**PROFFERS**
**TCR MID ATLANTIC PROPERTIES, INC.**

**RZ 2006-PR-027**

**October 19, 2011**

Pursuant to Section 15.2-2303(a), *Code of Virginia*, 1950 as amended and subject to the Board of Supervisors approving a rezoning to the PDH-30 District, for property identified as Tax Map 46-4 ((19)) All Parcels and 56-2 ((27)) All Numbered Parcels (hereinafter referred to as "Land Bay A") and Tax Map 56-2 ((1)) 18A (hereinafter referred to as "Land Bay B"), with both Land Bay A and Land Bay B being referred to as the "Property", the Applicant and the owner proffer for themselves, their successors and assigns the following conditions, which if approved, supersede all previously approved proffers for the Property:

1. Development Plan.

   A. Development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP) prepared by Land Design, Inc., consisting of twenty-nine (29) sheets, dated April 4, 2005, as revised through September 6, 2011. Notwithstanding the tabulation on Sheet 2 of the CDP/FDP, the parking garage on Land Bay B shall be a maximum of 7 ½ levels as depicted on Sheets 7 and 7C. Should the parking garage on Land Bay B be constructed with less than 7 ½ levels, it shall be deemed to be in conformance with the CDP/FDP.

   B. Notwithstanding that the CDP/FDP is presented on twenty-nine (29) sheets, it shall be understood that the proffered portion of the CDP shall be the entire plan shown on Sheets 2, 2A, 2B, and 2C relative to the points of access, the maximum number and type of dwelling units, the amount and location of open space, the location of the limits of clearing and grading, and the general location and arrangement of the buildings and parking garages. The Applicant has the option to request a FDPA for elements other than the CDP elements from the Planning Commission for all or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance with respect to the remaining elements.

   C. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the Final Development Plan (FDP) may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on the FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP as determined by the Zoning Administrator and do not increase the total number of dwelling units, increase building height, increase surface parking, decrease the amount of open space; decrease the setback from the peripheries; or reduce open space or landscaping.

D. The CDP/FDP provides for commercial parking on Land Bay B serving office buildings on adjacent parcels identified as Tax Map 46-4 ((1)) 15B and 56-2 ((1)) 15C, 15D, which is subject to Special Exception approval as a secondary use in a PDH District, in accordance with Par. 6C of Sect. 6-106 of the Ordinance. These parking spaces are not required parking spaces for the uses located on the Property or on the adjacent parcels. The site plan submitted for Land Bay B shall include a parking plan, which shall provide for separate commercial and residential structured parking entrances. The parking plan shall include a color designation of spaces assigned to the office building located on the adjacent parcels, for the residents of Land Bay B, and for the residents of Land Bay A. In addition, a barrier gate may be located within the parking garage to separate the commercial and residential parking. Should the commercial parking no longer be required by the adjacent owner, the special exception for commercial parking in a residential district shall be abandoned and the parking spaces shall support residential uses. Said parking spaces shall benefit the residents of Land Bay B. All or a portion of the parking spaces may be allocated to the residents of Land Bay A subject to a separate agreement that may be negotiated between the Owner of Land Bay B and the Owner of Land Bay A. The garage design shall not preclude convenient pedestrian access from residential units to designated residential parking, nor from designated office parking to designated residential parking.

2. Transportation

A. <u>Waples Mill Road</u>

(1) The Applicant shall complete a signal warrant study at the time of site plan for Land Bay B and, if warranted, as determined by VDOT, shall install a traffic signal, with pedestrian heads, at the intersection of Fairfax Ridge Road North and Waples Mill Road, prior to the issuance of the final RUP for Land Bay B.

(2) At time of site plan approval for Land Bay B, and subject to VDOT approval, the Applicant shall prepare plans to modify the existing traffic signal located at the intersection of Waples Mill Road and Fairfax Ridge Road/Pender Drive to include a designated left turn arrow (phase) from northbound Waples Mill Road onto Fairfax Ridge Road South. Said improvements shall be completed prior to the issuance of the final RUP for Land Bay B.

(3) Subject to the approval of the Fairfax County Department of Transportation (FCDOT) and VDOT, the Applicant shall diligently pursue approval and install a right-out access from that property identified as 56-2 ((1)) 15C to Waples Mill Road. Said access shall be completed prior to the issuance of the first Residential Use Permit (RUP) for Land Bay B.

Should a right-out access not be approved by FCDOT and VDOT, the Applicant shall have no further obligations in accordance with this proffer.

B. Fairfax Ridge Road. Subject to receipt of necessary easements at no monetary cost to the Applicant, the Applicant shall construct a commercial entrance on that property identified as 56-2 ((1)) 15C that serves the uses on Tax Map 46-4 ((1)) 15B and 56-2 ((1)) 15C, 15D on Parcel 15C. The entrance shall be unrestricted for turns in to Parcel 15C, and restricted to right only for turns out of Parcel 15C. Either pavement striping or a curb island, as approved by VDOT, shall be installed to prevent this turning movement. If the necessary easements are not granted, an administrative approval of a minor modification in accordance with Section 16-403 of the Zoning Ordinance, or an amendment to the CDP/FDP, and the associated special exception, will be necessary to provide alternative access. The minor modification or amendment to the CDP/FDP, if submitted, may necessitate changes to the building footprint, design and layout on Land Bay B. Should the Applicant request a minor modification in accordance with Section 16-403 of the Zoning Ordinance, a copy of the request shall be mailed by certified mail to the owner of that property identified as 56-2 ((1)) 15C concurrent with submission to the Director of the Zoning Evaluation Division. Said entrance shall be constructed prior to the issuance of a building permit for the residential building on Land Bay B.

C. Fairfax Center Area Road Fund. At time of site plan approval for Land Bay B, the Applicant shall provide a contribution for Land Bay B to the Fairfax Center Area Road Fund consistent with the Procedural Guidelines adopted by the Board of Supervisors on November 22, 1982, as may be revised. In accordance with the Fairfax Center Road Fund Policy, the Applicant shall receive credit against the Fairfax Center Road Fund contribution for those improvements that are creditable expenses.

D. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein, or as may be required by Fairfax County or VDOT at time of site plan approval.

E. Signs. Subject to the approval of VDOT, the Applicant shall install signs at the intersection of Waples Mill Road and Pender Drive directing motorists not to block the intersection. Signs shall be installed prior to the issuance of the first RUP for Land Bay B. In conjunction with sign installation, and subject to the approval of VDOT, Applicant shall paint the stop bars at the intersection with white reflective paint.

F. Delays. Should any of the transportation improvements described herein be delayed due to circumstances beyond the Applicant's control, later dates for compliance may be permitted as determined appropriate by the Zoning Administrator.

3. Landscape Plan. A landscape plan that shows, at a minimum, landscaping in conformance with the landscape design shown on Sheets 4, 4A, 4B, 4C and 13 of the CDP/FDP shall be submitted concurrently with the first submission of the site plan for Land Bay B. The landscape plan shall include detailed streetscape, courtyard and open space landscaping. Said plan shall be coordinated with and approved by the Urban Forester. Unless already planted, street trees along Waples Mill Road and Fairfax Ridge Road shall be a minimum of 3½ inch caliper at the time of planting. Street trees along the eastern side of Fairfax Ridge Road (that portion abutting Land Bay B) shall be a minimum of 4.0 inch caliper at the time of planting. All street trees shall be located subject to VDOT approval so as not to interfere with required sight distance. The Applicant shall provide maintenance and replacement of landscaping as necessary.

4. Tree Preservation.

   A. The Applicant shall submit a Tree Preservation Plan and Narrative for Land Bay B as part of the first and all subsequent site plan submissions for Land Bay B. The preservation plan and narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist, and shall be subject to the review and approval of the Urban Forest Management Division, DPWES.

      The tree preservation plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 8 inches in diameter and greater (measured at 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet to either side of the limits of clearing and grading. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading for Land Bay B shown on the CDP/FDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0506 and 12-0508. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

   B. The Applicant shall retain the services of a certified arborist or landscape architect in conjunction with the development of Land Bay B, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are

identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

C. Clearing, grading and construction shall conform to the limits of clearing and grading as shown on the CDP/FDP. The limits of clearing and grading on Land Bay A shall be subject to the installation of necessary utility lines, trails and other required site improvements, all of which shall be installed in the least disruptive manner possible, considering cost and engineering, as determined in accordance with the approved plans; but, the limits of clearing and grading on Land Bay B shall not be subject to the installation of utility lines, trails or any other site improvements.

D. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to a six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" proffer below.

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

E. The Applicant, in conjunction with the development of Land Bay B, shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan submission. The details for these treatments shall be reviewed and approved by the UFMD,

DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

(1) Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.

(2) Root pruning shall take place prior to any clearing and grading, or demolition of structures.

(3) Root pruning shall be conducted with the supervision of a certified arborist.

(4) An UFMD, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.

F. During any clearing or tree/vegetation/structure removal on Land Bay B, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.

5. Stormwater Management/Best Management Practices.

A. Stormwater management for Land Bay A and Land Bay B shall be provided in a regional stormwater pond located on property identified as 56-2 ((27)) C (Parcel C) (the "Pond"), which has been constructed in accordance with the plans and specifications approved by DPWES. The Pond was constructed with the following design characteristics:

(1) A micropool designed to contain a minimum of 10 percent of the BMP value, subject to DPWES approval.

(2) Sediment forebays sized to contain either 0.1 inch of runoff for impervious acre or a minimum of 10 percent of the BMP value associated with the contributing drainage of each forebay, subject to DPWES approval.

(3) The two-year post development peak flow rate reduced to a level that is two-thirds less than the predevelopment rate, to the extent feasible.

(4) The detention of the one-year storm and release over a 24-hour period, to the extent feasible.

(5) Removal of trees (greater than three inches in diameter) below an elevation that is the lower of (i) three feet below the two-year elevation, or (ii) two feet below the BMP elevation, except as required by grading for the construction and development of the community as depicted on the CDP/FDP.

B. In accordance with the release of bonds, DPWES has assumed all maintenance responsibilities for the Pond. Should maintenance of the Pond, including routine cleaning and removal of debris, be performed by either the Association established for the Owner of the Land Bay A or the Owner of Land Bay B, said cost shall be allocated between Land Bays A and B on a pro-rata basis in accordance with the number of dwelling units in each Land Bay. Upon performance of maintenance, detailed invoices shall be submitted to the other owner and payment shall be due and payable within thirty (30) days or subject to collection. Said cost sharing of maintenance shall not be in effect until after the issuance of the first RUP on Land Bay B.

C. The Applicant shall be able to construct alternative stormwater management/Best Management Practices facilities to serve development on a temporary basis, as determined by DPWES if in substantial conformance with the CDP/FDP.

D. Surface parking spaces at the residential entrance for Land Bay B shall be paved with pervious pavers, as shown on the CDP/FDP.

6. Recreational Facilities.

A. Pursuant to Paragraph 2 of Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide the following recreational facilities to serve the Property.

(1) The facilities on Land Bay A shall include a swimming pool, passive seating areas, tot lot, on-site trail and an indoor recreational/leasing facility that is a minimum of 4,500 square feet in size.

(2) The facilities on Land Bay B shall include, at a minimum, a landscaped courtyard that is a minimum of 8,000 square feet in size with benches, seating areas, a fire pit, water feature and other amenities that have comparable recreational value as determined by the Director of DPWES, and an indoor recreational facility, that is a minimum of 3,000 square feet in size. The indoor recreational facility shall include an exercise room that is a minimum of 1,000 square feet, a media center and cyber cafe. A half court basketball court shall be striped out on the top level of the parking garage located on Land Bay B as shown on the CDP/FDP. The court shall be available for recreation and shall not be striped for nor used as parking spaces. The scheduling of use and the operation of the court shall be one of the duties assigned to the property manager of Land Bay B.

(3) Subject to the receipt of permission from Fairfax County and the Association established for the owners of Land Bay A at no cost, the Owner of Land Bay B shall install a tot lot, or dog park of an equivalent size to a tot lot, on Parcel C or Land Bay A for use by the residents of Land Bay A and Land Bay B. The location of the tot lot or dog park shall be determined at time of site plan approval for Land Bay B in coordination with Fairfax County and the Association established for the owners of Land Bay A.

B. The recreational facilities on Land Bay B shall be made available to the residents of Land Bay C. The recreational facilities in Land Bay B shall also be made available to the residents of Land Bay A, if an agreement is reached between the Owner of Land Bay A and Land Bay B regarding cost sharing and reciprocal use of such facilities. Such efforts shall be documented by the Applicant, shall be diligently prosecuted, and shall be provided to DPWES prior to the issuance of the first RUP for Land Bay B.

C. At the time of site plan for Land Bay B, the Applicant shall demonstrate that the minimum expenditure for the recreational facilities on Land Bay A was $955.00 per residential unit within Land Bay A and that the minimum expenditure in accordance with Section 6-110 of the Zoning Ordinance for the recreational facilities on Land Bay B was $1,500.00 per residential unit within Land Bay B. In the event the total cost of recreational improvements constructed on Land Bay A and Land Bay B by the Applicant is demonstrated to be less than $955.00 per unit and $1,500.00 per unit, respectively, the Applicant shall provide the remainder in a cash contribution to the Fairfax County Park Authority for the development of active recreational facilities in the vicinity of the Property prior to site plan approval for Land Bay B.

D. The Applicant shall make a contribution in the amount of $68,878.00 to the Board of Supervisors for use in improving public recreation facilities in the vicinity of the Property prior to site plan approval for Land Bay B.

E. The Applicant shall provide a contribution in the amount of $2,000.00 to the Nottoway Nights program in the Providence District. Said contribution shall be made to the Fairfax County Park Authority prior to site plan approval for Land Bay B.

7. Noise Attenuation.

A. The Applicant shall provide the following noise attenuation measures as a result of the Traffic Noise Analysis prepared by Polysonics, Corp. dated April 2001:

(1) In order to reduce exterior noise to a level of approximately 65 dBA Ldn at the proposed outdoor recreational areas, a noise attenuation barrier, composed of a combination sound wall and/or berm, has been installed along the frontage of I-66. The noise attenuation barrier is built to

VDOT standards and located within the I-66 right-of-way. Neither the Applicant, nor its successors or assigns, shall be responsible for restoration, removal, relocation or reconstruction of the noise wall if such wall is removed or otherwise altered in conjunction with future improvements to I-66.

(2) In order to reduce interior noise to a level of approximately 45 dBA Ldn, units identified in the supplemental noise analysis described in Proffer 7A(1), as being impacted by highway noise from I-66 having levels projected to be greater than 70 dBA Ldn after the noise attenuation wall is in place shall employ the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45. Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 45. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(3) In order to reduce interior noise to a level of approximately 45 dBA Ldn within Land Bay B for those units facing Waples Mill Road, and for those units within Land Bay A identified in the supplemental noise analysis described in Proffer 7A(1), as being impacted by highway noise from I-66 having levels projected to be between 65 and 70 dBA Ldn after the noise attenuation wall is in place shall employ with the following acoustical measures:

Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

B. Alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by DPWES after consultation with DPZ.

8. Architectural Design.

A. The architectural design of the buildings within Land Bay A shall be consistent with the elevations shown on Sheet 10 of the CDP/FDP, and shall be generally

consistent in style on all sides of the structure. The buildings on Land Bay A shall be constructed with a mixture of masonry, siding and glass materials. No balconies shall be provided for those dwelling units within Building 1 in Land Bay A that face the noise wall.

B. The building on Land Bay B shall be in substantial conformance with the elevations shown on Sheet 7C of the CDP/FDP, shall be constructed with a mixture of masonry, cementatious siding and glass materials, shall be substantially consistent in style on all sides of the structure, and shall be similar in façade design, color, materials and quality to the structures within Land Bay A, as shown on the CDP/FDP. No vinyl siding shall be used on the exterior building facades, but may be used within the courtyard facades. All mechanical equipment for the building on Land Bay B shall be located on the roof, and shall be screened from the view of pedestrians who are at ground level. All dumpsters shall be fully screened from view through the use of solid, opaque enclosures. The building on Land Bay B shall meet the R-30 District Angle of Bulk Plane requirements for multi-family structures within affordable dwelling developments (Par. 2A of Sect. 3-3010 of the Ordinance).

C. The elevations may be refined as a result of final design and engineering so long as the character and quality of the buildings remain in substantial conformance with those shown on the CDP/FDP.

D. At time of site plan and building plan approval for Land Bay B, the Applicant shall demonstrate compliance of the multi-family residential building on Land Bay B with the universal design criteria as set forth in the ICC/ANSI A117.1-2003 and the 1998 Fair Housing Design Manual.

E. Subject to the provisions of the Federal Telecommunications Act of 1996, the Applicant shall prohibit the installation of satellite dishes or antennas on the balconies or exterior of individual residential dwelling units located on Land Bay B. This restriction shall not preclude the installation of satellite dishes or antennas on the roof of the building and/or parking garage located on Land Bay B to provide common service to residents.

F. The multi-family residential building constructed on Land Bay B shall be comprised of 50% one bedroom units and 50% two bedroom units. The number of one bedroom and two bedroom units may be modified at time of site plan based on final design as long as the parking ratio established in proffer 16.D. is satisfied.

9. Sustainable Design. In order to promote energy conservation and green building techniques, the Applicant shall select one of the following programs, within its sole discretion at time of site plan submission, to be implemented in the construction of multi-family residential dwelling units on Land Bay B:

A. LEED for Homes Certification;

B. Certification in accordance with the Earthcraft House Program as demonstrated through documentation provided to DPWES and DPZ prior to the issuance of a RUP;

C. Certification in accordance with the National Association of Home Builders (NAHB) National Green Building Certification for multi-family developments, using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and the Environmental and Development Review Branch of DPZ from a home energy rater certified through the NAHB Research Center that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling; or

D. Qualification in accordance with ENERGY STAR® for Homes as determined by the submission of documentation to the Environment and Development Review Branch of DPZ from a home energy rater certified through the Residential Energy Services Network (RESNET) program that demonstrates that the dwelling unit has attained the ENERGY STAR® for Homes qualification prior to the issuance of the RUP for each dwelling.

Should the Applicant select LEED for Homes Certification, prior to approval of the building plan for the residential building on Land Bay B, the Applicant shall execute a separate agreement and post, for that building, a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of $72,000.00. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building Council (USGBC), under the most current version of the USGBC Leadership in Energy and Environmental Design for Homes (LEED® for Homes) rating system. Except as further described herein, if the Applicant fails to provide documentation to the Environment and Development Review Branch (EDRB) of DPZ demonstrating attainment of LEED certification within one year of issuance of the final RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. The Applicant shall utilize the following procedures for attainment of LEED certification:

i. The Applicant shall include a LEED-accredited professional as a member of the design team. The professional will also be a professional engineer, licensed architect or licensed landscape architect. The LEED-accredited professional will work with the team to incorporate sustainable design elements and innovated technologies into the project with a goal of having the project attain LEED certification. At the time of site plan submission, the Applicant will provide documentation to the EDRB of DPZ demonstrating compliance with the commitment to engage such a professional.

ii. The Applicant shall include, as part of the site plan submission and building plan submission for Land Bay B, a list of specific credits within the most current version of the U.S. Green Building Council's LEED® for Homes rating system that the Applicant anticipates attaining. A professional engineer, licensed architect or licensed landscape 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 certification.

iii. Prior to approval of the final RUP, the Applicant will provide to the EDRB of DPZ a letter from a LEED-accredited professional certifying that a green building maintenance reference manual has been prepared for use by the building manager, that this manual has been written by a LEED-accredited professional, that copies of this manual will be provided to all future building managers and that this manual, at a minimum:

- provides a narrative description of each green building component, including a description of the environmental benefits of that component and including information regarding the importance of maintenance and operation in retaining the attributes of a green building;

- provides, where applicable, product manufacturer's manuals or other instructions regarding operations and maintenance needs for each green building component, including operational practices that can enhance energy and water conservation;

- provides, as applicable, either or both of the following: (1) a maintenance staff notification process for improperly functioning equipment; or (2) a list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of green building-related equipment and the structure, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks; and

- provides contact information that can be used to obtain further guidance on each green building component.

Prior to approval of the final RUP, the Applicant will provide an electronic copy of the manual in pdf format to the Environment and Development Review Branch of DPZ.

iv. Prior to site plan approval, the Applicant will designate the Chief of the Environment and Development Review Branch of DPZ as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

v. If, within one (1) year of the issuance of the final RUP, the Applicant provides to the EDRB of DPZ documentation demonstrating that LEED Certification for the residential building has not been attained, but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED Certification, 50% of the escrow shall be released to the Applicant, and the other 50% shall be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. However, if the Applicant provides documentation demonstrating, to the satisfaction of the EDRB of DPZ, that USGBC completion of the review of the LEED Certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, this proffered time frame shall be extended for one (1) year, and no release of escrowed funds shall be made to the Applicant or to Fairfax County during the extension unless the Applicant provides documentation from the USGBC to ERDB within this time frame that the LEED Certification has been obtained. After this one (1) year extension, additional one (1) year extensions may be granted if the Applicant provides documentation at the end of the previous one (1) year extension period demonstrating, to the satisfaction of EDRB of DPZ, that USGBC completion of the review of the LEED Certification application has continued to be delayed through no fault of the Applicant or the Applicant's contractors or subcontractors.

vi. All references to LEED for Homes Certification may be modified to other LEED certification programs as adopted by the USGBC that may be applicable to the building type constructed by the Applicant. An alternative LEED certification program may be selected by the Applicant, subject to the review of EDRB of DPZ. Further, all references to the USGBC shall apply to similar certifying agencies that are created subsequent to approval of this application, provided that the alternative certifying agency is acceptable to the EDRB of DPZ and the Applicant.

10. Pedestrian Facilities.

A. The Applicant shall provide a comprehensive sidewalk system within the developed portions of the Property as generally shown on Sheets 2, 2A, 2B and 2C of the CDP/FDP, including completion of sidewalks along the Property frontages, including connections from Fairfax Ridge Road to residential units,

and internal connections between all the residential buildings, and between Land Bay B and the adjacent office building. Construction of sidewalks shall be concurrent with development activity on the Property.

B. The Applicant shall construct a ten (10) foot wide asphalt trail along Land Bay B's Waples Mill Road frontage, with the exact location and design determined at the time of site plan approval.

C. The six-foot wide asphalt pedestrian trail along the southern side of the Pond is located within a dedicated easement and is to be maintained by Fairfax County. Should maintenance of the trail, including routine cleaning and removal of debris, be performed by either the Association established for Owner of the Land Bay A or the Owner of Land Bay B, said cost shall be allocated between Land Bay A and B on a pro-rata basis in accordance with the number of dwelling units in each Land Bay. Upon performance of maintenance, detailed invoices shall be submitted to the other owner and payment shall be due and payable within thirty (30) days or subject to collection. Said cost sharing shall not be in effect until after the issuance of the first RUP on Land Bay B.

D. Subject to VDOT approval, the Applicant shall install signs at the crosswalks located on Fairfax Ridge Road to alert motorists of State law requirements to yield to pedestrians in crosswalks.

11. Affordable Dwelling Units. The Applicant shall provide twenty-one (21) Affordable Dwelling Units (ADU) within Land Bay B in accordance with Section 2-800 of the Zoning Ordinance, except as may be modified by the ADU Advisory Board in accordance with Section 2-815 of the Zoning Ordinance. Should the Applicant elect to construct less than 150 dwelling units on Land Bay B, the number of required ADUs shall be reduced in accordance with the Zoning Ordinance. No new dwelling units are proposed within Land Bay A other than those approved pursuant to RZ 2000-PR-056.

12. Workforce Housing. The Applicant shall provide eleven (11) Workforce Dwelling Units (WDUs) within Land Bay B in accordance with the Policy Guidelines adopted by the Board of Supervisors on October 15, 2007. Should the Applicant elect to construct less than 150 dwelling units on Land Bay B, the number of WDUs shall be reduced in accordance with the Policy.

13. Exterior Lighting. All on-site lighting shall be directed downward and inward in order to minimize light from spilling onto adjacent properties. In order to provide maximum security, energy efficiency and quality ambient lighting, full cut-off light fixtures shall be used for all parking lot and parking deck lighting, including any "wall-pack" security lighting. Lighting for landscaping shall not utilize "up-lighting", but shall rather utilize downward-focused lighting that does not present glare or provide an overly lit environment that hinders night-time vision.

14. Bicycle Racks. The Applicant shall provide bicycle racks in the vicinity of the front door

of the building on Land Bay B sufficient to store a minimum of four (4) visitor bicycles. The Applicant shall provide additional secured bicycle storage within the parking structure on Land Bay B for use by the residents of Land Bay B, as further described in Proffer17.D.(8). Subject to the approval of the Owner of Land Bay A at no cost, the Applicant shall provide bicycle racks in the vicinity of the pool on Land Bay A, or another mutually agreeable location, sufficient to store a minimum of four (4) visitor bicycles. The design, style and installation of the bike racks and bicycle storage shall be approved by FCDOT at time of site plan approval for Land Bay B. Bicycle racks shall be installed prior to the issuance of the last RUP for Land Bay B.

15. Use of Garages. The Applicant agrees that individual garages on Land Bay A shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles). Likewise, any required parking space within the Land Bay B parking garage shall only be used for a purpose that will not interfere with the intended purpose of that parking space (e.g. parking of vehicles.) Tenants and/or owners shall be advised of the use restriction which shall be included in the initial lease/sales documents.

16. Parking Management.

    A. The Owner of Land Bay B shall assign parking management as one of the duties of its property manager. Parking management shall entail the efficient use of available constructed parking spaces within Land Bay B, including the assignment of parking spaces to residents, either in a lease or purchase agreement. Said lease or purchase agreement shall include specifications that residents of and visitors to Land Bay B shall not utilize any parking located on Land Bay A (unless such a visitor is a resident of Land Bay A), whether or not spaces on Land Bay A are assigned, or Fairfax Ridge Road. At time of lease execution and periodically during the lease term, the lessee shall be required to disclose the number of vehicles owned or used. Parking management shall include the issuance of a distinguishable parking decal to residents of Land Bay B so that their vehicle(s) may be readily identified. Failure to comply with parking restrictions shall be deemed a violation of the lease or purchase agreement and enforceable as such.

    B. The Applicant shall pursue an agreement with the owner of the property identified as Tax Map 46-4 ((1)) 15B and 56-2 ((1)), 15C and 15D to allow parking on these properties by the residents of Land Bay A on weekends and during the week after typical working hours. The agreement shall also allow residents of Land Bay B to park in designated commercial parking spaces on Land Bay B on weekends and during the week after typical working hours. In the alternative, the Applicant shall construct one hundred (100) generally contiguous additional parking spaces within the parking garage located on Land Bay B that will be available for use by the residents of Land Bay A on an unrestricted basis at no cost, including no cost for maintenance. The parking spaces shall be located in proximity to one of the entrances into the parking garage located on Land Bay B. Said parking shall be clearly delineated and parking management shall include the issuance of a

distinguishable parking decal to residents of Land Bay A so that their vehicle may be readily identified. The location of parking for the residents of Land Bay A, either by an agreement on property identified as Tax Map 46-4 ((1)) 15B and 56-2 ((1)) 15C and 15D or within the parking garage located on Land Bay B, shall be determined by the Applicant at time of site plan or within one year of the approval of this application, whichever is earlier. Whether located on property identified as Tax Map 46-4 ((1)) 15B and 56-2 ((1)) 15C and 15D or within the parking garage located on Land Bay B, the parking spaces shall be subject to a recorded access easement.

C. The Owner of Land Bay B shall provide written support to the Association established for the owners of Land Bay A to pursue a parking overlay district to establish parking restrictions on Fairfax Ridge Road by the Association.

D. The Applicant shall provide parking for the residents of Land Bay B within the parking garage located on Land Bay B at a minimum ratio of one (1) parking space per bedroom or one (1) parking space per bathroom in each residential unit, whichever is greater. Should the parking requirement for multi-family residential dwellings under the Zoning Ordinance be greater than the requirement of this proffer, parking shall be provided in accordance with the Zoning Ordinance.

17. TDM Strategies.

A. Transportation demand management ("TDM") strategies, as detailed below, shall be utilized by the Applicant and/or its successors or assigns to reduce vehicular trips generated by residents of the Property during peak hours.

B. Mass transit, ride-sharing, and other transportation strategies shall be utilized to reduce baseline trips generated from the Property (Land Bays A and B, combined) during peak hours by a minimum of 15%. For purposes of this proffer, the baseline number of trips from which such reductions are measured shall be determined using the trip generation rates data published by the Institute of Transportation Engineers in the Trip Generation Manual, 8th Edition and as determined by FCDOT for a total of 570 dwelling units during the highest peak hour period (AM or PM) of the adjacent street, Waples Mill Road. In the event the Property is developed with fewer than 570 dwelling units, then the baseline number of trips shall be calculated as if 570 units were constructed. Residents of the Property shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by the Owner of Land Bay B, or assigns.

C. To encourage use of mass transit, the Owner of Land Bay B shall work with the Fairfax County Department of Transportation to relocate bus service from Lee Jackson Memorial Highway (Route 50) to a route that will include Fairfax Ridge Road and Waples Mill Road. Efforts to relocate the bus services shall be documented to DPWES prior to the issuance of the first RUP for Land Bay B. Upon successful relocation of said route, the Applicant shall construct a bus

shelter, subject to VDOT approval, on Fairfax Ridge Road prior to the issuance of the final RUP for Land Bay B. If the Applicant is not successful with its efforts to relocate the bus route prior to the issuance of the first RUP for Land Bay B, efforts will continue up until the issuance of the final RUP for Land Bay B. If the route is relocated prior to the issuance of the final RUP for Land Bay B, the Applicant shall construct the bus shelter, subject to VDOT approval, on Fairfax Ridge Road prior to final bond release on Land Bay B.

D. The following is a list of strategies that shall be instituted by the Owner of Land Bay B prior to the issuance of the first RUP for Land Bay B:

(1) Designate an individual (such as property management staff and/or condominium association representative) to act as the transportation coordinator ("TC") for the Property (Land Bays A and B), who shall be responsible to implement the TDM strategies for the Property, with on-going coordination with FCDOT. Such individual shall also be responsible for communication and coordination of TDM strategies with the development association on adjacent Land Bay C. This individual may, if appropriate, be the same person for all three land bays (A, B and C). The Applicant shall provide written notice to FCDOT within 10 days of the designation of the TC and thereafter within 10 days of any change in said designation.

(2) Market new units to bicyclists, and to one-car or no-car families.

(3) Disseminate information regarding Metrobus, carpool and/or vanpool, ridesharing, and other relevant transit options in residential sale/leasing packages;

(4) Provide Metro maps, schedules, and forms; information on the Fairfax County Ride Share Program; and information on other relevant transit options available to owners/tenants either in a newsletter to be published on a regular basis and not fewer than four (4) times per calendar year or on a web site. In the event, the Applicant elects to establish a website for the project, then the Applicant shall provide written notice to FCDOT of the website address and the date the site became operational.;

(5) Provide SmartTrip cards loaded with a minimum of $25 to all tenants of Land Bay B upon their initial lease or to initial purchasers at the time of settlement.

(6) Provide a business center on Land Bay B for use by the residents of the Property. The business center shall include, at a minimum, access to telephone(s), a fax machine, computer(s), printer(s), a scanner, and high-speed internet.

(7) Equip all residential units on the Property with broadband wiring for internet access.

(8) Provide secure bike storage for residents of Land Bay B, sufficient to store, at a minimum, one (1) bicycle for every forty (40) required residential vehicle parking spaces. Provide bicycle racks for visitors either in the visitor parking area or in the vicinity of the main entrance, as further qualified by Proffer 14. The design, style and installation of the bike racks and bicycle storage shall be approved by FCDOT.

(9) Participate in a larger Traffic Management Area Program should one be established by the County for this area.

(10) The TDM program shall be continued by the COA in the event of a condominium conversion.

E. Eighteen (18) months following build-out of the Property, the Transportation Coordinator will administer a survey of residents of the Property. For purposes of this proffer, build-out of the Property shall be deemed to occur upon the issuance of the last RUP for Land Bay B. The survey shall include, at a minimum, details regarding the number of times per week the resident commutes, the mode of transportation for community purposes, and his or her work destination

F. Eighteen (18) months following build-out of the Property, and annually thereafter, the effectiveness of the TDM strategies shall be evaluated and reported to FCDOT. For purposes of this proffer, build-out of the Property shall be deemed to occur upon the issuance of the last RUP for Land Bay B. The TC shall submit to FCDOT a report describing the previous year's TDM strategic efforts and the effectiveness of the TDM program in reaching trip reduction goals, including, as applicable, sample marketing materials, expenditures, the result of traffic counts as outlined in Paragraph G below. The report shall be submitted to FCDOT no later than April 30th of each year. The TC shall coordinate draft survey materials and the methodology for conducting traffic counts with FCDOT prior to each year's count, as applicable.

G. As part of the annual reporting process, the Owner of Land Bay B shall measure actual trip generation of the Property in order to evaluate the success of meeting the trip reduction objectives set forth in subparagraph B., above.

(1) Only trips that are generated by the residential uses in Land Bays A and B shall be counted. Peak hour counts shall be conducted during the highest peak traffic period (AM or PM, whichever is highest) ("Peak Hour Trips") of the adjacent street, Waples Mill Road, over two (2) days, within a maximum two (2) week period, at a time of year that reflects typical travel demand conditions (e.g., September to May - and not during holiday weeks, on Mondays or Fridays, or when public schools are not in session.) The average number of peak hour trips shall be computed by summing the

number of applicable peak hour trips entering and exiting the Property (at all driveways) on each of the two (2) day's counts and dividing that sum by two (2).

Residents of Land Bays A and B shall not be notified in advance of the days or times that these counts will be taken.

The Applicant shall notify FCDOT at least one (1) week in advance of the dates that the counts are to be undertaken.

(2) The results of the trip generation analyses referenced in subparagraph F., above, shall be compared to the baseline trip generation referenced in subparagraphB., above, to determine if the proffered 15% reduction of peak hour trips has been met.

(3) In the event the traffic counts reveal that the proffered 15% peak hour trip reduction has been met, then the Applicant shall continue to implement the TDM strategies in place and no adjustments to the program or penalties are required.

(4) If applicable, the first time traffic counts that are conducted in accord with proffer subparagraph G.1., above, reveal that the baseline trip reduction has not been met, the TC shall request a meeting with FCDOT within thirty (30) days after the completion of the traffic counts to review the results of that report and the TDM strategies then in place for the Property. The TC shall be responsible to design and implement a strategy that is intended to bring baseline peak hour trip reductions to the proffered percentage. The Applicant shall submit any revisions to the TDM Plan to FCDOT within thirty (30) days following this meeting.

(5) In the event that a subsequent (second) annual traffic count conducted in accord with proffer subparagraph G.1., above, reveals that the baseline trip reductions have not been met, then the Owner of Land Bay B shall pay a penalty at a rate of $125 per trip for each trip not reduced from the baseline reduction, into a fund established with the TC for the implementation of certain other on-site TDM incentives/enhancements. (For example, if the baseline reduction is established as 49 trips (or 327 PM peak hour trips X .15 reduction), then the "penalty paid" is $125 * (49- X), where "X" is the number of trips actually reduced from the ITE base of 327 PM peak hour trips.) The TC shall request a meeting with FCDOT within thirty (30) days after the completion of the traffic counts to review the results of that report and the TDM strategies then in place for the Property. The TC shall be responsible to design and implement a strategy that is intended to bring baseline peak hour trip reductions to the proffered percentage. The Applicant shall submit any revisions to the TDM Plan to FCDOT within thirty (30) days following this meeting.

(6) If a following (third) annual traffic count is required in accord with proffer subparagraph G.1., above, reveals that the baseline trip reduction has not been met, then the penalty described in subparagraphG.5., above, shall again be paid. Further, the TC shall request a meeting with FCDOT within thirty (30) days after the completion of the Trip Counts to review the results of that report and the TDM strategies then in place for the Property, to discuss alternative strategies to meet the proffered reduction, to discuss the appropriateness of the proffered reduction, and/or to discuss setting an alternative peak hour trip reduction (that may be less than 15%), and which must be formalized through an interpretation of these proffers. The TC shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting. FCDOT shall approve any changes to the TDM Plan prior to its implementation.

H. If three (3) consecutive annual trip counts conducted in accord with subparagraph G.1, above, reveal that the trip reduction thresholds are met after build out of the Property as defined herein, then trip counts shall only be conducted biannually if requested by the County, or less (including elimination of this requirement) if it is determined by FCDOT that fewer counts are necessary to indicate continued compliance. Further, upon such event, only annual reports detailing the programmatic elements in place and yearly TDM expenditure assessment and/or survey results will be required.

I. If subsequent trip counts reveal that the trip reduction thresholds are not being met, then the annual counts, reports and penalties shall again be required as described in Subparagraphs G.4, G.5, and G.6. If three (3) consecutive annual trip counts reveal that the trip reduction thresholds are met, then trip counts shall again only be conducted biannually if requested by the County, or less (including elimination of this requirement) if it is determined by FCDOT that fewer counts are necessary to indicate continued compliance. Further, upon such event, only annual reports detailing the programmatic elements in place and yearly TDM expenditure assessment and/or survey results will be required.

18. Asbestos. If DPWES and the Owner of Land Bay B determine that a potential health risk exists during construction due to the presence of asbestos-containing rock on the Property, the Owner of Land Bay B shall:

A. Take appropriate measures as determined by the Health Department to alert all construction personnel and residents of Land Bay A as to the potential health risks.

B. Commit to appropriate construction techniques as determined by DPWES in coordination with the Health Department and the Applicant to minimize this risk. Such techniques may include, but are not limited to, dust suppression measures during all blasting and drilling activities and covered transportation of removed

material presenting this risk, and appropriate disposal.

19. Schools Contribution. At the time of site plan approval for Land Bay B, the Applicant shall contribute the amount of $132,582.00 ($11,630.00 per student generated by Land Bay B, which is .076 student per unit), plus $23,260.00 for the two (2) additional students generated by the development of Land Bay A (which were actually generated by the development of Land Bay A, but not anticipated in a previous rezoning application) to the Fairfax County Board of Supervisors for the construction of capital improvements to Fairfax County public schools to which the students generated by the Property are scheduled to attend. The contribution based on student generation by Land Bay B may be reduced by $11,630.00 x .076 per unit should the Applicant elect to construct less than 150 dwelling units on Land Bay B.

20. Blasting. If blasting is required during construction of the improvements on Land Bay B, and before any blasting occurs on Land Bay B, the Applicant or its successors will ensure that blasting is done per Fairfax Fire Marshal requirements and all safety recommendations of the Fire Marshal, including, without limitation, the use of blasting mats, shall be implemented. In addition:

    A. A professional consultant shall be retained to perform a pre-blast survey of each house, residential building and office building located within one hundred fifty (150) feet (TM 46-4 ((1)) 15B; TM 56-2 ((1)) 15C, 15D, 19, 23B, 25B; 56-2 ((26)) All; and 56-2 ((27)) (9) – (11) All) and any well located within two hundred fifty (250) feet (TM 46-4 ((1)) 15B, 34; TM 56-2 ((1)) 15C, 15D, 19, 23B, 25B, 74B; 56-2 ((26)) All; and 56-2 ((27)) (8) – (11) All) of Land Bay B. The consultant shall request access by way of certified mail to the last known address of the owner(s) of any house, buildings, swimming pools or wells located within the aforesaid ranges, to determine the pre-blast conditions of these structures. The consultant shall give a minimum of fourteen (14) days notice of the scheduling of the pre-blast survey. All owners of structures entitled to pre-blast inspections shall be provided with the name, address, and phone number of the blasting contractor's insurance carrier. Written confirmation that the pre-blast survey has been completed shall be provided to DPWES and copies of the survey shall be provided to Fairfax County upon request prior to any blasting.

    B. The consultant shall place seismographic instruments prior to blasting to monitor the shock waves. Seismographic monitoring records shall be provided to County agencies upon their request.

    C. The consultant shall provide an analysis of the potential for gas migration from the site to the Fire Marshal for review and approval prior to blasting, and appropriate mitigation or notification as determined by the Fire Marshal shall be implemented.

D. All residences and office buildings within 150 feet of the Land Bay B boundary shall be notified ten (10) days prior to blasting, no blasting shall occur until such notice has been given.

E. Upon receipt of a claim of actual damage resulting from said blasting, the consultant shall respond within five (5) days by meeting at the site of the alleged damage to confer with the property owner. Any verified claims for damage due to blasting shall be expeditiously resolved.

F. Blasting subcontractors shall be required to maintain necessary liability insurance to cover the costs of repairing any damages to structures that are directly attributable to the blasting activity.

21. Construction Activities and Lighting

A. At a minimum of one (1) month prior to the commencement of construction activities on Land Bay B ("Commencement of Construction"), the Owner of Land Bay B shall request a preconstruction meeting with Owner of Land Bay A to discuss the timetable for construction and to present strategies for construction related parking management – particularly as to how construction parking will be managed along Fairfax Ridge Road. The Owner of Land Bay A agree to schedule such a meeting within one (1) month of the request, and the Owner of Land Bay B shall attend that meeting. In addition, after Commencement of Construction, the Owner of Land Bay B shall meet quarterly with the Owner of Land Bay A, if requested by the Owner of Land Bay A, to discuss ongoing construction activities. The name of a contact person for construction issues shall be provided to a representative of the Owner of Land Bay A.

B. Outdoor construction activities on Land Bay B shall only occur between the hours of 7:00 a.m. and 9:00 p.m., Monday through Saturday, and between the hours of 9:00 a.m. and 9:00 p.m. on Federal Holidays, exclusive of Thanksgiving, Christmas, New Year's Day, Memorial Day and Labor Day.

C. Construction within utility easements on Land Bay A, which are related to the construction of the improvements on Land Bay B, shall only occur between the hours of 9:30 a.m. and 3:30 p.m., daily.

D. Trash collection during the construction of the improvements on Land Bay B shall only occur between the hours of 7:00 a.m. and 9:00 p.m., Monday through Saturday, and between 9:00 a.m. and 9:00 p.m. on Federal holidays, exclusive of Thanksgiving, Christmas, New Year's Day, Memorial Day and Labor Day.

E. Any construction-related loading or unloading of vehicles shall only occur between the hours of 7:00 a.m. and 9:00 p.m., Monday through Saturday, and between 9:00 a.m. and 9:00 p.m. on Federal holidays, exclusive of Thanksgiving, Christmas, New Year's Day, Memorial Day and Labor Day.

F. Construction workers shall either park on-site during the construction of the improvements on Land Bay B or shall park in a remote location and be shuttled to the site. Construction workers shall not be permitted to park on Fairfax Ridge Road, which shall be enforced by the general contractor.

G. Construction hours, and any other information posted on the Property during construction, shall be posted in both English and Spanish.

H. Prior to initiating construction, during construction, and until parking is available in the garage on Land Bay B, the Applicant shall coordinate with the owners of the office buildings on adjacent parcels identified as Tax Map 46-4 ((1)) 15B and 56-2 ((1)) 15C and 15D and provide replacement parking for the office building tenants. Replacement parking shall be provided in a remote location selected by the Applicant, and tenants shall be shuttled to the office buildings in the morning between the hours of 7:00 a.m. and 9:00 a.m. and in the afternoon between the hours of 4:00 p.m. and 6:00 p.m.

I. At any time during construction that parking is displaced from Fairfax Ridge Road by construction on Land Bay B, the Applicant shall secure alternative parking proportionate to the number of spaces displaced within .2 mile of Land Bay A for exclusive use by Land Bay A residents between the hours of 6:00 p.m. and 7:00 a.m. at no cost.

J. All construction site lighting, with the exception of lighting that is used to illuminate the interiors of buildings under construction which is provided for in the following paragraph, shall use full cut-off or directionally shielded fixtures that are aimed and controlled so the directed light shall be substantially confined to the object intended to be illuminated. Directional control shields shall be used where necessary to limit stray light.

K. If interiors of the multifamily structure on Land Bay B are lit during construction, then frosted light bulbs (as opposed to clear light bulbs) shall be used to light the ten (10) foot outermost perimeter area of the interiors of the building in order to diffuse the light.

L. The Applicant shall list the Owners Association for Land Bay A as an additional insured on the general contractor's certificate of insurance for the construction of the parking garage and multi-family residential building on Land Bay B.

22. Cooperation Between Owners:

A. "Owner", as used in these Proffers, shall mean the legal owner of a Land Bay's Parcel(s), if under common ownership, or shall mean the unit owners, collectively, acting through the executive organ of a duly constituted Condominium Owners Association ("COA"), and not the owners of individual condominium units.

B. The Owner of Land Bay A, shall own, manage and maintain all common areas of Land Bay A; and the Owner of Land Bay B shall own, manage and maintain all common areas of Land Bay B, and operate the TDM program for the Property, as defined in Proffer 17. In the event that Land Bay B is converted to condominiums, the maintenance and operational responsibilities of Land Bay B's Owner shall be included in Land Bay B's COA documentation, which includes maintenance of all open space and recreational facilities, landscaping, commercial parking spaces on Land Bay B, and parking spaces on Land Bay B for the residents of Land Bay A. In accordance with the Virginia Condominium Act, purchasers of units within Land Bay B shall be advised of these requirements and restrictions prior to entering into a contract of sale through the Public Offering Statement of the condominium.

C. The Owner of Land Bay B shall use best efforts to establish a program with the Owner of Land Bay C for cost sharing and for the shared implementation of the TDM Plan. Further, the Owner of Land Bay B shall use best efforts to establish a cooperative agreement between the Owner of Land Bays A, B and C, regarding sharing the use of amenities on the combined properties, sharing of maintenance obligations, implementation of the TDM Plan, and the discussion of the potential removal or relocation of the gate currently separating Land Bays A and C. These efforts shall be diligently prosecuted. In the event that the Owner of Land Bay B is successful in reaching such agreements, any obligations shall be disclosed to contract purchasers prior to entering into a contract of sale, and shall be disclosed in the COA documents prepared for the Property. In the event the Owner of Land Bay B is unable to reach such an agreement, the Owner of Land Bay B shall provide written documentation of its best efforts to DPWES.

23. Signs.

A. The Applicant shall abide by the regulations in Article 12 of the Zoning Ordinance with regard to permanent and temporary signs on the Property including: "real estate signs" advertising the sale, rental or lease of units on Land Bay B – which signs shall be limited to two (2), temporary signs that have a maximum area of twelve (12) square feet each and a maximum height of eight (8) feet each (Par. 3D of Sect. 12-103 of the Ordinance); temporary signs announcing such happenings as "grand opening", which are limited to a maximum of twenty (20) square feet in area, eight (8) feet in height, for a period of fourteen (14) days (Par. 3G of Sect. 12-103 of the Ordinance); and bunting, banners, pennants and other decorative materials which must be securely attached to the building, shall not exceed twice the allowable building-mounted sign area, for a period not to exceed fourteen (14) days, only in a location that has been given written approval by the Zoning Administrator, which may be displayed only one (1) time in a twelve (12) month period, and only upon the posting of a bond, with surety satisfactory to the Zoning Administrator, to ensure the removal of the signs at the termination of the fourteen (14) day period (Par. 3G of Sect. 12-103 of the Ordinance).

B. Regardless of the "Possible Sign Location" denoted in the CDP/FDP for Land Bay B, freestanding identification signs shall be limited to one (1) at each primary entrance to the development off of Fairfax Ridge Road, and shall be of a design, style, and color in substantial conformance with that shown on the CDP/FDP for Land Bay A.

C. Illumination of signs shall be in conformance with the performance standards for glare as set forth in Part 9 of Article 14 of the Zoning Ordinance. Additionally, signs that require lighting shall be internally illuminated or down-lit to avoid glare and light trespass. No uplighting shall be permitted on any sign.

D. No temporary signs (including "popsicle" paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or by any builder or at the Applicant's or any builder's direction to assist in the initial and future marketing and/or sales/rental of dwelling units on the Property. The Applicant shall direct its agents and employees involved in marketing the Property to adhere to this proffer.

24. Sewer Capacity. The Applicant shall demonstrate that there is adequate sewer capacity to service the proposed development on Land Bay B, to the satisfaction of DPWES, prior to approval of a site plan for the building on Land Bay B. Further, the Applicant shall ensure that any deficiencies in the sewer system that are identified by DPWES, which are necessary to be addressed in order to ensure adequate sewer capacity for Land Bay B, are addressed. No site plan shall be approved for any structure that will require additional sewer capacity shall occur on Land Bay B, if and until adequate sewer capacity is verified by DPWES. Such verification shall occur prior to site plan submission.

25. Swimming Pool Discharge. Swimming pool discharge water shall be routed into the stormwater management system. The discharge process shall follow the guidelines below in order to ensure that pool water is property neutralized prior to being discharged:

A. In order to ensure that high levels of chlorine are not discharged into the surface water system, pool water shall not be chlorinated prior to backwashing and/or discharge.

B. All waste water resulting from the cleaning and draining of the pool shall meet the appropriate level of water quality prior to discharge.

C. If the water being discharged from the pool is discolored or contains a high level of suspended solids that could affect the clarity of the receiving stream, it shall be allowed to stand so that most of the solids settle out prior to being discharged.

26. Severability. If determined appropriate in accordance with the parameters stated in Par. 10D of Sect. 16-402 of the Ordinance, any of these land bays/sections/buildings within the Property may be subject to Proffered Condition Amendments and Final Development Plan Amendments without joinder or consent of the property owners of the

other land bays/sections/buildings. The Applicant reserves the right to file for separate zoning action on either Land Bay A or B, when determined appropriate by the Zoning Administrator, without joinder or consent of the property owners of the other land bay.

27. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns, and shall remain in full force and effect regardless of whether the multi-family residential units on Land Bay B are for rent or for sale.

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

{A0501286.DOC / 1 Proffers RZ 2006-PR-027 10-19-11 (cln) 000096 000048}

[SIGNATURES BEGIN ON NEXT PAGE]

RZ 2006-PR-027
Signature Sheet

CO-APPLICANT

TCR MID ATLANTIC PROPERTIES, INC.

Alice S. Tanchel

By: Alice S. Tanchel
Its: Vice President

[SIGNATURES CONTINUED ON NEXT PAGE]

RZ 2006-PR-027
Signature Sheet

CO-APPLICANT / AGENT FOR TITLE OWNERS OF TAX MAP 56-2 ((27)) (5) 101-413, (6) 101-413, (7) 101-410, (8) 101-413, (9) 101-413, (10) 101-410, (11) 101-410 and 46-4 ((19)) (1) 101-421, (2) 101-306, (3) 101-413, (4) 101-410

FAIRFAX RIDGE CONDOMINIUM UNIT OWNERS ASSOCIATION

By: OAC Fairfax LLC
Its: Attorney-in-Fact by virtue of Declaration and Power of Attorney dated 11/16/04 recorded at Deed Book 16740 Page 2163 among the Land Records of Fairfax County, Virginia

By: CREL/OAC L.L.C.,
Its: Sole Member

By: Anthony S. Fusco
Its: Vice President

By: Camile G. Saba
Its: Senior Vice President

[SIGNATURES CONTINUED ON NEXT PAGE]

RZ 2006-PR-027
Signature Sheet

TITLE OWNER OF TAX MAP 56-2 ((1)) 18A

OAC FAIRFAX LLC

By: CREL/OAC L.L.C.
Its Sole Member

By: Anthony S. Fusco
Its: Vice President

By: Camile G. Saba
Its: Senior Vice President

[SIGNATURES END]