

PROFFERS
GEORGELAS GROUP LLC
RZ 2010-PR-014-B

August 23, 2011

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffer that the development of the parcel under consideration and shown on the Fairfax County 2011 Tax Maps as 29-3 ((1)) 60C (the "Subject Property") shall be in accordance with the following conditions if, and only if, rezoning application 2010-PR-014-B (the "Rezoning") is granted.

The Subject Property is part of a larger rezoning known as "Spring Hill Station" which includes three related components identified as A, B and C (collectively referred as "RZ 2010-PR-014"). The Subject Property is the subject of RZ 2010-PR-014-B. Property identified as 2011 Tax Map 29-3 ((1)) 48D is the subject of RZ 2010-PR-014-A. Property identified as 2011 Tax Map 29-1 ((1)) 18C and 29-3 ((1)) 53, 53A, 54A, 57, 57A, 57B, 57G, 57H, 57J, 63C and to-be-vacated/abandoned street right-of-way area is the subject of RZ 2010-PR-014-C. RZ 2010-PR-014 is divided into three Neighborhoods referred to as 1, 2 and 3 and seven areas identified as Areas A through G. The Subject Property is in Neighborhood 3 and is referred to as Area G.

GENERAL

1. Conceptual Development Plan. The Subject Property shall be developed in substantial conformance with the Spring Hill Station Demonstration Project Part B Conceptual Development Plan ("CDP") dated June 22, 2010 and revised through August 22, 2011, prepared by VIKA, Incorporated, WDG Architecture, PLLC, and ParkerRodriquez, Inc. The CDP includes two options; Option 1 includes a Fairfax County Fire and Rescue Station within a residential structure identified as Building G4 and Option 2 provides for a Fire and Rescue Station in a separate structure identified as Building G5. The proffered elements of the CDP are limited to the grid of streets, general location of the points of access, general location of the buildings, mix of uses, building heights, amount and general location of urban park land, and general quality and character of the streetscape. Other elements of the CDP may be adjusted or modified with approval of future Final Development Plans ("FDPs") in accordance with the provisions set forth in Sect. 16-402 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance").
2. Minor Modifications. Minor modifications to the CDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDP/FDP without requiring approval of a Conceptual Development Plan Amendment ("CDPA") provided such changes are in substantial conformance with the CDP as determined by the Zoning Administrator and do not affect the proffered

elements of the CDP identified in Proffer 1, pursuant to Par. 4 of Sect.16-403 of the Zoning Ordinance.

3. Umbrella Owners' Association or Equivalent. The Applicant shall cause the recordation of an umbrella owners association ("UOA") or the equivalent in the form of one or more reciprocal easement and/or joint maintenance and/or joint development agreements, and other governance documents as necessary (collectively referred to as "UOA or equivalent"), to provide for various proffer and maintenance obligations, including but not limited to, implementation of the TDM program, maintenance of the private streets and sidewalks, streetscapes, publicly accessible park areas and any private utility systems. Such governance documents may be reviewed by the Office of the County Attorney to ensure they provide for the various proffers and maintenance obligations not otherwise covered by separate agreement with the County and/or the Virginia Department of Transportation ("VDOT"). Said UOA or equivalent may be expanded to include other properties subject to RZ 2010-PR-014 as well as additional nearby properties.

PROPOSED DEVELOPMENT

4. Proposed Development. The maximum gross floor area ("GFA") (gross floor area as currently defined in the Zoning Ordinance), permitted on the Subject Property is 1,738,100 square feet, exclusive of GFA associated with the proposed Fire and Rescue Station in either Building G4 or Building G5 (the "Proposed Development"). Development of the Subject Property may include any use permitted in the Planned Tysons Corner Urban ("PTC") District, subject to limitations in the development tabulations on Sheet C-4 of the CDP and these Proffers. The primary use of the Subject Property shall be multi-family residential dwellings, which may include accessory uses as defined by the Zoning Ordinance. The Retail/Service category provided in the development tabulations may include any non-residential use permitted in the PTC District, subject to the Use Limitations in Sect. 6-505, or uses accessory to the primary use. The GFA allocated to the Retail/Service category in each building as shown in the development tabulations on Sheet C-4 of the CDP may be shifted between buildings and the overall GFA allocated to the Retail/Service category may be doubled without the need for a PCA or CDPA. Any increase in the GFA allocated to the Retail/Service category shall result in a commensurate decrease in the GFA allocated to residential uses. The type, extent and location of all Retail/Service category shall be provided with the submission of each FDP, and shall be subject to review and approval.

The Applicant reserves the right to seek a Proffered Condition Amendment ("PCA") and/or CDPA in the future to modify the mix of uses permitted on the Subject Property by adding an option for office, hotel and/or other non-residential uses as primary uses.

Uses allowed by special exception or special permit in the PTC District may be authorized through a separate special exception or special permit process without the need for a PCA or CDPA, provided the use is in general conformance with the approved CDP.

5. Existing and Interim Structures and Uses

- A. Except as provided in paragraph 5D below, the existing structure on the Subject Property, as shown on the CDP, may remain in use as an initial phase until such time as the Subject Property is redeveloped in accordance with this application, or as otherwise stated in these Proffers. The structure may not be modified or enlarged, and no changes may be made to the site conditions except as shown in the phasing sheets of the CDP (which contemplate the potential partial demolition of the building), except that minor modifications and minor building additions may be approved by the Zoning Administrator pursuant to the provisions of Par. 4 of Sect. 16-403 of the Zoning Ordinance. Interior modifications to the structure shall be permitted.
- B. Those uses within the existing structure that are legally existing at the time of approval of this Rezoning but are not uses permitted in the PTC District include Vehicle Major Service Establishments, Warehouse Establishments and Wholesale Trade Establishments (see Exhibit A). These uses may remain as permitted interim uses, but may not be enlarged, except that the Zoning Administrator may permit minor modifications or enlargements. If any such use is discontinued for a period of two years, it shall no longer be permitted.
- C. Any use that is permitted in the PTC District may also be permitted as an interim use subject to the Use Limitations in Sect. 6-505 and the provisions of Part A of this Proffer except that commercial off-street parking shall not be permitted without FDP approval.
- D. The existing structure may be partially demolished to accommodate the construction of Buildings G4 in the early phases of development of the Subject Property. In that event, the portion of the existing structure to remain shall be included in the FDP for Building G4 for the purposes of coordinating site access, circulation and parking, and ensuring appropriate interim conditions, but shall not be subject to transportation, streetscape or similar proffered improvements.
- E. Parking for all interim uses shall be provided in accordance with Section 6-509 of the Ordinance.

6. Final Development Plans.

- A. FDPs approved for individual building sites on the Subject Property shall establish the maximum GFA for each building within the limits established by these Proffers and the CDP. The specific GFA for each building shall be established at final site plan. If the GFA approved with the FDP is less than the maximum shown on the CDP, or if the GFA approved with the site plan is less than the maximum shown on the FDP, the excess GFA may be utilized in another building or building(s) within the Subject Property, provided the excess GFA can be accommodated within the maximum building height(s) shown on the CDP and

subject to approval of the applicable FDP(s) for the building(s) utilizing the excess GFA.

- B. A tabulation indicating the development status of all property subject to RZ 2010-PR-014 shall be provided with each FDP and site plan submitted for the Subject Property. The tabulation shall include a listing of all existing and proposed buildings, along with the GFA and uses approved on the CDP, FDP and site plan as may be applicable. The tabulation shall identify the reassignment of any excess GFA (as compared with what was originally shown on the applicable CDP) and shall be updated with each subsequent FDP and site plan approved for the Subject Property.
- C. A tabulation indicating the tree canopy calculations of all property subject to RZ 2010-PR-014 shall be provided with each FDP and site plan submitted for the Subject Property and shall be updated with each subsequent FDP and site plan approved for the Subject Property.
- D. With each FDP application, the Applicant shall provide the following information to supplement the requirements of the Zoning Ordinance:
 - (i) Supplemental traffic analyses as may be required by either the VDOT or the County;
 - (ii) Copy of the previous TDM Annual Report, as described in Proffer 38, if available, to determine progress toward attaining TDM goals and any planned modifications to the TDM Program;
 - (iii) Approximate location of existing and proposed utilities; and
 - (iv) Vehicular sight distance lines at all intersections.
- E. With the FDP application for Building G4, the Applicant shall submit an analysis of the noise impacts from the Fire and Rescue Station located in Building G4 on the residents of Building G-4 along with recommendations for mitigating the impacts. Such study shall be submitted to the Environment and Development Review Branch of DPZ for review. Based on the findings of that report, noise attenuation measures shall be implemented to mitigate the impacts.
- F. If requested by the District Supervisor, individual FDPs for the Subject Property which are not concurrent with this original rezoning or filed in conjunction with a PCA shall be subject to review by the Board of Supervisors to determine if the FDP is in accordance with the approved CDP and complies with applicable zoning district regulations. The Applicant shall provide written notice to the District Supervisor upon initial submission of each FDP or FDP application filed after approval of this original rezoning that is not filed concurrently with a PCA application, requesting a determination by the District Supervisor as to whether review by the Board of Supervisors is warranted.

ARCHITECTURAL DESIGN

7. Building Design. The architectural treatment of all buildings within the Proposed Development shall create a sense of identity and place, and shall create human scale through the use of unifying elements such as materials, textures, color, window treatments, decorative details, lighting, and landscaping. Buildings shall be designed with high quality architecture and building materials that are typically used on the exterior of Class A office buildings and residential, retail and hotel buildings of a similar quality. No exterior insulation and finish systems (EIFS) shall be used. FDPs shall specific design information on building materials, architecture, and specific features designed to activate streetscapes as described in Proffer 9. A wind tunnel analysis for the space between Building G2 and G3 shall be provide with the FDPs for said buildings along with measures or design changes to be provided, as determined by the Applicant, to mitigate negative impacts of wind on the pedestrian realm. A minimum of 10 percent (10%) of all dwelling units shall be designed and constructed with some Universal Design features as determined by the Applicant to promote visitability.
8. Build-to-Lines. Build-to-lines (“BTL”) have been established as depicted on Sheets C-7 and C-8 of the CDP, to create an urban, pedestrian-oriented environment where buildings are located close to the street and pedestrian/streetscape areas are located between the buildings and the streets. In general, building facades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the BTL shall be permitted provided such are in general conformance with the CDP and are shown on an approved FDP. Awnings and other architectural canopies attached to the building frontage that project out from the BTLs shall provide adequate clearance for pedestrian movement and shall not conflict with street tree locations.
9. Activated Streetscapes and Ground Floor Elements. The ground floors of Buildings G1, G2, G3 and G4 shall be designed and constructed with ground floors having a minimum floor to floor height of 12 feet to accommodate potential non-residential uses designed to activate the streetscape. In addition, the Applicant shall provide for a hierarchy of activated streetscapes throughout the Subject Property as delineated on Sheet L-7 of the CDP and described below. The specific activation elements to be utilized for each building shall be graphically depicted on the FDP for review and approval.
 - A. Primary Circulation Zones. There are no primary circulation zones identified on the Subject Property.
 - B. Secondary Circulation Zones. These areas are designed to accommodate moderate pedestrian activity, providing access to the Tysons-Spring Hill Road Metro Station (the “Metro Station”) for walkers from the Subject Property and beyond and accommodating access to a variety of uses on the Subject Property. Secondary Circulation Zones shall generally incorporate the following elements, which may be adjusted with approval of an FDP:

- (i) Where the ground floors of buildings incorporate non-residential uses, functioning entry doors into such applicable uses shall be provided with a maximum separation of 50 to 75 feet or less, unless a greater separation is needed to accommodate larger tenant spaces or as may be permitted by the Zoning Administrator. Should the requirements of a larger tenant not accommodate multiple entries with a maximum spacing of 75 feet, the design of the façade shall incorporate glazed elements no more than 20 feet apart that are a minimum of 48 square feet in area.

A minimum 40% of the area of the street front ground floor facades of such buildings shall be constructed with glazed windows and doors or other transparent materials.

- (ii) In residential buildings that do not incorporate non-residential uses on part or all of the ground floors, the building design of the primary facades shall incorporate, to the degree feasible, recreational and amenity spaces on the ground floor with a minimum of 40% of the ground floor façade constructed with glazed windows and/or doors or other transparent materials, and/or incorporate entries in to individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit shall utilize design features to provide interior privacy (such as having a ground floor elevation that is above the sidewalk grade).
- (iii) Parking structures along the ground floor facades of residential buildings should be minimized, but where they occur, screening composed of architectural systems designed to restrict views into the garage spaces from street level shall be applied, or the general façade detailing of the building above may be continued to the ground plane.
- (iv) Access to parking garages and loading/trash/service areas shall not be provided from Greensboro Drive. Loading/trash/service areas shall be screened from public view through the use of roll down doors or similar treatment.

C. Tertiary Circulation Zones. These areas are designed to accommodate modest pedestrian activity making connections to less intense areas or through alleys. Tertiary Circulation Zones, not located along private alleys, shall incorporate the following elements:

- (i) Where the ground floors of buildings incorporate Non-Residential Uses, a minimum 25% of the area of the ground floor facades of such buildings shall be constructed with glazed windows and doors or other transparent materials.
- (ii) In residential buildings that do not incorporate Non-Residential Uses on part or all of the ground floors, efforts shall be made to incorporate,

recreational and amenity spaces on the ground floor with appropriate transparency and/or incorporate entries into individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit shall utilize design features to provide interior privacy (such as having a ground floor elevation that is above the sidewalk grade).

- (iii) Parking structures along the ground floor facades of residential buildings should be minimized, but where they occur, screening composed of architectural systems designed to restrict views into the garage spaces from street level shall be applied, or the general façade detailing of the building above may be continued to the ground plane.
- (iv) Access to parking garages and loading/trash/service areas may be provided along tertiary circulation zones and from the adjacent private alleys; loading/trash/service areas shall be screened from public view through the use of roll down doors or similar treatment

10. Parking Structures. Above grade parking structures along, Merchant Street, Spring Hill Road, Tyco Road, and Greensboro Drive, shall incorporate uses at the ground level in keeping with Proffer 9, so as to provide a pleasant and attractive design/experience along the streetscape. Above the street level, screening composed of architectural systems designed to minimize views into the garage spaces from street level shall be applied. Where garage space is located beneath a tower element, in some instances the general façade detailing of the tower above may be continued down to the top of the retail level storefront. In some cases retail signage and architectural expressions may be extended above the street level to provide a variety of storefront experiences, as may be permitted by the Zoning Ordinance. In other instances, an active layer of occupied space may screen the garage areas from street view.

Areas of above grade garage located between towers shall also be treated architecturally. Materials may include, but not be limited to: metal framing systems with inserted panels of wire mesh, metal, glass or other materials; precast concrete or masonry spandrels and elements; glass stair towers and elevators related to public skypark access; or other systems. In some cases, retail signage and architectural expressions may be extended above the retail level to provide a variety of storefront experiences as may be permitted in Article 12 of the Zoning Ordinance.

Parking structure design features shall be depicted on the FDP for review and approval.

11. Building Height. The final height for each building and specific steps in building height may be determined at the time of site plan or building permit approval, but shall not exceed the maximum building heights shown on the CDP, as measured from average grade. Building and podium heights may be less than the maximum heights shown on the CDP, provided the building retains a similar urban form to that shown on the CDP or the FDP.

Structures that are excluded from the maximum height regulations as set forth in Sect. 2-506 of the Zoning Ordinance may be constructed to a height not to exceed thirty (30) feet from the roof level of the top floor of the building. All building penthouses and rooftop structures shall be integrated into the architecture of the building. The height and extent of any roof top penthouse shall be provided in the FDP.

12. Telecommunications Equipment. Telecommunications equipment may be placed on the proposed buildings' rooftops. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunications equipment may also be architecturally integrated onto the facades of the building where necessary to ensure on-street and/or open space coverage.

BUILDING PRACTICES

13. Residential Building Certifications.
 - A. The Applicant shall include, as part of the building plan submission for each residential building to be constructed on the Subject Property, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—New Construction (LEED®-NC) rating system, or other LEED rating system determined to be applicable by the U.S. Green Building Council (USGBC), or its equivalent (as determined jointly by the Applicant and Fairfax County), that the Applicant anticipates attaining.
 - B. In addition, the Applicant shall designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
 - C. Except as otherwise provided below as an alternative, a LEED or equivalent-accredited professional ("LEED-AP") who is also a professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-NC certification of the project. At the time of building plan review, the LEED-AP will also submit a statement detailing the expected building permit submission timelines to determine which building plan approval is expected to be the final building plan approval.

- D. Prior to final building plan approval, the Applicant will execute a separate agreement and post, for each building, a “green building escrow,” in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual (“PFM”), in the amount of \$2.00/square foot of GFA. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-NC certification, by the USGBC, under the project's registered version of the LEED-NC rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each building has attained LEED-NC certification will be sufficient to satisfy this commitment. At the time LEED-NC certification is demonstrated to the Environment and Development Review Branch of DPZ, the escrowed funds shall be released to the Applicant.

If the Applicant provides to the Environment and Development Review Branch of DPZ, within three (3) years of issuance of the final RUP for the building, documentation demonstrating that LEED-NC certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED-NC certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County (the “County”) and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant fails to provide, within three (3) years of issuance of the final RUP for the building, documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED-NC certification or demonstrating that the building has fallen short of LEED-NC certification by more than three (3) points, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environment and Development Review Branch of DPZ, that USGBC completion of the review of the LEED-NC certification application has been delayed through no fault of the Applicant, the Applicant’s contractors or subcontractors, the proffered 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.

- E. As an alternative to the actions outlined in the Paragraphs B and C above, the Applicant may choose at its sole discretion to pursue a certification higher than LEED-NC, in which case a LEED or equivalent-accredited professional will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED-NC Silver certification.

Prior to final building plan approval for the building to be constructed, the Applicant shall submit documentation, to the Environment and Development Review Branch of DPZ, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED NC Silver certification.

14. Sustainable Energy Practices. To promote efficient, renewable and sustainable energy practices, the Applicant shall provide the following information with FDP submission:
 - A. For any FDP including more than one building, an assessment of the potential, within the area subject to the FDP, of shared energy systems, included but not limited to combined heat and power (CHP) (cogeneration), micro-CHP, distributed energy resources, and district heating and/or cooling, and, if a shared energy system strategy will not be pursued, a narrative discussion regarding the reason(s) for this outcome.
 - B. For single building FDPs and for other FDPs where shared energy systems will not be pursued, an assessment of the potential for the incorporation into building designs of measures that will cause these buildings to be "shared energy ready," that would allow these buildings to be incorporated into a broader shared energy network in the future.
 - C. An assessment of the feasibility and costs that would be associated with the provision of space and infrastructure required for the future provision of electric vehicle charging stations that would become accessible to future users of parking facilities in the area(s) subject to the FDP. Based on the results of this assessment, the Applicant will consider the provision of space and infrastructure to provide areas for some "electric vehicle-ready" parking spaces in the garage. "Electric vehicle-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of vehicle charging stations in the future; it does not include the installation of transformers, switches, wiring or charging stations.

SITE DESIGN

15. Landscaping. The CDP includes a conceptual landscape plan for the Subject Property consisting of an overall plan and details regarding streetscapes, plazas, publicly accessible park areas including courtyards and private amenity areas. As part of subsequent FDP approvals, more detailed landscape plans for each building phase shall be provided in general conformance with the concepts included on Sheets L-1 through L-6 with adjustments permitted so long as the quantity and quality of the landscaping provided and the function of the space remains consistent with that shown on the CDP.

Such plan shall include all known utilities and sight distance requirements overlaid on the planting plan.

As part of the site plan submission for each building phase, the Applicant shall submit to the Urban Forestry Management Division (“UFMD”) of the DPWES for review and approval a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and materials landscaping shown on the approved FDP, and shall include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets. These details shall include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures.

16. Streetscaping. Streetscaping shall be installed throughout the Subject Property as conceptually illustrated on Sheets L-1 through L-4. Streetscape elements shall include: a landscape amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building that is designed to allow access to the building and/or additional landscaping adjacent to residential uses and also storefront browsing, outdoor display, outdoor dining, and similar uses adjacent to Retail/Service uses. Streetscaping elements may be adjusted at the time of FDP approval provided the quality of the streetscape is consistent with that shown on the CDP.

A. Street Trees. Tree planting sites are set forth on the CDP, subject to revision as may be approved on the FDP or at site plan review by the UFMD. Where minimum planting widths of 8 feet are not provided, structural cell technology, or other measures acceptable to UFMD, shall be used to satisfy the following specifications for all planting sites:

- (i) A minimum of 4 feet open surface width and 16 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;
- (ii) A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within four feet of the base of the tree;
- (iii) Soil volume for Category III and Category IV trees (as defined in Table 12.19 of the PFM) shall be 700 cubic feet per tree for single trees, but may be reduced to a minimum of 400 cubic feet where necessary, such as where paving above rooting zones is necessary to accommodate pedestrian traffic or where utility locations preclude greater soil volume. For two trees planted in a contiguous planting area, a total soil volume of at least 600 cubic feet per tree shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area.

- (iv) Soil specifications in planting sites shall be provided in the planting notes to be included in all site plan submissions;
 - (v) All shade trees shall be a minimum of 3 to 3.5 inches in caliper at the time of planting; all flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of eight (8) feet in height at the time of planting; and,
 - (vi) Trees zones shall be installed with a fully automatic drip irrigation system.
 - (vii) It is expected that street trees will have to be planted within existing utility easements and that the Applicant shall replace any street trees that are removed to facilitate repairs of utilities in these easements
- B. Non-Invasive Plant Materials. Invasive species, as defined by the Fairfax County PFM, shall not be used within the streetscape and landscaped open space areas.
- C. Utility Locations. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, shall be installed within the street network to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP and/or subsequent FDP as determined by DPWES. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDP, as determined by the UFMD. A conceptual utility plan shall be overlaid on the landscape plan submitted in the FDP. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, street trees shown on the FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to UFMD cannot be accommodated, the Applicant shall modify the location of utilities to ensure that the trees shown on the FDP can be provided.

Maintenance access points to SWM Facilities (as defined in Proffer 50) and electric vaults beneath the streetscape should be located outside clear pedestrian walkway zone of the streetscape when feasible. If the access points must be located in the walkway zone, they shall be designed as a lift out panel with the same paving materials as the walkway (subject to ADA requirements), be flush with the walkway, and meet ADA accessibility requirements.

- D. Sight Distance Considerations. Where sight distance requirements of VDOT or FCDOT at the time of site plan approval conflict with street tree locations shown on the CDP/FDP, the Applicant shall make efforts gain approval of said trees by making minor adjustments to their locations or by removing their lower branches. However, in the event VDOT or FCDOT does not approve such tree locations, the

Applicant shall be permitted to not plant or remove the tree(s) without the need for an administrative approval from DPZ.

- E. Streetscape Furnishings and Materials and Lighting. Unified and high quality streetscape materials shall be provided and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting, traffic signal poles, benches, trash receptacles and other hardscape elements. A Streetscape Furnishing and Materials Plan shall be provided as part of all FDPs. These plans shall include general product information and approximate locations of furnishings and materials to be located in the streetscape between the building face and the curb, and in other public realm open spaces. Materials, furnishings, and lighting shall be compatible with those already proposed in the Tysons West North Subdistrict as described in the Fairfax County Comprehensive Plan, and shall be coordinated with any streetscape design efforts put forth by the Tysons Partnership, but shall not be subject to approval by Tysons Partnership. If this application is the first in the district to propose a palette of materials and furnishings, such shall be coordinated with the Tysons Partnership and/or other proposed projects within the district.

All streetscape lighting shall be energy efficient. All on-site, outdoor and parking garage lighting shall not exceed that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All parking lot and building mounted security lighting shall utilize full cut-off fixtures. Recessed lighting shall be directionally shielded to mitigate the impact on the adjacent residences.

- F. Signage and Wayfinding. Signage for the Subject Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance. Alternatively, the Applicant may seek approval of a Comprehensive Sign Plan ("CSP"). The placement of traffic control signage on public streets shall be coordinated with VDOT. Wayfinding signage and elements shall be coordinated with the Tysons Partnership so to facilitate a consistent wayfinding and signage system throughout the district, but shall not be subject to approval by Tysons Partnership. Wayfinding shall provide direction to locations of prominent attractions, parks, cultural arts destinations, and other public amenities.
- G. Tysons Urban Design Guidelines. In the event that urban design guidelines for Tysons are published by the County, the Applicant reserves the right, at its sole discretion, to utilize and follow in part, or in whole, the guidelines in lieu of the design specifications of these Proffers related to the specifications covered by such guidelines.
- H. Maintenance. The Applicant shall maintain and replace in-kind all pedestrian realm elements within the Proposed Development. The pedestrian realm includes all areas between the back of curb and the back of the clear pedestrian sidewalk whether located within the public right-of-way or on private land with public access easements. The Applicant shall enter into the appropriate agreement, in a

form approved by the Office of the County Attorney, with the County (or other public entity, as needed) to permit the Applicant to perform such maintenance. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant without the requirement for a PCA. Maintenance commitments include, but are not limited to:

- (i) All plantings including trees, shrubs, perennials, and annuals;
- (ii) All associated irrigation elements;
- (iii) All hard surfaces;
- (iv) All streetscape furnishings including benches, bike racks and non-standard structures;
- (v) All lighting fixtures;
- (vi) All non-VDOT standard sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes;
- (vii) Snow removal;
- (viii) Leaf removal;
- (ix) Decorative retaining walls;
- (x) Special drainage features, such a Low Impact Design facilities; and
- (xi) All urban park amenities including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art.

Phasing of streetscaping is discussed within the context of individual phases in Proffer 51. As determined at the time of FDP approval, where the final streetscape design cannot be fully implemented during certain phases of development, the Applicant shall provide interim streetscape improvements as described in Proffer 17.

17. Interim Conditions and Standards. Due to the size of the Proposed Development and the time anticipated for its build-out, phased redevelopment may result in various interim conditions on the Subject Property. At the time of FDP approval, the Applicant shall identify the specific proposed interim conditions within the FDP area and outside the FDP area and shall ensure such conditions provide reasonable pedestrian connections, vehicular circulation, temporary streetscaping and landscaping, public park treatments, and screening/treatment of exposed/partially complete above grade parking structures.
- A. If an interim condition/phase includes partial demolition of the existing structure, the FDP for that phase shall include all or a portion of the existing structure as

necessary to ensure revisions to parking and on-site circulation for the existing structure are adequate.

- B. If interim improvements not located on the Subject Property are contemplated with any FDP, such FDP shall specify how and when such improvements are to be constructed. If condemnation of easements or rights-of-way is necessary, the Applicant shall request in writing that Fairfax County acquire the easements or rights-of-way by means of its condemnation powers as described in Proffer 54. At the time of FDP approval, it shall also be determined what course of action shall be required of the Applicant should the County elect not to use, or is unsuccessful in its attempt to use, its condemnation powers.
- C. Interim conditions shall comply with the following general standards provided that the improvements are acceptable to Fairfax County, VDOT, and all other utility companies as may be appropriate:
 - (i) Construction of interim sidewalks a minimum of a five (5) feet in width and installation of interim street lights along the interim sidewalks, as needed to ensure a safe, convenient pedestrian path to the Metro Station
 - (ii) Installation of street trees, with a minimum size of 2 inch caliper, approximately every 50 feet, to the extent feasible as determined by UFM based on existing conditions and utility easements. Interim street tree planting shall not be required to meet the minimum planting width/area standard for permanent street trees.
 - (iii) Provision of interim designs for publicly accessible open spaces will include interim landscaping, pedestrian pathways, seating, signage, lighting and recreational facilities as determined at FDP.
 - (iv) Provision of peripheral and interior parking lot landscaping in accordance with Article 13-203 of the Zoning Ordinance for interim surface parking lots, unless waived or modified at the time of FDP or site plan approval.
 - (v) Application of a screening system (which may be removable) where above grade garage structures that will be interior when later phases are complete are exposed at phase lines. This screening system shall be applied to all levels above grade and shall be composed of an architecturally designed system that may reflect basic architectural lines of the permanent facades, and that shall partially obscure the garage view from outside the garage until the next phase is constructed. The specific screening system to be utilized for each building shall be determined at the time of FDP approval and graphically depicted on the FDP. Alternate temporary garage screening and the use of banners and or temporary art works as a part of the screening system may be approved with FDP approval.
 - (vi) Grading and seeding of areas on the Subject Property where existing improvements are removed to accommodate a portion of the Proposed

Development, and are not scheduled to commence construction within 24 months.

- (vii) Where appropriate, provision of attractive temporary construction fencing, which may include public art, signage or wayfinding elements. Signage shall be in keeping with Article 12 of the Zoning Ordinance or alternatively in accordance with an approved Comprehensive Sign Plan.

TRANSPORTATION IMPROVEMENTS

18. Grid of Streets. For the purposes of these Proffers, Greensboro Drive shall be considered to run east-west and Spring Hill Road and Tyco Road shall be considered to run north-south. The Applicant shall construct and open for use to the public a proposed grid of streets as generally located and depicted on Sheets C-7 through C-10 of the CDP and in accordance with the phased development set forth in Proffers 51 and 52. The functional classification of those roadways comprising the grid of streets is summarized below:

Street	Classification
Spring Hill Road	Avenue
Tyco Road	Collector
Greensboro Drive	Avenue
Merchant Street	Local/Collector
Retail Circle	Local

A. Right-of-Way.

- (i) The Applicant shall dedicate right-of-way for each of the streets listed above to a point inclusive of the landscape amenity panel and the sidewalk or to such standard as may be approved on the FDP. The deed of dedication shall include a stipulation that the area of the landscape amenity panel/sidewalk be utilized for pedestrian/streetscape purposes only, except for those areas along Spring Hill Road and Tyco Road planned for a potential circulator as described in Proffer 25.
- (ii) The Applicant shall work diligently with VDOT and Fairfax County to ensure that the streets can be accepted as public streets. In the event that parking garages, stormwater management facilities or other similar facilities proposed to be located beneath the landscape amenity panel/sidewalk prevent VDOT and/or Fairfax County from accepting the landscape amenity panel/sidewalk within the right-of-way, the Applicant shall provide dedication measuring 18 inches from the proposed face of curb line and shall grant a public sidewalk and utility easement, in a form acceptable to the Office of the County Attorney, over the area of the amenity panel/sidewalk. This easement shall allow for the installation of

signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel/sidewalk area for bus shelters as determined at the time of FDP or site plan.

- (iii) Except as noted in Proffer 22 related to Retail Circle, all street right-of-way to be dedicated in conjunction with these Proffers and/or depicted on the CDP or future FDPs shall be reserved at the time of site plan approval and conveyed in fee simple to the Board of Supervisors following construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT subject to the stipulations in these Proffers. A temporary public access easement in a form acceptable to the County Attorney shall be recorded over the reserved street areas, landscape amenity panel and sidewalk until such time as the right-of-way is dedicated. All right-of-way dedications shall be subject to advanced density credit as specified in Proffer 57.

- B. Definition of Construct. For purposes of this Proffer “construct” shall mean that the committed road improvement is open to use by the public for travel whether or not the improvement has been accepted for maintenance by the state.

- C. VDOT Approval. All public street improvements proposed herein shall be subject to VDOT approval and be in general conformance with the standards included in Attachment C (*Transportation Design Standards for Tysons Corner Urban Center*) of the Memorandum of Agreement approved by the Board of Supervisors on September 13, 2011, as may be amended (the “MOA”).

- D. Public Streets. Those streets constructed within the limits of the Subject Property and identified on the CDP as Greensboro Drive, Retail Circle, and Merchant Street shall be designed and constructed as public streets in general conformance with the Attachment C of the MOA as may be amended. The Applicant shall design these streets to meet the Design Standards and be accepted by the State for maintenance as public streets and shall diligently work with VDOT and Fairfax County to ensure acceptance. In the event VDOT and FCDOT determine at the time of final street acceptance inspection, that any street does not satisfy VDOT criteria to be accepted in to the State System or if otherwise agreed to by the County at the time of FDP approval or site plan approval, the street shall be maintained as a private street by the Applicant. A public access easement in a form acceptable to the Office of the County Attorney shall be granted for the street and appurtenant facilities associated with any private streets as well as to facilitate County transit bus, inspection and emergency access; such public access easement to become effective upon completion of the street.

- E. Naming. The Applicant reserves the right to provide different names for the streets than those shown on the CDP.

- F. Street Closures. The Applicant may temporarily close any streets to accommodate construction activity on the Subject Property provided safe and adequate access is maintained, and if such streets have been dedicated, such closure shall be subject to VDOT and/or FCDOT approval.
- G. Parking Lanes. The Applicant shall provide on-street parking throughout the limits of the Subject Property as generally located on Sheets C-7 through C-9 of the CDP and as may be adjusted with FDP approval. The County and VDOT may restrict parking during peak commuting periods (typically 6:00 to 9:00 AM and 4:00 to 7:00 PM), in order to provide for turning movements to/from the public and/or private street network or to provide additional travel lanes. If requested by the County and/or VDOT, the Applicant shall install signs restricting parking.

The on-street spaces may be part of or in addition to the total number of required parking spaces to be provided. The Applicant reserves the right to restrict the use of spaces along any private streets and on any future public streets prior to dedication, through appropriate signage or such other means as the Applicant determines appropriate, that otherwise are not required to satisfy the parking requirements for use as temporary or short term parking, car-sharing parking and/or similar uses.

- 19. Tyco Road. Two alternate street designs for Tyco Road adjacent to the Subject Property are provided on Sheets C-7 and C-8 of the CDP. Sheet C-7 provides a design based on the assumption that Greensboro Drive will be constructed west of Tyco Road as a ramp connection to the Dulles Toll Road. Sheet C-8 provides a design assuming there is no extension of Greensboro Drive to the Dulles Toll Road.
 - A. If at the time of site plan submission for the improvements to Tyco Road, the County requests implementation of the design accommodating a connection to the Dulles Toll Road from Greensboro Drive, the Applicant shall design and construct Tyco Road along the Subject Property's frontage as generally depicted on Sheet C-7 of the CDP. A one-half section of Tyco Road shall be constructed in general accordance with the typical section depicted on Sheet C-10, as an undivided four lane Collector, with two travel lanes and variable pavement provided to accommodate pavement transitions. The curb along the Property's Tyco Road frontage shall be set to accommodate striping by others of a future left turn lane at the southbound approach to the Tyco Road/Greensboro Drive intersection, as determined at time of FDP approval.
 - B. If at the time of site plan submission for the improvements to Tyco Road, the County requests implementation of the design without a connection to the Dulles Toll Road from Greensboro Drive, the Applicant shall design and construct Tyco Road along the Subject Property's frontage as generally depicted on Sheet C-8 of the CDP. A one-half section of Tyco Road shall be constructed in general accordance with the typical section depicted on Sheet C-10, an undivided Collector, including two travel lanes, and variable pavement provided at select locations to accommodate pavement transitions.

- C. Improvements to Tyco Road along the Subject Property's frontage shall include striping for a bicycle lane and painted parking stalls if determined to be feasible by the County and/or VDOT.
 - D. The final design of the improvements to Tyco Road as generally described above shall be determined in conjunction with the submission of all site plans for those portions of the Subject Property fronting Tyco Road.
20. Spring Hill Road. The Applicant shall construct Spring Hill Road along the Subject Property's frontage as generally depicted on Sheets C-7 and C-8 of the CDP. The one-half section of Spring Hill Road shall be constructed in general accordance with the typical section depicted on Sheet C-10, a median divided Avenue, with additional pavement/widening provided at select locations to accommodate certain turning movements and/or pavement transitions as also depicted on Sheets C-7 and C-8 of the CDP.
- A. The Applicant shall design and construct Spring Hill Road along the Subject Property's frontage with the face of curb set approximately 44 feet from existing centerline.
 - B. Improvements to Spring Hill Road shall include striping and painted parking stalls on the Subject Property's frontage where parking is determined to be feasible.
 - C. The Applicant shall stripe a bicycle lane from the travelway to the face of curb or parking lane north and southbound on Spring Hill Road from Greensboro Drive to Tyco Road within the existing pavement sections where feasible, approved by VDOT and in accord with the Design Standards.
 - D. The final design of the improvements to Spring Hill Road as generally described above shall be determined in conjunction with the submission of all site plans for those portions of the Subject Property fronting Spring Hill Road and construction shall be provided in accordance with the development's phasing as outlined in Proffer 51.
21. Greensboro Drive. The Applicant shall construct Greensboro Drive from its current terminus at Spring Hill Road west to a new intersection with Tyco Road in general accordance with the design shown on Sheet C-7 and C-8. The Applicant shall construct the section as follows:
- A. From Spring Hill Road to Retail Circle, the Applicant shall construct a full section including two (2) vehicle lanes in each direction (each 11 feet in width), bicycle lanes in each direction, and parking lanes on both sides of the street, with additional pavement/widening provided to accommodate certain turning movements as may be approved by VDOT.
 - B. From Retail Circle to Merchant Street, the Applicant shall construct a four (4) lane interim section including two (2) lanes in each direction (each 11 feet in

width) with bicycle lanes in each direction, and a parking lane on the north side of the street, transitioning to a full section with parking lanes on both sides of the street approaching the intersection with Retail Circle as depicted on Sheets C-7 and C-8.

- C. From Merchant Street to Tyco Road, the Applicant shall construct a four (4) lane interim section including two (2) lanes in each direction (each 11 feet in width) with bicycle lanes in each direction.
- D. Construction of this four lane interim section will require off-site rights-of-way and/or easements from the adjacent parcels identified as 2011 Tax Map 29-1 ((8)), 29-3 ((1)) 58A and 29-3 ((16)).
 - (i) In the event the Applicant is unable to acquire the right-of-way and/or easements necessary to construct the above improvement through a cooperative agreement with the owner, which may include a reservation of advanced density credit for dedicated rights-of-way consistent with the Zoning Ordinance, then the Applicant shall submit a written request to Fairfax County in accordance with Proffer 54.
 - (ii) In the event the County elects not to use its powers of condemnation to acquire those off-site rights-of-way and/or easements to facilitate the construction of the above improvement, then the Applicant shall be relieved of its obligation to construct the four lane section of Greensboro Drive and be permitted to construct a three lane interim section of Greensboro Drive that provides for a single eastbound lane and two westbound lanes on Greensboro Drive between Tyco Road and Retail Circle transitioning to a full section between Retail Circle and Spring Hill Road as depicted on Sheet C-9. The Applicant shall escrow with DPWES the cost differential between constructing the three lane interim section of Greensboro Drive and the four lane interim section of Greensboro Drive, including the cost of utility relocation, and shall reserve and then dedicate the full width of the street to its ultimate configuration within the Subject Property in accordance with Proffer 18A.
- E. The design of the improvements to Greensboro Drive as generally described above shall be refined with the first and second FDPs for buildings on the Subject Property and final design shall be determined in conjunction with the submission of the site plans for the first and second buildings on the Subject Property. If at the time of FDP approval, the County in conjunction with the Applicant determines that the interim lane/sidewalk configuration be different than that described in Paragraphs B and C above, the interim improvements may be adjusted without requirement of a PCA or CDPA.
- F. Greensboro Drive shall be constructed between Spring Hill Road and Tyco Road and open for public use within eighteen (18) months of the issuance of the first Non-RUP or RUP for the second building constructed on the Subject Property or

prior to the completion by others of the extension of Greensboro Drive north of Tyco Road connecting to the Dulles Toll Road, whichever shall first occur, however, if triggered by the connection to the Dulles Toll Road, such commitment shall not be required before December 31, 2018.

22. Retail Circle.

- A. Retail Circle south of Greensboro Drive to the southern boundary of the Subject Property shall be constructed as an apron only with curb returns as depicted on Sheets C-7, C-8 and C-9 of the CDP. The right-of-way associated with the extension of Retail Circle from the apron south to the southern boundary of the Subject Property shall be dedicated for public street purposes at the time of dedication of Greensboro Drive. The area of the right-of-way may be used for park purposes until such time as the adjacent parcel to the south redevelops.
- B. The Applicant shall escrow with DPWES the cost to extend Retail Circle from the apron to the southern boundary of the Subject Property line in accordance with the section depicted on Sheet C-10 of the CDP.

Should Retail Circle be constructed by others on the adjacent parcel to the south prior to the construction of the last building on the Subject Property, the Applicant shall have the option to construct Retail Circle from its southern property line to Greensboro Drive and be entitled to a release of the escrowed funds.

23. Merchant Street.

- A. The Applicant shall design and construct Merchant Street within the Subject Property's limits as generally depicted on Sheets C-7 and C-8 of the CDP. Merchant Street shall be constructed in general accordance with the typical section depicted on Sheet C-10, a Local Street, with variable pavement/widening provided at select locations to accommodate certain turning movements and/or pavement transitions.
- B. Merchant Street from Greensboro Drive to the northern boundary of Neighborhood 3 shall be constructed and open for public use prior to the issuance of the first Non-RUP or RUP for Buildings G2 or G3.

24. Future Interparcel Connection. Should Buildings G3 and G4 be developed in accordance with Option 1 as shown on Sheet A-0.1, prior to site plan approval for either Building G3 or G4, the Applicant shall record a public interparcel access easement to permit future connections to the service alley along the eastern portion of the Subject Property from adjacent properties identified as 2011 Tax Map 29-3 ((7)) 1 and 2. Said connections are to be provided by others. The easement shall be in a form approved by the County Attorney and shall not require joinder by any other party.

25. Circulator Accommodations. The right-of-way dedicated for public street and the landscape amenity panel and sidewalk along the Subject Property's frontages with Spring Hill Road and Tyco Road includes an area for a potential circulator route as shown on

Sheet C-18 of the CDP. Should the landscape amenity panel and sidewalk be privately owned and maintained, the Applicant shall reserve for future dedication an area that provides an additional four (4) feet from the back of the proposed curb line as shown on Sheets C-7 and C-8. Reservation of right-of-way shall occur in phases commensurate with site plan approvals for the Subject Property, after which the Applicant shall dedicate the reserved area upon demand of Fairfax County.

Should it be determined upon submittal of an FDP for either of Buildings G1 or G4 that any area subject to reservation is needed for the circulator, the Applicant shall commensurate with the construction of Building G1 or G4 construct a street section that will accommodate this 12 foot wide facility and dedicate the reserved area upon completion of construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT.

Alternatively, should it be determined at the time of construction or subsequent to construction of Greensboro Drive through the Subject Property that right-of-way is needed to accommodate the circulator, the Applicant shall dedicate upon demand an area measuring 4 feet from the existing right-of-way along Spring Hill Road and/or an area measuring 12 feet from the existing right-of-way along Tyco Road, if not previously dedicated.

26. Traffic Signals.

- A. The Applicant shall complete and submit to VDOT a warrant study for a potential signal at the intersection of Greensboro Drive and Tyco Road coincident with the submission of the site plan for Greensboro Drive. If a signal is warranted by VDOT, the Applicant shall equip and install the signal along with installation of pedestrian crosswalks and audible pedestrian countdown signals across Greensboro Drive and Tyco Road as may be permitted and approved by VDOT, utilizing any escrowed contributions for the signal received by the County. If not warranted at that time, the Applicant shall escrow with DPWES its pro rata share of the future signal (based on the Subject Property's proportional share of the traffic utilizing the Greensboro Drive and Tyco Road intersection) to be provided by others.
- B. The Applicant shall modify or replace the existing traffic signal at Spring Hill Road and Greensboro Drive to accommodate the new intersection as determined by VDOT. Pedestrian crosswalks and audible pedestrian countdown signals shall be installed across Greensboro Drive and Spring Hill Road if permitted and approved by VDOT.
- C. If warranted by traffic generated by the Subject Property prior to final bond release, the Applicant shall install signals at the intersections of Greensboro Drive at Retail Circle and Merchant Avenue. If warranted prior to final bond release because of development on the adjoining property, the Applicant shall provide a pro rata share contribution for these signals.

- D. For any signal warranted by VDOT, the Applicant shall provide VDOT with the requisite traffic signal plans for review and approval. All right-of-way associated with signal equipment (poles, equipment boxes, etc.) on the Subject Property not already dedicated shall be reserved for dedication in fee simple to the Board of Supervisors in accordance with Proffer 18A.
- E. If the County, upon request of the Applicant or on its own initiative, determines that such signal installations as proffered will be detrimental to traffic operations, the Zoning Administrator may (1) agree to a later date for completion of the traffic signal installation(s) or (2) permit the Applicant to proceed without the signal installations.

27. Signal Optimization. The Applicant shall analyze the signal operations in the Route 7 Corridor, from the Dulles Airport Access Road and Toll Road (“the Toll Road”) to Westpark Drive/Gosnell Road and provide recommendations for optimizing signal timing to VDOT. The Applicant shall also provide this analysis for signals on Spring Hill Road from Route 7 to the intersection of International Drive. If modification recommendations for the Spring Hill Road corridor are acceptable to VDOT, the Applicant shall implement these optimizations. Such analyses shall be provided with on or before the issuance of a building permit for the fourth building on the Subject Property.

28. Congestion Management. The Applicant shall prepare and implement a construction congestion management plan during construction of each phase, as appropriate, through its development/construction manager so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Subject Property and on the public roadways adjoining the Subject Property. The congestion management plan shall identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities to minimize disturbance on the surrounding road network.

Such plans shall be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and DPWES upon submission of the initial site plan for each phase.

29. Tysons Transportation Fund. The Applicant shall provide a contribution of \$1000 for each residential unit constructed on the Subject Property to Fairfax County for the Tysons Transportation Fund. The contribution associated with each building shall be paid on or before the issuance of each initial Residential Use Permit (“RUP”) for the subject building. The amount due with each building shall be adjusted for all creditable expenditures described herein.

The Applicant shall receive credits against the contributions that would otherwise be due to the Tysons Transportation Fund for the following costs:

- A. Costs incurred in the acquisition of off-site right-of-way and associated easements, including costs borne by the Applicant associated with any Fairfax

County condemnation actions, for the construction of off-site public streets and intersection improvements; and

- B. Costs incurred for the construction of all or a part of off-site public streets (not including costs of the Subject Property's frontage improvements).

BICYCLE FACILITIES

- 30. Bicycle Circulation. In combination with the street and streetscape improvements identified in these Proffers, the Applicant shall provide pavement and striping for on-road bicycle lanes along the Subject Property's frontages with Tyco Road, Greensboro Drive and Spring Hill Road. Such lanes shall typically be four (4) to six (6) in width as shown on Sheet C-10 with the final dimension determined at the time of FDP approval. Bicycle lane striping shall be subject to approval by VDOT.
- 31. Bicycle Parking. The Applicant shall provide bicycle racks, bike lockers, and bike storage areas throughout the Subject Property, the specific locations of which shall be determined at the time of FDP approval. The bike racks shall be inverted U-style racks or other design approved by Fairfax County Department of Transportation. The total number of bike parking/storage spaces shall be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking for each building or group of buildings as determined at FDP.

PARKING

- 32. Zoning Ordinance Requirements. Parking on the Subject Property shall be provided in accordance with the parking requirements for the PTC District set forth in Sect. 6-509 and Article 11 of the Zoning Ordinance, and as shown on the CDP. The exact number of spaces to be provided shall be refined with approval of the Final Development Plan(s) (the "FDPs") and determined at the time of site plan approval based on the specific uses, number of residential units and bedroom mix. If changes in the mix of uses or residential bedroom mix result in parking greater than that anticipated on the CDP, the additional parking spaces shall be accommodated within the proposed parking structures, without increasing the height or mass of the parking structures. Notwithstanding anything to the contrary, the Applicant shall be entitled to designate or otherwise provide up to 46 parking spaces in Building G4 for use by the Fire and Rescue Station without any such spaces reducing the maximum amount of parking spaces otherwise allowed in the PTC District for multi-family residential dwellings in said Building G4 or for any Retail/Service category uses in Building G4.
- 33. Commercial Off-Street Parking. The Applicant may provide commercial off-street parking on an interim basis in surface lots on the Subject Property utilizing existing access locations with approval of a FDP. Commercial off-street parking on an interim basis in surface lots on the Subject Property, shall be deemed to be in general

conformance with the CDP and shall provide interim improvements as set forth in Proffer 17. This parking shall be in addition to the permitted parking for the proposed uses on the Subject Property.

34. Future Parking Revisions. The Applicant reserves the right to provide parking at revised rates (rates referring to the number of parking spaces provided per dwelling unit for residential uses or per square foot of GFA for Retail/Service uses) as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised rates shall not require a CDPA or PCA, provided there is no increase in the size or height of above-grade parking structures.
35. Parking Stipulations.
- A. The Applicant shall provide controlled access to the parking garage and shall ensure that the control equipment is capable of counting vehicles entering and exiting the garage.
 - B. The sale or lease rates of parking spaces shall be “unbundled” from the purchase price or lease rate of the individual dwelling units; meaning a unit’s purchase price or lease rate shall be exclusive of parking costs.

TRANSPORTATION DEMAND MANAGEMENT

36. Tysons Transportation Management Association. The Applicant shall join and participate in a future transportation management association to be established for the Tysons area.
37. Transportation Demand Management. The Applicant shall fund, implement and administer a transportation demand management program for the Subject Property as described in this Proffer (the "TDM Program"). If subsequent to the approval of this Rezoning, a Tysons West District or Tysons Corner Urban Center-wide TDM entity is established for the purpose of administering TDM programs in such District or Urban Center, and is approved by FCDOT, then the Applicant with approval from FCDOT and without requiring a PCA may join or otherwise become associated with such entity and transfer all functions of this TDM Program to the new entity whereupon this Proffer shall be void and of no further force or effect. This TDM Program for the Subject Property will be part of a more comprehensive TDM program to be developed for Spring Hill Station. It is intended that the first of the Spring Hill Station Neighborhoods to develop will initiate implementation of that which will become a Spring Hill Station-wide TDM program, and which the later developing Neighborhoods will join. Further, if solely determined by FCDOT that a proactive, private TDM program is no longer necessary or viable, the TDM structure in this proffer may be rendered null and void in its entirety without the need for a PCA.
- A. Implementation Plan. The proffered elements of the TDM Program as set forth below are more fully described in the *Tysons Spring Hill Station Transportation Demand Management and Implementation Plan* prepared by UrbanTrans

Consultants, Inc. dated August 22, 2011 (the "Implementation Plan"). A copy of the cover sheet and table of contents of the Implementation Plan is attached hereto as Exhibit B. It is the intent of this Proffer that the Implementation Plan adapt over time to respond to the changing transportation related circumstances of the Subject Property, the other neighborhoods in Spring Hill Station, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth herein. Accordingly, modifications, revisions, and supplements to the Implementation Plan as may be approved by the FCDOT can be made without the need for a PCA provided that the Implementation Plan continues to reflect the proffered elements of the TDM Program as set forth below.

- B. Responsible Party. Georgelas Group LLC, or any successor other than the UOA or its equivalent, shall remain obligated under this Proffer until such time as two consecutive post Stabilization trip counts reveal that the applicable vehicle trip reduction goals are being met (the "Applicant Control Period"). At the end of the Applicant Control Period, the UOA or equivalent shall become obligated under this Proffer and Georgelas Group LLC, or any successor other than the UOA or equivalent, shall have no further obligation with respect to this Proffer. For purposes of this Proffer, "Stabilization" shall be deemed to occur one-year following issuance of the last initial RUP for the final dwelling unit to be constructed on the Subject Property. "Pre-stabilization" shall be deemed to occur upon the issuance of the last initial RUP for the third residential building to be constructed on the Subject Property.
- C. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by residents of the Subject Property, during weekday peak hours, by meeting the percentage vehicle trip reductions set forth below. These trip reduction percentages shall be multiplied by the total number of residential vehicle trips that would be expected to be generated by the uses developed on the Subject Property as determined by the application of the Institute of Traffic Engineers, 8th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation"), and the number of trips determined by the product of such equation shall be referred to herein as the "Maximum Trips After Reduction". For purposes of this calculation, the maximum number of dwelling units proposed to be constructed in each building on the Subject Property as determined at the time of site plan approval for each building shall be applied to the calculation described in the preceding sentence. The target reductions shall be as follows:

<u>Year</u>	<u>Percentage Vehicle Trip Reduction</u>
Through 2022	35%
2023	37.5%
2025	40%
2028	42.5%
2030	45%

2035	47.5%
2040	50%
2045	52.5%
2050	55%

If through an amendment to the Comprehensive Plan, the Board of Supervisors should subsequently adopt a goal for trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer shall be adjusted accordingly without requiring a PCA.

D. TDM Program Components – Spring Hill Station-Wide. The TDM Program shall include, but not necessarily be limited to, the following Spring Hill Station-wide components, each of which are more fully described in the Implementation Plan, and each of which may be provided in association with, and may be phased accordingly to, the TDM Program proffered for Neighborhoods 1 and 2:

- (i) Spring Hill Station-wide TDM Program Management.
- (ii) TDM Program Branding.
- (iii) Transportation Program Web Site.
- (iv) Promotion of Real-time Transit Information.
- (v) Site-based Transportation Access Guides.
- (vi) Customized Commute Profiles.
- (vii) Bicycle Accommodations.
- (viii) Carsharing Management.
- (ix) Vehicle Parking Management.

E. TDM Program Components – Residential. The TDM Program shall include, but not necessarily be limited to, the following residential components, each of which are more fully described in the Implementation Plan, and each of which may be provided in association with, and may be phased accordingly to, the TDM Program proffered for Neighborhoods 1 and 2.

- (i) Residential Transportation Coordinators.
- (ii) Business Center.
- (iii) Metrorail SmartTrip cards and Try Transit campaign for new residents.
- (iv) Live/work/play marketing to new tenants.

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 may be approved by the FCDOT can be made without the need for a PCA.

(i) TDM Program Manager. If not previously appointed, the Applicant shall appoint and continuously employ, or cause to be employed, a qualified transportation management professional with a transportation marketing and/or planning background to be the TDM Program Manager (TPM) for Spring Hill Station. If not previously appointed, the TPM shall be appointed by the Applicant no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Subject Property. During the initial stages of development, the TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and the District Supervisor in writing within 10 days of the appointment of the TPM and further shall provide the TPM's qualifications. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment. Following the termination of the Applicant Control Period, the UOA shall be responsible for employment of the TPM.

(ii) TDM Work Plan and Annual Budget. If not already effectuated for the then-current calendar year, the TPM shall prepare and submit to FCDOT a TDM Work Plan ("TDMWP") and Annual Budget no later than 180 days after issuance of the first building permit for the first new building on the Subject Property. If a TDMWP is already in place for the then-current calendar year, the TDM shall revise the TDMWP with the following year's submission to incorporate the new construction on the Subject Property. The TDMWP shall include, at a minimum:

- a. Details as to the start-up components of the TDMWP that will be put into action effective with the first new building on the Subject Property;
- b. The budget needed to implement the TDMWP (the "TDM Budget");
- c. A determination of the applicable Maximum Trips After Reduction for the Subject Property in accordance with Paragraph C above; and
- d. Provision of the specific details associated with the monitoring and reporting requirements.

The TDMWP shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission then the TDMWP shall be deemed approved and the TDMWP shall be

implemented. If FCDOT responds with comments on the TDMWP, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the TDMWP as discussed and agreed to with FCDOT and begin implementation of the approved program and establish the approved TDM Budget. Thereafter the TPM, in conjunction with each annual report summarizing the results of the TDM Program to be submitted no later than February 1st (the "Annual Report"), shall update the TDMWP and TDM Budget for each succeeding calendar year modify or enhance program elements and establish a budget to cover the costs of implementation of the TDMWP for such year. The expected annual amounts of the TDM Budget are further described in Section 3.0 of the Implementation Plan.

- (iii) TDM Account. If not previously established, the Applicant, through the TPM, shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia as approved by Fairfax County (the "TDM Account") within 30 days after approval of the TDMWP and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes. The TDM Account shall be funded solely by the Applicant, through the TPM, until the end of the Applicant Control Period. At the end of the Applicant Control Period, a line item for the TDM Account shall be included in the UOA, or its equivalent, budget. The governing documents that establish and control the development shall provide that the TDM Account shall not be eliminated as a line item in the governing budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account shall be in accordance with the budget for the TDM Program elements to be implemented in a year's TDMWP plus a contingency (the "TDM Contingency") amount equal to 10 percent of the yearly estimated TDM Budget. In no event shall the TDM Budget and the TDM Contingency for Spring Hill Station overall be required to exceed \$215,000 and in no event shall an individual building's obligation to fund the TDM Budget exceed the proportion set forth in the Implementation Plan (these amounts shall escalate annually from the first day of the calendar month following the date on which a building permit for the first new building within Spring Hill Station has been issued (the "Base Month") and shall change on each anniversary thereafter of the Base Month based on changes in the Consumer Price Index for all urban consumers [1982-84=100] (not seasonally adjusted) [the "CPI-U"] from the Base Month as permitted by VA. Code Ann. Section 15.2-2303.3). The TPM shall provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter

following the establishment of each year's TDM Budget and any transfer of funds to the TDM Remedy Fund. The TDM Account shall be managed by the TPM.

- (iv) TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia as approved by Fairfax County referred to as the "TDM Remedy Fund." Any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund, as discussed below, until such time as the TDM Remedy Fund has achieved a balance of \$50,000 for Spring Hill Station overall (this amount shall be adjusted annually in accordance with subparagraph (iii) above based on changes in the CPI-U from the Base Month defined in said subparagraph (iii)).

At such time as the TDM Remedy Fund achieves such a balance, any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account for use by the TPM. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required. In the event the TDM Remedy Fund is drawn upon, then the TDM Remedy Fund shall be replenished during the next TDM Budget cycle (repeated for multiple budget cycles if necessary), as indicated above, until the TDM Remedy Fund achieves a balance of \$50,000 (as such amount is or has been adjusted in accordance with the method described above).

- (v) TDM Penalty Fund. The "TDM Penalty Fund" is an account in to which the Applicant shall, through the TPM, deposit penalty payments as may be required to be paid pursuant to the this Proffer for non-attainment of trip reduction goals. The County may withdraw funds from the TDM Penalty Fund for the implementation of additional TDM program elements/incentives and/or congestion management in Tysons Corner. To secure the Applicant's obligations to make payments into the TDM Penalty Fund, the Applicant shall provide the County with a letter of credit or a cash escrow as further described below.

Prior to the issuance of the first RUP for each new building on the Subject Property, the Applicant (or its successor owner or developer, but not the UOA) shall:

- a. Establish the TDM Penalty Fund, if not previously established by the TPM, and
- b. Deliver to the County a clean, irrevocable letter of credit issued by a banking institution approved by the County or escrow cash in an interest-bearing account with an escrow agent acceptable to

DPWES to secure the Applicant's obligations to make payments into the TDM Penalty Fund (the "Letter(s) of Credit or Cash Escrow(s)"). The Letter(s) of Credit or Cash Escrow(s) shall be issued in an amount equal to \$0.45 for each square foot of GFA shown on the approved site plan for each new building on the Subject Property. Until the Letter of Credit or Cash Escrow for each new building shall have been posted, the \$0.45 figure in the preceding sentence shall escalate annually from the first day of the calendar month following the date on which the first RUP or Non-RUP, as the case may be, for the first new building within Spring Hill Station has been issued and shall change on each anniversary of said date thereafter based on changes to the CPI-U (as defined in Paragraph F(iii) above) using the date of issuance of the first RUP or Non-RUP aforesaid as the base month. Once the Letter(s) of Credit or Cash Escrow(s) shall have been posted, there shall be no further adjustments or increases in the amount thereof. The Letter(s) of Credit or Cash Escrow(s) shall name the County as the beneficiary and shall permit partial draws or a full draw. The foregoing stated amount(s) of the Letter(s) of Credit or Cash Escrow(s) shall be reduced by the sum of any and all previous draws under the Letter(s) of Credit or Cash Escrow(s) and payments by the Applicant (or the TPM) into the TDM Penalty Fund as provided below.

- (vi) Monitoring. The Applicant shall verify that the proffered trip reduction goals are being met through the provision of person surveys, trip counts of residential uses and/or other such methods as may be reviewed and approved by FCDOT. Surveys shall be conducted and traffic counts collected for the Subject Property: (a) one year following issuance of the final initial RUP for the first new building to be constructed on the Subject Property; (b) one year following issuance of the final initial RUP for the second new building to be constructed on the Subject Property; (c) at Pre-stabilization; and (d) at Stabilization.

Following Pre-stabilization but prior to Stabilization, surveys shall be conducted every three years and traffic counts shall be collected annually until the results of one annual traffic count show that the applicable Maximum Trips After Reduction for the Subject Property have not been exceeded. At such time, no further surveys or traffic counts shall be required until Stabilization occurs; however, Annual Reports shall still be provided as outlined in this Proffer.

Following Stabilization, surveys shall be conducted every three years and traffic counts shall be collected annually until the results of two consecutive traffic counts show that the applicable Maximum Trips After Reduction for the Subject Property have not been exceeded. At such time as two consecutive traffic counts show that the applicable Maximum Trips

After Reduction for the Subject Property have not been exceeded, the Applicant Control Period associated with the Subject Property shall terminate.

G. Remedies and Penalties

(i) Prior to Pre-Stabilization. If the TDM program monitoring reveals that the Maximum Trips After Reduction for the Subject Property is exceeded, then the Applicant shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the Implementation Plan and annual TDMWP. However, there shall be no penalties associated with trip counts and/or surveys conducted prior to Pre-Stabilization.

(ii) Following Pre-stabilization but prior to Stabilization

a. *Remedies.* If it is determined at Pre-stabilization that the TDM program monitoring reveals that the Maximum Trips After Reduction for the Subject Property is exceeded, then the Applicant shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the Implementation Plan and annual TDMWP and funded by the Remedy Fund as may be necessary.

b. *Penalties.* If despite the implementation of remedial efforts, the applicable Maximum Trips After Reduction (based on the year Pre-Stabilization occurred) are still exceeded after three consecutive years, then, in addition to addressing further remedial measures as set forth in this Proffer, the Applicant shall be assessed a penalty according to the following:

- 1) If the vehicle trip reduction achieved is no more than 5.0 percentage points less than the applicable percentage goal, then no penalty is owed and no further surveys or counts are necessary until Stabilization.
- 2) If the vehicle trip reduction achieved is between 5.0 and 10.0 percentage points less than the applicable percentage goal, then \$350 per trip for each trip that exceeds the applicable Maximum Trips After Reduction within such range, shall be paid to the TDM Penalty Fund.
- 3) If the vehicle trip reduction achieved is more than 10.0 percentage points less than the applicable goal, then 25% of the remaining penalty funds contributed by the three buildings constructed on the Subject Property shall be paid

to the TDM Penalty Fund, subject to the limitations in the paragraph below.

- 4) Penalties may be incurred in subsequent Pre-Stabilization years based on the ranges set forth in subparagraph b(1) through b(3) above. The total aggregate amount of penalties that may be incurred by the Applicant during Pre-Stabilization shall be limited to forty percent (40%) of the total penalty funds contributed by the first three new buildings constructed on the Subject Property. Once the applicable Maximum Trips After Reduction are not exceeded (the applicable vehicle trip reduction goal is met), those funds remaining in the penalty fund shall be used toward applicable penalties incurred after Stabilization and no further traffic counts or surveys shall be required until Stabilization is reached.

(iii) Following Stabilization and during the Applicant Control Period

- a. *Remedies.* If the TDM program monitoring reveals that the Maximum Trips After Reduction for the Subject Property is exceeded, then the Applicant shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the Implementation Plan and annual TDMWP and funded by the Remedy Fund as may be necessary, commensurate with the extent of deviation from the Maximum Trips After Reduction goal.
- b. *Penalties.* If despite the implementation of remedial efforts, the applicable Maximum Trips After Reduction (based on the year Stabilization occurred) are still exceeded after three consecutive years, then, in addition to addressing further remedial measures as set forth in this Proffer, the Applicant shall be assessed a penalty according to the following:
 - 1) If the vehicle trip reduction achieved is up to 2.0 percentage points less than the applicable percentage goal, then \$500 per trip for each trip that exceeds the applicable Maximum Trips After Reduction shall be paid to the TDM Penalty Fund.
 - 2) If the vehicle trip reduction achieved is up to 6.0 percentage points less than the applicable percentage goal then \$500 per trip for each trip that exceeds the applicable Maximum Trips After Reduction by up to 2.0 percentage points and \$750 per trip for each trip that exceeds the applicable Maximum Trips After Reduction by more than

2.0 percentage points shall be paid to the TDM Penalty Fund.

- 3) If the vehicle trip reduction achieved is up to 10.0 percentage points less than the applicable percentage goal then \$500 per trip for each trip that exceeds the applicable Maximum Trips After Reduction by up to 2.0 percentage points, \$750 per trip for each trip that exceeds the applicable Maximum Trips After Reduction by more than 2.0 and up to 6.0 percentage points, and \$1,000 per trip for each trip that exceeds the applicable Maximum Trips After Reduction by more than 6.0 percentage points shall be paid to the TDM Penalty Fund.
 - 4) If the trip reduction achieved is more than 10 percentage points less than the applicable percentage goal, then 25% of the total remaining penalty funds contributed by the Subject Property shall be paid to the TDM Penalty Fund.
 - 5) Penalties may be incurred in subsequent Stabilization years during the Applicant Control Period when the applicable Maximum Trips After Reduction for the Subject Property continue to be exceeded and provided there are funds still available in the Penalty Fund.
- (iv) The Applicant shall make the payments required by this Proffer into the TDM Penalty Fund upon written demand by the County, and the County shall be authorized to withdraw the amounts on deposit in the TDM Penalty Fund. If the Applicant fails to make the required penalty payment to TDM Penalty Fund within thirty (30) days after written demand, the County shall have the ability to withdraw the penalty amount directly from the Letter(s) of Credit or Cash Escrow(s).
- (v) The maximum amount of penalties associated with the Subject Property, and the maximum amount the Applicant shall ever be required to pay pursuant to the penalty provisions of this Proffer, including prior to and after Stabilization, shall not in the aggregate exceed the amount of the Letter(s) of Credit or Cash Escrow(s) determined and computed pursuant to the provisions of Paragraph F(v)(b) above. There is no requirement to replenish the TDM Penalty Fund at any time. Upon the end of the Applicant Control Period, the Letter(s) of Credit and/or any cash left in the Cash Escrow(s) shall be released to the Applicant.

H. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the Applicant (or UOA after termination of the Applicant Control Period) to

conduct additional Trip Counts (pursuant to the methodology set forth in the Implementation Plan) within 90 days to determine whether in fact such objectives are being met. If any such Trip Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the Applicant or UOA shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

- I. Review of Trip Reduction Goals. Upon Stabilization and concurrent with remedial actions and/or the payment of penalties as outlined in Paragraph G.(iii) , the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Subject Property and set a revised lower goal for the Subject Property consistent with the results of such surveys and traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Subject Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period.
- J. Continuing Implementation. At the termination of the Applicant Control Period, the UOA shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The UOA 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. All owners of the Subject Property shall be advised of the TDM Program set forth in this Proffer. UOA members shall be informed of their funding obligations pursuant to the requirements of this Proffer prior to the purchase of units and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial purchase documents and within the UOA documents.

38. Intelligent Transportation Systems. To optimize safe and efficient travel in Tysons, the Applicant shall incorporate and maintain a system that provides pertinent traffic and transit information that allows users to make informed travel decisions. This information shall be provided at initial occupancy of each building. The delivery of this information shall be made convenient for building occupants and visitors, such as via computer, cell phone, monitors, or similar technology. Such devices shall provide, but not be limited to, information on the following:

- A. Traffic conditions, road hazards, construction work zones, and road detours.
- B. Arrival times and delays on Metrorail, Tysons Circulator, and area bus routes.
- C. Real time parking conditions and guidance to current on-site parking vacancies.
- D. Bus stops pre-wired for real-time arrival/departures information.

The Applicant shall work with FCDOT and/or the Tysons Partnership to identify sources and facilitate electronic transmittal of data. Furthermore, the Applicant shall participate in

efforts to implement any future dynamic traffic management program for the Tysons area.

AFFORDABLE/WORKFORCE HOUSING

39. Affordable Dwelling Units. If required by the provisions of Part 8 of Article 2 of the Zoning Ordinance, Affordable Dwelling Units ("ADUs") shall be provided pursuant to said regulations unless modified by the ADU Advisory Board.
40. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant shall also provide for-sale and/or rental housing units on the Subject Property in accordance with the Board of Supervisors' Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010. Workforce Dwelling Units ("WDUs") shall be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than twenty percent (20%) of the total residential units constructed as part of the Proposed Development. The 20% applies to the total number of dwelling units to be constructed on the Subject Property. If ADUs are provided in the development, both the ADUs and the ADU bonus units shall be deducted from the total number of dwelling units on which the WDU calculation is based.

The WDUs generated by each residential building on the Subject Property shall be provided within said building, however the Applicant reserves the right to consolidate the WDUs into one or more buildings with the build-out of the Subject Property and thereby increase the number of WDU units in one or more buildings beyond twenty percent (20%) with a corresponding decrease in the number of WDU units in the other buildings. The WDUs in each building shall have a bedroom mix similar to that provided in the market rate units in such building. Additionally, in the event that parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space shall be made available for lease by each ADU and/or WDU in the development.

Notwithstanding the foregoing, should the Board of Supervisors' policies related Workforce Dwelling Units in Tysons Corner be amended, the Applicant reserves the right, at its sole discretion, to opt in to the new policies, in part or in whole, without the need for a PCA and, if the Applicant so opts into any such new policies, the provisions of this Proffer which relate to the new policies of the Board of Supervisors which Applicant has elected to opt into shall no longer be effective. Furthermore, 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 an agreement and the provisions of this proffer as it applies to WDUs shall become null and void. Such an

agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

PARK AND RECREATIONAL FACILITIES

41. Publicly Accessible Parks and Recreational Facilities. The Applicant shall provide park spaces and recreational facilities on the Subject Property that will be open and accessible to the general public as depicted on the CDP. For areas that are not specifically dedicated to the Fairfax County Park Authority ("FCPA") for park purposes, the Applicant shall retain the area(s) in fee simple, record public access easement(s) ensuring that the park space is open to the public for periods of times consistent with traditional Fairfax County parks subject to usual and customary rules and regulations, and provide for perpetual private maintenance. The Applicant shall also enter in to an agreement with FCPA to plan and coordinate activities and events within the publicly accessible park areas. A wayfinding and signage system shall be developed in coordination with FCPA at the time of FDP and site plan approval and installed by the Applicant to ensure the public can easily identify and access all publicly accessible park spaces. The following parks and facilities shall be provided as generally shown on Sheets L-4, L-5, L-7 and L-8 of the CDP, with more specific details provided at the time of FDP approval. Additional or substitute recreational facilities to those listed below may be approved with the FDP provided such facilities result in an equivalent or enhanced quality of recreational opportunities.

A. Public Park 7 - A street level park of approximately 12,300 square feet is to be located at the corner of Greensboro Drive and Spring Hill Road as depicted on Sheets L-4 and L-7 of the CDP. This park shall be designed to allow future expansion on to adjacent property. The park shall include a mixture of hardscaping and landscaping and:

- (i) a children's play/climbing area for ages 2-5 and 5-12;
- (ii) a half-basketball court;
- (iii) an small open lawn panel;
- (iv) outdoor seating;
- (v) a pergola or garden structure; and
- (vi) appropriate fencing

The Applicant shall offer to dedicate this area to the FCPA for park purposes at the time of site plan approval for the second building to be constructed on the Subject Property. Should FCPA agree to accept dedication of the completed park, the Applicant shall enter into an agreement with FCPA for the Applicant or its successors to provide perpetual maintenance of the park. Construction of the park shall be substantially complete within 18 months of the issuance of the first RUP

or Non-RUP for the second building constructed on the Subject Property and dedication shall occur prior to bond release for that same building.

Should the County not accept dedication of this park, the park area shall remain in private ownership as a public park space with appropriate access easements as noted in these Proffers. If the park area remains in private ownership, the Applicant reserves the right to expand the lawn panel or provide bocci courts in lieu of the children's play/climbing area.

- B. Public Park 8 - A street level plaza of approximately 4,050 square feet is to be located in front of and between Buildings G1 and G2. This park area shall remain in private ownership as a public park space with appropriate access easements as noted in these Proffers. The park shall be constructed commensurate with the construction of Building G2 and shall include a mixture of hardscaping and landscaping and:
 - (i) outdoor seating;
 - (ii) landscaped features; and
 - (iii) public sculpture or a water feature

42. Private Amenities and Recreation Facilities for Residents. The Applicant shall provide on-site recreational facilities for the future residents of the Subject Property. Pursuant to Par. 2 of Sect. 6-110 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$1600 per market-rate and workforce residential unit on such recreation facilities. Prior to final bond release for the Subject Property, the balance of any funds not expended on-site, as determined by DPWES shall be contributed to the FCPA for the provision of recreation facilities serving Tysons Corner.

The specific facilities and amenities to be provided for each individual residential building or shared between two or more buildings, which shall be for the use and enjoyment of those building(s) residents, shall be determined at the time of FDP approval. Amenities to be provided shall include but not be limited to:

- A. Private exterior recreational areas/courtyards on the upper level of the parking podiums with seating areas, specialty landscaping, lawn and/or shaded areas and hardscape areas, and may also include a volleyball court, putting green, bocci court, boules court, board game tables, or similar recreational facility as generally shown on Sheet L-4 of the CDP/FDP and as may be approved with the FDP;
- B. Private exterior recreational area on the roof or podium level with a swimming pool, lounge deck, and shade structure;

- C. Interior fitness center, a minimum of 1,000 square feet in size, furnished with exercise equipment such as stationary bikes, treadmills, weight machines, free weights, etc., but not necessarily staffing; and
- D. Clubroom for resident gatherings and/or media/entertainment center.

43. Sport Court. The Applicant shall provide a sport court(s) within the Proposed Development under either Alternative A or Alternative B described below:

- A. Alternative A. The Applicant may include a health club/gym with up to 60,000 GFA in any of Buildings G1, G2, G3, or G4. If provided, the health club/gym would include a full size basketball court and be open for use by the residents of the Proposed Development and the general public through a paid membership or paid use arrangement. It is intended that this indoor court facility option would serve league needs as well as individual members. The total amount of residential GFA permitted on the Subject Property as shown in the development tabulations on Sheet C-4 of the CDP shall be reduced by the amount of GFA dedicated to the health club/gym that is not a part of the approved 18,100 of non-residential uses.
- B. Alternative B. The Applicant may include two half court basketball courts (or equivalent sport courts/facilities determined at the time of FDP, or as subsequently determined by the Zoning Administrator) within Buildings G1, G2, G3, or G4 as part of the private recreational amenities for residents. Should this option be implemented, the cost of the sport courts may be counted toward the minimum required recreational expenditures described in Proffer 43.

44. Off-Site Parkland Acquisition and Dedication. To address the Comprehensive Plan's recommendations regarding the provision of athletic fields in Tysons, the Applicant shall make a good faith effort to diligently pursue, acquire and dedicate to the FCPA for park and potential athletic field development approximately 2.8 acres of land identified as 2011 Tax Map 29-3 ((1)) 11, 17A and 29-3 ((14)) A1 (the "Off-Site Park Parcels") adjacent to Raglan Road Park. On or before three (3) months of the approval of this Rezoning, the Applicant or a designee shall make a good faith, fair market written offer to the Owner(s) of the Off Site Park Parcels to purchase the Off Site Park Parcels. If successful in the Off-Site Park Parcels acquisition, the Applicant shall demolish all existing structures on the Off-Site Park Parcels, remove all debris and dedicate in fee simple the Off-Site Park Parcels to the FCPA within 120 days of acquisition, or at another time as may be provided in a separate agreement with the FCPA.

In the event the Applicant or its designee is not able to acquire the Off-Site Park Parcels at a commercially reasonable price within 9 months of approval of this Rezoning, the Applicant shall submit a written request to Fairfax County to acquire the Off-Site Park Parcels by means of its condemnation powers as described in Proffer 54.

At such time as the Applicant has demonstrated that it has completed the acquisition of the Off-Site Park Parcels, any escrowed funds and accumulated interest collected by the County specifically for the purchase of the Off-Site Park Parcels pursuant to other

rezoning applications in the area, including but not limited to RZ 2010-PR-014-A, shall be released to the entity responsible for purchasing the Off-Site Parcels (i.e. Applicant or its designee in the event the Off-Site park parcels are acquired by them or Fairfax County in the event the Off-Site Parcels are acquired through condemnation) and credited to the acquisition. If the Applicant requests Fairfax County to acquire the Off-Site Parcels by means of its condemnation powers then any escrowed funds and accumulated interest shall be credited to the amount of cash that Applicant is required to deposit with Fairfax County under Proffer 54. If, after acquisition of the Off-Site Parcels, Fairfax County receives funds under other rezoning applications, including but not limited to RZ 2010-PR-014-A, specifically for the purchase of the Off-Site Park Parcels, Fairfax shall release such funds to the Applicant or its designee.

In the event the Owner(s) of the Off-Site Park Parcels is unable or unwilling to sell the Off-Site Park Parcels to the Applicant or its designee at a commercially reasonable price, and Fairfax County elects not to use its condemnation powers to acquire the Off-Site Park Parcels (or is unsuccessful in a condemnation proceeding), the Applicant shall contribute 25% of the appraised value of the Off-Site Park Parcels (as determined by an independent appraisal at the time such parcels are considered for condemnation) at the issuance of each initial RUP or Non-RUP for each of Building G1, G2, G3, and G4 and be relieved of its obligation to acquire and dedicate the Off-Site Park Parcels. Applicant's contribution under the preceding sentence shall be reduced by the amount of any escrowed funds received by Fairfax County from other applicants under RZ 2010-PR-014, including the applicant under RZ 2010-PR-014-A, for acquisition of the Off-Site Parcels or to support the provision of active recreational facilities in the Tysons area either through land acquisition or facility development. Said contributions are to be utilized to support the provision of active recreation facilities either through land acquisition or facility development in Tysons.

PUBLIC FACILITIES

45. Fire and Rescue Station. The Applicant shall design, permit, construct and dedicate to the County a two-level space consisting of approximately 21,300 square feet of GFA within Building G4 for a new Fairfax County Fire and Rescue Station (the "New Station") in a location as generally shown and identified as Option 1 on Sheets A-0.1 and A-0.3 of the CDP in accordance with the following:
 - A. Specifications for New Station. The New Station is identified as Option 1 on the CDP. The New Station shall be designed and constructed in accordance with, and to include those items identified in, both the "Fairfax County Fire Station Design Manual, Adjusted for Tysons Fire Station 29 Relocation, dated July 2011" and the "Guidelines for Architects and Engineers, County of Fairfax, Virginia, Department of Public Works and Environmental Services, Adjusted for Tysons Fire Station 29 Relocation, dated July 2011" (collectively, the "Fire Department Standards"), or to such other standards or specifications as may otherwise be mutually agreed upon by the Applicant and the County. A copy of the cover sheets and tables of contents of the Fire Department Standards is attached hereto as Exhibit C. In all instances, the New Station shall be designed and constructed

in keeping with the level of detail and quality exhibited in other publicly funded Fairfax County fire and rescue stations then in existence or under construction.

B. Design Coordination. The Applicant shall coordinate the design of the New Station with the Planning & Design Division of DPWES (the "PDD") and the Chief of the Fairfax County Fire & Rescue Department ("F&R") as follows:

(i) Final Development Plan. Prior to submission of an FDP for Building G4 to DPZ, the Applicant shall submit a draft of the FDP to PDD and F&R for their review and approval of the aspects of the FDP related to the New Station.

(ii) Site Plan. Prior to submission of a site plan for Building G4 to LDS, the Applicant shall submit a draft of the site plan to PDD and F&R for their review and approval of the aspects of the site plan related to the New Station.

(iii) Construction Documents. During the preparation of the Construction Documents for Building G4 and prior to submission for building permit approval, the Applicant shall submit 35% Construction Documents, and later 100% Construction Documents, to PDD and F&R for their review and approval of the aspects of the Construction Documents related to the New Station.

(iv) Review Process. In each event of submission to, and review and approval by, PDD and F&R as provided above, the following shall apply:

a. The phrase "related to the New Station" in the preceding paragraphs (B)(i) through (B)(iii) shall be construed to apply to, among other things, elements of Building G4 and the related infrastructure necessary for the operation of the New Station.

b. The phrase "35% Construction Documents" in the preceding paragraph (B)(iii) shall be construed to include drawings and specifications that describe and fix the project's architectural, structural, mechanical, plumbing, and electrical systems, and shall further specify the following:

1) Site-related: The location and size of all site elements including apparatus bay aprons and testing areas, path or access (including grade and turning radius) for the fire station apparatus, fuel dispenser and fuel tank locations, emergency generator and access for fuel, and public and staff parking.

2) Building-related: All program areas and sizes, all spaces meeting accessibility requirements, basic layout of all building systems, location and types of walls, types of building materials (not colors), selection of all major M/E/P

systems and verification that they can be accommodated in the space provided, apparatus diesel exhaust system and venting outside the building, and designation of fire station alerting system.

- c. PDD and F&R shall respond in writing to the Applicant as soon as possible but no later than within thirty (30) days of its receipt of plan submissions, either approving such plans or setting forth specific comments to the same. In the latter event, the Applicant shall prepare a revised submission, subject to a fifteen (15) day PDD / F&R review period, and the process shall continue with 15-day review periods until the submission is approved by PDD and F&R. PDD and/or F&R failure to timely respond shall not be deemed the approval of such agency or obviate the requirement for such agency's approval.
- d. PDD and F&R approval of submissions under this paragraph (B) shall not be unreasonably withheld, conditioned or delayed.
- e. PDD and F&R review shall be cumulative, with the scope of review limited by the scope of previous comments and approval(s), such that in no event (i) shall comments on the site plan or construction documents require an amendment to the FDP, nor (ii) shall comments on the construction documents require an amendment to the site plan; provided, however, that any comment noting a failure of the submittal to conform the Fire Department Standards shall not be so limited.
- f. If any County comment to the New Station design deviates from the Fire Department Standards and would result in an incremental expense to the Applicant (including, but not necessarily limited to, design, financing/carry and/or construction costs), the Applicant shall have no obligation to incorporate such comment/change unless the County has first agreed to reimburse the Applicant for such incremental expense, as reasonably determined by the Applicant and the County. Notwithstanding the foregoing sentence, if any such comment/change results from a general, County-wide update to the components of the Fire Department Standards then the Applicant shall share the cost of any such changes on an equal basis with the County up to a total amount of \$500,000 of such incremental expenses (i.e. \$250,000 to be borne by the Applicant and \$250,000 to be borne by the County). Any incremental expenses beyond such amount shall be borne solely by the County.

- g. Each request for PDD and F&R approval under this paragraph shall be accompanied by an explanatory cover letter and a copy of this Proffer.
- h. Notwithstanding the requirement of PDD and F&R approval under this paragraph, the Applicant may submit its FDP, Site Plan(s) and Construction Documents for regulatory review upon submission of such documents to PDD and F&R; provided, however, that Applicant shall update its regulatory submission to reflect the PDD and F&R-approved version of such submission.

C. Development Agreement. The Applicant and the County shall use good faith, prompt efforts, and shall reasonably and mutually cooperate, to enter into a development agreement ("Development Agreement") that sets forth the reasonable terms and conditions for implementing the respective obligations and expectations set forth in this Proffer, including, among other things, a County right to terminate the agreement and elect the Off-Site Alternative (as defined in paragraph H below) in the event of a substantial interruption in construction work (to be defined in the Development Agreement) that causes the Outside Delivery Date (as defined in paragraph G. below) to be missed, occurs after the Outside Delivery Date, or occurs before the Outside Delivery Date and causes the County to reasonably believe, based on the construction schedule, that the Outside Delivery Date will not be met. The Development Agreement shall neither directly contradict a provision of this Proffer, nor shall it create any new obligation, cost or burden of the Applicant other than as required under this Proffer or as is reasonably related to the implementation of the obligations set forth herein (unless upon the mutual agreement of both parties, neither having any obligation to do so).

D. Construction of New Station. The Applicant shall construct the New Station in conformance with the approved FDP, Site Plan and Construction Documents. The Applicant shall install those fixtures and equipment within the New Station as set forth in the Fire Department Standards and with a level of detail in keeping with that exhibited in other publicly funded Fairfax County fire and rescue stations then in existence or under construction. The Applicant shall provide written notice to the County that Applicant considers the New Station substantially complete, whereupon the County shall conduct an inspection of the New Station and provide the Applicant a list of reasonable "punch list" items to be completed by the Applicant after occupancy by the County; the failure to include any items on such list does not alter the responsibility of the Applicant to fully construct the New Station in accordance with the approved FDP, Site Plan, and Construction Documents. For purposes of this Proffer, "substantially complete(d)" shall mean the date, when: (i) construction of the New Station, necessary portions of Building G4, and the related infrastructure (including without limitation, portions of Merchant Street and Greensboro Drive) is sufficiently complete such that the County can safely occupy and utilize the New Station for its intended use, subject only to certain unfinished items of

construction that are not necessary for the issuance of occupancy permits or the safe use of the New Station for its intended use; and (ii) all required governmental inspections applicable to the construction have been conducted and occupancy permits have been issued by the necessary authorities.

- E. Delivery of New Station/Parking. Following the County's inspection of the New Station, the Applicant shall deliver a deed to the County for the substantially complete New Station as a condominium unit, free and clear of any then existing monetary lien (other than for property taxes not yet then due and payable), together with, as limited common elements, 46 underground parking spaces (including 1 handicap van space) to serve the New Station constructed within Building G4 in a location as mutually agreed upon by the Applicant and the County.
- F. Condominium Documents. Prior to the delivery of the New Station, the County shall have approved, in writing, the portions of the condominium documents relating to the New Station, which documents shall include provisions addressing reconstruction of the New Station, or an alternative therefor, in the event of casualty to Building G4, such approval not to be unreasonably withheld, conditioned or delayed. The County shall be a member of the Condominium Association for Building G4 (which Association may include other buildings in Neighborhood 3) and shall, subject to appropriation of funds by the Board of Supervisors, pay a pro rata share of the Association expenses pertaining to elements or services used by the New Station.
- G. Outside Delivery Date. The New Station shall be substantially complete and delivered to the County on or before December 31, 2020 (the "Outside Delivery Date"). Under this Option 1 for the New Station, (i) until the New Station is delivered to the County, no RUP or non-RUP shall be issued for any building on the Subject Property; and (ii) until Construction Commencement of Building G4 (as defined in paragraph H(iv) below), no building permit shall be issued for either of Buildings G1 or G2 as shown on the CDP.
- H. Alternatives. As an alternative to the Applicant providing the New Station as set forth herein, the County shall have the right to elect either (i) not to build the New Station on the Subject Property (the "Off-Site Alternative"), or (ii) to require the Applicant to dedicate to the County approximately 26,000 square feet of the Subject Property (the "Alternative Land") in the location as generally shown on Sheet ___ of the CDP (the "Land Alternative"; together with the Off-Site Alternative, the "Alternatives"). The Land Alternative is identified as Option 2 on the CDP. The Alternatives shall be available to for the County to elect at the County's sole discretion but only in the event of, and in accordance with the following:
- (i) FDP Submission. In the event the Applicant has not submitted the FDP for Building G4, previously submitted to PDD and F&R pursuant to paragraph B(i) above, to DPZ on or before January 1, 2017 (or such later

date as County may designate pursuant to this paragraph), then the County shall have until April 1, 2017 (or three months after a later-designated deadline) to elect, in its sole discretion, either to (A) deliver a written notice to the Applicant electing either Alternative, (B) deliver a written notice to the Applicant establishing new, later deadlines for FDP Submission, Site Plan Submission (see H(ii), below) and/or Construction Commencement (see H(iii), below), or (C) continue with the existing schedule for subsequent steps then in place; provided, however, that in the event the Applicant submits the FDP prior to the County having made such election, then the failure of the Applicant to have made such submission prior to January 1, 2017 (or such later date as County may designate) shall be deemed to have been cured and the County shall no longer have the right to make such election.

- (ii) Site Plan Submission. In the event the Applicant has not submitted a site plan for Building G4 to LDS, previously submitted to PDD and F&R pursuant to paragraph B(ii) above, on or before January 1, 2018 (or such later date as County may designate pursuant to this paragraph or paragraph H(i) above), then the County shall have until April 1, 2018 (or three months after a later-designated deadline) to elect, in its sole discretion, either to (A) deliver a written notice to the Applicant electing either Alternative, (B) deliver a written notice to the Applicant establishing a new, later deadline for Site Plan Submission and/or Construction Commencement (see H(iii), below), or (C) continue with the existing schedule for subsequent steps then in place; provided, however, that in the event the Applicant submits the Site Plan prior to the County having made such election, then the failure of the Applicant to have made such submission prior to January 1, 2018 (or such later date as County may designate) shall be deemed to have been cured and the County shall no longer have the right to make such election.
- (iii) Construction Commencement. In the event that despite using good faith, diligent efforts, the Applicant and the County have not entered into the Development Agreement in accordance with paragraph C above, and the Applicant has not obtained PDD and F&R approval of Construction Documents pursuant to paragraph B(iv) above and commenced construction of Building G4 in accordance therewith on or before January 1, 2019 (or such later date as the County may designate pursuant to this paragraph or paragraphs H(i) or H(ii) above), then the County shall have until April 1, 2019 (or three months after a later-designated deadline) to elect, in its sole discretion, either to (A) deliver a written notice to the Applicant electing either Alternative, or (B) deliver a written notice to the Applicant establishing a new, later deadline for Construction Commencement; provided, however, that in the event the Applicant commences construction prior to the County having made such election, then the failure of the Applicant to have commenced construction prior to January 1, 2019 (or such later date as County may designate) shall be

deemed to have been cured and the County shall no longer have the right to make such election. For purposes of this proffer, "construction commencement" shall mean that the Applicant has issued a notice to proceed under a construction contract for Building G4 (including the New Station, as shown on the PDD- and F&R-approved Construction Documents) and that the Applicant has closed on financing for such contract or has otherwise provided reasonable assurances that sufficient funds are available to complete construction.

- (iv) Notwithstanding the timing requirements of the preceding paragraphs H(i) through H(iii), the Zoning Administrator may extend such deadlines for good cause shown without requiring a PCA.
- (v) Land Alternative Notice. If and only if the County delivers the Land Alternative notice as provided in any of subparagraphs (i) through (iii) above (in any event such notice is referred to as the "Land Alternative Notice"), then the Applicant shall:
 - a. Within thirty (30) days of the Applicant's receipt of the Land Alternative Notice, the Applicant shall prepare a plat showing the proposed dimensions of the Alternative Land and provide such plat to PDD and F&R for their approval, not to be unreasonably withheld, conditioned, or delayed. Following such approval, the Applicant shall subdivide the Alternative Land out from the Subject Property in accordance with such approved plat.
 - b. Also within thirty (30) days of the Applicant's receipt of the Land Alternative Notice, the Applicant shall prepare a plat showing the proposed off-site easements, if any, that are reasonably necessary to render the Alternative Land a construction-ready site (the "Land Alternative Off-Site Easements") and a plan defining how the Alternative Land will be deemed "construction ready". The Applicant shall provide such plat and plan to PDD and F&R for its approval, which approval shall not be unreasonably withheld, conditioned or delayed. In the event of a PDD and/or F&R denial, such denial shall state with reasonable specificity the reasons for such denial, and the Applicant shall prepare and re-submit to the PDD and F&R a revised plat and/or plan, and the process shall continue until the plat and plan are approved by PDD and F&R. Following such approval, the Applicant shall file a site plan for the Alternative Land (depicting the Alternative Off-Site Easements), in accordance with such approvals.
 - c. Promptly, upon request therefor, the Applicant shall reimburse the County for the Land Alternative Off-Site Easements obtained by the County through its condemnation powers, and in such event the Applicant shall reimburse the County for its costs of acquiring

such Land Alternative Off-Site Easements, as more fully set forth in Proffer 54.

d. Subject to the receipt of all subdivision, site plan and other necessary governmental approvals, on or before the date which is 12 months after the Land Alternative Off-Site Easements have been obtained (other than any Land Alternative Off-Site Easements the County reasonably determines cannot be obtained), or such later time as may be allowed by the Zoning Administrator for good cause shown, the Applicant shall:

- 1) Perform, at the Applicant's sole cost and expense, such site work necessary to render the Alternative Land a construction-ready site, as reflected on the PDD and F&R-approved plan; and
- 2) Dedicate or cause the dedication of the Alternative Land in fee simple absolute to the Board of Supervisors subject to customary easements and other customary title matters.

e. Under this Land Alternative, until the Alternative Land has been dedicated to the County, no RUP or non-RUP for any Subject Property building shall be issued and building permits for no more than two of the Subject Property buildings shall be issued.

f. Until the County initiates court proceedings to acquire the Land Alternative Off-Site Easements, the County may, in its sole discretion, elect to send written notice to the Applicant that the County is opting for the Off-Site Alternative.

(vi) Off-Site Alternative. If and only if the County delivers the Off-Site Alternative notice as provided in any of subparagraphs (i) through (iii) above (in any event such notice is referred to as the "Off-Site Alternative Notice"), then the Applicant shall have no obligation to build the New Station within Building G4 or to provide the Alternative Land.

I. Cash Contribution by Applicant. If the County delivers the Land Alternative Notice or the Off-Site Alternative Notice, then the Applicant shall contribute \$1.50 per new square foot of GFA constructed on the Subject Property to Fairfax County, payable at the time of issuance of the first RUP or non-RUP, as applicable, for each new building.

J. Cash Contribution by Others. If the applicants for RZ 2010-PR-014-A and/or RZ 2010-PR-014-C proffer contributions for the New Station, and if the New Station is delivered to the County in accordance with this Proffer, then (i) any such contributions received by the County prior to delivery of the New Station shall be paid by the County to the Applicant, as construction progresses, in accordance with a payment schedule to be established in the Development Agreement, and

(ii) any such contributions not yet made at the time of delivery of the New Station shall be proffered to be paid by the owners of such off-site properties directly to the Applicant.

- K. Title. The Applicant shall deliver good and marketable title to the New Station or the Alternative Land, as applicable, subject only to matters of record subject to the County's reasonable discretion. Under Option 1, the New Station shall be used only for fire and rescue station purposes unless otherwise agreed by the Applicant. The use of the Alternative Land shall be limited to the following public/community uses: fire station, library, public school, performing arts center, County administrative offices, park, indoor recreation, community center, child care, or any other use mutually agreed upon by the County and the Applicant. Such use restrictions, and the right to other uses to be allowed subject to the mutual agreement of the Applicant and the County, shall be set forth in the deed to the New Station or the Alternative Land, and/or in the Condominium Documents, as applicable.
- L. Environmental. Whether the Applicant and County are proceeding with the New Station or, alternatively, the Land Alternative, the Applicant shall commission a Phase I environmental study for, as applicable, the portion of the Subject Property over which Building G4 will be built or the Alternative Land. The Applicant shall provide the results of such study as to the Building G4 site to the County simultaneously with the Applicant's request for PDD and F&R approval of the Site Plan pursuant to paragraph B(ii) above, and, if the County delivers a Land Alternative Notice in connection herewith, as to the Alternative Land within twelve (12) months of the delivery of the Land Alternative Notice. The Applicant shall remediate, if necessary, at the Applicant's sole cost and expense, any identified environmental hazards and obtain clearance from the applicable authorities prior to conveying, as applicable, the New Station or the Alternative Land to the County.
- M. Approvals Generally. Any approval of PDD, F&R, or any other County department or agency given in such department or agency's proprietary capacity shall not be deemed the approval of, or entitle the Applicant to approval of, the County in its governmental and/or regulatory capacity.
- N. Other Alternatives. The Applicant reserves the right to enter into a separate binding written agreement with Fairfax County as to the terms and conditions of the dedication of land for a new fire station following approval of this Rezoning. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County. Neither the Fairfax County nor the Applicant shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the dedication and/or contributions toward a new fire station shall be solely in accordance with such an agreement and the provisions of this Proffer shall become null and void.

46. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, and revised July, 2006, the Applicant shall contribute \$9,378 per expected student (based on a ratio of 0.087 students per residential unit) to the Fairfax County School Board to be utilized for capital improvements to schools that any students generated by the Subject Property will attend. Such contribution shall be made on or before the issuance of the first RUP for each residential building on the Subject Property and shall be based on the actual number of dwelling units built in each building.

47. Off- Site Pedestrian Connection. The Applicant shall ensure a safe and convenient path for pedestrians walking south from the Subject Property along Tyco Road toward the Metro Station. Such connection shall be provided at such time as the series of planned pedestrian plazas are completed from Tyco Road to the Metro Station across property subject to RZ 2010-PR-014C or prior to issuance of the initial RUP or Non-RUP for either of Buildings G3 or G4, whichever is last to occur. The pedestrian connection may take the form of a sidewalk, a minimum of 5 feet in width, along the east side of Tyco Road, or alternatively a dedicated path across adjacent property that can safely convey pedestrians to other sidewalks or paths leading to the Metro Station.

The option to provide a sidewalk on the east side of Tyco Road will require off-site rights-of-way and/or easements from the adjacent parcel identified as 2011 Tax Map 29-3 ((16)). In the event the Applicant is unable to acquire the right-of-way and/or easements necessary to construct the above improvement through a cooperative agreement with the owner, which may include a reservation of advanced density credit for dedicated rights-of-way consistent with the Zoning Ordinance, then the Applicant may submit a written request to Fairfax County in accordance with Proffer 54. In the event the County elects not to use its powers of condemnation to acquire those off-site rights-of-way and/or easement necessary to construct the sidewalk, then the Applicant shall be relieved of its obligation to provide the proffered pedestrian connection.

48. Metro Station Area Enhancement. Prior to the opening of the Metro Station, and subject to approval by MWAA, WMATA and any easement restrictions, the Applicant shall enhance the Metro Station arrival area on the north side of Leesburg Pike by installing fencing and supplemental landscaping as shown on the attached Exhibit D, should such enhancement not be provided, or caused to be provided, by MWAA or WMATA. Subject to approval by MWAA and WMATA, the Applicant shall maintain the landscaped area identified for maintenance on Exhibit D until such time as the arrival area is reconfigured with the development of adjacent properties, should said area not be maintained, or caused to be maintained, by MWAA or WMATA.

49. Siren Restrictions. If there shall be a fire and rescue station or similar emergency services facility situated on the Subject Property, no sirens at the station or other facility or on vehicles departing or entering the station or other facility within a radius of 500 feet from the Subject Property shall be permitted to be activated between the hours of 9:00 PM and 7:00 AM.

STORMWATER MANAGEMENT

50. Stormwater Management. Stormwater management measures for the Subject Property shall be designed with the goal of protecting the downstream receiving waters in the Tysons Corner area from further degradation while providing sufficient controls to proportionately improve the condition of said receiving waters. The Applicant shall provide for stormwater detention (SWM) and Best Management Practices (BMPs) in a system of underground detention vaults and low impact development (“LID”) facilities (collectively, the "SWM Facilities"). The specific SWM Facilities shall be determined at the time of FDP approval and subsequent site plan approval, and as may be approved by the DPWES. Each FDP shall include the location and preliminary design of the SWM Facilities including the access points to underground vaults.

The SWM Facilities shall be designed to mimic not just the pre-developed (existing) peak release rates but also strive to preserve and/or improve the pre-developed (existing) runoff volumes as contemplated within current LEED requirements, depending on the existing impervious condition. Stormwater management plans for the Subject Property shall at a minimum achieve stormwater management design credits for LEED and retain on-site and/or seek to reuse the first inch of rainfall to the extent practicable during final design of the building. Seasonal variations in reuse water demand will create fluctuations in the draw down period, but will not exceed 10 days subject to Virginia Uniform Statewide Building Code (USBC) provisions and necessary modifications thereto. To mitigate concerns with this extended reuse time, additional volume will be provided in the SWM vault to assure the PFM required 10-year detention volumes are available after 48 hours for an impending storm event.

Plans shall make use of certain LID techniques that will aid in runoff volume reduction and promote reuse throughout the site. As a part of the LID techniques proposed, the Applicant shall provide green roof (intensive and/or extensive) on approximately 50 percent of all roof top areas. Green roofs shall be installed in keeping with PFM specifications. The areas of rooftop covered by green roof will contribute a 45%-60% runoff volume reduction for storms equal or less than one inch of rainfall; as currently proposed by the Virginia Department of Conservation and Recreation. Other LID techniques may include, but not be limited to, tree box filters, pervious hardscapes/streetscapes, and stormwater reuse for landscape irrigation and air conditioning unit cooling.

At the time of each FDP submission, the Applicant shall provide calculations showing the proposed volume reductions and shall work cooperatively with DPWES and DPZ to ensure that the first inch of rainfall is retained or reused to the maximum extent practicable.

PHASING

51. Development Phasing. For purposes of these Proffers “construct” shall mean that: 1) a committed road improvement is open to use by the public for travel whether or not the improvement has been accepted for maintenance by the state, and 2) a committed

publicly accessible park space improvement is substantially complete and open to use by the public for use whether or not the improvement has been accepted by the County or FCPA. Development of the Subject Property shall be phased with the provision of streets, park and open space areas, and public facilities as follows and as further outlined in these Proffers:

- A. Street construction shall occur as specified as stipulated elsewhere in these Proffers.
- B. Sidewalks and streetscape improvements along the frontages of each building shall be provided commensurate with the construction of each building.
- C. Private residential courtyard and roof-top amenities for each building as determined at the time of FDP approval shall be provided commensurate with the construction of each building.
- D. Interior service alleys providing access to parking and loading areas as determined at time of FDP shall be constructed commensurate with the construction of each building.
- E. Interim improvements as outlined in Proffer 17 and as may be determined at time of FDP approval shall be provided commensurate with the construction of each building.

52. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required transportation, publicly accessible park areas, athletic field improvements, or other proffered improvements have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, necessary easements, site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).

SPECIAL TRANSPORTATION ASSESSMENT DISTRICT

53. Special Transportation Assessment District. The Applicant shall take all necessary and reasonable steps to cause the Subject Property to be included in a special district, including but not limited to a transportation improvement district, service district, or sanitary district or similar fund-raising vehicle (collectively a "Special Transportation Assessment District" or "STAD"), established by governmental action and designed to provide a continuous source of funds to Fairfax County for future transportation improvements that will serve the Tysons Corner Urban Center, as defined in the County's Comprehensive Plan (other than a district to fund an extension of Metrorail service to the Dulles Airport area such as the existing Phase I Dulles Rail Transportation Improvement District (the "Phase I District")), including supporting creation of a STAD and petitioning for creation of a STAD in conjunction with other landowners if a petition to that effect is

required by applicable law in order to create the STAD. Inclusion of the Subject Property in a STAD is conditioned on the following stipulation:

For any particular tax year, the rate for an ad valorem real property tax assessment levied by or on behalf of the STAD shall be set at no more than the difference between \$0.29 per \$100 of assessed value and the rate for the Phase I District, e.g., if in a particular tax year the rate for the Phase I District tax is \$0.22 per \$100 of assessed value, then for that tax year the rate for the STAD tax may not exceed \$0.07 per \$100 of assessed value, while if in another tax year the Phase I District rate is \$0.00, then for that other year the STAD tax rate shall be set at \$0.29 per \$100 of assessed value.

MISCELLANEOUS

54. Condemnation Procedures. The development of the Subject Property in accordance with these Proffers anticipates the acquisition of property, rights-of-way and/or easements from parcels that are not part of the Subject Property (collectively referred to as the “Off-Site Parcels”). The Applicant shall use its good faith efforts and offer a reasonable fair market value for said property, right-of-way and/or easements. In the event the Applicant is not able to acquire the property, rights-of way and/or easements from the Off-Site Parcels necessary to fulfill the obligations described herein, the Applicant shall demonstrate its efforts in writing and submit a written request to Fairfax County to acquire the property, rights-of way and easements by means of its condemnation powers.

In conjunction with any such request, the Applicant shall forward to the appropriate County agency: (a) plat, plans and profiles showing the necessary property, rights-of way and/or easements to be acquired; (b) an appraisal, prepared by a MAI (Member of the Appraisal Institute) independent appraiser approved by the County, of the value of the property, rights-of way and/or easements to be acquired and of all damages, if any, to the residue of the Off-Site Parcel; (c) a sixty (60) year title search certificate of the Off-Site Parcel from which the property, rights-of way and/or easement is to be acquired; and (d) cash in an amount equal to appraised value of the property, rights-of-way and easements and of all damages to the residue of the Off-Site Parcel; and (e) a copy of written offers and counteroffers and evidence of owners refusal of such offers and counteroffers. In the event the Owner of the Off-Site Parcel is awarded more than the appraised value of the Off-Site Parcel and of the damages to the residue in a condemnation suit, the Applicant shall pay the amount of the award in excess of cash amount to the County within fifteen (15) calendar days of said award. It is understood that the Applicant upon demand shall pay all other costs incurred by the County in acquiring the easements to the County.

Prior to and during any potential condemnation proceedings, the Applicant, its successors and assigns, shall be permitted, at its own risk, to submit, process and receive approval of the Site Plan and related subdivision plat(s), easement plats, development permits, building plan approvals and building permits for other portions of the Subject Property.

55. Metrorail Tax District Buyout for Certain Residential Uses. At least sixty days prior to recording any residential condominium documents for portions of the Subject Property located within the now existing Phase I Dulles Rail Transportation Improvement District

(the "Phase I District"), the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record condominium documents for that portion of the Subject Property. Prior to recording the condominium documents, the Applicant shall pay to Fairfax County a sum equal to the then-present value of Phase I District taxes based on the use of that portion of the Subject Property subject to the condominium prior to this Rezoning that will be lost as a result of recording the condominium documents, in accordance with a formula approved by the Fairfax County Board of Supervisors.

56. Escalation in Contribution Amounts. All monetary contributions specified in these proffers, except any TDM funds and penalties described in Proffer 37 (including, without limitation, the TDM Account, the TDM Budget and Contingency, the TDM Remedy Fund and the Letter(s) of Credit and Cash Escrow(s)) and the STAD Assessment described in Proffer 53, shall escalate on a yearly basis from the base month of January 2013 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers [1982-84=100] (not seasonally adjusted) ("CPI-U"), both as permitted by VA. Code Ann. Section 15.2-2303.3. The TDM fund and penalties aforesaid shall be subject to adjustment as provided in Proffer 37.
57. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of Par. 4 of Sect. 2-308 of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.
58. Tyson's Partnership. The Applicant and successors shall become a member in the Tysons Partnership, or its residential equivalent.
59. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Subject Property may be the subject of a PCA, Special Exception ("SE"), Special Permit ("SP"), or FDPA without joinder and/or consent of the owners of the other portions of the Subject Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Subject Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.
60. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their 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 the owners from time to time of any portion of the Subject Property during the period of their ownership. Once portions of the Subject Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and shall no longer be binding on the seller or other transferor.

61. 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.

[SIGNATURES BEGIN ON NEXT PAGE]

EXHIBITS:

- A Existing Uses: NonRUPs, Tenants and Uses as of August 11, 2011
- B Transportation Demand Management Plan Cover Sheet and Table of Contents
- C Cover sheets and tables of contents of the *Fairfax County Fire Station Design Manual, Adjusted for Tysons Fire Station 29 Relocation*, dated July 2011 and *Guidelines for Architects and Engineers, County of Fairfax, Virginia, Department of Public Works and Environmental Services, Adjusted for Tysons Fire Station 29 Relocation*, dated July 2011
- D Fencing and Supplemental Landscaping enhancements to the Metro Station arrival area on the north side of Leesburg Pike

APPLICANT/AGENT FOR OWNER OF
TAX MAP 29-3 ((1)) 60C

GEORGELAS GROUP LLC



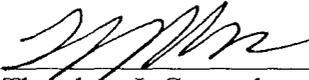
By: Theodore J. Georgelas
Its: Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 29-3 ((1)) 60C

TYSONS/SPRINGHILL LIMITED PARTNERSHIP

By: Tysons/Springhill, Inc., its General Partner

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

By: Theodore J. Georgelas

Its: President

[SIGNATURES END]

Exhibit A
NonRUPs, Tenants and Uses as of August 11, 2011

Suite	Permit Number	Name	Use	Sq. Ft.
A	A-2005-1065	NTB	Wholesale Trade Establishment	A=5,000
B				B=5,000 (15,000 total NonRUP for A, B, AA)
C	112130012	Ravindran Penat	Vehicle Major Service Establishment	4,562
D	112230073	Stohman Volkswagen	Vehicle Major Service Establishment	5,000
E	103340203	Pitcher's Edge	Private School of Special Education	4,800
F	91630036	Breakaway Sport LLC	Private School of Special Education	4,650
G	A-993-81	Auto-Tech	Vehicle Major Service Establishment	3,024
H/S	112200115	Intersport/Car Beautiful	Vehicle Major Service Establishment	6,250
K/P	90030B0670	Stohman Volkswagen	Vehicle Major Service Establishment	6,250
L/M	A-1999-0694	Spring Hill Food Service/City Cafe	Eating Establishment (Permitted per SE 94-P-027)	9,375
N/O	A-2001-1968	Rosenthal Jaguar/Landrover	Vehicle Major Service Establishment	5,350
R/J	A-1206-90	Foreign Service, Inc.	Vehicle Major Service Establishment	9,365
T-1	A-2005-0973	Intersport	Warehouse Establishment	1,640
T-1a	A-2005-0974	Intersport	Warehouse Establishment	650
T-2	A-2005-0975	Intersport	Warehouse Establishment	3,000
U	112200118	Tyson's Springhill Limited Partnership	Warehouse Establishment	875
V	A-2002-0446	Pro Clean of Tyson's Corner, Inc.	Vehicle Major Service Establishment	3,750
AA	See A/B NonRUP	NTB (See "A/B")	Wholesale Trade Establishment	5,000
BB	A-1996-0708	Meineke Discount Muffler Shops, Inc	Vehicle Light Service Establishment	5,000
CC	90490215	Merchant Tire	Vehicle Major Service Establishment	4,900
DD	A-2005-1079	Hurley's Auto Radio	Wholesale Trade Establishment	5,000
EE	112210107	Anjon, Inc.	Warehouse Establishment	5,000
FF	112210111	Anjon, Inc.	Warehouse Establishment	5,000
GG	110030138	L.A. Boxing	Private School of Special Education	6,250
HH/JJ	112130014	Jusso Italiano, LLC d/b/a Luxury Magazzino	Wholesale Trade Establishment	9,375
KK	112210117	Anjon, Inc.	Warehouse Establishment	5,000
KK-2		Fancy Dancing	Private School of Special Education	4,375
LL	90290120	First Stage	Private School of Special Education	6,250
MM	112150071	Kintz Mejia Academy of Ballet	Private School of Special Education	3,844 (Total of 5,361 with NN-2)
NN-1 (PT)	112130016	Anjon, Inc	Warehouse Establishment	1,027
NN-1 (PT)	N/A	Hallway	Not Rentable Space	753
NN1-3	112210120	Stohlman Volkswagen	Warehouse Establishment	1,185
NN-2	Combined with MM	Kintz (See MM)	Private School of Special Education	1,517 (Total of 5,361 with MM)

Wholesale Trade Establishment -----29,375
Vehicle Major Service Establishment -----48,451
Vehicle Light Service Establishment -----5,000
Warehousing and Associated Retail Establishment-----23,377
Private School of Special Education-----31,686
Eating Establishment-----9,375
Hallway -----753
Total -----148,017

Tysons Springhill Station

Transportation Demand Management Plan

Prepared for:

The Georgelas Group

Prepared by:



UrbanTrans Consultants, Inc.
318 Aspen Street, NW
Washington, DC 20012

Project Director: Justin Schor
Project Manager: Matthew Kaufman

August 22, 2011

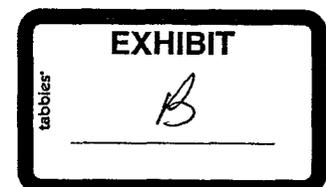
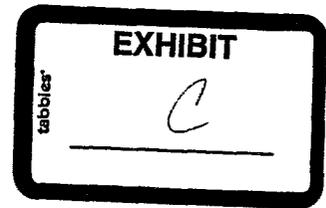


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GUIDELINES FOR ARCHITECTS AND ENGINEERS

ADJUSTED FOR FIRE STATION 29 RELOCATIONS
JULY 2011

September 2008 Edition

County of Fairfax, Virginia
Department of Public Works
and Environmental Services



Developed and Issued by:
Building Design Branch, Planning and Design Division
12000 Government Center Parkway, Suite 449
Fairfax, Virginia 22035
(703) 324-5800 (phone)
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Revised: October 1997; March 2002; November 2002; July 2007, September 2008

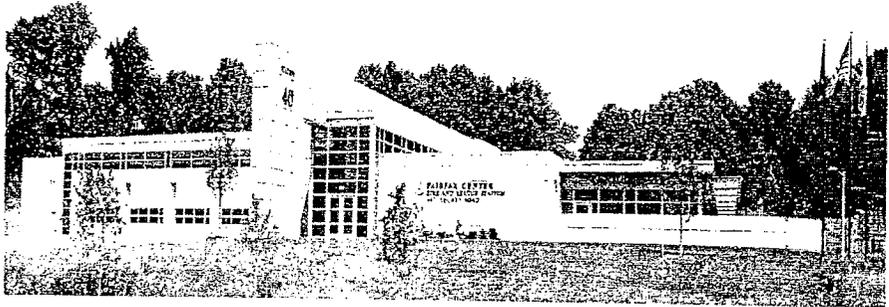
GUIDELINES FOR ARCHITECTS AND ENGINEERS

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Appendix A	Green Building Design Guidelines (<u>Under Development</u>)
Appendix B	Fairfax County Smart Design Task Force Report and Recommendations for Universal Design (<u>Under Development</u>)
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FAIRFAX COUNTY FIRE STATION

DESIGN MANUAL
ADJUSTED FOR
TYSONS FIRE STATION 29
RELOCATION
JULY 2011

FAIRFAX COUNTY FIRE STATION DESIGN MANUAL

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SPECIFICATION SECTION 73

An index of the various specification sections is located at the beginning of the specification section.

APPENDIX 120

- A. Vehicle Specifications
- B. Hose Tower Design - Note: Hose Storage will be used for Tysons Fire Station 29
- C. External Variable Message Sign
- D. Apparatus Apron and Bay Details
- E. Training/Extrication Pad – Note: Note required for Tysons Fire Station 29
- F. Station Building Signage - to be developed
- G. Control Panel - to be developed
- H. Bunk Room Millwork Design

TO RETAIL CIRCLE
OTHERS

EXHIBIT	
tabbles	D

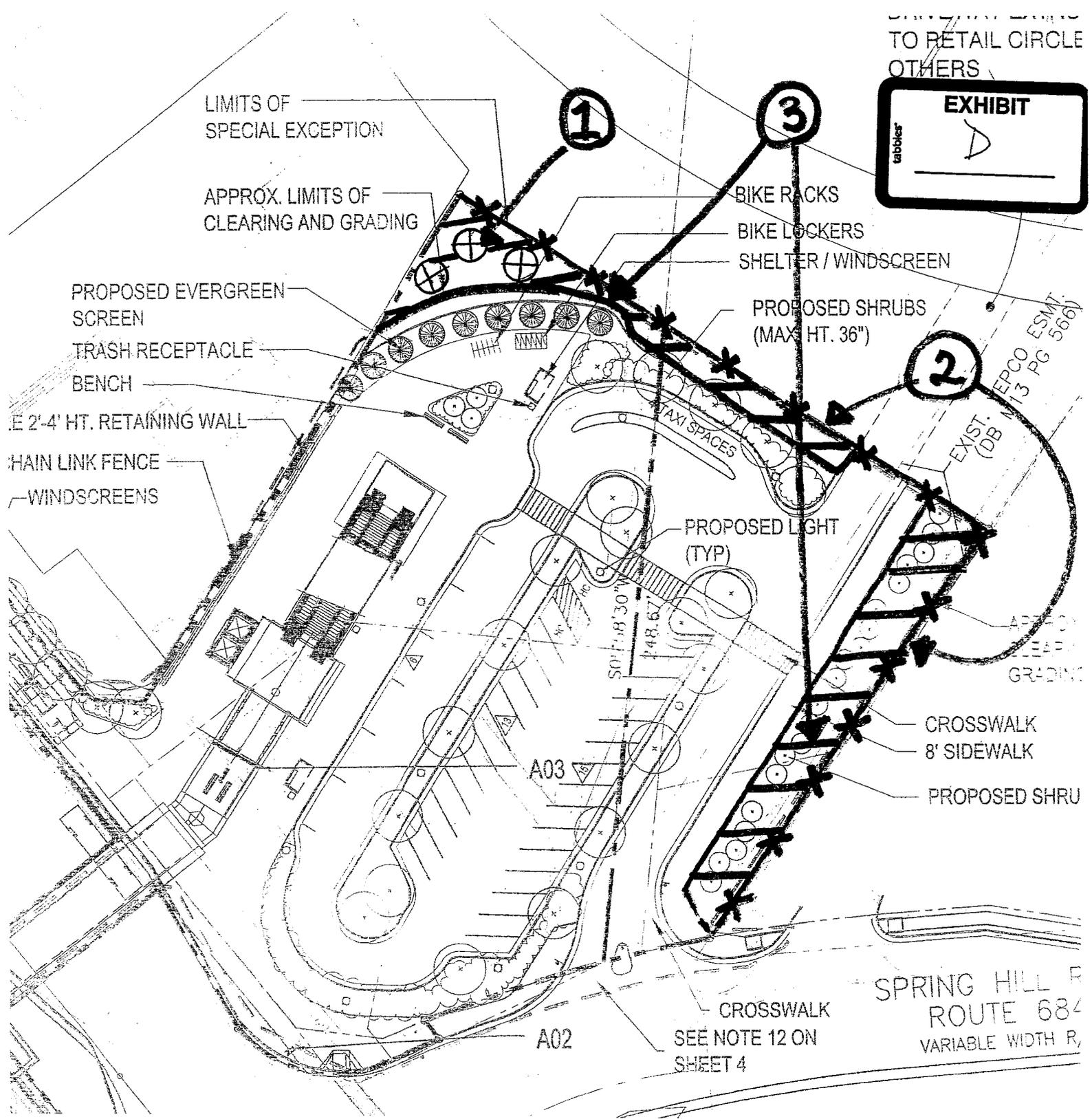


Exhibit D - Metro Station Area Enhancements

Item 1 - Provide three (3) ornamental flowering trees in the northwest corner (3" cal. single stem or 10-12' tall multi-stem)

Item 2 - Provide chain link fence along northern and eastern property lines (in conformance with sight line distances) to match fence to be installed by rail project on the western property line. This fence may be clad with artwork, images of future construction, or other photos as approved by Fairfax County.

Item 3 - Provide drought tolerant low maintenance groundcover (*Liriope Spicata*) in hatched areas. Provide maintenance of all hatched areas to include: a) irrigating plants for a 2-year establishment period; and b) weeding of groundcover planting areas three (3) times a year, in spring, mid-summer and late-summer.

PROPOSED CONCEPTUAL DEVELOPMENT PLAN CONDITIONS

CDP 2010-PR-014B

August 25, 2011

If it is the intent of the Board of Supervisors to approve Conceptual Development Plan CDP 2010-PR-014B, on property located at Tax Map 29-3 ((1)) 60C, staff recommends that the Board condition the approval by requiring conformance with the following development conditions.

1. No changes to the build-to lines depicted in the CDP shall be permitted that result in a reduction of streetscape dimensions and/or lane widths established in the CDP.