

PROFFERS

RZ 2002-HM-043

December 5, 2005

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, and upon the express condition that the Board of Supervisors approve rezoning, special exception, Resource Protection Area Exception and related applications to permit the development under the PDC zoning district, in substantial conformity with the proposed Conceptual Development Plan/Final Development Plan ("CDP/FDP") in RZ/FDP 2002-HM-043, of property identified as parcel numbers 16-3 ((1)) 4B, 4C, 5, 5A and 39A (formerly parcels 4 and 39) on the Fairfax County Tax Map (hereinafter referred to as the "Property"), L. Farnum Johnson, Jr., and Jeffrey J. Fairfield, Managing Co-Trustees of the Ruth C. Lauenders Marital Trust, David I. Meiselman and Winifred C. Meiselman, Co-Trustees of the David I. Meiselman Revocable Trust and the Winifred Charm Meiselman Revocable Trust, and the Meiselman Family, LLC, (hereinafter collectively referred to as "the Applicant") in RZ/FDP 2002-HM-043 proffer for themselves, and their successors and assigns, the following conditions. In the event the foregoing rezoning and related applications are approved, then any previous proffers for the Property are hereby deemed null and void and hereafter shall have no effect on the Property.

1. Development Plan. Development of the Property shall be in substantial conformance with the CDP/FDP prepared by Patton, Harris, Rust & Associates, P.C., consisting of 27 sheets dated June 3, 2002 revised through October 28, 2005, which CDP/FDP proposes a maximum gross floor area of 2,233,600, including gross square footage associated with Affordable Dwelling Units ("ADUs") and associated bonus units. The Property is divided into six (6) land bays, identified as Land Bays A, B, C, D, E-F and G.
2. Uses. The following Principal and Secondary Uses may be permitted within the buildings as shown on the CDP/FDP:
 - A. Accessory uses and accessory service uses.
 - B. Business service and supply service establishments.
 - C. Eating establishments, including outdoor seating.
 - D. Establishments for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building are incidental to the principal use of scientific research, development and training.
 - E. Fast food restaurants, only if located within the same structure as 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 with the limitation that only one tenant may occupy retail space greater than 40,000 square feet in size.
- Q. Exposition halls and facilities to house cultural or civic events.
- R. Bank teller machines.
- S. Multi-family dwellings.
- T. Hotels.
- U. Private schools of general education and/or special education.
- V. Colleges and/or universities, excluding establishments greater than 50,000 square feet in size.

Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA) or Special Exception (SE). A Proffered Condition Amendment (PCA) application may not be required so long as the layout is in substantial conformance with the CDP/FDP.

3. CDP Elements. Notwithstanding that the CDP/FDP is the subject of Proffer 1 above, it shall be understood that the CDP shall be the entire plan relative to the location of access, the maximum square footage, the amount of open space, the general location and arrangement of the buildings, uses, and parking garages, and the peripheral setbacks. The Applicant shall have the option to request a FDPA for elements other than the CDP elements from the Planning Commission for all of or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.
4. Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP as determined by the Zoning Administrator.
5. Alterations. The Applicant reserves the right to alter building footprint sizes, modify landscape plazas, adjust pedestrian and vehicular circulation areas, and/or adjust gross square footage among one or more buildings located in the same land bay, provided that the total gross floor area for all land bays does not exceed 2,233,600, the maximum gross square footage of each land bay as shown on Sheet 2 of the CDP/FDP does not increase; the minimum open space, level of amenities, and peripheral dimensions to lot lines are not reduced; and the changes do not result in a building elevation which is either higher or lower than the range of stories indicated on Sheet 2 of the CDP/FDP.

6. Centreville Road.

- A. The Applicant has previously dedicated to the Board of Supervisors in fee simple, all lands necessary for the construction of a southbound half section of Centreville Road as a six lane divided roadway from and between the intersection of the eastbound off-ramp of the Dulles Airport Toll Road and Centreville Road and the intersection of Sunrise Valley Drive, (formerly known as Fox Mill Road) with Centreville Road, and a right turn/deceleration lane off southbound Centreville Road onto Sunrise Valley Drive. The applicant in approved PCA C-696-4 has commenced construction of the road improvements described above per the design specifications set forth in approved PI site plan # 663-SP-01-2 as revised. These improvements shall be complete and open for public use, although not necessarily accepted by the Virginia Department of Transportation (VDOT), prior to issuance of the first Residential Use Permit (RUP) or Non-Residential Use Permit (Non-RUP) for the Property. If these improvements are constructed by the Applicant, the Applicant shall be responsible for gaining acceptance of the road into the state system.
- B. At the time of site plan approval for the first building in Land Bay A, or upon request, whichever occurs first, the Applicant shall dedicate to the Board of Supervisors in fee simple approximately 14,216 square feet at the intersection of the Dulles Airport Access Road and Centreville Road, as shown on the CDP/FDP. The Applicant shall also construct a right turn lane along Land Bay A's Centreville Road frontage as shown on the CDP/FDP and as may be approved by VDOT.

7. Sunrise Valley Drive.

- A. The Applicant has previously dedicated to the Board of Supervisors in fee simple all lands necessary for the construction of 1) an additional left turn/deceleration lane from Sunrise Valley Drive, (formerly known as Fox Mill Road) onto Centreville Road at the Sunrise Valley Drive/Centreville Road intersection, and 2) an additional westbound lane on Sunrise Valley Drive west of the aforesaid intersection in order to accommodate a free flow right turn movement of traffic from southbound Centreville Road and westbound Sunrise Valley Drive. The applicant in approved PCA C-696-4 has commenced construction of the road improvements described above per the design specifications set forth in approved PI site plan # 663-SP-01-2 as revised. These improvements shall be complete and open for public use, although not necessarily accepted by VDOT, prior to issuance of the first RUP or Non-RUP for the Property. If these improvements are constructed by the Applicant, the Applicant shall be responsible for gaining acceptance of the road into the state system.
- B. Subject to VDOT approval, the Applicant shall construct certain street improvements to Sunrise Valley Drive from the Property's site access road westward to the intersection of Sunrise Valley Drive with eastern Dulles

Technology Drive as depicted on Sheet 20 of the CDP/FDP (the "Improvements"). The Improvements shall provide for side by side left turn lanes serving the site access and Dulles Technology Drive. To accomplish this, Sunrise Valley Drive shall be widened from 70 feet to 76 feet from face of curb to face of curb, tapering back to a 70 foot section at the intersection of Dulles Technology Drive as depicted on Sheet 20.

In the event the Improvements may require right-of-way and/or off-site construction easements from properties identified as Tax Map 16-3 ((1)) 30B and 33A ("the Off-Site Parcels"), the Applicant shall make all reasonable efforts to acquire these right-of-way and/or off-site construction easements. Requisite right-of way shall be limited to that shown in the design on Sheet 20, which accommodates a center median, of variable width but no less than 4 feet in width, two side by side turn lanes which are each 11 feet in width, two outside through lanes which are each 12 feet in width, and the remaining through lanes which are each 11 feet in width as depicted on Sheet 20 of the CDP/FDP. In the event the Applicant is not able to acquire the right-of way and/or construction easements necessary to construct the Widening, the Applicant shall submit a written request to Fairfax County to acquire the right-of-way and/or easements by means of its condemnation powers. In conjunction with such request, the Applicant shall forward to the appropriate County agency: (1) plat, plans and profiles showing the necessary right-of-way and/or easements to be acquired; (2) an appraisal, prepared by an independent appraiser approved by the County, of the value of the right-of-way and/or easements to be acquired and of all damages, if any, to the residue of the Off-Site Parcels; (3) a sixty (60) year title search certificate of the Off-Site Parcels on which the right-of-way and/or easements are to be acquired; and (4) cash in an amount equal to appraised value of the right-of way and/or easements and of all damages to the residue of the Off-Site Parcels. In the event the owners of the Off-Site Parcels are awarded more than the appraised value of the right-of-way and/or easements and of the damages to the residue in a condemnation suit, the Applicant shall pay the amount of the award in excess of cash amount to the County within fifteen (15) calendar days of said award. It is understood that the Applicant upon demand shall pay all other costs incurred by the County in acquiring the right-of-way/easements to the County. Prior to and during the contemplated condemnation proceedings described above, the Applicant, its successors and assigns, shall be permitted to submit, process and receive approval of site plan(s)/subdivision plat(s) and development permits for other portions of the Application Property as described herein. In the event the County elects not to condemn the right-of-way/easements, the Applicant shall be relieved of its obligation to construct the Widening, and instead shall construct a left turn lane from eastbound Sunrise Valley Drive into the Property's site entrance within the existing right-of-way without requiring right-of-way and/or off-site easements, as may be approved by VDOT.

These improvements shall be complete and open for public use, although not necessarily accepted by VDOT, at such time as site access is constructed to

Sunrise Valley Drive. However, upon demonstration by the Applicant that despite diligent efforts taken by the Applicant to implement this proffer, the improvements have been delayed, the Zoning Administrator may agree to a later date for completion of the improvements.

- C. The Applicant shall provide a channelized entrance to the Property along its Sunrise Valley Drive frontage. The exact design of the entrance shall be determined at the time of final site plan approval and shall be subject to VDOT and FCDOT approval. The Applicant shall complete a warrant study based on site build-out and if/when warranted, design and install a traffic signal at this intersection if/when requested by VDOT prior to the issuance of the last Non-RUP or RUP for the last building on site. In the event such a warrant study and/or requisite signal is not requested by VDOT prior to the last Non-RUP or RUP for the last building on-site, then the Applicant's obligation to this signal is null.

8. Internal Roads. The Applicant shall construct the internal road system in substantial conformance with the CDP/FDP coincident with the construction of buildings on the Property. The Applicant shall retain ownership of the streets and roads comprising the internal road system as shown on the CDP/FDP as private streets. All private streets shall be constructed with materials and depth of pavement consistent with public street standards in accordance with the Public Facilities Manual, as determined by DPWES. The Applicant and subsequent commercial property owners, and Homeowners Associations/ Condominium Associations (HOA/COA), or comparable property owners' associations, shall be responsible for the maintenance of all private streets. Initial purchasers shall be advised in writing prior to entering into a contract of sale that the HOA/COAs will be responsible for the maintenance of the private streets. Maintenance responsibilities shall be included in the HOA/COA documents.

If requested by the Board of Supervisors, the Applicant shall dedicate to the Board of Supervisors in fee simple, all or such portion of the internal road system as shown on the CDP/FDP. Nothing in this proffer shall require the internal road system or any of its component streets or related facilities, as shown on the CDP/FDP to conform to all VDOT design standards.

9. Intersection Improvements at Centreville Road and Woodland Park Drive. The Applicant shall design and construct the following improvements at the intersection of Centreville Road and Woodland Park Drive as depicted on Sheet 20 of the CDP/FDP: (1) a second left hand turn lane from westbound Woodland Park Drive to southbound Centreville Road, and (2) a pedestrian island at least 5 feet in width in the median at the location of the pedestrian crosswalk on Centreville Road created by means of reducing the southbound through lane widths from 12 feet to 11 feet), and as approved by VDOT. The Applicant shall further design, construct and install a pedestrian pedestal in the median of this pedestrian crosswalk to access the pedestrian crossing signal. Nothing in this proffer shall obligate or require the Applicant to acquire any additional public right-of-way to construct and install the foregoing improvements.

10. Traffic Signal Modification. The Applicant shall modify the existing signal at Centreville Road and Woodland Park Drive to accommodate the fourth approach being constructed by the Applicant as approved by VDOT. The signal shall provide for pedestrian phases as approved by VDOT. Said modification shall occur prior to the issuance of the first RUP or Non-RUP on the Property. However, upon demonstration by the Applicant that despite diligent efforts taken by the Applicant to implement this proffer, the signal improvements have been delayed, the Zoning Administrator may agree to a later date for completion of the improvements.

11. Inter-parcel Access. Coincident with the development of Land Bays A, B and E-F, the Applicant shall construct road connections up to its western property line to facilitate future inter-parcel access between the Property and the parcels to the west, as generally shown on the CDP/FDP. The Applicant shall record a public access easements over these private roads in a form approved by the County Attorney.
 - A. Subject to the Applicant's acquisition of the required off-site ingress-egress easement from the adjacent landowner of Tax Map 16-3 ((1)) 30B, the Applicant shall, at its sole cost and expense, construct an inter-parcel vehicular connection to and from the southwestern portion of Land Bay E-F across the western boundary of the Property in order to connect up with the existing edge of pavement of the parking lot on the abutting property as shown generally on the area of Land Bay E-F as shown on the CDP/FDP marked "Interparcel Access". Such connection shall be constructed at the time of development of Land Bay E-F subject to acquiring the necessary ingress-egress easement. Nothing in this proffer shall require the Applicant to purchase or otherwise acquire this off-site easement. However, the Applicant shall use reasonable efforts to obtain the ingress-egress easement. If it is unable to acquire the easement, the Applicant shall provide documentation of its efforts to DPWES. Upon demonstration by the Applicant that despite diligent efforts the interparcel connection has been delayed, the Zoning Administrator may agree to a later date for the completion of the connection.

 - B. The road located between the community pool and the bio-retention area shall be built as a three lane section up to the Property's western boundary line coincident with the first development on Land Bay B, as shown on the CDP/FDP. However, one lane of the roadway may be marked and used for on-street parking until the future redevelopment of the adjacent parcel identified as Tax Map 16-3 ((1)) 30B allows extension of this road to align with the existing intersection of Dulles Technology Drive and Sunrise Valley Drive.

 - C. In order to provide for the future extension of this private road through Tax Map 16-3 ((1)) 30B, at the time of site plan approval for the road identified in proffer 11B, the Applicant shall escrow the cost of constructing a two-lane road from the Property's western boundary line to Sunrise Valley Drive. The amount of the escrow shall be determined by DPWES. At the same time, the Applicant shall escrow the cost of installing a traffic signal at the intersection of this new road

with Dulles Technology Drive and Sunrise Valley Drive, in an amount not to exceed \$150,000. If at the time of final bond release, the signal is not warranted, then the County may use the escrowed monies for other transportation improvements within Land Unit A of the Dulles Suburban Center.

12. Bus Shelters. The Applicant shall provide two (2) bus shelters on the Property, with the specific locations to be determined by WMATA/FCDOT. The bus shelters 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. The Applicant shall provide sidewalk connections as needed to provide an all weather walking surface to the shelter from the adjoining sidewalk system. If, by the time of site plan approval for the parcels fronting on Sunrise Valley Drive, WMATA/FCDOT 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, by the time of site plan approval for the parcels fronting on Centreville Road, WMATA/FCDOT 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 Centreville Road in the immediate area of the Property or for other transportation related improvements. If installed along the Property's frontage, the bus shelters and trash cans shall be maintained by the Applicant. These maintenance responsibilities shall be included in all individual or joint Association documents.

13. Transportation Demand Management (TDM).

Mass transit (Metrorail and bus), ride-sharing, teleworking, walking, biking, encouraging synergy among complementary uses and/or other strategies shall be utilized to reduce vehicle trips during weekday peak hours (generally 6:00 to 9:00 AM and 4:00 to 7:00 PM). The trip reduction objectives based on the proposed phasing of the development on the Property are as follows:

Phase 1: At build out of Phase 1 with a maximum FAR of .53, peak hour trips generated by the on-site residential and office uses shall be reduced by a minimum of 20 percent through the internal synergy of complementary uses, use of transit, TDM marketing, and other means.

Phase 2: At build out of Phase 2 with a maximum FAR of .80, peak hour trips generated by the on-site residential and office uses shall be reduced by a minimum of 30 percent through the internal synergy of complementary uses, use of transit, TDM marketing, and other means.

Phase 3: At build out of Phase 3 with a maximum FAR of .97, peak hour trips generated by the on-site residential and office uses shall be reduced by a minimum of 30 percent through the internal synergy of complementary uses, use of transit, TDM marketing, and other means.

For purposes of establishing the TDM baseline, the volume of trips anticipated to be generated by the Property shall be estimated based on the Institute of Transportation Engineers, 7th edition, Trip Generation rates/equations. On-site retail uses and public park uses are exempt and shall not be subject to trip reduction strategies. In the event that published equations are not available, the average rates shall be utilized.

The Applicant (or assigns) agrees to develop and submit to the Director of the Fairfax County Department of Transportation (FCDOT), or his designee, a transportation management plan (TMP) for the site in its entirety within 90 days after approval of the first site plan submitted for any residential and/or office use on site. The initial TMP submission shall establish, with County concurrence, measures for each phase of development, including a protocol for conducting and evaluating trip reductions on-site. No subsequent site plan or subdivision plan shall be approved until the initial TDM program is submitted to FCDOT. Respective elements of the TDM program shall be incorporated within the initial marketing for the Property and shall be in place and implemented with the initial sales/leasing.

The County shall review said plan and provide comments back to the Applicant within 60 days upon receipt, or such longer time as may be agreed to by the FCDOT and the TDM Coordinator. The Applicant or assigns shall notify FCDOT of the date that the TDM program is implemented.

The transportation management plan shall be developed in accordance with the following guidelines and strategies and other strategies that may be implemented in coordination with FCDOT.

A. Participation and Funding

- i. The Applicant or assigns shall provide an initial contribution of \$125,000 to establish and maintain a fund to support the development, implementation, and evaluation of a TDM program for all of the Property. In the event this initial contribution occurs more than five (5) years after the date of the rezoning approval, this amount shall be increased, from the fifth anniversary of the date of approval of this rezoning application to the date of such contribution by the *Marshall and Swift Building Cost Index*. Funds in this account shall be used solely to support the TDM program.

The property owners association(s) shall be responsible for providing ongoing funding of TDM programs at a minimum of \$50,000 per year during Phase 1, \$80,000 per year during Phase 2, and \$100,000 per year during and following Phase 3. In the event such funding occurs more than five (5) years after the date of the rezoning approval, such amounts shall be increased from the fifth anniversary of the date of approval of this rezoning application to the date of such funding, by the *Marshall and Swift Building Cost index*.

- ii. All property owners, residents, tenants, and employers of the Property shall be advised of the TDM program and informed of their funding obligations pursuant to this proffer prior to purchase of units. The requirement for an annual contribution to the TDM program fund shall be included in all purchase documents and within any individual and/or joint Association documents.
- iii. The Applicant, and assigns when appropriate, shall enroll as Commuter Connections members, as well in the Metropolitan Washington Council of Governments (MWCOG) Clean Air Partner Program and encourage individual employers/tenants to do so.

B. Elements and Strategies. The nature and design of the TDM program shall be fluid and subject to modification as may be appropriate as additional unit types and land uses are completed or community transportation circumstances evolve. However, the following elements may be included in the initial and all subsequent TDM programs, subject to FCDOT staff approval:

- i. Transportation coordination duties shall be carried out by one or more designated property managers or transportation management coordinators ("TDM Coordinators") whose primary responsibility shall be to implement the TDM program and to advise all residents, tenants, employers, and employees of the availability and location of the TDM Coordinator and program at least once a year. The transportation management position may be part of other duties assigned to the individual;
- ii. The TDM Coordinator shall be located in a centralized common space that is easily accessible to all residents and employees and guests of the Property; cost of the space shall not accrue to the TDM program;
- iii. Information regarding Metrorail, Metrobus, Fairfax Connector, ridesharing, and other relevant transit options shall be disseminated in all initial sale/lease/tenant packages;
- iv. Membership in the Dulles Area Transportation Association (DATA), a recognized commonwealth public-private transportation management association.
- v. A website shall be designed and established to provide information regarding the TDM strategies, transit and ridesharing options, with links provided to relevant County and regional TDM resources.
- vi. Metro maps, schedules, transit marketing materials, ridesharing and other relevant transit option information shall be made available to occupants of

each residential and office building by placing such materials in a common area of each such building;

- vii. Office buildings shall contain high capacity, high bandwidth communication lines. Building management shall encourage individual employers/tenants to provide employees with access to their networks via such lines;
 - viii. All residential units shall be pre-wired with broadband, high capacity data/network connections in multiple rooms, in addition to standard phone lines. All high-rise residential buildings (over 4 stories) shall provide in-building antennae systems to support wireless systems;
 - ix. At least one on-site business center (including at a minimum access to a copier, fax and internet services) shall be made available and open to all residents of the Property who choose to work from home.
 - x. At the time of initial lease up/sales, SmarTrip cards and/or other fare media shall be provided in the amount of \$10.00 for free to employees of all tenants signing leases and to all residential lessees, and \$100.00 per unit shall be provided to residential purchasers at settlement.
 - xi. A voluntary car pool/van pool programs shall be established for employees and residents with the program under the direction of the TDM Coordinator;
 - xii. Preferential parking spaces for carpools/vanpools and hybrid vehicles shall be provided throughout the Property;
 - xiii. Amenities for bicyclists and walkers including conveniently located bicycle racks, showers and lockers shall be provided in all office buildings as well as bicycle racks at each of the multi-family residential buildings.
 - xiv. Shuttle service during weekday morning and evening peak periods shall be provided to the Herndon-Monroe Park and Ride Facility and subsequently to the Wehle Avenue Metrorail Transit Station and the Herndon-Monroe Transit Station or Route 28 Transit Station as outlined in Proffer 15B below.
- C. Performance and Monitoring. As residents/tenants move into the new community and bi-annually thereafter, the effectiveness of the TDM/internal synergy program shall be evaluated using County supervised surveys and traffic counts to be conducted on a regular basis as established with the TDM Coordinator in accordance with the reporting protocols established under the terms of this proffer.

- i. The surveys shall include, but not be limited to, mid-week traffic counts conducted at those on- and/or off-site locations as may be necessary in order to accurately determine the volume of trips generated by the on-site uses, excluding public park uses. The location of counts shall be determined in coordination with FCDOT staff. Traffic counts shall not be conducted during weeks which include, precede or follow a state or federal holiday or when Fairfax County public schools are not in session.
 - ii. Required TDM evaluation submissions shall at a minimum consist of traffic counts, (methodology, location, times, etc. to be coordinated and approved by FCDOT) and a listing of the TDM measures in use. Other evaluation measures such as resident/tenant surveys, sales of Metrochecks, or other measures may be included in the TDM evaluation submission.
 - iii. Within two months following each survey deadline, the Applicant or assigns shall submit to FCDOT the results of the analyses conducted of residents, visitors, tenants, and employees of the Property in order to determine their travel characteristics and whether the required reduction in trips has been achieved. The deadline may be extended at the discretion of the FCDOT if seasonal traffic fluctuations would adversely affect the quality of the data collection process. Surveys shall be conducted beginning 12 months after the issuance of the first Non-RUP or 100th RUP issued for the Property whichever first occurs and bi-annually thereafter.
 - iv. If the TDM/internal synergy evaluation submissions show that the trip reduction objectives are being met, then the Applicant shall proceed with the TDM strategies as implemented. In the event such objectives have not been met, then the Applicant shall meet with FCDOT to review the strategies in place and to develop modifications to the TDM strategies that will facilitate meeting the trip reduction objectives. Within 60 days following such meeting, the Applicant shall submit an updated TDM/internal synergy program to FCDOT for its review and approval. FCDOT shall respond with any comments to the Applicant within 60 days. If no response is provided within such time, the Applicant's updated TDM/internal synergy program shall be deemed approved.
- D. Penalties and Incentives. If the transportation surveys indicate that a reduction of trips by 30% during peak hours has not occurred at the build out of Phase 2 and /or during Phase 3, \$100 per residential dwelling unit and \$.10 per occupied square footage of commercial office use shall be contributed annually to the transportation demand management fund established for the Property for further refinement/incentives until such time as the reduction has occurred.
14. Density Credit. Density credit shall be reserved as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible

dedications described herein or as may be required by Fairfax County or VDOT at time of site plan approval.

15. Phasing.

- A. No more than 300 residential use permits ("RUPs") shall be issued for the Property until a minimum of 200,000 square feet of non-residential uses (which may include office, retail and/or hotel uses) have been constructed or are under construction. No more than 550 residential use permits ("RUPs") shall be issued for the Property until an additional 150,000 square feet (for a total of 350,000 square feet) of non-residential uses (which may include office, retail and/or hotel uses) have been constructed or are under construction and the Applicant implements a shuttle service from the Property to the Herndon Monroe Park and Ride Facility during non-holiday, weekday (Monday through Friday) morning and evening peak periods (6:00 AM to 9:00 AM and 4:00 PM to 7:00 PM). For the purposes of this proffer, "under construction" shall be defined as having completed four levels of columns and beams, or if the building is less than four (4) levels, all levels of the columns and beams necessary for its construction. During phasing of development, the Applicant reserves the right to provide surface parking spaces to be located in land bays or building footprints yet to be developed, in lieu of structured parking spaces, as long as the number of such spaces is otherwise in conformity with the CDP and all other applicable requirements.
- B. Until such time as either 1) Metro rail service is operational at the Wiehle Avenue Transit Station and a shuttle is provided from the Property to the transit station during non-holiday, weekday (Monday through Friday) morning and evening peak periods (6:00 AM to 9:00 AM and 4:00 PM to 7:00 PM), or 2) the inter-parcel road from the Property west to Sunrise Valley Drive as described in Proffer 11C is operational and open to traffic, development on the Property shall be limited to a gross floor area of 1,335,000 square feet or an FAR of .57, of which there shall be no more than 163,000 gross floor area of retail and restaurant uses. However, in no event shall development of the Property exceed an FAR of .57 prior to January 1, 2011.
- C. Until such time as Metro rail service is operational at either the Herndon/Monroe Street Transit Station or the Route 28 Transit Station, and a shuttle is provided from the Property to either such transit station during non-holiday, weekday (Monday through Friday) morning and evening peak periods (6:00 AM to 9:00 AM and 4:00 PM to 7:00 PM), development on the Property shall be limited to a gross floor area of 1,875,000 square feet or an FAR of .80.

16. Site Amenities. Site amenities shall include:

- A. A clubhouse/swimming pool/recreation complex in Land Bay B as conceptually shown on Sheet 12.

- B. Roof top recreational amenities on Buildings D-1 and D-4 as conceptually shown on the CDP/FDP.
- C. Landscaped residential courtyards and open space features as conceptually shown on Sheets 10, 11, 12, and 14.
- D. Enhanced plazas and entry zones for office and hotel uses as conceptually shown on Sheet 10.
- E. Wetland amenities south of Sunrise Valley Drive, including boardwalks, nature trails, a gazebo, butterfly garden and interpretative stations as generally shown on Sheet 17.
- F. Extensive streetscaping with specialty sidewalks, street trees with understory plantings, street lighting and furnishings, as conceptually illustrated on Sheets 9, 11, 13, and 16.

Construction of these site amenities shall be phased with the development of the Property. Construction of the clubhouse/swimming pool/recreation complex in Land Bay B as conceptually shown on Sheet 12 shall not be required until more than 375 RUPs have been issued for dwelling units on the Property.

- 17. Landscape Plan. A landscape plan shall be submitted as part of the site plan(s) and shall be coordinated with and approved by Urban Forest Management. 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 5. Location of plantings may be modified based on utility location, sight distance easements, and final engineering details as approved by the Urban Forester.
- 18. Tree Preservation.
 - A. The Applicant shall submit a tree preservation plan as part of the first and all subsequent site plan submissions for Land Bays showing tree preservation on FDP. 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 Urban Forest Management. 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 ten (10) inches in diameter and greater within twenty (20) feet of either side 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 techniques 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 four (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. Bilingual 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, Urban Forest Management shall be notified and given the opportunity to inspect the site to assure that all tree preservation devices have been correctly installed.
- C. If as a result of final engineering, the areas designated as tree save areas on the CDP/FDP are modified or cannot be preserved, equivalent tree save areas or equivalent landscaped areas shall be substituted on the Property, as determined by Urban Forest Management.
19. Architectural Design. Building materials shall include one or more of the following: masonry, stone, pre-cast concrete, metal panels, cementitious siding, exterior finishing and insulating system, and glass. The architectural styles shall be in keeping with the general character of those depicted on Sheet 7. 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.
20. Noise Attenuation. Polysonics Corp. has prepared a Traffic Noise Analysis of the Property dated January 20, 2005. This report provides an analysis of noise impacts associated with the Dulles Airport Access Road and Centreville Road. The Applicant shall submit the report to DPWES with submission of the site plans. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:
- A. Residential Noise Attenuation and Notification
- (i) In order to reduce interior noise to a level of approximately 45 dBA Ldn, units in Residential Buildings B-2, C-4, D-2, and D-4 which are projected to be impacted by highway noise levels 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.
- (iii) 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.

B. Hotel Noise Attenuation

- (i) In order to reduce interior noise to a level of approximately 45 dBA Ldn, facades of Hotel Building A-3 which are projected to be impacted by highway noise having levels above 70 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls should have a laboratory sound transmission class (STC) rating of at least 45. Glazing shall have a laboratory STC rating of at least 37 unless, glazing constitutes more than 20% of any façade exposed to noise levels above 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then a building shell analysis will be performed to determine modifications needed to ensure recommended interior noise levels. Doors shall have a laboratory STC rating of at least 28. 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 facades 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.

C. Office Noise Attenuation

- (i) In order to reduce interior noise to a level of approximately 50 dBA Ldn, facades of Office Buildings A-1, A-2, A-4 and A-6 which are projected to be impacted by highway noise having levels above 70 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. Windows and glazing shall have a laboratory STC rating of at least 34, unless glazing constitutes more than 20% of any façade exposed to noise levels above 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then a building shell analysis will be performed to determine modifications needed to ensure recommended interior noise levels. Doors shall have a laboratory STC rating of at least 28. 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 facades 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

21. FAA Approval. The Applicants shall obtain FAA approval for the height of the buildings prior to site plan approval. If FAA approval is not received, the Applicants shall lower the height of the building to that approved by the FAA.
22. Sidewalks. Sidewalks shall be provided throughout the interior of the Property connecting the various buildings and garages as generally shown on Sheet 4 of the CDP/FDP. Delineated pedestrian crossings shall be provided at the main entrance to the Property at Centreville Road, and at the entrance to the Property at Sunrise Valley Drive. In addition, delineated pedestrian crossings shall be provided at major street intersections within the interior of the Property as shown on the CDP/FDP.
23. 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. All lighting fixtures shall be measured from finished grade to the top of the fixture.
24. Recreational Facilities. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreational facilities for the residential uses. The Applicant proffers the minimum expenditure for the recreational facilities shall be \$955.00 per Non-ADU residential unit. The Applicant shall receive credit for the on-site recreational facilities which shall include, but not be limited to, swimming pools and a community center with exercise facilities, tot lots and trails. Recreational facilities depicted on the roof tops of Buildings D-1 and D-4 as shown on the CDP/FDP shall be provided with the construction of such buildings.

25. Swimming Pool. All wastewater resulting from the cleaning and draining of any swimming pool on the Property shall contain a minimum dissolved oxygen concentration of 4.0 milligrams per liter prior to discharge. The Applicant shall neutralize pool waters to a pH from 6.0 to 9.0 prior to discharge. Sufficient amounts of lime or soda ash shall be added to achieve a pH of approximately equal to that of the receiving stream. If the water being discharged from the pool is discolored or contains a high level of suspended solids that could affect the clarity of the receiving stream, it shall be allowed to stand so that most of the solids settle out prior to being discharged. In order to ensure that high levels of chlorine are not discharged into the surface water system, pool water shall not be chlorinated prior to discharge.

26. Stormwater Management.

- A. The Applicant shall construct the enhanced wetlands/storm water detention and water quality facility in the location as depicted on the CDP/FDP. Subject to DPWES approval, this extended detention embankment stormwater management pond and Best Management Practices (BMP) facility shall incorporate features to enhance its environmental qualities such as a sediment forebay, a butterfly garden, outlet micropool and vegetated cover of riprap spillways and outfalls (by use of topsoil dispersed within riprap) as depicted on Sheet 17 of the CDP/FDP. In order to implement this facility design, it is understood that DPWES has already issued to the Applicant an approved floodplain study and that the Applicant is requesting a special exception to construct a major fill in the floodplain and a Resource Protection Area Exception (RPAE) to permit construction of a portion of the pond in the Resource Protection Area. The clearing and grading necessary to construct the pond and related features shall be depicted on the CDP/FDP except for minor modifications as allowed by Article 16, Paragraph 13 and 14 of the Zoning Ordinance.

Notwithstanding the fact that the Applicant shall construct the ponds as described above, the Applicant shall be able to temporarily use such pond for erosion and sediment control measures and postpone planting of wetlands within the facility until such time the pond is no longer used for sediment and control measures and construct alternative storm water management/Best Management Practices (BMP) facilities to serve the development on a temporary basis as determined by DPWES in a location within the limits of clearing and grading shown on the CDP/FDP. In keeping with Proffer 30 below, the storm water management facilities described above shall be dedicated to Fairfax County for public use. However, the Applicant and, its successors or assigns shall at their sole cost and expense manage and maintain such facilities without imposing the cost of such management and maintenance upon any fee simple or condominium owner of a residential dwelling constructed upon the Property. Such maintenance responsibility shall include periodic dredging of the ponds described above to ensure their continued functionality per their applicable design characteristics. The Applicant shall enter into a separate written maintenance agreement with DPWES and/or the Fairfax County Park Authority (FCPA) in a form acceptable

to the County Attorney to implement this proffer paragraph. Maintenance responsibilities of these facilities shall be included in all purchase documents and within any individual and/or joint association documents.

- B. The Applicant shall provide a BMP facility for the northwestern portion of the Property not draining to the storm water detention and water quality facility described above. The BMP shall be either a bio-retention facility as depicted on the CDP/FDP, or a dry pond, sand filter system, or other facility as may be approved by DPWES. Should DPWES require an underground BMP facility of any type in the portion of the Property shown as a Possible Bio-Retention Area on the CDP/FDP, this shall not be considered to be in a residential area and therefore a waiver of underground stormwater management facilities within a residential area shall not be required.

27. School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, effective January 7, 2003, prior to the issuance of the first RUP on the Property, the Applicant shall contribute a sum of \$480,000 to the Board of Supervisors for transfer to the Fairfax County School Board for use at the schools serving the Property. These funds shall be allocated by the Board of Supervisors for capital improvements contained in the adopted Capital Improvement Program (CIP) for public schools within Fairfax County.

28. 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. Notwithstanding what is shown on Sheet 2 of the CDP/FDP, the Applicant shall provide 44 dwelling units on the Property as ADUs. Of these 44 ADU units, 25 shall be provided during Phase 1 of the development of the Property as defined in Proffer 13.

29. Trails.

- A. The Applicant shall construct within Land Bays A, D, E-F and G an asphalt trail system a minimum of eight feet (8') in width suitable for pedestrian and bicycle use along Centreville Road as depicted on the CDP/FDP. The Applicant shall provide a pedestrian/ bicycle crossing of Sunrise Valley Drive at its intersection with Centreville Road. The crossing will include an expanded median, painted crosswalk and pedestrian signal, subject to approval and modification of VDOT. The Applicant shall construct this north-south trail system prior to the issuance of the 375th RUP for the Property or Non-RUP for more than 275,000 square feet of non-residential uses on the Property, whichever occurs first. Until such time as the life estate of Mr. and Mrs. David I. Meiselman, as more fully described in Proffer 31 below, expires, the Applicant reserves the right to defer construction of that portion of the trail system located on Land Bay E-F along the front of the dwelling known as Merrybrook and instead to bond construction of the deferred portion of the trail and re-route such portion of the trail along the sidewalk to be

constructed adjacent to the internal streets abutting Land Bay E-F. Any portion of the trail system not located within the area of park dedication as described in Proffer 30 shall be subject to a public access easement in a form acceptable to the office of the County Attorney. Upon expiration of the life estate, the Applicant shall complete construction of the north south trail system on Land Bay E-F.

- B. The Applicant shall construct within Land Bay A an asphalt trail a minimum of eight feet (8') in width suitable for pedestrian and bicycle use along the Dulles Airport Access and Toll Road frontage as depicted on the CDP/FDP. Construction of this trail shall occur coincident with development of the buildings in Land Bay A.

30. Park Dedication.

- A. The Applicant shall dedicate in fee simple to FCPA approximately 23 acres of land identified as Land Bays E-F and G on the CDP/FDP, less and except on a temporary basis the land area occupied by the life estate of Mr. and Mrs. David I. Meiselman as more fully described in this Proffer, for the development of public parkland. This area consists of approximately 6.8 acres in Land Bay E-F and 2.68 acres of Land Bay G located outside of the Resource Protection Area ("RPA") and area for private road use. At the FCPA's option, the streetscape elements and community stage on Land Bay E-F to the FCPA can either be dedicated with the Applicant providing maintenance in perpetuity, or may be retained in fee simple by the Applicant, with public access easements and private maintenance responsibilities. The CDP/FDP illustrates the use of the proposed parkland in Land Bay E-F as an urban park with active recreational facilities and the proposed parkland in Land Bay G as a passive park and stormwater management facility. 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 Land Bays E-F and G and to revise secondary facilities, add trails, picnic facilities, and other similar park facilities on Land Bays E-F and G, without the requirement for a FDPA if approved by FCPA and otherwise in general conformance with the CDP/FDP. In addition to dedication, the Applicant shall provide the following services and improvements in accordance with FCPA standards:
 - B. Access easements to the Board of Supervisors over the proposed private roads from Centreville Road and Sunrise Valley Drive to the park in a form approved by the County Attorney;
 - C. Preparation of requisite site plans and approvals of necessary construction and VDOT entrance permits;
 - D. Site preparation work 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;
- (iv) silt fencing;
- (v) rough grading of the field, secondary facilities and parking lot;
- (vi) installation of site drainage; and
- (vii) loaming and seeding of the disturbed area.

E. Construction of the following facilities on Land Bay F:

- (i) one (1) soccer field/community green with minimum playing dimensions of approximately 195' by 300' suitable for both adult and youth play and improved with a synthetic, all-weather turf surface and with field lighting sufficient to accommodate nighttime competitive play and designed to meet the requirements of Part 9 of Article 14 of the Zoning Ordinance;
- (ii) two (2) tennis courts;
- (iii) two (2) hard surface basketball courts;
- (iv) one (1) tot lot or playground with equipment comparable to that depicted on Sheet 19 of the CDP/FDP;
- (v) two (2) horse shoe pits and open play area;
- (vi) a covered stage, pergola, and/or architectural columns;
- (vii) picnic shelter, water fountain and tables;
- (viii) sidewalks and trails as described in Proffer 29A;
- (ix) a parking lot containing approximately 70 parking spaces;
- (x) retaining walls with decorative finish and a maximum height of six (6) feet above finished grade;
- (xi) seeding of the area of the portion of the urban park intended for recreational use but not improved with the soccer field;
- (xii) landscaping as generally shown on the CDP/FDP.

F. Construction of the following facilities in Land Bay G:

- (i) construction of the enhanced wetlands/storm water detention and water quality facility as described in Proffer 26 and as approved by DPWES;
 - (ii) landscape improvements and passive recreational facilities depicted on the CDP/FDP including boardwalks, a gazebo and interpretive nature exhibits along the length of Merrybrook Run, including the wetlands nature area;
 - (iii) trails as described in Proffer 29A; and
 - (iv) a parking lot containing approximately 15 spaces.
- G. ADA Accessibility: With the exception of trails, all recreational facilities constructed within the area to be dedicated to the Fairfax County Park Authority (FCPA) for park purposes shall be constructed to the accessibility standards and guidelines set forth by the United States Access Board for public park facilities. All trails located on land to be dedicated to the FCPA should be accessible to the maximum extent possible as determined by the FCPA Trail Coordinator. Recreational facilities other than park trails shall be approved by the FCPA ADA Coordinator prior to site plan approval.
- H. The dedication of the park land shall be subject to the following stipulations:
- (i) 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 Land Bay G prior to dedication.
 - (ii) The Applicant reserves the right to record sign easements on Land Bay E-F to accommodate entrance features and signage for the development along Centreville Road as generally depicted on Sheet 20 of the CDP/FDP and as may be similarly planned along Sunrise Valley Drive.
 - (iii) The Applicant reserves the right to record easements as may be reasonably necessary to construct and utilize various facilities and amenities as depicted on the CDP/FDP, such as streets, sidewalks, as well as utilities and facilities including but not limited to (i) access to the storm water detention pond and related SWM facilities on Land Bay G for the purpose of their operation and maintenance, and (ii) ingress and egress to the project along the primary entrance roads connecting to Centreville Road and Sunrise Valley Drive that traverse a portion of Land Bay E-F, as may be required at final engineering.
 - (iv) Mr. and Mrs. David I. Meiselman reserve and retain the right to reside in their dwelling on Land Bay E-F for the duration of their lives pursuant to the terms of a certain life estate homestead. The life estate homestead includes the main dwelling, accessory structures and approximately one acre of surrounding land including the driveway providing access to the dwelling as depicted on Sheets 4 and 15. The life estate is also served by

an appurtenant ingress-egress easement across a portion of Land Bay E-F in order to provide access to Centreville Road along the course of the main entrance road. For the duration of the life estate, use and lighting of the soccer field shall be prohibited after 10:00 pm. Thereafter, the use and lighting of the soccer field shall be permitted until 11:00 p.m. in keeping with FCPA's current standards. Upon expiration of the life estate, the area of the life estate shall be dedicated in fee simple to the FCPA except as may be permitted in Proffer 31 below.

- (v) In addition to soccer play, the soccer field/community green shall be programmed with other community activities, such as musical concerts, holiday events, etc., in a fashion designed to generate the urban park benefits.

The dedication of Land Bays E-F and G shall occur following completion of the improvements listed above which shall be in place and dedicated prior to the issuance of the 375th RUP or when more than 275,000 square feet has been issued one or more Non-RUPs, whichever occurs first. However, regardless of the issuances of RUPs or Non-RUPs, construction of the facilities and dedication of the land shall occur no later than five (5) years from the Board of Supervisors approval of this rezoning application.

Prior to first site plan approval for development of buildings on the Property, 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 facility construction in accordance with the specifications in this proffer.

- 31. Historic Structures. The Meiselman life estate located on Land Bay E-F as shown on Sheets 4 and 15 of the CDP/FDP and described in Proffer 30G(iv) above, is the site of several buildings which may have historical significance, including the primary dwelling known as the Radcliffe-Hanna House. Following the expiration of the Meiselman life estate, the land area of the life estate and the structures thereon shall be dedicated to the FCPA. The Applicant, however, shall preserve, maintain and manage the primary dwelling and other historically significant structures subject to the following conditions:
 - A. The Applicant shall, at its sole expense, commission a study to investigate (1) the historical significance of the structures, and (2) the architectural, engineering and cost requirements for restoring the structure(s) and potentially converting them for public use. The study shall be submitted to the Fairfax County Park Authority's Cultural Resources Management and Protection Section (CRMPS) for review and comment.
 - B. Based on the findings of the study, the Applicant shall at its sole discretion, and at its sole expense, decide to either: (1) restore, preserve, and maintain the significant structures in place and demolish all other structures; (2) offer the significant structures to a third party that can demonstrate the financial ability to restore, preserve, and maintain the exterior of the structures to specifications

required by the Virginia Department of Historic Resources for historic properties and demolish all other structures; (3) move the significant structures to another site for restoration and preservation; or (4) demolish the structures. In the event the Applicant elects to implement options (1) or (2) described in this paragraph, the Applicant or its designee shall enter into a lease agreement for structures with the FCPA in a form acceptable to both parties. In the event the structures are demolished according to option (4), the Applicant shall photograph, measure and otherwise document the significant structures in accordance with Historic American Building Survey (HABS) guidelines in coordination with CRMPS. The Applicant shall notify CRMPS in writing three (3) months prior to demolition of any significant structures.

- C. The Applicant shall photograph the exterior of the one-story stone house and one-story stone guest house, the free standing, hanging sign which sign was formerly located at the entry to the property but which was recently removed to accommodate construction of the improvements to Centerville Road described in Proffer 6.A. and which sign identified the farm and the entry road at the stone pillars located on parcel 16-3 ((1)) 39A to standards of the Historic American Buildings Survey (HABS) prior to the demolition of these buildings and elements. Completed photographs and negatives, or digital format photographs, shall be submitted to the Fairfax County Historic Preservation planner and to the Virginia Room of the Fairfax County Public Library prior to first site plan approval.

32. Off-Site Park Construction. The Applicant shall install and construct an unlighted, irrigated, natural surface, full size soccer field with associated parking and storm water management facilities in accordance with FCPA standards at a location in the Hunter Mill Magisterial District, as selected and determined by the FCPA in consultation with the Hunter Mill District Supervisor. The cost of designing, engineering, permitting and constructing such improvements shall be capped at \$1,300,000. In the event the improvements have not been completed within five years of the approval of this rezoning application, this capped amount shall be increased or decreased from the fifth anniversary of the approval of this rezoning application to the date of site plan approval for these off-site park improvements, by the index known as the *Marshall and Swift Building Cost Index*. The installation of the facilities described in this proffer, under the direction of FCPA, shall occur prior to the issuance of RUPs or Non-RUPs for more than 1,850,000 square feet of gross floor area on the Property. However, upon demonstration by the Applicant that despite diligent efforts, the park facilities have been delayed, the Zoning Administrator may agree to a later date for completion of the improvements.
33. Historic Marker. The Applicant shall improve the existing gravesites of Mr. and Mrs. J. Harold Lauenders located on the Property so as to enclose these gravesites with a fence erected of wrought iron or similar material. The Applicant shall further construct, in the immediate vicinity of the gravesites, an interpretative historical exhibit station or marker commemorating the history of the Lauenders' operation of Arrowhead Farm for over a half century in Fairfax County.

4. Route 28 Tax District. The Applicant shall provide prepayment of taxes that would be lost to the Route 28 Transportation Improvements Tax District by reason of the rezoning of parcels numbers 16-3 ((1)) 4B and 4C on the Fairfax County Tax Map from the I-4 zoning district to the PDC district with residential uses and 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 shall be made within sixty (60) days following the date on which an ordinance approving the Applicant's requested rezoning and these associated proffers is enacted. 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 the rezoning and final development plan shall mean that this rezoning and final development plan approval as requested by the Applicant shall not become effective and that this rezoning and final development plan decision shall be void in accordance with Virginia Code Section 15.2-4608(C).
35. 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. All residential units shall be constructed to conform with the requirements of the Uniform Statewide Building Code.
36. Notification. Tenants and/or initial purchasers of dwelling units on the Property shall be notified in writing of the plans or presence of the public park and the approval of the lighted soccer field on the Property. The notification shall be included in the homeowner's association documents.
37. Green Roofs. The Applicant shall incorporate green roofs for Buildings D-1 and D-4. The Applicant shall provide a confirmation from a qualified design professional at the time of building permit application that such appropriate design elements have been incorporated in the building plans. The green roof, or portions thereof, shall be intensive. An intensive green roof is defined as the planting of plants for the creation of a space or "rooftop garden" to be enjoyed by people. Any portion of the roof defined as an intensive green roof shall have at least 25% coverage in plantings in order to accommodate such amenities as pedestrian plazas, seating areas, walkways and the like. Nothing in this proffer shall prevent the Applicant from utilizing extensive vegetation such as turf grasses and small shrubs and vegetation, and Applicant shall have no obligation to install trees or other large growth plants on such roofs. Nothing in this proffer shall obligate the Applicant to ensure that 100% of the roof area is covered with vegetation or that 100% of the area will be designated for use as a green roof to allow for the possibility of architectural features such as skylights, penthouses and the like. Applicant will provide for at least 50% of the roof area to be designated as a green roof.
38. Owner Association(s). Prior to the issuance of the first Non-RUP or RUP for any phase of the Property, except the public park component, the Applicant shall establish in accordance with Virginia law an umbrella owners' association or comparable private management/maintenance agreement ("reciprocal management and maintenance

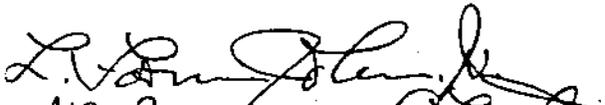
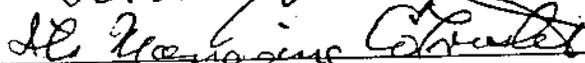
agreement") between the owners of the office buildings, residential buildings, retail buildings and hotel in order to manage and maintain the common areas and facilities constructed on the Property. Prior to the issuance of the first RUP for any residential condominium component of the Property, the Applicant shall cause a condominium owners' association ("COA") to be formed for that component in accordance with Virginia law for that residential condominium component to be constructed on the Property. The COA documents shall specify the maintenance obligations as may be outlined in these proffers and as may be agreed upon between the owners.

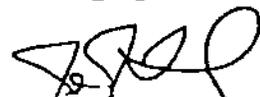
39. Retaining Walls. Certain retaining walls have been shown on the CDP/FDP. The Applicant reserves the right to modify these walls and add other retaining walls based on final engineering design. All retaining walls shall have a maximum height of 10 feet above finished grade and shall be constructed with decorative finishes.
40. 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 the Property or at any other location off the Property 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.
41. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicants and his/her successors and assigns.
42. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.
43. Severability. Any of the sections/buildings within the Property may be subject to Proffered Condition Amendments or Final Development Plan Amendments without joinder or consent of the other sections.

[SIGNATURES BEGIN ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER OF TAX MAP
16-3 ((1)) 39, 4, 5, 4B

RUTH C. LAUNDERS MARITAL TRUST


By: 
L. Farnum Johnson, Jr.,
Its Managing Co-Trustee


By: 
Jeffrey J. Fairfield,
Its Managing Co-Trustee

[SIGNATURES CONTINUED ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER OF TAX MAP
16-3 ((1)) 5A

WINIFRED CHARM MEISELMAN REVOCABLE
TRUST

By: David I. Meiselman, Its Co-Trustee
David I. Meiselman,
Its Co-Trustee

By: Winifred C. Meiselman, Its Co-Trustee
Winifred C. Meiselman
Its Co-Trustee

[SIGNATURES CONTINUED ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER OF TAX MAP
16-3 ((1)) 5A

DAVID I. MEISELMAN REVOCABLE TRUST

By: David I. Meiselman, Its Co-Trustee
David I. Meiselman,
Its Co-Trustee

By: Winifred C. Meiselman, Its Co-Trustee
Winifred C. Meiselman
Its Co-Trustee

[SIGNATURES CONTINUED ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER OF TAX MAP
16-3 ((1)) 5A

MEISELMAN FAMILY, LLC

By: David I. Meiselman, Its Managing Member
David I. Meiselman,
Its Managing Member

By: Winifred C. Meiselman, Its Managing Member
Winifred C. Meiselman,
Its Managing Member

[SIGNATURES END]