PROFFERS
LB DULLES ACQUISITION LLC

PCA 86-C-029-10
PCA 88-C-066-5
PCA 1996-HM-044-3

December 6, 2004

Pursuant to Section 15.2-2303(A) of the *Code of Virginia* (1950) as amended, subject to the Board of Supervisors approval of the requested proffered condition amendments affecting development of the application property identified as Tax Map 15-4 ((1)) 13, 13B, 13C, 23A, and 23A1 (hereinafter referred to as the "Property"), LB Dulles Acquisition LLC, hereinafter referred to as the "Applicant" reaffirms for itself, its successors and assigns, the existing proffers accepted pursuant to PCA 86-C-029-5 and PCA 88-C-066 dated July 18, 1997 except as amended and appended below. These proffers supercede previous proffers accepted for the Property pursuant to PCA 86-C-029-6, PCA 88-C-066-2 and RZ 1996-HM-044 dated March 9, 1998 and proffers associated with PCA 86-C-029-8, PCA 88-C-066-4, PCA 1996-HM-044-2 dated October 20, 2000.

1. **[Previous Proffer 1 is replaced as follows:]** Development Plan. Development of the Property shall be in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment (CDPA/FDPA) prepared by William H. Gordon Associates, dated December 18, 2003 and revised through September 29, 2004.

2. **[Previous Proffer 2 is replaced as follows:]** CDP Elements. Notwithstanding that the CDPA/FDPA is presented on Sheets 1 through 10 and said CDPA/FDPA is the subject of Proffer No. 1 above, it shall be understood that the CDPA shall be the entire plan shown on Sheet 3 relative to the points of access, total gross floor area, general location and heights of buildings, amount and general location of open space and the limits of clearing and grading, and that the Applicant has the option of requesting a Final Development Plan Amendment for elements other than the CDPA elements in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDPA and proffers.

3. **[Previous Proffer 3 is replaced as follows:]** Maximum FAR. The maximum overall floor area ratio on the Property shall be limited to a 0.86 FAR (including Affordable Dwelling Units and bonus units). The FAR increase over 0.79 shall consist of ADUs and related bonus units as defined in Part 8 of Article 2 of the Zoning Ordinance. The Applicant, however, reserves the right to have individual parcels on the Property exceed a 0.86 FAR. Each site plan submitted for development must include a certified tabulation showing that the overall

FAR on the entire Property does not exceed 0.86; that the overall FAR for the entire Dulles Corner property (Parcels 1, 1B1, 1B2, 2, 3, 4, 6A, 13, 13B, 15A, 16, 23A and 23A1 as shown on Sheet 1 of the CDPA/FDPA) does not exceed a 0.70 FAR (0.72 FAR including Affordable Dwelling Units and bonus units); and that open space of 40. 97 acres for the entire Dulles Corner property is provided.

4. **[Previous Proffer 4 is replaced as follows]** Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the FDPA/FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDPA/FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDPA/FDP as determined by the Zoning Administrator, agents or assigns and neither increase the total gross square footage nor decrease the amount of open space.

   The individual sections within the Property may be subject to Proffered Condition Amendments (PCA) and Final Development Plan Amendments without joinder and/or consent of the other property owner of the other sections/buildings.

5. **[Previous Proffer 5 is replaced as follows]** The following Principal and Secondary Uses may be permitted within the non-residential Buildings 8-10 shown on the CDPA/FDPA:

   A. Accessory uses and accessory service uses.

   B. Business service and supply service establishments.

   C. Eating establishments.

   D. Establishment for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building is incidental to the principal use of scientific research, development and training.

   E. Fast food restaurants, only if located with other principal or secondary uses and not to include a drive-through.

   F. Financial institutions not to include a drive-through bank.

   G. Health clubs.

   H. Institutional uses.

   I. Medical offices.

J. Personal service establishments.

K. Offices.

L. Private clubs and public benefit associations.

M. Public uses.

N. Quick service food stores.

O. Repair service establishments.

P. Retail sales establishments.

Q. Exposition halls and facilities to house cultural or civic events.

R. Bank teller machines.

S. Child care centers and nursery schools.

T. Hotels.

U. Private schools of general education and special education.

V. Colleges and Universities.

The following Principal and Secondary Uses may be permitted within the Residential Buildings I and II shown on the CDPA/FDPA:

A. Dwelling Units

B. Affordable Dwelling Units

C. Accessory uses and accessory service uses.

D. Fast food restaurants, only if located with other principal or secondary uses and not to include a drive-through.

E. Health clubs.

F. Personal service establishments.

G. Quick service food stores.

H. Bank teller machines.

Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA) or special exception if in substantial conformance with the CDPA/FDPA and proffers. A Proffered Condition Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDPA/FDPA. The gross floor area of secondary uses, other than dwelling units and affordable dwelling units, shall be limited to ten percent of the principal uses in the development.

The following uses shall not be permitted by either an FDPA or special exception

(a) Contractors offices and shops;

(b) Motor freight terminals

(c) Motor vehicle storage and impoundment yards

(d) Establishment of the retail sales of building materials and supplies and gardening materials and supplies

(e) Bottling works, provided that micro-breweries established in conjunction with eating establishments shall be permitted in accordance with the Zoning Ordinance

(f) Furniture moving and storage

(g) Sign manufacture and sign paint shops

(h) Heavy equipment and specialized vehicle sale, rental and service establishments

(i) Lumber yards and building material yards

(j) Recycling centers

(k) Storage yards

(l) Vehicle light and major service establishments

(m) Warehousing

6-7. [Previous Proffers 6 and 7 remain unchanged]

8. **[Previous Proffer 8 is replaced as follows]** FAA Approval. Prior to site plan approval for Buildings 8, 9 and 10, the Applicant shall demonstrate to DPWES that the Federal Aviation Administration has approved the proposed building heights. In no case shall the building height be greater than one hundred and fifty feet (150), exclusive of the penthouse structure. The penthouse structures shall be limited to a maximum of twenty-five (25) feet in height, and shall comply with size limitations stated in Section 2-506 of the Zoning Ordinance.

9 **[Previous Proffers 9 is replaced as follows]** Stormwater Management. Unless otherwise modified by DPWES, the Applicant shall provide stormwater detention (SWM) and Best Management Practices (BMPs) as required by the Public Facilities Manual (PFM) and as depicted on the CDPA/FDPA in the existing Dulles Corner Lake and a possible BMP facility shown in the southern end of the Property. The Applicant shall provide its proportional share of the maintenance of the existing SWM facility in Dulles Lake. In no case shall Fairfax County be requested to maintain the wet stormwater management facilities in Dulles Corner Lake. Unless agreed to be maintained by DPWES or the Fairfax County Park Authority (FCPA), the Applicant shall maintain the BMP facility located in the southern end of the Property. Potential purchasers shall be advised of potential SWM maintenance responsibilities, and said responsibilities detailed in the homeowners' association documents.

10. **[Previous Proffers 10 is replaced as follows]** RPA Vegetation. Prior to issuance of the first RUP or Non-RUP the Applicant shall submit a vegetation restoration plan for the RPA/EQC area adjacent to Dulles Corner Lake to the Urban Forest Management Branch for review and approval. The plan shall be in accordance with the Chesapeake Bay Preservation Ordinance and implemented to the satisfaction of the Urban Forest Management Branch.

11. **[Previous Proffer 11 is replaced as follows]** Tree Preservation. The Applicant shall provide for tree preservation in the area on the CDPA/FDPA outside the limits of clearing and grading shown on Parcel B. The Applicant shall perform the following measures relating to tree preservation:

A. The Applicant shall submit a tree preservation plan. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and reviewed and approved by the Urban Forest Management Branch. The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees twelve inches in diameter or greater within twenty feet of the limits of clearing and grading. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the

International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and other as necessary, shall be included in the Plan.

B. The trees designated to be saved shall be protected by chain link fencing, a minimum of 4 feet in height attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart, placed at the dripline of the trees. The fencing shall be installed prior to any work being conducted on the site, including demolition of existing structures and shall remain at all times during construction. Signage affirming restricted access shall be provided on the temporary fence highly visible to construction personnel. The landscape architect contracted by the Applicant shall monitor the construction of the proposed development to ensure consistency with the landscape/tree preservation plan. Three days prior to commencement of any clearing, grading, or demolition activities, the Urban Forest Management Branch shall be notified and given the opportunity to inspect the site to assure that all tree preservation devices have been correctly installed.

C. As a result of final engineering in the event the areas designated as existing vegetation to remain on the CDPA/FDPA are modified or cannot be preserved, equivalent tree save areas or equivalent landscaped areas shall be substituted on the site as determined by the Urban Forest Management Branch.

12. **[Previous Proffer 12 remains unchanged but has been completed by others]**

13. **[Previous Proffer 13 remains unchanged but has been completed by others]**

14. **[Previous Proffer 14 is replaced as follows]**

A. Noise Attenuation. Polysonics Corp. has prepared a Traffic Noise Analysis of the Property dated June 24, 2004. This report provides an analysis of noise impacts associated with Route 28. The Applicant shall submit the report to DPWES with submission of the site plan. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:

(i) In order to reduce interior noise to a level of approximately 45 dBA Ldn, units in Residential Buildings 1 and 2 which are projected to be impacted by highway noise from Route 28 having levels projected to be above 65 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise

levels above Ldn 65 dBA. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission. Any units requiring mitigation shall be identified on the site plan.

(ii) Prior to the issuance of building permits, alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by DPWES after consultation with the Department of Planning and Zoning.

B. Noise Notification. Tenants or initial purchasers of the residential dwellings on the Property shall be advised in writing prior to entering into a lease or contract of sale that the Property is in close proximity to Dulles Airport and as such may be subject to airport-related noise. Homeowners' Association documents shall state that the dwelling units are in close proximity to Dulles Airport and may be subject to airport related noise.

C. Hotel Noise Mitigation. If a hotel is to be constructed on the Property, an independent noise analysis shall be provided to determine the impact of roadway noise from Route 28 and airport noise from Dulles Airport. The study and any proposed mitigation methods for reducing the interior noise levels to DNL 45 dBA or less shall be reviewed and approved by DPWES in consultation with the Department of Planning and Zoning (DPZ) and implemented by the Applicant.

D. Child Care Center Noise Mitigation. If a child care center or nursery school is to be constructed on the Property, an independent noise analysis shall be provided to determine the impact of roadway noise from Route 28 and airport noise from Dulles Airport. The study and any proposed mitigation methods for reducing the interior noise levels to DNL 45 dBA or less and outdoor play area to 65 dBA or less, shall be reviewed and approved by DPWES in consultation with the Department of Planning and Zoning (DPZ) and implemented by the Applicant.

15. **[Previous Proffer 15 is replaced as follows]** Pedestrian Facilities. The Applicant shall provide pedestrian facilities in accordance with the CDPA/FDPA which include but are not limited to the following:

A. Construction of an eight (8) foot wide asphalt trail along the Property's Sunrise Valley Drive frontage. The trail shall be located within the right-of-way and within a public access path easement as shown in detail on Sheet 6 of the CDPA/FDPA.

B. Sidewalks five (5) feet wide along the western side of Dulles View Drive and on both sides of the Sunrise Valley Drive entrance road and throughout the Property linking buildings as shown on the CDPA/FDPA.

C. A minimum six (6) foot wide asphalt trail adjacent to Dulles Corner Lake, subject to a public access easement in a form acceptable to the office of the County Attorney.

D. Construction of an eight (8) foot wide asphalt trail within the Route 28 right-of-way or on adjacent land owned by the Metropolitan Washington Airport Authority (MWAA) along the Property's frontage and the frontage of Tax Map 15-4 ((1)) 24, and two eight foot wide asphalt wide trail connections between the Property's western boundary and the proposed Route 28 trail as generally shown on the CDPA/FDPA. Construction shall occur commensurate with the development of the office/hotel portions of the Property. In the event the Applicant is unable to gain approval for constructing the trail within the right-of way or on MWAA land, at no cost to the Applicant, the Applicant may provide written documentation of its efforts to DPWES and may provide an alternative trail location on-site acceptable to the Applicant and DPWES. In the event no on-site trail location is found acceptable, the Applicant shall in lieu of constructing the trail escrow with DPWES the cost of constructing such a trail as determined by DPWES, for the future construction of the trail by others. The amount to be escrowed shall be increased or decreased by the index known as the Highway Construction Bid Index as published in the *Engineering News Record* from the date of this proffered condition amendment.

E. Construction of the above facilities shall occur commensurate with the development of each section of the Property.

16. **[Previous Proffer 16 is replaced as follows]** Architectural Design. The architectural design of the multi-family buildings, offices and hotel shall be in substantial conformance with the general character of the elevations shown on Sheet 8. The Applicant reserves the right to refine the elevations as a result of final architectural design, so long as the character and quality of design remains consistent with those shown. Building materials for the non-residential buildings (8-10) shall include one or more of the following: masonry, stone, pre-cast concrete, metal panels and glass. High quality stucco or EFIS that is visually compatible with masonry or pre-cast concrete may be utilized at and above the second floor of the proposed hotel and/or office. One or more of the following building materials shall be utilized on the first three levels of the residential buildings: masonry, brick, stone, pre-cast concrete, ground or split face CMU. In addition to the preceding materials, stucco or high quality EFIS that is visually compatible with the masonry materials may be utilized on the fourth and fifth floors. The residential and non-residential buildings shall incorporate the complementary materials and colors within the facades. An architectural grate or

netting/screen shall be provided along the southern facade of Building I to protect it from balls hit from the adjacent baseball diamond. Architectural plans shall be presented to the Planning Commission to demonstrate compliance with this proffer prior to issuance of building permits.

17. **[Previous Proffer 17 is replaced as follows]** Parking Deck Design. The top level of each commercial parking deck shall have a minimum of five percent interior landscaping, and said landscaped areas shall be properly maintained. The top level of the sides of any commercial parking deck visible from the interior of the Property shall have planters or hanging planters along the parapet walls. The planters shall not run continuously but shall be designed to break up the top edge of the parking deck. The façade of the parking decks exposed to Route 28 and the residential buildings shall be treated with colored spandrels with architectural treatment. Such treatment shall consist of colors that match and building materials that complement the adjacent office and hotel that the garage serves, as determined by DPWES. An architectural grate and or a netting/screen shall be provided to protect the garage for Building I from balls hit from the adjacent baseball diamond.

18-23. **[Previous Proffers 18-23 remain unchanged but have been completed]**

24. **[Previous Proffer 24 is replaced as follows]**

A. Office Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for office buildings on the Property during peak periods by a minimum of 15% of the trips generated according to the Institute of Transportation Engineers (ITE) Trip Generation Manual, 7th Edition for the AM and PM peaks. Lessees/purchasers shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s). The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The office and residential TDM coordinator may be the same person. The transportation management strategies shall be initiated upon issuance of Non-RUPs for 75% of the first office or hotel building. Strategies shall be developed in coordination with DOT and those implemented may include, but not be limited to, the following:

(i) Membership of lessees of the office buildings the Dulles Area Transportation Association (DATA), a recognized Commonwealth public-private Transportation Management Association;

(ii) Dissemination of Transportation Demand Management materials discussing available transit information, car/van pooling formation, alternative work schedules, and the Metrocheck program to lessees/purchasers.

(iii) Establishment of voluntary car pool/van pool programs for employees with the program under the direction of the transportation management coordinator;

(iv) A program for matching car pool and van pool services coordinated with DATA, various governmental agencies and other private employers in the area;

(v) Convenient parking in preferred locations of office parking structures for car pool/van pool use;

(vi) Promoting mass transit usage by the transportation management coordinator;

(vii) Provision of a bus shelter, exclusive of bus pull off lanes;

(viii) Shuttle service to Dulles Airport or nearby bus or rail station;

(ix) Pedestrian walkways linking access to adjacent properties;

(x) Providing broadband, high capacity data/network connections to each office building; and

(xi) Providing amenities for bicycle storage and shower facilities for each office building.

The Applicant shall notify the Fairfax County Department of Transportation (DOT) of the date that the transportation strategies are initiated. One year after the transportation management strategies are initiated, the Applicant shall conduct a survey of employees in the office development to determine their transportation characteristics. This survey will help form the basis of the transportation management program thereafter and shall be developed in consultation with DOT and submitted to the DOT for review.

Bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the employees of the office development to demonstrate whether such goal of reducing SOV trips by 15% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 15% during peak hours has not occurred, five cents ($0.05) per square feet of occupied gross floor area shall be contributed annually to a transportation demand management fund to be established for the six office buildings until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for the last of non-residential building.

B. Residential Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for the residential units during peak hours by a minimum of 15% of the trips generated according to the ITE Trip Generation Manual, 7th Edition for the AM and PM peaks. Residents and employees of the residential development shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s). The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The office and residential TDM coordinator may be the same person. The transportation management strategies shall be initiated prior to the 250th RUP being issued. Strategies shall be developed in coordination with DOT and those implemented may include, but not be limited to, the following:

(i) Participation in the Fairfax County Ride Share Program;

(ii) Dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential sale/lease packages;

(iii) Making Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants and employees in a common area(s) of each building;

(iv) Providing amenities for bicycle storage;

(v) Providing a sidewalk system designed to encourage/facilitate pedestrian circulation;

(vi) Providing broadband, high capacity data/network connections in all dwellings to facilitate working at home;

(vii) Providing a business center wired with high capacity data/network connections;

(viii) Membership in the Dulles Area Transportation Association (DATA), a

recognized Commonwealth public-private Transportation Management Association;

(ix) Promoting mass transit usage by the transportation management coordinator;

(x) Provision of a bus shelter, exclusive of bus pull off lanes; and

(xi) Shuttle service to Dulles Airport or nearby bus or rail station.

The Applicant shall notify DOT of the date that the transportation strategies are initiated. One year after the transportation management strategies are initiated, the Applicant shall conduct a survey of residents and employees in the residential development to determine their transportation characteristics. This survey will help form the basis of the transportation management program for development and shall be developed in consultation with DOT and submitted to the DOT for review.

Bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the residents and employees of the residential development to demonstrate whether such goal of reducing SOV trips by 15% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 15% during peak hours has not occurred, $50 per dwelling unit shall be contributed annually to a transportation demand management fund to be established for the two residential buildings until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for the last of residential building.

25 **[Previous Proffer 25 is replaced as follows]** Road Improvements.

A. Prior to final bond release for the residential section of the Property, Dulles View Drive shall be improved to a standard acceptable by VDOT as shown on the CDPA/FDPA. The Applicant shall expend a minimum of $61,105 in improvements to this roadway. The construction costs shall be based on the current Fairfax County Bond Price Estimate. If the improvements are less then $61,105 the difference shall be escrowed for transportation improvements in the area.

B. Prior to site plan approval, the applicant shall contribute $125,000 to Fairfax County to be used for the design and construction of a four-lane, divided Coppermine Road between Sunrise Valley Drive and Centreville Road for any portion not committed for construction by others or for an additional lane on Frying Pan Road between Sunrise Valley Drive and Centreville Road or other transportation area improvements

in the vicinity of the site, as determined appropriate by DOT.

26. **[Previous Proffer 26 is replaced as follows]** Bus Shelter. The Applicant shall provide a bus shelter along its Sunrise Valley Drive frontage, with the specific location to be determined by WMATA/DOT. The bus shelter shall be the typical open type and the installation shall be limited to the concrete pad, the shelter itself and a trash can. No bus turn outs or special lanes shall be provided by the Applicant. If, by the time of site plan approval for the parcels fronting on Sunrise Valley Drive, WMATA/DOT has not determined the exact location of the bus shelter, the Applicant shall escrow $20,000 with DPWES to be used for a future bus shelter on Sunrise Valley Drive in the immediate area of the Property or for other transportation related improvements. If installed along the Property's frontage, the bus shelter and trash can shall be maintained by the Applicant.

27. **[Previous Proffers 27 replaced as follows]** Traffic Signal. Prior to first site plan submission for the Property, the Applicant shall provide a signal warrant analysis for a signal at the intersection of Sunrise Valley Drive and Coppermine Road based on final build out of the Property. If determined warranted by VDOT, the Applicant shall make timely application to VDOT for signal installation and have the signal in place or bonded prior to the issuance of the first RUP or Non-RUP for the Property or at a time mutually agreed to between the Applicant and the County. The Applicant shall include in its signal design plans, crosswalks and pedestrian-activated countdown signals with noise activation for the seeing impaired as may be permitted by VDOT. Upon installation of the traffic signal, the Applicant shall be reimbursed contributions proffered by others for the installation of this signal. If the signal is not warranted by VDOT, the Applicant shall escrow $125,000 with DPWES to be used for future installation of the signal or for other transportation related improvements in the area.

28-29. **[Previous Proffers 28 and 29 are replaced as follows]** DATA Membership. In order to cooperate fully in Dulles Area activities, collectively designed to improve transportation systems or to reduce traffic generation, the non-residential and residential uses will become and remain an active member in DATA (Dulles Area Transportation Association) or any transportation-focused successor organization and shall participate in DATA's traffic mitigation activities within one year of issuance of a Non-RUP or RUP for a period of fifteen (15) years from the date of final bond release for the site.

30. **[Previous Proffer 30 is replaced as follows]** The contributions specified in proffers 25-27 will be increased or decreased by the Highway Construction Bid Index as published in the *Engineering News-Record* (McGraw-Hill) using the reference base year of 2004.

31. **[Previous Proffer 31 is replaced as follows]** Heritage Resources. Prior to any land disturbing activities on the Property, the Applicant shall conduct a Phase I Archeological

Study of the Property and submit the report for the review and approval of the Fairfax County's Cultural Resource Protection Section (FCCRPS). If warranted, prior to any land disturbing activities on the Property, the Applicant shall undertake Phase II and Phase III Archeological Studies for FCCRPS review and approval.

32. **[Previous Proffer 32 remains unchanged]**

33. **[Previous Proffer 33 remains unchanged]**

34. **[New Proffer]** Interparcel Access Easement. Prior to site plan approval, the Applicant shall provide documentation of an easement agreement with the owner of adjacent Tax Map parcel 15-4 ((1)) 24, to allow interparcel access between Parcel 24 and the Property as generally shown on the CDPA/FDPA/FDP.

35. **[New Proffer]** Landscaping. A landscape plan shall be submitted as part of the first and all subsequent submissions of the site plan and shall be coordinated with and approved by the Urban Forest Management Branch. This plan shall be in substantial conformance with the landscape concepts plan as to quantity and quality of plantings, and in general conformance with the location of plantings as shown on Sheet 4. The Applicant shall work with the Urban Forest Management Branch to select plant species that in addition to meeting other landscaping requirements such as durability, availability and aesthetics, also aid in the maintenance of air quality. Location of plantings may be modified based on utility location, sight distance easements, and final engineering details as approved by the Urban Forest Management Branch, but shall be consistent in the number and type of plantings.

36. **[New Proffer]** Design Details. The design details shown on Sheets 4, 5, 6 and 7 submitted with the CDPA/FDPA illustrate the design intent and overall community organization of the proposed development. Landscaping and on-site amenities shall be substantially consistent in terms of character and quantity with the illustrations and details presented on these sheets and the existing amenities in Dulles Corner north. Photographs of the existing amenities within Dulles Corner north and the proposed amenities shall be submitted to DPWES prior to building permit issuance to demonstrate compatibility. Specific features such as exact locations of plantings, pedestrian lighting, sidewalks to individual units, etc. are subject to modification with final engineering and architectural design. Landscaping and on-site amenities shall include:

A. A landscaped entry feature to be provided on site to include an entrance monument and/or signage, ornamental trees and shrubs;

B. Installation of streetscape elements and plantings along the Property's Sunrise Valley Drive frontage and interior circulation road as shown on the CDPA/FDPA. Street

trees shall be a minimum of three-inch caliper at the time of planting. Trees located within VDOT rights-of-way are subject to VDOT approval. If VDOT does not permit trees within the right-of-way, the Applicant shall demonstrate failed attempts to DPWES and locate the same number of trees on-site adjacent to the right-of–way, providing existing and proposed utility easements permit such relocation.

C. Provision of a landscaped open space area adjacent to the lake including the waterfront park and amphitheatre shown on Sheet 5 on the CDPA/FDPA and extension of this open space connection down the landscaped boulevard shown on Sheets 5 and 6 linking the lake with a visual and pedestrian connection through the Property.

D. Provision of a pedestrian plaza between office buildings 8 and 9 as shown on Sheet 6.

E. Provision of two open courtyards within the residential buildings to include swimming pools, specialty paving, seating areas, pedestrian lighting and extensive landscaping as generally shown on Sheet 5. Additional site amenities may be included as part of the final site design if they are in substantial conformance with the style and quality as depicted on Sheet 5 and in character with the Dulles Corner development as determined by DPWES.

F. Streetscape features to include but not limited to benches, lights, landscaping, planters, trash receptacles, and pavers shall be in general conformance with Sheet 7 of the CDPA/FDPA. The residential and non-residential streetscape features shall be consistent between the residential and non-residential portions of the Subject Property and consistent with streetscape features in the northern portion of Dulles Corner.

37. **[New Proffer]** 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 (20) feet in height, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Property. All upper level parking deck lighting fixtures shall not exceed a height of fifteen (15) feet. 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.

38. **[New Proffer]** Affordable Dwelling Units. The Applicant shall comply with the Affordable Dwelling Unit (ADU) Program as set forth in Section 2-801 of the Zoning Ordinance unless modified by the ADU Advisory Board.

39. **[New Proffer]** On-Site Recreation. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance by contributing $955 per dwelling unit for developed recreational facilities. The Applicant shall receive credit for the on-site recreational facilities as permitted per the Zoning Ordinance. The on-site recreation shall include, but not be limited to two swimming pools; a community center with exercise facilities; and trails. Any additional money remaining which is not spent for on-site facilities shall be contributed to the Fairfax County Park Authority ("FCPA").

40. **[New Proffer]** Park Dedication. The Applicant shall dedicate in fee simple to the Fairfax County Park Authority (FCPA) approximately 6.7 acres of land identified as Parcels A and B on the CDPA/FDPA for the development of public parkland. The CDPA/FDPA illustrates the use of the proposed parkland for a baseball field meeting FCPA Level 1 Playability standards and associated parking on Parcel A and for a potential BMP facility on Parcel B. The Applicant or its successors-in-interest and/or assigns, reserves the right to modify the park land design as may be necessary with final engineering for Parcel A and to add trails, tot lots, picnic facilities, and other similar park facilities on Parcels A and B, without the requirement for a FDPA if approved by FCPA and otherwise in general conformance with the CDPA/FDPA. Lighting of the ball field shall be designed to meet the requirements of Part 9 of Article 12 of the Zoning Ordinance. In addition to dedication, the Applicant shall provide the following services and improvements:

A. An access easement to the Board of Supervisors over the proposed private road from Dulles View Drive to the proposed public park parking lot entrances in a form approved by the County Attorney;

B. Preparation of requisite site plans and approval of necessary construction and VDOT entrance permits;

C. Site preparation work for Parcel A shall conform to Chapter 104 of The Code of Fairfax County, Virginia, and shall include:

(i) clearing and grubbing of existing vegetation;

(ii) stripping and stockpiling of topsoil;

(iii) dust prevention; and

(iv) silt fencing;

D. Site work on Parcel A shall conform to Chapter 104 of The Code of Fairfax County, Virginia and shall include:

(i) placing existing overhead utilities underground in new easements outside of the baseball diamond , (existing underground utilities including a gas line and fiber-optic lines are to remain in place);

(ii) rough grading of the field and parking lot;

(iii) installation of five (5) area drains and associated PVC storm drainage pipes round the field;

(iv) construction of a paved parking lot to accommodate 50 spaces; and

(v) loaming and seeding of the disturbed area.

E. Construction of a ball field designed and constructed to FCPA standards to include:

(i) a clay infield mix and gravel profile;

(ii) a grass athletic field soil profile designed to FCPA standards;

(iii) hydro-seeding;

(iv) field underdrains;

(v) full field irrigation;

(vi) underground lighting conduit for light poles and installation of ballfield lighting, preparation of a photometric plan; and

(vii) a backstop, complete fencing/netting, bleachers and dugouts.

F. Construction of the BMP facility on Parcel B and/or alternative stormwater management facilities (infiltration trench, rain garden, etc.) on Parcel A as may be approved by DPWES; and

G. Construction of an architecturally solid wall six feet in height as generally shown on the Route 28 frontage south of the parking deck associated with Office Building 8.

H. Tenants and/or initial purchasers shall be notified in writing of the presence of the lighted baseball diamond. The notification shall be included in the homeowner's association documents.

The dedication of Parcels A and B shall occur following completion of the improvements listed above which shall be in place and dedicated prior to the issuance of the 420th RUP or when more than 210,000 square feet has been issued one or more Non-RUPs, whichever occurs first. The Applicant reserves the right to record conservation easements in a form approved by the County Attorney and the FCPA for BMP purposes on areas of Parcel B prior to dedication. Upon construction of the ball field, the Applicant shall be reimbursed by Fairfax County any money escrowed for this ball field by others, including money escrowed by the Applicant in RZ 2003-HM-046/PCA 2000-HM-044.

Prior to site plan approval, the Applicant shall enter into an agreement with the FCPA, in a form acceptable to the County Attorney, setting forth the details of the dedication and ball field construction in accordance with the specifications in this proffer.

41. **[New Proffer]** EQC Dedication. Prior to site plan approval for the commercial portion of the Property (Buildings 8, 9 or 10), the Applicant shall dedicate in fee simple the EQC portion of Tax Map 15-4 ((2)) 16 (approximately 3 acres) to the FCPA for park purposes. This dedication shall require the subdivision and conveyance of this area.

42. **[New Proffer]** School Contribution. Prior to the issuance of the first RUP for the residential buildings on the Property, the Applicant shall contribute $383 per residential unit (estimated to be $180,010) to the Fairfax County Board of Supervisors for the construction of capital improvements to public schools in the vicinity of the Property.

43. **[New Proffer]** Route 28 Prepayment of Taxes. The Applicant shall provide prepayment of taxes that would be attributable to the residential portion of the Property as currently zoned in accordance with the formula and provisions as adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District. The prepayment of taxes (estimated at $560,000.00) shall be made within sixty (60) days of the Board of Supervisors approval of this proffered condition amendment. The Applicant recognizes that failure to provide payment to the County in the full amount determined by the Boards' formula within 60 days of the Board of Supervisors approval of this proffered condition amendment, shall mean that this proffered condition amendment requested by the Applicant shall not become effective and that this proffered condition amendment decision shall be void in accordance with Virginia Code Section 15.2-4608(C).

44. **[New Proffer]** Temporary Signs. No temporary signs (including "Popsicle" style 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 of Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicant or at the Applicants' direction to assist in the initial sale or rental of residential units on the Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental

of residential units on the Property to adhere to this proffer.

45. **[New Proffer]** Energy Efficiency. All residential units shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.

46. **[New Proffer]** Private Street Design. Both the streets and sidewalks shall be constructed in conformance with Public Facilities Manual TS 5A Standards with regard to design, depth of pavement and materials consistent with public streets and sidewalk standards. The Applicant shall be responsible for the maintenance of all private streets and sidewalks.

47. **[New Proffer]** Green Roofs. The Applicant shall incorporate sustainable design elements in the final design of the roof of the 1-2 story hotel support (or optional retail building) such that the rooftop design meets the standard set forth in Credit 7.2 of the U.S. Green Building Council's Leadership in Energy and Environmental Design Green Building Rating System Version 2.1. The Applicant shall provide a confirmation from a qualified design professional at the time of building permit application that such sustainable design elements have been incorporated in the building plans.

48. **[New Proffer]** Residential Unit Mix. Forty percent (40%) of the residential units shall be studio, efficiencies one-bedroom and/or one bedroom with dens.

49. **[New Proffer]** Security Fencing. The Applicant shall not install security fencing or walls around the perimeter of the residential portion of the Property designed to create a "gated community."

50. **[New Proffer]** For the point of clarification of the previous proffers Horsepen Road is now named Sunrise Valley Drive and Enterprise Drive is now named Dulles View Drive.

51. **[New Proffer]** These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

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

[SIGNATURES BEGIN ON NEXT PAGE]

PROFFERS
PCA 86-C-029-10; PCA 88-C-066-5; PCA 1996-HM-044-3

APPLICANT/ TITLE OWNER
LB DULLES ACQUISITION LLC

By: LB Dulles Developer LLC,
Its Sole Managing Member

By: PAMI LLC
Its Sole Managing Member

By: Property Asset Management, Inc.
Its Member

By: David S. Broderick
Its: Authorized Signatory-Limited

PROFFERS
PCA 86-C-029-10; PCA 88-C-066-5; PCA 1996-HM-044-3

CONTRACT PURCHASER
OF TAX MAP 15-4 ((1)) 23A PT., 13 PT, 13B PT,13C
23A PT., 23A1

FF REALTY LLC

By: FF Properties, Inc.
Its: Managing Member

By: Glenn D. Jones
Its: Vice President

[SIGNATURES END]