PROFFERS
TIMBER RIDGE AT EDS, LLC

PCA 2006-SU-007

October 24, 2012

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Timber Ridge at EDS, LLC (hereinafter referred to as the "Applicant"), for itself, successors and assigns in PCA 2006-SU-007, filed for property identified as Fairfax County Tax Map 24-4 ((1)) 6C3 and 6C4 (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors approves a proffered condition amendment of the Application Property in conjunction with a Conceptual Development Plan Amendment/Final Development Plan Amendment (CDPA/FDPA). These proffers shall replace and supersede all previous proffers approved on the Application Property that pertain to the Application Property only.

I. CONCEPTUAL DEVELOPMENT PLAN AMENDMENT/FINAL DEVELOPMENT PLAN AMENDMENT

1. Substantial Conformance. Subject to the provisions of 16-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the CDPA/FDPA, prepared by VIKA, Inc. dated January 25, 2012 and revised through October 16, 2012.

2. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CPDA/FDPA may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor modifications to the building footprints shown on the CDPA/FDPA and make other modifications provided that such modifications are in substantial conformance with the CDPA/FDPA as determined by the Zoning Administrator, and do not increase building height nor decrease the amount of open space, limits of clearing and grading, landscaping, or distances to peripheral lot lines as dimensioned on the CDPA/FDPA.

3. Notwithstanding that the CDPA/FDPA is the subject of Proffer I.1 above, it shall be understood that the CDPA shall be limited to the location of public and private streets, location and amount of open space, limits of clearing and grading, internal street network and the maximum square footage of residential development. The Applicant has the option to request Final Development Plan Amendments ("FDPAs") for elements other than CDPA elements from the Planning Commission for all of, or a portion of, the CDPA/FDPA in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

4. Any of the buildings shown on the CDPA/FDPA may be the subject of a partial and separate Proffered Condition Amendment ("PCA") and/or FDPA without joinder and/or consent of the other building owners as determined by the Zoning Administrator pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance. Previously approved

proffered conditions applicable to buildings that are not the subject of such a PCA or FDPA shall otherwise remain in full force and effect.

5. The Applicant reserves the right to adjust residential gross square footage between any building in Blocks 3, 4, 5, and 6 as identified on Sheet C-7A of the CDPA/FDPA provided that the total gross floor area does not exceed the amounts set forth on Sheet C-7a of the CDPA/FDPA, and as limited below; the building heights as shown on the CDPA/FDPA are not exceeded; the minimum landscaped open space, and peripheral dimensions to lot lines are not reduced, as such elements are shown on Sheets C-5, C-5A, C-5B, and C-6 of the CDPA/FDPA; and provided such adjustments are otherwise in substantial conformance with the CDPA/FDPA. The Applicant further reserves the right to adjust the number of stories from that shown on Sheet C-7A provided that the maximum height specified on Sheet C-7A is not exceeded.

6. Maximum FAR. The maximum floor area ratio ("FAR") permitted on the Application Property shall be 0.79 inclusive of Affordable Dwelling Units and Workforce Dwelling Units. Based on this maximum FAR, the maximum gross floor area ("GFA") that may be constructed on the Application Property shall be 1,294,602 square feet. The Applicant reserves the right to construct a lesser amount of GFA provided that the buildings and Application Property remain in substantial conformance with that shown on the CDPA/FDPA as determined by the Zoning Administrator. The maximum number of dwellings units shall not exceed 805 units, inclusive of affordable dwelling units and associated bonus units, and workforce dwelling units. Although the FAR on the Application Property shall be up to 0.79, the overall FAR on the Application Property combined with Fairfax County Tax Map 24-4 ((1)) 6B4 and 6C1 shall not exceed 0.69.

7. Phasing. Build-out of the Application Property may proceed in phases subject to market demand. The Applicant reserves the right to develop partial blocks. The FAR and/or number of dwelling units per acre constructed within a respective phase of the project may exceed the maximum intensity limitations set forth herein so long as such maximum intensity limitations are not exceeded over the entirety of the Application Property that is the subject of RZ 2006-SU-007. Except as qualified herein, the creation of the landscaped open space areas and associated improvements may occur in phases, concurrent with the phasing of development/construction of the Application Property. As such, the total area of landscaped open space provided at any given phase of development shall not be required to be equivalent to the 37% overall landscaped open space required at project completion; provided that the total combined open space at the completion of all development shall satisfy the overall landscaped open space requirement as shown on the CDPA/FDPA.

8. Streetscape and Landscape Phasing.

   A. The streetscape and associated landscaping shown on Sheets L-11 and L-12 of the CDPA/FDPA entitled "Collector Road Pedestrian Enhancements and Streetscape" shall be installed at the same time as the North South Collector Road, weather permitting, except the Applicant need not install those elements such as streetscape or landscaping to be installed more than ten (10) feet from the right-

of-way line, as set forth on Sheets L-11 and L-12 of the CDPA/FDPA. The Applicant shall install the berms and shade and evergreen trees along the Application Property's full Centreville Road frontage prior to the issuance of the first RUP for a building within Blocks 3 or 6 as depicted on Sheets L-9 and L-10 of the CDPA/FDPA.

B. The landscaping and pedestrian improvements associated with the private streets shown on Sheets L-01 and L-02 of the CDPA/FDPA shall be installed at generally the same time as the private street with which they are associated. Such landscaping and pedestrian improvements shall be maintained by the property owner or successor Condominium Owners' Association (COA) as defined in Proffer 46 hereof.

C. The streetscape and landscaping along the North South Collector Road as shown on Sheets L-11 and L-12 of the CDPA/FDPA shall be installed at the same time as the adjacent road improvements are completed.

9. Density Credit. Density credit shall be reserved for the Application Property as provided by Section 2-308 of the Zoning Ordinance for all dedications described herein and/or as shown on the CDPA/FDPA or as may reasonably be required by Fairfax County, VDOT or others at the time of site plan approval.

II. USES

10. The Application Property shall be developed with multifamily dwellings and single family attached dwellings.

11. The permitted uses shall not result in any additional buildings beyond those represented on the CDPA/FDPA. However, the Applicant reserves the right to establish Group 8 Temporary Uses, including construction and sales trailers, on any of the Blocks, all on an interim basis as may be approved by the Zoning Administrator or Board of Zoning Appeals, as applicable, all without the necessity of an amendment to the CDPA/FDPA or Proffers if such are in substantial conformance with the CDPA/FDPA, are located within building envelopes and do not alter the limits of clearing and grading.

III. TRANSPORTATION

12. Transportation. All transportation improvements to be made pursuant to this Section III shall be subject to Virginia Department of Transportation ("VDOT"), Fairfax County Department of Transportation ("FCDOT") and Department of Public Works and Environmental Services ("DPWES") approval. Substantially complete in this Section III shall mean such road is base paved and open and available for use by the public, but not necessarily accepted by VDOT into the State secondary road system for maintenance. Upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provisions of the road or signal improvements to be made under this Section III have been unreasonably delayed by others, the Zoning Administrator may agree to a later date for the completion of the improvement in question. Further, all escrows provided in this

Section III shall be adjusted on an annual basis from the date of approval of this Application in conformance with adjustment criteria outlined in Section 15.2-2303.3 of the Code of Virginia.

13. North South Collector Road.

A. The Applicant shall, prior to the issuance of residential use permits ("RUPs") for more than 500 units, dedicate right-of-way for construction and substantially complete (i) the "North South Collector Road" connecting EDS Drive (Route 8105) to Wall Road (Route 648) as a four (4) lane, median divided, public right of way with a design speed of 40 MPH, unless VDOT approves a lesser design speed, (ii) improvements to EDS Drive at the intersection of EDS Drive and the North South Collector Road of the CDPA/FDPA, and (iii) certain improvements to Wall Road at the intersection of Wall Road and the North South Collector Road (exclusive of those referenced in Proffer 15) as shown on Sheets C-5, C-5A, C-5B, and C-6. Such construction shall be substantially complete no later than the issuance of the last Residential Use Permit (RUP) for the first building in Blocks 5 and 6.

B. The Applicant shall install along and adjacent to the North South Collector Road, pedestrian enhancement consisting of pedestrian signage, special pavement treatments, oversized crosswalk striping, median refuges and landscaping generally as shown on Sheets L-11 and L-12 of the CDPA/FDPA if approved by VDOT. The Applicant agrees, that (i) the COA contemplated in Proffer 46 herein shall maintain such elements that VDOT will not accept for maintenance and will, if required, enter into a maintenance agreement with VDOT, or (ii) the Applicant will use materials acceptable to VDOT if VDOT is to maintain such elements. The COA documents shall disclose the existence of such maintenance obligation. The Applicant shall not be prevented or delayed in obtaining any other approvals or permits if VDOT or the County does not permit any or all of such pedestrian enhancements, nor shall the Applicant be required to escrow for such improvements provided the Applicant demonstrates that diligent efforts have been made to obtain VDOT and County approval for such enhancements. Such enhancements shall be shown on the initial site plan for the North South Collector Road or applicable portion thereof. At time of site plan approval for the North South Collector Road, or applicable portion thereof, if VDOT and/or the County have not consented to such pedestrian enhancements within the right of way, this proffer to provide the pedestrian enhancements which were not approved, shall be deemed null and void.

As an alternative to the timing outlined above, the Applicant shall have the ability to phase the construction of the North South Collector.

14. Centreville Road.

A. To the extent not previously acquired by VDOT, the Applicant shall dedicate and convey (with construction by others) to the Fairfax County Board of Supervisors

in fee simple (i) at time of site plan approvals for the adjacent development that includes any portion of Blocks 3 or 6 or (ii) when requested by VDOT or the County, whichever occurs first, the land areas adjacent to Centreville Road (Route 657) consisting of approximately 3.1 acres.

B. At the time of site plan approval for portions of the Application Property adjacent to Centreville Road, the Applicant shall construct right turn deceleration lanes along Centreville Road as shown on the CDPA/FDPA to serve each of the site entrances at Main Street and Parkland Drive. These deceleration lanes shall be constructed when the associated private street to which they tie in is constructed i.e., intersections with Parkland Drive and Main Street.

C. The Applicant shall, at the time of site plan approval for the site plan that includes Main Street, extend the northbound left turn lane on Centreville Road at Main Street as generally shown on Sheets C-5, C-5A, C-5B and C-6 of the CDPA/FDPA within the existing median, subject to VDOT approval.

D. The Applicant shall, prior to site plan approval for that site plan that includes Wall Road, provide either an additional northbound left-turn lane on Centreville Road or an extension of the existing left-turn lane that serves Wall Road as required by VDOT within existing rights-of-way.

15. Wall Road. Prior to the issuance of RUPs for more than 500 units, the Applicant shall construct (and thereafter substantially complete) those improvements to Wall Road as depicted on Sheets C-5 and C-5A of the CDPA/FDPA.

16. McLearen Road.

Prior to the issuance of RUPs for more than 500 units, the Applicant shall construct (and thereafter substantially complete) those improvements to the McLearen Road/Centreville Road intersection and the McLearen Road/EDS West Drive intersection, both as depicted on Sheet C-10 of the CDPA/FDPA.

17. Traffic Signals.

A. Centreville Road/Kinross Circle South.

(i) Prior to the approval of the first site plan for any building in Block 3 or at such time as deemed applicable by VDOT, but no later than ninety (90) days from approval of the site plan showing Main Street connected to Centreville Road, the Applicant will submit to VDOT plans for the modification of the signals existing at the Centreville Road/Kinross Circle South intersection to accommodate a fourth approach at this location (Main Street). Such signal shall include pedestrian count down heads, and "chirping devices" to aid the visually impaired if approved by VDOT.

(ii) The Applicant shall substantially complete the above signal modifications, subject to VDOT approvals, prior to the first RUP for the first site plan in Block 3.

(iii) If the signal has not been previously installed (or committed to be installed) by others prior to the approval of the first site plan for any building in Block 3, the Applicant shall submit to VDOT a warrant study based on build out of the Application Property and nearby development, and design, equip and install such signal, including pedestrian count down heads and "chirping devices" at such time as VDOT determines them to be warranted based on the submitted warrant study referenced in this Proffer.

(iv) If based on the warrant studies, VDOT determines the signal will not be warranted until a time subsequent to bond release for the final site plan for the Application Property, then the Applicant shall provide an escrow for the cost of such signal prior to such final bond release in lieu of construction in an amount as determined by DPWES, less any funds committed to by others for the same signal.

B. North South Collector Road/Wall Road.

(i) Prior to approval of the first site plan for the first building in Blocks 3 or 4 or at such time deemed applicable by VDOT, the Applicant shall submit to VDOT a warrant study based on build out of the Application Property and nearby development.

(ii) The Applicant shall design, equip and install such signal, including pedestrian count down heads and "chirping devices" at such time as VDOT determines it to be warranted based on the submitted warrant study. The Applicant shall be entitled to use any monies escrowed, and/or posted by others for such signal if available.

(iii) If based on the Applicant's submission of a warrant study, VDOT determines the signal will not be warranted until a time subsequent to bond release for the final site plan for the Application Property, then the Applicant shall provide an escrow for the cost of such signal prior to such final bond release in lieu of construction, less any funds committed by others for the same signal.

C. Wall Road/Centreville Road.

(i) The Applicant on request of the County or prior to approval of the first site plan for Blocks 3, 4 or 6, whichever occurs first, shall provide right-of-way dedication and/or easements along the property's Centerville Road and Wall Road frontages necessary for the installation of a traffic signal by others at the intersection of Wall Road and Centreville Road.

(ii) If not already proffered for construction or constructed by others, prior to approval of the first site plan for any building in Blocks 3 or 4, the Applicant shall submit to VDOT a warrant study for a signal at the intersection of Wall Road and Centreville Road based on build out of the Application Property and nearby development. Such warrant study shall be submitted no later than twelve (12) months after initial RUP for first building in Blocks 3 or 4.

(iii) If deemed warranted, then the Applicant shall design, equip and install such signal, including pedestrian count down heads and "chirping devices" at such time as VDOT determines them to be warranted based on the submitted warrant study. The Applicant shall be entitled to use any monies escrowed, and/or posted by others for said signal or to be reimbursed for any contribution to be made by others for such signal subsequent to the signal installation.

(iv) If based on a warrant study, VDOT determines the signal will not be warranted until a time subsequent to bond release for the final site plan for the Application Property, then the Applicant shall provide an escrow for the cost of such signal prior to such final bond release in lieu of construction, less any funds committed by others for the same signal.

D. EDS Drive/North South Collector Road.

(i) Prior to approval of the first site plan for the first building in Blocks 3, 4, 5, or 6, or at such time deemed applicable by VDOT, the Applicant shall submit to VDOT a warrant study for the intersection of EDS Drive and the North South Collector Road based on build out of the remaining portions of the Application Property and nearby development.

(ii) The Applicant shall design, equip and install such signal, including pedestrian count down heads and "chirping devices" at such time as VDOT determines it to be warranted based on the submitted warrant study. The Applicant shall be entitled to use any monies escrowed, and/or posted by others for such signal if available.

(iii) If based on a warrant study, VDOT determines the signal will not be warranted until a time subsequent to bond release for the final site plan for the Application Property, then the Applicant shall provide an escrow for the cost of such signal prior to such final bond release in lieu of construction, less any funds committed by others for the same signal.

E. North South Collector Road/Parkland Drive.

(i) Prior to the approval of the first site plan for any buildings in Blocks 4 or 5, or at such time deemed applicable by VDOT, the Applicant shall submit to VDOT a warrant study for the intersection of the North South Collector and Parkland Drive based on full build out of the remaining portions of the

Application Property and those background developments referenced in the TIA for the subject intersection.

(ii) The Applicant shall design, equip and install said signal, including pedestrian count down heads and "chirping devices" at such time as VDOT determines them to be warranted based on the submitted warrant study.

(iii) If based on the warrant studies, VDOT determines the signal will not be warranted until a time subsequent to bond release for the final site plan for the Application Property, then the Applicant shall provide an escrow for the cost of such signal prior to such final bond release in lieu of construction, less any funds committed to by others for the same signal.

F. Signal Timing Modifications to Centreville Road. Within 180 days after substantial completion of the North South Collector Road, but in no event later than release of the bond for the North South Collector Road, the Applicant shall make signal timing modifications to the following signals if requested by VDOT: Centreville Road and McLearen Road, Centreville Road and Kinross South and Centreville Road and Wall Road.

G. In all circumstances in this Proffer 17 where the Applicant is to design, bond and construct a signal, when warranted by VDOT, the Applicant shall diligently pursue such design, bonding and construction following VDOT's agreement that such signal is warranted.

18. Right-of-Way Acquisition/Condemnation. For any of the improvements listed above for which off-site right-of-way and/or easements are required, if, six (6) months subsequent to the initial request by the Applicant to obtain the necessary right-of-way and easements, the Applicant is unable to bring about the dedication by others and the necessary right-of-way and easements, or to acquire by purchase the right-of-way or easements at fair market value, as determined by a Member of the Appraisal Institute (MAI) appraisal, the Applicant shall request the Board of Supervisors (the "Board") to condemn the necessary land and/or easements. It is understood that the Applicant's request to the Board for condemnation will not be considered until the Applicant has demonstrated to the satisfaction of the County their failed attempts to acquire the right-of-way and easements and the Applicant has forwarded the request in writing to the Division of Land Acquisition or other appropriate County official, accompanied by (1) plans, plats and profiles showing the necessary right-of-way grading easements to be acquired, including all associated easements and details of the proposed transportation improvements to be located on said right-of-way property; (2) an independent appraisal of the value of the right-of-way property to be acquired and all damages to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way property to be acquired; and (4) an escrow in an amount equal to the appraised value of the property to be acquired and of all damages to the residue which can be drawn upon by the County. It is also understood that in the event the property owner of the property to be acquired it is awarded more than the appraised value of the property and to the damages to the residue

in a condemnation suit, the amount of the award in excess of the escrow amount shall be paid to the County by the Applicant within forty-five (45) days of said award. In addition, the Applicant agrees that all reasonable and documented third party sums expended by the County in acquiring the right-of-way and necessary easements shall be paid to the County by the Applicant within sixty (60) days of written demand.

In the event the County is successful in acquiring the off-site right-of-way, then the Applicant shall construct the improvement(s) for which right-of-way is available. It is expressly understood that in the event the County abandons efforts or does not acquire the aforesaid right-of-way and/or easements by means of its condemnation powers within thirty-six (36) months from the Applicant's written request to the Division of Land Acquisition, the Applicant is relieved of any responsibility under this proffer to construct any off-site portion of the aforesaid transportation improvements specifically affected by the unavailability of the easements or right-of-way (with all associated bonds released) and the Applicant shall escrow in an amount determined by DPWES, as appropriate, for any uncompleted portions of the transportation improvements, with such escrow to be refunded to the Applicant along with the escrow previously paid to the County for the right-of-way acquisition at the expiration of ten (10) years if the County has not acquired such right-of-way and constructed such improvements.

19. Transportation Demand Management. The Applicant shall implement and operate a transportation demand management ("TDM") program for Block 3 within the Application Property as follows:

A. The designation of a Resident Transportation Coordinator ("TC"). The Applicant shall appoint a TC prior to the issuance of the first RUP for Block 3.

B. The TC will be available to FCDOT staff to work cooperatively to promote opportunities to enhance participation in TDM programs.

C. Commencing with the appointment of the TC, implementation of specific programs as follows:

(i) The Applicant, through the TC, shall promote ride sharing on an ongoing basis by displaying information on ride sharing in areas utilized by residents, such as residential common areas and building lobbies. The TC shall: (a) maintain a tenant database that can be used by the TC and/or FCDOT to distribute transit/rideshare information and promote transit use, (b) coordinate with FCDOT to ensure appropriate, up-to-date materials are distributed for promotion of transit and ridesharing; and (c) provide an annual report to FCDOT summarizing the outreach efforts, including a listing of participants, and the initiatives participants are engaged in providing.

(ii) The Applicant shall, as part of the execution of each lease in Block 3, advise each tenant that a private TDM program exists and a public TDM program exists and encourage them to participate and contact the TC or FCDOT for participation opportunities.

(iii) Each new residential building in Block 3 with an associated parking garage shall provide secure, weather protected bicycle storage for 6 bicycles.

(iv) Residential buildings in Block 3 shall be hardwired to provide high capacity, high bandwidth communication lines, or the equivalent wireless access. The Applicant shall further provide a common area in one of the residential buildings with business facilities, which may include, but not be limited to, wireless internet access, fax machine, photocopier and desktop computers private space for phone calls and access to a wash room.

(v) Beginning twelve (12) months after the issuance of the first RUP for the first building on the Application Property, and annually each April 1 thereafter, the TC shall prepare and submit to FCDOT a report quantifying the use of public transportation, carpooling, vanpooling and other rideshare programs, created under the TDM program.

20. Bus Shelters. Prior to the issuance of more than 350 RUPs, the Applicant shall construct bus shelters (but not bus pull outs) at two (2) to three (3) locations within the Application Property or on Centreville Road adjacent to the Application Property as mutually agreed upon by the Applicant and FCDOT. If no such agreement on locations can be reached by the issuance of the 600th RUP, the Applicant shall donate $20,000 per unconstructed bus stop to FCDOT for up to a maximum of two unconstructed bus shelters to be used for bus shelters in the vicinity of the Application Property, with such sum to be adjusted on an annual basis based on the criteria outlined in Section 15.2-2303.3 of the Code of Virginia. The COA shall be responsible for providing and emptying trash receptacles at such bus shelters on a routine basis and such obligation shall be disclosed in the applicable property owner's association documents.

21. Pedestrian and Maintenance Vehicle Access to Park. The pedestrian access (and associated landscaping and hardscape) to the athletic fields as shown on Sheet 13 of the CDP/FDP approved in conjunction with RZ 2006-SU-007 shall be constructed prior to the issuance of the first RUP for any building in Block 5 as shown on the CDPA/FDPA. Additionally, the Applicant shall work with the owners of Fairfax County Tax Map 24-4 ((1)) 6B4 ("Parcel 6B4") to provide an access easement for Park Authority maintenance vehicles from the intersection of the North South Collector Road and Court Street across the drive aisles on Blocks 9 and 10, as shown on the CDP/FDP for RZ 2006-SU-007 and thence across the pedestrian access shown on Sheet 13 to connect to the Park. The portion of the pedestrian access shown on Sheet 13 of the CDP/FDP between the westernmost drive aisle on Block 9 and the Park shall be 12' in width to accommodate maintenance vehicles provided 4' of such 12' way may be constructed using grasscrete or similar pavers. Upon the completion of the North South Collector Road, the Applicant shall work with the owner of Parcel 6B4 to grant the Fairfax County Park Authority a temporary easement from the intersection of the North South Collector and Court Street to the diamond fields constructed in the Park (as defined in Proffer X) for maintenance vehicles. Such temporary easement shall be null and void at such time as the access

easement described in the second sentence of this proffer is granted. At the time of construction of the Park, the Applicant shall construct a pedestrian access with associated amenities along Wall Road from the North South Collector Road to the Park as shown on Sheets 4 and 7 of the CDP/FDP associated with RZ 2006-SU-007.

IV. STORM WATER MANAGEMENT AND BEST MANAGEMENT PRACTICES

22. Existing Overall Storm Water Management Plan. Storm Water Management ("SWM") and Best Management Practices (BMPs) has been and, subject to any required approval of DPWES contemplated in Proffer 23 below, will continue to be provided as set forth in the Site Plan No. 5810-SP-05-1 approved by Fairfax County on June 22, 1987. The CDPA/FDPA does not depict any additional SWM or BMP facilities on the Application Property.

23. Additional Facilities. If deemed necessary by the Director of DPWES prior to site plan approval(s), an exception to the performance criteria shall be requested in accordance with the provisions set forth in Section 118-6-9 of the Chesapeake Bay Preservation Ordinance and/or the Public Facilities Manual for any increase, if any, in impervious surface over that contemplated by Site Plan No. 5810-SP-05-1. If the exception is not requested or, if requested, not approved, SWM or BMPs will be provided for any incremental increase in the total impervious area over that contemplated in Site Plan No. 5810-SP-05-1 in accordance with a plan approved by the Director of DPWES, and said plan may require minor modifications to the existing facilities or the construction of additional facilities (or underground vaults, provided such vaults will only be permitted in areas to be developed with non-residential uses and shall be maintained by the owners of such non-residential property on property subject to the CDP/FDP approved in conjunction with RZ 2006-SU-007) in areas that are planned for land disturbance activities, all without the necessity of amending the CDP/FDP.

V. PARKING

24. Parking shall be provided in accordance with Article 11 of the Zoning Ordinance. The Applicant reserves the right to provide more or less spaces than the number of spaces shown on the CDPA/FDPA so long as the Applicant complies with Article 11.

VI. DESIGN

25. Design Concepts. The architectural guidelines for the Application Property with respect to building facades, building scale and massing, building site and streetscape and building signage and lighting are set forth on Sheets A-1, A-2, L-1, L-2, L-5 through L-13 of the CDPA/FDPA. These sheets are intended to be illustrative of the general quality and character of the development. Modifications to these elements as shown on the CDPA/FDPA shall not require an amendment to the proffers or CDPA/FDPA and are permitted provided the changes are in substantial conformance with the CDPA/FDPA.

26. Additional Residential Design. The residential buildings along the North South Collector shall have their front façade oriented toward such road. Such front facades shall be of

similar quality and character to the front facades along Centreville Road as the quality and character of such facades are depicted on Sheets A-1 and A-2 of the CDPA/FDPA.

27. Main Street Activation. In order to provide for street level activation along the north side of Main Street, the Applicant shall provide amenity space in the first floor of the multifamily building comprised of Type A units which may include, but not be limited to a lobby, fitness center, business center, and/or drop-off area.

28. Unifying Elements.

A. All signs and street furniture, including garbage cans, benches and lamp posts, shall be consistent, both in terms of materials and design, throughout the development.

B. The fronts of all buildings shall be constructed of glass, stone, brick, and/or cementitious siding.

29. Signage.

A. Project Signage. All signage provided on the Application Property shall comply with Article 12 of the Zoning Ordinance. Any permanent freestanding signs shall be monument type with a maximum height of 10 feet (except as otherwise provided in any Comprehensive Sign Plan that may be approved) and shall be generally located as shown on the CDPA/FDPA. Pole signs shall not be permitted on the Application Property. All directional and wayfinding signage shall be consistent, both in terms of materials and design, throughout the development. The Applicant reserves the right to obtain approval of a Comprehensive Sign Plan at any time that would permit modifications to the provisions of Article 12 without obtaining a PCA or CDPA/FDPA.

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

30. Lighting. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty-two (22) feet in height, measured from the ground to the top of the light standard, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Application Property. All upper level parking deck lighting fixtures shall not exceed a height of seventeen (17) feet measured from the ground to the top of the light standard. Lighting on the top level of the residential parking garages shall not

extend above the roof line of the residential buildings. Lighting within the parking decks shall be installed between the ceiling beams to reduce glare.

31. Screening. All rooftop mechanical equipment shall be screened so to limit the visibility of such equipment from the surrounding street level with such screening to be compatible with the façade of the building.

VII. LANDSCAPING

32. Landscaping and Open Space. Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development as generally shown on Sheets L-01 and L-02 of the CDPA/FDPA unless the timing of the installation of such landscaping is otherwise required by these proffers. The Applicant shall maintain such landscaping. The species and initial planting site of such landscaping is set forth on Sheets L-01 and L-02 of the CDPA/FDPA, subject to revision as may be approved by Urban Forest Management ("UFM").

33. Location of Utilities. Utility lines shall be generally located so as to not interfere with landscaping concepts shown on the CDPA/FDPA. The landscaping set forth on the CDPA/FDPA shall be designed to accommodate the extension of the Colonial Pipeline facilities through the Application Property generally in the location shown on Sheet C-6 of the CDPA/FDPA, the Dominion Power/Verizon facilities along Centreville Road, and the forty-eight (48) inch waterline shown in Centreville Road. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utility lines provided such relocated landscaping shall retain a generally equivalent number of plantings and continues to reflect the concepts illustrated on the CDPA/FDPA in those areas. For all other areas of the Application Property, in the event that during the process of site plan review any landscaping shown on the CDPA/FDPA cannot be installed in order to locate utility lines, as determined by DPWES, then an area of additional landscaping generally consistent with that displaced shall be substituted at an alternate location on the Application Property, subject to approval by UFM.

34. Parking Deck Landscaping. The Applicant shall provide planting areas and landscaping on the top level of any parking garages as shown on Sheet L-01. Such landscaping at minimum shall include medium shade trees in adequately sized planters, as determined by UFM, with such landscaping to be maintained in good health by the Applicant.

35. Maintenance of Cleared, but Undeveloped Areas. Following the approval of the first site plan on the Application Property, any disturbed areas of the Application Property shall be seeded and maintained on a regular basis in accordance with the PFM standards.

VIII. PRIVATE STREETS/PEDESTRIAN IMPROVEMENTS

36. Private Streets. All streets and travelways on the Application Property other than the North South Collector Road shall be private and shall be maintained by the Community Association as contemplated in Proffer 46 and such maintenance obligation shall be disclosed in the Community Association documents. All such private streets shall be

subject to a public access easement, in a form acceptable to the County Attorney. The quality and character of such private streets are set forth on Sheets L-01 and L-02 of the CDPA/FDPA. Main Street, Rotary Drive and Parkland Drive will be constructed with materials and depths of pavement consistent with public street standards in accordance with Fairfax County Public Facilities Manual ("PFM"), as determined by DPWES. Such sheets also depict the sidewalk widths and landscaping to be provided adjacent to such private streets. Modifications to such private street layouts shall be permitted provided the Zoning Administrator determines that any alternative layouts are consistent with the quality and character depicted on Sheets L-01 and L-02.

37. Pedestrian Improvements. The Applicant shall, concurrent with the development of adjacent areas, construct the pedestrian network consisting of an interconnected network of sidewalks and trails set forth on Sheets L-03 and L-04 of the CDPA/FDPA, except the connections to the Park, which are to be constructed when required by Proffer 21. Concurrent with site plan approval for each respective building, the Applicant shall place all sidewalks and trails shown on the CDPA/FDPA on such a site plan in public access easements, in a form acceptable to the County Attorney. The Community Association shall maintain such sidewalks and/or trails located outside the public right-of-way. Additionally, the Community Association shall maintain such sidewalks and/or trails within the public right-of-way that are constructed with specialty paving as identified on the CDPA/FDPA or any sidewalks and/or trails within the public right-of-way that VDOT will not agree to maintain. The maintenance responsibilities for such sidewalks shall be disclosed in the Community Association documents.

IX. GREEN BUILDING PRACTICES

38. In order to promote energy conservation and green building techniques, the Applicant shall select one of the following programs to be implemented in the construction of the single family attached units shown as Type D units on the CDPA/FDPA. Selection of certification method shall be within the Applicant's sole discretion at time of site plan submission. The following green building commitment shall only apply to the single-family attached uses shown on the CDPA/FDPA, and shall not apply to other uses on the Application Property. Compliance with this green building proffer shall not prohibit the development and construction (including issuance of site plans, building permits and other related permits) or other uses on the Property consistent with these proffers and the CDPA/FDPA. In addition to the choices identified herein, the Applicant may submit an alternative third party certification for the single-family attached uses shown on the CDPA/FPA that meets the substantive intent of the choices identified below. Such alternative third party certification must be reviewed and approved by DPZ prior to construction that utilizes such alternative certification.

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. 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 home energy rater certified through the Residential 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 single family attached dwelling.

If the Applicant selects the LEED for Home option, upon the approval of the first single family attached building permit, the Applicant will execute a separate agreement and post a "green building escrow," in the form of cash or a letter of credit or other financial surety from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of $4,000.00 per unit based on an average square footage of 2,000 per unit. This escrow will be in addition to and separate from other bond requirements and will be released as a total sum, and not an individual dwelling unit basis, upon demonstration of attainment of certification for each dwelling unit, by the U.S. Green Building Council ("USGBC"), under the current version at the time of project registration with the U.S. Green Building Council's (USGBC) Leadership in Energy and Environmental Design for Homes (LEED for Homes) rating system. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each dwelling unit has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification for each dwelling unit within three (3) years of issuance of the final RUP for a single family attached unit, a proportion of the escrow related to the number of units failing to achieve certification 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 adhere to the following procedures for attainment of LEED certification:

(i) If the Applicant provides the Environment and Development Review Branch of DPZ, within three (3) years of issuance of the final RUP, documentation demonstrating that LEED certification for any dwelling unit(s) has not been attained but that the dwelling unit(s) has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the escrow proportionate to the dwelling unit(s) failing to achieve certification will be released to the applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

(ii) 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 certification or demonstrating that any dwelling unit(s) has fallen short of certification by three (3) points or less, the entirety of the escrow proportionate to the dwelling units failing to achieve certification will be

released to Fairfax County and will be posted to a fund within the county budget supporting implementation of County environmental initiatives.

(iii) 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 certification for any dwelling unit(s) application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame shall be extended until such time as evidence is obtained, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

(iv) LEED-AP - The Applicant will include a LEED-accredited professional as a member of the design team. The LEED-accredited professional will work with the team to incorporate sustainable design elements and innovative technologies into the project with the goal of having the project attain LEED certification. At the time of the site plan submission, the Applicant will provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.

(v) The Applicant will include, as part of the first single family attached building permit submission and building plan submission, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design for Homes (LEED for Homes) rating system that the applicant anticipates attaining. 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 certification of the project.

X. PUBLIC FACILITIES CONTRIBUTION

39. Park.

A. The Applicant shall dedicate in fee simple to the Fairfax County Park Authority (FCPA) approximately 17.0 acres of land on property identified as Tax Map 24-4 ((1)) 6B3 ("Parcel 6B3"), for the development of public parkland (the "Park"), provided the Applicant receives density credit for the land area so dedicated, as provided for in Section 2-308 of the Zoning Ordinance. Such density credit shall be reserved to Parcel 6B3. The Applicant shall construct a five (5) field Athletic Field Complex in substantial conformance with Sheet 13 of the CDP/FDP approved in conjunction with RZ 2006-SU-007.

B. In addition to dedication, the Applicant shall provide the following services and improvements:

(i) Preparation and pursuit of requisite site plans and obtain necessary Site Plan approval and construction and VDOT entrance permits;

(ii) Site utility work shall include:

a. Relocation of existing sewer main and manhole out of field of play areas as shown on Sheet 13 of the CDP/FDP;

b. Provision of electric power of sufficient capacity to light two rectangle fields and three diamond fields according to the specification attached hereto as Exhibit C (the "Field Specifications") and to supply necessary power for a future restroom and concession building, field irrigation, and parking lot lighting in accordance with the Field Specifications.

c. Provision of wired conduit to light pole locations for field lighting at the two rectangle fields. Lights will be located as required to achieve the details in the Field Specifications.

d. Provision of non-wired conduit stubbed at each diamond field to allow for future lighting of the three diamond fields. Conduit will be stubbed to permit lights to be located to achieve the photometrics detailed in the Field Specifications.

e. Provision of an irrigation pump house according to the Field Specifications and water service connection including water meter at the location of the irrigation pump house as shown on Sheet 13 of the CDP/FDP and of sufficient capacity to irrigate all three diamond fields and service a future restroom and concession building and possible future hydration of the rectangle fields; and

f. Stubbing water, sewer and electric service to the area designated on Sheet 13 of the CDP/FDP for restrooms and concessions;

(iii) Site preparation work shall conform to Chapter 104 of The Code of Fairfax County, Virginia, and shall include:

a. Obtaining any necessary wetlands permits;

b. Clearing and grubbing of existing vegetation;

c. Stripping and stockpiling of topsoil;

d. Provide dust prevention measures;

e. Installing silt fencing;

f. Finished grading of five athletic fields in accordance with the Field Specifications;

g. Grading of parking lot and secondary facility areas (playground, warm-up areas, restroom/concession area); and

h. Installing of site drainage with storm water management to be provided at the pond located to the west on EDS property.

(iv) Construction of the following facilities on the Park:

a. Two (2) rectangle fields with minimum playing dimensions of 195' by 360' suitable for both adult and youth play and improved with a synthetic all-weather turf surface, including at least 5' of the overrun area (the remainder of the overrun area shall be sod turf) and with field lighting in accordance with the Field Specifications, a synthetic turf sub grade profile and subsurface drainage system shall be used on the rectangle fields and shall be in accordance with the Field Specifications for synthetic turf fields; lighting shall be provided in accordance with the Field Specifications;

b. Two (2) 60' diamond baseball fields with fences and backstops, containment netting, concrete bleacher pads to meet all ADA accessibility standards and to accommodate the bleachers shown on Sheet 13 of the CDP/FDP, sodded turf and irrigation all in accordance with the Field Specifications; Rootzone Mix shall be used at a minimum depth of 6" in the turf area and shall be in accordance with the Field Specifications.

c. One (1) 90' diamond baseball field with fences and backstops, containment netting, concrete bleacher pads to meet all ADA accessibility standards and to accommodate the bleachers shown on Sheet 13 of the CDP/FDP, sodded turf and irrigation all in accordance with the Field Specifications; Rootzone Mix shall be used at a minimum depth of 6" in the turf area and shall be in accordance with the Field Specifications.

d. Sidewalks and access trails as depicted on Sheet 13 of the CDP/FDP, including off-site pedestrian access to the Park; all trails shall meet the standards set by the Americans with Disabilities Act Accessibility Guidelines;

e. A finished asphalt parking lot built to PFM standards containing 270 parking spaces, with lighting;

f. Seeding of the area of the portion of the Park intended for recreational use, but not improved with the athletic fields or other

facilities such as parking, according to Field Specifications for general grounds;

g. Landscaping in the parking lot and at the peripheral areas of the Park to PFM and Zoning Ordinance standards.

(v) The dedication of the Park to FCPA shall occur within thirty (30) days following substantial completion of the improvements listed in subparagraph B. above and acceptance of such improvements by the Park Authority for maintenance. For the rectangular fields, this shall occur, subject to delays outside of the Applicant's reasonable control not later than fourteen (14) months from the time that play is permanently ceased on any of the existing fields located in the area previously leased to the CYA (as such cessation is determined by CYA with a certified letter sent to the Director of the Zoning Evaluation Department, the Sully District Supervisor and FCPA executed by CYA and the Applicant and specifying such date of cessation). With respect to the diamond fields, this shall occur one growing season beyond the 14 months to allow sod on the diamond fields to take root prior to those fields.

Applicant shall obtain a bond as security for the public improvements necessary to construct the Park shown on Sheet 13 of the CDP/FDP and referenced herein. Such bond shall be reduced by fifty percent (50%) to be released upon completion of the rough grading for the Park. Such bond shall comply with all the rating requirements set forth in Section 2-0600 of the PFM. Should Applicant not substantially complete the parks within the timeframes noted above, then no bond extension shall be granted by Fairfax County nor shall any RUPs be issued on Blocks, 3 or 4 until such completion. However, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of the fields have been reasonably delayed by others or matters outside the Applicant's control as determined by the Zoning Administrator, the Zoning Administrator may agree to the issuance of 50% of RUPs for Blocks 3 and 4 and a later date for the completion of the fields at which time the remainder of the RUPs may be issued. Additionally, prior to substantial completion of the fields, the Applicant shall not be entitled to RUPs or more than 50% of the maximum permitted square footage in Blocks 3 and 4 in the aggregate. Substantial completion shall be defined as the date determined by an independent certified landscape architect or professional engineer paid for by the Applicant, but reporting to the County, that the improvements to be provided pursuant to this Proffer are available for their intended purpose and substantially complete (except for growing season permitted for sod for the diamond fields) in accordance with the site plans therefore and the Field Specifications. Failure to substantially complete the fields within the timeframes above shall not impact the issuance of RUPs for Blocks 5 or 6.

(vi) Any debris or waste on the Park parcel shall be removed prior to dedication as determined by FCPA. Prior to dedication the Applicant shall arrange a walk-through inspection with the Park Authority Land Acquisition Manager, Area 5 Operations Manager, and Resource Management Division representative to demonstrate successful completion of this requirement.

(vii) Applicant shall involve FCPA in various stages of the site design process (including at (i) schematic, (ii) design, development and (iii) final permit drawings) and incorporate comments of FCPA that are consistent with the Field Specifications. FCPA Project Management staff shall be provided access during the construction process if they desire to monitor that the Park is built according to the Field Specifications.

40. Schools Contribution.

A. Prior to the issuance of the first RUP for the Application Property, the Applicant shall contribute $247,500 to DPWES for transfer to the Fairfax County School Board as its public school contribution for this application, with such sum to adjust from the date of approval of this application to the date of payment based on the criteria outlined in Section 15.2-2303.3 of the Code of Virginia.

XI. COMMUNITY SITE AMENITIES AND RECREATIONAL FACILITIES CONTRIBUTION

41. Community Site Amenities. The Applicant shall provide the community amenities and active and passive recreation areas and plaza areas generally as depicted on Sheets L-07 and L-08 of the CDPA/FDPA. The exact elements that comprise such amenities shall be determined at time of site plan for the buildings adjacent to such amenities and such amenities shall be constructed at the same time as the adjacent buildings. Additional site amenities may be provided at time of site plan provided they are of the quality and character of those set forth on Sheets L-07 and L-08 of the CDPA/FDPA. At a minimum such active site amenities shall include two (2) sport courts, one or more pools, and a community room and/or fitness center.

42. Recreational Facilities Contribution. The Applicant shall contribute $955 per Non ADU residential unit for the total number of Non ADU residential units to be constructed on the Application Property with such payment to be made in accordance with Section 16-404 of the Ordinance. Credited against said contribution shall be the cost of any recreational improvements located on the Application Property for residents or guests only, whether located inside or outside, such as swimming pools, health clubs and related facilities, as well as the Park facility to be constructed on Parcel 6B3.

XII. AFFORDABLE DWELLING UNITS/WORKFORCE HOUSING

43. ADUs. The Applicant shall provide ADUs in accordance with the provisions of Part 8 of Article 2 of the Zoning Ordinance, except as may be modified by the ADU Advisory

Board. The total number of ADUs shall be determined at the time of site plan review and approval. The applicant reserves the right to locate ADUs generated by single family attached dwelling units in the multiple family dwelling unit buildings. The ADUs may be provided as for-sale or rental units and shall be administered in accordance with the requirements of the ADU Ordinance. Notwithstanding the foregoing, should the Board of Supervisors amend the ADU Ordinance after the date of approval of this PCA, the Applicant reserves the right, at its sole discretion, to opt in to the new ADU Ordinance, in part or in whole, without the need for a PCA and/or FDPA. If the Applicant so opts into any such new ADU Ordinance, the provisions of this proffer which relate to the new provisions of the ADU Ordinance which Applicant has elected to opt into shall no longer be effective.

44. Workforce Dwelling Units.

In addition to the ADUs required pursuant to Proffer 43, the Applicant shall provide Workforce Dwelling Units (WDUs) such that the total number of ADUs plus WDUs shall be equal to 12% of the non-ADU and non-bonus market rate units in the development. The WDUs shall be provided as for-sale or rental units and shall be administered as set forth in the Board of Supervisors Workforce Dwelling Unit Administrative Guidelines adopted October 15, 2007. When the required WDUs that are calculated result in a fractional unit less than 0.5, the number shall be rounded down to the next whole number and any fractional unit greater than or equal to 0.5 shall be rounded up to next whole number.

Notwithstanding the foregoing, should the Board of Supervisors' policies related to WDUs 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/or FDPA 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.

XIII. NOISE ATTENUATION MEASURES

45. Prior to site plan approval for the first residential building fronting along Centreville Road, the Applicant shall provide to DPWES and DPZ an acoustical study ("Study") for review and approval in accordance with DPZ established guidelines for studies, to assess the impact of transportation noise from Centreville Road on the proposed development based on final residential building locations. The Study shall utilize standard measures to

evaluate noise, and shall confirm existing mapped noise contour intervals and as a condition of site plan approval shall demonstrate that exterior wall construction techniques that are to be provided will ensure that a maximum interior noise level of approximately DNL 45 dBA shall be achieved for any dwelling unit and that the Study shows will be exposed to noise levels in excess of DNL 65 dBA. All units that require interior or exterior structural noise alteration shall be identified on the site plan.

XIV. COMMUNITY ASSOCIATION

46. Prior to issuance of the first RUP for the Application Property, the Applicant shall establish a "Community Association" in accordance with Virginia law. Such Community Association may consist of an umbrella owners association for the entire Application Property (or the existing Bristol Owners Association, which is the master association to which the Application Property is presently subject), and/or individual sub associations or condominium owners' associations ("COAs") formed for specific buildings or groups of buildings. All residential units shall be members of a Community Association. The Community Association(s) shall be responsible for the obligations specifically identified in these proffers, including all maintenance, TDM, and notification obligations. The Community Association documents or any residential lease of the units shall disclose the Application Property's proximity to Dulles Airport and the potential for expansion of airport operations and resultant potential noise impact.

XV. WETLANDS PERMIT

47. The Applicant shall obtain any authorizations required under Section 404 of the Clean Water Act or the Virginia Water Protection Permit program prior to land disturbing activities in any jurisdictional waters of the US or waters of the Commonwealth on the Application Property.

XVI. TIMING OF IMPROVEMENTS

48. Upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicants' control, the required improvements have been or will be delayed beyond the time set forth in these proffers, the Zoning Administrator may agree to a later date for completion of such improvements.

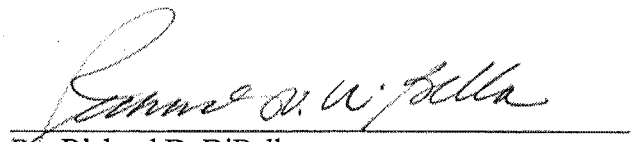
XVII. COUNTERPARTS

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

APPLICANT/TITLE OWNER OF TAX MAP 24-4 ((1)) 6C3 and 6C4

TIMBER RIDGE AT EDS, LLC

By: Timber Ridge Managing Member IV, LLC, its Managing Member



By: Richard D. DiBella
Its: Manager

[SIGNATURE ENDS]