SCOTTS RUN

RZ 2011-PR-009

Proffers dated May 29, 2015

Cityline PARTNERS

Scheduled to be Presented to the Fairfax County Board of Supervisors on Tuesday, June 2, 2015 at 3:30 p.m.

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CITYLINE PARTNERS LLC
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PROFFERS
CITYLINE PARTNERS LLC
RZ 2011-PR-009

May 29, 2015

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and Section 18-204 of the Zoning Ordinance of Fairfax County 1978, as amended (hereinafter referred to as the "Zoning Ordinance"), Cityline Partners LLC, for and on behalf of the owners, themselves, and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in RZ 2011-PR-009 filed on property identified as Fairfax County tax map 29-4 ((5)) 9, 9A and 10A and portions of right-of-way required to be vacated and/or abandoned (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors (the "Board") approves a rezoning of the Application Property from the C-3 and HC Districts to the PTC District and HC Districts. Whenever herein a proffer establishes an obligation that applies to development and/or redevelopment of a particular building site, then the term Applicant shall mean the owner undertaking such development and/or redevelopment. Upon approval of the rezoning, these proffers shall replace and supersede all previous proffers and development conditions approved on the Application Property. In the event the rezoning is denied by the Board, these proffers and conditions shall immediately be null and void and the previous approved proffers and development conditions shall remain in full force and effect.

GENERAL

1. Conceptual Development Plan. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Application Property shall be developed in substantial conformance with the Scotts Run North Conceptual Development Plan (CDP), prepared by Bowman Consulting and SmithGroupJJR, Inc. dated May 10, 2011 and revised through April 3, 2015, exclusive of those sheets identified as "S" sheets, and as further modified by these proffers.

2. Proffered CDP Elements. It shall be understood that the proffered elements of the CDP are limited to the uses, grid of streets, general location of the points of access, general location of the buildings, minimum and maximum building heights, minimum and maximum GFA per building, primary use designated for each building, general quality and character of the streetscape along the public and private streets within and abutting the Application Property and as otherwise specified in these proffers, the build-to lines, the overall maximum gross floor area (GFA) for the Application Property, the minimum amount and general location of the urban parkland, and other elements as may be specifically identified herein. The Applicant has the option to request a Final Development Plan (FDP) for elements other than the CDP elements for all or a portion of the CDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

3. Development of Building Sites. The Application Property consists of one or more Building Sites, which may contain one or more Buildings, as shown on the CDP. Development of each Building Site may proceed in any order, individually or combined,

provided that such Building Site is developed in accordance with the phasing as described in these proffers and as depicted on the CDP.

4. Minor Modifications. Minor modifications to the CDP may be permitted as determined by the Zoning Administrator, including the flexibility to modify the layout shown on the CDP for each Building Site pursuant to Section 16-403(4) of the Zoning Ordinance provided such changes are in substantial conformance with the CDP as determined by the Zoning Administrator and do not affect the proffered elements of the CDP as specified herein. Building envelopes and the number of units, rooms, floors and square footage within and among buildings may be adjusted as set forth on the CDP and in these proffers, as long as (i) the maximum building setbacks from the property lines and build-to lines as shown on the CDP are maintained; (ii) the minimum and maximum building heights comply with those shown on the CDP; (iii) the minimum and maximum gross floor area per Building Site as shown on the CDP is maintained and (iv) the redevelopment otherwise is in substantial conformance with the CDP and the proffers. However, reductions in building height below the minimum height as shown on the CDP shall be permitted as a result of a reduction in the amount of parking provided and subsequent reduction in the height of a parking podium, so long as said reduction is consistent with the building's urban design and character. The height of parking podiums shall be as generally shown on the CDP, but shall not exceed eighty (80) feet.

5. Severability and Future PCA/CDPA/FDP/FDPA/SE/SP Applications. Pursuant to Par. 6 of Sect. 18-204 of the Zoning Ordinance, one or more of the Building Sites, or any portion of any Building Site, may be the subject of a separate Proffered Condition Amendment ("PCA"), Conceptual Development Plan Amendment ("CDPA"), Final Development Plan ("FDP"), Final Development Plan Amendment ("FDPA"), Special Exception ("SE"), Special Exception Amendment ("SEA"), Special Permit ("SP"), Special Permit Amendment ("SPA"), variance and/or other similar land use applications, without joinder and/or consent of the owners of the other portions of the Application Property, provided such application will not change or cause or require a change to the general layout, physical improvements and/or access for such other portions of the Application Property. Previously approved proffered conditions or development conditions applicable to the portion(s) of the Application Property, which are not the subject of such an application, shall otherwise remain in full force and effect as to any portion(s) of the Application Property.

PROPOSED DEVELOPMENT

6. Uses. The maximum GFA permitted on the Application Property is 1,500,000 square feet. The primary uses on the Application Property shall be office, hotel and/or residential on each Building Site. Retail as identified in the development tabulations on the CDP may include any non-residential use permitted in the PTC District, exclusive of office, or other high trip generating uses, as limited by Section 6-505 "use limitations," or uses accessory to the primary use. Such retail uses may be provided at the Applicant's sole discretion within the proposed building(s) as shown on the FDP submitted for each Building Site and shall include uses that create activated first floor store fronts. Temporarily vacant first floor store fronts shall be animated with displays, exhibits or

similar visually interesting uses to minimize the appearance of vacancy. Said displays and/or exhibits shall not interfere with leasing efforts. Such retail uses may include, but not be limited to, ATMs, business service and supply service establishments, quick service food stores, fast food restaurants, community uses, health clubs and similar commercial recreation uses, personal service establishments, retail sales establishments, financial institutions, and eating establishments and similar retail uses. Said uses shall not include stand alone or drive-through uses. The size, general location and type of retail uses shall be reviewed and approved on the FDP. The Applicant reserves the right to construct additional retail on the Application Property above that shown on the CDP without the requirement of a CDPA, or PCA, so long as (i) the square footage for office use is proportionately reduced at the time of FDP submission, (ii) the maximum GFA on the Application Property is not exceeded, and (iii) the amount of retail on the Application Property does not exceed seven percent (7%) of 1,500,000 square feet, regardless of a reduction to the maximum GFA as described in Proffer 49, and (iv) no retail sales establishment-large as defined by the Zoning Ordinance (over 80,000 GFA) is permitted within any one building with a ¼ mile of the McLean Metro Station without the submission to VDOT and FCDOT of a supplemental analysis similar to that described in Proffer 49.A.(iii) and with a commensurate reduction in office use constructed on the Application Property for the amount of retail sales establishment-large over 58,000 GFA (the threshold for high-trip generating retail uses within the ¼ mile).

7. Intensity/Density Credit. All intensity/density attributable to land area dedicated from the Application Property as designated on the CDP and/or conveyed at no cost to the Board or any other public entity pursuant to these proffers, or as may be required at FDP or site plan, shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the Application Property.

8. Final Development Plans. All Building Sites may be developed independently. Final Development Plans (FDPs) approved for individual Building Sites on the Application Property shall establish the minimum and maximum GFA for each building within the limits established by these proffers and the CDP. The specific GFA for each Building Site shall be established at FDP and may be further refined at site plan. If the GFA approved with the FDP is less than the maximum shown on the CDP, or if the GFA approved with the site plan is less than the maximum shown on the FDP, the excess GFA may be utilized in another Building Site(s) on the Application Property provided (i) the excess GFA can be accommodated within the maximum allowable height for the building utilizing the excess GFA as shown on the CDP, and subject to approval of the applicable FDP(s) for the building(s) utilizing the excess GFA; (ii) the maximum GFA on the Application Property is not exceeded and (iii) the GFA is developed in accordance with Proffer 49. In addition, the following information shall be provided with each FDP or FDPA not filed concurrently with the rezoning applications.

   A. Tabulations. A tabulation indicating the development status of all property shall be provided with each FDP and site plan submitted for the Application Property. The tabulation shall include a listing of all existing and proposed buildings, along with the GFA and uses approved on the CDP, FDP and site plans as may be applicable. The tabulation shall be updated with each subsequent FDP and site

plan approved for the Application Property. Correction of inadvertent or mathematical errors in the tabulations represented on the CDP, FDPs and site plans shall be permitted within the discretion of the Zoning Administrator without the necessity of a PCA or CDPA.

B. Tree Canopy Calculations. A tabulation indicating the tree canopy calculations shall be provided with each FDP and site plan submitted for the Application Property and shall be updated with each subsequent FDPA and site plan approved for the Application Property.

C. Supplemental Transportation Information. The following information to supplement the requirements of the Zoning Ordinance: (i) a copy of the previous TDM Annual Report, if available, to determine progress toward attaining TDM goals and any planned modifications to the TDM program; (ii) vehicular sight distance lines at all intersections adjacent to the area subject to such FDP, FDPA or site plan based on existing posted and design speeds as well as future design speeds, as recommended in the approved "Transportation Design Standards for Tysons Corner Urban Center," dated September 13, 2011 (the "Transportation Design Standards"), as amended by the Board; (iii) a comparison of the trip generation based on ITE's most recent Trip Generation, associated with the FDP, FDPA or site plan uses for the building site compared to the trip generation of those uses reflected for that building site in the Transportation Impact Analysis prepared by Wells + Associates ("TIA") dated May 23, 2011 as revised through November 30, 2012; (iv) an analysis of access and queuing associated with retained commercial off-street parking; and (v) any supplemental analyses required in accordance with Proffer 49.

D. Utilities. Proposed location of existing and proposed utilities to serve the area of the FDP, or FDPA, overlaid with the landscape plan, including the location of any utility vaults and maintenance points to stormwater management facilities.

E. Adjustment of GFA. A summary of adjustments to GFA that may only occur between Buildings and/or Building Sites in accordance with minimum and maximum square footages and uses shown on the CDP and within the maximum 1,500,000 square feet of GFA permitted on the Application Property.

F. Proposed Uses. A list of proposed uses as set forth in Proffer 6 and identified on the CDP and demonstration of how such uses meet Section 6-505 "Use Limitations" of the PTC District.

G. Architectural Elements. Architectural elements and build-to lines as provided in Proffer 14 and Proffer 16, respectively, that convey the quality and character of the proposed development. In addition, architectural design elevations shall be presented for the building proposed to be constructed with each FDP for the purpose of illustrating the general character of building massing, scale, façade, articulation, general building envelope and fenestration treatment, materiality and material quality of the proposed FDP development, including possible screening

elements designed in conjunction with anticipated telecommunication equipment, mechanical units and appurtenant facilities as well as possible interim noise mitigation for active recreation areas as may be required by Proffer 87. Other details of building design (such as, but not limited to, specific material or color selections, fenestration details) are subject to change within the site plan and building plans for each Building Site.

H. Build-to Lines. Proposed Build-to Lines, including any proposed modification to the Build-to Lines and/or the expanded streetscape areas.

I. Streetscape. Graphic depiction of, and any adjustments to, the activated streetscape elements, and refinement of, and adjustments to, streetscape elements.

J. Building Heights. A tabulation of building heights, and demonstration that a varied skyline is achieved for the Application Property.

K. Garage/Loading/Service Area Treatments. Proposed parking garage/loading/ service area façade treatments as provided in Proffer 18.

L. Landscaping. Detailed landscape plans, with alternative planting width details, as may be necessary, as provided in Proffers 27 and 29.

M. Streetscape Furnishings. Submission of a "Streetscape Furnishing and Materials Plan" as provided in Proffer 38.F.

N. Phasing/Interim Conditions. Identification of specific, detailed, proposed phased improvements/interim conditions in accordance with those generally set forth on the phasing-related exhibits provided on Sheets A6.01 through A6.03 of the CDP (collectively, the "Phasing Sheets").

O. Parks and Recreation. On-site parks and active recreation facilities, and depiction of special amenity features as provided in Proffer 40.

P. Provisions for Bicycles. Bicycle parking, storage and bicycle lane dimensions as provided in Proffer 67.

Q. Parking Spaces. Refinement of the number of parking spaces as provided in Proffer 68.

R. Stormwater Management. Identification of specific stormwater management facilities as provided in Proffer 84, required and provided volume reduction computation for each Building Site.

S. Bus Shelters. Details of the proposed bus shelter locations and designs.

T. Workforce Dwelling Units. For residential development, the expected phasing for the construction of the required workforce dwelling units.

U. Functional Drawings. Details with respect to sight distance, utilities and/or vegetation conflicts with building entrances and/or intersections. Said functional drawings shall also include proposed right-of-way lines associated with public streets.

9. Fire Marshal Evaluation. Changes from the CDP and FDPs shall be permitted in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA, CDPA and/or FDPA, provided such modifications are made in consultation with the Fairfax County Department of Planning and Zoning (DPZ), Fairfax County Department of Transportation (FCDOT), Urban Forestry Management Division (UFMD) of DPWES and the Office of Community Revitalization (OCR) and in substantial conformance with the intent of the CDP, FDP and these proffers.

10. VDOT Evaluation. Changes from the CDP and FDPs shall be permitted in response to the review of site plans by VDOT, including adjustments to tree locations, lane use/pavement markings, signage, road alignments, the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA, CDPA and/or FDPA, provided such modifications are made in consultation with DPZ, FCDOT, UFMD of DPWES and OCR and in substantial conformance with the intent of the CDP, FDP and these proffers.

11. Final Clearing Limits. Modifications to clearing limits shown on the CDP shall be permitted at FDP and final site plan in response to final design without requiring approval of a PCA, CDPA and/or FDPA, provided such modifications are made in consultation with DPZ, FCDOT, UFMD of DPWES and OCR and in substantial conformance with the intent of the CDP, FDP, and these proffers.

INTERIM USE

12. Interim Commercial Parking. Privately owned and operated commercial off-street commuter parking shall be permitted to operate on an interim basis in surface parking lots in accordance with an agreement executed between the Board and Cleveland 1820 Dolley Madison LLC on December 31, 2013 as may be amended, or within parking structures on the Application Property utilizing existing access locations without requiring approval of a PCA, CDPA, FDP and/or FDPA. Said parking shall be operated at rates determined by the Applicant. This parking shall be in addition to the permitted parking for the proposed uses on the Application Property. The existing interim surface parking lot shall be permitted to continue in accordance with the phasing shown on the CDP as Building Sites are developed. Should commercial off-street parking be proposed in excess of the existing number of interim surface parking spaces, the Applicant shall submit a supplemental analysis to FCDOT and VDOT to assess the impacts of said parking on the surrounding transportation network.

13. Festivals, Fairs or Similar Activities. The Applicant, or its designee, shall be permitted to operate festivals, fairs or similar activities, including, without limitation, farmers'

markets and food vendors, on the Application Property, either in the interim surface parking lot or within publicly-accessible privately owned open space as shown on the CDP, including portions of the private streets/pedestrian ways. The Applicant shall coordinate with the Zoning Administrator regarding the issuance or approval of a temporary special permit as may be required under the Zoning Ordinance, which may include the establishment of an annual permit for continuing or seasonal events. In addition, the Applicant reserves the right to periodically close portions of the private transportation network for said activities. Said activities shall be limited to the following conditions:

A. A maximum of 64 events per year;

B. Admission or other fees may be charged;

C. Sponsorship by the Applicant, a civic organization, local Chamber of Commerce, charitable organization, service club, non-profit or similar entity; and

D. Compliance with all Health Department regulations.

ARCHITECTURAL DESIGN

14. Architectural Design. Buildings shall create a sense of identity and place at a human scale through the use of unifying elements such as materials, textures, color, window treatments, detailing, lighting and landscaping. Buildings shall be designed of high-quality architecture and building materials that are typically used on the exterior of Class A office, residential and hotel buildings of a similar quality as conceptually depicted on the CDP, with architectural details provided with the FDP for such buildings. No exterior insulation and finish systems (EIFS) shall be used, unless specifically approved by Fairfax County (the "County") with an FDP for an individual Building Site. Each FDP shall specify the building materials, architecture, and specific features designed to activate streetscapes, as further described below. Architectural plans, elevations, illustrations, materials and heights may be revised subsequent to CDP and FDP approval as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the CDP and subsequent FDPs and as set forth in these Proffers, as determined by DPWES in consultation with DPZ or OCR without the need for administrative approval.

15. Bird-Friendly Design Strategies. At time of site plan for each Building Site, Applicant shall implement bird-friendly design strategies, if required with the study prepared by Wetland Studies and Solutions, Inc. dated May 21, 2013 and submitted in conjunction with RZ 2011-PR-010 and RZ 2011-PR-011.

16. Build-to-Lines. Build-to-Lines ("BTL") have been depicted on the CDP to create an urban, pedestrian-oriented environment where buildings are located close to the adjacent street and pedestrian/streetscape areas are located between the buildings and the streets. In general, building facades are intended to be configured where possible to provide a continuous street wall along this line, but modifications to either side of the BTL shall be

permitted provided they are in general conformance with the CDP and are shown on an approved FDP. Awnings and other architectural canopies attached to the building frontage shall not extend beyond the building zone, except as may be shown on an approved FDP. At the time of FDP and/or site plan approval, the Applicant shall identify for the portion of the Application Property covered by such FDP or site plan, possible locations along the street level for expanded areas for outdoor dining adjacent to cafes and restaurants, if applicable, and shall provide appropriate building zones for such uses, so that outdoor dining areas do not encroach into the sidewalk.

17. Streetscape Activation. The Building Sites identified on the CDP, but not the parking structures associated with said buildings, shall generally be constructed with ground floors having a minimum floor to floor height of 16 feet to accommodate potential retail uses designed to activate the streetscape. The Applicant shall provide a hierarchy of activated streetscapes as delineated and described conceptually on the "Pedestrian Circulation Plan" presented on Sheets L-2 and L-2A of the CDP. The specific activation elements to be utilized for each Building Site shall be graphically depicted on the FDP for each Building Site.

A. Primary Pedestrian Corridors. "Primary Pedestrian Corridors" are intended to have the highest levels of pedestrian activity and interaction and typically have the widest streetscape and most animated building façades. Primary Pedestrian Corridors shall generally incorporate the following elements, which can be adjusted at the time of FDP submission for each respective Building Site:

(i) Where the ground floors of buildings (not including the associated parking garages which are addressed below) incorporate non-residential uses, functioning entry doors into such uses shall be provided with a maximum separation of 75 feet, unless a greater separation is needed to accommodate larger tenant spaces, topographical features or as may be approved by the Zoning Administrator. A minimum of fifty percent (50%) of the area of the street front ground floor façades of such buildings shall be constructed with glazed windows and doors or other transparent, translucent materials.

(ii) Parking structures along the ground floor façades of buildings shall be minimized to the extent possible. Where parking structures occur along the ground floor façade of buildings, the general façade detailing of the building above such areas may be continued down to the ground plane or other such architectural features provided.

(iii) Loading/trash/service areas along Primary Pedestrian Corridors shall be minimized to the extent possible. Where these areas occur, they shall be screened from public view through the use of doors, recessed entryways, architectural features or such similar treatments. Loading/trash/service area doors shall remain closed except when service vehicles are accessing the area.

B. Secondary Pedestrian Corridors. "Secondary Pedestrian Corridors" typically have significant pedestrian volumes and generally are used for pedestrian movement as opposed to pedestrian interaction. Some retail activity may occur in these corridors, but generally it will be neighborhood-serving. Residential and civic uses should generally have their entrances facing Secondary Pedestrian Corridors which generally have wide streetscapes and significant building façade animation in proximity to such entrances. Secondary Pedestrian Corridors generally shall incorporate the following elements, which can be adjusted at the time of FDP submission for each respective Building Site:

(i) Where the ground floors of buildings (not including the associated parking garages which are addressed below) incorporate non-residential uses, functioning entry doors into such uses shall be provided with a maximum separation of 75 feet, unless a greater separation is needed to accommodate larger tenant spaces, topographical features or as may be approved by the Zoning Administrator. A minimum of thirty-five percent (35%) of the area of the street front ground floor façades of such buildings shall be constructed with glazed windows and doors or other transparent, translucent materials.

(ii) In portions of residential buildings (not including the associated parking garages which are addressed below) that do not incorporate non-residential uses on part or all of the ground floors, the building design of the primary façades shall incorporate, to the degree feasible, leasing offices, lobbies, recreational and amenity spaces on the ground floor with a minimum of thirty-five percent (35%) of the ground floor façade constructed with glazed windows and/or doors or other transparent, translucent materials, and/or incorporate entries into individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit shall use design features to provide interior privacy such as having a ground floor elevation that is above the sidewalk grade or through the use of landscape buffers, where possible.

(iii) Parking structures along the ground floor façades shall have screening composed of architectural and/or landscaping treatments designed to restrict views into the parking structures from street level or the general façade detailing of the building above may be continued to the ground plane.

(iv) Loading/trash/service areas shall be screened from public view through the use of doors, architectural treatments or other similar treatment. Loading/trash/service area doors shall remain closed except when service vehicles are accessing the area.

C. Tertiary Pedestrian Corridors. "Tertiary Pedestrian Corridors" are intended to accommodate modest pedestrian activity-making connections to less intense areas or through alleys. Tertiary Pedestrian Corridors shall incorporate the following

elements, which can be adjusted at the time of FDP submission for each Building Site:

(i) Where the ground floors of buildings (not including the associated parking garages which are addressed below) incorporate non-residential uses, a minimum of twenty percent (20%) of the area of the ground floor façades of such buildings shall be constructed with glazed windows and doors or other transparent, translucent materials.

(ii) In residential buildings (not including the associated parking garages which are addressed below) that do not incorporate non-residential uses on part or all of the ground floors, efforts shall be made to incorporate recreational and amenity spaces on the ground floor with appropriate transparency and/or incorporate entries into individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit shall utilize design features to provide interior privacy (such as having a ground floor elevation that is above the sidewalk grade or through the use of landscape buffers, where possible).

(iii) Parking structures along the ground floor façades shall have screening composed of architectural and/or landscaping treatments designed to restrict views into the parking structures from street level, or the general façade detailing of the building above may be continued to the ground plane.

(iv) Access to parking garages and loading/trash/service areas may be provided along Tertiary Pedestrian Corridors. Loading/trash/service areas shall be screened from public view to the extent possible through the use of doors, recessed entryways and/or similar treatment.

18. Parking Structure Facades. To further the goals of the Comprehensive Plan, above grade parking structures shall incorporate uses or screening at the ground level in keeping with Proffer 17 so as to provide a pleasant and attractive design/experience along the streetscape. In addition, one or more of the following techniques shall be employed to screen garage areas above the street level:

A. Inclusion of an active layer of occupied space;

B. Continuation of the general façade detailing of the tower above;

C. Extension of retail signage and architectural expressions above the retail level to provide a variety of storefront experiences, as may be permitted by the Zoning Ordinance or by an approved Comprehensive Sign Plan; or

D. For up to the first six (6) levels of above grade parking, application of architectural screening materials that may include, but are not limited to metal framing systems with inserted panels of wire mesh, metal, glass, natural

vegetation, vegetative screening systems or other materials, precast concrete or masonry spandrels, and glass stair towers and elevators or other systems designed to minimize views into the garage spaces from street level. Any additional levels of above grade parking (greater than the first six levels) shall be integrated into the architecture of the tower above.

Parking structure design features and materials shall be depicted for the review and approval to the Planning Commission on the FDP.

19. Minimum and Maximum Building Heights. The minimum and maximum building height for each Building on the Application Property shall be measured in accordance with the provisions of the Zoning Ordinance and as identified on the CDP. The final height of buildings shall be determined at the time of site plan approval for each Building Site and shall be equal to or less than the maximum height but equal to or greater than the minimum height shown on the CDP provided that the buildings retain a similar urban form to that shown on the CDP. All building penthouses and rooftop structures up to 30 feet in height shall be integrated into the architecture of the buildings. The height and extent of any rooftop penthouse shall be provided on the FDP for each Building Site. For residential buildings, maximum building heights shall include penthouses and all rooftop structures. For non-residential buildings, structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance may be constructed above the roof level of the top floor of the building. Additional height may be permitted to accommodate features of architectural significance and features associated with sustainable design and green building practices.

20. Telecommunications Equipment and Mechanical Units. Telecommunications equipment, mechanical units and all appurtenant facilities may be placed on the rooftop of any proposed building. 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 generally not visible from the surrounding streets at street level when viewed from the property line of the Application Property. Other screening measures may be used such as screening with architectural features and/or landscaping compatible with the building façade architecture, including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunications equipment may also be architecturally integrated onto the facades of the building where necessary to ensure on-street and/or open space coverage. Rooftop amenities such as amenity terraces, landscaping or recreation courts may also be used to screen rooftop telecommunications equipment and mechanical units. Details of such treatments shall be determined at time of FDP submission and may be further refined at site plan.

LIGHTING

21. Lighting. All streetscape lighting shall be energy efficient. All on-site, outdoor and parking garage lighting shall not exceed that permitted under the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance, as may be amended. The same or

similar street lights shall be used consistently through the Application Property and be selected from those listed in the Tysons Urban Design Guidelines, or other lights as may be approved by DPWES, DPZ and OCR. All parking lot and building mounted security lighting shall utilize full cut-off fixtures. Recessed lighting shall be directionally shielded to mitigate the impact on the adjacent residences.

22. Construction Lighting. During construction the Applicant shall attempt to reduce glare from OSHA, VOSHA, VUSBA and local ordinance required superstructure lighting to the extent possible without violating aforementioned laws, regulations or policies.

23. Parking Structure Lighting. The Applicant shall utilize full cut-off, low intensity or recessed lighting directionally shielded to mitigate the impact on adjacent residences for any lighting along the perimeter of an above-ground garage not constructed of solid walls. Such lighting shall comply with the requirements of Article 14 of the Zoning Ordinance.

GREEN BUILDING PRACTICES

24. Green Building Certifications. For each office or hotel building, the Applicant shall provide documentation to the Environmental and Development Review Branch (the "EDRB") of DPZ demonstrating the status of attainment of, at a minimum, "LEED Silver" certification (or equivalent) by the U.S. Green Building Council's Leadership in Energy and Environmental Design – ("LEED"), or equivalent, prior to final bond release for each Building Site. For each residential building the Applicant shall provide documentation to EDRB demonstrating the status of attainment of, at a minimum, "LEED Certified," or equivalent, prior to final bond release for each Building Site. In addition:

A. The Applicant shall include a U.S. Green Building Council (USGBC) LEED accredited professional as a member of the design team. The LEED accredited professional shall work with the team to incorporate the current version, or any available version, at the time of Applicant's registration, of LEED design elements under the USGBC's LEED Core and Shell ("LEED-CS"), LEED New Construction ("LEED-NC") or other applicable LEED category rating system into the office or hotel building to attain LEED Silver certification. At time of site plan submission, the Applicant shall provide documentation to EDRB of DPZ demonstrating compliance with the commitment to engage such a professional.

B. Office and Hotel Buildings. The Applicant will include, as part of the site plan submission and shell building permit application for each office or hotel Building Site to be constructed, a list of specific credits within the most current version, or any available version, at the time of Applicant's registration, of the USGBC's LEED rating system that the Applicant anticipates attaining. The LEED-accredited professional, who is also a professional engineer or licensed architect, will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain the LEED Silver certification

for the office or hotel building. In addition, prior to site plan approval, the Applicant will designate the Chief of the EDRB as a team member in the USGBC's LEED online system with respect to the building. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

Prior to shell building permit issuance for each office building or hotel, documentation shall be submitted to the EDRB for each building demonstrating that the subject office or hotel Building Site has attained LEED Gold pre-certification under LEED-CS or the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Gold certification under LEED-NC, or other applicable LEED rating system. Prior to release of the final bond for the subject office or hotel Building Site, documentation shall be provided to the EDRB for the respective building demonstrating the status of attainment of LEED Gold or a higher level of certification from the USGBC for the office or hotel building. If either the pre-certification or design phase review documentation cannot be provided prior to shell building permit issuance, but it is anticipated that the documentation will be received prior to the attainment of LEED certification, then prior to the issuance of the building permit, an escrow as described in Proffer 24.C. below may be posted. This escrow will be released upon the submission of documentation to the EDRB from the USGBC demonstrating that the office or hotel building has attained a sufficient number of credits to attain LEED Gold pre-certification or the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Gold certification under LEED-NC, or other applicable LEED rating system.

C. Green Building Escrow. As an alternative to the actions outlined in Proffer 24.B. above, if the USGBC's pre-certification or design phase review indicates that the office or hotel building to be constructed is not anticipated to attain LEED Gold certification, then, a "Green Building Escrow," in the form of cash or a letter of credit as defined in the Public Facilities Manual ("PFM") from a financial institution acceptable to DPWES, shall be posted in the amount of $2.00 per square foot of GFA for the office building and $1.00 per square foot of GFA for the hotel. This Green Building Escrow will be in addition to, and separate from, other bond or escrow requirements and shall be released upon demonstration of attainment of certification by the USGBC under the project's registered version of the LEED rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the EDRB of documentation from the USGBC that each building has attained the proffered LEED certification shall be sufficient to satisfy this commitment. If the Applicant provides the EDRB, within three (3) years of the issuance of the first tenant Non-RUP for each building, documentation demonstrating that LEED Silver certification for such

building has been attained, the entirety of the escrowed funds shall be released and returned to the Applicant who posted such Green Building Escrow.

If the EDRB receives, within three (3) years of issuance of the first tenant Non-RUP for the subject building, documentation demonstrating that LEED Silver certification for such building has not been attained, but that such building has been determined by the USGBC to fall within three (3) points of attainment of LEED Silver certification, 50% of the Green Building Escrow shall be released and returned to the Applicant who posted such Green Building Escrow, as applicable, and the other 50% shall be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If, within three (3) years of issuance of the first tenant Non-RUP for such building, documentation fails to be provided to the EDRB demonstrating the attainment of LEED Silver certification or documentation is provided demonstrating that the building has fallen short of LEED Silver certification by more than three (3) points, the entirety of the Green Building Escrow for that building shall be released to the County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.

If documentation is provided from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC completion of the review of the LEED Silver certification application has been delayed through no fault of the Applicant, the proffered time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made during the extension.

D. Residential Buildings. A LEED-accredited professional shall be included as a member of the design team for each residential building. The LEED-accredited professional shall work with the design team to incorporate design elements under the current version, or any applicable version, of the LEED rating system available at the time of the Applicant's registration of the residential buildings to be constructed. At the time of site plan submission, documentation shall be provided to the EDRB demonstrating compliance with the commitment to engage such a professional. In addition, prior to site plan approval for the residential building, the Chief of the EDRB shall be designated as a team member in the USGBC's LEED online system with respect to such building. This team member will have privileges to review the project status and monitor the progress of all LEED-related documents submitted to the Green Building Certification Institute by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

As part of site plan submission for each residential building to be constructed, a list of specific credits within the current version of the LEED rating system

available at the time of registration (or such other rating system as may be applicable pursuant to Proffer 24.E.), which is anticipated to be attained for such residential building shall be provided. Except as otherwise provided below as an alternative, the LEED-accredited professional, who is a professional engineer or licensed architect, will provide certification statements at the time of site plan review and building plan review, confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification for the subject residential building. Each building on the Application Property will be registered separately and certification may be pursued pursuant to this Proffer or the alternative provided below on a building-by-building basis.

Prior to shell building permit issuance, a "Green Building Escrow," in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM or a surety bond from a financial institution licensed to do business in Virginia shall be posted in the amount of $2.00 per square foot of GFA for the building. This Green Building Escrow will be in addition to, and separate from, other bond or escrow requirements and shall be released upon demonstration of attainment of LEED certification, by the USGBC under the project's registered version of the LEED rating system or other LEED rating system determined by the USGBC to be applicable to each building. The provision to the EDRB of documentation from the USGBC that each residential building has attained LEED certification shall be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the EDRB, the escrowed funds shall be released and returned to the Applicant who posted such Green Building Escrow, as applicable.

If the EDRB receives, within three (3) years of issuance of the last RUP for initial occupancy for the subject residential building, documentation demonstrating that LEED certification for such building has not been attained but that such building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the Green Building Escrow shall be released and returned to the Applicant who posted such Green Building Escrow, as applicable, and the other 50% shall be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If, within three (3) years of issuance of the last RUP for initial occupancy for such building, documentation fails to be provided to the EDRB demonstrating the attainment of LEED certification or documentation is provided demonstrating that the building has fallen short of LEED certification by more than three (3) points, the entirety of the Green Building Escrow for that building shall be released to the County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.

If documentation is provided from the USGBC demonstrating, to the satisfaction of EDRB, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the proffered time

frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made during the extension.

E. Residential Green Building Alternative. As an alternative to the actions outlined in Proffer 24.D. above, a certification level higher than LEED certification may be pursued, in which case a LEED-accredited professional will provide certification statements at the time of site plan and building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Silver certification.

Prior to shell building permit issuance, for the building to be constructed, documentation shall be submitted to the EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Under this alternative, a "Green Building Escrow" shall not be required unless the above referenced documentation that the building is anticipated to attain LEED Silver certification fails to be provided.

The Applicant may select, subject to EDRB approval, an alternate residential rating system such as Earth Craft or National Association of Home Builders with Energy Star for energy performance path that may be implemented without an escrow. If one of the alternate residential rating systems listed herein is selected, the Applicant shall demonstrate attainment of the selected certification from a rater recognized through the selected program prior to the issuance of the last RUP for initial occupancy for the Building Site. In the event certification is dependent on the post occupancy operation of the building, the Applicant shall demonstrate attainment of the selected certification prior to final bond release.

F. All references to the USGBC shall apply to LEED equivalent certifying agencies selected by the Applicant, provided that the alternative certifying agency is acceptable to Fairfax County. All references in these proffers to a LEED rating system shall also and equally apply to such other LEED or similar rating system determined to be applicable by the USGBC or such alternative certifying entity. In the event a LEED or LEED equivalent requirement (i.e. prerequisite) precludes compliance with other applicable building code or other legal requirement, as determined by DPWES, construction of the building may, at the Applicant's option, comply with such other applicable building code or other legal requirement and in such case, shall not be required to comply with the conflicting LEED or LEED equivalent requirement.

G. The minimum energy performance criteria may be satisfied by the residential and office buildings through meeting their respective LEED requirements, but LEED requirements may be satisfied on a building site with any mix of credits.

SUSTAINABLE ENERGY PRACTICES

25. Sustainable Energy Practices. To promote efficient, renewable and sustainable energy practices, the Applicant shall provide the following information with each FDP submission:

    A. Electric Vehicle Charging Infrastructure. The Applicant shall provide a minimum of one (1) recharging station that serves two (2) parking spaces for electric cars within each garage on the Application Property. The Applicant shall also provide space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the office and residential parking garages. "Electric vehicle-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of vehicle charging stations in the future, and does not include the installation of transformers, switches, wiring or charging stations.

    B. Shared Energy. For any site plan that includes more than one building, the Applicant shall provide an assessment of the potential, within the area subject to the site plan, of shared energy systems, including, but not limited to combined heat and power (CHP) (co-generation), micro-CHP, distributed energy resources and district heating and/or cooling, and if a shared energy strategy will not be pursued, provide a narrative discussion regarding the reasons for this outcome.

    C. Energy and Water Data. To the extent there are master electric, gas and water meters for entire buildings, upon request by the County, the Applicant shall provide to the County aggregated non-proprietary energy and water consumption data, as practicable, for each building.

LANDSCAPING

26. Conceptual Landscape Plan. The CDP includes a conceptual landscape plan for the Application Property consisting of an overall plan and details regarding streetscapes, courtyards and private amenity areas generally found on Sheets L-1, L-1A, L-3 through L-9. As part of each and all subsequent FDPs, further landscaping details for each Building Site shall be provided in general conformance with the actual types and the quantity, quality and species of plantings and landscape materials shown on the CDP. Such landscape plan shall include the location of all known utilities and sight distance requirements overlaid on the planting plan. Landscaping may be modified during site plan review for each Building Site to allow for final engineering and design considerations, including, but not limited to, final utility locations, LID facilities, sight distance requirements, Fire Marshal access, and other applicable requirements, provided that such modifications are in substantial conformance with the FDP.

27. Detailed Landscape Plan. As part of the site plan submission for each Building Site on the Application Property, the Applicant shall submit to UFMD of DPWES for review and approval, a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the approved FDP, and shall include, among other things, irrigation information, design details for tree wells and other

similar planting areas on structures and along streets. These details shall include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures. All plant material installed on the Application Property shall be non-invasive to reduce the spread of invasive species.

28. Landscaping Adjacent to Route 123. At time of site plan submission for the first building of Buildings C, D or E as shown on the CDP, the Applicant shall request landscaping and landscape maintenance easements from WMATA for its property located between the Application Property and Route 123. If said easements are granted by WMATA at no cost to the Applicant prior to the site plan approval, the Applicant shall prepare a landscape plan for that area between the Application Property and Route 123. Landscaping shall consist of a combination of trees, shrubs and/or ground cover and shall not include hardscape elements such as plazas, sidewalks and trails. The landscape materials shall not exceed the cost of thirty thousand dollars ($30,000.00). Said landscape plan shall be coordinated with WMATA and UFMD. The landscaping shown on the landscape plan shall be installed by the Applicant prior to the issuance of the first Non-RUP for the last of Buildings C, D or E as shown on the CDP. The Applicant shall maintain the landscaping that it installs, but shall be under no obligation to acquire or lease the property on which the landscaping is located. Should the Applicant be unable to acquire the necessary easements from WMATA at no cost to the Applicant prior to the approval of the site plan for the first of Buildings C, D or E as shown on the CDP, despite diligent efforts as demonstrated to DPWES, the obligations of this proffer shall be null and void and of no further force and effect.

29. Street Trees and Alternative Planting Width Details. Street tree species and planting sites are depicted on the CDP but remain subject to such revisions as may be approved by the UFMD at the time of FDP and site plan approval. Street trees may be used to accommodate bioretention features. Where minimum planting widths of eight (8) feet cannot be provided, alternative measures either as identified in the "Tysons Urban Design Guidelines" (endorsed by the Board on January 25, 2012) or as approved by the UFMD, shall be used to satisfy the following specifications for all planting sites:

A. A minimum of 4 feet open surface width and 16 square feet open surface area for Category III and Category IV trees (as defined in Table 12.17 of the PFM), with the tree located in the center of such open area shall be provided.

B. A minimum rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below hardscape areas) within the pedestrian realm, with no barrier to root growth within four feet of the base of the tree shall be provided.

C. Soil volume for Category III and Category IV trees (as defined in Table 12.17 of the PFM) shall be 700 cubic feet per tree for single trees, but may be reduced to a minimum of 400 cubic feet in Secondary Pedestrian Corridors where hardscape above tree rooting zones is necessary to accommodate pedestrian traffic or where utility locations preclude greater soil volumes. Minimum soil volumes of 700

cubic feet will be achieved in areas of lower pedestrian volume and where hardscape is not required over tree rooting zones. For two trees planted in a contiguous planting area, a total soil volume of at least 600 cubic feet per tree shall be provided. For three or more trees planted in a contiguous planting area, a total soil volume of at least 500 cubic feet per tree shall be provided. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area.

D. Soil specifications in planting sites shall be provided in the planting notes to be included in all site plans filed subsequent to the approval of the rezoning applications.

E. Trees zones shall be installed with a fully automatic drip irrigation system.

F. Tree grates shall only be required if necessary to maintain a certain sidewalk dimension.

TREE PRESERVATION

30. Tree Preservation. The Applicant shall submit a tree preservation plan and narrative as part of the first and all subsequent site plan submissions. The tree preservation plan and narrative shall be prepared by a certified arborist, landscape architect or a registered consulting arborist, and shall be subject to the review and approval of UFMD.

The tree preservation plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 12 inches in diameter and greater (measured at 4½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet outside the limits of clearing and grading and 10 feet inside the limits of clearing and grading. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the FDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. 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 tree preservation plan.

31. Tree Appraisal. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 12 inches in diameter or greater located within the areas described in Proffer 30 on the Application Property that are shown to be saved on the tree preservation plan for a Building Site. These trees and their value shall be identified on the tree preservation plan at the time of the first submission of the site plan for a Building Site. 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 Plant

Appraisal published by the International Society of Arboriculture, subject to review and approval by UFMD.

At the time of the respective site plan approvals, the Applicant shall post a cash bond or 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 the paragraph above (the "Bonded Trees") that die or are dying due to unauthorized construction activities conducted pursuant to such site plan. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. 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 be determined to be dying by UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be a minimum 3 inch caliper in size and of equivalent species and/or canopy cover as approved by UFMD. 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 construction 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 the improvements of the Application Property constructed adjacent to the respective tree save areas, any amount remaining in the bonds for tree preservation or replacement required by this proffer shall be released and returned to the Applicant.

32. Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist, landscape architect or registered consulting arborist, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist, or landscape architect shall walk the limits of clearing and grading with a UFMD 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, without adversely impacting the proposed buildings and related improvements, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

33. Limits of Clearing and Grading. Construction of improvements shall conform to the limits of clearing and grading as shown on the FDP and subsequent site plan(s) approved for the Building Site, subject to allowances specified in these conditions and for the installation of utilities, public improvements (i.e. roads, streetscapes, sidewalks, degraded soil and slope conditions), and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities, public improvements, and/or trails in areas protected by the limits of clearing and grading as shown on the approved FDP, they shall be located in the least disruptive manner

necessary. A replanting plan shall be developed and implemented, subject to approval by the UFMD for any areas protected by the limits of clearing and grading that must be disturbed for such improvements.

34. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fencing. 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 as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" proffer below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection fencing, the UFMD shall be notified and given the opportunity to inspect the site to ensure that all tree protection fencing has 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 the UFMD.

35. Root Pruning. 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 applicable site plan. The details for these treatments shall be reviewed and approved by the UFMD, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
- Root pruning shall take place prior to any clearing and grading, or demolition of structures.
- Root pruning shall be conducted with the supervision of a certified arborist.
- An UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.

36. Demolition of Existing Structures. The demolition of all existing features and structures outside the limits of clearing and grading areas shown on an approved FDP or final site plan shall be conducted in a manner that does not impact individual trees and/or groups

of trees that are to be preserved as reviewed and approved by the UFMD. To the extent feasible, materials resulting from demolition shall be recycled.

37. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Application Property, 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 the UFMD. The Applicant shall retain the services of a certified arborist, or registered consulting arborist, to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the applicable tree preservation plan, and be reviewed and approved by the UFMD.

STREETSCAPE

38. Streetscape. Streetscape elements shall be installed throughout the Application Property as generally illustrated on the CDP. Streetscape elements shall include: a landscape amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building that is designed to allow access to the building and/or additional landscaping adjacent to residential uses and also storefront browsing, outdoor display, outdoor dining, and similar uses adjacent to Retail/Service uses. Outdoor display and outdoor dining areas shall be permitted within the building zone, but not within pedestrian sidewalk areas. Streetscape elements may be adjusted at the time of FDP and site plan review, and individual Buildings may have slight variations, provided the quality of the streetscape is consistent with that shown on the CDP. Tree planting sites are set forth conceptually on the CDP, and are subject to revision as may be approved on the FDP or at site plan by the UFMD. The Applicant shall retain the services of a qualified professional, such as, but not limited to, certified arborist, landscape architect, certified horticulturist or registered consulting arborist, to monitor the design and inspect the planting of the street trees and shall notify UFMD in writing or by electronic mail no later than three business days prior to tree pit construction to allow for County inspection.

A. Invasive Species. Invasive species, as defined by the PFM, shall not be used within the streetscape and landscaped open space areas.

B. Utilities. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, shall be installed within the street network in accordance with the "Transportation Design Standards for Tysons Corner Urban Center" to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP and/or subsequent FDPs as determined by the Applicant and DPWES. If there is no other option as determined by the Applicant in consultation with DPWES and DPZ, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDP, and subsequent FDPs, as determined by the UFMD. A conceptual utility plan shall be

overlaid on the landscape plan submitted with each FDP or FDPA filed subsequently to approval of the rezoning applications and shall include the location of any utility vaults and maintenance points to stormwater management facilities. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, street trees shown on the FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to UFMD cannot be accommodated, the Applicant may delete such trees without the need for the issuance of a minor modification approved by DPZ or the approval of a PCA, CDPA or FDPA.

C. Access to Stormwater Management Facilities. Maintenance access points to SWM Facilities (as defined in Proffer 84.D.), beneath the streetscape should be located outside clear pedestrian walkway zone of the streetscape to the extent feasible. If the access points must be located in the walkway zone, they shall be designed as a lift out panel, or similar acceptable method, with the same paving materials as the walkway (subject to Americans with Disabilities Act (ADA) requirements), be flush with the walkway, and meet ADA accessibility requirements. The location of maintenance access points shall be shown on each FDP.

D. Sight Distance. If determined at the time of site plan approval that street tree locations conflict with sight distance requirements, the Applicant shall make efforts to gain approval of said trees by making minor adjustments to their locations or by removing their lower branches. However, in the event VDOT, Fairfax County or any applicable utility company does not approve such tree locations, the Applicant shall be permitted to relocate tree location(s) in consultation with UFMD and without the need for the issuance of a minor modification approved by DPZ or approval of a PCA, CDPA or FDPA, provided that the ten-year tree canopy requirements as shown on the approved CDP are met.

E. Fire Marshal. If determined at site plan approval that street tree locations conflict with Fire Marshal access comments, the Applicant shall make efforts to gain approval of said trees by making minor adjustments to their locations or by removing their lower branches. However, in the event the Fire Marshal does not approve such tree locations, the Applicant shall be permitted to relocate those tree location(s) in consultation with UFMD and without the need for the issuance of a minor modification approved by DPZ or approval of a PCA, CDPA or FDPA, provided that the ten-year tree canopy requirements as shown on the approved CDP are met.

F. Streetscape Materials. Unified and high quality streetscape materials shall be provided as generally shown on the CDP, and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting, traffic signal poles, benches, trash receptacles and other hardscape elements. A Streetscape Furnishing and Materials Plan shall be provided with all FDP and FDPA submissions. These

plans shall include general product information and approximate locations of furnishings and materials to be located in the streetscape between the building face and the curb, and in other public realm open spaces. Materials, furnishings, and lighting shall be compatible with the "Tysons Corner Urban Design Guidelines" endorsed by the Board on January 24, 2012 and coordinated with the Tysons Partnership, but shall not be subject to approval by the Tysons Partnership.

G. Signage. Signage for the Application Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance. Alternatively, the Applicant may seek approval of a Comprehensive Sign Plan ("CSP") for all or a portion of the Application Property. The placement of traffic control signage on public streets shall be coordinated with, and is subject to, VDOT review and approval. Wayfinding signage and elements shall be coordinated with the Tysons Partnership so as to facilitate a consistent wayfinding and signage system throughout the Tysons East District, but shall not be subject to approval by the Tysons Partnership. Wayfinding shall provide direction to locations of prominent attractions, parks, cultural arts destinations, and other public amenities.

H. Maintenance. The areas between the back of curb and the back of the clear pedestrian sidewalk whether located within the public right-of-way or on private land with public access easements shall be designated as the Pedestrian Realm. The Applicant, or the Administrative Group (the "AG," as defined in Proffer 76), once established, on behalf of the Applicant, shall be responsible for obtaining all required VDOT permits related to the Pedestrian Realm, for maintaining and replacing in-kind all Pedestrian Realm elements, including those located within or abutting public right-of-way. The Applicant or AG shall enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other public entity, as needed) to permit the Applicant or the AG to perform such maintenance within publicly-owned portions of the Pedestrian Realm. Neither the Applicant nor the AG shall be required to repair or restore any elements of the Pedestrian Realm within publicly-owned areas that are damaged by public contractors, or permittees that are not acting under the direct authority of the Applicant or the AG. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant and/or AG without the requirement for a PCA. Maintenance commitments include, but are not limited to:

(i) All plantings including trees, shrubs, perennials, and annuals;

(ii) All associated irrigation elements, exclusive of the public water supply;

(iii) All hard surfaces;

(iv) All streetscape furnishings including benches, bike racks and non-standard structures;

(v) All lighting poles, brackets and fixtures, exclusive of Dominion Virginia Power electric service;

(vi) All non-VDOT standard sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes, exclusive of Dominion Virginia Power electric equipment;

(vii) Snow removal;

(viii) Leaf removal;

(ix) Trash, recycling and litter removal;

(x) Decorative retaining walls;

(xi) Special drainage features, such as Low Impact Design facilities; and

(xii) All urban park amenities including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art.

As determined at the time of FDP approval, where the final streetscape design cannot be fully implemented during certain phases of development the Applicant shall provide interim streetscape improvements as described herein.

I. Ownership of the Streetscape/Pedestrian Realm. Portions of the streetscape/Pedestrian Realm shall be dedicated in fee simple to the County of Fairfax (or equivalent government body or agency), as conceptually shown on the CDP, subject to the following conditions:

(i) The County shall permit all stormwater and other facilities to be constructed and maintained as generally shown on the CDP, as may be amended by future FDPs not submitted concurrent with the CDP, subject to the Applicant accepting maintenance responsibilities for such facilities;

(ii) The County shall permit the Applicant to use security-related features, including, but not limited to, bollards, that are constructed within streetscape areas and shown on an approved FDP. The FDP shall include a narrative describing the importance/necessity of the features for a specific tenant;

(iii) The Applicant shall continue to maintain the Pedestrian Realm facilities as described in these proffers;

(iv) Dedication of any portions of the Pedestrian Realm intended to be publicly-owned shall occur at site plan for a Building Site; and

(v) Dedications shall be subject to a reservation held by the Applicant to allow future utility installation, construction access, temporary construction and

grading, and other easements reasonably necessary for the convenient development, operation, maintenance, repair and/or redevelopment of the Applicant's adjacent property.

J. Private Ownership of Streetscape/Pedestrian Realm. The Applicant shall work diligently with VDOT and the County during the FDP and site plan approval processes to ensure that the streets and the area of the landscape amenity panel/sidewalk can be accepted by VDOT and/or the County as public streets. The Applicant shall dedicate and convey in fee simple right-of-way, including the area of the landscape amenity panel/sidewalk, to the Board at time of site plan approval, with the following exceptions:

(i) If at the time of site plan approval it is determined that stormwater management facilities or other similar facilities proposed to be located beneath the landscape amenity panel/sidewalk will prevent VDOT and/or Fairfax County from accepting the landscape amenity panel/sidewalk within the right-of-way, the Applicant shall provide dedication measuring 18 inches from the proposed back of curb line and shall reserve for potential future dedication the landscape amenity panel and sidewalk areas. The possible location of electric vaults beneath the landscape amenity panel/sidewalk shall be evaluated at time of site plan and, if location beneath the landscape amenity panel/sidewalk is necessary, shall be subject to the provisions of this proffer. A temporary public access easement in a form acceptable to the County Attorney shall be recorded over the reserved landscape amenity panel/sidewalk areas until such time as such areas are dedicated. This reservation area shall include easements that allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel/sidewalk area for bus shelters as determined at the time of FDP or site plan. Conveyance of the amenity panel/sidewalk areas to the Board shall occur following construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT subject to the stipulations in these Proffers.

Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas continue to be unacceptable to VDOT and/or Fairfax County for inclusion in the right-of-way, the reservation of potential future dedication of the landscape amenity panel and sidewalk areas shall be released and the Applicant shall grant a public sidewalk and utility easement, in a form acceptable to the Office of the County Attorney. This easement shall allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel area for bus shelters as determined at the time of FDP or site plan.

(ii) If at the time of site plan approval it is unclear whether stormwater management facilities, electric vaults if necessary, or other similar facilities proposed to be located beneath the landscape amenity panel/sidewalk will be acceptable to VDOT and/or Fairfax County, the Applicant shall provide dedication measuring 18 inches from the proposed back of curb line at the time of site plan approval and shall reserve for potential future dedication the landscape amenity panel and sidewalk areas. A temporary public access easement in a form acceptable to the County Attorney shall be recorded over the reserved landscape amenity panel/sidewalk areas until such time as such areas are dedicated. The reservation area shall include easements that allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel/sidewalk area for bus shelters as determined at the time of FDP or site plan. Conveyance of the amenity panel/sidewalk areas to the Board shall occur following construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT subject to the stipulations in these Proffers.

Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas are not acceptable to VDOT and/or Fairfax County to be included in the right-of-way, the reservation of potential future dedication of the landscape amenity panel and sidewalk areas shall be released and the Applicant shall grant a public sidewalk and utility easement, in a form acceptable to the Office of the County Attorney. This easement shall allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant shall provide easements within the amenity panel area for bus shelters as determined at the time of FDP or site plan.

K. Interim Conditions. Due to the size of the Application Property and the time anticipated for its full build-out, phased redevelopment may result in various interim conditions associated with the Application Property as reflected on Sheets A6.01 through A6.03 of the CDP. At the time of FDP submission for a Building Site, the Applicant shall identify the specific proposed interim conditions within such FDP area and the area immediately abutting it and shall ensure such conditions provide safe and reasonable pedestrian connections and vehicular access and circulation. Phased conditions as shown on the FDP shall comply with the following general standards:

(i) Application of a temporary screening system (which may be removable) to the façades of above ground parking garages that will be interior when later phases are complete, but that are exposed at phase lines for more than a one-year period. This screening system shall be applied to all levels above grade and shall be composed of an architecturally designed system

that may reflect basic architectural lines of the permanent façades and/or vegetation or other techniques, and shall partially obscure the garage view from outside the garage until the next phase is constructed. As may be appropriate, the specific temporary screening system to be utilized for each garage shall be determined at the time of FDP submission and depicted on the FDP. Other alternate temporary garage screening and the use of banners consistent with Article 12 or any approved Comprehensive Sign Plan and/or temporary art works as a part of the screening system may be approved at the time of FDP approval;

(ii) Grading and seeding of areas on the Application Property, where existing improvements are removed to accommodate a portion of the development shown for each Building Site, but which are not used for construction staging and/or are not scheduled to have construction commenced on them within 12 months; and

(iii) Provision of attractive temporary construction fencing, which may include public art, signage or way-finding elements. Signage shall comply with Article 12 of the Zoning Ordinance or alternatively with an approved Comprehensive Sign Plan.

L. Incorporation of Design Standards. The Applicant reserves the right, in its sole discretion, to utilize and follow in part, or in whole, the "Tysons Corner Urban Design Guidelines" endorsed by the Board on January 24, 2012 in lieu of the design specifications of these proffers to the extent such specifications are covered by such guidelines.

PRIVATE RECREATION FACILITIES

39. Private Amenities and Recreational Facilities for Residential Uses. Pursuant to Paragraph 2 of Section 6-508 and Paragraph 2 of Section 16-404 of the Zoning Ordinance, the Applicant shall provide a minimum of $1,800.00 per market-rate and workforce residential dwelling unit toward construction of developed on-site recreation facilities for each residential building. Prior to final bond release for each building, the balance of any funds not expended, as determined by DPWES, shall be contributed to the Fairfax County Park Authority ("FCPA") for the provision of recreation facilities serving Tysons Corner.

The specific facilities and amenities to be provided for each individual residential building, or shared between two or more residential buildings, which shall be for the use and enjoyment of the residents of those buildings, shall be determined at the time of subsequent FDP approval. Amenities to be provided may include, but are not limited to:

A. Private exterior recreational areas or courtyards, which may be located on the top of residential buildings, upper levels of parking podiums or in at grade open areas, which may include pool facilities, informal seating areas, sport courts,

landscaping, rooftop gardening areas, hardscape areas, passive recreation areas, or other private amenities and recreational facilities as determined by the Applicant.

B. Interior fitness centers furnished with exercise equipment that may include, but are not limited to, stationary bikes, treadmills, weight machines and free weights, but not necessarily staffed.

C. Club rooms and/or entertainment centers for resident gatherings.

The Applicant reserves the right to construct a health club or gym within one or more of the office buildings or the hotel on the Application Property. The Applicant shall have the option of allowing residents of the Application Property to use the facility at no cost. Said facilities shall be determined at time of FDP submission for the Building Site, and may serve as private recreation amenities for residents of the Application Property if residents are not charged for use. Should this option be implemented, and residents are allowed to use the facility at no cost, the construction costs of the facilities may be counted toward the minimum recreation expenditure described herein.

PARKS AND OPEN SPACE

40. Publicly-Accessible Park and Open Space Areas. Provision of publicly-accessible at grade park and open space areas shall be in general conformance with the concepts, locations and minimum acreages depicted on the CDP and as further described in these proffers as may be adjusted at time of FDP and site plan approval to allow for final engineering and design considerations. While public access easements shall be granted for these areas, the Applicant shall retain private ownership and reserves the right to reasonably restrict access for limited times for special events, security, maintenance and repairs and/or safety purposes. The CDP depicts the following park and open space areas:

A. Frances Park containing approximately 33,410 square feet that may be constructed in two phases, as conceptually shown on Sheet L-5 of the CDP. The final park area shall be determined at time of FDP. Frances Park shall be constructed as a multi-generational park that shall include passive and active elements that will be selected and installed subject to the limitations associated with an existing storm drainage easement. Potential activities and amenities may include parkour stations, playgrounds, picnic areas, interactive water features, benches, seating, public art and paths/trails.

B. A naturalized park referred to as Scotts Run Park containing approximately 2.3 acres as conceptually shown on Sheets L-3 and L-3A of the CDP. The final park area shall be determined at time of FDP. The naturalized park shall include a trail as shown on the CDP that connects to an existing off-site trail. Said trail shall be provided as shown on Sheets A6.01, A6.02 and A6.03 of the CDP.

C. The Applicant reserves the right to change, from time to time, the name of Frances Park and any other named parks, trails or other elements depicted on the

CDP or referred to herein without the necessity of a PCA, CDPA or other approval.

41. Tabulation of Open Space. The publicly-accessible open space tabulations as set forth on the CDP shall be achieved when redevelopment of the entire Application Property is complete, in accordance with Paragraph 2 of Section 16-403 of the Zoning Ordinance.

PUBLIC SCHOOLS CONTRIBUTION

42. Public Schools Contribution. Prior to the issuance of the first RUP for each residential building, the amount of $10,825.00 per student for students projected to be generated by such building shall be contributed to the Board, or DPWES, for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools that students generated by these residential buildings will attend. This contribution shall be based on student yield ratios of .050, .017 and .030 per unit for elementary, middle and high school, respectively. Such contribution shall be made at the time of issuance of the first RUP for each residential building.

If prior to site plan approval for a residential building, the County should increase the accepted ratio of students per subject multifamily unit or the amount of the contribution per student, the amount of the contribution shall be increased for that building to reflect the current ratio and/or contribution. This contribution is not subject to the provisions of Proffer 90. If the County should decrease the ratio or contribution amount, the amount of the contribution shall be decreased to reflect the current ratio and/or contribution.

TRANSPORTATION IMPROVEMENTS

43. Definition of "Construct". The term "construct" as used with respect to the transportation improvements referenced in these proffers shall mean such transportation improvement is open for use by the traveling public whether or not such improvement has been accepted by VDOT for maintenance.

44. Orientation of Roadways. For purposes of these transportation proffers only, Route 123 is considered to be oriented in a north-south direction; Scotts Crossing Road is considered oriented east-west. All other roadways parallel to Route 123 and Scotts Crossing Road shall be considered oriented consistent with two mainlines referenced in this proffer.

45. Transportation Design Standards for Tysons Corner Urban Center. All public and private streets within the Application Property and proposed herein shall be subject to and designed in general conformance with the Transportation Design Standards for Tysons Corner Urban Center dated September 13, 2011, as may be amended, subject to the approval of any permitted waivers/modifications which may be granted.

46. Internal Grid of Streets The Applicant shall construct a grid of streets on the Application Property in conjunction with the redevelopment of each Building Site in accordance with the Phasing Sheets and in substantial conformance with the CDP. Frontage

improvements along Scotts Crossing Road and/or any other public street may be constructed pursuant to VDOT public roadway improvement plans (the "Road Plans") as described more fully in these proffers. In such an event, all other improvements (other than the roadway frontage) shown on the CDP will be constructed in accordance with the phasing exhibits for each individual building.

The functional classification of the roadways comprising the grid of streets on and abutting the Application Property is summarized below:

Street	Classification
Dolley Madison Boulevard	Low Speed Boulevard (Public)
Scotts Crossing Road	Avenue (Public)
Future Connector Road	Collector (Public)
North Dartford Drive	Local (Public)
Grover Street	Local Street (Public)
Frances Drive	Local Street (Temporary/Private)

The Applicant reserves the right to rename any of the proposed public collector and local streets to be constructed within the limits of the Application Property at the time of site plan approval.

47. On-Site Road Improvements. All on-site public road improvements, on-site Private Streets, and on-site Private Access Drives together with appropriate/required pavement transitions shall be constructed with the redevelopment of individual Building Sites as discussed above and as reflected on the Phasing Sheets, subject to VDOT approval and in consultation with FCDOT. Such improvements shall be constructed prior to issuance of the first initial RUP or Non-RUP for the individual new building to be constructed. Such on-site road improvements shall consist of the following:

A. Grover Street. The Applicant shall construct Grover Street (a portion of which shall be public and the remainder private as shown on the CDP) as a two-lane local street with on-street parking provided along both sides of the roadway as generally depicted in the CDP and more specifically as shown on Sheets A6.01 through A6.03 of the CDP. The connection of Grover Street to Scotts Crossing Road shall be designed to provide for right-in/right-out movements. The extent, final design, and timing of these improvements shall be provided in conjunction with the development of individual Building Sites and shall be determined at the time of site plan approval for those individual Building Sites.

(i) As reflected on Phasing Sheets A6.01 through A6.03 of the CDP, the existing interim full movement access to/from Scotts Crossing Road to the interim commuter parking lot shall be retained to facilitate access to new buildings B, D or E. In the event the Scotts Crossing Road improvements (reflected on the CDP) have been constructed by others prior to the submission of the first site plan for the first of new buildings B, D or E,

then in such event, the Applicant shall, notwithstanding what is outlined in subparagraph (ii) below, construct that portion of the Future Connector Road and Frances Drive, as well as the right-in/right-out connection of Grover Street to Scotts Crossing Road all as reflected in the CDP and located within the limits of the Application Property prior to the issuance of the first RUP or Non-RUP for the applicable trigger building (B, D or E).

In the event building A or C is constructed on the Application Property prior to the submission of the first site plan for the first of new buildings B, D or E, then in such event, the Applicant shall utilize that portion of the Future Connector Road and Frances Drive, as well as the right-in/right-out connection of Grover Street to Scotts Crossing Road to facilitate ingress and egress.

(ii) With the first of new building A or C to be constructed on the Application Property, the Applicant shall construct the portion of the Future Connector Road and Frances Drive reflected in the CDP and located within the limits of the Application Property. In addition and in conjunction with the construction of the Future Connector Road and Frances Drive, the Applicant shall, remove and scarify the existing interim commuter lot entrance to the Application Property from Scotts Crossing Road and construct the Grover Street connection to Scotts Crossing Road to permit right-in/right-out only movements as shown on the CDP.

(iii) Notwithstanding subparagraphs (i) and (ii) above, at such time as Route 123 is reconfigured as a superstreet between the Dulles Airport and Access Road (DAAR) and I-495 then the Grover Street connection to Scotts Crossing Road shall be modified to provide for permanent right-in and right-out movements as ultimately reflected on the CDP.

B. North Dartford Drive. The Applicant shall construct North Dartford Drive as a two-lane, public, local roadway as depicted on Sheet L-8 of the CDP and as shown on Sheets A6.01 through A6.03 of the CDP. The intersection of Route 123 and North Dartford Drive shall be designed and constructed to ultimately permit left-in/right-in/right-out movements to/from North Dartford Drive in conjunction with the reconstruction of Route 123 as a superstreet by others. The extent, final design and timing of the improvements to North Dartford Drive shall be provided in conjunction with the development of individual Building Sites fronting on North Dartford Drive and shall be determined at the time of site plan approval for those individual Building Sites and in accordance with the following. Each Applicant, as to its respective Building Site, reserves the right, in its sole discretion, to complete such improvements as a single public road improvement or in separate segments, as long as at least the frontage improvements for the respective Building Site have been constructed prior to the issuance of the first initial RUP or Non-RUP for that Building Site.

(i) At such time as the Applicant completes and VDOT and FHWA approve an Interchange Modification Request (IMR) associated with the DAAR Eastbound Off-ramp at Route 123, then the connection of North Dartford Drive to Route 123, as shown on Sheet C5.0 of the CDP, shall be constructed to permit right-in/right-out movements to/from Route 123. Those improvements identified in the IMR as needed to mitigate any impacts associated with the connection of North Dartford to Route 123 and deemed necessary by VDOT and/or FHWA shall be constructed by the Applicant as qualified below.

a. If the level of improvements necessary to facilitate the connection of North Dartford Drive to Route 123 are determined to be, in the sole discretion of the Applicant, too costly to construct, then the Applicant shall be limited to the level of development outlined in Proffer 49.A.(i) until such time as the Future Connector Road is constructed and open for public use between Scotts Crossing Road and the DAAR Eastbound Off-ramp.

(ii) Left-in movements from Route 123 to North Dartford Drive as shown on Sheet C5.1 of the CDP shall only be permitted with the reconfiguration of Route 123 as a superstreet between the DAAR and I-495.

(iii) The section of North Dartford Drive from Grover Street west to the Future Connector Road will be designed and constructed in accordance with public street standards applicable to a "local" street but will be privately maintained until such time as the Future Connector Road is constructed by others and VDOT accepts this section of North Dartford Drive into the state system for maintenance. The right-of-way for this section of North Dartford Drive shall be reserved for future dedication for public street purposes until such time as VDOT is prepared to accept the segment described above.

C. Future Connector Road. The Applicant shall dedicate right-of-way for and construct a portion of the Future Connector Road to provide for three (3) outbound lanes and two (2) inbound lanes at its intersection with Scotts Crossing Road as shown on the CDP north to Frances Drive. The Applicant shall further dedicate two (2) additional rights-of-way on the Application Property as reflected on the CDP for the extension of the Future Connector Road north to the DAAR eastbound off-ramp in order to provide a continuous public roadway between Scotts Crossing Road and the DAAR ramp. The two dedication areas are identified on the CDP as Section A and Section B.

(i) Section A extends from the northernmost boundary of 2015 Tax Map: 29-4 ((12)) common area to the proposed centerline of North Dartford Drive (generally along the rear of Building Site "A"); and Section B extends from the centerline of North Dartford Drive north to the northernmost

limit of the Application Property (generally along the rear of the Building Site "B").

(ii) The Section A and B areas shall be dedicated, in fee simple to the Fairfax County Board of Supervisors at the time of site plan approval for Building A and/or Building B, respectively or no later than 60 days after such time as Fairfax County and/or VDOT has requested in writing that the Applicant provide the dedication of one or both such Sections, whichever first occurs. This Proffer in no way obligates the Applicant or its Successors or Assigns to construct any portion of this Future Connector Road within the limits of the two (2) dedication areas (Sections A or B).

(iii) At such time as Fairfax County acquires all land area required for Future Connector Road, the Applicant shall offer to convey approximately 13,509 square feet of land to the owners of 2015 Tax Map: 29-4 ((12)) common area in exchange for approximately 1,919 square feet of land as shown on Sheet C12.0 of the CDP.

D. Frances Drive. Frances Drive shall be designed and constructed as a temporary private street between Grover Street and the Future Connector Road as described more fully in Proffer 47.A.(ii) and available for use by the public. Although not a public street, Frances Drive shall be constructed of materials and depth of pavement consistent with public street standards and in accordance with the PFM. A public access easement in a standard form acceptable to the County Attorney shall be granted over Frances Drive prior to the issuance of the first RUP or Non-RUP for the first of Buildings A1 or C. Coincident with the construction of the Future Connector Road such that a continuous public street connection between Scotts Crossing Road and North Dartford Drive is available and open to traffic, then the Applicant shall remove and scarify Frances Drive and the area shall be incorporated into Frances Park

48. Future Connector Road Contribution. Prior to the issuance of the first RUP or Non-RUP for each new building on the Application Property, the Applicant shall contribute (one time) to the County, $0.594 per gross square foot associated with the specific building receiving the RUP or Non-RUP towards the construction of the Future Connector Road from the southernmost property line with 29-4 ((12)) common area north to the DAAR Eastbound off-ramp. In the event the FHWA and/or MWAA does not approve the connection of the Future Connector Road to the DAAR Eastbound off-ramp, then the County may use those funds for other transportation improvements in the Tysons East District.

49. Development Phasing. Future transportation improvements to increase network capacity in the Tysons East District to increase network capacity include a new Future Connector Road between Scotts Crossing Road and the Dulles Airport Access Eastbound Off-ramp and a new connector (North Dartford Drive) that extends west from Route 123 to the Future Connector Road. Prior to the construction of 1) the Future Connector Road or 2)

the connection of North Dartford Drive to Route 123, development of the Application Property shall occur in accordance with the following:

A. Prior to the construction of one of the two new roadway connections listed above, overall new development on the Application Property shall be limited to the following:

(i) 763,200 GFA of office uses, 397,600 GSF of residential uses and 39,200 GFA of retail/service uses; or

(ii) Any combination of office, residential, hotel and retail/service uses, which generate an equivalent or lesser number of gross weekday PM peak hour trips to those uses listed in subparagraph (i) above based on rates/equations published in ITE's *Trip Generation* manual.

(iii) Development on the Application Property may exceed the development levels set forth in Paragraph A (i) or (ii) above if the Applicant can demonstrate to FCDOT and VDOT that additional development can be accommodated by the current roadway network in place or with either the acceleration of proffered improvements and/or the provision of alternative/additional improvements. At the time of FDP or FDPA submission for any new development on the Application Property that exceeds the limitations set forth in Paragraph A (i) or (ii) above, the Applicant may submit a supplemental operational analysis to FCDOT, VDOT and the Providence District Supervisor to assess the impacts of such additional development on the surrounding transportation network. The scope of said supplemental analysis shall be developed in conjunction with both agencies and reflect updated information/traffic conditions. As part of the analysis, the Applicant may propose an acceleration of proffered improvements and/or the provision of alternative/additional improvements needed to support the level of new development proposed with the FDP or FDPA. Such improvements shall be subject to FCDOT and VDOT approval and the Applicant may provide such alternative/additional improvements without the necessity for a PCA, CDPA and/or FDPA.

a. If the results of the supplemental operational analysis indicate that additional development levels beyond those listed in Paragraph A (i) or (ii) can be accommodated with the current roadway network in place or with either the acceleration of proffered improvements and/or the provision of alternative/additional improvements, then the Applicant may proceed with the development (as reflected in the supplemental operational analysis) provided those improvements identified by the supplemental operational analysis are constructed prior to the issuance of the first RUP or Non-RUP for the first new building, which exceeds the prior levels of development outlined in 49.A.(i) or (ii).

b. If the Applicant proposes to accelerate any proffered improvements, it may utilize any such funds contributed by others towards those specific improvements if available and/or may request credit for accelerated improvements against proffered contributions for the Tysons Grid of Streets Transportation Fund or the Tysons-wide Transportation Fund.

B. Following the construction of the street grid including 1) the Future Connector Road connecting Scotts Crossing Road with the Dulles Airport Access Off-ramp or 2) North Dartford Street's connection to Route 123 as a right in/right out, together with any improvements to the DAAR eastbound off-ramp identified by the IMR and constructed by the Applicant, development on the Application Property shall be permitted up to the maximum GFA of 1,500,000 square feet as reflected in the CDP without the need for any supplemental operational analysis as described in Paragraph A (iii) above.

50. Route 123 Super Street Concept. The Applicant shall contribute a total of $159,000.00 (equivalent to approximately $0.106 per square foot of new GFA) to Fairfax County in support of the Level of Service waiver approved by VDOT on April 12, 2013 towards the reconstruction of Route 123 between the DAAR and I-495 as a super street. Notwithstanding Proffer 90, these contributions shall only be adjusted at the time of payment and from the date of VDOT's approval of the advance preliminary design (APD) plans being completed by the Applicant in conjunction with proffers adopted in conjunction with RZ 2011-PR-010 and RZ 2011-PR-011, and as permitted by Section 15.2-2303.2 of the Code of Virginia as amended. Fifty (50%) percent of the total contribution (approximately $79,500.00) shall be paid coincident with the approval of the first site plan filed on the Application Property. The remaining fifty percent (50%) of the total contribution shall be paid at the time of site plan approval for the second new Building on the Property.

51. Supplemental Traffic Analyses. At the time of FDP or site plan submission for each new Building Site subsequent to the rezoning applications, supplemental traffic analyses of points of access to the Building Site shall be provided if requested by VDOT and/or FCDOT, and only if the trip generation associated with an individual Building Site within the limits of the FDP or site plan is more than 100 additional directional peak hour trips (inbound or outbound) over that anticipated as reflected on the CDP and in the Traffic Impact Study prepared by Wells & Associates dated May 23, 2011 as revised through November 30, 2012. Such supplemental operational analyses shall be limited to an assessment of those driveways and/or turn lanes serving the particular Building Site.

52. Notification Letter. At the time of filing the first site plan for each new Building Site on the Application Property, a notification letter shall be sent to the Director of FCDOT. The purpose of this letter is to facilitate coordination with DPWES to ensure site plans are consistent with the Transportation Design Standards for Tysons Corner.

53. Scotts Crossing Road/Future Connector Road Traffic Signal. A warrant study for installation of a new traffic signal at the Scotts Crossing Road/Future Connector Road

intersection shall be submitted no earlier than six (6) months and no later than twelve (12) months after issuance of the first initial RUP or Non-RUP for the first of new Buildings A or C to be constructed on the Application Property. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT. Notwithstanding the aforementioned, in the event Scotts Crossing Road has been improved by others prior to the issuance of the first RUP or Non-RUP for the first of any new Buildings on the Application Property, then, in such event, the first warrant study shall be completed and submitted no earlier than six (6) months and no later than twelve (12) months after the issuance of the first RUP or Non-RUP for the same new building.

In the event the signal is not warranted at the time of the initial warrant study, then the Applicant shall conduct a second warrant analysis no earlier than six (6) months or later than twelve (12) months after the issuance of the first RUP or Non-RUP for the last new building to be constructed on the Application Property. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT.

If not warranted with the second analysis, then the Applicant shall complete a third warrant study within twenty-four (24) months after the issuance of the first RUP or Non-RUP for the last new building to be constructed on the Application Property. In the event the signal is then warranted, the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT. If not warranted with the last new building on the Application Property, then the Applicant's obligation to construct or fund such signal is deemed null and void and this proffer is of no further force or effect.

At any time, the Applicant may use any funds which have been escrowed with Fairfax County by others toward the signalization of this intersection if available.

In the event the signal has been constructed by others prior to any of the warrant triggers listed above, then the Applicant shall contribute $50,000.00 toward the installation of this signal by others within sixty (60) days of the County's written request. In such event, the Applicant's obligation to complete any remaining warrant studies or construct the signal is deemed null and void and this proffer is of no further force or effect.

54. North Dartford Drive/Grover Street Traffic Signal. A warrant study for installation of a new traffic signal at the North Dartford Drive/Grover Street intersection shall be submitted no earlier than six (6) months and no later than twelve (12) months after issuance of the first initial RUP or Non-RUP for the fourth of new Buildings A through E to be constructed on the Application Property. In the event the signal is warranted, then the Applicant shall design, equip and install said signal, including those pedestrian features as may be required by VDOT. If not warranted, then the Applicant's obligation to construct or fund such signal is deemed null and void and this proffer is of no further force and effect.

55. Traffic Signal Modifications. If previously installed by others prior to submission of the first site plan for the first new building on the Application Property, a signal modification plan for the Scotts Crossing Road/Future Connector Road intersection shall be submitted to VDOT and such signal modifications, including pedestrian enhancements as may be required by VDOT and in accordance with the phasing exhibits shall be constructed prior to the issuance of the first RUP or Non-RUP for the same first new building on the Application Property.

56. Dolley Madison Boulevard Signal Timing Plans. Concurrent with the approval of the first site plan for the third new building to be constructed on the Application Property, the Applicant shall contribute a total of $15,000.00 to be used to modify the signal timings in the Dolley Madison Boulevard corridor between the Capital Beltway and the Dulles Access Road Eastbound Off-ramp. If at time of site plan submission for the last new building on the Application Property, signal timing modifications have not been requested by VDOT for the Route 123 corridor, the County may utilize those funds for other transportation improvements/enhancements in the Tysons East District as coordinated with the Providence District Supervisor.

57. Dolley Madison Boulevard/Scotts Crossing Road Intersection. No earlier than six (6) months or no later than twelve (12) months after the issuance of the first RUP or Non-RUP for the fourth new building on the Application Property, the Applicant shall complete a queuing analysis associated with northbound left-turns on Route 123 at Scotts Crossing Road and submit said analysis to FCDOT for review and approval. If said AM peak hour queue exceeds the available storage, then the Applicant shall contribute funds equal to $0.02 per square foot for each of the five (5) new buildings to be constructed on the Application Property. Said monies shall be paid to the County within 60 days of the County's receipt of the queuing analysis and shall be used to further the implementation of the Route 123 superstreet improvement project or towards the retiming of the signals along Route 123 between Old Meadow Road and Anderson Road if approved by VDOT. If the AM peak hour queues are not exceeding the available storage as evidenced by FCDOT review of the queuing analysis, then no contribution is required and this proffer is of no further force and effect.

58. Timing of Completion. Upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, any of the required transportation improvements have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, necessary easements, site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvement.

59. Grid of Streets Transportation Fund (the "Tysons Grid Fund") Contribution. The Applicant shall contribute the sum of $6.71 per square foot of GFA for new non-residential space and $1,042.00 per residential unit constructed on the Application Property in accordance with the Tysons Grid Fund adopted by the Board on January 8, 2013, as amended and subject to credits/in-kind contributions as permitted and identified below. Pursuant to The Tysons Grid Fund Guidelines (the "Guidelines"), the Applicant's

contribution to the Tysons Grid Fund shall be made on a building by building basis in accordance with the Guidelines.

- In the event the Applicant must obtain off-site rights-of-way and/or easements to construct any of the improvements listed above, then the cost of such acquisition shall also be creditable against the Applicant's contribution to the Tysons Grid Fund.

- If the Applicant accelerates any of the improvements listed above and in accordance with Proffer 47 then the Applicant shall be afforded a pro-rata credit, as determined in consultation with FCDOT, for the advancement of construction of those improvements as described in Proffer 46 and depicted on the phasing sheets of the CDP against the Applicant's contribution to the Tysons Grid Fund.

- Notwithstanding the above, the Applicant shall be afforded a credit against its Tysons Grid Fund contribution, as determined in consultation with FCDOT, for the construction of the portion of the Future Connector Road from Frances Drive north to the DAAR Eastbound Off-ramp as depicted on the CDP. Said credit shall be based on the percentage of future non-Scotts Run North traffic utilizing the connection as reflected in the Tysons East CTIA (approximately 74% of the total future volume on the link). In the event the FHWA and MWAA do not approve the connection of the Future Connector Road to the DAAR Eastbound Off-ramp, then the Applicant's credit to the Tysons Grid Fund may be reduced or eliminated upon consultation with FCDOT.

60. Buy Out – Phase I District. At least sixty (60) days prior to recording any residential condominium documents that would change the use of one or more Building Sites from a multi-family residential real property that is primarily leased or rented to residential tenants or other occupants by an owner who is engaged in such a business which is taxable for purposes of the now existing Phase I Dulles Rail Transportation Improvement District (the "Phase I District") to a use that is not subject to the Phase I District tax, the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record such condominium documents for that Building Site. Prior to recording the condominium documents, the Applicant shall pay to Fairfax County a sum equal to the then-present value of Phase I District taxes based on the use of that Building Site prior to becoming subject to the condominium that will be lost as a result of recording the condominium documents, in accordance with a formula approved by the Board of Supervisors.

61. Tysons-Wide Transportation Fund (the "Tysons-Wide Fund") Contribution. The Applicant shall contribute the sum of $5.87 per square foot of GFA for all new non-residential development and $1,042.00 for each residential unit constructed on the Application Property in accordance with the Tysons-Wide Fund as adopted by the Board on January 8, 2013, as amended and subject to credits as may be permitted by the Board. The contribution shall be made on a building by building basis as set forth in the adopted

Tysons-Wide Fund. This contribution shall not apply to any public facilities constructed on the Application Property. These payments may be made earlier than required pursuant to this paragraph at the sole discretion of the Applicant.

In the event the Board expands the list of Tysons-Wide projects as reflected on Table 7 of the Comprehensive Plan to include the Route 123 Super Street Concept proffered to herein by the Applicant, then the Applicant reserves the right to seek pro-rata credit for funds in excess of those specified in Proffer 49.A.(iii)b. for the improvement of Route 123 in accordance with the Board's guidelines for the Tysons-Wide Fund. Any pro-rata credit sought by the Applicant will be based on its proportional share of trips as reflected in the Tysons East CTIA and/or the Traffic Impact Study prepared by Wells + Associates, Inc. for Scotts Run Station dated May 23, 2011, as revised through November 30, 2012.

62. Congestion Management Plan. The Applicant shall prepare and implement a construction congestion management plan during construction of each Building Site, as appropriate, through its development/construction manager and the TPM (as defined in Proffer 77), so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Application Property and on the public roadways adjoining the Application Property (each a "Congestion Management Plan").

A. Each Congestion Management Plan shall identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities to minimize disturbance on the surrounding road network.

B. Each Congestion Management Plan shall also require the Applicant to coordinate its construction activities throughout construction with VDOT and FCDOT.

C. Such Congestion Management Plans shall be prepared by a qualified professional and submitted in connection with the VDOT permit for construction on the subject Building Site. In addition, the TPM shall coordinate any adjustments to the TDM Plan (as defined in Proffer 77) as necessary to address each Congestion Management Plan.

PEDESTRIAN CIRCULATION

63. Pedestrian Circulation. Pedestrian connectivity shall be provided throughout the Application Property generally consistent with the concepts shown on the "Pedestrian Circulation Plan" on Sheets L-2 and L-2A of the CDP, through the use of elements such as sidewalks, trails, bus shelters, bus pull-offs and lawn areas, including connections to open space, trails and/or sidewalks located off-site. Off-site connections to existing trails, sidewalks, and/or open space, if any, shall be constructed subject to receipt of all necessary off-site easements provided by others to the Applicant at no cost, other than administrative costs associated with recordation of said easement among the land records of Fairfax County. The Applicant shall make diligent efforts to obtain necessary off-site

easements and, if requested, shall provide documentation demonstrating same to DPZ. If the necessary off-site easements cannot be obtained, the cost to construct the portion of such sidewalk or trail from the Application Property boundary to the existing or planned location of the off-site sidewalk or trail shall be escrowed with Fairfax County and, upon payment, the obligations of this proffer shall be deemed satisfied. Pedestrian connections, including off-site connections, interim connections and crosswalks, shall be included at FDP for each Building Site.

PUBLIC STREET RIGHT-OF-WAY

64. Public Streets. The Applicant shall work diligently with VDOT and the County during the FDP and site plan approval processes to ensure that the improvements proposed to existing and new public streets be accepted into the VDOT system for maintenance. As may be necessary with respect to all of the existing and new public streets, right-of-way as associated with each Building Site, and as may be further qualified by these proffers, shall be dedicated and conveyed to the Board in fee simple, as applicable, at the time of site plan approval. The dedicated area shall be shown at time of FDP and shall generally be from building zone to building zone as shown on the CDP and as further qualified by Proffer 38. In the event VDOT does not accept any dedicated public street as identified on the CDP and Proffer 46 for maintenance within seven (7) years of opening any street for public use, then such street may be retained by the Applicant, within its sole discretion and upon notification of the same to FCDOT, as a private street subject to a public access and maintenance agreement in a form acceptable to the County Attorney. In such event, a PCA, CDPA and/or FDPA will not be required and any density credit accrued with dedication pursuant to Section 2-308 of the Zoning Ordinance shall be retained by the Applicant.

65. Public Street Standards. All public street improvements proposed herein shall be subject to VDOT approval, and shall be in general conformance with the "Transportation Design Standards for Tysons Corner Urban Center," dated September 13, 2011, as may be amended, and subject to any permitted modifications and/or waivers that may be granted.

66. Vacations and Abandonments. In the event any public street right-of-way located within the Application Property or that abuts the Application Property, is vacated and/or abandoned subsequent to approval of the rezoning applications, such right-of-way area will become zoned to the PTC District pursuant to Section 2-203 of the Zoning Ordinance and such right-of-way area may be used, without requiring a PCA, CDPA or FDPA, for utilities and to accommodate sidewalks and streetscape elements consistent with the street sections shown on the CDP and/or with the Tysons Corner Urban Design Guidelines endorsed by the Board on January 24, 2012. Any vacated right-of-way shall be dedicated by the Applicant at no cost as necessary to implement the grid of streets described herein.

BICYCLE IMPROVEMENTS

67. Bicycle Facilities. The Applicant shall provide bicycle racks, bike lockers, and/or bike storage areas on the Application Property, the specific locations of which shall be

determined at the time of FDP approval, and may be further refined/modified at site plan, but in either event in consultation with FCDOT or its designee. The bicycle racks shall be as shown on the CDP, or such other design approved by FCDOT. The total number of bike parking/storage spaces shall be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking for each building or group of buildings as determined at FDP. Signage shall be posted on the exterior side of the buildings near the entrances to bike parking/storage space to indicate bike parking/storage.

PARKING

68. Parking. Parking on the Application Property shall be provided in accordance with the parking requirements for the PTC District set forth in Sections 6-501 and 6-509 and Article 11 of the Zoning Ordinance, and as shown on the CDP. The Applicant reserves the right to seek a Special Exception at the time of FDP to provide additional parking spaces for office, retail, and residential uses over the Zoning Ordinance maximums for all uses. The exact number of spaces to be provided and use of tandem parking spaces shall be refined with approval of the FDP and determined at the time of site plan approval based on the specific uses. A parking management plan, including valet service for hotel and/or office use, shall be provided in conjunction with the TDM Plan described in these proffers. If changes in the mix of uses result in parking greater than that anticipated on the CDP, the additional parking spaces shall be accommodated within the proposed parking structures, without increasing the height or mass of the parking structures and buildings. The Applicant, to the extent feasible, shall provide controlled access to parking garages and, if installed, shall ensure that the control equipment is capable of counting vehicles entering and exiting all garages. A copy of the FDP and the parking management plan shall be submitted to the Providence District Supervisor's office for review and comment prior to approval.

69. Future Revisions. The Applicant reserves the right to provide parking at different rates as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised rates shall not require a CDPA or PCA, provided there is no increase in the size or height of above-ground parking structures.

70. On-Street Parking on Private Streets. On-street parking may be provided on the private streets to meet the parking requirements of the Zoning Ordinance, so long as such spaces are striped and meet the dimension requirements of the PFM, subject to receiving approval of any necessary waivers and/or modifications. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant as to its respective Building Site, and on-street parking spaces along any private streets and future public streets prior to dedication, that otherwise are not required to satisfy the parking requirements may be used as temporary or short term parking, car-sharing parking and/or similar uses.

71. On-Street Parking on Public Streets. On-street parking spaces along the public street frontages associated with each respective Building Site may be constructed as generally shown on the CDP and as may be adjusted at the time of FDP and/or site plan approval. If requested by the County and/or VDOT, signs shall be installed that restrict the use of

those public on-street parking spaces. Public on-street parking spaces would be in addition to the total number of required parking spaces to be provided for each Building Site.

72. Unbundled Parking for Residential Uses. All for-sale residential units must be offered exclusive of parking (i.e., at a separate cost). All leases for residential units shall be offered exclusive of parking (i.e., at a separate cost).

73. Paid Parking for Non-Residential Uses. The Applicant may charge for parking on Building Sites, on a per-space basis, at rates that the Applicant deems to be market-competitive. At its sole option, the Applicant may elect to charge for parking within some or all of the parking levels associated with commercial building sites and on portions of the street network that are privately owned.

74. Temporary Trees on Interim Surface Parking Lot. The existing commercial parking lot may continue to be used for parking as the Application Property develops consistent with Proffer 12 and the phasing as shown on Sheets A6.01 through A6.03 of the CDP. Said parking may necessitate installation of temporary street trees in existing grass areas along the perimeter of such lot at a minimum size of 2.0 inches in caliper approximately every 50 feet, to the extent feasible as determined by UFMD based on existing conditions and utility easements at time of site plan for any Building Site adjacent to the commercial parking lot. This interim street tree planting shall not be required to meet the minimum planting width/area standard for permanent street trees. No interior parking lot landscaping shall be required nor provided for the interim surface lot.

TRANSPORTATION DEMAND MANAGEMENT ("TDM")

75. Tysons Transportation Management Association. The Applicant shall make a contribution to the Tysons Partnership towards the transportation management association (the "TMA"), which was established for the Tysons Corner Urban Center and to which all other Tysons property owners may also contribute.

A. The Applicant shall make a one-time contribution to the Tysons Partnership Transportation Council for the TMA based on a participation rate of $0.10 per gross square foot of new office uses and $0.05 per gross square foot of new residential uses to be constructed on the Application Property.

B. The contribution shall be paid on a Building by Building basis at the time of site plan approval for each new residential and office Building constructed on the Application Property, but in any event no later than ten (10) years from the date of this rezoning approval.

C. If subsequent to the approval of this rezoning FCDOT approves the TMA as the administrator of TDM programs for the Tysons Corner Urban Center, then the Applicant may, in its sole discretion, join or otherwise become associated with such entity and transfer some functions of this TDM program to the TMA. Further, if determined by FCDOT that a proactive private TDM program is no

longer necessary, the TDM structure in this Proffer may be rendered null and void in whole or in part, without the need for a PCA.

76. TDM Administrative Group. At such time as the Applicant has completed construction activities associated with the redevelopment of the Application Property and has terminated marketing activities for the sale of any of the Application Property, then at such time, the Applicant's obligation to the administration of this TDM proffer shall be null and void and of no further force or effect. At such time, the TDM Administration Group (the "AG") shall fund, implement and administer the transportation demand management program (the "TDM Program") for the Application Property as described more fully below. The AG shall include one representative for each of the Building Sites depicted on the CDP. Prior to approval of the first site plan for new office development on the Application Property, evidence shall be provided to FCDOT that the terms and conditions associated with the AG have been established.

77. Transportation Demand Management Plan. The proffered elements of the TDM Program as set forth below are more fully described in the Scotts Run Station Transportation Demand Management Plan prepared by Wells + Associates, Inc. dated December 10, 2012 (the "TDM Plan") as may be amended. It is the intent of this Proffer that the TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Application Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

A. Definitions. For purposes of this Proffer, "Stabilization" shall be deemed to occur one (1) year following issuance of the last initial RUP or Non-RUP for the 5th new building to be constructed on the Application Property. "Pre-stabilization" shall be deemed to occur any time prior to Stabilization.

B. Trip Reduction Objective. The objective of this TDM Program shall be to reduce the vehicle trips generated by residents and office tenants of the Application Property (i.e., not including trips from hotel and retail uses), during weekday peak hours associated with the adjacent streets as more fully described in the TDM Plan, by meeting the percentage vehicle trip reductions established by the Comprehensive Plan as set forth below. These trip reduction percentages shall be multiplied by the total number of residential and office vehicle trips that would be expected to be generated by the uses developed on the Application Property as determined by the application of the Institute of Traffic Engineers, 8th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation"), and the number of trips determined by the product of such equation shall be referred to herein as the "Maximum Trips After Reduction."

For purposes of this calculation, the maximum number of dwelling units or the total gross square footage of office uses proposed to be constructed in each

building on the Application Property as determined at the time of site plan approval for each building shall be applied to the calculation described in the preceding sentence. The target reductions shall be as follows:

Development Levels	Percentage Vehicle Trip Reduction
Up to 65 million sq.ft. of GFA	35%
65 million sq.ft. of GFA	40%
84 million sq.ft. of GFA	45%
90 million sq.ft. of GFA	48%
96 million sq.ft. of GFA	50%
105 million sq.ft. of GFA	53%
113 million sq.ft. of GFA	55%

The trip reduction goals outlined above are predicated on the achievement of specific development levels within the Tysons Corner Urban Center as anticipated in the Comprehensive Plan. Prior to undertaking trip measurements, the TDM Program Manager (TPM) shall, in consultation with the County, provide a summary of the then existing development levels in Tysons Corner (based on RUPs and Non-RUPS issued) in order to determine the appropriate vehicle trip reduction goal.

If through an amendment to the Comprehensive Plan, the Board should subsequently adopt a goal for trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer shall be adjusted accordingly without requiring a PCA.

C. TDM Program Components – Site-Wide. The TDM Program shall include, but not necessarily be limited to, the following site-wide components, each of which are more fully described in the TDM Plan:

(i) TDM Program Management.

(ii) TDM Program Branding.

(iii) Transportation Program Web Site.

(iv) Promotion of Real Time Transit Information.

(v) Transportation Access Guide.

(vi) Live/work/play marketing to new tenants.

(vii) Pedestrian/bicycle accommodations.

(viii) Monitoring/reporting.

(ix) Parking Management.

(x) Commuter Café.

D. TDM Program Components – Residential. The TDM Program shall include, but not necessarily be limited to the following residential components, each of which is more fully described in the TDM Plan.

(i) Residential Transportation Coordinators.

(ii) Try Transit Campaign for new residents.

E. TDM Program Components – Office. The TDM Program shall include, but not necessarily be limited to the following office components, each of which is more fully described in the TDM Plan.

(i) Office Transportation Coordinators.

(ii) Coordinated Outreach and Marketing Activities with TDM Providers.

(iii) Try Transit Campaign for new employees.

(iv) Provision of information with regard to Pretax Metrorail, Vanpool, and Bicycle Benefit Programs.

(v) Provision of information with regard to Guaranteed Ride Home Program.

(vi) Provision of information with regard to Carpool Matching Program.

(vii) Provision of information with regard to Telework and Variable Work Hours.

(viii) Provision of information with regard to Coordinate Outreach and Marketing Activities with TDM Providers.

F. Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA.

(i) TDM Program Manager. If not previously appointed, the Applicant or AG shall appoint and continuously employ, or cause to be employed, a TPM for Scotts Run Station. The TPM shall be appointed by the Applicant no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Application Property. The TPM duties may be part of other duties associated with the appointee. The Applicant shall notify FCDOT and the District Supervisor in writing within 10 days of the initial appointment of

the TPM. Thereafter the Applicant or AG shall do the same within ten (10) days of any change in such appointment.

(ii) TDM Work Plan, Annual Report and TDM Budget. The TPM shall prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") and Annual Budget no later than 180 days after issuance of the first building permit for the first new building on the Application Property. Every calendar year thereafter but no later than September 15th, the TPM shall submit an Annual Report, which may revise the Annual Budget in order to incorporate any new construction on the Application Property. The Annual Report shall include, at a minimum:

a. Details as to the components of the TDM program that will be put into action that year;

b. Any revisions to the budget needed to implement the program for the coming calendar year;

c. A summary of existing development levels in the Tysons Corner Urban Center, as well as specific to Scotts Run Station;

d. A determination of the applicable Maximum Trips After Reduction for the Application Property;

e. Provision of the specific details associated with the monitoring and reporting requirements of the TDM program in accordance with the TDM plan; and

f. Submission of the results of any Person Surveys and Vehicular Traffic Counts conducted on the Application Property in conjunction with each year's Annual Report.

The Annual Report and Budget shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget shall be deemed approved and the program elements shall be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will coordinate with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget. Thereafter, the TPM, in conjunction with each annual report summarizing the results of the TDM Program to be submitted no later than September 15th (the "Annual Report"), shall update the Annual Report and TDM Budget for each succeeding calendar year, modify or enhance program elements and establish a budget to cover the costs of

implementation of the program for such year. The expected annual amounts of the TDM Budget are further described in the TDM Plan.

G. TDM Account. The Applicant, through the TPM, shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the initial TDMWP and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes. The TDM Account shall be funded by the Applicant through the TPM. The documents that establish the AG shall provide that the TDM Account shall not be eliminated as a line item in the governing budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account shall be in accordance with the budget for the TDM Program elements to be implemented in the following year. In no event shall the TDM Budget exceed a baseline of $161,500.00 (this amount shall be adjusted annually from the date of rezoning approvals for the Application Property (the "Base Year")) and shall be adjusted on each anniversary thereafter of the Base Year as permitted by Virginia Code Section 15.2-2303.3 in accordance with Proffer 90. The TPM shall provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account shall be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account shall be managed by the TPM.

H. TDM Remedy Fund. At the same time the TPM creates and the Applicant funds the TDM Account, the TPM shall establish a separate interest bearing account (referred to as the "TDM Remedy Fund) with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund shall be made one time on a building by building basis at the rate of $0.40 per gross square foot of new office uses and $0.30 per gross square foot of new residential uses on the Application Property. Funding shall be provided by the building owners prior to the issuance of the first initial RUP or Non-RUP for each applicable new building. This amount shall be adjusted annually from the date of rezoning approvals of the Application Property (the "Base Year") and shall be adjusted on each anniversary thereafter of the Base Year as permitted by VA. Code Ann. Section 15.2-2303.3. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.

I. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within the Application Property. Such contributions shall be made one time on a building by building basis at the rate of $0.02 per gross square foot of new office or residential uses to

be constructed on the Application Property and provided prior to the issuance of the first RUP or Non-RUP for each individual building.

J. TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the Building Owners shall, through the TPM, deposit penalty payments as may be required to be paid pursuant to this Proffer for non-attainment of trip reduction goals. The County may withdraw funds from the TDM Penalty Fund for the implementation of additional TDM Program elements/incentives and/or congestion management associated with Scotts Run North, or for other TDM-related improvements or programs within Tysons Corner. To secure the Owners' obligations to make payments into the TDM Penalty Fund, the Owners shall provide the County with a letter of credit or a cash escrow as further described below. Prior to the issuance of the first RUP or Non-RUP for each new building on the Application Property, the TPM shall:

(i) Establish the TDM Penalty Fund, if not previously established by the TPM, and/or

(ii) Deliver to the County a clean, irrevocable letter of credit issued by a banking institution approved by the County or escrow cash in an interest-bearing account with an escrow agent acceptable to DPWES to secure the Owners' obligations to make payments into the TDM Penalty Fund (the "Letter(s) of Credit or Cash Escrow(s)"). The Letter(s) of Credit or Cash Escrow(s) shall be issued in an amount equal to $0.10 for each square foot of new office GFA or $0.05 for each square foot of new residential GFA shown on the approved site plan for each new building on the Application Property. Until the Letter(s) of Credit or Cash Escrow(s) has been posted, the figures in the preceding sentence shall be adjusted annually from the first day of the calendar month following the date on which the first RUP or Non-RUP, as the case may be, for the first new building on the Application Property has been issued using the date of rezoning approvals as the base year. Once the Letter(s) of Credit or Cash Escrow(s) has been posted, there shall be no further adjustments or increases in the amount thereof. The Letter(s) of Credit or Cash Escrow(s) shall name the County as the beneficiary and shall permit partial draws or a full draw. The foregoing stated amount(s) of the Letter(s) of Credit or Cash Escrow(s) shall be reduced by the sum of any and all previous draws under the Letter(s) of Credit or Cash Escrow(s) and payments by the Owners (or the TPM) into the TDM Penalty Fund as provided below.

K. Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts shall be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts shall be conducted for the Application Property beginning one year following issuance of the final initial

RUP or Non-RUP for the first new building to be constructed on the Application Property. Person Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected annually thereafter until the results of three consecutive annual traffic counts conducted upon Stabilization show that the applicable trip reduction goals for the Application Property have been met. At such time and notwithstanding the provisions below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts or Person Surveys if conditions warrant.

(i) Remedies and Penalties.

a. Pre-Stabilization. If the Maximum Trips After Reduction for the Application Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report.

Such remedial measures shall be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Remedy Expenditure
Up to 1%	No Remedy needed
1.1% to 3%	1% of Remedy fund
3.1% to 6%	2% of Remedy Fund
6.1% to 10%	4% of Remedy Fund
Over 10%	8% of Remedy Fund

1) If the results of the Vehicular Traffic Counts conducted during Pre-Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table below, then a portion of the Remedy Fund as outlined in the same table shall be released back to the building owner(s) through the AG. The amount released will be relative to the amount contributed by those buildings constructed and occupied at the time Vehicular Traffic Counts are conducted. Any funds remaining in the Remedy Fund after such release will be carried over to the next consecutive three (3) year period.

Up to 65,000,000 Square Feet of GFA in Tysons		65-84,000,000 Square Feet of GFA in Tysons		84-90,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0% - 4.9%	30%	0.0% - 4.9%	50%	0.0% - 4.9%	65%
5% - 10%	50%	5% - 10%	65%	5% - 8%	80%
10.1% - 15%	65%	10.1% - 13%	80%	8.1% - 10%	90%
15.1% - 18%	80%	13.1% - 15%	90%	>10%	100%
18.1 - 20%	90%	>15%	100%		
>20%	100%				

90-96,000,000 Square Feet of GFA in Tysons		96-113,000,000 Square Feet of GFA in Tysons		113,000,000+ Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned	Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	80%	0.0% - 4.9%	90%	> 0.0%	100%
5% - 8%	90%	5%	100%		
>8%	100%				

2) There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund will be released to the AG for final distribution to the owners once three consecutive annual Vehicular Traffic Counts conducted after Stabilization show that the trip reduction goals have been met.

b. Stabilization. If the TDM Program monitoring, as evidenced by the Vehicular Traffic Counts outlined above, reveals that the Maximum Trips After Reduction for the Application Property is exceeded, then the TPM shall meet and coordinate with FCDOT to

address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report and funded by the Remedy Fund (if available) as may be necessary, commensurate with the extent of deviation from the Maximum Trips After Reduction goal as set forth in accordance with the expenditure schedule outlined above.

1) If the results of the traffic counts conducted upon and subsequent to Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table above, then any remaining Remedy Funds shall be released back to the building owner(s) through the AG.

2) If despite the implementation of remedial efforts, the applicable Maximum Trips After Reduction (based on the existing development levels in the Tysons Corner Urban Center as described in Proffer 77.B.) are still exceeded after three (3) consecutive years, then, in addition to addressing further remedial measures as set forth in this Proffer, the TPM shall be assessed a penalty according to the following:

Exceeded Trip Goals	Penalty
Less than 1%	No Penalty Due
3.1% to 6%	10% of Penalty Fund
6.1% to 10%	15% of Penalty Fund
Over 10%	20% of Penalty Fund

3) The AG through the TPM shall make the payments required by this Proffer into the TDM Penalty Fund upon written demand by the County, and the County shall be authorized to withdraw the amounts on deposit in the TDM Penalty Fund. If the AG fails to make the required penalty payment to the TDM Penalty Fund within thirty (30) days after written demand, the County shall have the ability to withdraw the penalty amount directly from the Letter(s) of Credit or Cash Escrow(s).

4) The maximum amount of penalties associated with the Application Property, and the maximum amount the AG shall ever be required to pay pursuant to the penalty provisions of this Proffer, including prior to and after Stabilization, shall not in the aggregate exceed the amount of the Letter(s) of Credit or Cash Escrow(s) determined and computed pursuant to the provisions of the above Proffer.

There is no requirement to replenish the TDM Penalty Fund at any time. The Letter(s) of Credit and/or any cash left in the Cash Escrow(s) shall be released to the AG once three (3) consecutive counts conducted upon Stabilization show that the Maximum Trips After Reduction have not been exceeded.

L. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

M. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined in Proffer 77.J., the AG may request that FCDOT review the vehicle trip reduction goals established for the Application Property and set a revised lower goal for the Application Property consistent with the results of such surveys and vehicular traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Application Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.

N. Continuing Implementation. The AG through the TPM shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer in accordance with the timeline established in Proffer 77.F. above. The AG through the TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.

O. Notice to Owners. All owners of the Application Property shall be advised of the TDM Program set forth in this Proffer. The then current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.

P. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the AG shall be Application to a penalty of $100.00 per day not to exceed $36,500.00 for any one incident. Such penalty shall be payable to Fairfax County to be used for multimodal, transit, transportation, or congestion management improvements within the vicinity of the Application Property, or in

consultation with the TPM, for other TDM-related improvements or programs within Tysons Corner.

78. Transportation Demand Management for Retail/Hotel Uses. As provided in the above Proffer, certain components of the TDM Plan are applicable to and will benefit any proposed retail/hotel uses on the Application Property. Therefore, the Applicant will provide an additional TDM program tailored to specifically serve the Retail/Hotel Uses (the "Retail/Hotel TDM Program"). In no event will remedies, incentives, and penalties be assessed against any Retail/Hotel Uses, which may be established on the Application Property, nor will such uses contribute to the annual budget associated with the TDM Program for the Application Property.

A. Goals of the Retail/Hotel TDM Program. Because tenants of the Retail stores and Hotels and their employees work hours that are atypical of the standard work day, these tenants and their employees do not necessarily travel to and from the Application Property during Peak Hours. Given this, the Retail/Hotel TDM Program shall encourage Retail tenants, Hotel Guests and the Retail/Hotel employees to utilize transit, carpools, walking, biking and other non-Single Occupancy Vehicle ("non-SOV") modes of transportation to travel to and from the Application Property rather than focusing on the specific trip reductions during the weekday AM or PM Peak Hours.

B. Components of the Retail/Hotel TDM Program. The Retail/Hotel TDM Program shall include, at a minimum, the components applicable to the Application Property that are described in this Proffer and the additional components provided below. These additional components may be subsequently amended by mutual agreement between the Applicant and FCDOT. All amendments to the components of the Retail/Hotel TDM Program contained in this Proffer shall be approved by FCDOT and will not require a PCA. The Retail/Hotel TDM Program components are further described in the TDM Plan.

C. Employee/Tenant Meetings. The TPM shall hold an annual TDM meeting with the Retail store tenants and Hotel Managers to review the available transit options, changes in transit service and other relevant transit-related topics. Based on these meetings, the TPM shall work with Fairfax County to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to the Application Property tenants and their employees.

D. Regional TDM Programs. The TPM shall make information available to Retail store tenants, Hotel Guests and the Retail/Hotel employees about regional TDM programs that promote alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.

E. Retail/Hotel TDM Program Participation Outreach. The TPM shall endeavor in good faith to encourage participation by Retail store tenants and Hotel Management in the Retail/Hotel TDM Program, including the encouragement of

financial participation by such tenants through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the TPM and property management in furtherance of this objective may include dissemination of information to, and solicitation of participation from, the tenant's in-store management at appropriate intervals. The TPM shall include a report to the County with respect to the activities described in the TDM Proffer as part of the Annual Report to be filed with the County. This report shall include detailed accounts of the outreach efforts and the feedback and response from the tenants.

79. Intelligent Transportation Systems. To optimize safe and efficient travel in Tysons, the Applicant shall incorporate and maintain a system that provides pertinent traffic and transit information that allows users to make informed travel decisions. This information shall be provided at initial occupancy of each building. The delivery of this information shall be made convenient for building occupants and visitors, such as via computer, cell phone, monitors, or similar technology. Such devices shall provide, but not be limited to, information on the following:

A. Traffic conditions, road hazards, construction work zones, and road detours.

B. Arrival times and delays on Metrorail, Tysons Circulator, and area bus routes.

The Applicant shall work with FCDOT and/or the Tysons Partnership to identify sources and facilitate electronic transmittal of data. Furthermore, the Applicant shall participate in efforts to implement any future dynamic traffic management program for the Tysons area.

AFFORDABLE/WORKFORCE HOUSING

80. Affordable Dwelling Units. If required by the provisions of Part 8 of Article 2 of the Zoning Ordinance, Affordable Dwelling Units ("ADUs") shall be provided pursuant to said regulations unless modified by the ADU Advisory Board.

81. Workforce Dwelling Units. In addition to any ADUs that may be required, the Applicant shall provide housing units on the Application Property, or off-site as determined at time of FDP submission, in accordance with the Board's Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010 (the "WDU Guidelines"). Workforce Dwelling Units ("WDUs") shall be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than twenty percent (20%) of the total rental residential units constructed on the Application Property. The 20% applies to the total number of dwelling units to be constructed on the Application Property plus any WDUs that may be provided off-site. If ADUs are provided in the development, both the ADUs and the ADU bonus units shall be deducted from the total number of dwelling units on which the WDU calculation is based. The WDUs generated by each rental residential building shall be provided within such Building Site, or off-site. Any WDUs provided off-site shall be located within the Tysons Corner Urban Center or as approved by DPZ. In addition, the Applicant reserves the right to consolidate the WDUs into one or more Building Sites with the build-out of

the Application Property, and thereby increase the number of WDUs in one or more Building Sites beyond twenty percent (20%) with a corresponding decrease in the number of WDUs in the other Building Sites. The WDUs in each building shall have a bedroom mix similar to the bedroom mix of the market rate units in the same building. If the WDUs are constructed in a stand-alone building on or off-site, the bedroom mix of the WDUs shall be similar to the bedroom mix of the market rate units of the same unit type on the Application Property and such WDUs will include all of the income tiers as set forth in the WDU Guidelines. Additionally, in the event that parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space shall be made available for lease by each ADU and/or WDU.

82. Agreements. Notwithstanding the foregoing, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of the rezoning applications. Neither the Board nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of these proffers as they apply to WDUs shall become null and void and of no further force and effect. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

83. Non-Residential Affordable Housing Contribution. For all non-residential development, excluding ground floor commercial retail/services and public uses, the Applicant shall select, within its sole discretion, one of the following two options for contributing toward the provision of affordable and/or workforce housing within Tysons Corner. These contributions shall be made to the Board, be deposited in a specific fund to be used solely for this purpose within Tysons Corner and shall be payable at the time of issuance of the initial Non-RUPs for new office buildings or the hotel on the Application Property, excluding any retail/service uses and public uses. The options shall consist of either (i) a one-time contribution of $3.00 for each square foot of GFA of new office or hotel use, or (ii) an annual contribution of $0.25 for each square foot of GFA of new office or hotel use continuing for a total of sixteen (16) years. Should the Board adopt new policies for the reallocation or reduction of non-residential affordable housing contributions in Tysons Corner, the Applicant may, within its discretion, elect to comply with these policies in lieu of the contributions described herein without the necessity of a CDPA or PCA.

STORMWATER MANAGEMENT

84. Stormwater Management. The Applicant shall provide the following with regard to stormwater management:

A. Stormwater Management Measures. Stormwater Management (SWM) measures for the Application Property shall be designed to protect receiving waters downstream of the Application Property by reducing runoff from impervious surfaces using a progressive approach. This progressive approach shall, to the

maximum extent practicable, strive to retain on-site and/or reuse the first one inch of rainfall. Proposed SWM and Best Management Practice ("BMP") facilities shall follow a tiered approach as identified by DPWES, which may include infiltration facilities (where applicable), rainwater harvesting/detention vaults, runoff reducing facilities and other innovative BMPs.

B. LID Techniques. Site plans shall make use of LID techniques that will aid in pollution reduction, runoff volume reduction, promote rainwater reuse, or any combination thereof throughout the Building Site. Such techniques may include those items identified in the Virginia Department of Environmental Quality Stormwater BMP Clearinghouse or other such methods approved by DPWES. Proposed LID techniques may include, but not be limited to, extensive green roof, bio-retention, tree box filters, pervious hardscapes/streetscapes, and stormwater reuse (i.e. landscape irrigation, air conditioning unit makeup water, etc.).

Additionally, the SWM facilities shall be designed to accommodate not just the pre-developed (existing) peak release rates, but should also strive to preserve and/or improve the pre-developed (existing) runoff volumes as contemplated in the stormwater management-related credits of the project's registered version, available version, or the most current version, of the U.S. Green Building Council's applicable Leadership in Environmental Education and Design (LEED®) rating system (e.g., for LEED-NC 2009, the Stormwater Design-Quality Control and Stormwater Design-Quality Control credits [Sustainable Sites 6.1 and 6.2]). The above noted SWM Facilities shall be designed, to the maximum extent practicable, to meet the requirements of the stormwater management-related credits of the project's registered version, available version, or the most current version of the U.S. Green Building Council's applicable LEED rating system for each building/phase of the development based upon the LEED Boundary identified with each building/phase.

C. Calculations at FDP. At the time of each FDP for the Application Property, the Applicant shall provide calculations for the area included in such FDP showing the proposed volume reductions and shall work cooperatively with DPWES and DPZ to ensure that the first one inch of rainfall is retained or reused to the maximum extent practicable. This requirement may be met on an individual building basis, between Building Sites or based upon the total area of the Application Property, provided that no Building Site owner may satisfy any SWM requirement by use of another Building Site without the consent of the owner of the other Building Site. Extended detention facilities and extended release techniques may be used to augment the proposed volume reductions. It is further understood that the Applicant may provide interim or temporary SWM and BMP measures during any interim phase of the development of the Application Property.

D. Each FDP for the Application Property shall include the location and preliminary design of the SWM facilities including the access points to underground vaults. Access points, detailed at the time of FDP, shall be located outside of the

landscape amenity panel and sidewalk zone of the streetscape to the maximum extent practicable, and as further described in Proffer 38. Supporting information shall be included that is of sufficient detail, subject to determination by DPWES in coordination with the Environment and Development Review Branch of DPZ, to demonstrate the viability of the proposed stormwater management strategy for the area subject to the FDP. This information shall include the following:

(i) For any BMP involving filtration of water into the ground, soil testing information documenting that the soil will be able to support the proposed infiltration measure(s); and

(ii) For any measure involving storage and reuse of stormwater runoff, documentation supporting assumed levels of water usage.

E. Calculations at Site Plan. The specific SWM/BMP calculations and facilities shall be determined at the time of each site plan as shown on the applicable FDP, and as may be approved by DPWES. While it is anticipated that compliance with the goal of retaining and/or reusing the first one inch of rainfall will be confirmed at site plan by utilizing the proposed retention credits identified by Fairfax County as part of their stormwater spreadsheet, the Applicant reserves the right to utilize any combination of LIDs (existing and future) measures to meet this goal, subject to the review and approval of DPWES. Similarly, if all other County suggested stormwater alternatives have been attempted, the Applicant reserves the right to over detain the runoff from a one-inch rainfall to a release rate that mimics that of a "good" forested condition.

It is understood that seasonal variations in reuse water demand will create fluctuations in the draw down period, and as such, the stormwater system will be designed to the extent practicable to not exceed 10 days of storage. If storage time exceeds 10 days, the Applicant shall have the right to discharge excess volumes off site at release rates approved by the Director of DPWES that will mimic release rates from a good forested condition for a significant majority of rainfall events and/or excess volume should be directed to other facilities using a "treatment train" approach, if possible, as approved by the Director of DPWES.

85. Tree Replacement. As shown on the CDP, the Applicant is requesting a modification of PFM Section 12-0505.6B to allow for trees located above any proposed percolation trench or bio-retention area to count toward the 10-year tree canopy requirement. In the event that any of the said trees may need to be removed for maintenance or repair of those facilities, the Applicant agrees to replace removed trees as determined by the UFMD to sustain the 10-year canopy.

NOISE ATTENUATION

86. Interior Noise Attenuation. The Applicant shall reduce the interior DNL to no more than 45 dBA for residential and hotel buildings and 50 dBA for office buildings on the Application Property. At the time of building plan application for the full shell building

permit for each residential or hotel building, the Applicant shall submit to the Chief of the EDRB of DPZ (the "E&D Chief"), for approval, and to DPWES, for information only, an acoustical study prepared by a qualified acoustical consultant (the "Indoor Noise Study") addressing indoor noise levels, including proposed noise attenuation measures and proposed materials to ensure compliance with the interior DNL limit of 45 dBA or 50 dBA, as appropriate. The Applicant shall not obtain full-shell building permits until the E&D Chief has approved the applicable Indoor Noise Study, provided that a failure by the E&D Chief to review and respond to the Applicant within 60 days of receipt of the Indoor Noise Study shall be deemed approval of such study. Prior to the issuance of the first RUP for any residential building, the Applicant shall demonstrate through testing of noise levels that interior noise does not exceed 45 dBA.

87. Exterior Noise Attenuation. At time of FDP for a residential building, the Applicant shall demonstrate that the noise levels for outdoor residential recreation areas shall not exceed 65 dBA, as generated by grid streets designated in the Fairfax County Comprehensive Plan, through the submission of an acoustical study prepared by a qualified acoustical consultant. Should noise mitigation measures be required to achieve an exterior noise level of approximately 65 dBA, including interim mitigation measures, the details of those measures, including height, shall be shown on the FDP. Interim measures shall be architecturally solid and may include, but not be limited to, walls, berms, murals and/or public art.

88. Notification of Exterior Noise Levels. The Applicant shall notify potential tenants or purchasers of individual residential units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, which is the policy established by Fairfax County for outdoor recreation in residential areas impacted by high noise levels.

PUBLIC FACILITIES

89. Public Facilities/Athletic Fields. To address the Comprehensive Plan's recommendations regarding the provision of public facilities and athletic fields in Tysons, the Applicant provided an athletic field and fire station as further detailed in Proffer 99 accepted in conjunction with RZ 2011-PR-010 and RZ 2011-PR-011 in anticipation of the construction of 1,500,000 square feet of GFA on the Application Property. The Applicant shall make a cash payment prior to the issuance of the first RUP or Non-RUP for each Building Site into the Public Facilities Escrow in an amount of $0.90 per square foot of GFA and into the Fire Station Escrow Account in an amount of $1.35 per square foot of GFA as described in the proffers accepted in conjunction with RZ 2011-PR-011.

MISCELLANEOUS

90. Escalation. All monetary contributions, except as may be further specified in these proffers, shall escalate on a yearly basis from the base month of January 2016 and change effective each January 1 thereafter, as permitted by VA. Code Ann. Section 15.2-2303.3.

91. Tysons Partnership. The Applicant and successors shall become a member of the Tysons Partnership, or its residential equivalent.

92. Security. Upon request from Fairfax County Law Enforcement Authorities, Applicant shall give prompt, good faith consideration to a request for access to its security surveillance recordings by Fairfax County Law Enforcement Authorities. In determining if access may be made available, Applicant may consider trade secrets, privacy laws, confidentiality obligations, legal privileges and other concerns.

93. Access Easements. The Applicant shall provide access easements as necessary to allow for future stream and floodplain restoration, either on the Application Property or adjacent property, by others.

94. Due Diligence. Notwithstanding the foregoing, upon demonstration that, despite diligent efforts or due to factors beyond an Applicant's control, proffered improvements such as, but not limited to, the required transportation, publicly-accessible park areas, athletic fields, trail connections, and offsite easements, have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, necessary easements and site plan approval) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvements.

95. Condemnation. To the extent off-site right-of-way and/or easements are required to construct any of the public infrastructure or public improvements described in these proffers, and the Applicant has not been able to acquire such right-of-way or easements after documented, reasonable efforts to do so as described below, the obligation of the Applicant to construct such public infrastructure or public improvements for which right-of-way and/or easements are not available shall be contingent upon the Board acquiring such right-of-way and/or easements at the Applicant's expense (meaning that the Applicant shall timely pay, without limitation, the condemnation award, all appraisal and other expert fees, court costs and attorneys' fees associated with such acquisition) through its powers of eminent domain after being requested to do so by such Applicant, in writing. The Applicant's written request will include: (i) plans and profiles showing the necessary right-of way and/or easements to be acquired, including a description of the proposed public infrastructure and/or public improvements to be constructed and the public purpose to be served by such infrastructure and improvements; (ii) an independent third party appraisal of the value of the right-of-way and/or easements to be acquired and of all damages and benefits to the residue of the affected property; and (iii) copies of all correspondence between the Applicant and property owner of the right-of-way and/or easements to be acquired, including a good faith offer in writing by the Applicant to acquire from such property owner the right-of-way and/or easements for the appraised value. Said good faith offer shall consist of two (2) written offers sent to the property owner by certified mail a minimum of thirty (30) days apart and receipt of refusal in writing, or no response thirty (30) days after the mailing of the second request. In the event the County elects not to use its power of condemnation to acquire those off-site rights-of-way and/or easements necessary for construction of any of the public infrastructure or public improvements described in these proffers, then that Applicant shall escrow the costs of such infrastructure or public improvements with the County for future implementation of such infrastructure or public improvements by FCDOT, VDOT and/or others. The Applicant shall not be prevented from obtaining any land use

approval (including, without limitation, PCA, CDPA, FDP, FDPA, site plan, subdivision, grading permit, building permit, and Non-RUP and RUP permits) for the Application Property, nor from commencing construction on the Application Property, during the pendency of any eminent domain proceedings initiated pursuant to this proffer, nor any deferral of the County's exercise of eminent domain pursuant to this proffer, provided that all other prerequisites for obtaining such approvals and commencing such construction provided in these proffers have been met.

96. Modification of Monetary Contributions. With regard to monetary contributions as described herein, the Applicant reserves the right to modify any contribution that has been reallocated or reduced by the policies, ordinances or regulations of Fairfax County without the necessity of a PCA, CDPA, FDP or FDPA. Further, the Applicant reserves the right to request a PCA, without the necessity of a CDPA, FDP or FDPA, to modify any contribution described herein that is demonstrated to be warranted.

97. Limitation on Board Responsibility. The Board has executed this proffer statement solely in its proprietary capacity as the fee owner of a portion of the right-of-way consisting of approximately .42 acres at Scotts Crossing Road, as more specifically identified on the CDP, which is expected to be vacated and/or abandoned. As such, the Board shall have no responsibility for implementing or fulfilling the proffered commitments contained herein; provided, however, that the Board's successors-in-title to the right-of-way to be vacated and/or abandoned shall be bound by the proffers.

98. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon the Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Application Property during the period of their ownership. Once portions of the Application Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and shall no longer be binding on the seller or other transferor.

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

[SIGNATURES ON NEXT PAGE]

APPLICANT/AGENT

CITYLINE PARTNERS LLC

By: Michael R. Pedulla
Its: Co-President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP
29-4 ((5)) 9, 9A and 10

CLEVELAND 1820 DOLLEY MADISON LLC

By: Michael R. Pedulla
Its: Executive Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF PORTIONS OF RIGHT-OF-WAY TO BE VACATED AND/OR ABANDONED

FAIRFAX COUNTY BOARD OF SUPERVISORS

_____

By: Edward L. Long, Jr.
Its: County Executive

[SIGNATURES END]