

PROFFERS

Park Crest SPE Phase I, L.L.C.

PCA 2002-PR-016-2

May 7, 2010

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Park Crest SPE Phase I, L.L.C. (hereinafter referred to as the "Applicant"), for itself, successors and assigns in PCA 2002-PR-016-2, filed for property identified as Tax Map 29-4 ((7)) A6, A9, 29-4 ((13)) C1, 102-109, 113-117, 201-219, 301-319, 401-419, 501-519, 601-619, 701-719, 801-819, 901-919, 1001-1019, 1101-1119, 1201-1219, 1301-1319, 1401-1419, 1501-1519, 1601-1619, 1701-1719, 1801, 1802, 1808, 1810, 1812, 1814, 1816, 1818, 1819, 1901, 1902, 1906, 1908, 1910, 1912, 1914, 1916, 1918, 1919, and 29-4 ((14)) C1, 1C (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors (the "Board") approves PCA 2002-PR-016-2 and the Planning Commission approves FDPA 2002-PR-016-2. These proffers shall replace and supersede all previous proffers approved on the Application Property and all previous proffers for the Application Property shall be null and void and of no further effect on the Application Property.

1. Development Plan

- A. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA") prepared by VIKA, Incorporated dated March 24, 2004 as revised through April 9, 2010 except as otherwise provided herein. It shall be understood that the CDPA shall be limited to only those elements of the plan that depict points of access (except those shown in the Linear Urban Park),

the amount and location of open space, peripheral setbacks, limits of clearing and grading, building heights, and the total number and general location of buildings (the "CDPA Elements"). The Applicant has the option to request an FDPA for elements other than CDPA Elements from the Planning Commission for all or a portion of the CDPA and related development conditions, if any, in accordance with the provisions set forth in Section 16-402 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance") if the amendment is in conformance with the approved CDPA and the proffers.

- B. The total site area is 590,033 square feet or 13.5453 acres ("Gross Tract Area") and the overall maximum density shall not exceed 3.0 floor area ratio ("FAR") or 1,770,099 square feet of gross floor area ("GFA").
- C. Buildings 1, 2, 3, 3A and 4 shall be developed with a parking structure as depicted on the CDPA/FDPA, which shall be common as to pedestrian and/or vehicular access from each section of the parking structure throughout the Application Property. The parking structure may be built in multiple phases so long as parking for each phase is provided per the Zoning Ordinance, as may be modified by the Board, and is in substantial conformance with the CDPA/FDPA. Building 5 has been developed with a separate parking structure as depicted on the CDPA/FDPA.
- D. The maximum permitted GFA cited above is exclusive of approximately 250,000 square feet of cellar space (as defined by the Zoning Ordinance) to be utilized for multifamily dwelling units or other secondary uses as shown on the CDPA/FDPA. Parking shall be provided for all cellar space in accordance with applicable

Zoning Ordinance provisions. No more than 187,500 square feet of cellar space shall be used for residential units.

- E. The maximum number of residential units to be developed on the Application Property, whether located within GFA or cellar space (as defined by the Zoning Ordinance), shall be 1,354 units.

2. **Minor Modifications** - Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications to the FDPA may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on the FDPA provided such changes are in substantial conformance with the FDPA as determined by the Department of Planning and Zoning (“DPZ”) and do not increase the total amount of square footage, decrease the overall square feet or percentage of open space, decrease the setback from the peripheral lot line, or substantially change the location of natural open space areas or the streetscape elements. Landscaped open space created with site plan and building design may be rearranged, relocated or reshaped as long as the number of trees and foundation plantings do not decrease, the area does not decrease, and it is in substantial conformance with the CDPA/FDPA. Streetscapes shall be designed and constructed in substantial conformance with the Details A-G shown on Sheet 12. Notwithstanding that which is shown on the CDPA/FDPA, retaining walls up to three (3) feet in height may be installed on the Application Property to facilitate preservation of trees.

3. **Uses**

- A. Principal Use -- The principal use shall be multifamily residential.
- B. Secondary Uses

i. Affordable Dwelling Units

ii. Retail/Secondary Uses:

Secondary uses shall include 30,000 – 55,000 square feet of GFA and up to 62,500 square feet of non gross floor area (GFA) cellar space in retail sales establishments, eating establishments, and/or other secondary uses as listed below, and of which a total of up to 12,000 square feet may be distributed within the cellars of Buildings 2, 3, 3A and/or 4. The 12,000 square feet of cellar space may be used for retail and secondary support uses within Buildings 2, 3, 3A and 4 and shall primarily serve homeowners, tenants and guests. No one high-rise building shall exceed 6,000 square feet of the 12,000 square feet total of cellar space.

iii. Secondary uses as permitted in the Planned Residential Mixed-Use (PRM) District and listed in Section 6-403 of the Zoning Ordinance may include the following:

1. Accessory uses and home occupations as permitted by Article 10 of the Zoning Ordinance
2. Bank teller machines, unmanned
3. Commercial and industrial uses of special impact (Category 5), limited to:
 - A. Fast food restaurants
 - B. Quick-service food stores
4. Commercial recreation uses (Group 5), limited to:

Health clubs and similar commercial recreation uses

5. Eating establishments
 6. Financial institutions
 7. Hotels, motels
 8. Offices
 9. Medical Care Facility
 10. Personal service establishments
 11. Quasi-public uses (Category 3), limited to:
 - A. Child care centers and nursery schools
 - B. Colleges, universities
 - C. Private clubs and public benefit associations
 - D. Private schools of general education
 - E. Private schools of special education
 12. Retail sales establishments
- iv. Signage for the Application Property will be primarily for residents, tenants, and guests and shall be permitted in accordance with CSP 2002-PR-016, or as may be permitted in accordance with Article 12 of the Zoning Ordinance. All signage may be modified by the approval of an amendment to CSP 2002-PR-016.

C. Temporary Signs

- i. No temporary signs (including “popsicle” style paper or cardboard signs) that are prohibited by Article 12 of the Zoning Ordinance, and no signs that are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicant or at

the Applicant's direction to assist in the advertising, marketing, sale, rental, or leasing of residential dwelling units and any commercial, retail, office, or any other secondary use space, on the Application Property. Furthermore, the Applicant shall direct its agents and employees involved in the advertising, marketing, sale, rental, or leasing of residential dwelling units, and any commercial, retail, office, or any other secondary use space, on the Application Property to adhere to this proffer.

- ii. For purposes of this proffer, the Applicant shall be considered to include, but not be limited to, any person, company, or other entity involved in the design, building, site planning, site work, and any other development of the Application Property, any person, company, or other entity involved in the advertising, marketing, sale, rental, or leasing of residential dwelling units and any commercial, retail, office, or any other secondary use space, on the Application Property, any tenant, lessee, or licensee of such space, whether or not the person or company is related to, affiliated with, or has a contractual relationship with the Applicant.

- D. Any additional Principal and Secondary uses specified in the PRM District and not specifically listed in Proffer 3B may be permitted within the buildings with the approval of a Final Development Plan Amendment and/or Special Exception application or Special Permit application, as applicable. A Proffered Condition Amendment ("PCA") application shall not be required, so long as the layout is in substantial conformance with the CDPA.

4. Subdivision of the Application Property

- A. Building 5 and the Corner Park -- A separate lot has been created for Building 5 and a separate lot has been created for the Corner Park, with the remaining land used as the basis for determining average grade, cellar, and other elements.
- B. Buildings 1, 2, 3, 3A, and 4
 - i. Future subdivision of the Application Property shall not require a PCA or FDPA.
 - ii. The calculation of height for Buildings 1, 2, 3, 3A, and 4 shall be determined on average grade pursuant to “Grade Demonstration for Height” detail on Sheet 16 of the CDPA/FDPA and as further described in Proffer 1C.

5. Umbrella Owners Association, Condo Owners Associations, and Individual Building Owner(s)

- A. Formation of Umbrella Owners Association and Individual Condominium Owners Associations.
 - i. Umbrella Owners Association – An Umbrella Owners Association (UOA) shall be maintained in accordance with Virginia law.
 - ii. Condominium Owners Association
 - (a) Prior to the issuance of a RUP for each future phase of development of the Application Property, the Application shall establish a Condominium Owners Association (COA), as necessary for each phase of owner-occupied condominium units in accordance with Virginia law.

- (b) Each COA shall be a member of the UOA with weighted voting rights based on either the number of dwelling units or the proportion of square footage of residential units within the COA.
- (c) In the event that a future phase includes rental units, the building owner(s) shall be a member of the UOA with weighted voting rights based either on the number of dwelling units or the proportion of square footage of residential units in the building(s).

B. COA and Individual Building Owner(s) Maintenance Obligations

- i Each COA and each owner of a rental building shall have specific land areas of the Application Property within its boundaries, and shall assume all maintenance obligations required by these proffers for infrastructure within those boundaries except for those maintenance obligations to be performed by the UOA pursuant to Proffer 5C.
- ii Maintenance obligations may be shared by COAs and building owner(s) for various phases of development of the Application Property pursuant to shared maintenance agreements.
- iii Purchasers of individual condominium units shall be advised prior to entering into a contract of sale and in the COA documents that the COA shall be responsible for those obligations listed in these proffers.

C. UOA Maintenance Obligations

- i. The UOA may have specific maintenance responsibilities which shall include, but not be limited to, the following:

- (a) Maintenance of private streets, sidewalks, plazas, open space, stormwater management facilities, recreational facilities, and other common areas within the Application Property, including standard cleaning and lawn/landscaping maintenance;
- (b) Maintenance of the Linear Urban Park;
- (c) Repair of surfaces and site furnishings;
- (d) Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size or larger and similar species as originally approved on the landscape plan;
- (e) Maintenance of trash receptacles in bus shelters as provided in Proffer 6.

ii. Private Street Reserve Fund

The UOA documents include a Reserve Fund, that has been initially funded by the Applicant, and shall be used to fund maintenance of the private streets and sidewalks.

D. UOA and COA Disclosure

Purchasers shall be advised prior to entering into a contract of sale and in the UOA documents and in the COA documents that the UOA and the COA shall be responsible for the obligations listed in these proffers.

6. Transportation

- A. Intersection/Access Improvements -- The Applicant has provided all intersection and access improvements shown on the CDPA/FDPA consistent with each phase of development as indicated on the Phasing Plan as shown on Sheet 17, and as

approved by the Department of Public Works and Environmental services (DPWES) with the applicable site plan.

B. Private Streets

- i. The on-site private streets shall be constructed in conformance with the Public Facilities Manual (PFM). Said streets shall be constructed of materials and depth of pavement consistent with Section 7-502 of the PFM.
- ii. A public ingress-egress easement for emergency, fire, rescue, and public safety shall be granted over the private streets and sidewalks. Said easements may be provided on a phased basis and shall be recorded with each applicable site plan approval.

C. Entrances – All entrances to the Application Property shall be designed and constructed to the satisfaction of the Virginia Department of Transportation (VDOT).

D. Bus Shelters

- i. The Applicant has provided a payment in the amount of Forty Thousand Dollars (\$40,000.00) to Fairfax County to be used toward funding two (2) Metro-quality bus shelters in locations within WEST*PARK and within VDOT right-of-way in locations mutually acceptable to the Applicant and the Fairfax County Department of Transportation. The Applicant shall coordinate with the Fairfax County Department of Transportation to designate specific locations, but shall have no further monetary obligation under this proffer. If the shelters are located within VDOT right-of-way

contiguous to the Application Property, the Applicant shall provide all necessary easements to allow for the installation of the bus shelters.

- ii. The UOA and COA documents shall require the UOA to provide and maintain trash receptacles at these bus shelters if the shelters are contiguous to the Application Property.
- E. Utility Relocations – The Applicant may request an administrative approval of minor revisions to any public street improvement as shown on Sheets 15 and 17 of the CDPA/FDPA in order to accommodate any existing utilities (including telecommunications or fiber optics as shown on Sheets 4 and 15 of the CDPA/FDPA) within current or future VDOT right-of-way.
- F. Traffic Mitigation – The Applicant has contributed to the Tysons Transportation Fund for nonspecific mitigation of traffic generated by the development of the Application Property. The funds may be used for a Tysons Corner traffic study or any other transportation improvements within the Tysons Corner area as deemed appropriate by the Board.
- G. Traffic Signal Warrants Study
- i. Prior to the first Residential Use Permit (RUP)/Non-Residential Use Permit (Non-RUP) for the last of Buildings 2, 3, or 3A to be constructed, the Applicant shall submit a traffic signal warrant study to VDOT for review and approval of the intersection of Park Run Drive and the southern entrance to the Application Property on Park Run Drive. If VDOT determines that a signal is warranted, the Applicant shall design, permit, provide equipment, and construct said traffic signal to comply with

VDOT standards. In the event that VDOT does not approve the installation of a traffic signal at this location, no signal shall be required and there shall be no further obligation under this proffer.

- ii. Any modifications to the signal heads, poles, controllers, and/or sensors required to implement the lane configuration and split phase southbound Park Run Drive onto eastbound Westpark Drive as shown on Sheet 15 of the CDPA/FDPA shall be at the sole expense of the Applicant, subject to VDOT approval.

7. **Parking** -- Parking shall be provided as approved by DPWES and the Board in conjunction with this application. The Applicant reserves the right to request a future parking reduction or shared parking agreement pursuant to Article 11 of the Zoning Ordinance. Any modification to the proposed parking shall not require a PCA or FDPA, provided the layout is in substantial conformance with the CDPA/FDPA. The number of parking spaces represented on the CDPA/FDPA is based on preliminary estimates; the final number of parking spaces provided at the time of site plan submission shall be consistent with the CDPA/FDPA, any approved parking reduction, and the number of units developed. The Applicant reserves the right to provide parking in excess of the minimum required by Article 11 of the Zoning Ordinance or approved parking reduction, so long as it does not decrease open space and is in substantial conformance with the CDPA/FDPA.

8. **Landscape Plan**

- A. A landscape plan(s) corresponding to each phase of the Application Property shall be submitted as part of each site plan and shall be in substantial conformance with

the design shown on Sheet 11 of the CDPA/FDPA. A landscape plan for the Linear Urban Park as depicted on the CDPA/FDPA, including paving and amenities, shall be included with the site plan for the last multifamily building on the Application Property.

- B. The landscaped plan(s) shall include detailed streetscape, courtyard, and open space landscaping. Said plan(s) shall be coordinated and approved by the Urban Forest Management Division (UFMD).
- C. Existing street trees along Park Run Drive, and Westpark Drive, shall be preserved to the extent possible, as determined by UFMD and VDOT. Replacement street trees shall be a minimum of three-inch (3") caliper at the time of planting.
- D. Tree Preservation Plan – The Applicant shall submit a tree preservation plan as part of each site plan submission. The preservation plan shall be prepared by a professional with landscape experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and reviewed and approved by DPWES. 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 (12") in diameter and greater, located ten (10) feet to either side of the limits of clearing and grading as shown on the CDPA/FDPA for the entire site. The tree survey shall also include areas of clearing and grading not shown on the CDPA/FDPA resulting from engineering requirements, such as off-site clearing and grading for utilities or stormwater outfall. 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 mulching, fertilization, and others as necessary, shall be included in the plan.

- E. Tree Preservation Fencing – All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fencing. Tree protection fencing shall be four feet (4') high, with 14 gauge welded wire, attached to six foot (6') steel posts driven eighteen inches (18") into the ground and placed no farther than ten feet (10') apart, shall be erected around all tree save areas that are adjacent to future construction. All tree protection fencing shall be installed prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fences, except super silt fence, shall be performed under the supervision of a certified arborist. Three (3) days prior to the commencement of any clearing, grading, or demolition activities, DPWES shall be notified and given the opportunity to inspect the Application Property to ensure that all tree protection devices have been correctly installed.
- F. Site Monitoring – The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers. The monitoring schedule shall be described and detailed in the tree preservation plan, and reviewed and approved by DPWES.
- G. Limits of Clearing and Grading – The Applicant shall conform to the limits of clearing and grading as shown on the CDPA/FDPA, subject to necessary

encroachment for the installation of utilities, public and private, and/or trails, as determined necessary by the Director of DPWES. If it is determined that necessary encroachments to install utilities, public and private, and/or trails outside the limits of clearing and grading as shown on the CDPA/FDPA, they shall be located in the least disruptive manner necessary as determined by the UFMD. A replanting plan shall be developed and implemented, subject to approval by UFMD, for any area outside the limits of clearing and grading that must be disturbed.

- H. Reforestation – A reforestation plan for the Linear Urban Park shall be submitted concurrently with the site plan submission for the last multifamily building associated with this CDPA/FDPA for review and approval by the UFMD. The plan shall propose an appropriate selection of species based on existing and proposed site conditions to restore the area to a native forest cover type. The reforestation plan shall include, but not be limited to the following:
- i. Plant list detailing species, sizes and stock type of trees and other vegetation to be planted;
 - ii. Soil treatments and amendments if necessary;
 - iii. Mulching specifications;
 - iv. Methods of installation;
 - v. Maintenance;
 - vi. Mortality threshold;
 - vii. Monitoring;
 - viii. Replacement schedule.

The reforestation shall occur prior to the issuance of the first RUP for the last multifamily building and its completion shall be a prerequisite to final bond release for the last multifamily building constructed on the Application Property.

- I. Interim Landscaping – Interim landscaping, to include a plant nursery on approximately 0.85 acre on future sites of Buildings 2, 3 and 3A, as well as temporary screening for the temporary sediment basin located in proximity to the Westpark Drive and Park Run Drive intersection, shall be provided as shown on Sheet 21 of the CDPA/FDPA. Notwithstanding that which is shown on the CDPA/FDPA, the final selection of species and size shall be made by the Applicant in coordination with UFMD at time of planting. The general appearance of the plant nursery shall be as depicted on the CDPA/FDPA. The interim landscaping shall be planted on a staggered schedule as described on the CDPA/FDPA commencing within 90 days of approval of this application, weather permitting to ensure maximum survival. Nursery stock may be transplanted to other areas of the Application Property in conjunction with site plans submitted for Buildings 2, 3 and 3A.

9. Pedestrian Facilities

A. On-Site

- i. The Applicant shall construct a comprehensive sidewalk system, with ADA accessible elements as required by ADA standards within the developed portions of the Application Property as generally shown on Sheet 14 of the CDPA/FDPA. Crosswalk connections between all retail

and residential components of the Application Property shall also be provided.

- ii. Construction of sidewalks shall be concurrent with the corresponding phase of development on the Application Property, except where physical conditions preclude construction until a later phase of development.
 - iii. Sidewalks within or contiguous to VDOT right-of-way shall conform to VDOT standards to the satisfaction of DPWES. Any sidewalk accepted by VDOT shall be VDOT's responsibility for purposes of liability, repair, and maintenance.
 - iv. The Applicant shall grant a public access easement for the trail within the Linear Urban Park with the last multifamily building to be constructed.
 - v. Pedestrian access to Westpark Drive for the residents and guests of Buildings 1, 2, 3, 3A, and 4 shall be provided through a combination of sidewalk(s) and elevator access as shown on Sheet 14 of the CDPA/FDPA.
- B. Off-Site – Due to prior contributions in the amount of Fifty Thousand Dollars (\$50,000.00) to the Providence Trail Fund, the Applicant shall have no further commitments to fund off-site pedestrian facilities.

10. Recreational Facilities

- A. Bicycle Racks – Bicycle racks in secured and covered areas shall be provided.
- B. Recreational Facilities
 - i. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding recreational facilities for the residential uses.

- ii. For those 466 residential units located in Buildings 4 and 5 that were issued RUPs prior to the approval of this application, a minimum of \$955.00 per residential unit has been expended to construct recreational facilities. For the remainder of the residential units constructed on the Application Property, the Applicant shall expend the sum of \$1,500.00 per residential unit for recreational facilities as described below.
- iii. The Applicant shall receive credit against the Zoning Ordinance's minimum expenditure for the cost of on-site recreational facilities, which credit shall include, but not limited to, the cost of improvements for swimming pools, sun deck(s), outdoor seating areas, pedestrian trails (except for trails required by the Fairfax County Comprehensive Plan), plazas, furnishings for the Corner Park, indoor recreational facilities (such as weight training equipment, fitness equipment, billiard room(s), card and game room(s), and indoor multi-purpose court(s)).
- iv. Shared Recreational Facilities
 - (a) Recreational facilities developed on the lots for any Building may be for the sole use of that Building.
 - (b) Nothing herein shall preclude each Building from having a separate COA, as applicable, in which case the COAs or individual building owners(s) may share the use and costs of recreational facilities based on a mutually agreed pro-rata share.

- v. The Applicant shall receive credit for the Zoning Ordinance's minimum recreational facility expenditure requirement for all improvements within the Linear Urban Park or the Corner Park as shown on the CDPA/FDPA.

C. Linear Urban Park

- i. The Applicant shall construct a Linear Urban Park, of not less than 1.0 acre or more than 1.29 acres along the western property line of the Application Property as shown on the CDPA/FDPA, subject to density credit pursuant to Article 2-308 of the Zoning Ordinance. As noted on the CDPA/FDPA, the Applicant reserves the right to adjust the final location at the time of final design of future phases so long as the Linear Urban Park is generally located as shown on the CDPA/FDPA.
- ii. The Applicant reserves the right to use portions of the proposed Linear Urban Park for construction staging prior to such Linear Urban Park construction as shown on the CDPA/FDPA. The Applicant shall stabilize, restore, and landscape any area used for construction staging.
- iii. The Applicant reserves the right to establish and record any public or private easements necessary to accomplish the proposed development so long as it does not preclude development and landscaping of the Linear Urban Park as shown on the CDPA/FDPA. All easements shall be in a form acceptable to the County Attorney.
- iv. The Applicant shall develop and construct a five to six foot (5' to 6') wide trail within the Linear Urban Park commencing at a point on Westpark Drive and terminating at a point on Park Run Drive as generally shown on

the CDPA/FDPA. The trail shall be constructed with a combination of concrete sidewalk, concrete stairs, asphalt or other materials. The trail shall be lighted and the illumination level shall not be in excess of tread lighting as determined by the applicable Virginia Uniform State Building Code (VUSBC) standards. Lighting shall also conform to the lighting standards in Article 14 of the Zoning Ordinance. All park amenities shall be constructed by the Applicant.

- v. The Linear Urban Park shall be maintained by the UOA and this obligation shall be disclosed in the UOA and COA documents.
- vi. The park, trail, and other amenities within the park shall be constructed as a prerequisite to bond release of the last multifamily building constructed. Such park shall be maintained as an active and passive recreation facility as generally shown on the CDPA/FDPA except as set forth herein. The exact type and location of facilities shown on the CDPA/FDPA may change subject to compliance with the requirements of these proffered conditions. Except as qualified below, the UOA may fence and gate the Linear Urban Park and trail to deny access to the public and avoid any associated liability or creation of unintended property interest. The Applicant shall grant an access easement for the purposes of active and passive recreational purposes to the Linear Urban Park to the parcels shown as 29-2 ((18)), 29-1 ((22)) 1 (known as the Lincoln and Fountains of McLean) in a location along the common boundary of those parcels and the Application Property, provided that a reciprocal access easement for

the purposes of active and passive recreational purposes is granted to the Applicant, or its successors and assigns, by the owner(s) of the parcels, shown as 29-2 ((18)), 29-1 ((23)) and 29-3 ((22)) 1, to the Natural Corridor and Storm Drain Easement recorded in Deed Book 6927, at Page 1185 in the Fairfax County land records and as generally shown on Sheet 4 of the CDPA/FDPA. The Applicant shall also construct a trail connection from the agreed access point with the adjacent property to the trail system within the Linear Urban Park. In the event that an agreement for reciprocal easements cannot be reached prior to submission of the site plan for the last multifamily building, the Applicant shall demonstrate such failure to the Providence District Supervisor and the Director of the Fairfax County Department of Zoning Evaluation Division, and the reciprocal access easements shall not be required.

- vii. The number, location and configuration of access points to the Linear Urban Park shall be field located at time of site plan review for the site plan associated with the last multifamily high rise building and depicted on all subsequent site plans for the Application Property.

D. Corner Park

- i. The Corner Park has been developed as generally shown on the CDPA/FDPA and shall be deemed a private park that is owned and maintained by the Applicant, and its successors or assigns, specifically, the UOA once established. The Corner Park shall offer unrestricted daylight access to the public through the recordation of a public access

easement in a form as reviewed and approved by the County Attorney. Said easement shall be recorded prior to bond release of the last multi-family building on the Application Property, or upon demand by Fairfax County. The Applicant and its successors or assigns may fence the park in accordance with Sheet 5A of the CDPA/FDPA. Fencing for the Corner Park, if installed, shall be metal, iron or aluminum, in combination with brick or stone pilasters or columns and in concert with the architecture of building architecture as described in Proffer 13A below. The fence height shall be no greater than four (4) feet. The exact points of access shall be determined by the Applicant. At least once annually, but for no more than seven (7) consecutive days, access may be denied to the Corner Park to prevent the creation of unintended property interest and for the sole use of community events. The Applicant further reserves the right to periodically close the Corner Park for maintenance and repair.

- ii. Three inch (3") caliper shade trees shall be planted with a spacing of forty to fifty feet (40'-50') on center between the sidewalk and Corner Park, located on Westpark and Park Run Drives, as shown on Streetscape Section A, Sheet 12 of the CDPA/FDPA and as recommended by the Fairfax County Comprehensive Plan's Non-Core Areas Streetscape Design Concept for Tysons Corner Urban Center.

E. Westpark Drive Plaza

The Applicant shall construct the Westpark Drive Plaza (the "Plaza"), including a seasonal water wall feature, to the east of Building 1 as generally shown on

Sheets 21A-21E of the CDPA/FDPA. The Plaza shall be included and approved with the site plan for Building 2. The Plaza shall be constructed by the Applicant prior to the issuance of the last RUP for Building 2, and maintained by the UOA. The Plaza shall include a seasonal water feature, landscaping and a central open space as generally depicted on Sheets 21A-21E of the CDPA/FDPA. The Plaza shall offer unrestricted daylight access to the public through the recordation of a public access easement in a form as reviewed and approved by the County Attorney. Said easement shall be recorded prior to bond release of the site plan for Building 2. Fencing for the Plaza, if installed, shall be metal, iron or aluminum, in combination with brick or stone pilasters or columns and in concert with the architecture of building architecture as described in Proffer 13A below. The fence height shall be no greater than four (4) feet. The exact points of access shall be determined by the Applicant. At least once annually, but for no more than seven (7) consecutive days, access may be denied to the Plaza to prevent the creation of unintended property interest and for the sole use of community events. The Applicant further reserves the right to periodically close the Plaza for maintenance and repair.

11. Stormwater Management

- A. Stormwater and Best Management Practices – Stormwater Management (SWM) and Best Management Practices (BMPs) shall be provided for the Application Property as shown on the CDPA/FDPA and approved by DPWES. Stormwater management detention shall be provided in three (3) separate underground detention facilities as shown on Sheets 18-18G of the CDPA/FDPA. Water

quality controls shall be provided in four (4) separate underground BMP facilities as further described on Sheets 18-18G of the CDPA/FDPA and through the dedication of a conservation easement. Modifications may be approved by DPWES at time of site plan without requiring a CDPA/FDPA or PCA as long as the system(s) is in substantial conformance with the CDPA/FDPA. In addition, temporary sediment basins shall be permitted in accordance with approved waiver #5166-WPFM-004-1, as may be modified by DPWES at time of site plan approval for future phases of development. The temporary sediment basin located closest to the Westpark Drive and Park Run Drive intersection may remain on the Application Property as approved by DPWES in waiver #5166-WPFM-004-1, as may be modified, until completion of construction of Building 3. The second temporary sediment basin located on the Application Property shall be removed upon completion of construction of Building 1. Completion of construction of the Buildings described herein shall be evidenced by final bond release.

B. Maintenance

- i. The SWM and BMP facilities shown on the CDPA/FDPA shall be initially maintained by the Applicant, its successors or assigns, specifically, the UOA, once established, in accordance with DPWES regulations.
- ii. The maintenance responsibility for the vaults constructed under 5166-SP-001 has been incorporated into a Stormwater Management Agreement (the "Agreement") that is recorded among the Fairfax County land records in Deed Book 18110 at page 594. Additional stormwater management agreements to satisfy maintenance responsibility for future vaults shall be

recorded at such time as those vaults are constructed with future development phases. Maintenance responsibilities shall be included in the UOA and COA documents provided to each purchaser and disclosed to potential purchasers before entering into a contract of sale.

- iii. The Applicant has established reserve funds in accordance with the initial recorded Agreement for maintenance of the constructed facilities and for replacement cost based on the life expectancy of the system. Additional reserve funds shall be established as future Agreements are recorded.

12. Energy Conservation and Green Building Techniques

- A. All dwelling units in Buildings 4 and 5 on the Application Property shall meet the thermal standards of the Cabo Model Energy Program for efficient homes, or its equivalent, as determined by DPWES for either electric or gas energy homes, as applicable.
- B. All dwelling units in Buildings 1, 2, 3 and 3A shall include the following.
 - i. Energy Star kitchen appliances.
 - ii. Energy Star programmable thermostats.
 - iii. Low volatile organic compound (VOC) carpet.
 - iv. Low VOC paint.
 - v. Low flow shower heads, bath faucets and kitchen faucets.
 - vi. Operable windows.
 - vii. Separate electric meters or submeters.
- C. All common areas in Buildings 1, 2, 3, and 3A shall include the following:

- i. Lighting on motion sensors in all secondary areas (such as bathrooms, trash rooms, resident storage areas, and model units, if applicable to the Building).
 - ii. Low VOC carpet and paint.
 - iii. Low flow plumbing fixtures in common area bathrooms.
 - iv. A restriction on indoor smoking.
- D. Buildings 1, 2, 3 and 3A shall be constructed and operated in accordance with the following:
- i. Provision of a recycling center for residents.
 - ii. Reduction/Diversion of construction waste by a minimum of 50%.
 - iii. Installation of low flow drip irrigation or low flow sprinklers in landscaped beds requiring irrigation.

13. Architectural Design

- A. The architectural design of the buildings shall be in general conformance with the elevations shown on Sheets 9, 9A, 10, 10A, 10B, 10C and 10D and Architectural Sheets A001, A100-A109, A200-202, and A301 of the CDPA/FDPA. Modifications may be made to the final architectural design so long as the modifications are generally consistent with the elevations in the CDPA/FDPA.
- B. Exterior building materials will consist of brick, glass, metal and cementitious panels, precast concrete, stucco (but not EIFS) or combinations thereof.
- C. Each building shall utilize similar materials and colors and design features on all of its sides.

- D. Architectural surface treatments which are generally consistent with the associated building architecture shall be used on all parking structures and garage walls. There shall be no increase in height of the exposed garage walls from that shown on the CDPA/FDPA. The height of the exposed garage walls shall vary between two feet and forty-five feet (2'-45') as shown on the CDPA/FDPA.
- E. Retaining Walls -- Retaining walls shall be in general conformance with top of wall/bottom of wall elevations as shown on Sheet 4 of the CDPA/FDPA. The exposed surface treatment shall be primarily natural or synthetic stone, brick, rubble, cobble stone, field stone or flag stone formliners. Elevations showing surface treatment options shall be shown on all future site plans associated with this CDPA/FDPA and any revisions thereto that affect retaining walls.
- F. Open Greenscreen -- In the event that the garage walls are not solid and are open parking structures as defined by the VUSBC and are internally lighted pursuant to Proffer 15.B(ii) below, openings shall receive architectural grill work, grates, or other architectural enhancements to visually occlude the impacts of the garage openings without jeopardizing the ventilation intended by the VUSBC.
- G. The Applicant agrees to maintain the minimum twenty-six foot (26') setback established with the construction of completed Building 4 from the westernmost property line for Building 4 and that portion of the related parking structure immediately below Building 4 to allow for additional landscaping between that portion of the Building 4 parking structure and the existing residential building to the west of Building 4.

H. The Applicant will not increase the height of the buildings from the height shown on the CDPA/FDPA nor create a larger shadow impact on the abutting properties to the northwest (the Lincoln and Fountains of McLean, identified as Fairfax County tax map reference 29-2 ((18)), 29-1 ((22)) 1).

14. **Geotechnical Report** – If required by DPWES, the Applicant shall submit geotechnical studies at time of site plan submission and the recommendations of said studies shall be implemented, as required by DPWES.

15. **Lighting**

A. Outdoor Lighting

- i. All lighting shall meet the minimum requirements of Article 14 of the Zoning Ordinance. Any illuminated signage shall be internally illuminated, unless such signage is located on the sides of a canopy in which case it may be internally illuminated or backlit. The background of any internally illuminated signs shall be opaque with translucent text, or shall be of non-white colors.
- ii. Notwithstanding the “Typical Light Fixture” shown on Sheet 16 of the CDPA/FDPA, all outdoor lighting fixtures shall be full cut-off lighting and fully-shielded.

B. Neighborhood Lighting Mitigation

- i. During construction, the Applicant will comply with Article 14-902 Paragraph 2(G) of the Zoning Ordinance. In addition, the Applicant will attempt to reduce glare from OSHA, VOSHA, VUSBC and local ordinance required superstructure lighting to the maximum extent possible

without violating OSHA, VOSHA, and VUSBC laws or regulations, or local ordinances. Such measures as additional cut-off shields, lower intensity or reduced number of light bulbs, or dimming or extinguishing lights after 10:00 p.m. will be presented to the appropriate inspectors for approval. The Applicant's inability to obtain approvals for diminished lighting beyond the measures required by Article 14-902, Paragraph 2(G) of the Zoning Ordinance shall not be grounds for a zoning violation, stop work order, or cessation of existing or future site plans or building permits. The Applicant will not use any high intensity floodlights on the Application Property during after-construction hours, unless mandated by OSHA, VOSHA, or VUSBC laws or regulations.

- ii. Any lighting within parking structure(s) that are not constructed of solid walls and along the perimeter of the parking structure(s) shall be full cut-off, of low intensity and recessed design, and shall be directionally shielded, to mitigate the impact on the adjacent residences and shall meet the requirements of Article 14 of the Zoning Ordinance.

16. Telecommunications Equipment

- A. Telecommunications equipment serving the Application Property associated with the retail and residential uses, may be placed on the proposed residential building(s) rooftop(s); however, any such facilities must:
 - i. Comply with the Zoning Ordinance; and
 - ii. Be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they shall not be visible from the surrounding streets

at street level. Other screening measures may be used, such as including the facilities as part of the architecture of the building(s), utilizing comparable colors, or employing telecommunications screening material, and flush-mounted antennas.

- B. License for Public Use Antennas – The Applicant shall provide a no-cost, a ten (10) year license agreement to Fairfax County for the County’s installation, maintenance, and operation of a maximum of four (4) whip antennas and a maximum of 200 square feet of roof surface for an equipment cabinet to be located on either Building 2 or 3. The Applicant shall approve the specific building and rooftop location(s). The license agreement shall require compliance with all the performance standards set forth in Proffer 16A above and stipulate that the antennas are for public use purposes only (police, fire, rescue, homeland security). The license agreement shall be renewable for five (5) five-year periods at the specific request of the County at no cost to the County.

17. Affordable Dwelling Units

While not required to provide any affordable dwelling units (ADUs), the Applicant shall voluntarily provide a total of eight (8) ADUs in Building(s) 2 and/or 3 and 3A as shown on the CDP/FDPA. The eight (8) ADUs, combined with a prior monetary contribution of the One Million Dollars (\$1,000,000.00), shall address all issues related to affordable housing.

18. School Contribution

- A. The Applicant shall contribute a total of Nine Hundred Fifty Thousand Dollars (\$950,000.00) to the Board to be used toward public school funding for

construction, capital improvements, repair of deferred maintenance, or purchase or lease of modular classrooms for the school pyramid that services the Application Property.

B. The contribution shall be paid in the following installments:

- i. The first installment of One Hundred Seventy-Five Thousand Dollars (\$175,000.00) has already been paid in connection with the construction of Building 4.
- ii. An installment of One Hundred Seventy-Five Thousand Dollars (\$175,000.00) shall be paid prior to the issuance of a building permit for the construction of Building 1.
- iii. An installment of Two Hundred Thousand Dollars (\$200,000.00) shall be paid prior to the issuance of a building permit for the construction of Buildings 2 and prior to the issuance of a building permit for the construction of Buildings 3/3A.
- iv. The final installment of Two Hundred Thousand Dollars (\$200,000.00) shall be paid prior to the approval of the last as-built site plan for the last Building constructed on the Application Property.

19. Transportation Demand Management Programs (TDM) – The Applicant shall provide the following TDM measures:

- A. The Applicant has contributed a payment of Two Hundred Fifty-Two Thousand Dollars (\$252,000.00) to Fairfax County to fund the Fairfax Connector service in the vicinity of the Application Property.

B. Building Transportation Demand Management. The programmatic elements of a transportation demand management plan as set forth herein shall be implemented by the Applicant (as applicable, the "TDM Operator"), to encourage the use of transit (Metrorail and/or bus), other high-occupant vehicle commuting modes, walking, biking, and tele-working, all in order to reduce automobile trips generated by the residential uses constructed on the Application Property (the "TDM Plan"). The Applicant shall include existing residential Buildings 4 and 5 as shown on the CDPA/FDPA in its marketing and surveys, however, these existing buildings shall not be subject to any of the financial contributions set forth in this proffer.

i. Definitions:

- a. TDM Program Manager. The TDM Program Manager ("PM") shall be an individual appointed by the TDM Operator to oversee all elements of the TDM Plan and act as the liaison between the TDM Operator and Fairfax County. The PM may be employed either directly by the TDM Operator, or be employed through a property management company contracted by the TDM Operator. The duties of the PM may be part of other duties assigned to the individual(s).
- b. TDM Account. The TDM Account shall be an interest bearing account established by the TDM Operator with a bank or financial institution qualified to do business in Virginia and used by the PM

each year to implement the TDM Plan. The TDM Account shall be funded by the TDM Fund and the TDM Incentive Fund.

- c. TDM Fund. The “TDM Fund” is defined as the monies contributed to the TDM Account to implement the TDM Plan. The monies shall be contributed on an annual basis, in the amount of \$25.00 per occupied residential unit constructed in any given building, exclusive of Buildings 4 and 5, at the beginning of each calendar year but in any event no later than each January 31st.
 - d. TDM Incentive Fund. The “Incentive Fund” is a one time contribution of \$10.00 per residential unit constructed in any given building, exclusive of Buildings 4 and 5. The contribution to the Incentive Fund shall be made at time of issuance of the initial RUP for that Building. The Incentive Fund shall be used to encourage residents to use mass transit, and shall include consideration for SmarTrip card distribution and/or value loading.
- ii. TDM Goal. The goal of the TDM Plan shall be an eighteen percent (18%) reduction in the number of single occupancy vehicle trips generated by the residential uses to be developed on the Application Property during the weekday AM or PM Peak Periods as evidenced by the Annual Surveys as described in proffer 19.B.vi.
 - iii. TDM Plan. In order to meet the TDM Trip Reduction Goal (“TDM Goal”) set forth in this proffer, the TDM Operator through the PM shall implement the TDM Plan. Because the TDM Plan represents the

strategies to be employed by the PM to meet the TDM Goal, the TDM Plan may be amended from time to time in coordination with FCDOT, without the requirement to secure an amendment to these proffers; provided, however, that the TDM Goal shall not be amended, and the amended TDM Plan shall include provisions for the following with respect to the proposed development:

- a. Prior to the issuance of the first RUP for each new Residential Building (Buildings 1, 2, 3 and 3A) to be constructed on the Application Property, the TDM Operator shall contribute to the TDM Incentive Fund (as a segregated sub-account within the TDM Account) to fund a transit incentive program for initial purchasers and/or lessees of residential units in such buildings.
- b. Distribution of SmarTrip cards or other incentives on a one time basis to all first-time residents of driving age during initial lease or initial sales as an incentive to use mass transit.
- c. A targeted marketing program for residential sales/leases that encourages and attracts TDM-oriented residents, such as bicyclists, one or no-car individuals/families and employees of nearby employers to live in the proposed development; provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations;

- d. Integration of transportation information and education materials into residential sales/rental kits and other leases.
 - e. Establishment of a site-specific project website that includes multimodal transportation information, the possibility of online transit pass sales or value loading and connections to supporting links.
 - f. A parking management plan for the residential buildings that may include a parking reduction for any individual building, as may be approved by the Board of Supervisors;
 - g. Subject to agreement with third-party vendor(s) use of car sharing program(s) (such as ZipCar);
 - h. Distribute an information package to new residents, including site-specific transit-related information referencing the nearest Metro station and bus routes, the availability of SmarTrip cards, and encouraging all tenants to use Metrorail, bus service, shuttle service, carpool/vanpool, bicycling or walking; and
 - i. Provide a sidewalk system designed to encourage/facilitate pedestrian circulation as set forth in the CDPA/FDPA;
 - j. Provide conveniently located bike racks.
- iv. TDM Program Manager (PM). Within one year of approval of this PCA, the TDM Operator shall appoint the PM for the project, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan, provided that the PM also may have other duties beyond

implementation of the TDM Plan. The TDM Operator shall provide written notice to FCDOT of the appointment of the PM within thirty (30) days of such appointment and, thereafter, within ten (10) days of any change in such appointment. Following the initial appointment of the PM, the TDM Operator, as applicable, thereafter shall continuously appoint, or cause to be appointed, a PM for the proposed development.

- v. TDM Account. Within thirty (30) days of appointment of the PM, the TDM Operator shall establish the TDM Account with an initial contribution of \$2,220.00. The PM shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within fourteen (14) days of its establishment.
 - a. Annual Funding. The TDM Account shall be replenished annually by the TDM Fund based on the contribution schedule outlined in Proffer 19.B.i.c., which contribution shall be adjusted based on changes in the CPI from a base year of 2010 as may be required by FCDOT. In no event shall the annual adjustment exceed 3%.
 - b. Management of TDM Account. The TDM Account shall be managed by the TDM Operator and the PM.
- vi. TDM Monitoring and Reporting.
 - a. Annual Surveys. Every April, the PM shall conduct a survey of residents (the "Survey") designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goal applicable at that time and to evaluate the need for changes to the TDM Plan. The PM

shall coordinate the draft Survey materials and the methodology for validating Survey results with FCDOT prior to each Survey, which may include traffic counts as needed. If a Survey reveals that changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the TDM Plan as permitted herein and implement the revisions, without penalties. The PM shall submit as part of each Annual Draft Report an analysis of the Survey, if conducted that year, to FCDOT. Such analysis shall include at a minimum:

1. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
 2. The number of people surveyed and the number of people who responded;
 3. The results of the surveys taken during the survey period;
 4. The number of residents, and/or others participating in the TDM programs, displayed by category and mode of use;
 5. An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goal, and, if necessary, proposed modifications;
- b. Annual Report. The PM shall report annually to FCDOT on the TDM Plan no later than ninety (90) days after completion of the Survey (the "Annual Report"). The Annual Report shall include

(a) a description of the prior years TDM strategic efforts, including, as applicable, sample marketing materials; (b) a financial statement that includes the TDM Account revenues and expenditures for the preceding two years; (c) an analysis of the Annual Survey, as applicable, for the preceding years; and (d) discussion of any changes to the TDM Plan for the upcoming two years. The PM also shall post copies of the Annual Report, including the Annual Survey, on the TDM website required in proffer iii.d.

- c. Adjustments to Calendar and Due Dates. Upon mutual agreement between FCDOT and the PM, the due dates for the delivery of the Annual Report may be extended by up to sixty (60) days if changes have occurred, or appear to have occurred, in trip characteristics resulting from events such as the opening of an additional phase of development or changes to the TDM Plan that are not yet fully implemented as of the due date for the Annual Report.
- d. Meetings with FCDOT. The PM shall meet with FCDOT annually to discuss the results of the Annual Survey, the Annual Report, and the TDM Plan. If the TDM Goal is not met for two consecutive years, the PM shall coordinate with FCDOT to develop additional strategies that may be implemented to assist in achieving the TDM Goal, or agree to adjust the TDM Goal.

- C. The Applicant shall pre-wire all residential units with broadband, high-capacity data/network connections in multiple rooms, in addition to standard phone lines.
- D. The development shall be designed to accommodate a business services center that includes the following for Building 2 and/or 3:
 - i. Copier, one fax machine, and shipping services. The area including these items may be leased to a third party commercial operator, in which case it shall count against the 12,000 square foot limitation for accessory services and support retail.
 - ii. A telecommunications center with four (4) computer stations, a printer, four (4) laptop plug-in stations, a T-1 or similar secure line location and a small conference room/office. The area to be used for the telecommunications center shall not count against the 12,000 square foot limitation for accessory service uses and support retail. No additional parking shall be required for this facility.
- E. At the Applicant's option, the Applicant, through the UOA, may chose to join a Transportation Management Association (TMA), as may be established in the Comprehensive Plan for Tysons Corner Urban Center, in lieu of proffer 19.B. above should the TMA include a comprehensive TDM or similar initiative for its governing area. In this event, the Applicant shall contribute its pro rata share of funding to the TMA as determined by the TMA guidelines established for this purpose.

20. Successors and Assigns – These proffers shall bind and inure to the benefit of the Applicant and its successors or assigns.

21. **Density Credit** – Advanced density credit shall be reserved as may be permitted by the provisions of Article 2-308 of the Zoning Ordinance for all eligible dedications described herein, or as may be required by Fairfax County, Fairfax County Park Authority, or VDOT at time of site plan approval.
22. **Site Plan Review and Comment** – First submission site plan(s) for the Application Property shall be submitted to the Providence District Planning Commissioner for review and comment within five (5) business days after acceptance of the site plan by the Engineering Surveyor Institute and/or DPWES. Subsequent submissions and revisions to submitted site plan(s) for the Application Property shall only be submitted to the Providence District Planning Commissioner for review and comment if the Planning Commissioner had comments to the prior submission.
23. **Building Permit Definition** – When used in these proffers for the purpose of defining when a particular payment must be made or proffered, “Building Permit” shall mean the building permit for the vertical construction of a multifamily building (i.e. Building 1, 2, 3, 3A, 4 or 5). “Building Permit” shall not refer to the issuance of any building permits for the construction of footings, foundations, sheeting and shoring, parking structures, or retaining walls issued in advance of the building permit that approves the vertical construction of the multifamily building.
24. **Severability** – Any of the sections, buildings, phases, or subdivided lots within the Application Property may be subject to PCAs or FDPAs without requiring joinder or consent of the property owners or other sections, buildings, phases, or subdivided lots within the Application Property so long as such PCA or FDPA does not adversely impact those other sections, buildings, phases, or subdivided lots. Previously approved proffered

conditions applicable to the sections, buildings, phases, or subdivided lots that are not the subject of such a PCA shall otherwise remain in full force and effect.

{A0192414.DOC / 1 Proffers 5-7-10 (cln) 001317 000025}

Applicant/Title Owner of Tax Map
29-4 ((7)) A6

Park Crest SPE Phase I, L.L.C.

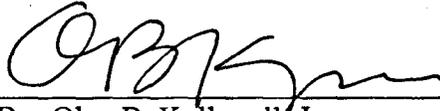
A handwritten signature in black ink, appearing to read 'OBK', written over a horizontal line.

By: Olav B. Kollevoll, Jr.
Its: Second Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

Title Owner / Declarant for One Park*Crest Condominium /
Agent for Title Owners

Park Crest Building 4 Associates, L.L.C.

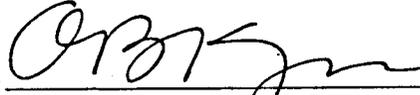
A handwritten signature in black ink, appearing to read 'OBK', written over a horizontal line.

By: Olav B. Kollevoll, Jr.
Its: Second Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

Title Owner of Tax Map 29-4 ((7)) A9

Park Crest Building 5 Associates, LLC

A handwritten signature in black ink, appearing to read 'Olav B. Kollevoll, Jr.', written over a horizontal line.

By: Olav B. Kollevoll, Jr.
Its: Second Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

Title Owner of Tax Map 29-4 ((14)) C1, 1C

Behringer Harvard Park Crest, LLC

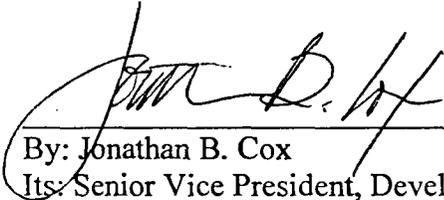


By: Mark T. Alfieri
Its: Chief Operating Officer

[SIGNATURES CONTINUE ON NEXT PAGE]

Contract Purchaser of Tax Map 29-4 ((7)) A6 pt.

AvalonBay Communities, Inc.

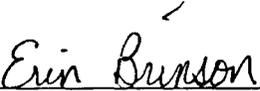


By: Jonathan B. Cox
Its: Senior Vice President, Development

[SIGNATURES CONTINUE ON NEXT PAGE]

Unit Owners Association for all unit owners for property identified as 29-4 ((13)) C1, 102-109, 113-117, 201-219, 301-319, 401-419, 501-519, 601-619, 701-719, 801-819, 901-919, 1001-1019, 1101-1119, 1201-1219, 1301-1319, 1401-1419, 1501-1519, 1601-1619, 1701-1719, 1801, 1802, 1808, 1810, 1812, 1814, 1816, 1818, 1819, 1901, 1902, 1906, 1908, 1910, 1912, 1914, 1916, 1918, 1919

One Park*Crest Unit Owners Association



By: Erin E. Brinson
Its: Vice President

[SIGNATURES END]