PROFFERS
DULLES ROCKHILL
RZ/FDP 2012-DR-016

November 19, 2013

Pursuant to Section 15.2-2303 (A) of the Code of Virginia(1950, as amended) and Section 18 -204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner/applicant, for itself and its successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as Tax Map 15-2((1)) 13 pt.; 15-4 ((5)) 5A (collectively, the "Property") shall be in accordance with the following conditions if, and only if, Rezoning application RZ/FDP 2012-DR-016 is granted by the Board of Supervisors of Fairfax County, Virginia. In the event said application request is denied or the Board's approval is overturned by a court of competent jurisdiction, these proffers shall be null and void. Approval of this rezoning application shall supersede and replace any prior zoning approval(s) on the Property, and all proffers, conditions, and development plans associated therewith shall be null and void.

PREAMBLE

1. Conceptual/ Final Development Plan. The Property shall be developed in substantial conformance with the Conceptual Development Plan ("CDP ") and Final Development Plan ("FDP ") entitled "Dulles Station at Dulles Corner Parcel 5A" dated December, 2011 and revised through October 7, 2013, prepared by Urban, Ltd., consisting of Sheets 1-41.

2. Elements of CDP. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the elements that are components of the CDP are limited to the perimeter points of access, the location of the buildings and minimum amount and location of open space, uses, minimum and maximum number of dwelling units, minimum building heights, and minimum setbacks from the peripheral lot lines and a modification to such elements shall require a subsequent CDPA or Proffered Condition Amendment. The Applicant reserves the right to request a Final Development Plan Amendment (FDPA) for elements other than Conceptual Development Plan (CDP) elements from the Planning Commission for all or a portion of the FDP in accordance with Section 16-402 of the Zoning Ordinance if such an amendment is in accordance with these Proffers as determined by the Zoning Administrator.

3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Minor modifications of building footprints may be permitted and the number of residential units (as defined herein) and corresponding adjustments

made in required parking and Workforce Dwelling Units ("WDUs") may be made, so long as (a) the provided open space is not reduced; (b) the building height is not increased; (c) the setbacks to the peripheral lot lines are not diminished; and (d) the development otherwise is in substantial conformance with the CDP/FDP as determined by the Zoning Administrator.

GENERAL

4. Proposed Development. Development on the Property shall include a maximum of 415,000 square feet of GFA, including Workforce Dwelling Units (WDUs). A maximum of 411 residential units (including WDUs) shall be constructed on the Property. Accessory uses and home occupations, including business centers inside the residential buildings are permitted. The Applicant reserves the right to construct service, resident amenity and storage uses in any cellar space. The cellar space shall not contain habitable residential units. Commuter parking for non-residents shall not be permitted. The Applicant further reserves the right to develop up to 10,000 square feet of ground floor retail use. Should the Applicant exercise this option for retail use, the Applicant further reserves the right, but not the obligation, to make adjustments to the development program, pursue both parking reductions, or shared parking arrangements, as outlined in Proffer 6 below, to ensure compliance with applicable parking requirements.

5. Building Height. The maximum building height shall be no greater than 90 feet as depicted on the CDP/FDP. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance.

PARKING

6. Zoning Ordinance Requirements. Parking for the residential and/or retail uses shall be provided at the minimum parking requirements of the Fairfax County Zoning Ordinance in effect at the time of site plan approval of this rezoning application. If, prior to Site Plan Approval, the Fairfax County Zoning Ordinance requires a lower minimum parking requirement, or the Applicant obtains approval of a parking reduction, or a shared parking arrangement, the Applicant may then construct fewer spaces than that reflected on the CDP/FDP.

   If parking is to be assigned to specific dwelling units, not less than one space shall be assigned to each unit, including WDUs. All parking shall conform with the geometric requirements set forth in the Fairfax County Public Facilities Manual (PFM).

7. Bicycle Parking. The Applicant shall install bicycle racks and provide bike parking/storage facilities within the residential structure or parking structure. Such spaces shall be installed prior to the first RUP. At a minimum, there shall

be one (1) long term space for every three (3) multifamily residential units or portion thereof and one (1) short term space for every fifty (50) multifamily residential units. For the purpose of this Proffer, long term spaces may be provided in single or multiple bicycle storage lockers and short term spaces shall include bicycle racks provided in exterior spaces. The location and design of bicycle racks and storage rooms will be determined at site plan subject to the approval of FCDOT.

TRANSPORTATION

8. Configuration of Proffered Improvements. All street and roadway improvements as shown on the CDP/FDP shall be of a design and configuration approved by DPWES and VDOT, as applicable. Minor modifications may be made if determined to be in substantial conformance with that generally described in the CDP/FDP.

9. Construction of Street. Prior to the issuance of the first Residential Use Permit (RUP), "Public Road A and B" connecting to Sayward Boulevard and Carta Way respectively, shall be constructed in the configuration generally shown on the CDP/FDP and open to traffic, although official VDOT street acceptance shall not be a prerequisite for the issuance of the first or any subsequent RUPs.

   At the time of site plan approval, the Applicant shall use its best and most reasonable efforts to maximize the length of the left turn lane from eastbound Public Road A to northbound Carta Way, provided that any such extension shall not disrupt or affect the landscape plan or building design or overall development program shown on the CDP/FDP.

   The Applicant further reserves the right to construct the north side of Public Road A in an interim ditch section for the side of the street adjacent to the future parking garage, if determined applicable at site plan review by the Applicant in consultation with the County and other affected landowners.

   Prior to site plan approval, the Applicant shall record a public access easement over these streets. Such easement shall provide for a general right of access and allow for future connections from adjacent properties. This easement shall be in a form approved by the County Attorney. Upon completion of these new public streets, Applicant shall dedicate these streets to The Board of Supervisors of Fairfax County so that these streets shall be publicly maintained.

9A. Traffic Signal. Prior to the issuance of the First Residential Use Permit, the Applicant shall ensure that a combined total sum of $250,000.00 is in escrow with Fairfax County for the funding of future traffic signals at the intersections of 1) Sunrise Valley Drive and Sayward Boulevard and 2) Sayward Boulevard and Carta Way, to be installed by others. This escrow obligation may be fulfilled through the use or application of funds already in escrow for such traffic signals pursuant to PCA C-696 and amendments thereto.

10. Off-Site Access Easement. To facilitate future access to planned public parking facilities at the metrorail station located north of site, the Applicant shall dedicate to the Board of Supervisors, a public access easement on the abutting off-site property to the north known as Tax Map 15-4((5)) 5A pt. The final location and configuration of this easement shall be determined in consultation with the Fairfax County Department of Transportation. This easement shall be of a form approved by the County Attorney. This dedication shall be made on demand by Fairfax County, but shall not be a pre-condition to site plan or building plan approval.

11. Off-Site Right-of-Way. The CDP/FDP reflects and contemplates off-site dedications of right-of-way by Fairfax County and others. The Applicant's obligation to construct the proffered improvements collectively the "Transportation Improvements" shall be contingent on the Applicant receiving any and all rights-of-way, easements and/or written consent necessary for the construction and public use of the Transportation Improvements from any property owner, utility companies, and/or any governmental agencies (collectively, the "Approving Parties"), which approval(s) shall be granted at no cost to the Applicant, except for typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats and any other nominal fees. During site plan review, the Applicant shall diligently pursue and make good faith efforts to secure any such necessary approvals from the Approving Parties. In the event the Applicant is unable to secure necessary approvals from the Approving Parties prior to the time of receiving site plan approval, the Applicant shall provide written documentation of such efforts to DPWES and the Zoning Administrator and escrow funds for the future construction of the Transportation Improvements in an amount determined by DPWES and the Zoning Administrator to be sufficient for future construction by others.

If the Transportation Improvements require dedications by others and the Applicant is unable to obtain the necessary dedication by others, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements. It is acknowledged such request to the Board of Supervisors will not be considered until it is forwarded in writing to the Division of Land Acquisition or other appropriate County official and is accompanied by: 1) plans, plats and profiles showing the necessary right-of-way and easements to be acquired and details of the proposed Transportation Improvements to be constructed on said area; 2) an independent, 3rd party appraisal of the value of the proposed condemnation, including all damages to the residue of the property; 3) a sixty (60) year title search certificate of the right-of-way to be acquired; and (4) a letter of credit in an amount equal to the appraised value of the property to be acquired and all damages to the residue which can be drawn upon by the County. The public improvement plans shall be submitted to FCDOT concurrent with the Applicant's submission of such plans to DPWES.

In the event the offsite right-of-way and/or easement described above cannot be acquired voluntarily, and Board of Supervisors elects not to condemn for such

right-of-way, then the Applicant shall, prior to issuance of the building permit for the Building triggering the particular improvement, escrow funds with DPWES in an amount equal to the cost of constructing the improvement, including but not limited to the cost of right-of-way acquisition and utility relocation. Such funds shall be for use by the Board of Supervisors and/or VDOT to complete such improvement in the future and the Applicant shall be relieved of its obligation to complete the improvement.

12. Transportation Improvement Timing. The Zoning Administrator may administratively approve a later date for completion of the Transportation Improvements without requiring a PCA upon demonstration by the Applicant that despite diligent efforts and due to factors beyond the Applicant's control, the required Transportation Improvements have been delayed.

13. Future ROW Reservation Along Sunrise Valley Drive. In order to accommodate the future Dulles Toll Road vehicular overpass, the Applicant shall reserve and dedicate, upon demand, in fee simple, from Fairfax County, up to fifteen (15) feet of additional right of way along the Sunrise Valley Drive frontage.

14. TDM Strategies.

A. Overview. Transportation demand management ("TDM") strategies, as detailed in a separate Transportation Demand Management plan (the "TDM Plan") which shall be approved by FCDOT, shall be utilized by the Applicant and/or its successors or assigns to reduce vehicular trips generated by residents and employees of the Application Property during peak hours.

B. TDM Plan. Mass transit, ride-sharing, and other transportation strategies shall be encouraged in order to reduce baseline trips generated from the Application Property during peak hours by a minimum of 18% prior to opening of the metrorail station located north of the Application Property and 35% following the opening of the same station. 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 the total number of residential dwelling units shown on the approved site plan during the highest peak hour period (AM or PM) of the adjacent street. Residents of the Application Property shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated Transportation Coordination (TC) which may include the Property Manager, or continuously employed assigns. The TC shall be appointed within 60 days of the first RUP.

C. TDM Plan Adoption. In order to meet the trip reduction goals set forth above, a TDM Plan shall be submitted to FCDOT for approval prior to site plan approval. The TDM Plan shall be adopted and implemented prior to the

issuance of the first RUP. The TDM Plan should outline the components of the TDM Plan and may be subsequently adjusted by mutual agreement between the Applicant and subsequent Condominium Owners Association (COA), as applicable) and FCDOT. All adjustments shall be approved by FCDOT and will not require a Proffered Condition Amendment ("PCA"). Any changes to the TDM Plan should be noted in the Annual Report described herein.

D. Transportation Coordinator Duties. One year following build-out of the Application Property and every three years thereafter or as requested by FCDOT in years when trip counts reveal that goals were not met, the Transportation Coordinator will administer a survey of residents on the Application Property. For purposes of this TDM proffer, build-out of the Application Property shall be deemed to occur upon the issuance of the last RUP for the residential building(s). The survey shall include, at a minimum, details regarding the number of times per week the resident commutes, the mode of transportation for commuting purposes, and his or her work destination and shall be approved by FCDOT prior to distribution.

E. Annual Report. One year following build-out of the Application Property, and annually thereafter, the effectiveness of the TDM strategies shall be evaluated and a budget for the upcoming year established, with both reported to FCDOT in an annual report (the "Annual Report"). The TC shall submit to FCDOT the Annual 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, and the result of traffic counts as outlined below. The Annual Report shall be submitted to FCDOT on a mutually agreed upon annual date in the first quarter of the applicable year, unless a later date is approved by the County. The TC shall coordinate draft survey materials and the methodology for conducting traffic counts with FCDOT prior to each year's count, as applicable. If FCDOT has not received the Annual Report by the required date, the Applicant or COA will be subject to a TDM Remedy Fund payment of $75 per day in arrears beginning with the first day of delinquency.

F. Incentive Fund. Within one year following the build out of the Applicant's property, there shall be TDM Incentive Fund established. The TDM Incentive Fund is an account into which the building owners, through the TC, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within the approved development. Such contributions shall be made one time on a building by building basis at the rate of $0.02 per gross square foot of development to be constructed on the Property and provided prior to the issuance of the first RUP. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property, to potentially include, but not be limited to a shuttle.

G. TDM Remedy Fund. The Applicant shall establish a separate, interest-bearing account referred to herein as the "TDM Remedy Fund." All interest earned on moneys deposited in the TDM Remedy Fund shall be added to the principal of the TDM Remedy Fund and used for TDM Remedy Fund purposes. Within thirty (30) days after the issuance of the last RUP for the Application Property, the Applicant shall contribute $.10 per square foot of residential to the TDM Remedy Fund. Moneys from the TDM Remedy Fund shall be drawn on by the Applicant/successor or COA only for purposes of immediate need of TDM funding and may be drawn upon prior to any TDM Budget adjustments. There shall be no requirement to replenish the TDM Remedy Fund at any time. In the event the Applicant transfers control of the property to a COA, any funds remaining in the Remedy Fund shall also be transferred to the COA for TDM purposes.

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

(1) Peak hour vehicular traffic counts shall be conducted during the highest peak traffic period (AM or PM, whichever is highest) ("Peak Hour Trips") of the adjacent street, 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.)

Residents and employees shall not be notified in advance of the days or times that these counts will be taken.

The Applicant shall notify and get approval from FCDOT on the trip count methodology in advance of the dates that the counts are to be undertaken.

(2) The results of the trip generation analyses referenced in subparagraph H (1), above, shall be compared to the baseline trip generation referenced in subparagraph B., above, to determine if the proffered reduction of peak hour trips has been met.

(3) In the event the traffic counts reveal that the proffered 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 the first time traffic counts that are conducted in accord with proffer subparagraph H (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 Application 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 H (1) above, reveals that the baseline trip reductions have not been met, then the TC shall draw upon the Remedy Fund based on the following scale:

Failure to Meet Trip Goals	Remedy Expenditure
1% - 3%	3% of Remedy Fund
3.1% - 6%	6% of Remedy Fund
6.1% - 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

Monies from the Remedy Fund should be used to enhance the TDM program in order to meet the stated goals.

(6) If a following (third) annual traffic count conducted in accord with proffer subparagraph H (1) above, reveals that the baseline trip reduction has not been met, then the TDM Remedy Fund payment described in subparagraph H (5) above, shall again be drawn upon, and shall continue to be drawn upon each subsequent year that trip reduction goals are not met. Each year the trip counts reveal the goals were not met, 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 Application 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 that required by 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 and without the need for a PCA.

I. Ongoing Implementation. If three (3) consecutive annual trip counts conducted in accord with subparagraph H (1) above, reveal that the trip

reduction thresholds are met after build out of the Application Property as defined herein, then trip counts shall only be conducted biannually and only 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.

(1) If subsequent trip counts reveal that the trip reduction thresholds are not being met, then the annual counts, surveys, reports and penalties shall again be required as described herein, until such time as three (3) consecutive annual trip counts reveal that the trip reduction thresholds are met.

(2) At such time as the applicable annual or bi-annual counts confirm that the trip reduction objectives are met for a period of four (4) consecutive years, and if FCDOT determines that such counts are no longer needed, any funds remaining in the Remedy Fund shall be released to the Applicant.

SITE DESIGN AND AMENITIES

15. Landscape Plan. The CDP/FDP includes a conceptual landscape plan for the Property and detail sheets illustrating the plantings and other features to be provided. As part of any site plan submission, the Applicant shall submit to Urban Forest Management Division (UFMD) of DPWES for review and approval a detailed landscape plan (the "Landscape Plan"), which shall be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings shall be permitted in consultation with DPZ, and as approved by UFMD. The Applicant shall not plant any known invasive plant species at the Property.

    In addition to the new landscaping shown on the CDP/FDP, at the time of site plan approval, the Applicant shall. in consultation with UFMD, develop a tree preservation plan to reasonably preserve the existing trees located on the area of the site west of the approved building and extending parallel to Sayward Boulevard.

16. Alternative Planting Width Details. Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development in conformance with the CDP/FDP. Tree species and planting sites are set forth on the CDP/FDP, subject to revision as may be approved by the Urban Forest Management Division. Where minimum planting widths of 8-feet cannot be provided, the Applicant shall use structural cell technology, or other measures acceptable to UFMD, to satisfy the following specifications for all planting sites:

- A minimum of 2.5 feet open surface width and 16 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;
- A minimum rooting area of 8-feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within 4-feet of the base of the tree;
- Soil volume for Category III and Category IV trees shall be a minimum of 700 cubic feet for a single tree. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area;
- Soil specifications in planting sites shall be provided in the planting notes to be included in all subsequent site plan submissions.

17. Tree Replacement. The Applicant shall replace any new tree that is planted on the Property and is counted toward meeting the overall tree canopy requirement that is damaged, such that thirty percent (30%) or more of the crown is no longer viable with a tree of equal or greater size. The size of the replacement tree shall be based on the caliper size of the tree to be replaced as shown on the final site plan.

18. Utility Locations. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, shall be installed within the street network to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP/FDP. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDP/FDP, as determined by the UFMD. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, street trees shown on the FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to UFMD cannot be accommodated, the Applicant shall modify the location of utilities to ensure that the trees shown on the FDP can be provided.

19. Streetscaping. Streetscape improvements and plantings shall be provided as indicated on the CDP/FDP. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the locations of the various streetscape elements to accommodate final architectural design, VDOT requirements, utilities and layout considerations, and sight distance requirements. If determined at Site Plan approval that the street tree location conflicts with sight distance requirements, the Applicant shall make efforts to gain approval of said trees by making minor adjustments to their

locations or by removing their lower branches in consultation with UFM. However, in the event VDOT does not approve such tree locations, the Applicant shall be permitted to delete the tree locations, without the need for an administrative approval from DPZ provided that the tree canopy requirements are still met.

20. Fire Marshall Coordination. The Applicant has coordinated the layouts depicted on the CDP with the Fire Marshall. Further changes to the CDP and future FDPs shall be permitted without the requirement for a CDPA in response to the review of site plans by the Fire Marshall, including adjustments to the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, provided such modifications are made in consultation with the Fairfax County Department of Planning and Zoning ("DPZ"), the Fairfax County Department of Transportation ("FCDOT") and UFM in substantial conformance with the CDP, future FDPs and these Proffers with the intent to provide the streetscape shown on the CDP/FDP.

21. Pedestrian/Bicycle Circulation. In combination with the streetscape improvements identified in these Proffers, the Applicant shall provide sidewalks as indicated on the CDP/FDP and crosswalks as determined necessary by FCDOT and/or VDOT during the site plan process. There shall be a public access easement over all sidewalk areas in a form approved by the County Attorney.

22. Amenities and Facilities for Residents. Pursuant to Paragraph 2 of Section 6- 409 of the Zoning Ordinance, the Applicant shall provide on-site recreational facilities for the future residents of the Property, including the following:

    A. A private exterior recreational area to be located within the building courtyard;

    B. Party Room with kitchen and bar with the potential integration of a theater for community gatherings;

    C. Fitness Center;

    D. Bicycle parking/storage facilities.

    In the event it is demonstrated that the creditable facilities, pursuant to Article 6 of the Zoning Ordinance, do not have sufficient value, at the time of the issuance of the first Residential Use Permit, the Applicant shall contribute funds in the amount needed to achieve the overall proffered amount of $1,700.00 per non-WDU residential unit to the Fairfax County Park Authority for off-site recreational facilities intended to serve the future residents, as determined by the Supervisor for the Dranesville District.

23. Lighting. Outdoor lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible.

24. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Planning Commission. Under the Comprehensive Sign Plan option, free standing and/or building mounted signage identifying the development may be permitted.

25. Street Furniture. Prior to the issuance of the first RUP, the Applicant shall install a seating area in the "panhandle" portion of the Property that extends parallel to Sayward Boulevard.

PARKS AND RECREATION

26. Park Construction. Prior to the issuance of the first RUP the Applicant shall, in consultation with the Fairfax Park Authority (FCPA), invest up to the sum of 1.5 Million Dollars in the design and development of a community park facility for the approximately 2.6 acre area commonly known as the field portion of Tax Map 15-4 ((5)) 3B owned by The Board of Supervisors of Fairfax County Virginia and identified on the CDP/FDP as Offsite (Relative to Parcel 5A) Urban Park Land (hereinafter the "Community Park").

This 1.5 Million Dollar obligation is inclusive of: 1) those funds determined necessary by FCPA to compensate Fairfax County for the approximately 0.6 acres of required urban park land that the Applicant's Property does not have available to dedicate to FCPA ($780,000), and 2) those funds determined necessary by FCPA as the "fair share" contribution of $893 per resident at the Applicant's proposed multifamily building to offset the demand by this project's residents on area wide park facilities (approximately $720,000). This 1.5 Million Dollar obligation shall be deemed to fulfill all such requirements related to these standards and requirements.

The Community Park shall generally reflect the design and concepts shown on the drawing prepared by Studio 39, entitled Landscape Concept, dated November 29, 2012 and included for illustrative purposes as part of the record of this rezoning application. At a minimum, the Community Park shall contain play equipment designed to accommodate the needs of multiple age groups, a pathway or trail, and open play areas, as reviewed and approved by FCPA. The Applicant further agrees that it, or an assigned entity including, but not limited to, the Dulles Station Owners Association, shall be responsible for all post construction maintenance of the Community Park and shall enter into a separate maintenance agreement with the Board of Supervisors and FCPA prior to the issuance of the first RUP.

Concurrent with or prior to the submission of the site plan for the approved development, the Applicant shall submit a proposal for the development of the Community Park to the FCPA, which the FCPA shall respond to within sixty (60) calendar days. The proposal shall detail the proposed development program, construction timing, and all associated estimated costs including, but not limited to, the cost of site development, the purchase of necessary equipment, the installation of equipment, preparation of construction drawings, permitting fees, and all other associated hard or soft costs (collectively the "Community Park Costs"). This proposal shall be reviewed and either fully accepted or responded to in writing in a timely manner not to exceed sixty (60) calendar days by FCPA. To the extent FCPA's response requires revision to Applicant's Community Park development proposal, FCPA shall timely review and respond in writing to each subsequent Applicant proposal revision within sixty (60) calendar days of receipt or less. Applicant's park construction obligations shall be reflected on the site plan that includes the approved multi-family development.

The Community Park shall be developed and available for public use prior to the issuance of the first RUP. Upon completion of the park construction and the release of any applicable Performance Bonds, the Applicant shall document all Community Park Costs. In the event such Community Park Costs exceed the sum of 1.5 Million Dollars, the Applicant shall have no further obligation under this Proffer. In the event said final Community Park Costs are less than 1.5 Million Dollars, the difference between the documented Community Park Costs and the 1.5 Million Dollars figure shall be contributed to the FCPA for the development of additional park and recreation facilities and amenities in the vicinity of the application property.

ARCHITECTURAL DESIGN

27. Building Design and Materials. The general architectural design of the proposed building is shown on the CDP/FDP (the "Conceptual Elevations"). The Conceptual Elevations are conceptual in nature and may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality of design and are in general conformance with that shown. Building materials, as generally reflected on the Conceptual Elevations, shall be: brick, masonry, fiber cement panel, and metal, provided that final architectural details and accents may include other materials. No EIFS shall be used. Bay windows, balconies, awnings, and other architectural details may be provided as generally shown on the CDP/FDP.

28. LEED Certification, or Equivalent. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version at the time of the project's registration of the U.S. Green Building Council's Leadership in Energy and Environmental Design—for Homes Multifamily Mid-Rise (LEED®-for Homes Multifamily Mid-Rise) or LEED-NC rating system, or other equivalent rating system determined to be

applicable to the building in consultation with the Environment and Development Review Branch of the Department of Planning and Zoning. A LEED-accredited professional (LEED-AP) who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

In addition, should the Applicant elect to use the LEED system in lieu of an equivalent program, the Applicant will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning 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.

Prior to the building plan approval, the Applicant will submit documentation to the Environment and Development Review Branch of DPZ regarding the U.S. Green Building Council's final design review in the LEED program, should the Applicant elect to use the LEED system in lieu of an equivalent program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to release of the bond for the project, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED certification from the U.S. Green Building Council for the building.

If the U.S. Green Building Council final design review indicates that the project is not anticipated to attain a sufficient number of design-related credits to support attainment of LEED Silver certification, the Applicant will post, a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of ($2/square foot of gross floor area). This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification, by the U.S. Green Building Council, under the most current version at the time of the project's registration of the LEED- for Homes Multifamily Mid-Rise rating system or LEED-NC rating system, or other LEED rating system. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment.

In the event that the USGBC does not review and return comments for all credits and prerequisites included in the response to the preliminary design review within twenty-five (25) business days of the submission of the response to the preliminary design review, or if the USGBC does not review and return comments for all credits and prerequisites submitted with the application for

design review within forty-five (45) business days of the submission of a completed application for design review, then a decision regarding the project's anticipated level of attainment will be made jointly by the Applicant's LEED-AP, who is also a professional engineer or licensed architect, and the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning. This joint decision shall be made within twenty-five (25) business days after the USGBC review response deadlines contemplated earlier in this paragraph. If this joint decision determines that the project is anticipated to attain a sufficient number of design-related credits along with anticipated construction-related credits to attain LEED Silver certification, no escrow is required to be posted, and the building plan approval process shall move forward without delay. However, if this joint decision does not demonstrate a sufficient number of design-related credits along with anticipated construction-related credit to support attainment of LEED Silver certification, the Applicant will post, a "green building escrow" identical to the one described in the previous paragraph. If, during the joint decision process but before the final joint decision for either the preliminary or final design review has been made, the USGBC reviews and returns comments for the review at-hand, then that USGBC review will be used for purposes of determining the posting of the escrow and the joint decision will no longer be pursued. Prior to final bond release for the project, the Applicant shall provide the USGBC final design review, in addition to demonstrating the status of attainment of LEED certification from the U.S. Green Building Council for the building.

If the Applicant provides to the Environment and Development Review Branch of DPZ, within two years after issuance of the final RUP/non-RUP for the building, documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the U.S. Green Building Council to fall within three points of attainment of LEED certification, 50% of the escrow will be released to the applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

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

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environment and Development Review Branch of DPZ, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

29. The Applicant further reserves the right to fulfill the requirements of this Proffer, subject to EDRB approval, through certification of the building by any reasonable residential alternative to the LEED program that offers similar objective third party review of "green building" or energy efficient measures. Under such alternatives, the process and procedures outlined above may be modified to reflect the alternative program. Such alternative residential rating systems may include, but shall not be limited to, EarthCraft or the 2012 National Green Building Standards (NGBS) using the EnergyStar Qualified Homes path for energy performance that may be implemented without an escrow. If one of the alternative residential rating systems listed herein is selected, the Applicant shall demonstrate attainment of the selected certification from a rater recognized through the selected program prior to the issuance of the final RUP. In the event certification is dependent on the past occupancy operation of the building, the Applicant shall demonstrate attainment of the selected certification prior to final bond release.

30. Noise. The Applicant commits to meeting the Comprehensive Plan guidance which ensures that no new residential use shall be exposed to transportation generated noise levels in excess of 45 decibels for interior areas and 65 decibels for outdoor courtyard areas. The Applicant shall provide to the Environment and Development Review Branch of DPZ and DPWES a noise study which evaluates existing and future traffic and transit noise levels projected at least twenty-five years into the future. If the noise study concludes that the new residential building will be affected by noise levels that require mitigation, then the Applicant shall submit an acoustical analysis. The acoustical analysis will incorporate findings based on the building plans to determine appropriate noise attenuation measures. Such acoustical analysis shall be submitted to the Environment and Development Review Branch of DPZ and DPWES at the time of site plan submission. Based on the findings of the acoustical analysis, the Applicant shall show any noise impacted units on an overall building floor plan and shall provide a description of the appropriate noise attenuation measures the Applicant intends to employ.

ENVIRONMENT

31. Stormwater Management.

A. As generally described on the CDP/FDP, required stormwater management shall be designed in a vault system such that the total volume runoff released, as well as the peak release rate for the one and two year 24 hour storm and the post development condition for the site is equal to or less than the total runoff volume and peak release rate in the existing condition for the same storm. In addition, stormwater runoff associated with the development shall be controlled (as shown on the CDP/FDP and consistent with SWM Waiver Request 6848 WPFM 004-01 conditions dated September 26, 2013 or such conditions as may otherwise be imposed with any related waiver requests)

such that the first one inch of rainfall is reused, infiltrated, or treated in a manner through which 80% of the average annual post development total suspended solids are removed or through which at least an equivalent level of water quality control is provided. As further described in the CDP/FDP, these requirements for stormwater management may be fulfilled or supplemented through the use of an off-site facility (namely the regional stormwater pond which the Applicant previously constructed and dedicated to the County which was explicitly designed to accommodate the stormwater outfall from the Property).

B. As an alternative to that outlined in Item A above, the Applicant reserves the right to pursue other alternative measures to meet applicable water quality and quantity requirements through measures that protect downstream receiving water by reducing stormwater runoff volume, and peak flows in a manner consistent with applicable watershed plan goals, provided that the design and location of the same are in substantial conformance with the CDP/FDP.

C. Should the U.S. Environmental Protection Agency, or its designee, or other appropriate governmental authorities issue new stormwater management regulations affecting the Property, the Applicant reserves the right to accommodate necessary changes to its stormwater facility designs without a requirement to amend the CDP/FDP or these proffers provided the facility design is substantially in conformance with the CDP/FDP.

AFFORDABLE HOUSING

32. Workforce Dwelling Units ("WDUs"). The number of WDUs to be provided on the Property shall be equal to 14.6% of all dwelling units to be constructed on the Property. The WDUs shall be administered as set forth in the Board of Supervisors Workforce Dwelling Unit Administrative Guidelines adopted October 15, 2007.

MISCELLANEOUS

33. Universal Design. A minimum of nine (9) total dwelling units shall be designed and constructed to include a selection of universal design features and options, as determined by the Applicant, which may include, but shall not be limited to, seat areas in master bath showers, lever type door handles, slip resistant flooring, optional hand held shower heads, and optional front load washers and dryers.

34. Public School Contribution. The Applicant shall contribute Four Hundred Seventy-One Thousand Nine Hundred Sixty Dollars ($471,960) to the Board of Supervisors for transfer to FCPS for capital improvements at those schools within the "pyramid" serving the Application Property. Such contributions shall be made prior to building plan approval for the Property and shall further be

adjusted on a pro rata basis if the number of units actually built is less than the maximum allowed under this rezoning.

35. Electrical Vehicle Charging. The Applicant shall provide one electric vehicle charging station. Such station shall be designed with ancillary wiring and infrastructure that will allow the number of stations to be increased if demand warrants.

36. Future Use of Eastern Triangle. With the exception of the proposed temporary construction and proposed permanent ingress/egress easement purposes and uses indicated in the CDP/FDP (which may commence immediately upon Fairfax County's acceptance of these Proffers), the property known as 15-4((5)) 5A pt. and identified on the CDP/FDP as "proposed reservation for future dedication to Nugget" shall not be developed until one of the following occurs: (a) incorporation of such property into a rezoning of adjacent land owned by Nugget Joint Venture LC and known as Tax Map 15-2((1)) 13; or (b) approval of a proffer condition amendment to otherwise establish use and density for this land area. The requirements of this proffer shall not preclude the construction of access to the property to the east and by the Fairfax County Board of Supervisors and known as Tax Map 15-4((05)) 5B.

37. Owners Association. Should the residential units be offered for individual sale, the Applicant shall cause the recordation of a declaration creating a condominium owners' association (referred to as the "COA"). The COA documents (including budgets provided in any offering or sale materials) shall disclose the various proffer and maintenance obligations set forth in these Proffers, or otherwise required, including but not limited to landscape maintenance and snow removal. Purchasers shall be advised in writing of these obligations, and other restrictions, prior to entering into a lease/contract of sale for units. If residential units are offered for individual sale, all WDUs shall be administered in accordance with the Board of Supervisors Workforce Dwelling Unit Administrative Guidelines adopted October 15, 2007.

38. Escalation in Contribution Amounts. All proffers specifying contribution amounts or budgets for operational expenses shall escalate on a yearly basis from the base year of 2014 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), both as permitted by Virginia State Code Section 15.2-2303.3.

39. Advance Density Credit. Advance density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

40. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), Comprehensive Sign

Plan Amendment ("CSPA") or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP, CSPA or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP, CSPA or FDPA shall otherwise remain in full force and effect.

41. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

42. Public Art. The Applicant shall reserve a minimum of one location in outdoor common areas, that are accessible to the public, for the installation of "public art" on a permanent or rotational basis. For the purpose of this Proffer "Public Art" may include permanent or portable sculptures, murals, paintings or water features.

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

DULLES ROCKHILL PARTNERS LIMITED PARTNERSHIP

By: Crimson Development, Inc.
Its: General Partner

By: _____
R. Kevin Dougherty, President

TITLE OWNER OF TAX MAP
NO. 15-2 ((1)) 13 (pt.)

NUGGET JOINT VENTURE, L.C.

By: Allen & Rocks, Inc., Its Manager

By: _____
Samuel A. Rocks
Vice President & Secretary