

**PROFFERED CONDITIONS  
("PROFFERS")**

**Uniwest/Merrifield Town Center  
RZ/FDP 2003-PR-009**

February 20, 2004

Pursuant to Section 15.2-2303 (A), Code of Virginia, 1950 as amended, Uniwest Group LLC, and the owners, for themselves, their successors and assigns (hereinafter referred to as the "Applicant"), for RZ 2003-PR-009, filed for property identified on Fairfax County Tax Map 49-4 ((1)) as Parcels 4, 8, 9, 9A, 10, 11 and 11A, and a portion of Strawberry Lane (Route 3145) to be vacated/abandoned and relocated (hereinafter referred to as the "Application Property"), agree to the following proffered conditions, provided that the Fairfax County Board of Supervisors (hereinafter referred to as the "Board") approves a rezoning of the Application Property from the General Industrial (I-5) and Highway Corridor Overlay (HC) Districts to the Planned Residential Mixed Use (PRM) and HC Districts. The proffered conditions ("Proffers") are:

**I. CONCEPTUAL/FINAL DEVELOPMENT PLAN (CDP/FDP)**

1. Substantial Conformance. Subject to the Proffers and the provisions of Article 16 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, the development shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP), containing eighteen (18) sheets prepared by Dewberry & Davis LLC, dated January 14, 2003 and revised through December 12, 2003. Regardless of the notes on the CDP/FDP the maximum number of residential units shall be 270 and the maximum FAR for the site shall be 1.35.

2. Minor Modifications. Minor modifications from what is shown on the CDP/FDP and these Proffers which may become occasioned as a part of final architectural and engineering

design may be permitted as determined by the Zoning Administrator in accordance with the provisions set forth in Sect. 16-403 of the Zoning Ordinance. Building footprints may be decreased and the number of units in each building may be reduced, so long as the minimum open space identified on the CDP/FDP tabulation and the minimum dimensions to the peripheral lot lines of the PRM District are not substantially diminished. It shall further be understood that the Property may be developed in phases subject to market conditions.

3. Maximum Density and Permitted Uses. A maximum of 270 multiple family dwelling units may be provided in two (2) buildings, which will also include approximately 65,136 square feet dedicated to retail uses to be located on the first and second floor(s) of the North building and approximately 40,364 square feet dedicated to retail uses to be located on the first and second floor(s) of the South Building. The site shall not exceed 1.35 FAR and as depicted in the tabulations on Sheet 2 of the CDP/FDP the FAR increase over 1.2 shall consist of ADUs and related bonus units as defined in Part 8 of Article 2 of the Zoning Ordinance. The primary uses shall be multiple family dwelling units, affordable dwelling units and retail uses, which retail uses are limited to the first and second floors. The following secondary uses located on the first and second floor of the buildings may also be included within the designated areas of structures shown on the CDP/FDP:

- A. Accessory uses and accessory services uses.
- B. Billiard and pool halls
- C. Business service and supply service establishments.
- D. Eating establishments (not drive through).
- E. Fast food restaurants (not drive through).
- F. Financial institutions (not drive through).

- G. Garment cleaning establishment (not drive through).
- H. Health clubs.
- I. Community uses.
- J. Personal service establishments.
- K. Private clubs and public benefit associations.
- L. Public uses.
- M. Quick service food stores.
- N. Unmanned bank teller machines (not drive through).
- O. Offices.
- P. Retail sales establishments.
- Q. Repair service establishments
- R. Private schools of special and general education (which do not require outdoor recreation areas)

## II. GENERAL

1. Escalation. All monetary contributions required by these Proffers shall be adjusted upward or downward, based on changes to the Construction Cost Index published in the Engineering News Record occurring subsequent to the date of rezoning approval and up to the date of payment.

2. Signs. No temporary signs (including "popsicle" paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or by any builder or at the Applicant's or any builder's direction to assist in the initial and future marketing and/or sale/rental of dwelling units on the subject

property. The Applicant shall direct its agents and employees involved in marketing the Property to adhere to this proffer.

3. School Contributions. Prior to approval of the first Building Permit for the approved development, the Applicant shall provide documentation to the Department of Public Works and Environmental Services (“DPWES”) that the Applicant has donated the sum of \$127,500.00 to the Board of Supervisors for the Fairhill Elementary School. These funds are to be applied towards the purchase of Wireless Networking and Mobile Lab Units in support of Fairhill’s Technology Project. At the time the funds are received, other equivalent or more advanced technologies may be substituted, at the discretion of the principal, for the actual purchases that will be made and installed through the Fairfax County Public School System.

Prior to approval of the first residential use permit (RUP) the Applicant shall provide documentation to DPWES that the Applicant has donated the sum of \$22,500.00 to the Board of Supervisors for the Luther Jackson Middle School and the sum of \$60,000.00 to the Board of Supervisors for Falls Church High School. These funds are to be applied towards needed improvements and purchases for the computer labs, and a LCD projector, respectively. At the time the funds are received, other equivalent items may be substituted, at the discretion of the principal, for the actual purchases that will be made and installed through the Fairfax County Public School System.

4. Density Credit. Advanced density credit is reserved consistent with Sect. 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual (PFM), at the time of subdivision and/or site plan approval for the Property.

5. Affordable Dwelling Units (“ADUs”). Notwithstanding what is represented on

the CDP/FDP, the Applicant may construct up to 270 dwelling units on the Application Property of which 6.25% of the total number of constructed units, shall be affordable dwelling units (ADUs). Applicant reserves the right to provide said ADUs as either sale or rental units under the provisions of Part 8 of Article 2 of the Fairfax County Zoning Ordinance (the "Ordinance"). If ADUs are provided as rental units, the rental rates shall be determined in accordance with the Ordinance with a Washington Standard Metropolitan Statistical Area (WSMSA) median income established at \$91,500.00 or higher if the WSMSA median income is so adjusted in the future. If ADUs are provided for sale, the established sales price to the initial purchaser shall be \$110,000.00 for two-bedroom units and \$100,000.00 for one-bedroom units. The one bedroom ADU shall be a minimum of 700 square feet and the two bedroom ADU shall be a minimum of 900 square feet.

Whether the ADUs are provided as rental or for sale units, the Applicant reserves the right to seek a modification of the requirements of Section 2-806 of the Ordinance that requires a proportional bedroom mix between market units and ADUs from the ADU Advisory Board. Further, the percentage of ADUs required may be reduced by the Applicant from 6.25 % to 5% of the total number of constructed units based on the adoption of a future amendment to the applicable provisions of the Ordinance if such amendment permits such reduction. Notwithstanding a reduction in the number of ADUs, the Applicant shall be permitted to construct up to 270 dwelling units on the Application Property. The FAR increase over 1.2 FAR shall consist of the gross floor area of the ADUs and the related bonus units.

6. Architectural Compliance. The architectural design of the buildings shall be in substantial conformance with the elevations and sections shown on the CDP/FDP. Modifications

may be made with the final architectural design if they are determined to be in substantial conformance with the elevations shown on the CDP/FDP. The provision of the pedestrian bridge shall be subject to VDOT approval. All sides of the buildings shall be architecturally consistent and constructed with substantially similar materials. The building materials will be a combination of materials to include pre-cast, glass, metal panels, masonry, hardi-board, cementitious panel, E.I.F.S., or stucco.

If EIFS is used, the Applicant shall utilize licensed E.I.F.S. contractors for installation. The installation of any E.I.F.S. shall be inspected by manufacturer's representative or independent testing consultant to verify that the installation is per the manufacturer's requirements. E.I.F.S. shall be routinely maintained to preserve the appearance.

Use of E.I.F.S. shall be limited as follows:

- A. E.I.F.S. shall not be used below twelve feet (12') above grade on lower commercial floors.
- B. E.I.F.S. may be used on the top floor for cornice or other accent features.

7. Maximum Building Height. The maximum building height of the proposed buildings shall not exceed 95 feet as shown on the Development Plan. This height limit does not include penthouses and other mechanical equipment rooms covering less than 25% of the roof area.

8. Administrative Review. Concurrent with the submission of site plans to DPWES, the Applicant shall submit copies of the site plans to the Providence District Supervisor and Planning Commissioner for the purpose of administrative review and comment.

9. Utilities. Utilities shall be provided underground within conduits and located in a manner not to adversely affect the landscaping depicted on the CDP/FDP. The Applicant shall

work with the public utility companies to allow them to make reasonable provisions through Applicants property to serve future development of other contiguous parcels so long as such provisions do not negatively impact Applicant's development. In addition, all of the residential units will be wired for broadband Internet access.

**III. RECREATION**

1. Recreation Contribution. Pursuant to Sect. 6-409 of the Zoning Ordinance, the Applicant shall provide recreational facilities to serve the Application Property. Recreational facilities such as swimming pools, exercise rooms, or health clubs which are located on rooftops, deck areas and/or areas within a building may be used to fulfill this requirement. At the time of site plan review, the Applicant shall demonstrate that the value of any proposed recreational amenities is equivalent to a minimum of \$955.00 per unit as required by Sect. 6-409 of the Zoning Ordinance. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall have the option to: (1) provide additional on-site recreational amenities within the approved structures, or within the open space areas shown on the CDP/FDP, if it is determined that the location would be in substantial conformance with the CDP/FDP; and/or (2) contribute funds to the Fairfax County Park Authority for off-site recreational purposes in the proposed Merrifield Town Center that are reasonably expected to serve the future residents of the approved development.

2. Urban Park. The Applicant shall construct the improvements in the Urban Park generally as detailed on Sheet 14 of the CDP/FDP as may be modified by coordination with the Fairfax County Park Authority and following construction, dedicate to the Fairfax County Park Authority the Urban Park in fee simple, prior to final bond release. The dedication of the Urban Park, construction, facilities and maintenance provided within the Urban Park shall not be

counted against the requirement of recreation under Sect. 6-409 as referenced above. The Applicant shall work with the Fairfax County Park Authority (“Park Authority”) for a final design that will facilitate expansion of the park to the west. The Applicant shall provide a sign identifying the Park as being owned by the Park Authority and maintained by the Applicant (or its designee). Said sign may be integrated into the park improvements. In addition, the Applicant shall provide a mountable curb to allow the delivery of equipment to the Park.

3. Park Maintenance. The Applicant shall enter into an Agreement with the Fairfax County Park Authority whereby the Applicant shall assume the permanent responsibility to maintain the Urban Park and pay for all utilities used at the Urban Park. The Park Authority and Applicant shall cooperate and coordinate in establishing maintenance standards for the Park. The Agreement shall be reviewed and approved by the County Attorney, executed and recorded among the land records prior to issuance of the first Non-RUP or RUP.

4. Bicycle Racks. A minimum of two (2) bicycle racks shall be provided for each building in the parking garages.

5. Benches. A minimum of twelve (12) park benches shall be disbursed throughout the site as generally shown on the CDP/FDP. Illustrations of benches have been provided with the CDP/FDP to demonstrate the character and quality of the benches to be used on the site.

#### **IV. ENVIRONMENTAL**

1. Stormwater Management. Stormwater Management (SWM) and Best Management Practices (BMP) facilities and measures shall be provided in accordance with the PFM and in addition in accordance with the following standards as may be approved by DPWES.

A. The facilities will provide a minimum of 30% phosphorous removal.

- B. The proposed underground detention facilities will be designed to reduce the cumulative proposed conditions 2 and 10 year release rate from the site 10% below the cumulative existing flow rate.
- C. In addition to detaining the two (2) and ten (10) year storms as described above and prescribed by existing County regulations, given approval by DPWES, the outlet devices on the proposed underground SWM facilities will be designed to maximize the detention of the runoff from the proposed development program for approximately 0.85" of rainfall which equates to a storm frequency of less than one (1) year.
- D. In addition, if approved by DPWES, the proposed SWM facilities will be designed to capture a volume of runoff large enough to fully detain the runoff generated by the proposed development program for the mean annual storm.

If DPWES should not approve one of the proposed standards presented in Paragraphs A, B, C or D above, in lieu thereof, the Applicant shall pay two (2) times the currently established pro rata share for the Accotink Watershed for drainage improvements downstream in the Long Branch.

Prior to site plan approval, the Applicant shall demonstrate to the satisfaction of DPWES that an adequate outfall is provided.

The Applicant proposes to utilize underground detention and BMP facilities as the primary means of detaining and treating the stormwater runoff. The location and number of the underground stormwater management and best management practice facilities may be modified as depicted on the CDP/FDP but shall be subject to approval of DPWES. In lieu of a standard

sand filter device, the Applicant may utilize other innovative BMP devices to meet the BMP requirements, subject to the approval of DPWES and engineering design requirements. The primary storage and filter facilities will be located where the proximity to an adequate outfall allows the most approvable design, so as not to interfere with other aspects of the CDP/FDP, but smaller facilities, integrated into storm catch basin structures, may be utilized elsewhere on the site, subject to the approval of DPWES. The use of such facilities is subject to the granting of a waiver of current County policies to permit these underground facilities in a residential/mixed use project. If the proposed facilities, or viable alternatives that do not significantly affect the site layout, are not approved by DPWES, the Applicant recognizes that it may be necessary to request an amendment to the proffers ("PCA") and/or approved CDP/FDP to alter the site design.

The Applicant, and its successors, will assume the responsibility for the perpetual maintenance of all underground storm water management facilities and will execute an agreement with the County in a form satisfactory to the County to this effect at the time of site plan approval. Said agreement shall address the following issues:

- A. Future replacement when warranted;
- B. Liability and insurance in an amount acceptable to Fairfax County;
- C. Restriction that the Applicant or successors or assigns shall not in the future petition DPWES for maintenance; and D. County inspection to ensure that the facilities are maintained by the Applicant in good working order.

2. Landscaping. The landscaping shall be provided in substantial conformance with the location, quality, and quantity of planting depicted on the CDP/FDP. The Applicant shall

submit a landscape plan as a part of each site plan submission. This plan shall be coordinated with, and approved by, the Urban Forestry Division, DPWES. This plan shall be designed with a selection of plant materials that will satisfy the objectives set forth in the Comprehensive Plan and will be conducive to air quality enhancement. The Applicant shall maintain all landscaping, including the landscaping located within VDOT right-of-way along Gallows Road and Strawberry Lane. All new shade trees provided as a part of the streetscape shall be minimum of 2 ½ to 3.0 inches in caliper at the time of planting; all new flowering trees shall be a minimum of 2 inch caliper at the time of planting; and all new evergreen trees shall be a minimum of six (6) to eight (8) feet in height at the time of planting. The landscape strip adjacent to Gallows Road and Strawberry Lane shall contain shade trees, ground cover, under story planting, ornamental shrubs, grass and/or flowering plants subject to the review and approval of the Urban Forester as shown on the CDP/FDP. The secondary landscape strip adjacent to the buildings shall include flowering trees, ornamental shrubs, ground cover, flowering plants and/or grasses, subject to the initial review and approval of the Urban Forester. The cost of providing the single row of street trees and landscaping adjacent to Gallows Road may be escrowed, if determined appropriate by DPWES; this area may be planted by others after the ultimate Gallows Road improvements. The secondary landscaping strip adjacent to the buildings and the sidewalks shall be completed prior to issuance of the first Non-RUP or RUP for that building in which the landscaping is abutting.

The proposed streetscape along Gallows Road as represented on the CDP/FDP is based on the current plans for the ultimate improvement plan for Gallows Road. The Applicant shall coordinate with VDOT to determine if a reduced road section for Gallows Road ultimate improvement is appropriate (i.e. smaller lane widths) as exemplified by the Alternative Streetscape Plan on Sheet 3 of the CDP/FDP. If the Alternative Streetscape Plan can not be

implemented prior to site plan approval the Applicant shall demonstrate to DPWES the failed efforts with VDOT to revise the ultimate road section and then may provide the streetscape as depicted on the CDP/FDP.

3. Energy Conservation. The 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 dwellings as applicable.

4. Noise Attenuation. The Applicant shall provide the following noise attenuation measures:

A. In order to reduce the maximum interior noise to a level of approximately 45 dBA Ldn, the Applicant proffers that all residential units shall have the following acoustical attributes:

- (1) Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39;
- (2) Doors and glazing shall have a laboratory STC rating of at least 28. If glazing constitutes more than 20% of any façade they shall have the same laboratory STC rating as walls; and
- (3) Measurers to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.
- (4) Prior to issuance of Building Permits, the Applicant reserves the right pursue other methods of mitigating highway noise impacts that can be demonstrated through an independent noise study as reviewed and approved by DPWES, that these methods will be

effective in reducing interior levels to 45 dBA Ldn or less.

- B. In order to reduce the maximum exterior noise below 65 dBA Ldn in the rooftop pool and common area, noise attenuation barriers shall be provided, if needed. Prior to issuance of Building Permits, the Applicant reserves the right to demonstrate through an independent noise study as reviewed and approved by DPWES, that these areas will not be impacted by transportation generated noise in excess of 65 dBA Ldn.

5. Lighting. All on-site outdoor and parking garage lighting shall comply with the Outdoor Lighting Standards set forth in Part 9 of Article 14 of the Zoning Ordinance. Street lights shall be full cut off.

6. Pedestrian Facilities. The pedestrian facilities and related streetscape design for Gallows Road, Strawberry Lane and the proposed side street, including the entry plazas, shall be in substantial conformance with the CDP/FDP and the attachments to these Proffers.

## V. TRANSPORTATION

1. Transportation Management Strategies. Mass transit, ride-sharing and other transportation strategies will be utilized to reduce single occupancy vehicular (SOV) traffic during peak hours by a minimum of 15% of the trips generated according to the Institute of Transportation Engineers (ITE) Trip Generation Manual, 6<sup>th</sup> Edition. Residents and employees of the residential development shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s). The transportation strategy management position may be a part of other duties assigned to the individual(s). The transportation management strategies will be implemented prior to the 185<sup>th</sup> RUP being issued. The following is a list of potential strategies

that shall be implemented:

- A. Designating an individual to act as the transportation coordinator (property management staff person) for the Application Property whose responsibility will be to implement the transportation management strategies;
- B. Participation in the Fairfax County Ride Share Program;
- C. Dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential sale/lease packages;
- D. Making Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants and employees in a common area(s) of each building;
- E. Providing amenities for bicycle storage; and
- F. Providing a sidewalk system designed to encourage/facilitate pedestrian circulation.
- G. Providing Smart Trip cards (or a similar fare card) to new residents of the Application Project.

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

Annually thereafter, the Applicant shall conduct a multi-modal transportation split survey

of the residents and employees of the residential development to demonstrate whether such goal of reducing SOV trips by 15% has been met during peak hours. The yearly report shall be submitted to the Fairfax County Department of Transportation for review. The terms of this proffer shall expire fifteen (15) years after the last RUP is issued.

If the annual multi-modal transportation split surveys indicate that a reduction of SOV trips by 15% during peak hours has not occurred, five cents (\$0.05) per square feet of occupied residential gross floor area shall be contributed annually to the transportation demand management fund until such time as the reduction has occurred.

2. Shuttle. Prior to the issuance of the first Non-RUP or RUP, the Applicant, individually, or in conjunction with other property owners within the immediate vicinity of the Merrifield Town Center area, shall operate or contract with a third party to operate and maintain a shuttle bus service for use by the residents and employees of the Application Property to provide access to and from the Dunn Loring Metro Station. Such service shall be available during the morning peak (6:30 a.m. to 9:30 a.m.) and evening peak (4:30 p.m. to 6:30 p.m.) excluding Saturday, Sundays, national holidays and snow emergency days. Seating capacity of such shuttle bus(es), the frequency of trips and number of such bus(es) shall be coordinated to reasonably meet demand as determined by the results of the surveys. The shuttle bus program shall be periodically updated as demand is reassessed, and the program shall be coordinated with the Fairfax County Department of Transportation.

3. Shuttle Contribution. Should a Merrifield Shuttle Service be established from the Dunn Loring Metro Station to a location adjacent to the Property (as distinguished from the existing routine Metro Bus Route) then the Applicant may discontinue or not establish such service and shall contribute \$10,000.00 to the Merrifield Shuttle Service. Said contribution shall

be made upon the earlier to occur: (1) the 185<sup>th</sup> RUP has been issued, or the service is discontinued subsequent the 185<sup>th</sup> RUP having been issued.

4. Traffic Calming. To the extent permitted by VDOT and DPWES, the Applicant shall install stamped walkways on the proposed roads as shown on the CDP/FDP. The Applicant shall enter into a maintenance agreement for these walkways.

5. Bus Shelter. If requested by VDOT or DOT prior to site plan approval, the Applicant shall construct and maintain a bus shelter at an agreed upon location on the subject property. If the bus shelter is not requested, the Applicant shall escrow \$20,000.00 for a bus shelter in the Merrifield Town Center area prior to site plan approval.

6. Right-of-Way Vacation. Notwithstanding the submission for processing of any applications, plans or plats in furtherance of the development of the Application Property, the Applicant acknowledges that no such plan or plat shall be approved by Fairfax County until or unless the vacation of right-of-way proposed as part of the Application Property is approved by the Board of Supervisors and is final. In the event that such vacation is not approved by the Board of Supervisors, or in the event that Board's approval is overturned by a court of competent jurisdiction, any development of the Application property under the PRM District shall require a proffered condition amendment and the Applicant acknowledges that such amendment may result in a loss of density. The Applicant hereby waives any right to claim or assert a taking or any other cause of action that otherwise may have arisen out of a Board decision to deny in whole or in part the right-of-way vacation.

7. Gallows Road. The Applicant shall dedicate land in fee simple to the Board of Supervisors sufficient for the right-of-way for the ultimate improvement of Gallows Road at the time of final site plan approval or upon written demand, whichever occurs first. Notwithstanding

the representation on the CDP/FDP, the location of the dedicated right-of-way shall generally follow the back of curb of the ultimate improvement as may be approved by DPWES and VDOT. Prior to issuance of a RUP or Non-RUP, the interim roadway improvements as depicted on Sheet 16 of the CDP/FDP and as may be approved by DPWES shall be constructed and the Applicant shall escrow an amount equivalent to the additional construction cost associated with improving the interim roadway improvements to the ultimate frontage improvements as shown on the CDP/FDP.

8. Strawberry Lane. As shown on the CDP/FDP, subject to the vacation of Strawberry Lane, the Applicant shall dedicate land in fee simple to the Board of Supervisors for the right-of-way of Strawberry Lane at the time of final site plan approval or upon written demand, whichever occurs first. Prior to issuance of the first RUP or Non-RUP, roadway improvements shall be made on Strawberry Lane as shown on the CDP/FDP. Strawberry Lane shall be designed and built to VDOT standards but shall not be dedicated to VDOT until Strawberry Lane is extended to the west by others, unless requested by VDOT or the County and accepted without a cul-de-sac.

Until such time as relocated Strawberry Lane is dedicated, an easement for public access shall be established to provide access from Gallows Road to Parcel 49-3-((1))-80A. During Construction, the Applicant shall provide two-way access between Gallows Road and Parcel 49-3-((1))-80A which shall enter Parcel 49-3-((1))-80A at its present location.

9. Traffic Signals. The Applicant shall perform the interim modifications to the traffic signal at the intersection of Strawberry Lane and Gallows Road to accommodate the traffic generated by the proposed development and the interim improvements to Gallows Road subject to the approval of VDOT. Said modifications may include the relocation of signal poles

and pedestrian activation, as necessary. The Applicant shall provide the necessary easements for the traffic signals. Said modifications shall be completed prior to the issuance of the first Non-RUP or RUP for the Application Property. An amount equal to the ultimate modifications to the traffic signal, minus the cost of these interim modifications which will be utilized in the ultimate modification, shall be escrowed, with the amount to be approved by DPWES.

10. Interparcel Access. Interparcel access shall be provided to Tax Maps 49-4 ((1)) 5, 6, 7 and 7A to the North. The service drive located at Tax Map 49-3 ((1)) 80A and 80B may be extended to the side street to permit access to Route 29; however, no direct access to Route 29 shall be provided. Interparcel access to the side street will be provided to Tax Map 49-3 ((1)) 80A to the west. The Applicant shall provide public access easements in a form approved by the County Attorney to permit interparcel access on the side street and service drive. Temporary construction easements shall be granted to facilitate interparcel access.

In addition to interparcel access, the proposed entrance to the loading area on the north side of the proposed north building will be so designed that it can provide access to a loading area for a proposed consolidated development program on the adjacent Lots 5, 6, 7 and 7A.

11. Notification. Notification in the Public Offering Statement shall be provided to the future purchasers/renters of the units that Gallows Road is approved to be expanded in front of the site and that a portion of the existing open space along Gallows Road is only an interim condition.

12. Eskridge Road. The Applicant shall contribute \$10,000.00 towards the future improvements of Eskridge Road.

**V. MISCELLANEOUS**

1. Signage. Signage shall be provided in accordance with Article 12 of the Zoning

Ordinance. If lighted, signage shall be internally lit only. The Applicant reserves the right to make application for a comprehensive signage plan in accordance with the provisions set forth in Sect. 12-210 of the Zoning Ordinance.

2. The homeowners association documents shall detail the maintenance responsibilities of the urban park, SWM facility and bus shelter.

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

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

[SIGNATURE PAGES TO FOLLOW]

UNIWEST GROUP LLC, APPLICANT

By: Norman R. Pozez, Managing Member

By: 



MERRIFIELD TOWN CENTER LIMITED PARTNERSHIP  
OWNER 49-4 ((1)) 10, 11, 11A

By: Uniwest Group, LLC, its General Partner

By: Norman R. Pozez, Managing Member

By: 