposed Development. The TDM Work Plan shall include TDM strategies for the Residential Units and/or the Office Uses for which a building permit has been issued by the County. Every calendar year thereafter, but not later than March 15th, the applicable TPM shall submit an annual report of the TDM Program (“Annual Report”), based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any additional development on the Property and/or any new external variables that would affect the TDM Program. The Annual Report shall summarize the results of the TDM Program and may update the TDM Work Plan and the Annual Budget for the coming calendar year. The Annual Report shall include, at a minimum:
 - a. Details as to the start-up/ongoing components of the TDM Program
 - b. The estimated budget needed to implement the TDM program for the coming calendar year; and
 - c. The Maximum Residential Trips After Reduction and the Maximum Office Trips After Reduction determined in accordance

with Proffer 35.D above.

The initial TDM Work Plan and initial Annual Budget, and subsequently the Annual Reports, the Annual Budgets, and any changes to the TDM Work Plan, shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the TDM Work Plan, the Annual Report, and the Annual Budget shall be deemed approved and the program elements shall be implemented. If FCDOT responds with comments on the TDM Work Plan, the Annual Report, and/or the Annual 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 to FCDOT reasonable revisions to the TDM Work Plan, the Annual Report, and/or the Annual Budget as discussed and mutually agreed to with FCDOT, with such agreement not to be unreasonably withheld by the Applicant, the TPM or FCDOT, which shall be deemed approved. Thereafter, the TPM shall begin implementation of the approved TDM Program and fund the approved Annual Budget. Following FCDOT's approval of the initial TDM Work Plan and the initial Annual Budget, in subsequent calendar years the Applicant may provide separate TDM Work Plans, Annual Budgets, and Annual Reports for the Residential Units and the Office Uses under the same procedures outlined in these Proffers.

- iii. Residential TDM Account. The Applicant shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "Residential TDM Account") within sixty (60) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal shall remain in the Residential TDM Account and shall be used by the TPM for residential TDM purposes. The Residential TDM Account shall be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the Residential TDM Account shall not be utilized for purposes other than to fund residential TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Residential TDM Account shall be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The applicable TPM shall provide written documentation to FCDOT demonstrating the establishment of the Residential TDM Account within ten (10) days of its establishment. The Residential TDM Account shall be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.
- iv. Office TDM Account. The Applicant shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "Office TDM Account") within sixty (60) days

of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal shall remain in the Office TDM Account and shall be used by the TPM for office TDM purposes. The Office TDM Account shall be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the Office TDM Account shall not be utilized for purposes other than to fund office TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Office TDM Account shall be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The TPM shall provide written documentation to FCDOT demonstrating the establishment of the Office TDM Account within ten (10) days of its establishment. The Office TDM Account shall be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.

- v. Residential TDM Remedy Fund. Prior to the issuance of the first RUP for the Residential Units, the Applicant shall establish a separate, interest bearing account (referred to as the "Residential TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the Residential TDM Remedy Fund shall be made one time at the rate of \$0.10 per gross square foot of Residential Units to be constructed on the Property. Funding shall be provided by the Applicant for the Residential TDM Remedy Fund prior to the issuance of the first RUP for the Residential Units. The amount of the one-time funding for the Residential TDM Remedy Fund shall escalate annually from the date of the approval of this Application in accordance with Proffer 46 below.
- vi. Office TDM Remedy Fund. Prior to the issuance of the first Non-RUP for the Office Uses, the Applicant shall establish a separate, interest bearing account (referred to as the "Office TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the Office TDM Remedy Fund shall be made one time at the rate of \$0.20 per gross square feet of Office Uses to be constructed on the Property. Funding shall be provided by the Applicant for the Office TDM Remedy Fund prior to the issuance of the first Non-RUP for the Office Uses. The amount of the one-time funding for the Office TDM Remedy Fund shall escalate annually from the date of the approval of this Application in accordance with Proffer 46 below.
- vii. Residential TDM Incentive Fund. The "Residential TDM Incentive Fund" is an account into which the Applicant shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees of the Residential Units within the Property. Such contributions shall be made one time for the Residential Units at the rate of \$0.02 per gross square foot of the Residential Units to be constructed on the Property and provided

prior to the issuance of the first RUP for the Residential Units. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

- viii. Office TDM Incentive Fund. The “Office TDM Incentive Fund” is an account into which the Applicant shall deposit contributions to fund a multimodal incentive program for the tenants and employees of the Office Uses within the Property. Such contributions shall be made one time for the Office Uses at the rate of \$0.02 per gross square foot of the Office Uses to be constructed on the Property and provided prior to the issuance of the first tenant Non-RUP for the Office Uses. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.
- ix. Monitoring. The TPM shall verify that the proffered TDM Goal for the Residential Units and the Office Uses is being met through the completion of surveys of the residents of the Residential Units and/or employees of the Office Uses (“Surveys”), vehicular trip counts of the Residential Units and/or the Office Uses (“Trip Counts”), and/or other such methods as may be reviewed and approved by FCDOT. The results of such Surveys and Trip Counts shall be provided to FCDOT as part of the Annual Reports. Surveys and Trip Counts shall be conducted for the Residential Units beginning with the first January after Build Out of the Residential Units. Such Surveys shall be conducted every three (3) years and such Trip Counts shall be collected annually for the Residential Units until the results of three (3) consecutive annual Trip Counts conducted upon Build Out of the Residential Units show that the TDM Goal for the Residential Units has been met. Surveys and Trip Counts shall be conducted for the Office Uses beginning with the first January after Build Out of the Office Uses. Such Surveys shall be conducted every three (3) years and such Trip Counts shall be collected annually for the Office Uses until the results of three (3) consecutive annual Trip Counts conducted upon Build Out of the Office Uses show that the TDM Goal for the Office Uses has been met. At such time as three (3) consecutive annual Trip Counts conducted upon Build Out show that the TDM Goal for the Residential Units and/or the Office Uses has been met, and notwithstanding Proffer 35.G below, Surveys and Trip Counts shall thereafter be provided for the Residential Units and the Office Uses, respectively, every five (5) years. Any time during which Survey response rates do not reach twenty percent (20%), FCDOT may request additional surveys be conducted the following year. Notwithstanding the aforementioned, at any time prior to or after Build Out, FCDOT may suspend such Surveys and/or Trip Counts if conditions warrant such without the need for a PCA.

- G. Evaluation and Remedies. The results of each Trip Count for the Residential Units shall be compared to the Maximum Residential Trips After Reduction and the results of each Trip Count for the Office Uses shall be compared to the Maximum Office Trips After Reduction to determine whether the TDM Goal is being met for the Residential Units and the Office Uses.
- i. Residential Units. In the event three (3) consecutive Trip Counts conducted upon Build Out of the Residential Units show that the vehicle trips generated by the Residential Units are equal to or less than the Maximum Residential Trips After Reduction, then (a) the Applicant Control Period for Residential Units shall expire, (b) any funds remaining in the Residential TDM Remedy Fund shall be released back to the Applicant, and (c) the TDM Program with respect to the Residential Units shall continue to be administered in accordance with Proffer 35.I In the event a Trip Count conducted upon Build Out of the Residential Units shows that the vehicle trips generated by the Residential Units exceed the Maximum Residential Trips After Reduction, then the TPM shall meet and coordinate with FCDOT to review the results of the Trip Count and develop modifications to the TDM Work Plan and the Annual Budget to address the surplus of trips. The TPM shall submit any revisions to the TDM Work Plan and the Annual Budget to FCDOT within thirty (30) days of such meeting. If no written response is provided by FCDOT within sixty (60) days, the TPM's revisions to the TDM Work Plan and the Annual Budget shall be deemed approved. Following approval of the revised TDM Work Plan and Annual Budget, the TPM shall: (a) drawn down on the Residential TDM Remedy Fund, in accordance with the expenditure program that follows, as may be necessary, to fund additional/alternative TDM strategies under the updated TDM Work Plan, (b) increase the TDM Account with Residential TDM Remedy Funds, as may be necessary, to cover any additional costs to implement the updated Annual Budget, and (c) implement the provisions of the updated TDM Work Plan as developed in consultation with FCDOT.
- ii. Office Uses. In the event three (3) consecutive Trip Counts conducted upon Build Out of the Office Uses show that the vehicle trips generated by the Office Uses are equal to or less than the Maximum Office Trips After Reduction, then (a) the Applicant Control Period for Office Uses shall expire, (b) any funds remaining in the Office TDM Remedy Fund shall be released back to the Applicant, and (c) the TDM Program with respect to the Office Uses shall continue to be administered in accordance with Proffer 35.I In the event a Trip Count conducted upon Build Out of the Office Uses shows that the vehicle trips generated by the Office Uses exceed the Maximum Office Trips After Reduction, then the TPM shall meet and coordinate with FCDOT to review the results of the Trip Count and develop modifications to the TDM Work Plan and the Annual Budget to address the surplus of trips. The TPM shall submit any revisions to the TDM Work Plan and the Annual Budget to FCDOT within thirty (30)

days of such meeting. If no written response is provided by FCDOT within sixty (60) days, the TPM's revisions to the TDM Work Plan and the Annual Budget shall be deemed approved. Following approval of the revised TDM Work Plan and Annual Budget, the TPM shall: (a) drawn down on the Office TDM Remedy Fund, in accordance with the expenditure program that follows, as may be necessary, to fund additional/alternative TDM strategies under the updated TDM Work Plan, (b) increase the TDM Account with Office TDM Remedy Funds, as may be necessary, to cover any additional costs to implement the updated Annual Budget, and (c) implement the provisions of the updated TDM Work Plan as developed in consultation with FCDOT.

- iii. Remedy Expenditures. Remedial measures and additional/alternative TDM Strategies implemented in accordance with Proffer 35.G(i) and (ii) above shall be funded by the Residential TDM Remedy Fund and/or the Office TDM Remedy Fund, as applicable, based on the expenditure program that follows. There shall be no requirement to replenish the Residential TDM Remedy Fund or the Office TDM Remedy Fund at any time.

<u>Trip Goals Exceeded</u>	<u>Remedy Expenditure</u>
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

- H. Additional Trip Counts. After the expiration of the Applicant Control Period for the Residential Units, if an Annual Report indicates that a change has occurred in the vehicle trip characteristics for the Residential Units that reasonably calls into question whether the TDM Goal for the Residential Units continues to be met, then FCDOT may require the TPM to conduct additional Trip Counts (pursuant to the methodology set forth in the TDM Work Plan) within ninety (90) days to determine whether in fact such objectives are being met. After the expiration of the Applicant Control Period for the Office Uses, if an Annual Report indicates that a change in the vehicle trip characteristics of the Office Uses has occurred that reasonably calls into question whether the TDM Goal for the Office Uses continues to be met, then FCDOT may require the TPM to conduct additional Trip Counts (pursuant to the methodology set forth in the TDM Work Plan) within ninety (90) days to determine whether in fact such objectives are being met. If any such Trip Counts for the Residential Units or Office Uses demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the applicable TDM Work Plan(s) to address the surplus of trips.

- I. Review of Trip Reduction Goals. At any time and concurrent with remedial actions as outlined in Proffer 35.G, the Applicant may request that FCDOT review the TDM Goal established for the Residential Units and Office Uses and set a revised lower vehicle trip reduction goal for the Residential Units and/or the Office Uses consistent with the results of Trip Counts and Person Surveys provided under this Proffer or consistent with future changes in County policy. In the event a revised lower TDM Goal is established for the Residential Units and/or the Office Uses, the Maximum Residential Trips After Reduction and the Maximum Office Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.
- J. Continuing Implementation. Upon the expiration of the Applicant Control Period for Residential Units and/or the Applicant Control Period for Office Uses, the Applicant, and/or its successors and assigns, including any UOA/HOA/COA/CA or other association, as applicable, shall be responsible, through the TPM, for continuing implementation of the TDM Program and compliance with this Proffer 35 with respect to the Residential Units portion of the TDM Program and/or the Office Uses portion of the TDM Program, respectively. The TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer, including submission of Annual Reports.
- K. Notice to Owners. The Applicant, its successors and assigns, shall use commercially reasonable efforts to advise each successor owner and/or developer of its funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.

PUBLIC SCHOOLS CONTRIBUTION

36. Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, prior to site plan approval for the Residential Units, the Applicant shall contribute \$1,153.68 per Residential Unit (based on an assumed rate of 0.11 students per unit multiplied by \$10,488 per student generated) constructed on the Property to the Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements and capacity enhancements to schools in the Reston area that serve the Property.

AFFORDABLE HOUSING

37. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 803 of Part 8 of Article 2 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant shall provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance.

38. Workforce Dwelling Units. In addition to the number of ADUs required pursuant to Proffer 37, the Applicant also shall provide for-sale and/or rental housing units with the

Proposed Development to be sold/rented as Workforce Dwelling Units (“WDUs”) so that a total of sixteen percent (16%) of the total Residential Units constructed as part of the Proposed Development are sold/rented as either ADUs or WDUs. Such WDUs shall be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of ADUs and WDUs does not exceed sixteen percent (16%) of the total number of Residential Units constructed as part of the Proposed Development. When the required number of WDUs results in a fractional unit less than 0.5, the number shall be rounded down to the next whole number. When the required number of WDUs results in a fractional unit greater than or equal to 0.5, the number shall be rounded up to the next whole number. The WDUs shall be administered as set forth in the “Board of Supervisors’ Workforce Dwelling Unit Administrative Policy Guidelines” adopted October 15, 2007, in effect as of the approval date of this Application (the “Policy Guidelines”), except as modified by the following provisions. Where this Proffer 38 conflicts with the Policy Guidelines, this Proffer 38 shall control the administration of WDUs.

- A. Workforce Dwelling Unit Tiers. Both for-sale and rental WDUs (as determined by the Applicant) shall be made available in three tiers as follows: (a) five percent (5%) of the total number of dwelling units constructed on the Property shall be affordable for purchase or rental by households earning up to and including eighty percent (80%) of AMI, (b) five percent (5%) of the total number of dwelling units constructed on the Property shall be affordable for purchase or rental by households earning up to and including one hundred percent (100%) of AMI, and (c) six percent (6%) of the total number of dwelling units constructed on the Property shall be affordable for purchase or rental by households earning up to and including one hundred twenty percent (120%) of AMI.
- B. Mix of Workforce Dwelling Units. Rental and for-sale WDUs may be provided as efficiency/studio, one-bedroom, and/or two-bedroom units, as determined by the Applicant, provided that at least one-third of the WDUs shall be constructed as one-bedroom units or two-bedroom units.
- C. Rental Workforce Dwelling Units. Notwithstanding Sections 8 and 13 of the Policy Guidelines, the Applicant shall have the right to lease rental WDUs to tenants at market rates (as determined by the Applicant) in the event the Applicant, despite good faith marketing efforts in coordination with the Fairfax County Department of Housing and Community Development (“DHCD”), is unable to lease such rental WDUs at the workforce housing rates permitted under the Policy Guidelines within ninety (90) days of DHCD’s execution of the Notice of Availability and Rental Offering Agreement due to the lack of prospective tenants who meet the income eligibility criteria established by DHCD. At any time during which: (a) any rental WDUs are leased to tenants at market rates in accordance with the preceding sentence, and (b) any rental dwelling unit(s) within the Proposed Development is/are vacated and become(s) available for rent, the Applicant shall conduct good faith marketing efforts in coordination with DHCD to lease any such available unit(s) at the workforce housing rates permitted under the Policy Guidelines. In the event the Applicant, despite such good faith marketing efforts in coordination DHCD, is unable to lease such available unit(s)

at the workforce housing rates permitted under the Policy Guidelines within ninety (90) days of the vacancy of such unit(s) due to the lack of prospective tenants who meet the income eligibility criteria established by DHCD, the Applicant shall have the right to lease such unit(s) to tenants at market rates (as determined by the Applicant). It is the intent of this Proffer 38(C) that the Applicant shall have a continuing obligation to make good faith efforts to lease vacated and available rental units within the Proposed Development to income eligible tenants in accordance with the foregoing procedures at any time the number of rental WDUs occupied by income eligible tenants is less than the number of rental WDUs required under these Proffers.

- D. For-Sale Workforce Dwelling Units. Notwithstanding Section 7 of the Policy Guidelines and any amendment to the schedule of County-wide cost factors and/or the cost calculation formula used to determine the sales prices of for-sale WDUs established under Section 7(F) of the Policy Guidelines subsequent to the approval date of this Application, the cost factors and cost calculation formula identified in Exhibit A shall be used to determine the sales prices of for-sale WDUs required under this Proffer 38.
- E. Alternative Administration. 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 following approval of this Application. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors 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 agreement and the provisions of this proffer shall become null and void. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

ARCHITECTURE

39. Architectural Design and Building Materials. The character of the architectural design and building materials for the Proposed Development shall be in general conformance with the architectural renderings shown on Sheets 21A, 21B, 21C, and 21D of the Development Plan. The Applicant reserves the right to adjust the average grade elevation and the architectural design details of the residential building and the office building, including, but not limited to, the building materials, articulation, balconies, and fenestration, as part of final architectural design and engineering without requiring approval of a DPA, PCA, or PRCA, provided (a) the maximum building height for each building is not increased, (b) the minimum open space is not decreased, and (c) the quality of the architectural design, the quality of the building materials, and the overall massing of the residential building and the office building remain in general conformance with that shown on the Development Plan, as determined by the Zoning Administrator.

GREEN BUILDING

40. Green Building for the Residential Units. In order to promote energy conservation and green building techniques for the Residential Units, the Applicant shall select one of the following programs to be implemented and will inform the Environment and Development Review Branch (“EDRB”) of DPZ which program the Applicant has chosen as part of the first site plan submission for the residential building.

- A. LEED New Construction. If the Applicant selects the Leadership in Energy and Environmental Design – New Construction (“LEED-NC”) rating system, then the Applicant shall pursue certification for the residential building under the 2009 version of the LEED-NC rating system. In the event the U.S. Green Building Council (“USGBC”) establishes a newer version of the LEED-NC rating system, the Applicant shall have the option to: 1) proceed under the 2009 version of the LEED-NC rating system, so long as the USGBC continues to administer such system, or 2) proceed under the newer version of the LEED-NC rating system.
- i. Project Checklist. The Applicant will include, as part of the site plan submission and building plan submission for the residential building, a list of specific credits within the applicable LEED-NC rating system that the Applicant anticipates attaining for the residential building. A LEED-accredited professional (“LEED-AP”) who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review for the residential building confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification for the residential building.
 - ii. County Team Member. In addition, the Applicant will designate the Chief of EDRB 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.
 - iii. Design-Related Credit Review. Prior to building plan approval for the residential building, the Applicant will submit documentation to the EDRB regarding the USGBC’s preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the residential 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 Silver certification. Prior to release of the bond for the residential building, the Applicant shall provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for the residential building.

- iv. Green Building Escrow. If the Applicant is unable, prior to building plan approval, to provide documentation of the USGBC's preliminary review of the design-oriented credits demonstrating that the residential building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to support the attainment of LEED Silver certification, the Applicant shall, prior to building plan approval, execute a separate agreement and post a "Residential Green Building Escrow" in the form of cash or a letter of credit from a financial institution authorized to do business in the Commonwealth of Virginia in the amount of \$2 per gross square foot of the residential building. The Residential Green Building Escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED certification by the USGBC, under the applicable version of the LEED-NC rating system. The provision to the EDRB of documentation from the USGBC that the residential building has attained LEED certification will be sufficient to satisfy this commitment.

- v. Release of Residential Green Building Escrow. The Residential Green Building Escrow shall be released in accordance with the following:
 - a. If the Applicant is able, subsequent to building plan approval, to provide documentation of the USGBC's preliminary review of the design-oriented credits demonstrating that the residential building is anticipated to attain a sufficient number of design-oriented credits that, along with the anticipated construction-related credits, will be sufficient to support the attainment of LEED Silver certification, the County shall release the entirety of the Residential Green Building Escrow to the Applicant. Prior to release of the bond for the residential building, the Applicant shall provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for the residential building.

 - b. If the Applicant provides to the EDRB, within three years after issuance of the final RUP for the residential building, documentation demonstrating that LEED certification for the residential building has been attained, the entirety of the Residential Green Building Escrow shall be released to the Applicant.

 - c. If the Applicant provides to the EDRB, within three years after issuance of the final RUP for the residential building, documentation demonstrating that LEED certification for the residential building has not been attained but that the building has been determined by the USGBC to fall within three points of the attainment of LEED certification, fifty percent (50%) of the

Residential Green Building Escrow will be released to the Applicant; the other fifty percent (50%) will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.

- d. If the Applicant fails to provide to the EDRB, within three years after issuance of the final RUP for the residential building, documentation demonstrating the attainment of LEED certification or demonstrating that the residential building has fallen short of LEED certification by three points or less, the entirety of the Residential Green Building Escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.
- vi. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC's completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

- B. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS, then the Applicant shall seek certification of each unit in the residential building in accordance with the 2012 NGBS rating system using the Energy Star Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and DPZ from a home energy rater certified through the Home Innovation Research Labs that demonstrates each unit in the residential building has attained certification prior to the issuance of the RUP for each such unit.

41. Green Building for the Office Uses. The Applicant shall pursue LEED Silver certification for the office building under the 2009 version of the LEED Core and Shell ("LEED-CS") rating system. In the event the USGBC establishes a newer version of the LEED-CS rating system, the Applicant shall have the option to: 1) proceed under the 2009 version of the LEED-CS rating system, so long as the USGBC continues to administer such version, or 2) proceed under the newer version of the LEED-CS rating system.

- A. Project Checklist. The Applicant will include, as part of the site plan submission and building plan submission for the office building, a list of specific credits within the applicable LEED-CS rating system that the Applicant anticipates attaining for the office building. A LEED-AP who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review for the office building

confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification for the office building.

- B. County Team Member. In addition, the Applicant will designate the Chief of the EDRB 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.
- C. Design-Related Credit Review. Prior to building plan approval for the office building, the Applicant will submit documentation to the EDRB demonstrating that the Applicant has applied for LEED Gold pre-certification for the office building under the applicable LEED-CS program. Prior to release of the bond for the office building, the Applicant shall provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for the office building.
- D. Green Building Escrow. If the Applicant is unable, prior to building plan approval, to provide the USGBC's pre-certification documentation demonstrating that the office building is anticipated to attain LEED Gold certification, the Applicant shall, prior to building plan approval, execute a separate agreement and post an "Office Green Building Escrow" in the form of cash or a letter of credit from a financial institution authorized to do business in the Commonwealth of Virginia in the amount of \$2 per gross square foot of the office building. The Office Green Building Escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED Silver certification, or higher level of certification, by the USGBC, under the applicable version of the LEED-CS rating system. The provision to the EDRB of documentation from the USGBC that the office building has attained LEED Silver certification will be sufficient to satisfy this commitment.
- E. Release of Office Green Building Escrow. The Office Green Building Escrow shall be released in accordance with the following:
 - i. If the Applicant is able, subsequent to building plan approval, to provide the USGBC's pre-certification documentation demonstrating that the office building is anticipated to attain LEED Gold certification, the County shall release the entirety of the Office Green Building Escrow to the Applicant. Prior to release of the bond for the office building, the Applicant shall provide documentation to the EDRB demonstrating the status of attainment of LEED certification from the USGBC for the office building.
 - ii. If the Applicant provides to the EDRB, within three years after issuance of the first tenant Non-RUP for the office building, documentation demonstrating that LEED Silver certification for the office building has

been attained, the entirety of the Office Green Building Escrow shall be released to the Applicant.

- iii. If the Applicant provides to the EDRB, within three years after issuance of the first tenant Non-RUP for the office building, documentation demonstrating that LEED Silver certification for the office building has not been attained but that the building has been determined by the USGBC to fall within three points of the attainment of LEED Silver certification, fifty percent (50%) of the Office Green Building Escrow will be released to the Applicant; the other fifty percent (50%) will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.
- iv. If the Applicant fails to provide to the EDRB, within three years after issuance of the first tenant Non-RUP for the office building, documentation demonstrating the attainment of LEED Silver certification or demonstrating that the office building has fallen short of LEED Silver certification by three points or less, the entirety of the Office Green Building Escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.

- E. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of EDRB, that USGBC's completion of the review of the LEED certification application for the office building has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

PUBLIC ART

42. Public Art. The Applicant shall contribute to public art in the Reston community as part of the Proposed Development by providing public art within the Property in consultation with the Initiative for Public Art – Reston ("IPAR"). The Applicant shall coordinate with IPAR to obtain its recommendations regarding the options for the Applicant's provision of public art, the type of public art to be provided, and the location of the public art within the Property. Following such consultation, the Applicant shall make the final determination regarding any public art to be provided within the Property. The Applicant shall provide the public art prior to the issuance of the 275th RUP for the Residential Units.

RECREATIONAL FACILITIES

43. Park Facilities and Programming. The Applicant shall provide local-serving recreational facilities within the "Picnic/Mulch Area" and the "Yoga Deck/Hardscape Area" identified on Sheet 18 of the Development Plan to activate and enhance the existing park space on Block 4 as a gathering place for residents, workers, retail patrons, and visitors of the Property. Such

facilities may include, but shall not be limited to, active and passive recreation amenities such as picnic tables and benches, a playground, a naturally-themed play area, outdoor yoga, and/or seating areas, and shall be provided prior to the issuance of the 275th RUP for the Residential Units. In accordance with Proffer 28 above, the Applicant may adjust the type and location of vegetation and the design of the open spaces, courtyard areas and streetscape improvements and plantings, including within and around the proposed park space, to facilitate the outdoor passive recreation elements of the Proposed Development, as approved by ZED and UFMD, provided such adjustments otherwise are in substantial conformance with the Development Plan.

MISCELLANEOUS PROFFERS

44. Bird-Friendly Design Strategies. At the time of site plan submission for the first new building on the Property, an initial study shall be prepared and submitted to the Zoning Administrator addressing whether bird-friendly design strategies may be employed to reduce bird injury and death due to in-flight collisions with buildings and/or building elements within the Property. The strategies to be studied should make the buildings visible to birds in flight and reduce reflections that distract or confuse birds through the use of appropriate glazing treatments or architectural elements, such as using color, texture, opacity, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds. A narrative summarizing the results of that study and which strategies, if any, will be implemented shall be provided at the time of each subsequent individual building permit issuance.

45. Electric Vehicle Charging Infrastructure. The Applicant shall provide a minimum of one recharging station that serves two (2) parking spaces for electric cars within at least one garage on each Block within the Property. The Applicant shall also provide either: (a) one or more than one additional recharging station(s) that each serve two (2) parking spaces for electric cars with the initial construction of at least one garage on each Block within the Property or (b) space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the office and residential parking garages within each Block within the Property. “Electric vehicle-ready” means the provision of space, conduit banks, conduits and access points allowing for the easy installation of electric vehicle charging stations in the future, space for potential future installation of increased transformer capacity, and space within the electrical room to accommodate future electric capacity, and does not include the installation of transformers, switches, wiring or charging stations.

46. Recycling of Construction Demolition Debris Waste. Contract specifications for the Proposed Development shall include a waste management plan. All construction waste from the initial demolition on the Property and the initial construction of the Proposed Development with emphasis on wood, metal and cardboard will be recycled at local recycling stations to the fullest extent possible with a minimum of fifty percent (50%) of the material recycled. Upon the request of the County, the Applicant shall provide documentation to the Zoning Administrator demonstrating that a minimum of fifty percent (50%) of such material has been recycled with the initial demolition and initial construction of the Proposed Development.

47. 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 Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

48. 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.

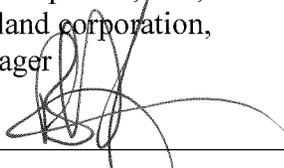
49. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, the contribution and/or budget amount shall escalate or de-escalate, as applicable, on a yearly basis from the base year of 2014 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

50. Advanced Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or the Virginia Department of Transportation.

[Signature pages follow]

BLOCK 4 LLC,
a Maryland limited liability company

By: BP/DC Properties, Inc.,
a Maryland corporation,
its manager

By: 
Name: PETER D. JOHNSTON
Title: SENIOR VICE PRESIDENT

RESTON TOWN CENTER PROPERTY LLC,
a Delaware limited liability company

By: Reston Town Center JV LLC,
a Delaware limited liability company,
its manager

By: BP RTC Member LLC,
a Delaware limited liability company,
its managing member

By: Boston Properties Limited Partnership,
a Delaware limited partnership,
its sole member and manager

By: Boston Properties, Inc.,
a Delaware corporation,
its general partner

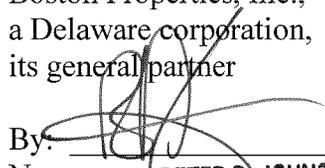
By: 
Name: PETER D. JOHNSTON
Title: SENIOR VICE PRESIDENT

Exhibit A

Definitions:

AMI: Average Median Income for Fairfax County (as published annually by HUD).

Resident Income Limit: Calculated Based on Workforce Dwelling Unit Program Income Eligibility Limits as Revised by Fairfax County. Income Limit to Be Determined Based on a Minimum of One Person per Studio unit, a Minimum of Two People per One Bedroom Unit, and a Minimum of Four People per Two Bedroom Unit. Income Limit Calculation Methodology to be Based on Methodology Used in “Tysons Corner Urban Center Workforce Dwelling Unit (WDU) Program 2014 Income Eligibility Limits” using the AMI as published annually by HUD.

Interest Rate: The Then Current FHA 30-year Fixed Rate for a Non-Jumbo, Conforming Loan.

Mortgage Term: 30 Years.

Down Payment %: Per Policy Guidelines but Not to be Below 5% at Any Time.

Condo Size: Per Policy Guidelines.

Condo Fee per SF: Condo Fee/SF per Policy Guidelines.

Monthly Condo Fees: Condo Fee per SF / 12 x Condo Size.

Monthly Mortgage Insurance: Insurance Cost per \$100,000 as Determined by Policy Guidelines / 12.

Monthly Hazard Insurance: As Determined by Policy Guidelines.

Real Estate Tax Rate: County Tax Rate Applicable to the Given Tax Lot.

Monthly Real Estate Taxes: Real Estate Tax Rate x Assessed Value / 12.

Monthly Non-Mortgage Liabilities: As Determined by Policy Guidelines.

PITI%: As Set by County Guidelines but Not to be Below 36% at Any Time.

Calculation Method:

Total Monthly Housing Costs = Resident Income Limit / 12 months X PITI %

Maximum Monthly Mortgage Payment = Total Monthly Housing Costs – Monthly Condo Fees – Monthly Mortgage Insurance – Monthly Hazard Insurance – Monthly Real Estate Taxes

Maximum Mortgage Amount = Present Value of Total # of Monthly Mortgage Payments Given Indicated Interest Rate

Maximum Home Value = Maximum Mortgage Amount X (1 + Down Payment %)

Notes:

1. The cost factors and the calculation formulas identified in this Exhibit A shall be used for the purpose of determining the sales prices of for-sale WDUs in accordance with Proffer 38(D). It is not the

Applicant's intent that these cost factors be determinative of any specific costs of the Applicant or the purchaser associated with a transaction for the purchase and sale of a for-sale WDU, with the exception of the sales price.

2. The Applicant and Fairfax County may make adjustments to the cost factors and the calculation formulas identified in this Exhibit A by mutual agreement of the Applicant and the County in accordance with Proffer 38(E).