METRO WEST PROFFERS

PULTE HOME CORPORATION

RZ 2003-PR-022

MARCH 21, 2006

Pursuant to Section 15.2-2303 (A), Code of Virginia, 1950, as amended, PULTE HOME CORPORATION (the "Applicant") for the owners, themselves, their successors and assigns in RZ 2003-PR-022 (the "Application"), filed for property identified as Fairfax County Tax Maps 48-1((1)) 90B (formerly 48-1((1)) 90 pt., 91B pt., 48-1((6)) 7A, 8B pt., 48-2((24)) 38A pt.), 91, 91A; 48-1 ((6)) 5, 6, 7B, 8A, 9-13, 33-37; 48-2 ((24)) 38B, 39-42; 48-3 ((1)) 55; 48-3 ((5)) 1A, 1B, 2-4, 14-22; 48-4 ((7)) 23-32, 43-54, 56-60, 61A, 62-69, and existing Fairlee Drive (Rt. 1040), to be vacated/abandoned, and Maple Drive (Rt. 1041), to be vacated/abandoned (the "Application Property") hereby agrees to the following proffers, provided that the Board of Supervisors approves the Application rezoning the Application Property from the R-1 District to the PRM District, the PDH-16 District and the PDH-12 District as requested in the Application. In the event the Application is approved by the Board of Supervisors, any previous proffers applicable to the Application Property or portions thereof, shall be deemed null and void and shall have no further force or effect.

1. Development Plan

a. General. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP"), prepared by Dewberry & Davis LLC, and dated March 24, 2003, as revised through March 7, 2006. Notwithstanding that the CDP/FDP is presented on 53 sheets, it shall be understood that the Conceptual Development Plan ("CDP") shall be only those elements of the plans that depict points of access, the amount and location of open space, peripheral setbacks, limits of clearing and grading, building heights, the total number, type, uses and general location of buildings, roads and stormwater management (the "CDP Elements"). The Applicant reserves the right to request a Final Development Plan Amendment ("FDPA") for elements other than the CDP Elements from the Planning Commission for all or a portion of the CDP/FDP in accordance with Section 16-402 of the Zoning Ordinance if such an amendment is in accordance with the approved CDP and these proffers, as determined by the Zoning Administrator.

b. 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 application, plan or plat shall be approved by Fairfax County until or unless the vacation of right-of-way of existing Maple Drive (Rt. 1041) and Fairlee Drive (Rt. 1040) as proposed as part of the Application Property is approved by the County and is final. In the event that such vacation of Fairlee Drive and Maple Drive is not approved by the County, or in the event that the County's approval is overturned by a court of competent jurisdiction, any development of the Application Property shall require a PCA and the Applicant acknowledges that such amendment may result in a loss of density/intensity.

c. Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 and Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the Final Development Plan ("FDP") and these proffers may be permitted as determined by the Zoning Administrator.

2. Zoning

a. As shown on the CDP/FDP, the Application Property is zoned to three (3) zoning districts as follows:

(i) Core Area. A total of approximately 23.2 acres of land comprising the northeastern portion of the Application Property is zoned to the PRM District. Such portion of the Application Property is referenced herein as the "Core Area".

(ii) Non-Core West Area. A total of approximately 17.1 acres of land comprising the northwestern portion of the Application Property is zoned to the PDH-16 District. Such portion of the Application Property is referenced herein as the "Non-Core West Area."

(iii) Non-Core South Area. A total of approximately 15.7 acres of land comprising the southern portion of the Application Property is zoned to the PDH-12 District. Such portion of the Application Property is referenced herein as the "Non-Core South Area".

3. Maximum Density

a. Maximum Dwelling Units on Application Property. The maximum total number of residential dwelling units that may be constructed on the Application Property in its entirety shall be 2,248. Such total shall include all affordable dwelling units, all bonus dwelling units attributable to affordable dwelling units, all age-restricted dwelling units, all independent living units, any "live-work" units and any "apartment hotel" units (as provided in Proffer 15 below). The Applicant reserves the right to

construct a lesser number of dwelling units than the maximum allowed provided that the buildings and site remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator. Multiple family dwelling units (exclusive of two-over-two multiple family dwelling units) will generally range in size from 1,000 to 2,000 square feet of GFA per dwelling unit. No more than one (1) of the multiple family dwelling unit buildings (exclusive of the two-over-two multiple family dwelling unit buildings) shall be constructed with an average dwelling unit size that exceeds 2,500 square feet of gross floor area per dwelling unit.

b. Core Area. The maximum floor area ratio ("FAR") permitted within the Core Area shall be 2.25. Based on this maximum FAR, the maximum gross floor area ("GFA") that may be constructed within the Core Area shall be 2,833,469 square feet, exclusive of cellar space. Such maximum GFA shall include all affordable dwelling units and any density bonus attributable thereto. For purposes of calculating the maximum allowable GFA in the Core Area, density credit is taken for land dedicated by the Applicant for Saintsbury Drive as part of this Application, 0.95 acres of land previously dedicated for public purposes, approximately 4.71 acres of land located in the Non-Core West Area to be dedicated for public purposes as provided herein, and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordnance. The Applicant reserves the right to construct a lesser amount of GFA within the Core Area provided that the number of buildings, height and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

c. Non-Core West Area. The maximum residential density permitted within the Non-Core West Area shall be sixteen (16) dwelling units per acre, exclusive of affordable dwelling units and any density bonus attributable thereto, and exclusive of up to 230 independent living units to be located in Buildings 2, 3 and 4. The CDP/FDP depicts a total of 388 dwelling units in the Non-Core West Area. A total of approximately 3.59 acres of land located in the Non-Core West Area shall be entitled to apply the multiplier for independent living units (Zoning Ordinance Section 9-306(6)) to support a maximum of 230 independent living units within such area (i.e. 3.59 acres X 16 du/ac X 4 = 230). For purposes of calculating the maximum allowable density in the Non-Core West Area, density credit is taken for approximately 3.19 acres of land located in the Non-Core West Area to be dedicated for public purposes (e.g. Vaden Drive Extended) as provided herein and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance except the 4.71 acres of land for which density credit is taken in the Core Area as provided in Proffer 3.b. above. The Applicant reserves the right to construct a

lesser number of dwelling units within the Non-Core West Area provided that the number of buildings, height and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

d. Non-Core South Area. The maximum density permitted within the Non-Core South Area shall be twelve (12) dwelling units per acre, exclusive of affordable dwelling units and any density bonus attributable thereto. The CDP/FDP depicts a total of 218 dwelling units in the Non-Core South Area. For purposes of calculating the maximum allowable density in the Non-Core South Area, density credit is taken for approximately 1.87 acres of land located in the Non-Core South Area to be dedicated for public purposes (e.g. Vaden Drive Extended) as provided herein and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordnance. The Applicant reserves the right to construct a lesser number of dwelling units within the Non-Core South Area provided that the building heights and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

e. Allocation of Dwelling Units and GFA. The anticipated allocation of dwelling units and GFA among the various buildings to be constructed on the Application Property is represented on the CDP/FDP. The Applicant reserves the right to reallocate dwelling units and/or GFA among the buildings depicted on the CDP/FDP without requiring a proffered condition amendment ("PCA") or FDPA so long as (1) the total maximum of 2,248 dwelling units is not exceeded; (2) the minimum and maximum building heights as set forth in Proffer 4 and as shown on the CDP/FDP are not, respectively, reduced or exceeded; (3) the footprint and configuration of individual buildings remains in substantial conformance to that shown on the CDP/FDP; and (4) the maximum density limitations within the various zoning districts of the Application Property as provided in Proffer 3.b. – 3.d. above, are not exceeded, as determined by the Zoning Administrator.

f. Build-out in Phases. Build-out of the Application Property may proceed in phases within or across each of the respective zoning districts. The FAR, GFA and/or number of dwelling units per acre constructed within a respective phase of the project may exceed the maximum density limitations set forth in Proffer 3.b – 3.d. so long as such maximum density limitations are not exceeded over the entirety of the respective zoning districts and/or over the entirety of the Application Property at any time.

g. Density Credit. Density credit shall be reserved for the Application Property as provided by Paragraph 4 of Section 2-308 of the Zoning

Ordinance for all dedications described herein and/or as shown on the CDP/FDP or as may reasonably be required by Fairfax County, VDOT or others at the time of site plan approvals.

4. Building Height.

a. General. The Applicant shall construct buildings within the range of heights as shown on the CDP/FDP. Building height shall be measured as defined by the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as specifically set forth in Section 2-506 of the Zoning Ordinance, including, for example, penthouses and other rooftop structures used for common amenity space for residents of those buildings, such as rooftop pool facilities (except for Buildings 7, 8 and 9, which shall not have rooftop pool facilities on the uppermost roof levels), exercise rooms, meeting/party rooms and the like. Penthouses shall be regulated as provided in Section 2-506 of the Zoning Ordinance. In addition, penthouses and other rooftop structures on Buildings 7, 8 and 9 shall not exceed a height of seventeen (17) feet from the roof level of the top floor of the building to the top of the penthouse/rooftop structure roof. Penthouses and other rooftop structures on other buildings may be constructed to a height of twenty (20) feet from the roof level of the top floor of the building to the top of the penthouse/rooftop structure roof; provided, however, that any such building that does not have an elevator stop on the roof level shall be limited to a penthouse/rooftop structure height of seventeen (17) feet from the roof level of the top floor of the building to the top of the penthouse/rooftop structure roof. All building penthouses and other rooftop structures shall be architecturally integrated in the design of their respective buildings.

b. Buildings 7, 8 and 9. Buildings 7, 8 and 9 as shown on the CDP/FDP shall be constructed to a maximum height of 135 feet except that the one building (among Buildings 7, 8 or 9) that is designed and constructed to include the grocery store (as described in Proffer 5) may be constructed to a maximum height of 150 feet provided that any building height greater than 135 feet in that building is needed to accommodate the grocery store use and/or parking associated with it, as determined by the Director, Zoning Evaluation Division.

c. Buildings 5, 6 and 10. Buildings 6 and 10 shall be constructed to a maximum height of 120 feet. Building 5 shall be constructed to a maximum height of 100 feet, provided that if the ground floor of Building 5 is designed and constructed to accommodate a minimum of 3,000 square feet of Type 1 and/or Type 2 Non-Residential use (as defined in Proffer

5.c.(iii) below), then Building 5 may be constructed to a maximum height of 120 feet.

d. Buildings 16, 17 and 18. Buildings 16, 17 and 18 shall be constructed to a maximum height of 105 feet. In addition, Building 18 shall taper down in height by at least one story as shown on the CDP/FDP in the portion of such building proximate to the southern boundary of the Core Area.

e. Buildings 14 and 15. Buildings 14 and 15 shall be constructed to a height between approximately 75 feet and a maximum of 90 feet.

f. Buildings 11, 12, 13, 19 and 20. Buildings 11, 12, 13, 19 and 20 shall be constructed to a height between approximately 35 feet and a maximum of 50 feet.

g. Buildings 2, 3 and 4. Buildings 2, 3 and 4 shall be constructed to a height between approximately 55 feet and a maximum of 75 feet.

h. Building 1. Building 1 shall be constructed to a maximum height of 35 feet.

i. Single-Family Attached and "Two over Two" Multi-family. The single-family attached dwelling units shall be constructed to a height no greater than 40 feet, and the "two over two" multi-family dwelling units shall be constructed to a height no greater than 50 feet.

5. Uses

a. Core Area (PRM) Principal Uses.

(i) Multiple family dwellings.

(ii) Public Uses.

b. Timing of High-Rise Construction.

(i) At a minimum, the Applicant shall have completed six (6) levels of columns and beams for the first of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 prior to the issuance of a RUP for the 501st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(ii) At a minimum, the Applicant shall have completed construction of the first of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 prior to the issuance of a RUP for the 1,001st residential unit constructed on the

Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(iii) At a minimum, the Applicant shall have completed six (6) levels of columns and beams for the second of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 prior to the issuance of a RUP for the 1,001st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(iv) At a minimum, the Applicant shall have completed construction of the second of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 no later than 18 months after the issuance of the RUP for the 1,001st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(v) At a minimum, the Applicant shall have completed all levels of columns and beams for the first of the office Buildings 8 or 9 prior to the issuance of a RUP for the 1,101st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5. In order to meet this requirement, it is anticipated that construction of such office building would commence approximately 18 months before the issuance of the RUP for the 1,101st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(vi) At a minimum, the Applicant shall have completed construction of the first of such office Buildings 8 or 9 no later than 18 months after the issuance of the RUP for the 1,101st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

Upon demonstration that diligent efforts have been made to meet the timing requirements of this Proffer 5.b., the timing of such buildings may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 5.b. "good cause" shall include, but not be limited to, unforeseen delays relating to permitting and/or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or its subcontractors.

c. Core Area (PRM) Secondary Uses.

(i) Hotel as provided in Proffer 15 below.

(ii) Affordable dwelling units (see Proffer 24 below).

(iii) Non-Residential, Non-Office Uses within the Core Area (PRM).

(a) Allowable Ground Floor Uses. The ground floors of Buildings 6, 7, 8, 9, 10, 16, 17 and 18 (collectively consisting of approximately 190,000 square feet of GFA exclusive of lobbies, corridors, loading, parking entrances, service corridors, etc.) shall be occupied by residential, office and/or non-residential, non-office uses as provided in this Proffer 5.c.(iii). In addition, space located within the second floors of Buildings 6, 7, 8, 9 and/or 10 may be utilized to accommodate two-story Type 1 or Type 2 Non-Residential Uses (as defined below) that also occupy ground floor space in such building. In addition, the ground floor of Building 5 may be occupied by Type 1 and/or Type 2 Non-Residential Uses as described below.

(b) Design/Construction. Of the 190,000 square feet of GFA referenced in Proffer 5.c.(iii)(a) above, a total of at least 135,000 square feet of GFA within the ground floors of buildings 6, 7, 8, 9, 10, 16, 17 and 18 shall be designed and constructed with ground floors having a floor to floor height of a minimum of 13 feet to accommodate Type 1 and/or Type 2 Non-Residential uses as defined in Proffer 5.c.(iii)(c) below.

Of the total 135,000 square feet of GFA referenced above, a total of at least 100,000 square feet of GFA shall be so located among the ground floors of Buildings 6, 7, 8, 9 and 10, and a total of at least 35,000 square feet of GFA shall be so located among the ground floor(s) of Buildings 16, 17 and/or 18. Such spaces shall be designated on the respective site plans for the buildings in which such spaces will be located, and such spaces shall be constructed concurrent with construction of the respective buildings.

(c) Use/Occupancy. Within the minimum total of 135,000 square feet of GFA constructed as referenced in Proffer 5.c.(iii)(b) above, at a minimum, ground floor spaces within

those buildings shall be occupied with non-residential, non-office uses as follows:

(A) Type 1 Non-Residential Uses. A minimum total of 30,000 square feet of GFA of the following uses (the "Type 1 Non-Residential Uses") shall be located among the ground floors of buildings 6, 7, 8, 9 and 10:

1. Retail Sales Establishments;
2. Eating Establishments;
3. Grocery Store (as defined below);
4. Bank Teller Machines, unmanned;
5. Business Service and Supply Service;
6. Fast-food Restaurants;
7. Commercial Health Clubs (up to 3,000 square feet of GFA, with any additional GFA counted as Type 2 Non-Residential Use);
8. Financial Institutions;
9. Personal Service Establishments;
10. Quick Service Food Stores; and
11. TDM Commuter Store/Bike Station (up to 400 square feet of GFA, with any additional GFA counted as Type 2 Non-Residential Use).

Each of the five (5) buildings shall have a minimum of 3,000 square feet of GFA so occupied. As part of this Type 1 Non-Residential Use commitment, the Applicant shall lease a minimum of 15,000 square feet of GFA in the ground floor of Building 7, 8 or 9 to a grocery store user. Such grocery store shall not be a convenience retail or quick service food store use. At a minimum, such grocery store shall offer for sale a variety of foodstuffs and household supplies. Such grocery store is intended to be neighborhood serving and not a large-format destination supermarket. It is anticipated that the grocery store will occupy approximately 15,000 – 30,000 square feet of ground floor area, exclusive of mezzanine space. Required parking to support the grocery store use shall be provided in whichever building the grocery store use is located. In addition, the Applicant shall undertake a targeted marketing effort to secure a pharmacy use as part of this Type 1 Non-Residential Use commitment, either in connection with the grocery

store use or independently. The occupancy of such spaces with Type 1 Non-Residential Uses shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property.

(B) Type 2 Non-Residential Uses. In addition to the provisions of Proffer 5.c.(iii)(c)(A) above, a minimum total of 25,000 square feet of GFA of the following uses (the "Type 2 Non-Residential Uses") shall be located among the ground floors of buildings 6, 7, 8, 9 and/or 10, and a minimum total of 25,000 square feet of GFA of Type 2 Non-Residential Uses shall be located among the ground floors of buildings 16, 17 and/or 18:

1. Type 1 Non-Residential Uses;
2. Child-Care Centers and Nursery Schools;
3. Colleges, Universities (in Building 8 and/or 9 only);
4. Cultural Centers, Museums and similar facilities;
5. Repair Service Establishments;
6. Private Schools of Special Education;
7. "Live/Work" units that include a combination of a private dwelling unit with professional office, retail or other non-residential use, with only the non-residential areas of such units counting as Type 2 Non-Residential space;
8. Professional Offices;
9. Commercial Recreation Uses; and
10. Other institutional, cultural, recreational, governmental and/or pedestrian-oriented service uses.

A minimum of 3,000 square feet of GFA shall be so occupied within each of the eight (8) buildings. The occupancy of such spaces with Type 2 Non-Residential Uses shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property.

(d) Additional Non-Residential, Non-Office Use. In addition to the minimum occupancy requirements set forth in Proffer 5.c.(iii)(c) above, the Applicant shall use best commercial efforts to lease at least the remaining 55,000 square feet of GFA (of the minimum 135,000 square feet of GFA constructed pursuant to Proffer 5.c.(iii)(b)) to Type 1 or Type 2 Non-Residential Users (the "Additional Retail Space") within the ground floors of Buildings 6, 7, 8, 9, 10, 16, 17 and/or 18. The occupancy of such Additional Retail Spaces with such a use shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property.

In the event that the Applicant is unsuccessful in leasing the Additional Retail Space for such use over a period of at least twenty-four (24) months preceding the date that is six (6) months prior to the expected issuance of the first RUP or Non-RUP for each building(s) in which Additional Retail Space would be located, as determined by the Applicant's construction schedule, then the Applicant shall demonstrate its marketing effort to the Department of Planning and Zoning, and thereafter the Applicant may occupy such spaces with multi-family residential uses (or office use in the case of Building 8 or 9) and/or uses ancillary thereto, and the Additional Retail Space may be converted between such allowable uses as the market demands, as determined by the Applicant and without requiring a PCA, CDPA and/or FDPA. The Applicant shall provide written notice in the UOA, COA and/or HOA documents, as applicable, as well as to initial purchasers/lessees of such ground floor space, describing the provisions of this proffer. Any dwelling units located within the Additional Retail Space shall be counted toward the maximum allowable number of dwelling units (2,248) as set forth in Proffer 3.a.

(e) As part of the Type 1 Non-Residential Use commitment, the Applicant shall lease a minimum of 750 square feet of GFA in the ground floor of the first of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 to be constructed to a quick service food store user. Such space shall be so occupied prior to issuance of RUPs or Non-RUPs for residential units or office space located above the sixth floor of the respective building. Such use may be relocated from time to time among such buildings

and shall be provided at least until such time as the grocery store is occupied.

(iv) Office. Office uses shall be located in Buildings 8 and 9 (in either location of those buildings as shown on the CDP/FDP) and shall total a minimum of 125,000 square feet and a maximum of 300,000 square feet of GFA.

(v) Child Care. At a minimum, at least one child care center with an outdoor play area shall be designed and constructed within Building 16, 17 or 18. The maximum daily enrollment within such center shall be 100. The maximum hours of operation for the center shall be 5:00 am to 9:00 pm, weekdays.

(vi) Business Center. The Applicant shall provide space for and fit out a business center for use by project residents in the ground floor of one of buildings 14, 15, 16, 17 or 18. Such business center shall consist of a minimum of 600 square feet of gross floor area and shall include at a minimum a meeting room/area for 6-8 people; an area for at least 3 permanent computer stations; an area with access to at least 2 lap-top hook up stations (both such areas shall be hard wired for secure internet access); a facsimile machine; a copy machine; private space for telephone calls; and a washroom.

(vii) Accessory Uses and Home Occupations as permitted by Article 10 of the Zoning Ordinance.

(viii) Seasonal skating and public cultural/event/ recreation facilities in the "Town Center" plaza area as shown on the CDP/FDP.

(ix) Commercial off street parking (not including any temporary parking provided to facilitate improvements to the Vienna-Fairfax-GMU Metro Station), on an interim basis (i.e. until start of construction of the primary use approved for such site) on a maximum of two of the building sites of Buildings 6, 7, 8/9 and 10, or on a permanent basis within parking garages, as determined by the Applicant. In no event shall such use of any such site delay the start of construction of the primary use approved for such site. Commercial off-street parking lots, if any, shall be improved pursuant to Zoning Ordinance and Public Facilities Manual standards and shall be in substantial conformance with that shown on the CDP/FDP. The Applicant reserves the right to remove any such commercial off-street parking use at any time upon 30 days written notice to FCDOT. The Applicant shall not charge less for

commuter parking in any such lots than the prevailing rate for commuter parking at the WMATA garage(s) at the Vienna Metro Station. Such pricing restriction shall not apply to other potential users (such as retail patrons) of such parking facilities, if any. The construction and use of such parking facilities, if any, may occur prior to substantial completion of Vaden Drive Extended.

(x) Age-Restricted Housing. Notwithstanding that the CDP/FDP shows 138 dwelling units in Building 5, Building 5 may contain up to a total of 170 age-restricted units; provided, however, that the total maximum number of units permitted on the Application Property shall not exceed 2,248 (See Proffer 3.a.). All such units shall be restricted to primary owners/tenants who are a minimum of fifty-five (55) years of age. Of the total age-restricted units provided, including the independent living units provided in Buildings 2, 3 and 4, a minimum of ten (10) of such units shall be designed and constructed as fully handicapped accessible units, and the Applicant shall otherwise cooperate with residents to facilitate their installation of accessibility improvements.

(xi) Telecommunications Equipment as provided in Proffer 23 below.

(xii) Transportation Facilities, to include among other things parking, bus bays and/or other Metro related facilities on a temporary basis to facilitate the construction of improvements to the Vienna-Fairfax-GMU Metro Station as provided in Proffer 6.a.(xii) below.

d. Non-Core West (PDH-16) Principal Uses.

(i) Multiple family dwellings.

(ii) Affordable Dwelling Units (see Proffer 24 below).

(iii) Public Uses located in Building 1 consisting of approximately 29,700 square feet of GFA as provided in Proffer 25.

e. Non-Core West (PDH-16) Secondary Uses.

(i) Accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance.

(ii) Independent Living Facilities. Buildings 2, 3 and 4 collectively shall contain up to a total of 230 independent living units. All such units shall be restricted to primary owners/tenants who are a minimum of fifty-five (55) years of age. Of the total age-restricted/independent

living units provided, including those provided in Building 5, a minimum of ten (10) of such units shall be designed and constructed as fully handicapped accessible units, and the Applicant shall otherwise cooperate with residents to facilitate their installation of accessibility improvements. Prior to the issuance of the first RUP for the Independent Living Facilities units, the Applicant shall establish a prescription pick up program to be operated by the manager of the Independent Living Facilities project for the benefit of its residents and the residents of the age-restricted units in Building 5.

(iii) Neighborhood-serving commercial uses, including retail sales establishments, quick-service food stores, eating establishments, and personal service establishments.

f. Non-Core South (PDH-12) Principal Uses.

(i) Single Family Attached Dwellings.

(ii) Affordable Dwelling Units (see Proffer 24).

g. Non-Core South (PDH-12) Secondary Uses.

(i) Accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance.

For purposes of Zoning Ordinance Section 6-105 and 6-405, all secondary uses referenced specifically in this Proffer 5 shall be deemed to be "specifically designated on the FDP" such that approval of a separate special exception shall not be required to implement such use. Other principal and secondary uses permitted in the PRM, PDH-16 and/or PDH-12 Zoning Districts that are not specifically listed in this Proffer 5 may be permitted with the approval of a FDPA and/or a special exception or special permit, as required. A PCA shall not be required as long as the proposal remains in substantial conformance with the CDP.

6. Transportation.

a. Rezoning Analysis/Proffered Improvements. The Applicant has conducted a comprehensive traffic impact analysis prepared by Wells & Associates, LLC, dated August 19, 2005, (the "Rezoning Transportation Analysis") that addresses roads and intersections within and around the Application Property, the pedestrian circulation system and rail transit system capacity. Pursuant to such analysis, the Applicant shall implement/construct the following measures to mitigate the impacts of the development of the Application Property on the transportation system:

(i) Dedication. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way for public street purposes, for the purpose of extending Vaden Drive through the Application Property as further described below. Such right of way shall be of variable width, and shall be located within the Application Property in the area as generally shown on the CDP/FDP for Vaden Drive Extended. Such right of way dedication shall also include the area shown on the CDP/FDP that provides interparcel access to connect the property located west of the Application Property (2005 Tax Map reference: 48-3((1)) 95B and 95C) to Vaden Drive Extended. The exact location and amount of the right-of-way to be dedicated shall be determined based on the final engineering design of Vaden Drive Extended (as further described below) as determined by the Fairfax County Department of Public Works and Environmental Services ("DPWES"), the Fairfax County Department of Transportation ("FCDOT"), and the Virginia Department of Transportation ("VDOT"). Dedication of such right-of-way shall be made prior to site plan approval for the first phase of residential and/or non-residential development on the Application Property or upon request from Fairfax County, whichever occurs first. This proposed dedication shall be deemed to satisfy the right-of-way requirements of Table 1 of the Comprehensive Plan.

(ii) Vaden Drive Extended. Subject to VDOT and DPWES approval, the Applicant shall construct a four-lane median divided public road measuring approximately 66 feet from face-of-curb to face-of-curb (exclusive of turn lanes as shown on the CDP/FDP and/or as may be required by VDOT) within the Application Property in the area as generally shown on the CDP/FDP, connecting Lee Highway (Route 29) with Saintsbury Drive and within the area to be dedicated pursuant to Proffer 6.a.(i) above ("Vaden Drive Extended"). Vaden Drive Extended shall be constructed at a 30 mile per hour design speed (or lesser, such as 25 mph, if approved by VDOT) with 11-foot travel lanes and a 16 foot wide landscaped median as shown on the CDP/FDP and as approved by DPWES and VDOT. Vaden Drive Extended shall include turn lanes and improvements at its Lee Highway and Saintsbury Drive intersections as generally shown on the CDP/FDP and subject to VDOT, FCDOT and DPWES approval. The Applicant shall also construct an interparcel access to connect the property located west of the Application Property (2005 Tax Map reference: 48-3((1)) 95B and 95C) to Vaden Drive Extended as shown on the CDP/FDP. Vaden Drive Extended shall be substantially completed

prior to the issuance of the first Residential Use Permit ("RUP") or Non-Residential Use Permit ("Non-RUP") for residential or non-residential uses on the Application Property; provided, however, that this proffer shall not require the substantial completion of Vaden Drive Extended prior to issuance of a Non-RUP for temporary transportation facilities and/or parking uses, if any, to be located within the building sites of buildings 6, 7, 8, 9 and/or 10. For purposes of this Proffer, "substantially completed" shall mean open and available for use by the public but not necessarily accepted by VDOT for maintenance purposes. The Applicant shall maintain Vaden Drive Extended from Saintsbury Drive south to Lee Highway until VDOT accepts it into the State system for maintenance. Final bond release for the development shall not occur until Vaden Drive Extended is accepted into the State system.

(iii) Bus Shelter. Concurrent with construction of Vaden Drive Extended, the Applicant shall install a bus shelter exclusive of any bus turn out lane along Vaden Drive Extended in a location to be determined by the Washington Metropolitan Area Transit Authority ("WMATA") and/or FCDOT. The Applicant shall work with WMATA and FCDOT to develop the design of the bus shelter. The Applicant shall maintain the trash receptacles located at the bus shelter, as well as the bus shelter, and such maintenance obligations shall be contained in the Umbrella Owners Association documents as described in Proffer 18 below.

(iv) Truck Restrictions on Vaden Drive Extended. At the time of public improvement/site plan submission for Vaden Drive Extended, the Applicant shall make a written request of, and thereafter diligently pursue with VDOT a restriction to prohibit the use of Vaden Drive Extended by through trucks exceeding 5 tons of net weight.

(v) Saintsbury Drive – I-66 Ramp Connection. The Applicant shall design and engineer the connection from Saintsbury Drive eastbound onto the I-66 eastbound ramp as generally shown on the CDP/FDP concurrent with design of the Saintsbury Drive improvements as described in Proffer 6.a.(xii) below. If FCDOT obtains all Federal Highway Administration ("FHWA") permits and approvals necessary to construct such connection prior to substantial completion of such Saintsbury Drive improvements (as defined in Proffer 6.a.(xii)), then the Applicant shall construct such connection. If FCDOT does not obtain such permits and approvals prior to such time, then the Applicant shall contribute $150,000 to

DPWES to allow for the construction of such connection. The amount of such contribution shall be adjusted annually for inflation as reported by the Marshall and Swift Building Cost Index from the date of approval of this Application

(vi) Eastbound I-66 Ramp Widening. Subject to approval by WMATA, DPWES, FCDOT and VDOT, the Applicant shall design, engineer and construct improvements as shown on the CDP/FDP to widen the eastbound I-66 ramp at the point it exits onto Nutley Street southbound and Saintsbury Drive westbound. Such work shall be constructed concurrent with the reconstruction of Saintsbury Drive as described in Proffer 6.a.(xii) below and shall be "substantially complete" (as defined in Proffer 6.a.(ii) above) concurrent with the Saintsbury Drive improvements. In no event shall the Applicant be required to obtain FHWA approval for such widening improvements. In the event it is determined that FHWA approval is required, then the Applicant shall design and engineer such improvements as generally shown on the CDP/FDP concurrent with design of the Saintsbury Drive improvements and afford FCDOT the opportunity to obtain all FHWA permits and approvals necessary to construct such improvements. If FCDOT obtains all such permits and approvals prior to substantial completion of such Saintsbury Drive improvements (as defined in Proffer 6.a.(xii)), then the Applicant shall construct such improvements. If FCDOT does not obtain such permits and approvals by such time, then instead of constructing such improvements, the Applicant shall make a contribution to DPWES in the amount of such improvements as determined by the Fairfax County Bond Schedule prior to final bond release for the project.

(vii) Lee Highway/Nutley Street Improvements. Subject to DPWES, FCDOT and VDOT approval, the Applicant shall: (A) stripe eastbound Lee Highway to provide for dual left turn lanes onto northbound Nutley Street concurrent with construction of Vaden Drive Extended; (B) concurrent with such striping and the construction of Vaden Drive Extended, the Applicant shall implement traffic signal modifications (design, equip and install) as necessary at such intersection to accommodate protected only dual left turn lanes as may be warranted and approved by VDOT; and (C) concurrent with construction of Vaden Drive Extended the Applicant shall install pedestrian countdown signals as approved by VDOT crossing Nutley Street north and south of Lee Highway and crossing Lee Highway east and west of Nutley Street.

(viii) Private Roads. With the exception of Vaden Drive Extended, and the improvements to Saintsbury Drive (as described in Proffer 6.a.(xii) below), the street network as depicted on the CDP/FDP shall be private streets owned by the Applicant and, subsequently, the Umbrella Owners Association ("UOA") (as provided in Proffer 18 below).

(a) The private streets shall be constructed with materials and depth of pavement consistent with public street standards, in conformance with the Public Facilities Manual ("PFM") as determined by DPWES.

(b) As provided in Part 7 of Article 2 of the Zoning Ordinance, and as detailed more fully in Proffer 18 below, maintenance, repair and replacement of the private streets shall be the obligation of the Applicant and its successor UOA .

(c) The Applicant shall establish a reserve fund within the UOA to provide for the maintenance of the private streets and shall contribute the amount necessary to maintain the streets for a minimum of 10 years, as determined by DPWES and pursuant to Section 2-703 (1) (D) of the Zoning Ordinance.

(d) Prior to site plan approval for each respective phase of the project, the Applicant shall grant ingress and egress easements for public access and for public emergency and maintenance vehicles over the private streets constructed in that respective phase of development/construction.

(ix) WMATA Study. Prior to approval of the site plan/public improvement plan for Vaden Drive Extended the Applicant shall reimburse Fairfax County's actual documented cost (up to $100,000) of a Near-Term Improvement Analysis and Plan for Vienna Station undertaken by WMATA.

(x) Traffic Signals. Concurrent with the submission of a public improvement plan/site plan for Vaden Drive Extended, the Applicant shall submit to VDOT warrant studies based on full build out of the Application Property for traffic and pedestrian signals at the following intersections: Vaden Drive Extended/Main Street, Vaden Drive Extended/Lee Highway, Vaden Drive Extended/ Saintsbury Drive, and Main Street/Saintsbury Drive. All such signals shall include pedestrian countdown signals at all crossings

except those where no sidewalk/trail is located on the receiving end. The Applicant shall design, equip, and construct all of those signals that are warranted at such time(s) as VDOT determines them to be warranted based on the warrant studies. If, based on the warrant studies, VDOT determines that any of the signals will not be warranted until a time subsequent to final bond release for the Application Property, then the Applicant shall provide an escrow for the cost of such signals prior to final bond release in lieu of construction in an amount as determined by FCDOT. The Applicant shall be entitled to be reimbursed for (or in the event of an escrow, credited for) any contribution by others for a signal to be located at the intersection of Vaden Drive Extended/Saintsbury Drive associated with SE 2002-PR-016 after the Applicant installs the signal or, as applicable, at the time of escrow.

(xi) Signal Timing Modifications. Within 180 days after the opening of Vaden Dive Extended for public use, the Applicant shall conduct, and submit to VDOT, a corridor evaluation of existing signal timings along Nutley Street from the I-66 ramps to Lee Highway (4 signals) and along Lee Highway from Nutley Street to Blake Lane (4 signals), to determine appropriate signal timing modifications along such corridors. Such signal timing plans shall be subject to review and approval by VDOT and shall provide for sufficient pedestrian crossing times in accordance with established standards as determined by VDOT. The Applicant shall make such signal timing modifications as may be approved by VDOT based on the findings of the evaluation.

(xii) Saintsbury Drive and Metro Station. Subject to approval by WMATA, VDOT, FCDOT and DPWES, and subject to approval by the Board of Supervisors of Special Exception Amendment Application SEA 82-P-032-5 (collectively the "Metro Station Approvals"), the Applicant shall construct improvements to Saintsbury Drive and the Vienna-Fairfax-GMU Metro Station (the "Metro Station") as shown on the CDP/FDP. Such section of Saintsbury Drive shall be designed to VDOT standards at a 30 mile per hour design speed (or lesser if approved by VDOT) with modifications as may be approved by VDOT and DPWES. The Applicant shall "substantially complete" (as defined in Proffer 6.a.(ii) above) the Saintsbury Drive and Metro Station improvements prior to the issuance of the 600th RUP for the Application Property (exclusive of RUPs issued for dwelling units constructed within the first of Buildings 6, 7 or 10 to be constructed); provided, however, that upon demonstration that

diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 6.a.(xii) "good cause" shall include, but not be limited to, unforeseen delays relating to permitting and/or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or its subcontractors. The Applicant shall replace 77 existing on-street commuter parking spaces to locations along the reconstructed Saintsbury Drive as generally shown on the CDP/FDP and extending eastward toward the intersection of Nutley Street, or elsewhere if such spaces cannot be accommodated on Saintsbury Drive. The Applicant shall coordinate with WMATA on a phasing plan for the Metro Station and Saintsbury Drive improvements as set forth above that minimizes the interruption of service to and from the Metro Station during construction. The Metro Station improvements (i.e., bus bays, kiss-n-ride, pedestrian improvements, bus canopy and parking lot access improvements) shall be completed in accordance with WMATA construction guidelines and schedules.

(xiii) Circle Woods Drive Terminus. The Applicant shall construct a permanent terminus to Circle Woods Drive as may be approved by VDOT and DPWES and subject to the dedication of any necessary right of way and the granting of construction and other necessary easements by the Circle Woods Home Owners Association and/or the Circle Woods Condominium Association, as applicable, to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats). The Applicant shall diligently pursue all necessary off-site dedications and easements and provide documentation to DPWES in the event such dedications and easements are not provided. If the Applicant does not receive a response to its requests for dedications and easements within sixty (60) days of making them, then such requests shall be deemed to have been rejected, and the Applicant shall be relieved of any further obligation pursuant to this Proffer 6.a.(xiii). In the event that all such dedications and easements from the Circle Woods communities have been provided as required by this Proffer 6.a.(xiii), then the Applicant shall complete such work prior to bond release for Vaden Drive Extended; provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the

improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division.

(xiv) Off-Site Right-of-Way/Easements. In the event the Applicant is unable to obtain the necessary right-of-way or easements required to construct the improvements described in Proffer 6.a.(i) – 6.a.(xii), the Applicant shall proceed as follows:

The Applicant shall request the County to acquire the right-of-way or easements by means of its condemnation powers, at the Applicant's expense. It is understood that the Applicant's request will not be considered until it has forwarded, in writing, to the appropriate County agency accompanied by: (1) plans and profiles showing the necessary right-of-way or easements to be acquired, including all associated details of the proposed transportation improvements to be located on said property; (2) an independent appraisal of the value of the right-of-way or easements to be acquired and of all damages and benefits to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way or easements to be acquired; and (4) a Letter of Credit in an amount equal to the appraised value of the right-of-way or easements to be acquired and of all damages to the residue, which letter of Credit can be drawn upon by the County.

It is also understood that in the event the property owner of the right-of-way or easements to be acquired is awarded more than the appraised value of same and of the damages to the residue in a condemnation suit, the amount of the award in excess of the Letter of Credit amount shall be paid to the County by the Applicant within fifteen (15) days of said award. It is further understood that all other costs incurred by the County in acquiring the right-of-way shall be paid to the County by the Applicant on demand.

It is expressly understood that in the event the County does not acquire the aforesaid right-of-way or easements by means of its condemnation powers, the Applicant is relieved of its responsibility to construct the off-site portion of the aforesaid improvements specifically affected by the unavailability of the right-of-way or easements. It is further understood that in the event the Applicant is required to implement the provisions of this proffer in order to obtain necessary right-of-way or easements, then the timing requirements of these proffers as they relate to the improvements that necessitate such right-of-way or easements shall be automatically hereby adjusted to reflect the delays incurred by such

proceedings, but in any event such improvements shall be completed prior to final bond release for the project.

b. Subsequent Analyses. Concurrent with the trip generation analysis prepared pursuant to Proffer 7 following issuance of the 1,500th RUP for the Application Property, and again concurrent with the trip generation analysis prepared pursuant to Proffer 7 upon "stabilization" (as defined in Proffer 7), the Applicant shall conduct follow up traffic impact analyses to reevaluate the intersections studied in the Rezoning Transportation Analysis (as defined in Proffer 6.a. above) and make recommendations, as necessary, for signal timing modifications to improve traffic flow through such intersections. The Applicant shall submit such analyses to FCDOT and VDOT, and the Applicant shall implement any such signal timing modifications as VDOT may approve. In addition, these subsequent analyses shall include a review of and, if necessary, update to the assumptions and expectations contained in the Rezoning Transportation Analysis concerning the availability of existing and planned rail car capacity at the Vienna Transit Station to serve additional ridership generated by the residential component of the development at build out.

7. Transportation Demand Management (TDM).

This Proffer 7 sets forth the programmatic elements of a transportation demand management plan (the "TDM Plan") that shall be implemented by the Applicant, and subsequently the Umbrella Owners Association ("UOA") as defined in Proffer 18 below, to encourage the use of transit (Metrorail and bus), other high occupant vehicle commuting modes, walking, biking and teleworking in order to reduce automobile trips generated by the uses constructed on the Application Property. The TDM Plan shall be provided to complement the numerous physical attributes of the proposed development that provide for transportation systems management and are referenced elsewhere in these proffers.

The TDM Plan shall include the following components:

a. Trip Reduction Objectives.

(i) General. The purpose of the TDM Plan shall be to reduce vehicle trips generated by the uses constructed on the Application Property through the use of mass transit, ride-sharing, and/or other strategies.

(ii) Stabilization. Specifically, upon "stabilization" of the Application Property (as defined in Proffer 7.a.(v) below) and thereafter, the

objective of the TDM Plan shall be to reduce vehicle trips generated by the on-site residential uses during the weekday peak hour by 47% and to reduce vehicle trips generated by the on-site office uses in Buildings 8 and 9 (as shown on the CDP/FDP) during the weekday peak hour by 25%.

(iii) During Construction. In addition, during construction of the Application Property the objective of the TDM Plan shall be to reduce weekday peak hour trips generated by on-site residential uses and on-site office uses in Buildings 8 and 9 (as shown on the CDP/FDP) by percentages as set forth below:

- 1 – 750 dwelling units: 25% reduction;
- 751 – 1500 dwelling units: 30% reduction;
- Office GFA constructed in Buildings 8 and/or 9 prior to "stabilization": 20% reduction;

Notwithstanding these interim trip reduction objectives that are applicable during construction, in the event that the project includes fewer than 2,248 dwelling units and/or less than 300,000 square feet of office GFA in Buildings 8 and/or 9 upon stabilization, the trip reduction objectives upon stabilization shall nevertheless be 47% and 25% respectively.

(iv) Baseline. The baseline number of vehicle trips from which such reductions shall be measured shall be determined at the times of the trip generation analyses required pursuant to Proffer 7.g.(ii)(b) below based on the actual number and type of residential units constructed on the Application Property and the actual amount and type of office GFA constructed within Buildings 8 and 9 using the trip generation rates/equations applicable to such uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition, or those rates for single family attached dwelling units as applied by FCDOT in 2005, as applicable. For purposes of this Proffer 7 independent living units and age-restricted units shall be considered typical multiple family dwelling units without distinction for age-restrictions. In the event, however, that the project includes fewer than 2,248 dwelling units and/or less than 300,000 square feet of office GFA in Buildings 8 and 9 upon stabilization, then the baseline trip generation numbers applicable upon stabilization shall be calculated as if 2,248 dwelling units and 300,000 square feet of office GFA had actually been constructed as reflected on the CDP/FDP. An illustrative example of how the "baseline" would be determined is depicted on Exhibit A-1 attached hereto.

(v) Stabilization Defined. For purposes of this Proffer 7, "stabilization" of the Application Property shall be deemed to occur upon the later of one-year following issuance of the last initial RUP for a dwelling unit to be constructed on the Application Property or one-year following issuance of the last initial Non-RUP for floor area representing 80% of full occupancy of the second of the two office buildings to be constructed on the Application Property.

(vi) Peak-hour Defined. For purposes of this Proffer 7, the relevant weekday "peak hour" shall be that 60-minute period during which the highest volume of mainline trips occurs between, respectively, 6:00 and 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical traffic counts conducted at two select locations along Lee Highway between Blake Lane and Nutley Street and at two select locations along Nutley Street between Lee Highway and Saintsbury Drive and as approved in consultation with FCDOT. To determine the peak hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant peak hour shall be defined in conjunction with each of the trip generation analyses required pursuant to this proffer. The methodology for determining the peak hour may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

b. TDM Strategic Plan. In order to meet the objectives set forth in Proffer 7.a. above, the Applicant shall implement the TDM Strategic Plan prepared by Strategic Transportation Initiatives, Inc., dated December 16, 2005 and attached hereto as Exhibit B. It is the intent of this proffer that the TDM Strategic Plan adapt over time to respond to the ever-changing transportation related circumstances of the site, the surrounding community and the region (including, for example, the westward extension of the Orange line), as well as to technological and/or other improvements all with the objective of meeting the objectives set forth in Proffer 7.a. above. As such, the TDM Strategic Plan may be amended from time to time, subject to approval of FCDOT, but without requiring a PCA; provided, however, that the TDM Strategic Plan shall include provisions for the following:

(i) A targeted marketing program for residential sales/leases that encourages and attracts TDM oriented people such as one or no

car individuals/families to the project as well as a targeted marketing program for office tenants;

(ii) Integration of transportation information and education materials into residential sales/rental kits;

(iii) "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents;

(iv) Distribution of fare media or other incentives one time, to all initial residents of driving age, as well as on select occasions as an incentive;

(v) Marketing and incentive programs that encourage off-peak vehicle travel;

(vi) Marketing programs that encourage office tenant employees to live on the Application Property;

(vii) Encouraging office employers to offer employee benefit options including parking cash out, pre-tax/payroll subsidy for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives;

(viii) Vanpool and carpool formation programs, including ridematching services, and coordination with established guaranteed ride home programs;

(ix) Safe routes to schools program(s);

(x) Car sharing program(s) subject to agreement with third-party vendor(s) (such as ZipCar/FlexCar);

(xi) A site-specific project website (that includes targeted information on a building by building basis) and that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;

(xii) Establishment of a parking management plan to be coordinated with FCDOT to promote strategies to minimize vehicle trips. Such plan shall provide for, among other things, the "un-bundling" of parking spaces from unit sales/leases, dedicated space for residential vanpools, unbundling of leasing and pricing for office

space and parking spaces, preferential parking (rates and locations) for carpools and vanpools;

(xiii) Establishment of TDM network of designated TDM contacts from the UOA, property managers and FCDOT through which to coordinate the implementation of the TDM Plan;

(xiv) Establishment of a phasing strategy coordinated with FCDOT as provided herein for implementation to address which strategies are implemented at what time; and,

(xv) Establishment of an on-site TDM office/commuter store prior to issuance of the first RUP or Non-RUP (exclusive of Non-RUPs issued for temporary transportation facilities and/or parking uses, if any, to be located within the building sites of Buildings 6, 7, 8, 9 and/or 10). Such TDM office/commuter store shall consist of a minimum of 400 square feet of GFA and shall be provided rent-free to the TDM program. Such use may be provided in a temporary structure during construction and relocated from time to time within the development.

(xvi) Establishment of a plan to be implemented throughout construction of the Application Property to provide for interim TDM measures that are specifically tailored to address the interim trip reduction objectives and the characteristics of the site throughout construction in terms of type and number of uses constructed.

c. Transportation Coordinator. Within 90 days of the approval of this Application, the Applicant shall designate a transportation management professional to be the Transportation Coordinator ("TC") for the project, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan. The TC shall oversee all elements of the TDM Plan and act as the liaison between the Applicant and FCDOT. The TC may be employed either directly by the Applicant/UOA or through a property management company contracted by the Applicant/UOA. The Applicant shall provide written notice to FCDOT of the designated TC, along with a demonstration of his/her qualifications, within 10 days of such designation and, thereafter, within 10 days of any change in such designation. Following the initial designation of the TC, the Applicant/UOA shall continuously employ, or cause to be employed, a TC for the Application Property.

d. TDM Budget. Within 180 days of approval of this Application the Applicant, through the TC, shall establish an initial budget sufficient to

implement the TDM Strategic Plan for the forthcoming year (the "TDM Budget"). The TDM Budget shall include a contingency (the "TDM Budget Contingency") equivalent to a minimum of 10% of the amount of the TDM Budget. The Applicant shall provide written documentation demonstrating the establishment of the TDM Budget to FCDOT within 10 days of its establishment. In conjunction with annual monitoring of TDM strategies as provided in Proffer 7.g.(i) below, the TC shall re-establish the TDM Budget for the forthcoming year.

e. TDM Account. Within 90 days of approval of this Application, the Applicant shall establish and fund an account (the "TDM Account") in the initial amount of $200,000. The purpose of the TDM Account shall be to fund the TDM Budget, including the TDM Budget Contingency. The TDM Account shall be established in an interest bearing account with a fully insured and licensed financial institution. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within 10 days of its establishment. Funds in the TDM Account shall be utilized by the TC each year to implement the TDM Strategic Plan in accordance with the TDM Budget. As provided in Proffer 7.g.(i) below, the TC shall provide an annual audit of the TDM Account to FCDOT, and such audit shall include demonstration that the applicable strategies of the TDM Strategic Plan were implemented and sufficiently funded that year.

Any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund (as described in Proffer 7.j.(i) below) until such time as the TDM Remedy Fund has achieved a balance of $500,000. Upon such time as the TDM Remedy Fund achieves a balance of $500,000, any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account to be utilized for the forthcoming year. In the event that the TDM Remedy Fund is drawn upon (as provided in Proffer 7.j.(i) below) then the process for replenishing the TDM Remedy Fund as outlined above shall be repeated until the TDM Remedy Fund again achieves a balance of $500,000.

The TDM Account shall be replenished annually following the establishment of each year's TDM Budget, and any transfer of funds to the TDM Remedy Fund as provided above, by the Applicant and/or UOA as applicable, in order to maintain a starting balance of at least $200,000, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index, or such greater amount as the forthcoming year's TDM Budget may require. An illustrative example demonstrating a possible cash flow scenario of funds through the TDM Account and incorporating the other financial obligations as provided in

this Proffer 7 is depicted on Exhibit A-6 attached hereto. The TDM Account shall be managed by the Applicant until such time as the Applicant Control Period (as defined in Proffer 7.i. below) has expired. Following such time management of the TDM Account will become the responsibility of the UOA. A line item for the TDM Account shall be included in the UOA budget upon the establishment of the UOA. The association documents that establish and control the UOA shall provide that the TDM Account shall not be eliminated as a line item in the UOA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicant (or successor developer) until such time as pro-rata assessments of residents and commercial owners are implemented as provided in the UOA documents. Prior to the end of the Applicant Control Period, the Applicant shall establish a dedicated source of funding for at least a portion of the TDM Account from a source other than residential dwelling unit assessments, such as parking meter revenue and/or other parking revenue.

f. TDM Incentives. At the time of approval of the first site plan for residential use the Applicant shall make a one time contribution of $300,000 to the TDM Account to fund a transit incentive program for initial purchasers/lessees. Such program shall be prepared by the Applicant, through the TC and in coordination with FCDOT and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.

g. Monitoring and Reporting.

(i) TDM Strategies. At a minimum, the TC shall report annually to FCDOT on the TDM Plan beginning on or about the date that is one (1) year following approval of this Application. Until such time as any residential and/or non-residential space is occupied, such report shall include a description of that year's TDM strategic efforts, including, as applicable, sample marketing materials, as well as that year's TDM Budget and TDM Account expenditures and the TDM Budget for the forthcoming year. Thereafter, the report shall include those items and, in addition, the TC shall conduct an annual survey (approximately 60 days prior to the date of the annual report) to evaluate the effectiveness of the TDM strategies in place at that time and to evaluate whether potential changes to the TDM Strategic Plan are needed at that time. If such surveys reveal that changes to the TDM Strategic Plan are

needed, the Applicant shall coordinate such changes with FCDOT and thereafter implement them. The TC shall coordinate draft survey materials and the methodology for validating survey results with FCDOT prior to each year's survey. The TC shall submit as part of the annual report an analysis of the surveys to FCDOT. Such analysis shall include at a minimum:

(a) A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;

(b) The results of the surveys taken during the survey period;

(c) The number of residents, employees and/or others participating in the TDM programs;

(d) An evaluation of the effectiveness of the TDM program elements in place and, if necessary, proposed modifications;

(e) An audit of the TDM Account established pursuant to Proffer 7.e. above; and

(f) A description of the uses constructed and occupied on the Application Property at the time the survey was conducted.

(ii) Trip Generation.

(a) As part of the regular monitoring of the TDM programs, the Applicant shall also measure actual trip generation from the site at select intervals as provided below to evaluate the success in meeting the trip reduction objectives as set forth in Proffer 7.a. Specifically, the Applicant shall conduct a trip generation analysis to monitor peak hour trips generated by the residential and office uses constructed on the Application Property at the following times: First, following occupancy of the 750th dwelling unit; Second, following occupancy of the 1500th dwelling unit; Third, following stabilization (as defined in Proffer 7.a.(v) above); Fourth, one year following stabilization; and Fifth, two (2) years following stabilization. Following the fifth such trip generation analysis, if the trip reduction objectives set forth in Proffer 7.a. are not being met, then the Applicant (or successor developer, but not successor UOA) shall conduct additional trip generation analyses as provided in this Proffer 7 until such time as two

consecutive post stabilization trip generation analyses reveal that the trip reduction objectives are being met.

(b) Such trip generation analyses shall include vehicle counts, which counts may include counts of vehicles entering and exiting driveways to buildings within the development, as well as intersection turning movement counts at those street connections to/from the community and/or other similar quantitative measures as coordinated with and approved by FCDOT. Counts shall be conducted so that only trips generated by the office and, separately, residential uses on the Application Property shall be counted. Trips not generated by the office and residential uses on the Application Property, such as cut-through trips, metro trips not generated by the Application Property, and retail trips not generated by the Application Property, shall not be counted. Peak hour counts shall be conducted over 3 days over a maximum two week period at a time of the year that reflects typical travel demand conditions (e.g., September to May, not during holiday weeks or when public schools are not in session). The average number of AM and PM peak hour trips shall be computed by summing the number of applicable trips entering and exiting the site (at all driveways) on each of the three days counts are taken and dividing that sum by three. Values will be provided for each building included in the project and a sum of vehicle trips generated by the residential and office uses in the project will be calculated. At least 30 days prior to conducting each such analysis, the Applicant shall convene a meeting with FCDOT to finalize the calculation of the respective "baseline" (as defined in Proffer 7.a.(iv) above) and to finalize the methods for such analyses all as based on the provisions contained herein. Within 60 days of completion of each such analysis, the Applicant shall compile the results and provide a written report to FCDOT.

h. Evaluation and Adjustment. The results of the trip generation analyses referenced in Proffer 7.g.(ii) above shall be compared to the trip reduction objectives set forth in Proffer 7.a. to determine whether those trip reduction objectives have been met. In the event such objectives have been met as determined by the trip generation analyses, the Applicant shall proceed to implement the TDM Plan. In the event such objectives have not been met, then the Applicant shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop modifications to the TDM

Strategic Plan to address the extent of the shortfall, which modifications may include the requirement to conduct additional trip generation analyses no sooner than six (6) months following the previous such analysis. Within 30 days following such meeting, the Applicant shall submit an updated TDM Strategic Plan and TDM Budget to FCDOT for its review and approval. If the Applicant does not receive a response from FCDOT within 45 days of submission, then the Applicant's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the Applicant shall (1) increase the TDM Account if necessary (including drawing from the TDM Remedy Fund if necessary) in order to cover any additional costs to implement the updated TDM Budget; and (2) implement the provisions of the updated TDM Strategic Plan.

i. Subsequent Monitoring and Reporting. The Applicant (or successor developer, but not the successor UOA) shall remain obligated under this proffer until such time as two consecutive post stabilization trip generations analyses (i.e. not including the trip generation analysis conducted at "stabilization") reveal that the trip reduction objectives are being met (the "Applicant Control Period"). At the end of the Applicant Control Period, the Applicant shall contribute to the TDM Remedy Fund (as described in Proffer 7.j.(i) below) if and to the extent necessary for the TDM Remedy Fund to have a $500,000 balance, as adjusted for inflation as provided in Proffer 7(j)(i) below. Upon such contribution, if any is required, the Applicant shall bear no further obligation under this Proffer 7.

If the trip generation analysis conducted two (2) years following stabilization reveals that the trip reduction objectives are not being met, then the Applicant shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop modifications to the TDM Strategic Plan to address the extent of the shortfall. Within 30 days following such meeting, the Applicant shall submit an updated TDM Strategic Plan and TDM Budget to FCDOT for its review and approval. If the Applicant does not receive a response from FCDOT within 45 days of submission, then the Applicant's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the Applicant shall (1) increase the TDM Account if necessary (including drawing from the TDM Remedy Fund if necessary) in order to cover any additional costs to implement the updated TDM Strategic Plan; (2) implement the provisions of the updated TDM Strategic Plan; and (3) conduct another trip generation analysis (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) no sooner than six (6) months later to determine whether the trip reduction objectives are then being met. In the event such subsequent analysis reveals that the

trip reduction objectives are still not being met, then the Applicant shall repeat the process above (additional adjustments to programmatic elements, additional funding and additional monitoring) until such objectives have been met for two (2) consecutive years.

Following such time as the trip reduction objectives are determined to have been met for two consecutive post stabilization trip generation analyses, the Applicant (or successor developer) shall bear no further obligation under this Proffer 7. At such time, the UOA shall be responsible for the TDM Plan and shall conduct additional trip generation analyses at two (2) year intervals to determine whether the trip reduction objectives are continuing to be met. Upon such time as two consecutive analyses conducted at two (2) year intervals demonstrate that the trip reduction objectives have been met, the UOA shall be required to conduct subsequent trip generation analyses at five (5) year intervals. Meanwhile, the UOA shall remain obligated to continue to report annually to FCDOT on the TDM Strategies as provided in Proffer 7.g.(i). In the event that such annual reports demonstrate through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the post stabilization trip reduction objectives are continuing to be met, as determined by FCDOT, then FCDOT may require the UOA to conduct additional trip generation analyses (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) on a more frequent basis to determine whether in fact such objectives are being met. If any of the UOA's required trip generation analyses demonstrate that the trip reduction objectives are not being met, then the UOA shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop modifications to the TDM Strategic Plan to address the extent of the shortfall. Within 30 days following such meeting, the UOA shall submit an updated TDM Strategic Plan and Budget to FCDOT for its review and approval. If the Applicant does not receive a response from FCDOT within 45 days of submission, then the UOA's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the UOA shall (1) increase the TDM Account if necessary (including drawing from the TDM Remedy Fund if necessary) in order to cover any additional costs to implement the updated TDM Strategic Plan; (2) implement the provisions of the updated TDM Strategic Plan; and (3) conduct another trip generation analysis (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) no sooner than 6 months following the previous such analysis to determine whether the trip reduction objectives are then being met. In the event such subsequent analysis reveals that the trip reduction objectives are still not being met, then the UOA shall repeat the process above

(additional adjustments to programmatic elements, additional funding and additional monitoring) until such objectives have been met for two (2) consecutive years, whereupon the UOA shall then proceed to conduct trip generation analyses at two (2) and then five (5) year intervals as described above.

j. TDM Remedy Fund and TDM Penalty Fund

(i) TDM Remedy Fund. Concurrent with the establishment of the TDM Account, the Applicant shall establish a separate account referred to herein as the "TDM Remedy Fund". The TDM Remedy Fund shall be funded pursuant the provisions of Proffer 7.e. Prior to issuance of the 750th RUP for the Application Property, the Applicant shall contribute to the TDM Remedy Fund if and to the extent necessary for the TDM Remedy Fund to achieve a $200,000 balance at that time, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the date of approval of this Application up to a maximum of $300,000. The purpose of the TDM Remedy Fund shall be to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the trip generation analyses for which insufficient funding is not immediately available via the then existing TDM Account. The TDM Remedy Fund shall be replenished as provided in Proffer 7.e. At the end of the Applicant Control Period, the Applicant (or successor developer, but not the successor UOA) shall contribute to the TDM Remedy Fund if and to the extent necessary for the TDM Remedy Fund to have a $500,000 balance at that time, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the date of approval of this Application up to a maximum of $650,000. Upon such contribution, if any is required, the Applicant (or successor developer, but not the successor UOA) shall bear no further obligation under this Proffer 7.

(ii) TDM Penalty Fund. Prior to issuance of the 1,500th RUP for the Application Property, the Applicant (or successor developer, but not the successor UOA) shall establish a one-time corporate guarantee for the benefit of Fairfax County in the amount of $2,000,000 (the "Corporate Guarantee"), which Corporate Guarantee shall be used, if applicable, to establish a TDM Penalty Fund. If the results of any trip generation analysis conducted following occupancy of the 1,500th dwelling unit and during the Applicant Control Period reveal that the trip reduction objectives of

Proffer 7.a. are not being met, then the provisions of Proffer 7.h. shall apply and, in addition, the Corporate Guarantee shall be drawn upon to fund the TDM Penalty Fund in an amount determined as follows:

- Following the trip reduction analysis conducted upon occupancy of the 1,500th dwelling unit:
  - Residential:
    - If the 30% "during construction" trip reduction objective is met or exceeded, then no penalty is owed;
    - If trip reduction is equal to or greater than 28% but is less than 30%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is greater than or equal to 25% but less than 28%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is less than 25% then $130,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.
  - Office :
    - If the 20% "during construction" trip reduction objective is met or exceeded, then no penalty is owed;
    - If trip reduction is greater than or equal to 18% but is less than 20%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is greater than or equal to 15% but is less than 18%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is less than 15%, then $70,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.

- Following trip generation analyses conducted upon "stabilization" and subsequently:

  - Residential:

    - If the 47% residential trip reduction objective is met or exceeded, then no penalty is owed. In such event, $480,000 of the Corporate Guarantee shall be released/returned to the Applicant;
    - If residential trip reduction is greater than or equal to 45% but is less than 47%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;
    - If residential trip reduction is greater than or equal to 42% but less than 45%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;
    - If residential trip reduction is less than 42%, then $480,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.

  - Office:

    - If the 25% office trip reduction objective is met or exceeded, then no penalty is owed. In such event, $120,000 of the Corporate Guarantee shall be released/returned to the Applicant;
    - If office trip reduction is greater than or equal to 23% but is less than 25%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;
    - If office trip reduction is greater than or equal to 20% but less than 23%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;

- If office trip reduction is less than 20%, then $120,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.

Illustrative examples demonstrating possible scenarios of the application of the TDM Penalty Fund provisions are depicted on Exhibits A-2, A-3, A-4 and A-5 attached hereto. Funds drawn from the Corporate Guarantee and paid to the TDM Penalty Fund are to be utilized by Fairfax County for transit or transportation related improvements in the vicinity of the Application Property. There is no requirement to replenish the Corporate Guarantee and/or the TDM Penalty Fund at any time. Any amount remaining in the Corporate Guarantee upon the end of the Applicant Control Period shall be released/returned to the Applicant.

k. Notice to Owners. All residents, tenants, and employers of the Metro West community shall be advised of the TDM Plan. UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of this Proffer prior to purchase of units, and the requirements of the TDM Plan, including the annual contribution to the TDM Plan (as provided herein), shall be included in all initial purchase documents and within the HOA, COA and UOA documents.

l. Enforcement. If the TC fails to timely submit a report to FCDOT as required by this Proffer, Fairfax County may thereafter issue the TC a notice stating that the TC has violated the terms of this Proffer and providing the TC sixty (60) days within which to cure such violation. If after such sixty (60) day period the TC has not submitted the delinquent report, then the Applicant/UOA as applicable shall (1) be subject to a penalty of $600 per day until such time as the report is submitted to FCDOT payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Application Property; and (2) permanently transfer ownership and control of the TDM Remedy Fund to Fairfax County to be used by Fairfax County to supplement the operation of the TDM Plan at the Application Property.

8. Pedestrian Improvements.

a. Vaden Drive Extended Trail. Subject to DPWES approval, the Applicant shall construct an eight-foot wide asphalt trail along the western side of Vaden Drive Extended as shown on the CDP/FDP. Such trail shall be constructed concurrent with the construction of Vaden Drive Extended and shall be available for public use prior to the issuance of the first RUP or

Non-RUP for residential and/or non-residential use on the Application Property except temporary transportation facilities and/or commercial off-street parking uses, if any, to be located within the building sites of buildings 6, 7, 8, 9 and/or 10. The Applicant and its successor UOA (as defined below) shall maintain such trail.

b. City of Fairfax Connector Trail. To facilitate interim pedestrian access through the Application Property to the Metro Station, prior to temporarily closing pedestrian access through the Application Property to allow for clearing, grading, and earth moving activities on site, the Applicant shall realign the portion of the City of Fairfax Connector Trail that currently crosses the Application Property to either the final location and configuration of such trail as shown on the CDP/FDP or to a temporary location on-site along the western boundary of the Application Property. In either event, the Applicant will ensure that there is an alternative pedestrian route to the Metro Station open, either on site or within East Blake Lane Park, at all times, including during such trail realignment work. If a temporary location is provided, then such temporary trail shall be constructed as an asphalt path a minimum of 8 feet in width. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct a permanent realignment of the City of Fairfax Connector Trail on the Application Property in a location that will tie in with the Vaden Drive Extended Trail as shown on the CDP/FDP. Thereafter the Applicant shall if applicable remove/realign the temporary trail and restore that area of the site to a vegetated condition as shown on the CDP/FDP. The Applicant shall maintain such portion of the realigned City of Fairfax Connector Trail that extends over the Application Property until such time as the Public Site is dedicated pursuant to Proffer 25, upon which time FCPA will maintain the trail. Also, concurrent with construction of Vaden Drive Extended the Applicant shall, subject to approval by the Fairfax County Park Authority ("FCPA"), reconstruct the City of Fairfax Connector Trail within East Blake Lane Park as shown on the CDP/FDP and provide trees along both sides of such portion of the reconstructed trail.

c. Pedestrian Access to Metro During Build Out. Public access through the Application Property will be restricted during the initial site work on the Application Property, throughout the construction of Vaden Drive Extended and otherwise as may be required for public safety. At least 15 days prior to the Applicant closing the current public access through the Application Property to the Metro Station site (such access presently occurs over Fairlee and Maple Drives which are proposed to be vacated/abandoned), the Applicant shall provide written notice of the closing to the Providence District Supervisor's office. Also prior to the Applicant closing current public access through the Application Property, the Applicant shall provide

temporary signage along the Lee Highway and Saintsbury Drive frontages of the Application Property to provide notice of the pending closure of public access through the Application Property and to direct pedestrians to the City of Fairfax Connector Trail. In addition, concurrent with construction of Vaden Drive Extended, the Applicant shall construct a temporary pedestrian route generally along the route of the "Main Street/Town Center Plaza" as shown on the CDP/FDP to connect Vaden Drive Extended to the Metro Access Road. Such temporary pedestrian route shall be located in an area that is a minimum 10 feet wide and which shall include a minimum 5 foot wide concrete and/or asphalt surface with the balance of the area planted with grass, shrubs and trees if practical as determined by the timing of build out and construction constraints as approved by Zoning Evaluation Division. Such temporary pedestrian improvements shall be available for public use upon the opening of Vaden Drive Extended to public use. Such temporary pedestrian improvements may be relocated from time to time within that general location to allow for development and construction to occur adjacent thereto.

d. Pedestrian connection to Blake Tree Manor. Subject to the granting of necessary easements by FCPA in accordance with established FCPA practices and fee schedules, and further subject to the granting of necessary easements/permissions from the Blake Tree Manor owners association to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats), the Applicant shall construct pedestrian improvements through East Blake Lane Park and into the Blake Tree Manor Subdivision to connect the Blake Tree Manor Subdivision to the City of Fairfax Connector Trail. Such improvement is identified as "Proposed Sidewalk X" on Sheet 36 of the CDP/FDP. Such improvement shall include one bridge crossing of Hatmark Branch in a location and of a design as shown on the CDP/FDP as approved by DPWES and FCPA. Such bridge shall be an eight (8) foot wide standardized steel truss pre-fabricated bridge with pressure treated timber decking and appropriate hand rails. Such improvement shall also include a five foot wide asphalt path leading east from the bridge crossing to connect into the City of Fairfax Connector Trail. Such improvement shall also include a five foot wide asphalt path (without stairs) leading west from the bridge crossing, through East Blake Lane Park to the boundary of the Blake Tree Manor Subdivision. In addition, the Applicant shall extend such path into the Blake Tree Manor Subdivision and construct stairs to connect such path into the existing pedestrian network in Blake Tree Manor. In addition the Applicant shall construct the improvements within Blake Tree Manor subdivision shown as "Proposed Sidewalks Y" on sheet 36 of the CDP/FDP. The Applicant shall complete such work prior to the issuance

of the 400th RUP for the Application Property (exclusive of RUPs issued for dwelling units constructed within the first of Buildings 6, 7 or 10 to be constructed); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 8.d. "good cause" shall include, but not be limited to, unforeseen delays relating to permitting and/or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or subcontractors. The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests of the Blake Tree Manor owners association within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to provided improvements within Blake Tree Manor pursuant to this proffer. In such event, however, the Applicant shall nevertheless remain obligated to construct the improvements referenced in this Proffer 8.d within East Blake Lane Park, subject to FCPA approvals and easements as referenced herein.

e. Pedestrian Connection to Circle Woods and Hunters Branch. Subject to approval of necessary licenses and/or easements to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats), the Applicant shall provide for pedestrian access to and from the Circle Woods and Hunters Branch communities as provided herein. The Applicant shall provide openings (approximately 5 feet wide) in the barrier fences to be constructed adjacent to the Circle Woods communities to allow direct pedestrian access from those communities to the pedestrian system on the Application Property in locations as generally shown on the CDP/FDP. There shall be no gates in the fence openings that are located between the Application Property and the Circle Woods communities. The Applicant shall construct a gated opening (approximately 5 feet wide) in the barrier fence to be constructed adjacent to the Hunters Branch Condominium Association property, and such gate shall be provided with an electronic card reader for use by Hunters Branch Condominium owners. Such gate may be removed upon the agreement of the Hunters Branch Condominium Association without requiring a PCA. In addition, the Applicant shall provide an opening (approximately 5 feet wide) in the barrier fence adjacent to the Hunters Branch communities south of the existing security fence located on the Hunters Branch Condominium Association property in a location as generally shown on the CDP/FDP. There shall be no gate in such opening. The Applicant shall construct the

sidewalk improvements within the Hunters Branch community shown as "Proposed Sidewalks Y and Z" on sheet 36 of the CDP/FDP concurrent with the construction of the fence. The Applicant shall construct a 5' wide asphalt path within the Circle Woods community in the general area of "Proposed Sidewalk Y" as shown on sheet 36 of the CDP/FDP (notwithstanding that the CDP/FDP calls for a 4' concrete path in such location) concurrent with construction of the fence. Such path shall intersect the existing sidewalk within Circle Woods south of the wooden bridge crossing of the drainage swale and meander eastward to the fence opening in order to avoid conflicts with trees, to the maximum extent possible, and with utilities. In no event shall the Applicant be required to remove or relocate trees or utilities in order to make any such offsite sidewalk connections. Such improvements shall be subject to approval by DPWES. The Applicant shall seek all necessary off-site easements/approvals prior to submission of a site plan for the respective phase of development/construction on the Application Property adjacent to such connections and shall diligently pursue necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to make offsite improvements pursuant to this proffer.

f. Internal Sidewalks. The Applicant shall construct a comprehensive sidewalk system throughout the Application Property as generally shown on the CDP/FDP. Such sidewalk system shall be constructed concurrent with the phasing of development of the Application Property. Such sidewalk system shall include sidewalk connections extending to the property line adjacent to the neighboring Circle Woods and Hunters Branch communities as shown on the CDP/FDP to allow the pedestrian openings referenced in Proffer 8.e. above to tie in to the onsite sidewalk network. All onsite sidewalks shall be maintained by the UOA as set forth in Proffer 18 below. Sidewalk improvements within existing or proposed VDOT right-of-way shall be as approved by VDOT. Prior to site plan approval for each respective phase of development the Applicant shall grant public access easements over the private sidewalks located within such phase.

g. Crosswalks. Concurrent with construction of Vaden Drive Extended, the Applicant shall install crosswalks across Vaden Drive Extended, including a raised crosswalk (or speed table) at the Main Street/Vaden Drive Extended intersection, in locations as generally shown on the CDP/FDP and as may be approved by DPWES and/or VDOT. Concurrent with each

respective phase of development/construction of the Application Property, the Applicant shall install painted and/or paver crosswalks within the internal private street network on the Application Property as generally shown on the CDP/FDP and as subject to approval by DPWES. Subject to DPWES approval, the Applicant shall provide for illumination at all intersections through the use of ornamental lighting and, at the Vaden Drive Extended/Main Street and Main Street/Saintsbury Drive intersections, through the use of embedded ground level pedestrian lighting as shown on the CDP/FDP.

h. Lee Highway Sidewalk. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct an 8-foot wide asphalt path (notwithstanding that the CDP/FDP shows a 5 foot concrete sidewalk) across the Application Property's Lee Highway frontage that transitions to connect to the existing 4-foot sidewalk to the east and west.

9. Open Space and Landscaping.

a. As depicted on the CDP/FDP the entirety of the Application Property shall provide a minimum of 37% overall open space calculated over the area of the Application Property less the area to be dedicated for public streets. Buildings and paved areas within parking lots do not count as open space. Such open space shall be allocated among each of the respective zoning districts as shown on the CDP/FDP such that the minimum open space requirements of each of the respective zoning districts is provided, as shown on the CDP/FDP. Development/implementation of the open space areas and improvements may occur in phases, concurrent with the phasing of development/construction of the Application Property. As such, the total area of open space provided at any given phase of development shall not be required to be equivalent to the 37% overall open space specified herein; provided, however, that the open space provided at any given phase of development shall satisfy the minimum amount required by the respective zoning district(s) in which such phase is located.

b. Site plans (and subsequent revisions as may be applicable and relevant to landscaping) submitted for the respective phases of development shall include a landscape plan showing the open space improvements, streetscape and landscaping appurtenant to that respective phase of development as generally shown on the CDP/FDP. Specifically, the plaza area located between buildings 6 and 10 as shown on the CDP/FDP shall be constructed concurrent with the second of buildings 6 or 10 to be constructed and shall be completed prior to the issuance of the first RUP for such building. The plaza/boulevard area located between buildings 7 and 8 as shown on the CDP/FDP shall be constructed concurrent with the

first of buildings 7 or 8 to be constructed and shall be completed prior to the issuance of the first RUP or Non-RUP for such building.

c. Native trees that are conducive to air quality enhancement shall be used within the streetscape and open space areas as determined appropriate by Urban Forest Management.

d. Landscaping shown on the CDP/FDP may be modified, if in substantial conformance with that shown on the CDP/FDP and as approved by the Zoning Administrator and Urban Forest Management, to allow for final engineering considerations such as final utility locations, low impact development facilities, sight distance requirements and the like. The Applicant shall coordinate the location of any utilities within open space areas to allow sufficient planting depth for trees and other landscaping as shown on the CDP/FDP. As a priority, where reasonably feasible the Applicant shall install water, sanitary sewer and storm sewer utility lines within the street network to avoid conflicts with open space areas and streetscape elements shown on the CDP/FDP. In addition, the Applicant shall coordinate with private utility companies (gas, power, telephone, cable etc.) to co-locate utilities where reasonably feasible.

e. As shown on the CDP/FDP, landscaping within the buffer between Buildings 11, 12, and 13 and the shared property line with the Hunter's Branch Condominium Association ("HBCA") Property shall include a combination of evergreen (including American Holly, Spruce, Cypress, Fir, and Pine) and hardwood trees, all at least 10 feet in height at the time of planting, and hardwoods a minimum of 2" – 2 ½" caliper at the time of planting, arranged to provide a visual buffer between the Application Property and the HBCA property. The Applicant shall coordinate the plan for landscaping such areas with HBCA as provided in Proffer 12 below.

f. The Applicant shall grant public pedestrian access easements over the open space areas identified on the CDP/FDP as Detail Areas #3, #4, #11, #12, #13, #14 and #15 with the following limitations: (1) swimming pools and associated areas located within Detail Area #11 shall not be open for access to the general public; and (2) such right of public access within Detail Areas #3, #4, #11, #12, #13 and #15 shall be subject to the right of the Applicant and the successor UOA and/or HOA/COAs as applicable to establish reasonable rules and regulations pertaining to hours of public access, maintenance, repairs and the like; provided, however, that hours for such public access shall be at a minimum 8 a.m. to the earlier of dusk or 9 p.m. on weekdays and 10 a.m. to the earlier of dusk or 9 p.m. on weekends and holidays. Public access shall be open at all times to Detail Area #14 subject to necessary maintenance and repairs.

10. Recreation Facilities.

a. Bicycle racks. The Applicant shall provide secure bicycle storage in locations convenient to the office, multi-family residential and retail uses on the following basis, at a minimum:

(i) One bicycle parking space for every 7,500 square feet or portion thereof of office GFA and one additional bicycle space for every 20,000 square feet, or portion thereof, of office GFA in each of Buildings 8 and 9. In addition, one shower per gender shall be installed for every 50,000 square feet of office GFA, up to a maximum of three showers per gender in each of Buildings 8 and 9;

(ii) One bicycle parking space for every five (5) multi-family residential units (exclusive of two-over-two multi-family units), or portion thereof, and one additional bicycle space for every 50 multi-family residential units (exclusive of two-over-two multi-family units), or portion thereof;

(iii) Two (2) retail bicycle parking spaces for every 10,000 square feet or portion thereof of the minimum 135,000 square feet of Type 1 and Type 2 Non-Residential GFA initially constructed as provided in Proffer 5.c.(iii).

(iv) Bicycle parking facilities for multi-family and office users as required herein shall be located within a structure. Retail bicycle parking spaces shall be installed at exterior locations that are visible from the retail uses and do not block sidewalks.

b. The Applicant shall comply with Paragraph 2 of Section 6-409 of the Zoning Ordinance regarding developed recreational facilities for the residential uses. The Applicant proffers that the minimum expenditure for the recreational facilities shall be $955.00 per residential dwelling unit exclusive of affordable dwelling units. The Applicant agrees that the $955.00 attributed to each unit shall be utilized toward only those developed recreational facilities to which the residents of such unit shall have access as provided in Proffer 10.d. below. The Applicant shall receive credit against the Zoning Ordinance minimum expenditure requirement for the cost of recreational facilities to include, but not to be limited to the cost of improvements for swimming pools (indoor and outdoor), sundecks, outdoor seating areas, pedestrian trails (except those shown on the Comprehensive Plan), plazas, skating rink and other outdoor recreation facilities, indoor recreational facilities, such as weight training

equipment, fitness, billiard rooms, card and game rooms, and indoor multi-purpose courts. The "fitness station" shown in Detail Area # 6 shall be as approved by FCPA. In addition, subject to approval by FCPA, the Applicant shall provide for a fitness "loop" that begins in Detail Area # 6 and utilizes both the Vaden Drive Extended Trail (See Proffer 8.a.) and the City of Fairfax Connector Trail. The fitness loop shall include an additional fitness station to the one shown in Detail Area # 6 and directional signage including mile markers subject to approval by FCPA.

c. Recreational facilities shall be developed/constructed in phases concurrent with the phasing of development of the Application Property and subject to the requirements of Section 16-404 of the Zoning Ordinance.

d. The Applicant reserves the right to restrict access to the various recreational facilities developed on the Application Property to the residents/owners within specific phases of the project and/or within the specific buildings, subject to the public access requirements as set forth in Proffer 9.f. above. At a minimum all residents of single-family attached dwelling units, multi-family two-over-two units, and units within Buildings 11, 12, 13, 14, 15, 16, 17, 19 and 20 shall have the right to use the developed recreational facilities within Buildings 14, 15, 16, 17 and Detail Area #11 as depicted on the CDP/FDP; residents within Buildings 2, 3, 4, and 5 shall have the right to use to the developed recreational facilities within those Buildings and Detail Area #5 as depicted on the CDP/FDP; residents within Buildings 6, 7, 10 and 18 shall have the right to use the developed recreational facilities within their respective buildings. Each of Buildings 6, 7, 10 and 18 shall include a minimum 1,250 square feet of space for residents of those Buildings to hold HOA or other community meetings.

e. The Applicant shall make a one-time contribution of $750,000 to the Fairfax County Board of Supervisors to install synthetic turf athletic fields and/or other field improvements. The field(s) to be improved, and the scope of the improvements, shall be determined by the Providence District Supervisor in consultation with the Providence District Athletic Fields Task Force. Such contribution shall be made within 30 days of final, unappealable approval of this Application.

11. Circle Woods Buffer

a. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct improvements in the buffer area between the peripheral, north/south property line shared with the Circle Woods communities and Vaden Drive Extended as shown on the CDP/FDP. As shown on the

CDP/FDP such buffer shall consist of undisturbed vegetation and a landscaped area and shall be improved with the Vaden Drive Extended Trail and a seven (7) foot high, tongue and groove fence with eight (8) foot high brick piers located approximately 20 feet on center with no gaps or openings other than to allow for, as necessary, utility connections, drainage, and a pedestrian connection as provided in Proffer 8.e. Such barrier fence shall be located on the Application Property adjacent to the shared property line and shall also extend on the Application Property adjacent to the shared east/west property line shared with the Circle Woods communities to the extent shown on the CDP/FDP. Such fence shall be maintained by the Applicant/UOA. Subject to all necessary approvals from the Circle Woods communities, the Applicant shall remove the existing fence located within the Circle Woods communities that runs parallel to the peripheral property lines shared with the Application Property. If the Applicant does not receive a response to such requests for approvals within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to remove the existing fence. At least 15 days prior to submission of a landscape plan for such buffer area, the Applicant shall schedule a meeting inviting representatives of the Circle Woods Communities to attend and comment on the landscape plan and provide suggestions concerning plant types and locations, and the Applicant shall take any such comments and suggestions into consideration prior to submission such landscape plan.

12. Hunters Branch Condominium Buffer.

a. Prior to issuance of the first RUP or Non-RUP for the Application Property (except temporary transportation facilities and/or commercial off-street parking uses, if any), the Applicant shall regrade the western portion of the Hunters Branch Condominium Association ("HBCA") property in order to tie the Application Property in to the HBCA property as shown on the CDP/FDP, subject to necessary approvals from Fairfax County and easements to be provided at no cost to the Applicant (except for the preparation and recordation of the deed and plat, the cost of which the Applicant shall bear). The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected, and the Applicant shall be relieved of any further obligation pursuant to this proffer. Following such grading activities, the Applicant shall construct a six-foot high wooden fence with brick piers approximately 20-feet on center along such shared property line. Such fence shall not include any gaps or

openings other than to allow for, as necessary, utility connections and drainage and pedestrian connection(s) (see Proffer 8.e.) as shown on the CDP/FDP and as approved by DPWES. The Applicant and its successor UOA and/or HOA/COA (as defined below) shall be responsible for maintaining such fence.

b. Prior to issuance of the first RUP or Non-RUP for the Application Property (except temporary transportation facilities and/or commercial off-street parking uses, if any), the Applicant shall re-landscape the portion of the HBCA property that is disturbed as a result of the grading activities referenced in Proffer 12.a. above as shown on the CDP/FDP. In connection with such re-landscaping, the Applicant shall install an outdoor, below grade, electronically controlled sprinkler system on the HBCA property to serve the HBCA landscaping located between the common property line and the HBCA parking area. In connection with such re-landscaping activities, the Applicant shall remove the existing wooden fence located approximately 15 feet from the shared property line within the HBCA property. The obligation of the Applicant to remove such fence shall be subject to necessary approvals by Fairfax County and HBCA. The Applicant will take responsibility for and in coordination with HBCA diligently pursue necessary approvals, if any, to allow for removal of the fence. In addition, the Applicant will make reasonable efforts to reduce the width of the existing sanitary sewer easement which runs along the western boundary of the HBCA property to allow greater area for supplemental planting, subject to the cooperation of the HBCA with respect to the vacation of the existing sanitary sewer easement and the rededication of a new sanitary sewer easement. As an alternative to such re-landscaping and the installation of an outdoor sprinkler system on the HBCA property, the Applicant, by mutual agreement with the HBCA, may pay the HBCA, prior to issuance of the initial RUP or Non-RUP for the Application Property, the reasonable cost of those anticipated improvements in a lump sum contribution in order to allow the HBCA to contract for the work on its own. Notwithstanding the introductory phrase of this Proffer 12.b. it shall be understood that the Applicant shall not be required to have completed the removal of the existing fence or the adjustment to the existing sanitary sewer easement as a condition precedent to issuance of the first RUP or Non-RUP for the project; but that such activities shall be completed, if so approved, prior to the issuance of the final RUP for the last of Buildings 11, 12 and 13. In any event the Applicant shall diligently pursue approvals to remove the fence and adjust the sanitary sewer easement as provided herein and shall demonstrate such efforts to DPWES if requested.

c. Prior to the grading activities over the common property line as discussed in Proffer 12.a. above, the Applicant shall undertake a tree survey and condition analysis of all trees greater than six (6) inches in caliper located on the HBCA property within the area anticipated to be re-graded, and extending ten (10) feet beyond such area, and in connection with representatives from HBCA, the Applicant shall evaluate opportunities where it will be reasonably practical to modify the grading plan to save certain trees and/or to transplant certain trees from the area to be re-graded to other locations on the HBCA property. If it is determined by the Applicant and HBCA that it is reasonably practical to so modify the grading plan and/or to transplant certain trees, then the Applicant shall so modify the grading plan and/or transplant such trees prior to commencing the grading activities referenced above.

d. Regent's Park. As shown on the sheet 19 of the CDP/FDP, a minimum ten (10) foot buffer area/utility easement will be provided within common area (not on individual lots) adjacent to the eastern boundary of the Application Property in the area behind and adjacent to the single family attached dwelling unit lots. In addition, such single family attached dwelling units in such area shall have a minimum 15 foot rear yard as shown on the CDP/FDP. A privacy fence shall be constructed along the rear yard line of the single family attached dwelling units in such area. Subject to approval of necessary easements/permissions from the adjacent owner to the east and any necessary approvals from Fairfax County, the Applicant shall replace the existing fence located off site to the east of the Application Property in the area behind the single family attached dwelling units with a new decorative fence and supplemental landscaping. The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation pursuant to this proffer.

13. Parking

a. Parking spaces shall be provided in accordance with the parking ratios as shown on Sheet 3 of the CDP/FDP for each respective phase of development/construction of the Application Property. The Applicant reserves the right to utilize on-street parking on the private streets in the development to meet the parking requirements so long as such spaces are striped and meet the dimension requirements of the PFM. The Applicant reserves the right to utilize surface parking spaces in one zoning district on the Application Property to meet parking requirements in another zoning

district on the Application Property. The number of parking spaces represented on the CDP/FDP is based on preliminary estimates of the proposed mix of uses, unit count and unit type. The final number of parking spaces shall be determined at the time of each site plan approval. The Applicant reserves the right to provide parking in excess of the minimum requirements as shown on the CDP/FDP; provided, however, that parking for the multi-family residential and office uses shall not exceed a ratio that is 10% higher than the minimum requirements for such uses as shown on the CDP/FDP, unless the Applicant demonstrates to the satisfaction of DPWES and the Providence District Supervisor that additional parking is necessary to meet anticipated demand for office uses. Such maximum parking ratios, however, shall not include any parking spaces allocated to support TDM programs such as car sharing, car/van pool and fleet vehicles, shuttle buses/vans and the like. During build-out of the single-family attached dwelling unit phases, the Applicant reserves the right to provide interim surface parking as visitor spaces or as second spaces for 16 foot wide townhouses (in accordance with Zoning Ordinance requirements for dimensions, striping, landscaping, etc.) on portions of the Application Property to be developed in a subsequent phase(s) to the extent necessary to meet, but not exceed, the parking requirements for the single family attached phase(s) of construction. The Applicant reserves the right to provide parking for multi-family units in parking structures connected to other, adjacent multi-family buildings so long as the minimum total parking supply is met at all times and so long as the number of above grade parking levels does not increase beyond those depicted on the CDP/FDP. The Applicant reserves the right to construct structured parking associated with Building groups 2-5; 6-10; 11-13; and 14-17 in phases, with portions of such parking constructed in advance of the building for which such parking will ultimately be provided, such that the limitations on the maximum number of parking spaces as set forth in this proffer may be exceeded on an interim basis during construction The Applicant reserves the right to relocate above grade parking shown on the CDP/FDP for Buildings 6, 7, 8, 9 and/or 10 to a subsurface location beneath those buildings; provided, however, that the building height and footprint, outdoor rooftop amenities and ground floor configuration of such building(s) remain in substantial conformance with those as shown on the CDP/FDP.

b. Notwithstanding Proffer 13.a. above, the Applicant reserves the right to request a parking reduction or shared parking agreement pursuant to Article 11 of the Zoning Ordinance for a multi-family (except two-over-two multi-family units) and/or non-residential use. Any modification of the required parking as approved by such parking reduction or agreement may be accommodated without requiring a PCA or FDPA provided that the layout of the parking remains in substantial conformance with that depicted

on the CDP/FDP. The Applicant shall not request a parking reduction for the single-family attached units.

c. Visitor Parking.

(i) A minimum of 0.3 parking spaces per single family attached unit (of the total 2.3 parking spaces required per single family attached unit) shall be located in common areas (i.e. street parking and/or surface lots) on the respective phases of the Application Property. Such spaces shall be available for general parking and shall not be assigned or allocated for use by individual dwelling units. In addition, homeowners/condominium owners' association documents shall provide that residents shall not park in visitor spaces and shall provide for enforcement action by the HOA/COA in the event of violation.

(ii) A minimum of 0.05 parking spaces per multi-family unit (of the total provided) shall be labeled as visitor parking and located in areas convenient to the respective multi-family buildings (i.e. on street parking or within areas of parking garages that are accessible and not assigned). Such spaces shall be available for general parking and shall not be assigned or allocated for use by individual dwelling units. In addition, homeowners/condominium owners' association documents shall provide that residents shall not park in visitor spaces and shall provide for enforcement action by the HOA/COA in the event of violation.

d. Drop-off Areas. At the time of site plan submission for each of Buildings 6, 7, 8, 9, 10, 16, 17 and 18, the Applicant shall designate at least two on-street parking spaces proximate to such building to be made available for short-term (15 minutes or less) delivery and drop-off use for car pools, van pools, shared car services, delivery services and the like. Conceptual locations for such spaces are shown on the CDP/FDP, and such locations may be modified at the time of final site plan subject to approval by FCDOT. Similarly, the Applicant shall so designate at least two such spaces for such use in connection with each of the following groups of buildings: (i) Buildings 11, 12 and 13; (ii) Buildings 14 and 15; (iii) Buildings 2, 3, 4 and 5; and (iv) Buildings 19 and 20.

e. Single Family Attached Dwellings/Garage Conversion.

(i) Any conversion or use of garages for the single family attached dwellings that will preclude the parking of vehicles within the garage is prohibited.

(ii) A covenant setting forth this restriction shall be disclosed in the UOA and HOA/COA documents and recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the UOA and the Board of Supervisors.

(iii) Prospective purchasers shall be advised in writing of this use restriction prior to entering a contract of sale and in the HOA documents.

f. Commercial Off-Street Parking. Subject to the terms of its special exception approval (which is scheduled to expire on November 19, 2006), the existing surface parking lot located on parts of Tax Map Parcels 48-1((1)) 91 and 91A shall remain open and in operation to provide parking for Metro riders, subject to WMATA's continuing operation of such lot, until such time as the Applicant provides 60-day written notice to Fairfax County DOT and the Providence District Supervisor of the start of such development activities on the Application Property (i.e. clearing and rough grading) that shall necessitate the closure of such parking lot. If requested by Fairfax DOT, the Applicant shall cooperate with Fairfax DOT to reduce the number of parking spaces available for use on such lot gradually over time until such time as the Applicant provides notice as provided herein.

14. Stormwater Management

a. The Applicant shall provide for stormwater detention ("SWM") and Best Management Practices ("BMP") in a system of underground detention vaults and low impact development ("LID") facilities as described in detail on the CDP/FDP, and as may be approved by DPWES. The Applicant shall meet the requirements for "adequate outfall" pursuant to the "Detention Method" as set forth in Section 6-0203.4C of the PFM or as otherwise may be approved by DPWES; provided, however that for purposes of meeting SWM/BMP and/or "adequate outfall" requirements, there shall be no increase in the limits of clearing and grading in East Blake Lane Park from that shown on the CDP/FDP. If it is determined that "adequate outfall" cannot be provided within the proffered limits of clearing and grading, a PCA shall be required.

b. In addition to providing SWM detention for the entirety of the Application Property, as shown on the CDP/FDP the Applicant shall provide SWM detention (but not BMP) for approximately 11.8 acres of land owned by WMATA located adjacent to the north of the Application Property, which drains on to the northwest drainage area on the Application Property as well as for approximately 1.32 acres of land owned by WMATA located

adjacent to the north of the Application Property, which drains on to the northeast drainage area on the Application Property, and for which no SWM detention currently exists for either area.

c. In addition, the northeast drainage area of the Application Property shall provide for a peak flow rate reduction in the 100-year 24-hour design storm event that is equal to or less than the peak flow rate from the site in its existing (before re-development) condition

d. Maintenance. The Applicant shall enter into a private Stormwater Maintenance Agreement(s) with Fairfax County for all of the SWM/BMP/LID facilities prior to site plan approval for the respective phase of development that implements such facilities. Stormwater Maintenance Agreement(s) for underground vaults shall be subject to the Waiver #8625-WPFM-001-1 Conditions as approved by the Board of Supervisors. The Applicant, and subsequently the Umbrella Owners Association (UOA) as defined in Proffer 18, shall maintain all SWM/BMP/LID facilities pursuant to such Stormwater Maintenance Agreement(s).

e. Monitoring. In order to measure the effectiveness of the LID facilities, the Applicant shall monitor certain of the SWM/BMP/LID facilities pursuant to Flow Monitoring Program attached hereto as Exhibit C. The specifications of the Flow Monitoring Program may be amended from time to time subject to approval by DPWES and without requiring a PCA; provided, however, that the following parameters are maintained:

(A) Monitoring shall occur in the northwest drainage area of the site at three locations as specified in the Flow Monitoring Program;

(B) Monitoring shall begin following stabilization of the areas draining to the monitoring sites. For purposes of this Proffer 14, stabilization shall be deemed to occur one year following issuance of the first unit RUP for the last building to be constructed in the area that drains to the monitoring sites; and

(C) At a minimum, monitoring shall continue for three years from the date of stabilization and data from such monitoring shall be collected annually and compiled in a report to DPWES

(D) The monitoring obligations of this proffer shall remain the obligation of the Applicant (or its successor

developer) and shall not be passed on to the UOA or any HOA or COA as defined in Proffer 18 below, and final project bond release shall not occur until after the final monitoring report is submitted to DPWES.

15. Noise Attenuation

a. Miller, Beam and Paganelli, Inc. has prepared a Noise Impact Analysis dated December 14, 2005, which evaluates noise impacts associated with I-66 on the Application Property. Based on the findings of such Analysis, the Applicant proffers the following:

(i) The Applicant shall submit a refined acoustical analysis prior to the submission of site plans for Buildings 5, 6, 7 and/or 10 in order to determine areas of potential impact from 1-66 highway noise. Such analysis shall consider the actual height, if any, of a noise attenuation wall/barrier that may be provided as set forth in Proffer 15.a.(ii) below. Such refined acoustical analysis may also provide potential, alternative interior noise attenuation measures to those set forth in Proffer 15.a.(iv) and 15.a.(v) below. Such analysis shall be submitted to and approved by DPZ and shall be based on the methodology contained in the Miller, Beam and Paganelli analysis. Any changes to Buildings 5, 6, 7 and/or 10 premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDP/FDP and these proffers as determined by the Zoning Administrator

(ii) No space in any building that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level. In order to attenuate highway noise the Applicant may construct a noise attenuation wall/barrier designed as part of the bus shelter/canopy to be located on the Vienna-Fairfax-GMU Metro Station site concurrent with construction of the Metro Station improvements referenced in Proffer 6.a.(xii), subject to WMATA approval. The maximum height of such barrier shall be 30 feet. In the event that the refined acoustical analysis referenced in Proffer 15.a.(i) above demonstrates that portions of any building would be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level, then the Applicant shall either (1) adjust the use of the impacted portions of such building such that no space in such building that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA

Ldn or greater at floor level [For example, space within such impact area may be used for uses ancillary to the primary multiple family residential use of that building (i.e. common recreation space, meeting rooms, storage, etc.) or, as a secondary preference such space may be occupied by "apartment hotel" units with a maximum lease term of 30 days]; or (2) step back the top floors of such building such that no space in such building that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level. In such event, the Applicant shall demonstrate its selection to DPZ. In the event the Applicant proposes to occupy space within an impact area of 75 dBA Ldn or greater with "apartment hotel" units, the Applicant shall demonstrate as part of the refined acoustical analysis, as approved by DPZ, the measures that will be taken so that the interior noise levels within such units will be mitigated to a noise level of no more than 45 dBA Ldn.

(iii) In the event that the Fairfax County Policy Plan is amended to eliminate the prohibition on residential use in areas impacted by highway noise at a level exceeding 75 dBA Ldn, the prohibitions of this proffer to residential uses within such areas shall no longer be applicable.

(iv) In order to reduce interior noise to a level of no more than 45 dBA Ldn, for residential units that are demonstrated by a refined acoustical analysis to be impacted by highway noise from I-66 having levels projected to be greater than 70 dBA Ldn (but not more than 75 dBA Ldn), these units shall be constructed with the following acoustical measures:

- Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45.
- Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 70 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 45.
- All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(v) In order to reduce interior noise to a level of no more than 45 dBA Ldn for residential units that are demonstrated by a refined acoustical analysis to be impacted by highway noise from I-66

having levels projected to be between 65 and 70 dBA Ldn, these units shall be constructed with the following acoustical measures:

- Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.
- Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
- All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(vi) In order to reduce exterior noise to a level that is no more than 65 dBA Ldn for the active recreation areas of the elevated plaza associated with Building # 7, such plaza shall be shielded from noise impacts from I-66 by the construction of a parapet wall extending upward a minimum of three (3) feet and a maximum of seven (7) feet from the plaza's floor level on the building's northern façade.

(vii) Building plans for each of Buildings 5, 6, 7 and 10 shall depict the final noise contours and all locations on the respective buildings/units, if any, that are subject to noise mitigation as provided herein.

b. Polysonics, Inc. has prepared a Traffic Noise Analysis dated September 29, 2005 which evaluates noise impacts associated with Vaden Drive Extended and Route 29 on the Application Property. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:

(i) In order to reduce interior noise to a level of no more than 45 dBA Ldn for the single family attached units that are demonstrated by a refined acoustical analysis to be impacted by roadway noise from Route 29 having levels projected to be between 65 and 70 dBA Ldn, these units shall be constructed with the following acoustical measures:

- Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.

- Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
- All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(ii) In order to reduce exterior noise to a level that is no more than 65 dBA Ldn for the outdoor recreation area that is projected to be impacted by roadway noise from Route 29, the Applicant shall construct a noise attenuation wall as a design feature of the community in a location as shown on the CDP/FDP. Such wall shall be a maximum height of six (6) feet and shall be located on a berm of approximately 2-3 feet as determined by final grading.

(iii) The Applicant shall submit a refined acoustical analysis prior to the submission of a site plan that includes the noise impacted residential units and/or recreation area in order to provide alternative noise attenuation measures to those set forth in Proffer 15.b.(i) and 15.b.(ii). Such analysis shall be submitted to and approved by DPZ and shall be based on the methodology contained in the Polysonics analysis.

(iv) Building and site plans for each unit that is subject to noise mitigation as provided herein shall depict the final noise contours.

16. Tree Preservation Plan

a. The Applicant shall submit a tree preservation plan as part of the public improvement plan/site plan submission(s) for Vaden Drive Extended and for the Public Building and Public Site (as described in Proffer 25 below). The tree preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of Urban Forest Management ("UFM"). The Applicant shall provide a copy of the Tree Preservation Plan to FCPA for review and comment, upon submission of such plan to 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 6 inches in diameter and greater, located on the Application Property or within East Blake Lane Park, that are located up to 25 feet to either side of the limits of

clearing and grading shown on the CDP/FDP for the areas adjacent to East Blake Lane Park, the area adjacent to the "tree save" area within the Public Site and the area adjacent to the eastern boundary of the Circle Woods communities. At a minimum, the tree preservation plan shall provide for the preservation of those areas shown for tree preservation on the CDP/FDP. 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 any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

b. All tree preservation-related work occurring in or adjacent to tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance in tree preservation areas, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of UFM. The use of equipment in tree preservation areas will be limited to hand-operated equipment such as chainsaw, wheel barrows, rake and shovels. Any work that requires the use of equipment, such as skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM.

c. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading in the areas of tree preservation marked with a continuous line of flagging prior to the walk-through meeting with the UFM to be held prior to any clearing and grading. During the tree preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk such limits of clearing and grading with an UFM representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented; provided, however, that no adjustment shall be required that would affect the location and/or design of Vaden Drive Extended, including a requirement for additional retaining walls in excess of two feet in height. Trees within the preservation areas that are identified specifically by UFM in writing as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain

saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions. The Applicant shall notify the Providence District Supervisor ten (10) days in advance of the tree preservation walk through meeting. The Applicant shall notify FCPA, the presidents of the Circle Woods and Hunters Branch community/owners associations, and the owner of Regents Park by United States Mail no later than five (5) days in advance of the walk-through meeting and invite such representatives to the meeting to discuss the limits of clearing and grading.

d. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these proffered conditions and for the installation of fences, utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install fences, utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities

e. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading adjacent to the tree preservation areas as shown on the phase I & II erosion and sediment control sheets, as may be modified by Proffer 16.f. below. All tree protection fencing shall be installed after the tree preservation walk-through meeting described in Proffer 16.c. above but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist and UFM, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least ten (10) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas, but subsequent to the installation of the tree protection devices, the UFM, DPWES and the Providence District Supervisor shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices

have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFM. The Applicant shall notify FCPA, the presidents of the Circle Woods and Hunters Branch community/owners associations, and the owner of Regents Park by United States Mail no later than five (5) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas and invite such representatives to a meeting with the Providence District Supervisor to inspect the site to ensure that all tree protection devices have been correctly installed.

f. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the respective public improvement/site plan submission. The details for these treatments shall be reviewed and approved by UFM, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following: (1) root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches; (2) root pruning shall take place prior to any clearing and grading; (3) root pruning shall be conducted with the supervision of a certified arborist; and (4) a UFM representative shall be informed when all root pruning and tree protection fence installation is complete.

g. During any clearing or tree/vegetation removal in the areas adjacent to the tree preservation areas, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor on-site all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFM approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFM. The Providence District Supervisor shall be notified of the name and contact information of the Applicant's representative responsible for site monitoring at the tree preservation walk-through meeting described in Par. c. above.

h. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 6 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective public improvement/site plan(s). The

replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.

i. At the time of the respective public improvement/site plan approvals, the Applicant shall both post a cash bond and a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with Proffer 16. h. above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit shall be equal to 50% of the replacement value of the Bonded Trees. The cash bond shall consist of 33% of the amount of the letter of credit. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFM. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for Vaden Drive Extended any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

j. Planting Strips. Subject to approval by DPWES, the Applicant shall install street trees in planting strips/tree wells as shown on the CDP/FDP. In instances where such planting strips/tree wells contain less than 8 feet of surface width and the Applicant proposes to count such trees to meet tree cover requirements, the Applicant shall install structural soil in the planting areas as shown on the CDP/FDP and as approved by Urban Forest Management in order to promote the survivability of street trees and in order to allow such trees to be counted to meet tree cover requirements. The Applicant shall provide Urban Forest Management written confirmation from a certified arborist demonstrating and verifying the installation of structural soil in such locations and documenting that the structural soil was produced by a licensed company. In addition, prior to the first installation of structural soil the Applicant shall notify Urban Forest Management at least 72 hours in advance of the first installation of structural soil to afford Urban Forest Management representatives an opportunity to inspect the installation.

k. Native Plant Transplantation. The intent of this Proffer 16.k. is to facilitate an opportunity to rescue native plant species from areas of the Application Property to be cleared (but not from tree preservation areas) before the initiation of land disturbing activities. Except for the conditions identified below, the implementation of this proffer will in no way interfere with the land development process after approval of this Application. To that end, the Applicant shall work cooperatively with the Providence District Supervisor's office and Fairfax County Urban Forest Management to coordinate an opportunity for the removal and transplantation of native plant species located outside tree save areas on the Application Property. In order to facilitate the rescue and transplantation of native plants prior to the initiation of land disturbing activities the Applicant will mark the general area of the tree save areas within 30 days after approval of this Application and will notify the Providence District Supervisor's office and provide reasonable opportunity for Urban Forestry Management and/or third parties under their direction to access the Application Property and remove vegetation that is not proposed to be saved. Such right of access shall be subject to the party seeking access maintaining reasonable insurance and providing indemnification to the Applicant and the landowners against all risk of loss, damage, injury or death resulting from such access and/or the transporting of vegetation from the Application Property. The Applicant will notify the Providence District Supervisor's office again at the time of second site plan submission for the first site plan/public improvement plan submitted for the Application Property. The marking of the tree save areas and provision of notice as required herein shall fully satisfy the Applicant's obligations under this proffer.

17. Signage

a. Signage for the Application Property shall be provided pursuant to Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan as may be approved by the Planning Commission. In either event, a coordinated signage system, including potential retail awning signage, for all residential and non-residential uses shall be provided to establish the community's identity. Signs shall use a consistent pallet of color, lighting, and font. Building mounted signage shall be compatible in terms of height, color, illumination and letter sizing. No pole signs shall be permitted. If lighted, signage shall be internally lighted or lighting shall be directed downward. No signs shall be placed within any recorded site distance easements located as determined by DPWES and/or VDOT.

b. No temporary signs (including "popsicle, paper or cardboard signs") which are prohibited by Article 12 of the Zoning Ordinance, and those signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of 36.2 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 sale or rental of homes or commercial space on the Application Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing in the sale of residential units on the Application Property to adhere to this Proffer.

18. Homeowners' Associations

a. Umbrella Owners' Association. Prior to the issuance of the first Non-RUP or RUP for any phase of the development/construction of the Application Property except temporary transportation facilities and/or parking uses, if any, the Applicant shall establish an Umbrella Owners' Association ("UOA") in accordance with Virginia Law.

b. Homeowner and Condominium Owners' Associations. Prior to the issuance of the first RUP for any residential phase of the development/construction of the Application Property, the Applicant shall cause either a homeowners' association and/or a condominium owners' association ("HOA/COA") to be formed for that phase in accordance with Virginia law.

c. Membership in UOA. At a minimum, each HOA/COA and the owner(s) of the office building(s) shall be member(s) of the UOA.

d. HOA/COA Maintenance Obligations. Each HOA/COA shall have specific land areas of the Application Property within its boundaries, and each shall assume all maintenance and other obligations required by these proffers for common space and common infrastructure within those boundaries except for those maintenance obligations to be assumed by the UOA pursuant to Proffer 18.e. below. Maintenance obligations of the HOA/COAs for the various phases of the Application Property may be shared by agreement among the HOA/COAs.

e. UOA Maintenance Obligations. The Applicant and subsequent UOA shall have maintenance responsibilities that shall include, but not necessarily be limited to the following:

(i) Maintenance of private streets, all sidewalks, plazas, open-space, stormwater management facilities, recreational facilities and other common areas within the Application Property including standard cleaning and lawn/landscaping maintenance and removal of snow from streets and all sidewalks (including VDOT sidewalks) with the Application Property. The UOA shall incorporate into its lawn

maintenance contracts a prohibition against mowing with gas-powered equipment on Code Red days.

(ii) Repair of surfaces and site furnishings.

(iii) Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size and similar species as originally approved on the landscape plan.

(iv) The respective UOA and HOA/COA documents shall specify the maintenance obligation as set forth herein. Purchasers shall be advised in writing prior to entering into a contract of sale, and in the UOA documents and the HOA/COA documents that the HOA/COA shall be responsible for the maintenance obligations as set forth herein.

f. UOA TDM Obligations. All residents, tenants, and employers of the Metro West community shall be advised of the TDM Plan (See Proffer 7). UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of Proffer 7 prior to purchase of units, and the requirement for the annual contribution to the TDM Plan (as provided in Proffer 7) shall be included in all initial purchase documents and within the HOA, COA and UOA documents.

19. Energy Conservation

a. All dwelling units constructed on the Application Property shall meet the thermal standards of the CABO model energy program for energy efficient homes over its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.

b. The Applicant shall incorporate sustainable design elements in the final design of the uppermost rooftop areas (i.e. not elevated plaza areas, if any) on buildings 5, 6, 7, 8, 9, 10, 16, 17 and 18; provided, however, if the final design of any of such buildings includes roof top pools and/or other amenities on a rooftop area, then the requirements of this proffer 19.b. shall not apply to that roof. Rooftop design for applicable roof areas will meet the standard set forth in Credit 7.2 of the U.S. Green Building Council's Leadership in Energy and Environmental Design Green Building Rating System Version 2.1. Specifically for applicable roof areas, a minimum of 75% of the roof surface, excluding areas covered by equipment or roof accessories, will be covered by an Energy Star compliant high reflectivity roof product with an emissivity of at least 0.9 when tested in accordance with ASTM 408. The Applicant shall provide

confirmation to DPWES that a LEED Accredited Professional has reviewed the building plans and specifications for compliance with this requirement prior to or concurrent with building permit application.

20. Smart Building

a. Office buildings shall contain high capacity, high bandwidth communication lines. Building management shall encourage individual employers/tenants to provide employees with access to their networks via such lines.

b. The Applicant shall pre-wire all residential units with broadband, high capacity data/network connections in multiple rooms, in addition to standard phone lines. All high-rise residential buildings (over 10 stories) shall have access to wireless high-speed communication systems.

21. Architectural Design

a. The architectural design of the multi-family and office buildings shall be in substantial conformance with the general character of the elevations shown on the CDP/FDP. Minor modifications may be made with the final architectural designs as approved by the Zoning Administrator. As shown on the CDP/FDP, exterior materials shall consist primarily of brick, glass, pre-cast concrete, metal panels, cement fiber-board and cast stone. Exterior insulation finishing system(s) ("EIFS") shall not be used as a primary building material, but EIFS may be used to clad penthouses and for architectural details and fenestration. In addition, EIFS may be used as a building material on upper levels of multifamily buildings (i.e. upper two floors for buildings fewer than 10 stories, and upper three floors for buildings 10 stories or greater); provided, however, that the use of EIFS as a building material on such upper levels shall not exceed 50% of the finished façade of such upper levels.

b. Single-family attached dwelling unit architecture shall be in general character with the elevations shown on the CDP/FDP. Minor modifications concerning architectural details such as fenestrations, copings and archways may be made with the final architectural designs. Any side or rear elevations that face Vaden Drive Extended or Lee Highway shall be treated as a front in terms of architectural details and building materials. As shown on the CDP/FDP, decks or other additions shall extend no more than six (6) feet from the back of the rear-loaded single family attached dwelling units and no more than ten (10) feet from the back of the front-loaded single family attached dwelling units (resulting in a minimum five foot rear yard for such front-loaded units into which decks or other

additions may not encroach). The respective HOA documents shall specify these restrictions on the allowable extent of decks.

c. Bay windows, balconies, awnings, store fronts and other architectural details may be provided for multi-family and office buildings provided that such features extend no more than 8 feet beyond the building footprints as depicted on the CDP/FDP and so long as the streetscape features and dimensions as shown on the CDP/FDP are maintained. The respective UOA/COA/HOA documents shall specify these restrictions on allowable projections.

d. As shown on Sheet 12 of the CDP/FDP, an architectural surface treatment that is consistent with the theme of the associated building architecture shall be used on all exposed parking garage structures and garage walls. For example, a mix of stone aggregate, special forming or scoring, a special mix of textures or polymer painted materials, brick, landscape screening materials, pre-cast concrete, architectural embellishment, and/or other treatments that are compatible with and complement the building architectural material shall be provided as approved by DPWES.

e. An architectural surface treatment shall be used on the face of any retaining walls except those associated with garage ramps. The surface treatment shall be either predominantly or a combination of a mix of stone aggregate, special forming, or scoring, special mix of textures or polymer paint materials, bricks, screening materials, pre-cast concrete, architectural embellishments and/or other treatments that are compatible with and complement the building architecture and materials as approved by DPWES. Except for any retaining wall that is required in connection with construction of Vaden Drive Extended, retaining walls shall be limited to a height of 5 feet, beyond which they shall be tiered and landscaped. Retaining walls for Vaden Drive Extended shall be provided as shown on Sheet 14 of the CDP/FDP.

f. In addition to the accessibility improvements required by Proffer 5.c.(x), 5.e.(ii) and 24, the Applicant shall cooperate with residents to facilitate their installation of accessibility improvements in any unit type.

22. Lighting

a. Outdoor lighting on the Application Property shall be provided in accordance with the outdoor lighting standards contained in Part 9 of Article 14 of the Zoning Ordinance. Lighting fixtures in above-grade garage structures shall be inset into the deck ceilings. Coordinated street level lighting shall be provided throughout the development.

23. Telecommunications Equipment

a. Telecommunications equipment may be placed on the proposed residential and non-residential buildings' rooftops. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not 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 buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

b. License for Public Use Antennas. The Applicant shall provide a no-cost, ten-year license agreement to Fairfax County for the County's installation, maintenance and operation (at the County's cost) of up to six (6) whip antennae or twelve (12) directional antennae and a maximum of 200 square feet of roof surface for an equipment cabinet (or commensurate space within a mechanical penthouse) to be located on one of Buildings 6, 7, 8, 9 or 10. The specific location for the antennas shall be coordinated with the building owner. The license agreement shall require compliance with all the performance standards set forth in Proffer 23.a. above, such as screening, and stipulate that the antennae are for public use only (police, fire, rescue, homeland security) and that the County shall be responsible for any damages to the building resulting from its actions pursuant to the license agreement. The license agreement shall be renewable for five, five-year periods at the written request of the County at no cost to the County.

24. Affordable Dwelling Units

a. The Applicant shall comply with the Affordable Dwelling Unit (ADU) requirements of Section 2-801 of the Zoning Ordinance in effect as of the date of approval of this Application unless modified by the ADU Advisory Board; however, irrespective of those provisions, the ADUs generated by the application of Section 2-801 of the Zoning Ordinance shall be provided for a minimum term of 30 years, and the Applicant shall not seek to modify such minimum term through the ADU Advisory Board. The ADUs generated by the application of Section 2-801 of the Zoning Ordinance shall be dispersed at the Applicant's discretion throughout the various product types in the development, but ADUs shall not necessarily be located in each building. In addition to such number of ADUs required pursuant to the application of Section 2-801, the Applicant shall also provide an additional 61 ADUs in the project representing a replacement of the 61 units in the old Fairlee subdivision (the "Replacement ADUs"). The

Replacement ADUs shall be administered pursuant to Section 2-801 of the Zoning Ordinance in effect as of the date of approval of this Application unless modified by the ADU Advisory Board; however, irrespective of those provisions, the Replacement ADUs shall be provided for a minimum term of 30 years, and the Applicant shall not seek to modify such minimum term through the ADU Advisory Board. The Applicant reserves the right to disperse the Replacement ADUs among buildings 11, 12, 13, 14, 15, 16, 17, 18, 19 and/or 20. Of the total ADUs provided, a minimum of ten (10) of the ADUs shall be designed and constructed as fully handicapped accessible units.

25. Fairfax County Park Authority/Public Facilities

a. Public Building/Public Site.

(i) Design, Budget and Construction Bid. The Applicant shall design the public site shown on the CDP/FDP (the "Public Site") consisting of approximately 4.75 acres (including the area of interparcel access as described in Proffer 6.a.(i)) located generally west of Vaden Drive Extended and north of the Circle Woods communities, including the public use building as shown on the CDP/FDP (the "Public Building"), and the public use building site as shown on the CDP/FDP (the "Public Building Site"). Specifically, the Public Building shall contain approximately 29,700 square feet of gross floor area (except to the extent the scope of the Public Building is modified as provided in this Proffer 25) and shall include a gymnasium (minimum approximately 9,000 gross square feet). In addition the Public Building may contain, among other things, space for office, meeting room, police satellite office, exercise room, game room, arts/crafts room, computer room, multipurpose meeting room, kitchen, restroom, locker and storage space, as generally shown on the CDP/FDP. In addition, the Public Building shall incorporate a vegetative cover of permanent plantings (sedum) atop approximately 1½" - 2" soil over portions of the roof of the building. The parking for the Public Building shall be as shown on the CDP/FDP.

The Applicant shall design the Public Building and Public Building Site pursuant to the Fairfax County Guidelines for Architects and Engineers prepared by DPWES and dated November 2002 (the "Guidelines"), as amended, and such that the Public Building and Public Building Site are designed to be consistent with the quality of other reasonably comparable County facilities of similar use. All

design documents are subject to County review and approval at each design phase as provided herein.

For purposes of this Proffer 25, the "Total Construction Cost" of the Public Building and Public Building Site shall include hard construction costs of the Public Building and Public Building Site, the vegetative roof and the surrounding landscape and hardscape on the Public Building Site; design; special consultant services; permitting; construction administration services; quality control inspections; required Special Inspections Program inspections; independent cost estimating; utility connections and/or relocations and new services on the Public Building Site; and all other costs related thereto. For purposes of this Proffer 25, "Total Construction Cost" of the Public Building and Public Building Site shall not include clearing and grading; earthwork; costs to bring utilities to the Public Building Site; costs associated with site related LID facilities (i.e. other than the vegetative roof); landscaping and asphalt paving outside the Public Building Site; and costs for easement preparation and recordation, all of which costs the Applicant shall bear. The Applicant shall bear all costs for SWM/BMP for the Public Building and Public Building Site and such SWM/BMP shall be provided as part of the SWM/BMP provided for the Application Property as set forth in Proffer # 14 above, provided the County shall pay its pro rata maintenance and replacement costs for the SWM/BMP facilities to which water from the Public Building and Public Building Site drain. The Applicant's obligation for the Total Construction Cost of the Public Building and Public Building Site shall not exceed $6,000,000, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the date of approval of this Application to the date that a Non-RUP is issued for the Public Building. No more than $475,000, adjusted for inflation as provided above, shall be credited against the Applicant's $6,000,000 cost cap for architectural, MEP, structural and civil engineering design fees and expenses. The Total Construction Cost for the Public Building may, at the County's discretion and within the Applicant's $6,000,000 cost cap, include fixtures, furnishings and equipment to the Public Building.

The Applicant shall coordinate the preparation of the design of and budget for the Public Building and Public Building Site with DPWES and other County agencies with DPWES as the point of contact which will be responsible for coordinating with other County agencies. The Applicant shall submit design and budget

documents to DPWES for County review and approval consistent with the Guidelines and the provisions of this proffer at the following points: Final Space Programming, Schematic Design (15%); Design Development (35%); 50% Construction Documents; and 100% Construction Documents. The Applicant shall address and as applicable incorporate all County review comments at each design phase, and shall provide a statement of probable construction cost prepared by a mutually agreed upon independent, professional construction cost estimator at each design phase. Prior to the submission of the Schematic Design drawings, the Applicant shall convene a meeting with DWPES to set a commercially reasonable schedule and process for review and comment on the submission sets of drawings and budget. The Applicant shall respond to all County plan review comments in writing, and as applicable shall incorporate all such comments in the next design phase plan submission. Following County approval of the Design Development drawings, no further design changes shall be made to the Public Building and/or Public Building Site except as may be required to adjust the scope of the Public Building and/or Public Building Site as provided herein. In the event of any disagreement between the Applicant and DPWES as to whether the design of and/or budget for the Public Building and/or Public Building Site is proceeding consistent with the Guidelines and/or the provisions of this proffer, such issue shall be addressed by proffer interpretation request to the Zoning Administrator.

The Applicant shall submit the Schematic Design documents and detailed construction cost budget for the Public Building and Public Site to DPWES prior to or concurrent with the submission of a site plan/public improvement plan for Vaden Drive Extended. Once the 100% Construction Documents and budget for the Public Building and Public Building Site have been approved by DPWES, the Applicant shall then obtain a minimum of three (3) construction bids for the approved design of the Public Building and Public Building Site to ensure that the Total Construction Cost is bid within the Applicant's $6,000,000 cost cap. Following receipt of the construction bids, the Applicant shall meet with the County to review the construction bids and thereafter provide the County the opportunity to verify the construction bids through an independent source. If the estimated Total Construction Cost exceeds $6,000,000 at any design phase, or if the Applicant cannot obtain a construction bid for the approved design within the Applicant's $6,000,000 cost cap, then the County shall have the option, at the

County's discretion, to either (1) adjust the scope of the project so that it can be bid within the $6,000,000 cost cap, which adjustment in scope shall not require a PCA; (2) allocate additional funding as needed to fully fund the Total Construction Cost for the Public Building and Public Building Site; or (3) in lieu of any further design and/or construction requirement for the Public Building and Public Building Site, require the Applicant to contribute to the County $6,000,000 less all permissible documented costs incurred by the Applicant up to such time in furtherance of the design and construction of the Public Building and Public Building Site. In the event that option three (3) is selected, then the Applicant shall contribute the amount due to the County and thereafter the Applicant shall bear no further obligation under this Proffer 25, except that the Applicant shall remain obligated to dedicate the Public Site as provided herein.

Once the Applicant has an acceptable construction bid in place as provided herein the Applicant shall be responsible for a construction contingency equal to the lesser of 10% of the amount of the construction bid or $600,000, to cover, to the extent of the contingency, change orders related only to design document ambiguities, errors, omissions or unforeseen construction condition(s) that could not have been reasonably foreseen through the due diligence of the contractor or subcontractors. In no event shall this construction contingency be allocated to augment the approved design and/or budget of the Public Building and/or the Public Building Site.

(ii) Permitting and Construction. Following receipt of a construction bid within the $6,000,000 cost cap (or such higher amount as may result from the County allocating additional funds), the Applicant shall diligently proceed to obtain site plan and building permit approvals for the Public Building and Public Building Site. Following approval of necessary permits for the Public Building and Public Building Site, and following completion of site development work necessary to begin construction on the Public Site, including rough grading of at least the western portion of the Application Property tying in to East Blake Lane Park, which site work the Applicant shall diligently proceed to complete, the Applicant shall diligently proceed to construct the Public Building and Public Building Site as approved.

(iii) Dedication. Following issuance of the Non-RUP for the P ublic Building, the Applicant shall dedicate and convey in fee simple the Public Building, the Public Building Site and the balance of the Public Site for public purposes. The Public Building, the Public Building Site and the Public Site shall be dedicated "as is, where is", and concurrent with such dedication, the Applicant shall also assign to Fairfax County all of the Applicant's warranty rights under construction contracts and engineering and design contracts for the Public Building, Public Building Site and Public Site to which the Applicant is a party; provided, however, that Fairfax County, concurrently therewith, agrees to release the Applicant from all liability for any of the work done related to the Public Building, the Public Building Site and the Public Site. Such dedication shall occur prior to issuance of the 400th RUP for the Application Property (exclusive of RUPs issued for dwelling units constructed within the first of Buildings 6, 7 or 10 to be constructed); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 25 "good cause" shall include, but not be limited to, unforeseen delays relating to permitting or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or its subcontractors.

(iv) The Public Building, the Public Building Site and its parking shall be dedicated to the Board of Supervisors in fee simple. The balance of the Public Site shall be dedicated in fee simple to the Fairfax County Park Authority. Such dedications shall be subject to the following:

(a) A portion of the Public Site consisting of approximately 1.17 acres of land identified on the CDP/FDP as "tree save" shall be dedicated subject to a conservation easement to preserve the area in its natural state; provided, however, that the removal of dead, dying and diseased trees and the installation of field-located picnic tables, trash receptacles, and natural surface trails that result in no land disturbance or loss of trees shall be permitted within such area as approved by DPWES.

(b) The Applicant shall be entitled to tree cover credit for such dedicated "tree save" area within the Public Site as shown

on the CDP/FDP, and the Applicant shall be entitled to utilize open space within the Public Site in meeting the open space requirements for the development.

(c) The Applicant shall be entitled to reserve easements as necessary over the Public Site, exclusive of the area to be included in the conservation easement as provided above, to provide the following:

(A) Storm drainage to allow conveyance of stormwater from the Application Property through the Public Site and into a channel on the FCPA property in an area as generally shown on the CDP/FDP;

(B) The construction, installation, monitoring, maintenance, repair and/or replacement of storm sewer outfall pipe within the area of storm drainage easement referenced above;

(C) The construction, installation, monitoring, maintenance, repair and/or replacement of retaining walls and slope to support Vaden Drive Extended in an area as generally shown on the CDP/FDP;

(D) Realign and reconstruct a portion of the City of Fairfax Connector Trail in an area as generally shown on the CDP/FDP;

(E) Clear and re-grade portions of the Public Site in areas as generally shown on the CDP/FDP to provide for storm drainage and retaining walls as referenced above;

(F) Interparcel access to allow the access road from the independent living facility west of the Application Property to connect to Vaden Drive Extended unless FCDOT and/or VDOT has requested such area to be dedicated with Vaden Drive Extended (see Proffer 6.a.(ii));

(G) Public Access/Trail Easements for Vaden Drive Extended Trail (maintenance by Applicant) and City of Fairfax Connector Trail (maintenance by FCPA);

(H) The construction, installation, monitoring, maintenance, repair and/or replacement of project signage and project entry feature and landscaping in the northern portion of the Public Site as shown on the CDP/FDP.

(I) Other easements and permissions as may be reasonably required to accomplish these objectives and to allow for development of the Application Property, including utility easements, sight distance easements and the like.

26. ADDITIONAL PUBLIC FACILITIES

a. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $5,000.00 to each of the Merrifield Fire Department, the Vienna Volunteer Fire Department and the Dunn Loring Fire Department for equipment and/or improvements to facilities.

b. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Oakton Community Library.

c. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Nottaway Nights program.

d. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Fairfax County Tree Fund.

e. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Board of Supervisors for use in the preparation of a County bicycle map.

f. The Applicant shall contribute $25,000 to the Board of Supervisors for use at the new Oakton Park on Hunter Mill Road. Such contribution shall be made within 30 days of final, unappealable approval of this Application.

27. SCHOOL CONTRIBUTION

a. At the time of the first building permit the Applicant shall contribute the sum of $1,770,000 to the DPWES for transfer to the Fairfax County School

Board to be utilized for capital improvements contained in the adopted Capital Improvement Program for public schools to which children living on the Application Property will attend. If approved by the Board of Supervisors or its authorized agent in coordination with the Fairfax County Public School Board, prior to the time such contribution is made, the Applicant may make an in-kind contribution for capital improvements to the Fairfax County School Board equal to, or greater in value than, the cash contribution, as determined by the Board of Supervisors or its agent.

28. Construction

a. Outdoor construction hours for the initial construction shall be limited to 7:00 a.m. to 7:00 p.m. Monday through Friday, 9:00 a.m. to 7:00 p.m. Saturdays and federal holidays, and 10:00 a.m. to 6:00 p.m. on Sundays; provided however that there shall be no outdoor construction on Thanksgiving Day, Christmas Day, New Years Day, Easter and July 4th. The Applicant shall inform all contractors and subcontractors in writing of such construction hours, and signs designating such construction hours shall be provided in both English and Spanish and posted at all construction entrances to the site.

b. Erosion and sediment control measures shall be installed prior to the start of any construction or earth-moving activity as reviewed and approved by DPWES. Following initial site development work, the Applicant shall stabilize areas of the Application Property that are not under construction or being utilized for interim parking as provided herein by removing dirt piles and debris and planting grass. No disturbed area shall be left unprotected for more than seven (7) days, except for those portions of the site in which earth-moving activities are planned to occur imminently beyond that period

c. The Applicant shall identify a person who will serve as a liaison to the community throughout the duration of construction. The name and telephone number of this individual shall be provided in writing to the Providence District Supervisor's office and the presidents of the adjacent home owner associations prior to the first site plan approval for the Application Property. Any changes in the name and/or telephone number of such liaison shall be provided in writing to the Providence District Supervisor's office.

d. Before approval of the first site plan for the Application Property, the Applicant shall hold a meeting to advise the community of the start of construction, to identify the community liaison, to identify alternative pedestrian connections during construction and address other questions

and comments. Such meeting shall be coordinated with the Providence District Supervisor's office.

e. Throughout construction of the project, the Applicant shall maintain a website for the project that provides updates as to construction activities and timing and provides an opportunity for members of the community to communicate with representatives of the Applicant on an ongoing basis. Such website shall be in operation prior to approval of the first site plan for the Application Property.

f. The Applicant shall deliver copies of public improvement plans, site plans, landscape plans and tree preservation plans to the Providence District Supervisor and Planning Commissioner for review and comment upon submission of such plans to DPWES.

g. The Applicant shall prepare a construction congestion management plan that identifies anticipated construction entrances, construction staging areas, construction vehicle routes and a plan to coordinate with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities that may adversely impact the surrounding road network. Such plan shall be submitted for review and comment to the Providence District Supervisor and Planning Commissioner, FCDOT and DPWES upon submission of the initial site plan that proposes such work for the Application Property.

29. Partial PCA/FDPA.

a. Any of the respective buildings of the development may be the subject of a partial and separate PCA and/or FDPA without joinder and/or consent of the other buildings as determined by the Zoning Administrator pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance. Previously approved proffered conditions applicable to buildings that are not the subject of such a PCA or FDPA shall otherwise remain in full force and effect.

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

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

[Signature Pages to Follow]

PULTE HOME CORPORATION
Applicant
Title Owner: Tax Map 48-1 ((6)) 5, 6, 7B, 8A, 9, 10, 11, 12, 13, 33, 34, 35, 36, 37; 48-2 ((24)) 38B, 39, 40, 41, 42; 48-3 ((5)) 1A, 1B, 2, 3, 4, 14, 15, 16, 17, 18, 19, 20, 21, 22; 48-3((1)) 55; 48-4 ((7)) 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 56, 57, 58, 59, 60, 61A, 62, 63, 64, 65, 66, 67, 68, 69 and underlying fee to Fairlee and Maple Drives
Contract Purchaser: 48-1 ((1)) 91, 91A
Agent for Owner: Tax Map 48-1 ((1)) 90B

By: _____

Name: STANLEY F. SETTLE, JR.

Title: ATTORNEY IN FACT

VIENNA METRO LLC
Contract Purchaser: Tax Map 48-1 ((6)) pt. 5, pt. 6, pt. 7B, 8A, 9, 10, 11, pt. 12, pt. 34, 35, 36, 37; 48-2 ((24)) pt. 38B, pt. 39, pt. 40, pt. 41

By: CLARK REALTY CAPITAL, L.L.C., a Delaware limited liability company, Manager

By: _____
Douglas R. Sandor, Manager

By: CEI Realty, Inc., Manager

By: _____
Lawrence C. Nussdorf
President

HEIRS OF PAUL LEE SWEENY
Title Owner: Tax Map 48-1 ((1)) 91

By: Paul L. Sweeny, Jr.

Name: Paul L. Sweeny, Jr.

Title: Trustee

SLC LC
Title Owner: Tax Map 48-1 ((1)) 91A

By: Paul L. Sweeny, Jr.

Name: Paul L. Sweeny, Jr.

Title: Manager

For Illustrative Purposes Only

Exhibit A-1
Baseline Trip Generation (Assuming possible final development program)
(The mix and type of Residential Units and Office space could change subject to the limitations of the proffers.
As anticipated in the proffers, this table may be updated to account for what is actually built)

Table
Metro West
Site Trip Generation Analysis [1, 2]

Land Use	Land Use Code	Size	Units	AM Peak Hour In	AM Peak Hour Out	AM Peak Hour Total	PM Peak Hour In	PM Peak Hour Out	PM Peak Hour Total
Phase I									
High-Rise Condominium/Townhouse (4 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
Stacked - 2 over 2 Multi-Family Units	230	104	DU	9	44	53	56	27	83
High-Rise Apartment (10-14 Story) [6]	222	300	DU	23	68	91	66	42	108
Townhouse	[2]	218	DU	21	101	122	117	57	174
Total Phase I Residential		**750**		**61**	**249**	**310**	**267**	**146**	**413**
Phase II									
High-Rise Condominium/Townhouse (4 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
Stacked - 2 over 2 Multi-Family Units	230	122	DU	10	51	61	66	32	98
High-Rise Apartment (10-14 Story) [6]	222	300	DU	23	68	91	66	42	108
Townhouse	[2]	218	DU	21	101	122	117	57	174
High-Rise Condominium (6 - 10 Story)	232	64	DU	4	18	22	15	9	24
High-Rise Condominium (6 -10 Story)	232	368	DU	24	101	125	87	53	140
High-Rise Apartment (10-14 Story) [6]	222	300	DU	23	68	91	66	42	108
Total Phase II Residential		**1,500**		**113**	**443**	**556**	**445**	**255**	**700**
General Office Building	710	300,000	SF	398	54	452	71	344	415
Total Phase II Office		**300,000**		**398**	**54**	**452**	**71**	**344**	**415**
Cummulative Total				**174**	**692**	**866**	**712**	**401**	**1,113**
Stabilization									
High-Rise Condominium/Townhouse (4 Story)	232	32	DU	2	9	11	7	5	12

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High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
High-Rise Condominium/Townhouse (4 - 5 Story)	232	32	DU	2	9	11	7	5	12
Stacked - 2 over 2 Multi-Family Units	230	122	DU	10	51	61	66	32	98
High-Rise Apartment (10-14 Story) [5]	222	300	DU	23	68	91	66	42	108
Townhouse	[2]	218	DU	21	101	122	117	57	174
High-Rise Condominium (6 - 8 Story)	232	64	DU	4	18	22	15	9	24
High-Rise Condominium (6 -10 Story)	232	368	DU	24	101	125	87	53	140
High-Rise Apartment (10-14 Story) [6]	222	300	DU	23	68	91	66	42	108
High-Rise Condominium (6-10 Story)	232	248	DU	16	68	84	58	36	94
High-Rise Apartment (10-14 Story)	222	300	DU	23	68	91	66	42	108
High-Rise Condominium (10 - 14 Story)[5]	232	200	DU	13	55	68	47	29	76
Stabilization - Residential		**2,248**		**165**	**634**	**799**	**616**	**362**	**978**
General Office Building	710	300,000	SF	398	54	452	71	344	415
Stabilization - Office		**300,000**		**398**	**54**	**452**	**71**	**344**	**415**

Notes.

(1) Traffic estimates based on Institute of Transportation Engineers (ITE) 7th Edition Trip Generation; where applicable

(2) Single family attached/townhouse rates obtained from Fairfax County Department of Transportation.

For Illustrative Purposes Only

Exhibit A-2

Penalty Schedule - 1500 DU's - Residential Only

Trip Generation Assumptions (pursuant to Exhibit A-1)

ITE Residential Trips (7th Edition)	700	(a)
% Residential Reduction Goal	30%	(b)
Residential Reduction Target	210	(c)
Maximum Penalty	$ 130,000	(d)

Reduction Range

% Residential Trips Reduced	30%	29%	28%	27%	26%	25%	< 25%
Residential Trips to be Reduced	210	203	196	189	182	175	< 175
Resultant Residential Trips Generated	490	497	504	511	518	525	> 525

Penalty Category Table

Penalty Category	0	1	2	3	4	5	Maximum Penalty
Resultant Residential Trips Generated	490.00	497.00	504.00	511.00	518.00	525.00	> 525.00
Residential Trips to be Reduced	210.00	203.00	196.00	189.00	182.00	175.00	
Trips short of Goal	0	7	14	21	28	35	> 35
Penalty Per trip missed	$ -	$ 2,000	$ 2,000	$ 3,000	$ 3,000	$ 3,000	
Penalty	$ -	$ 14,000	$ 28,000	$ 63,000	$ 84,000	$ 105,000	$ 130,000

Enter Overall Peak Hour Trip Count Obtained =	515	(e)
Trip Reduction obtained (a - e)	185	(f)

Penalty Calculation Worksheet:

Residential Reduction Target (c)	210
ITE Residential Trips (7th Edition) (a)	700

If the total trips obtained (e) are less than or equal to 490.00, then the penalty is zero because the project has met the goal of reducing 30% of residential trips.

If the total trips obtained (e) are greater than 490.00 and less than or equal to 525.00 then the spreadsheet will use the Penalty Category Table to determine the penalty.

If the total trips obtained (e) are more than 525.00; then the Maximum Penalty (d) is paid.

Category Calculation (if applicable):

Find (e) within the ranges of "Resultant Residential Trips Generated" in the Penalty Category Table above, then choose the Category number associated with the higher number within the range.

For example if the overall trips obtained (e) are 515, then the Category used should be Category 4 because 515 is between 511.00 and 518.00; and Category 4 is the category for the higher number in the range (518.00).

Category	4	(g)	
Penalty per trip missed for the appropriate Category (g)	$3,000	(h)	
Trips Short of the goal (c-f)	25	(i)	(Rounded to nearest integer)
Penalty (h * i)	$75,000		

PENALTY DUE	$ 75,000

For Illustrative Purposes Only

Exhibit A-3

Penalty Schedule - 1500 DU's - Office Only

Trip Generation Assumptions (pursuant to Exhibit A-1)

ITE Office Trips (7th Edition)	452	(a)
% Office Reduction Goal	20%	(b)
Office Reduction Target	90.4	(c)
Maximum Penalty	$ 70,000	(d)

Reduction Range

% Office Trips Reduced	20%	19%	18%	17%	16%	15%	< 15%
Office Trips to be Reduced	90.4	85.88	81.36	76.84	72.32	67.8	< 67.8
Resultant Office Trips Generated	361.60	366.12	370.64	375.16	379.68	384.20	> 384.20

Penalty Category Table

Penalty Category	0	1	2	3	4	5	Maximum Penalty
Resultant Office Trips Generated	361.60	366.12	370.64	375.16	379.68	384.20	> 384.20
Office Trips to be Reduced	90.40	85.88	81.36	76.84	72.32	67.80	
Trips short of Goal	0.00	4.52	9.04	13.56	18.08	22.60	> 22.60
Penalty Per trip missed	$ -	$ 2,000	$ 2,000	$ 3,000	$ 3,000	$ 3,000	
Penalty	$ -	$ 9,040	$ 18,080	$ 40,680	$ 54,240	$ 67,800	$ 70,000

Enter Overall Peak Hour Trip Count Obtained =	377	(e)
Trip Reduction obtained (a- e)	75	(f)

Penalty Calculation Worksheet:

Office Reduction Target (c)	90.4
ITE Office Trips (7th Edition) (a)	452

If the total trips obtained (e) are less than or equal to 361.60, then the penalty is zero because the project has met the goal of reducing 20% of office trips.

If the total trips obtained (e) are greater than 361.60 and less than or equal to 384.20 then the spreadsheet will use the Penalty Category Table to determine the penalty.

If the total trips obtained (e) are more than 384.20; then the Maximum Penalty (d) is paid.

Category Calculation (if applicable):

Find (e) within the ranges of "Resultant Office Trips Generated" in the Penalty Category Table above, then choose the Category number associated with the higher number within the range.

For example if the overall trips obtained (e) are 377, then the Category used should be Category 4 because 377 is between 375.16 and 379.68; and Category 4 is the category for the higher number in the range (379.68).

Category	4	(g)	
Penalty per trip missed for the appropriate Category (g)	$3,000	(h)	
Trips Short of the goal (c - f)	15	(i)	(Rounded to nearest integer)
Penalty (h * i)	$45,000		

PENALTY DUE	$ 45,000

For Illustrative Purposes Only

Exhibit A-4

Penalty Schedule - Stabilization and Beyond - Residential Only

Trip Generation Assumptions (pursuant to Exhibit A-1)

ITE Residential Trips (7th Edition)	978	(a)
% Residential Reduction Goal	47%	(b)
Residential Reduction Target	459.66	(c)
Maximum Penalty	$ 480,000	(d)

Reduction Range

% Residential Trips Reduced	47%	46%	45%	44%	43%	42%	< 42%
Residential Trips to be Reduced	459.66	449.88	440.1	430.32	420.54	410.76	< 410.76
Resultant Residential Trips Generated	518.34	528.12	537.9	547.68	557.46	567.24	> 567.24

Penalty Category Table

Penalty Category	0	1	2	3	4	5	Maximum Penalty
Resultant Residential Trips Generated	518.34	528.12	537.90	547.68	557.46	567.24	> 57.24
Residential Trips to be Reduced	459.66	449.88	440.10	430.32	420.54	410.76	
Trips short of Goal	0	9.78	19.56	29.34	39.12	48.9	> 48.9
Penalty Per trip missed	$ -	$ 2,000	$ 2,000	$ 3,000	$ 3,000	$ 3,000	
Penalty	$ -	$ 19,560	$ 39,120	$ 88,020	$ 117,360	$ 146,700	$ 480,000

Enter Overall Peak Hour Trip Count Obtained =	550	(e)
Trip Reduction obtained (a - e)	428	(f)

Penalty Calculation Worksheet:

Residential Reduction Target (c)	459.66
ITE Residential Trips (7th Edition) (a)	978

If the total trips obtained (e) are less than or equal to 518.34, then the penalty is zero because the project has met the goal of reducing 47% of residential trips.

If the total trips obtained (e) are greater than 518.34 and less than or equal to 567.24 then the spreadsheet will use the Penalty Category Table to determine the penalty.

If the total trips obtained (e) are more than 567.24; then the Maximum Penalty (d) is paid.

Category Calculation (if applicable):

Find (e) within the ranges of "Resultant Residential Trips Generated" in the Penalty Category Table above, then choose the Category number associated with the higher number within the range.

For example if the overall trips obtained (e) are 550, then the Category used should be Category 4 because 550 is between 547.68 and 557.46; and Category 4 is the category for the higher number in the range (557.46).

Category	4	(g)	
Penalty per trip missed for the appropriate Category (g)	$3,000	(h)	
Trips Short of the goal (c-f)	32	(i)	(Rounded to nearest integer)
Penalty (h * i)	$96,000		

PENALTY DUE	$ 96,000

For Illustrative Purposes Only

Exhibit A-5

Penalty Schedule - Stabilization and Beyond - Office Only

Trip Generation Assumptions (pursuant to Exhibit A-1)

ITE Office Trips (7th Edition)	452	(a)
% Office Reduction Goal	25%	(b)
Office Reduction Target	113	(c)
Maximum Penalty	$ 120,000	(d)

Reduction Range

% Office Trips Reduced	25%	24%	23%	22%	21%	20%	< 20%
Office Trips to be Reduced	113	108.48	103.96	99.44	94.92	90.40	< 90.40
Resultant Office Trips Generated	339.00	343.52	348.04	352.56	357.08	361.60	> 361.60

Penalty Category Table

Penalty Category	0	1	2	3	4	5	Maximum Penalty
Resultant Office Trips Generated	339.00	343.52	348.04	352.56	357.08	361.60	> 361.60
Office Trips to be Reduced	113.00	108.48	103.96	99.44	94.92	90.40	
Trips short of Goal	0.00	4.52	9.04	13.56	18.08	22.60	> 22.60
Penalty Per trip missed	$ -	$ 2,000	$ 2,000	$ 3,000	$ 3,000	$ 3,000	
Penalty	$ -	$ 9,040	$ 18,080	$ 40,680	$ 54,240	$ 67,800	$ 120,000

Enter Overall Peak Hour Trip Count Obtained =	355	(e)
Trip Reduction obtained (a- e)	97	(f)

Penalty Calculation Worksheet:

Office Reduction Target (c)	113
ITE Office Trips (7th Edition) (a)	452

If the total trips obtained (e) are less than or equal to 339.00, then the penalty is zero because the project has met the goal of reducing 25% of office trips.

If the total trips obtained (e) are greater than 339.00 and less than or equal to 361.60 then the spreadsheet will use the Penalty Category Table to determine the penalty.

If the total trips obtained (e) are more than 361.60; then the Maximum Penalty (d) is paid.

Category Calculation (if applicable):

Find (e) within the ranges of "Resultant Office Trips Generated" in the Penalty Category Table above, then choose the Category number associated with the higher number within the range.

For example if the overall trips obtained (e) are 355, then the Category used should be Category 4 because 355 is between 352.56 and 357.08; and Category 4 is the category for the higher number in the range (357.08).

Category	4	(g)	
Penalty per trip missed for the appropriate Category (g)	$3,000	(h)	
Trips Short of the goal (c - f)	16	(i)	(Rounded to nearest integer)
Penalty (h * i)	$48,000		

PENALTY DUE	$ 48,000

Exhibit A-6
($ in thousands)

METRO WEST
Sample TDM Account Flow

FOR ILLUSTRATIVE PURPOSES ONLY

Event	Construction Activity	Action	Cash Period	Cash Cum.	Budget	Cash Spent	Account (*)	Remedy	Incentive	Penalty
Year 1 Start	Zoning Approval	start up - Budget is $100 + $10 of reserve	$200	$200	$100 + $10		$200	$0	$0	
Year 1 Action	Engineering	All of budget spent, no reserve spent, excess carried over into remedy				$100	-200	100		
							0	100	0	
Year 2 Start	Engineering/Site Work	Budget of $100 + $10 reserve, fund the incentive with $300	500	700	100 + 10		200		300	
							200	100	300	
Year 2 Action	Site Work Construction Begins	Spent $100 + $5 of reserve, excess carried into remedy				105	-200	95		
							0	195	300	
Year 3 Start	Construct DU's/Public Building	Budget of $80 +$8 reserve	200	900	80 + 8		200			
							200	195	300	
Year 3 Action	240 DU's / Public Building Completed	Spent $95 & spend $75 from incentive				170	-200	105	-75	
							0	300	225	
Year 4 Start	Construction 560 DU's	Budget of $175 + 18	200	1100	175 + 18		200			
							200	300	225	
Year 4 Action	Deliver 800th DU / Office Building	Spent 250, use 50 from remedy fund & spend 75 from incentive fund / ensure Remedy fund has at least $200 (750th RUP, first traffic count)				325	-200	-50	-75	
							0	250	150	
Year 5 Start	Construction 648 DU's	Budget of $190 + 19	209	1309	190 + 19		209			
							209	250	150	
Year 5 Action	Deliver 1448th DU (includes 368 Active Adult)	Spent 185, excess carried into remedy & spend $75 from incentive fund				260	-209	24	-75	
							0	274	75	
Year 6 Start	Construction 500 DU's	Budget of $180 + 18	200	1509	180 + 18		200			
		Establish $2M Corporate Guarantee for Penalty Fund					200	274	75	2,000

Exhibit A-6
($ in thousands)

METRO WEST
Sample TDM Account Flow

FOR ILLUSTRATIVE PURPOSES ONLY

Event	Construction Activity	Action	Period	Curn.	Budget	Cash Spent	Account (*)	Remedy	Incentive	Penalty
Year 6 Action	Deliver 1948th DU	Spent 260, use 60 from remedy & spend $75 from incentive fund / maintain balance in Penalty Fund even though passed 2nd count				335	-200	-60	-75	
		(1500th RUP, second traffic count)					0	214	0	2,000
Year 7 Start	Construct 300 DU's	Budget of $190 + 19	209	1718	190 + 19		209			
							209	214	0	2,000
Year 7 Action	Deliver 2248th DU	Spent 150, excess carried into remedy fund				150	-209	59		
							0	273	0	2,000
Year 8 Start	Post-Construction	Budget of $200 + 20	220	1938	200 + 20		220			
							220	273	0	2,000
Year 8 Action		Spent 200, excess carried into remedy fund				200	-220	20		
							0	293	0	2,000
Year 9 Start	Stabilization	Budget of $200 + $20	220	2158	200 + 20		220			
							220	293	0	2,000
Year 9 Action		Spent $250, use 30 from remedy fund / release $600 from penalty fund for passing 3rd traffic count				250	-220	-30		-600
		(third traffic count)					0	263	0	1,400
Year 10 Start	Stabilization + One	Budget of $205 + $20	225	2383	205 + 20		225			
							225	263	0	1,400
Year 10 Action		Spent $225 / release $600 from penalty for passing 4th traffic count				225	-225	0		-600
		(fourth traffic count)					0	263	0	800
Year 11 Start	Stabilization + Two	Budget of $210 + 21	231	2614	210 + 21		231			
							231	263	0	800
Year 11 Action	End of Applicant Control Period	Spent 200, excess carried into remedy fund / return remaining penalty funds for passing 5th traffic count				200	-231	31		-800
		"Top-off" remedy fund so that its balance is $500	206	2820				206		
							0	500	0	0
Year 12 Start	HOA	Budget of $220 + 22	242	3062	220 + 22		242			
							242	500	0	0

Exhibit A-6
($ in thousands)

METRO WEST
Sample TDM Account Flow

FOR ILLUSTRATIVE PURPOSES ONLY

Event	Construction Activity	Action	Period	Cum.	Budget	Cash Spent	Account (*)	Remedy	Incentive	Penalty
Year 12 Action		Spent 200, excess remains as balance in account.				200	-200			
							42	500	0	0
Year 13 Start	HOA	Budget of $225 + 22 (because there is a balance in the account, HOA only funds 205).	205	3267	225 + 22		205			
							247	500	0	0
Year 13 Action		Spent 260, use 13 from remedy fund				260	-247	-13		
							0	487	0	0
Year 14 Start	HOA	Budget of $230 + 23	253	3520	230 + 23		253			
							253	487	0	0
Year 14 Action		Spent 210, 13 goes to refill remedy, rest stays as balance in the account.				210	-223	13		
							30	500	0	0

(*) Note: The $200,000 amount in the account will be increased annually for inflation as provided in the proffers, this increase is not shown in this example for ease of description.

EXHIBIT B

Metro West

Transportation Demand Management Strategic Plan

Submitted on Behalf of Pulte Homes
By Strategic Transportation Initiatives, Inc.
December 16, 2005

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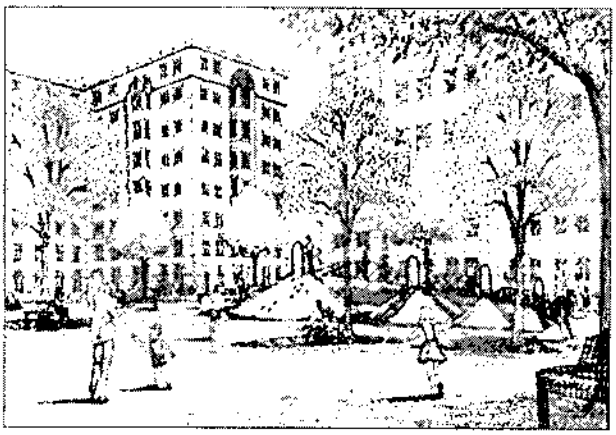
Metro West

Pulte Homes has designed a new transit-oriented, mixed-use community adjacent to the Vienna-Fairfax-GMU Metrorail Station south side facilities. The community will incorporate a variety of residential, office, retail, service, institutional, governmental and other uses. Metro West will create a new and greatly enhanced pedestrian-friendly interface with the Vienna-Fairfax-GMU Metrorail Station, a town center plaza combining retail and public outdoor activity space, pedestrian connections to and through East Blake Lane Park and adjacent existing neighborhoods, as well as provide a new public recreation/community center.



The project provides many transportation (motorized and non-motorized) improvements and/or enhancements in the immediate and surrounding area. Most notable is the construction of a critical long-anticipated, four-lane, median-divided boulevard to connect Lee Highway with Saintsbury Drive. This new link to the Vaden Drive Bridge will enhance circulation in and around the Vienna-Fairfax-GMU Metrorail Station area, and provide a relief for north-south traffic in the Lee Highway corridor. The project also provides for the redesign and reconstruction of Saintsbury Drive as a public street east of Vaden Drive to Nutley Street. Improvements to both the pedestrian interface with the Metrorail Station and vehicular circulation and access to the various uses in and around the station are also proposed. Significant improvements to south side station facilities will also be provided and include ramp widenings, new traffic signals, crosswalks, modifications to existing signals and improved bus and kiss-and-ride facilities.

The project also includes a pedestrian bridge crossing of Hatmark Branch and a realignment of the City of Fairfax Connector Trail to improve pedestrian connections to the Metrorail Station and the project from communities west of the park and east of the proposed new community.

Metro West implements the Policy Plan of Fairfax County by concentrating development next to an existing Metrorail Station. It furthers the Smart Growth Principles of the Metropolitan Washington Council of Governments (MWCOG). The Metro West plan is the result of a multi-year collaborative effort among surrounding neighborhood associations, a citizens' working group, the Fairfax County Departments of Planning & Zoning and Transportation, the Washington Metropolitan Area Transit Authority (WMATA) and the Virginia Department of Transportation (VDOT). One of the features of the Metro West plan is the inclusion of provisions for Transportation Demand Management ("TDM"), which will help ensure the pedestrian orientation of the project for the future and decrease the project's reliance on single occupant vehicle trips.

A strategic plan for TDM at Metro West, developed by Strategic Transportation Initiatives, Inc., a Virginia based TDM consulting firm, is presented in the pages that follow.

Introduction

This document presents the Strategic TDM Plan for the Metro West transit oriented development (TOD) proposed by Pulte Homes. The properties comprising the proposed new development are generally located on the south side of I-66, north of Lee Highway, west of the existing Hunters Branch community and east of East Blake Lane Park in Fairfax County, Virginia. The applicant proposes to rezone and subsequently develop the site with the following mix of land uses:

- Up to 300,000 Gross Square Feet (GSF) of office space
- Up to 2,248 residential dwelling units
- A minimum of 100,000 GSF of combined retail, service, institutional and governmental uses

TDM is a general term for strategies that result in more efficient use of transportation resources. In an effort to decrease reliance on the personal automobile and encourage the use of transit, ridesharing, telecommuting, bicycling, and walking, the Fairfax County Comprehensive Plan provides that the applicant implement a TDM Plan. Many different TDM strategies, with a variety of impacts, can be used in a TDM plan. Some reduce the need for physical travel through mobility substitutes or more efficient land use. Some improve the transportation options available to consumers, while others provide an incentive to choose more efficient travel patterns. TDM strategies can change travel timing, route, destination, or mode.

The Comprehensive Plan specifies that the TDM Plan for Metro West be "...evaluated initially in at least three stages during the development process; first at the time of rezoning, second before and during construction and third after project completion or "build out."" The Plan further provides that at the time of rezoning, the applicant should demonstrate the feasibility of the peak hour trip reductions established for the community (47% for residential uses and 25% for office uses). To that end, the Fairfax County Department of Transportation, through Pulte Homes (as the applicant), solicited proposals from qualified applicants and/or firms to develop TDM program recommendations for the new community, as well as to evaluate the feasibility of the potential peak hour trip reductions for the project.

UrbanTrans Consultants were selected by the County to conduct the work and a final report was issued in July 2005. The final report concluded that the "...trip reduction targets for the proposed project (peak-hour vehicle trip reductions of 47% for the residential uses and 25% reductions for the office uses) can be achieved through a combination of physical design characteristics of the site, as proposed, and the full application of the TDM programs and strategies" as they recommended. This TDM Plan provides a methodology and protocol for implementing, funding and monitoring the recommended Metro West TDM strategies.

Initially, Pulte Homes (as applicant) will be responsible for the start-up and the operation of the TDM program. Eventually, the program will be handed over to the management of a building management firm or other agent of the Umbrella Owner's Association.

The Metro West TDM Plan will be a community wide effort. All future owners, tenants and homeowner's associations within the Metro West community will be made aware of the TDM program and its on-going activities. Every resident and employer/employee will be a part of the TDM strategy for Metro West. All residents, employers and employees will directly benefit from the TDM program and will directly or indirectly pay for its implementation. Part of the TDM strategy for Metro West is to align the interests of project residents, employers and employees so that all work to ensure the success of the program and continued achievement of the TDM objectives.

Project Overview

In its final report, UrbanTrans summarized the process used and the results generated from research and analyses they conducted. The process involved five research and analysis tasks:

1) Forecasting peak-period vehicle trip generation for the proposed development using established ITE and Fairfax County trip generation rates as appropriate.

2) Assessing existing commuting and travel patterns, along with transportation-related attitudes and preferences, within the existing Vienna-Fairfax-GMU Metrorail Station Area (the area generally defined by the Fairfax County Comprehensive Plan as within the ½-mile radius from the station). Methods utilized included:

   a. Resident & Employer Surveys:
      Surveying residents and employees within the study area, and, proximate to other existing stations, to assess attitudes and preferences about travel choices, and, to understand current travel behavior and demographics.

   b. Traffic Counts:
      Conducting peak hour vehicle counts of entering/exiting traffic at communities proximate to the Vienna-Fairfax-GMU transit station, and observing vehicle occupancy during peak periods.

   c. Census Analysis:
      Utilizing 2000 Census and Journey to Work data, along with supplemental 2005 demographic data, to understand demographic and household information and commute patterns within the ½-mile radius of the Vienna-Fairfax-GMU Metrorail Station Area.

3) Investigating TDM "best practices" and lessons-learned throughout the region and across the country.

4) Understanding current TDM programs offered within Fairfax County as a whole, and identifying opportunities and barriers to successful TDM implementation at the Metro West site.

5) Meeting with, responding to, and receiving input and suggestions from neighborhood groups and residents within and proximate to the study area.

The results of these tasks yielded specific TDM program recommendations for Metro West, and forecasted that peak period vehicle trip reductions could be reasonably achieved given the combination of uses proposed, the transit oriented design of the development, and the recommended TDM program elements.

This Metro West TDM Strategic Plan is the next step and is intended to build on the UrbanTrans recommendations to develop programmatic details and specifications for the implementation of TDM at Metro West, in order to transform all of the recommended strategies into a coordinated program of TDM operations during and after construction of the project. This TDM Strategic Plan is organized around the following areas:

- Site & Physical Amenities/Improvements
- TDM Products, Programs and Services, including branding and targeted marketing
- TDM Program Strategies
- TDM Program Management
- Parking Management
- TDM Implementation and Funding
- Monitoring and Evaluation

Site Design and Physical Facilities

Transportation Demand Management (TDM), as stated earlier, refers to strategies employed to reduce vehicle demand. TDM approaches consider how people's choices of travel mode are affected by land use, development design, parking (availability and cost), and convenience and availability of alternative modes. One of the most important components of a TDM plan at a transit oriented development ("TOD") is the design of the site and supporting facilities. By designing the site to provide for its safe and convenient use by pedestrians, bicyclists, and transit users, the effects of the programmatic elements of the TDM plan are enhanced.

One of the most influential long-term factors in trip choice is the physical environment. In the TOD, how comfortable does it feel to walk to/from the transit station, bus facilities and on-site amenities; for adults, persons alone, people with mobility challenges, and children? How far is it to a mix of services? Is the site designed for people or vehicles? Are there major barriers that impede access to the station and community?

The conceptual plan for Metro West reflects the collaborative efforts of the development team, public agency staff and surrounding community representatives in creating a true transit-oriented community. The plan reflects a mix of density, diversity and design elements.

Density

The highest densities within the community are located closest to the transit station and transition down to the south, east and west. Locating higher residential densities proximate to the Vienna-Fairfax-GMU Metrorail Station serves to support the peak hour headways currently provided and planned by WMATA. The location of the office buildings close to the south side station platform bolsters the marketability of the office uses on site and would encourage employees and/or visitors to utilize the station; increasing off-peak, off-directional usage. Transitioning residential density down towards the east, west and south conforms to the Comprehensive Plan's goal and objective of integrating TOD's with existing stable communities.

Diversity of Uses

A diverse mix of residential unit types, sizes and price points, as well as commercial and on-site personal service uses, serves to enhance the ability of the community to provide opportunities for mode choice and to reduce the need for off-site trips. The following mix and type of uses are proposed as part of the new community:

- Low, Mid and high-rise multi-family rental and/or condominium units;
- Age-restricted residential dwelling units;
- Single family attached dwelling units;
- Potential for Live/Work units;
- On-site transit store that will be located in one of the core area buildings;
- Grocery Store;
- Personal service retail uses;
  (i.e., dry cleaners, coffee shop, deli, restaurants, day care center, etc.);
- A +/- 29,700 gross square foot ("GSF") community center; and
- 300,000 GSF of office uses.

Site Design

The following design elements will be included throughout the Metro West community:

- Sidewalks that are safe, attractive, well lit and that connect main entrances to buildings/residences to the street or activity area without barriers.
- Building entrances that are oriented to the streets or activity areas and are not separated by vast parking areas or fences.

- On-street, short term carpool/vanpool drop-off and off-peak delivery parking spaces at convenient locations situated close to out-of-weather waiting or retail areas.
- Structured parking for mid and high-rise buildings.
- Safe bicycle access to area services.
- Showers in commercial office buildings.
- Bicycle lockers and designated spaces/racks throughout the community.
- Pedestrian connections to/from adjacent communities and streets to facilitate broader community access.
- A raised pedestrian table at the northern boundary of the site to facilitate access to/from the south side station facilities.
- Provision of south side station enhancements including bus canopies, improvements to the kiss-and-ride lot, bus bays, ramp improvements, etc.
- Pedestrian crossing improvements along Saintsbury Drive to include count down pedestrian heads at signalized intersections, crosswalks, and improvements for visually challenged residents where permitted by VDOT.
- Roadway improvements, including new traffic signals and designated pedestrian pathways.
- Street furnishings for pedestrians.
- Informational kiosks in one or more on-site buildings.
- Bus shelters, trash receptacles, etc.
- Wiring for internet access in residential and commercial buildings and availability of high-speed wireless to facilitate telework.

- On-site residential business center for use by project residents, including meeting space, computer stations, facsimile machine and copy machine to facilitate telework.

TDM Products, Services and Programs

The MetroWest community will have a substantial choice of transportation products to choose from – some that are unique to Metro West – others that are offered as part of living in Fairfax County, and the Metropolitan Washington DC region.

Transportation products/services developed specifically for MetroWest will include:

- A designated on-site full-time Transportation Coordinator (TC) responsible for the implementation, monitoring and management of the Metro West TDM program. The TC will be located within the Metro West mixed-use development. Only that portion of the TC's time that is spent on TDM will be charged to the TDM budget, and such portion of the TDM budget will increase as the project builds out.

- A branded transportation management program that will have an identity that represents the Metro West community and the developer. The program branding will be developed through a series of focus groups directed to commuters in the region who fit the profile for residents or employees living and working at MetroWest.

- Customized materials marketing the branded program that will be targeted to likely transit users and that will give the community a sense of ownership, as a stakeholder in the Metro West transportation program. These materials will be included in any materials marketing the sale or lease of space at MetroWest.

- An on-site retail transit store that will have TDM products, services and program offerings available to residents, businesses, customers and visitors to Metro West, as well as a staff person that will operate the store and assist

customers with their travel planning. The space will be approximately 350-400 s.f. and provided by the developer. Hours of operation for all TDM facilities will be readily available in printed materials and online, and the space will be open during convenient times for commuters.

Products and services that are offered region-wide include

- Commuter Connections, the region-wide TDM program administered by the Metropolitan Washington Council of Governments (MWCOG), www.commuterconnections.org.

  The Commuter Connections ("CC") program provides several important services to commuters throughout the Washington, DC region that will greatly assist is supporting the MetroWest TDM Plan implementation. The most widely used program is the ridematching service which links commuters to one another to form carpools and vanpools by filling out an application (on-line, or on printed material) and sending along to the CC staff. Information on the application is downloaded into the region-wide computer database and applicants are matched to potential pooling partners by home and work locations. The commuter is sent a 'match list' and given the names and contact information for their potential pooling partners. This service is free of charge. The service database can be customized for MetroWest residents, exclusively, and made available to the transportation coordinator at any given time.

  The transportation coordinator will assist interested commuters in applying to the program and setting up carpools and vanpools among residents at MetroWest. The TC will schedule pooling partner meetings throughout the year to encourage participation in the Commuter Connections ridematching program.

- NuRide, an on-time, state-of-the-art matching service for casual carpooling and vanpooling. www.nuride.com

  The matching service that NuRide offers is similar to airline travel, the difference is that the commuters travel by car. The commuter plans their commuting trips on-

line and earns reward points every time they travel with other people. Similar to the Commuter Connections ridematching service, NuRide customers register and sign onto the NuRide website and plan their trip by specifying a date, time, where they want to go and related travel criteria. Just like with frequent flyer miles, the commuter earns NuRide Miles, an exclusive reward points program, where points can be redeemed at a list of retail stores, such as Starbucks. Old Navy, etc. Participation as a NuRide customer will help to mitigate the impact of traffic in and through the MetroWest residential community.

The TC will provide information on NuRide to all residents and employees working at MetroWest. Information will also be available at the MetroWest Transit Store.

- Guaranteed Ride Home, or GRH, the ridesharing insurance program provided by MWCOG and marketed by the Fairfax County, Ridesources customer service representatives. 1-800-745-RIDE.

  Participation guidelines require that Commuters must call Commuter Connections and receive authorization from Commuter Connections prior to using the GRH service. The Metropolitan Washington Council of Governments (COG) Commuter Connections staff will issue authorization number(s) to participating commuters and/or the MetroWest TC to certify a GRH trip. Commuters will not be reimbursed for trips not authorized by Commuter Connections. Depending on the commuter's employment site, an Employee Transportation Coordinator (ETC) may have to be contacted first in order to make the appropriate arrangements for this service.

  Commuters must be officially registered with Commuter Connections before using the GRH service. Registered commuters are those who have received an official registration letter and GRH ID card from Commuter Connections. Commuters who have not been officially registered may use the GRH service one time, providing they meet all other eligibility criteria. This is referred to as a "one-time exception." Any commuter granted a one-time exception must be officially registered *before* additional

GRH trips are granted. Registered and one-time exception commuters must be carpooling, vanpooling, taking transit, bicycling, or walking to their site of employment at least two (2) days per week and on the day they use the GRH service.

Registered commuters may use the GRH program up to four (4) times annually from their official registration date. Commuters who received a one-time exception, then officially register with Commuter Connections may use the GRH service three (3) more times within 12 months from the date of their one-time exception GRH trip.

Commuters must re-register annually to maintain their GRH registration. Commuters must contact Commuter Connections to re-register and update their registration information.

The GRH program may only be used in cases of unexpected personal or family emergency, unexpected illness, or unscheduled overtime. Cases in which the GRH program cannot be used include, but are not limited to the following: previously scheduled medical appointments, trips to the hospital or emergency room by a commuter that needs medical attention, personal errands, transit service disruptions and/or delays, business related travel and working late without a supervisor's request, weather emergencies, any type of building closings or evacuations, and natural acts of God.

Requests to use the GRH program because of unscheduled overtime must be made *before* the commuter's registered work end time, *and* a supervisor's verification will be required at the time of the request.

GRH service is available between 6:00 a.m. and 10:00 p.m., Monday through Friday, except holidays and unplanned Federal Government office closings. *GRH TRIPS MUST BE TAKEN BEFORE 10:00 P.M.* Holidays include: New Year's Eve, New Year's Day, Martin Luther King's Birthday, Washington's Birthday, Memorial Day, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day, Day after Thanksgiving, Christmas Eve, and Christmas Day.

In order to be eligible, a commuter must be physically working in the Washington, D.C. Metropolitan Statistical Area (MSA) as defined by the United States Office of Management and Budget. The MSA includes the District of Columbia, the Maryland counties of Calvert, Charles, Frederick, Montgomery and Prince George's, the City of Alexandria and the Virginia counties of Arlington, Fairfax, Loudoun, Prince William and Stafford, and all cites within the aforementioned counties.

Eligible commuters can live anywhere inside the MSA or in any of the following areas: Allegany, Anne Arundel, Baltimore, Calvert, Carroll, Cecil, Charles, Harford, Howard, Queen Anne's, St. Mary's, or Washington counties, the City of Baltimore, and any point along the Upper Eastern Shore in Maryland; and Caroline, Clarke, Culpeper, Fauquier, Frederick, King George, Lancaster, Northumberland, Orange, Page, Rappahannock, Richmond, Shenandoah, Stafford, Spotsylvania, Warren, or Westmoreland counties, the City of Fredericksburg, or the City of Winchester in Virginia; and Jefferson County in West Virginia; and Adams, or York counties in Pennsylvania. Any other destination points outside of the above-mentioned areas will be considered on a case-by-case basis.

All GRH trips must originate from the commuter's office location. Depending on the nature of the emergency, and home and work locations, a commuter using the GRH service may be required to use a taxi, car rental, transit, or any combination of these services to reach their destination point. COG's Commuter Connections staff and/or their designees will determine the type of service used and will issue a valid GRH authorization number at that time.

Commuter Connections will pay for one vendor service and/or one transit service per request. If the GRH trip is made by a taxi, COG's Commuter Connections program will pay for all charges, excluding gratuity, to the destination. The commuter is responsible only for tipping the taxi driver. Cancellation on the part of the commuter of a GRH trip may count as one of the four annual trips.

If a transit option is used for the GRH, the participant will be mailed a transit reimbursement voucher. The transit reimbursement voucher must be submitted back to COG within thirty days of transit use in order for payment to be made. Please allow 45 days for reimbursement.

If the GRH trip is made by rental car, the commuter is responsible for signing a standard rental agreement, showing a valid driver's license, proof of insurance, providing a credit card number for collateral, returning the rental car within a 24-hour period, and the following charges: gasoline refueling charges, taxes, purchase of insurance (if necessary), additional rental charges if auto is not returned within a 24-hour period (unless Commuter Connections has given prior approval for additional rental time). The commuter will be responsible for any loss or damage to the rental car.

GRH is a free service provided by the Metropolitan Washington Council of Governments (COG). COG will use its best efforts to provide the Guaranteed Ride Home in accordance with the guidelines shown above. By requesting assistance from the Guaranteed Ride Home program, the participant in the program explicitly acknowledges that COG assumes no liability for the timeliness of the GRH participating vendor(s) or any accidents that may occur on the conveyance.

The MetroWest TC will track the usage of each of the GRH participant who lives in the development and keep records on hand at the TDM office.

- Participation in the region-wide Air Quality Action Days program.

  Air Quality Action Days are called when air quality in the Baltimore/Washington region is expected to reach unhealthy levels. These days occur during the summer months when hot, humid, and stagnant weather conditions contribute to the formation of air pollution. Poor air quality affects children, individuals with respiratory and heart ailments, and older adults. Even healthy people can experience problems associated with high levels of air pollution.

When an Air Quality Action Day is forecasted, all participants are either emailed or faxed an unhealthy air alert. The media is also notified. On unhealthy days, individuals and organizations area asked to take action to protect their health and also to reduce air pollution.

Public and private sector Air Quality Action Days participants have agreed to develop voluntary Air Quality Action Day plans. These plans range from notifying employees and customers of an Air Quality Action Day to rescheduling operational activities. Air Quality Action Days empower government agencies, businesses, and residents in the Baltimore/Washington region to do their share for cleaner air. During Air Quality Action Days, all sectors of the community will be called on to take voluntary actions to reduce air pollution.

The MetroWest TC will promote participation in the region-wide program to employers and provide information regarding alerts to residents of the community through the website. There will be a consideration to fly the Air Quality Action Days flag with permission of the Clean Air Partners program. The flag, flown on days when the air quality is unhealthful, will be visible to commuters in the MetroWest community, as well as though traveling along I-66 and the Metrorail Orange line.

- Telework Resource Center TRC, administered by the MWCOG, provides information and assistance to employers on how to set up work-site telework program. TRC staff will work with employers to help them create telework policy for their businesses, as well as select and train qualified employees on the benefits of teleworking and how to work remotely, in an effective and productive manner. Information from this program should be made available to residents as well and used to assist in the set-up of the telework center on -site.

The MetroWest TC will work with the TRC to secure information on teleworking for the residents of the development. The TC will also be available to assist residents in choosing the best telework location option for them, which will be either at home or in a telework center.

- SmarTrip and SmartCard technology provided by the Washington Metropolitan Area Transit Authority (WMATA) to purchase and fulfill media fare card value.

  SmarTrip is a permanent, rechargeable farecard. It's plastic—like a credit card—and is embedded with a special computer chip that keeps track of the value of the card.

  Each new resident of MetroWest will be given the option of receiving a SmartCard at the signing of their lease or purchase agreement. The TC will be responsible for the purchase of the SmartCards from WMATA, distributing the cards to the residents, and, tracking the use of the card through a registration process and annual survey for each resident.

Services offered by Fairfax County Government include:

RideSources customer service representatives will assist with the following TDM services in support of the Metro West residential and business communities:

- Employer outreach
- Residential Community based TDM program
- Event planning for transportation fairs, etc.
- Ridematching service
- Design of mode split surveys and appropriate methodology
- Assists in the formation of vanpools
- Provides ongoing marketing and technical support.

Other TDM services that will be provided include:

- Vanpool formation by the Transportation Coordinator and third party vanpool companies.

  The TC will work with the residents and employees located at MetroWest to form vanpools using the services of a third

party vendor who will own the vehicle and assume liability for the poolers who travel in the vehicle each day to work. This will be accomplished by holding vanpool formation meetings for residents and employees interested in participating in vanpools. The date and location of these meetings will be posted on the MetroWest website and flyers will be sent to the residents and businesses announcing the event. The meetings will be attended by recommended third party vendors who will explain the details on how to form a vanpool using their services. The TC will have information available at the MetroWest Transit Store on the benefits of vanpooling and a list of the available vendors.

- Coordination with shuttle bus services by others that currently provide service to/from the Vienna Metrorail Station.

  The TC will research all existing shuttle bus services that operate to and from the Vienna Metrorail station. Information will be provided to the residents and employees at MetroWest on the service schedules, costs and criteria for use. The TC will also coordinate any TDM programs at MetroWest with approved transportation service vendors. Information will be available at the MetroWest Transit Store and on the web-site.

- Bus service that currently operates to and from the Vienna Metrorail Station, including the Fairfax Connector bus services that operate to and from the Vienna Metrorail Station.

  As is the case with shuttle bus services, the TC will provide information on all bus services that currently serve the Vienna Metrorail Station. Information will be available at the MetroWest Transit Store and on the web-site.

- Car-sharing program agreements with the developer and, eventually, the homeowner's association.

  The TC will be responsible for meeting with car-sharing program vendors to establish a program at the Vienna Metrorail station for residents and employees working at

the development. The TC will work directly with the vendor to set up the program criteria. Information on the car-sharing service will be available at the MetroWest Transit Store and on the web-site.

Resources and technical assistance for the following TDM program offerings will be available

- Parking cash-out programs.

  An incentive program to encourage commuters to give up their parking spaces in trade for the purchase of fare media for transit, has been a very positive initiative in achieving prescribed traffic mitigation requirements, such as the trip reduction goals required for MetroWest.

  The TC will develop the criteria for the program and present it at the MetroWest individual employee transportation coordinator meetings, discussing how to implement the program at each business site. The TC will provide the sale of transit fare media through the MetroWest Transit Store, with information on the website.

- Pre-tax benefit programs for transit, bus and vanpools.

  The current pre-tax benefit program, which is offered through the Internal Revenue Service Regulation Section 132, allows employers to offer employees up to $105 per month for the purchase of transit fare media (bus & rail) and vanpooling. This program benefit is only available through a commuter's employer.

  The MetroWest TC will conduct an annual seminar for businesses operating at the development on the pre-tax benefit and how to implement the program at their work-sites. Information will be available on the IRS regulation and program implementation at the MetroWest Transit Store and on the website.

- Alternative workplace and, compressed & flexible work hour programs to assist in diverting traffic from peak hour periods.

The TC will also offer a seminar each year on alternative, compressed and flexible work hour programs. Flexible work hour programs allow commuters to travel to and from the worksite during off-peak periods. Compressed work hours and teleworking, allows the commuting employee not to travel to work one or two days a week, helping to achieve the trip reduction goals.

- Ridematching software for ridesharing arrangements for carpooling and vanpooling.

  As discussed, the TC will use the MWCOG rideshare matching service to assist commuters arriving at the work-site and residents living at MetroWest to become carpoolers and vanpoolers.

- Senior discount program

  The TC will research all senior discount programs that are available in the MetroWest area and also region-wide, such as the WMATA senior pass program that allows seniors 65 years of age or older to receive discounts on travel by bus or rail in the region. Seniors will be able to obtain a senior pass discount card (ID) and information regarding all available senior discount programs at the MetroWest Transit Store.

- A commuter and telework club that will provide incentives for residents and employees who work at the Metro West to use transit alternatives.

  The TC will organize two clubs, or membership organizations, that will provide incentives for residents and employees to use commute alternatives – commuter and telework clubs. The commuter club will provide discounts at local retail to encourage the use of alternatives. Carpoolers and vanpoolers may receive free gasoline, an oil change or carwash. Transit users may receive free fare media cards. The criteria may be longest distance for daily commute, frequency in using the alternatives, or the number of miles logged. The TC will also prepare a plan for implementing both programs. Annual recognition meetings will be held at the Transit Store at MetroWest.

- Vanpool program designed for members of the commuter club and residents of Metro West.

  The members of the residential vanpool club will meet at least once during the year and will be recognized by the TC for their participation in vanpooling and also rewarded with incentives for their efforts. The meetings will be advertised through the MetroWest residential newsletter and on the website.

- Special promotional activities with various incentive awards, to sustain awareness of and interest in the TDM program.

  The TC will organize an annual sponsored event promoting TDM activities in the residential communities. The event will be attended by all vendors who offer their services in the community and will be encouraged to bring along promotional materials to distribute to the residents.

All of the TDM products, services and program information will be available through the transit store which will be located within close proximity to the Vienna Metrorail Station.

TDM Program Strategies

Residential

The success of TDM program implementation will be in the marketing and sales of the recommended TDM products and services which will include transit (rail & bus), vanpooling, carpooling & teleworking.

Target marketing

A variety of target marketing strategies will be used to encourage commuters to take advantage of where they reside – next to one of the best regional rail systems in the nation – by using the Washington Area Metropolitan Area Transportation Authority's Metrorail system.

Residential targets will include current transit riders, people working along the rail line that services Metro West (Orange and Blue) without transfer trips, and, full-time teleworkers, who either work at home or a telework center.

Marketing materials will include information on all of the available transit service and transportation offerings at MetroWest, including membership to the commuter and telework clubs. The materials will be designed to interest all residents at the development, including those in the senior hi-rise community.

Target market strategies to encourage the use of transit for special audiences – such as the senior population – may include a coupon based incentive program, the senior transit pass offered by WMATA, etc. Specific materials will also be developed for the school pool program and teleworking.

Sales kits

Materials will be prepared by the Transportation Coordinator, or its organization, on all of the TDM products and services that are available to the target market, with information included that is relevant to the particular market.

One-on-one marketing

One-on-one marketing, also known as point-of-sales, will be conducted when sales representatives are discussing lease or ownership of the residential and/or commercial office units with customers who are visiting the sales offices of the project, or discussing the project with customers over the phone.

Transit, transportation, and, related incentive programs

Initial residents will be provided with incentives for transit (bus & rail), teleworking and/or other agreed upon TDM strategies to encourage their participation in alternative commute options as part of their new resident welcome package. In order to receive the incentive (s), the new resident must participate in a transportation information meeting. These incentives may be in the form of transit fare media, SmarTrip cards, or any other form or instrument that may be redeemed for use as an alternative commute option. Other related incentives may include grocery delivery, pick-up and drop-off of cleaning and laundry, etc. The incentives are available one-time for those residents who are 18 or older and work full time.

Residential programs

A residential based vanpool program will be developed using the Commuter Connections ridematching services and RideSources staff to help coordinate and organize Metro West vanpools. The TC will work with the County to ensure that all vanpool participants are receiving all subsidies that are available to them. The program will include opportunities for preferred vanpool parking and awards for van pools.

The residential community will have a customized page on the MetroWest website that provides information on all of the available and specialized services. This may include a ridesharing board or classified ad section for carpool opportunities.

Office/Commercial

Parking cash-out

Parking cash out programs will be encouraged to reduce vehicle commute trips and emissions by offering employees the option of "cashing out" their subsidized parking space and taking transit, biking, carpooling to work. "Parking cash-out program" means an employer-funded program under which an employer offers to provide a cash allowance to an employee equivalent to the parking subsidy that the employer would otherwise pay to provide the employee with a parking space. If a employer pays $160 per month for a parking space for their employee and offers a parking cash out program, they agree to offer their employee a cash allowance of that amount to use for the purchase of fare media for transit (bus/rail) or ridesharing (carpooling and vanpooling), and bike modes of travel.

Pre-tax, transit benefit, Federal IRS regulation

Federal regulation allows employers to give employees up to $105 per month as a pre-tax payroll deduction or a tax-free employee benefit. Any expenses associated with the program are also fully deductible by employers. Detailed information on how the program is implemented can be found on several websites including www.TransitCenter.com and www.CommuterCheck.com and http://www.irs.gov/irb/2004-29_IRB/ar10.html. Such programs will be encouraged for all office owner/tenants. These programs are implemented through a payroll deduction, better known as a cafeteria plan, for each individual business. Details on how the programs criteria can be found on the IRS' website, under Section 132f.

Alternative work hour programs

Flextime, staggered work hours and alternative work schedules are effective ways in which to further trip reduction goals by altering the daily work schedules of employees and taking trips out of the AM peak period. Flexible work hour programs provide employees with the option of starting their work day during an AM period – for example between the hours of 6 AM to 10 AM - and working a full work shift, thereafter. This option spreads the AM peak period. Staggered work hour programs are generally applied to an entire business operation that begins their business hours after 10 AM each day, working a full shift thereafter. Again, the result is to mitigate the impact of traffic during peak periods. Alternative work schedule programs include compressed work weeks – working (4), 10-hour work days or (3), 12-hour work days each week, and 9/80 work hour programs, allowing employees to work (4), 10-hour work days one week and (5), 8-hour work days the next week. All tenants will be required to participate in a briefing or orientation on the Metro West transportation program and encouraged to provide such options to their employees. It is important to note that the TDM aspects of alternative schedules work to shift trips to off hours and are secondary to those that eliminate the trips.

Rideshare matching and associated programs

The Metropolitan Washington Council of Government's, Commuter Connections ridematching service is used for the formation of carpools and vanpools, as well as disseminating information on available transportation programs and services offered throughout the region, and specifically through Fairfax County's RideSources program. Residents may learn about the rideshare matching program through the TC or www.commuterconnections.org website. Application for the service may be completed on-line.

The Guaranteed Ride Home (GRH) program

GRH is administered by MWCOG, through Commuter Connections, the regional TDM program. GRH provides commuters who regularly (twice a week) carpool, vanpool, bike, walk or take transit to work with a free and reliable ride home when one of life's unexpected emergencies arise. Commuters may take advantage of GRH up to four times per year to get home for unexpected emergencies such as a personal illness or a sick child. GRH can also be used for unscheduled overtime when an employer mandates that you must stay late. GRH was designed to rescue commuters who are worried about how they'll get home when an emergency arises. Knowing there's a guaranteed ride home allows one to use commuting options like transit and

carpools with peace of mind and confidence. Residents may learn about the guaranteed ride home program through the TC or www.commuterconnections.org website. Application for the service may be completed on-line.

General

A safe routes to school, or school pool program, will be developed and coordinated with the Ridesources program, employer outreach staff. A school pool is a group of parents who takes turns carpooling and dropping off their children at the same school.

A car-sharing program will be implemented subject to agreement with a third party vendor(s) (such as FlexCar/ZipCar). This program provides an available vehicle that is parked within the community that is used by the residents of the community for quick trips, such as errands, etc. Implementation for the car-sharing program can be found on Page 19.

TDM Program Management

Program management for the implementation of the TDM plan will be directed by a designated transportation coordinator (TC).

The most important role of the person, or organization, assigned as the TC for Metro West, will be to ensure that all of the TDM programs and services are operating in an efficient and productive manner, with the goal being two-fold:

1. To reach the prescribed trip reduction goals; and,

2. To make the Metro West TDM program an integral part and stakeholder in the community, identifying itself as a community organization whose mission is to act as mobility manager for Metro West, focusing on the needs of its residential and business communities.

The TC's first task will be to review the TDM Plan and develop an operational manual that addresses the day-to-day tasks that need to be completed to implement and maintain the branded Metro West program after total build-out.

The TC will be involved in the branding of the TDM program for Metro West by participating in the focus group study. The outcome of the study will be the creation of marketing materials for the program to be coordinated by the TC. These materials will be used by the TC to promote the programs and services and also by the Pulte sales staff to sell and lease property at Metro West.

The TC will be located in a central space on-site and will work with each new resident and business that locates to Metro West to introduce them to the TDM product, service and program offerings and seek individuals who will assume the role of TDM contacts for each commercial and residential building. The exception to this will be if the commercial or residential building is managed by the same property management company. In this case, the company would assign a single TDM contact for all of their properties.

The TC will also oversee the implementation of the TDM strategies and any and all tasks required by Fairfax County, Department of Transportation, such as conducting annual transportation mode split surveys. They will be tasked to report the outcome of the survey each year and provide an annual report of TDM activities within Metro West to FCDOT. A by-product of the survey results will be a strategic plan that will propose TDM activities for the following year, including marketing strategies and budget.

The TC will provide FCDOT with an annual report as provided in the proffers, tracking the level of development, number of residents/employees living and working at Metro West, participation level and use of each of the implemented TDM programs, number of preferential parking spaces, budget allocated for TDM program operation, and any other pertinent information.

They will also track the success of each of the employed TDM strategies by following the monitoring and evaluation techniques developed for the TDM plan. This may include parking management activities such as checking to make sure the carpool spaces are filled with vehicles that are registered carpools. The TC will also track the sale of transit fare media that will be sold at the transit store. They will also make sure that the bike facilities are kept safe, secure and clean. They will negotiate contracts with any third party vendors who may provide services for Metro West, such are car-sharing and shuttle bus providers.

With the assistance of Ridesources staff, the TC will schedule transportation events at Metro West, at least once a year, to provide information to residents, employees, customers and visitors on available transportation programs and services. These events are known as transportation fairs.

The TC will represent the TDM concerns of the residents and employers of Metro West at various transportation related meetings, such as those hosted by FCDOT or MWCOG. The TC will also be involved in outreach activities for surrounding communities regarding the implementation and availability of TDM programs and services.

Parking Management Strategies

Parking management, simply stated, is how parking spaces are managed by use and space allocation in order to further the TDM objectives. By providing incentives (financial or otherwise) for commuters to travel to and from work each day in either carpools or vanpools, single occupant trips can be reduced. Parking management plans generally consist of three broad-based strategies; preferential parking, parking pricing and transportation allowances. A combination of two or more of these broad based strategies comprises the Metro West Parking Management Plan.

Residential

For condominium units:
A maximum of one parking space will be bundled (or included) with the sale of the individual unit. Additional requested/required spaces may be purchased in addition to the sales price of the unit.

For rental units.
One parking space will be designated for each unit at a flat fee to be determined based on a review of market conditions at the time the lease is signed. Additional spaces will be available based on a first-come, first-served basis, at an additional flat fee per space. Availability of car rental services, is an added service for residents of the mixed-used development and further helps to encourage one or no car individuals or families.

Office/commercial

Parking spaces will not be bundled or included in the base square foot rental rates for office/commercial space at Metro West. Parking pricing will be a separate charge for tenants and/or owners in the commercial office space dependent and based upon market conditions at the time of lease.

Designated areas for loading and unloading carpool and vanpool commuters will be included as part of the site plan design. Commuters will be dropped off or picked up either within the parking structure or at a dedicated stop close to or adjacent the office/commercial space.

Preferential parking spaces will be designated on the site plan and provided for those commuting employees registered as carpoolers or vanpoolers with the Metro West TC. These spaces will be located closest to the elevators and/or core areas of the facility as feasible and practical. Preferential parking for vanpools will be provided free of charge. Spaces will be set aside for vanpools in commercial parking facilities.

The carpool or vanpool recognized as "pool of the month' will be given the premiere preferential parking space in a garage. This distinction is given to a pool that has logged the most hours, has the longest pooling history, or, travels the furthest to and from work each day.

A parking fee structure will be developed, providing an incentive for those commuting employees that participate in carpools and vanpools. A discount rate will be offered to car/vanpoolers and market rate charges will be applied for single occupant vehicle travelers.

A comprehensive parking management strategic plan will be developed that creates policy for Metro West employee commuters, including the aforementioned parking arrangements. This will ensure that residents of the development will not use WMATA parking facilities that all on-street parking spaces will be managed by time and price, and, the parking meter revenues are allocated to the TDM program, with enforcement being the objective as part of the monitoring and evaluation TDM plan for the project.

Spaces will be designated on the site plan and provided for taxi stands, shared car services and delivery services on-site at select locations. These areas will be well-signed, lit and located throughout the

development. Within each on-site garage, a minimum of 5% of the parking spaces shall have access with sufficient clearance for vanpools.

Carpooling and vanpooling spaces, will be well-signed and monitored by the TC. Additionally, a covered area, such as an awning, building lobby, etc., will be set aside for pick-up for vanpoolers, carpoolers and any shuttle services that are implemented at Metro West.

Spaces will be available, subject to the owner(s) of the parking garages in the commercial space, for use after hours and on weekends by the residential community for special events, weddings, etc.

Implementation of TDM Strategies By Phase

Phase I Post-Rezoning

The first phase of the plan will begin following rezoning approval with the appointment of a TC – either an individual or a TDM specialist – who will provide oversight to the initial tasks that will be performed to implement the TDM program. The role of the TC is detailed in the section of this document entitled TDM Program Management.

The most important component of the TDM plan will be to create an operations manual to finalize the framework for a solid TDM program at Metro West based on this TDM Strategic Plan that will provide resources and assistance to residents, businesses, customers and visitors to the mixed use community.

The operations manual, will consider the following TDM components for each TDM strategy:

- Targeted TDM program participants
  The TC will target the use of specific TDM programs for specific groups of residents and employees. An example would be that those commuters who are most likely to use commuter alternatives, such as carpoolers and vanpoolers, are more apt to work for companies that have set schedules or have jobs that have static work hours.

- Recommended person trips assigned for each transportation mode.
  Likewise, as mentioned above in targeting TDM participants, the strategic plan for each year may project the number of persons at Metro West who will be using various transportation modes, knowing who the residents are and commercial businesses by industry.

- Detailed TDM initiatives
  Each TDM strategy will be described, in detail, as to service provided, how it is measured, who the target user is, what the cost is to provide or operate, etc. This type of information will be included in the TDM Operations Manual.

- How the particular TDM strategy will be marketed
  It will be important for the TC to work closely with the leasing agent to assist them in marketing TDM to their prospective owners and tenants. The TC will develop a presentation that will be given at the sales office to each person who will be signing the contract to live or lease space at Metro West. The TC will be available to meet, one-on-one with the new resident to describe the Metro West TDM plan – and its brand – and how effective the program is in providing ease in mobility for them and their families or employees. The TC will also be available to participate in relocation meetings for employers moving to Metro West.

- What the TDM incentives will be for each strategy
  The TDM incentives will be determined when each of the building are delivered. Some incentives have been mentioned in the TDM plan. However, some of these incentives may be changed, others may no longer be offered. The TC will research the best transit or transportation programs available at the time to determine what the most effective incentives will be to offer residents and tenants of Metro West.

- Recommended schedule or timeline
  The schedule for the roll-out of the TDM program to total build out in illustrated in the TDM Program Implementation Chart. The first phase will include program branding, the hiring of the TC and upfront

research. TDM activities before and during construction include programmatic items for the development and implementation of TDM strategies.

- Associated budget for each TDM strategy
  Each detailed TDM strategy description will include an associated budget for each phase of the project and maintenance.

Phase II Before and During Construction

Phase II involves setting the framework for the implementation of the TDM Plan and implementing the TDM strategies in the early stages of development. This includes:

- Branding the Metro West program to create an identity for the transportation program. This brand will be marketed to the existing development, as well as future development.

- Create a commuter and telework club to provide incentives for residents, employees, customers, and visitors to use alternative mobility modes – such as ridesharing, transit and vanpooling or work at home or at a telework center. Incentives for both may include discounts from Metro West retail or value added on SmarTrip cards, or a discount on office services and supplies for teleworkers. Club members for both commuters and teleworkers will need to meet a set of criteria for membership.

- Develop collateral materials for the branded program and commuter and telework club. These may include brochures, posters, newsletters, etc.

- Develop a website dedicated to the TDM program, with links to other transportation resources.

- Create and implement a monitoring and evaluation plan to assist the TC in tracking the success of the TDM program.

- Finalize the parking management program that will be used as an incentive for resident and employees to become carpoolers and vanpoolers.

- Open a transit store as a retail outlet for the sale of transit fare media, provision of route information and scheduling, and other information related to mobility in and through the Metro West area.

- Set up bicycle facilities in the designated, common, areas.

- Deploy informational kiosks to provide real time information for transit services and ridematching.

- Participate in, or implement a new, ridematching service exclusive to Metro West and those communities within the transit station area for carpooling and vanpooling.

Phase III Total Build-Out or Program Maintenance

Phase III of the TDM Plan will focus on monitoring and evaluating the TDM strategies and provide day-to-day assistance to residents, employees, customers and visitors to Metro West on the available transportation products, programs and services. The TDM program will be considered at maintenance level when the trip reduction analyses demonstrates that the reductions are being met as provided in the proffers. Program maintenance will then occur following the post build-out trip generations.

The methodology used to maintain the integrity of the strategic plan for the TDM program will include:

- Identifying and analyzing trends in travel/commute patterns;
- Responding to trend analysis, emerging technology and evolving County services in both marketing and program elements; and
- Responding to trip generation analyses as provided in the proffer.

Additionally the TC will need to keep apprised of any modifications in evolving County requirements and services.

TDM Program Implementation Chart

TDM Strategy	Required TDM Phases		
	Rezoning	Before/during construction	Total Build-out
Site Design	X	X	
Physical facilities amenities Telework business center Bike racks	X	X	X
TDM Programs and Services			
Assign Contractor/TC	X	X	X
Develop & Implement Operations Manual		X	X
Form partnerships	X		
Brand the TDM program	X	X	
Develop collateral materials	X	X	X
Develop website	X	X	
Open transit store and telework/business center		X	
Implement Parking Management Plan		X	X
Implement Pedestrian/Bicycle Plan		X	X
Assign TDM contact for each facility		X	X
Develop annual mode split survey		X	
Conduct annual mode split survey		X	X
Annual TDM report to County		X	X
Form transportation organization/committee		X	

The TDM Program Implementation Chart will be reviewed on an on-going basis with the TC through the survey analysis and will be altered, as necessary, in consultation with the County.

Monitoring and Evaluation

Monitoring and evaluation for the TDM plan will be as provided in the proffers

Monitoring TDM Programs and Services

Monitoring and evaluation of TDM program and services will help make them more effective in reaching the prescribed trip reduction goals. For it example it can:

- Document program successes and benefits generating future management interest and support for the program.
- Show which services work well and which do not, enabling the TC to direct future resources to successful services.
- Define why individual services do or do not work well, helping to improve their effectiveness.
- Identify who is using or not using a service, information to target information and marketing where they are most needed.

Some of the activities that will be monitored at Metro West will include:

- Resident/employee awareness
- Use of program services by both residents and employees
- Employee/resident commute patterns
- Employee/resident attitudes and interests
- Supervisor/management attitudes
- Satisfaction of service users
- Program cost and savings

- Benefits to the organization

Some of the monitoring tools that will be used for both residential and commercial include:

- Registration forms and sign-up sheets
- Service log use
- Employee commute logs
- Surveys
- Focus groups and group discussions
- Management interviews
- Observation
- Financial records
- Personnel, HR and operations records
- TDM Program Strategy Usage

Tools for Tracking & Monitoring

As stated above, the information you need to collect, and the services and programs you wish to monitor, require a selected set of monitoring tools. The following chart presents some monitoring tools that can be used to be used to evaluate some of the Metro West TDM program and their offerings.

Activity	Mode	ACM	AF	EL	FG	HR	O	RP	RF	SL	S/S	S	1/1
I. Alternatives	Carpools	X	X	X	X	X	X	X	X	X	X	X	
	Vanpools		X	X	X	X	X	X	X	X	X	X	
	Rail/bus			X	X	X			X	X	X	X	
II. Programs	GRH		X	X	X	X				X	X	X	
III. Outreach	Vendor Fair	X				X					X		X
	Employer	X				X							X
	Meetings	X										X	
	Training	X											

Tool abbreviations:
ACM: Available contact management software
AF: Application Forms
EL: Employee Logs
FG: Focus Groups
HR: Human Resources
O: Observation
RP: Rideshare matching software
RF: Registration Forms
SL: Service Logs
S/S: Sign up sheets
S: Surveys
1/1: One-on-one

Evaluation Process

The purposes of monitoring and evaluation are to learn more about the TDM program and to measure its success. In the evaluation process, identify the commute alternatives and services residents, employers and commuters are using, any changes in their commute behavior, and the reasons for changes, how they heard about the program, and what they like and don't like about it.

Use information collected to answer the following questions:

- Did the program achieve the trip reduction goals?
- What commute alternatives are employers and commuters using now and how often do they use them?
- Did employee and commuter modes and patterns change: If so, how did they change?
- What were the reasons for the changes? (program services, personal factors such as a move to a new home, or external factors such as an increase in gas prices or construction projects).
- Why did employees and commuters who continue to drive alone not shift to a commute alternative?
- How aware are employees and commuters of the commute program? How did they hear about the program? (information channels)

- Which incentives and services did employees and commuters use most? Why?
- Which did employee or commuter use least or not at all? Why?
- What did the program cost and what was the cost per benefit? (trips reduced, reduced absenteeism, increase in productivity)
- Which services were most effective and cost-effective? Which were least effective and cost-effective?
- Did the program cause any positive or negative change in internal company operations?

TDM Budget

Date/Activity	4/1/2006 to 3/31/2007	4/1/2007 to 3/31/2008	4/1/2008 to 3/31/2009	4/1/2009 to 3/31/2010	4/1/2010 to 3/31/2011	4/1/2011 to 3/31/2012
Percentage of total residential	-	-	11%	25%	29%	22%
Number of residential units complete	-	-	240 DU	800 DU	1448 DU	1948 DU
Number of active adult	-	-	-	-	Completion	-
Commercial buildings complete	-	-	-	Completion	-	-
Program Management	$50,000	$50,000	$25,750	$106,090	$109,272	$112,550
(See description below)	-	-	-	-	-	-
Branding	$30,000	-	-	-	-	-
Includes costs for discussion	-	-	-	-	-	-
guides, facilitating focus groups,	-	-	-	-	-	-
report of findings & recommendations	-	-	-	-	-	-
Development of marketing materials	$25,000	-	-	-	-	-
Includes costs association with	-	-	-	-	-	-
copywriting, artwork, logo design,	-	-	-	-	-	-
collateral materials, etc.	-	-	-	-	-	-
Printing of materials	-	$20,000	-	-	-	-
Estimate. Cost to be determined	-	-	-	-	-	-
after it is decided what materials	-	-	-	-	-	-
will be created	-	-	-	-	-	-
Material updates	-	-	-	-	$10,000	-
Website development	-	$30,000	-	-	-	-
Includes securing domain, web	-	-	-	-	-	-
design, maintenance, etc.	-	-	-	-	-	-
Website maintenance	-	-	$15,000	$15,450	$15,914	$16,390
Conduct annual survey	-	-	$5,000	$5,150	$5,305	$5,463
Annual trip counts	-	-	$20,000	$20,600	$21,218	$21,854
Annual TR report	-	-	$10,000	$10,300	$10,609	$10,927
Promotions/events	-	-	$5,000	$5,150	$5,305	$5,463
Additional studies (goals not met)	-	-	-	$10,300	$10,609	$10,927
Total for each year to build-out	**$105,000**	**$100,000**	**$80,750**	**$173,040**	**$188,232**	**$183,574**
Incentives ($300,000)	-	-	$33,000	$75,000	$87,000	$66,000

4/1/2012 to 3/31/2013	4/1/2013 to 3/31/2014	4/1/2014 to 3/31/2015	4/1/2015 to 3/31/2016	4/1/2016 to 3/31/2017	4/1/2017 to 3/31/2018	4/1/2018 to 3/31/2019	4/1/2019 to 3/31/2020
13%	-	-	-		Maintenance	Maintenance	Maintenance
2248 DU	Stabilization	Build-Out	Build-Out +1	Build-Out +2	HOA	HOA	HOA
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
$115,927	$119,040	$122,986	$126,676	$130,476	$134,391	$138,422	$142,575
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
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-	-	-	-	-	-	-	-
-	$10,000	-	-	-	-	-	-
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
$16,882	$17,389	$17,910	$18,448	$19,001	$19,571	$20,158	$20,763
$5,627	$5,796	$5,970	$6,149	$6,333	$6,523	$6,719	$6,921
$22,510	$23,185	$23,881	$24,597	$25,335	$26,095	$26,878	$27,684
$11,255	$11,592	$11,940	$12,298	$12,667	$13,047	$13,439	$13,842
$5,627	$5,796	$5,970	$6,149	$6,333	$6,523	$6,719	$6,921
$11,255	$11,592	$11,940	$12,298	$12,667	$13,047	$13,439	$13,842
$189,083	**$204,390**	**$200,597**	**$206,615**	**$212,812**	**$219,197**	**$225,774**	**$232,548**
$39,000	-	-	-	-	-	-	-

EXHIBIT C
Metro West Demonstration Project
Flow Monitoring Program

Introduction

The Metro West stormwater management program is using an innovative combination of stormwater detention (SWM) best management practices (BMPs) and low impact development measures (LIDs) (collectively "SWM/BMP/LID"). This approach will demonstrate the state-of-the-art in advanced ecosystem based stormwater management technologies designed to mimic natural hydrological functions critical to the protection and restoration of urban streams and their aquatic living resources. This combination approach will also demonstrate how an uncontrolled urban watershed can be retrofitted with controls through the redevelopment process. Due to the unique nature of this approach, it is important to demonstrate how effective this approach is in meeting design goals and how well the techniques will perform over time.

The SWM/BMP/LID techniques being used will include conventional underground vault detention in combination with green roofs (extensive and intensive), permeable pavers, bioretention basins (i.e. rain gardens) and tree box filters.

The specific design goals and criteria for the project are set forth in the proffer.

Monitoring Goals

The goal of the monitoring program will be to measure the post development flows to demonstrate that design goals as set forth in the proffer have been met. The focus of the monitoring program will be to measure the long term storm flows from selected portions of the site.

Site Selection Monitoring Point Locations

The SWM/BMP/LID system in the northwest drainage area of the Metro West site will be monitored. The drainage system consists of an underground detention vault designed to control both the Metro West site and runoff from the WMATA site. Three flow monitoring locations will be provided. First, the discrete discharge pipe from the WMATA site into the detention vault. Second, the discrete discharge from the Metro West site into the detention vault. Third the combined discharge from the detention vault. With these three locations monitored it will be possible to measure and compare over time the uncontrolled flows from the WMATA site; the controlled flows from areas controlled by LIDs; and the combined flows from the vault detention and LIDs. Comparisons can also be made between modeled and measured flows.

Monitoring Sequence

The monitoring program would begin once all SWM/BMP/LID facilities are constructed in the northwest drainage area and all areas draining to the monitoring sites are stabilized. Flow monitoring would continue for a period of three years collecting all storm events in order to obtain a statistically valid number of storm events to demonstrate the effectiveness of the stormwater management system and the long term viability of the LIDs.

Data Record Requirements

The data to be reported for each storm event at each monitoring location will include:

1. Inflow and outflow hydrographs in ft3/s from the start to the end of runoff.
2. Flow volumes for entire event for inflow and outflow.
3. Rainfall hyetograph for event.
4. Total rainfall for event.
5. Start and end times for precipitation period, runoff period, and sampling period.

Reporting Requirements

The data shall be collected and compiled in an annual report to Fairfax County DPWES. The results of the monitoring effort shall be compiled to compare the flow rate data actually measured during the monitoring period (utilizing the actual precipitation measured on that portion of the site) to the flow rates that would be predicted by the calculation methodology used to design the SWM/BMP/LID facilities in the study area.

Monitoring / Devices Equipment

1. Recording Rain Gauge measuring device for the site.

2. Velocity-Area flow measuring devices (transponders) will be used to measure flows within the discharge pipes from WMATA, from the LID facilities and from the detention vault. These flow measuring devices will be located near the detention vault within appropriately designed manholes.

Description

Direct measurements are made of the velocity and area (derived from level and channel geometry) of the fluid stream. Flow is calculated as the product of velocity times area following the continuity equation. A velocity-area flow measurement system consists of the required set of sensors installed into the channel or conduit at a suitable location and the associated signal-processing instrumentation. The computation of flow from the sensor measurements incorporates the geometrical dimensions of the stream, as well as site-specific velocity correction coefficients.

This method is applied directly to improved or man-made channels and partially filled conduits or pipes. Hydraulic measuring structures (primary devices) are not required. The method requires only installation of a suitable sensor component assembly that presents minimal obstruction to the fluid stream.

Velocity-area methods are adaptable to any shape and size of conduit or channel. However, most methods require at least a minimum depth and velocity of flow for the installed sensors to perform accurately. To achieve the required flow measurement accuracy in higher flow rates, it may be necessary to mount several velocity sensors in the flow stream. One velocity sensor is often not adequate to characterize the average velocity of the flow regime.

Installation

- The channel at the location of flow measurement should be relatively straight over a distance equivalent to 10 times the width of the channel upstream and downstream. The surfaces of the channel or pipe should be smooth and free of irregularities and obstructions to avoid producing a disturbed velocity profile.
- The location of the velocity sensor(s) should ensure an accurate representation of the flow velocity.
- The water depth at low flows should be sufficient to allow proper operation of the velocity sensor(s).
- The sensor assembly is usually installed on a mounting band or support structure designed to suit the contour of the stream, channel or conduit. The sensors should be well fastened or supported within the channel.
- Access to all sensor assembly components and associated secondary measuring device(s) should be provided to permit regular inspection and maintenance.
- A staff gauge for head level measurement should be permanently installed at an appropriate location to provide a quick visual indication of the operating water level.
- The liquid level sensor should be calibrated and corrected to the zero reference level of the bottom or invert of the channel or pipe.

Periodic Maintenance and Calibration

- The flow measurement location and sensor(s) should be kept clean and free of growth, sediment accumulation and debris.
- The "zero" reference of the secondary measuring device should be checked regularly under a "no flow" condition. If this is not possible, a calibration plate can be installed to check referencing of the secondary measuring device.

Calibration of Flow Measurement Systems

In situ calibrations are necessary to establish and confirm conformance with the specified requirements for flow measurement accuracy. All flow measurement systems for final

discharge points should be calibrated in situ as part of the commissioning phase. The calibration method used to establish and confirm flow measurement accuracy should have accuracy within plus or minus 5%.

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