

**PROFFER STATEMENT
DULLES TECHNOLOGY CENTER
RZ/FDP 2013-DR-017 AND PCA 79-C-037-7**

July 27, 2015

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Fairfax County Zoning Ordinance (1978, as amended) (the "Zoning Ordinance"), JLB Dulles Tech, LLC, as the owner and applicant, for itself and its successors and assigns (the "Applicant"), in this rezoning application and proffered condition amendment application hereby proffers that the development of the property identified on the Fairfax County Tax Map as 16-3 ((1)) 4M (the "Property") shall be in accordance with the following conditions ("Proffers") if, and only if, approval of applications RZ/FDP 2013-DR-017 and PCA 79-C-037-7 (collectively, the "Application") is granted by the Fairfax County Board of Supervisors. In the event that the Application is denied, these Proffers shall immediately be null and void and of no further force or effect, and the previous proffered conditions applicable to the Property shall remain in full force and effect.

GENERAL

1. Substantial Conformance. The Property shall be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP") dated June 4, 2014, and revised through June 5, 2015, prepared by William H. Gordon Associates, Inc., and consisting of 38 sheets, as further described below.
2. CDP Elements. Notwithstanding that the Conceptual Development Plan and the Final Development Plan are presented on the same sheets and defined as the CDP/FDP in Proffer 1, it shall be understood that the proffered elements of the CDP are limited to: (a) the maximum gross floor area and maximum number of dwelling units as set forth on the CDP/FDP, (b) the general location and arrangement, minimum setbacks, and maximum building heights of the buildings on the Property as shown on the CDP/FDP, (c) the general location of the points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property, and (d) the minimum amount of open space (collectively, the "CDP Elements"). The Applicant reserves the right to request approval from the Fairfax County Planning Commission of a Final Development Plan Amendment ("FDPA") pursuant to Section 16-402 of the Zoning Ordinance for elements other than the CDP Elements, provided such FDPA is in substantial conformance with these Proffers.
3. Minor Modifications. Minor modifications to the CDP/FDP shall be permitted pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance when necessitated by sound engineering or when necessary as part of final site design or engineering. Such modifications shall be permitted, provided: (a) the maximum gross floor area and maximum number of dwelling units are not increased, (b) the maximum building heights are not increased beyond the heights identified on Sheet 2 of the CDP/FDP and Proffer 7; (c) the minimum setbacks for the buildings are not decreased beyond the setbacks identified on Sheet 6 of the CDP/FDP; (d) the

minimum amount of open space identified on Sheet 2 of the CDP/FDP is not reduced, and (e) the development otherwise is in substantial conformance with these Proffers and the CDP/FDP.

4. Proposed Development. The Applicant shall be permitted to develop the Property with up to 500,000 square feet of gross floor area of development consisting of up to 460 multi-family residential units (the "Proposed Development").

5. Future Applications. Any portion of the Property may be the subject of a Conceptual Development Plan Amendment ("CDPA"), FDPA, Proffered Condition Amendment ("PCA"), Rezoning, Special Exception ("SE"), Special Exception Amendment ("SEA"), Comprehensive Sign Plan, Special Permit ("SP"), Variance or other zoning action without the joinder and/or consent of the owner(s) of the other land area(s), provided that such application complies with Paragraph 6 of Section 18-204 of the Zoning Ordinance and Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that is not the subject of such an application shall remain in full force and effect.

BUILDING DESIGN

6. Architecture. The character of the architectural design of the buildings shall be in general conformance with the conceptual architectural elevations shown on Sheets 19 and 20 of the CDP/FDP. Exterior building materials for the buildings shall be selected by the Applicant from among the following: brick, masonry/stone, aluminum, steel, glass, cementitious paneling and siding, aluminum/vinyl windows, architectural pre-cast concrete headers, sills, and trim details, provided that final architectural details, roofs and accents may include other materials. Bay windows, balconies, awnings, and other architectural features may be provided along any façade of the residential buildings and may extend beyond the building footprints shown on the CDP/FDP, provided any such features along the Dulles Technology Drive/McNair Farms Drive side of the buildings do not extend into or over a four (4) foot setback from the area identified as "Proposed Right-of-Way Dedication" on Sheet 11 of the CDP/FDP with the exception that architectural features higher than twenty (20) feet above grade are not subject to this setback. In the event the Applicant develops the residential buildings separately, rather than concurrently, the architectural design of the second residential building shall be generally consistent with, and complementary to, the character of the architectural design of the first residential building constructed on the Property. The Applicant reserves the right to adjust or modify the architectural design as part of final architectural design and engineering without requiring approval of a PCA, CDPA, or FDPA, provided: (a) the maximum building height shown on Sheet 2 of the CDP/FDP is not increased, (b) the minimum open space shown on Sheet 2 of the CDP/FDP is not decreased, and (c) the general quality and character of the architectural design remain in general conformance with those shown on Sheets 19 and 20 of the CDP/FDP. The Applicant shall provide landscaping, architectural treatment, or other features that serve as a visual screen between the lowest level interior face of each parking garage and the courtyard area between the parking garages generally consistent with the images shown on Sheets 16 and 20 of the CDP/FDP.

7. Building Height. The building height for the Proposed Development shall not exceed the maximum height identified on Sheet 2 of the CDP/FDP. Building height shall be measured in

accordance with the provisions of the Zoning Ordinance and shall be exclusive of those accessory structures that are excluded from the maximum building height as set forth in Section 2-506 of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing the Proposed Development to a lesser building height than the maximum building height shown on the CDP/FDP, provided each building retains a comparable urban form to that shown on the CDP/FDP.

8. Universal Design. The Applicant shall provide a minimum of one percent (1%) of the total number of dwelling units constructed on the Property with universal design features that may include, but shall not be limited to, the following:

- i. At least one accessible route that connects all spaces and elements that are part of the unit as defined by ANSI;
- ii. User passage doorways with a minimum width of 32 inches;
- iii. Threshold beveled changes between ¼ and ½ inch maximum;
- iv. Compliance of lighting controls, electrical switches and receptacle outlets, environmental controls and user controls for security and intercom systems with clear floor spaces and heights as defined by ANSI;
- v. Reinforcement for furniture installation of bath fixtures by ANSI; and
- vi. Levered knobs throughout the unit.

9. Rooftop Telecommunications Equipment and Mechanical Units. Telecommunications equipment, mechanical units, and all appurtenant facilities may be placed on the rooftop of the Proposed Development, shall comply with the applicable requirements of the Zoning Ordinance, and shall be screened and/or set back sufficiently from the perimeter of the roof so that such equipment and facilities generally are not visible when viewed at street level across Dulles Technology Drive/McNair Farms Drive from the Property. Antennae mounted on the building sides shall be designed to be a part of the architectural treatment of the building and painted to match the building.

10. Sustainable Design. In order to promote energy conservation and green building techniques, the Applicant shall select one or more of the following sustainable design programs to be implemented as part of the Proposed Development. As part of the first site plan submission for the portion(s) of the Proposed Development for which a particular certification will be sought, the Applicant will inform the Environment and Development Review Branch (“EDRB”) of the Department of Planning & Zoning (“DPZ”) of its choice(s) for sustainable design.

- A. NGBS. If the Applicant selects the Home Innovations Research Lab’s 2012 National Green Building Standard (“NGBS”), then the Applicant shall seek NGBS certification using either the ENERGY STAR® Qualified Homes Path for energy performance as demonstrated through documentation submitted to the

Department of Public Works & Environmental Services (“DPWES”) and the EDRB from a home energy rater and/or an NGBS Verifier certified through the Home Innovations Research Lab. Documentation demonstrating certification under the NGBS rating system in accordance with this Proffer shall be submitted to DPWES and the EDRB prior to the issuance of the first Residential Use Permit (“RUP”) for each building for which such certification is sought.

- B. LEED for Homes. If the Applicant selects the U.S. Green Building Council (“USGBC”) Leadership in Energy and Environmental Design (“LEED”) for Homes (“LEED for Homes”) rating system, then the Applicant shall pursue LEED certification under the most recent version of the LEED for Homes rating system, or other applicable LEED rating system as determined in consultation with the EDRB, in effect at the time the Applicant registers the project with the USGBC.
- i. Project Checklist. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits that the Applicant anticipates attaining for the Proposed Development (or portion thereof) under the applicable LEED for Homes rating system. A professional engineer or licensed architect will provide certification statements at both the time of building plan review for the building(s) for which certification is sought confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.
 - ii. LEED-AP. The Applicant will include a LEED accredited professional (“LEED-AP”) as a member of the design team. The LEED-AP shall also be a professional engineer or licensed architect, and will work with the design team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED certification. At the time of site plan submission, the Applicant will provide documentation to the EDRB demonstrating compliance with the commitment to engage such a professional.
 - iii. Green Building Escrow. Prior to building plan approval, the Applicant shall post, for the applicable building(s), 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 Public Facilities Manual, in the amount of eighty percent (80%) of the gross square footage for each such residential building multiplied by \$2 per square foot. This escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED certification by the USGBC under the applicable version of the LEED for Homes rating system. The provision to the EDRB of documentation from the USGBC that such building has attained LEED certification will be sufficient to satisfy this commitment. If the Applicant fails to provide documentation to the EDRB demonstrating attainment of LEED certification within three (3)

years of issuance of the final RUP for such building, the Green Building Escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implement of County environmental initiatives.

- iv. Release of Green Building Escrow. The Green Building Escrow for each building, as applicable, shall be released in accordance with the following:
 - a. If the Applicant provides to the EDRB, within three (3) years of the issuance of the final RUP for the applicable residential building(s), documentation demonstrating that LEED certification has been attained, the entirety of the Green Building Escrow for such building(s) shall be released to the Applicant.
 - b. If the Applicant provides to the EDRB, within three (3) years of the issuance of the final RUP for the applicable residential building(s), documentation demonstrating that LEED certification has not been attained for such building(s) but that the USGBC has determined that such building(s) fall(s) within three points of attainment of LEED certification, then fifty percent (50%) of the Green Building Escrow for such building(s) will be released to the Applicant and the other fifty percent (50%) will be released to Fairfax County to be posted to a fund within the County budget supporting the implementation of County environmental initiatives.
 - c. If the Applicant fails to provide to the EDRB, within three (3) years of the issuance of the final RUP for the applicable residential building(s), documentation demonstrating that such building(s) has/have fallen short of LEED certification by three or fewer points, the entirety of the Green Building Escrow for such building(s) will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives.
 - v. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame shall until such time as evidence is obtained, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.
- C. EarthCraft. If the Applicant selects EarthCraft, then the Applicant shall provide documentation to DPWES and DPZ demonstrating certification under the EarthCraft Program in accordance with this Proffer prior to the issuance of the first RUP for each building for which such certification is sought.

12. Lighting. All on-site outdoor and parking garage lighting provided with the Proposed Development shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance.

AFFORDABLE HOUSING

13. Affordable Dwelling Units. Unless otherwise exempt pursuant to Part 8 of Article 2 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant shall provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance.

14. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 13, the Applicant also shall provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs") administered as set forth in the "Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines" adopted on October 15, 2007, in effect as of the approval date of this Application (the "Policy Guidelines"), such that a minimum of twelve percent (12%) of the total number of residential units constructed as part of the Proposed Development are sold/rented as either ADUs or WDUs. Such WDUs shall be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of required ADUs and WDUs does not exceed twelve percent (12%) of the total number of residential units constructed as part of the Proposed Development. When the required number of WDUs results in a fractional unit less than 0.5, the number shall be rounded down to the next whole number. When the required number of WDUs results in a fractional unit equal to or greater than 0.5, the number shall be rounded up to the next whole number. Notwithstanding Sections 7.G and 8.E of the Policy Guidelines, for a period of five years commencing upon the issuance of the first RUP for the Proposed Development, the Applicant shall provide one-half of any WDUs required under this proffer priced to serve households with an income of up to eighty percent (80%) of the Area Median Income for the Washington Standard Metropolitan Statistical Area ("AMI") and one-half of any WDUs required under this proffer priced to serve households with an income of up to one hundred percent (100%) of AMI. Upon the expiration of such five-year period, the Applicant shall be permitted to provide any WDUs required under this proffer in three (3) evenly distributed income tiers of up to eighty percent (80%) of AMI, one hundred percent (100%) of AMI, and one hundred twenty percent (120%) of AMI in accordance with Sections 7.G and 8.E of the Policy Guidelines.

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 following approval of this Application without the need for a PCA. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors 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 this proffer shall become null and void. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

15. Parking for Affordable/Workforce Dwelling Units. The Applicant shall provide a minimum of one (1) designated parking space for each of the ADUs/WDUs within the Proposed Development at no cost to the purchasers/lessees of the ADUs/WDUs.

LANDSCAPING, OPEN SPACE, AND RECREATION

16. Landscape Plan. The Applicant shall implement the landscape design for the Proposed Development shown on Sheets 11 and 12 of the CDP/FDP (the “Conceptual Landscape Plan”), which illustrate the plantings and other features to be provided with the Proposed Development, including streetscapes, plazas, and park area. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided such modifications provide a similar quality and quantity of landscape plantings and materials as shown on the Conceptual Landscape Plan. The Applicant shall install the final landscaping for each building as shown on the approved site plan prior to issuance of the first RUP for such building(s).

- A. Native, Non-Invasive Species. The Applicant shall use principally native and only non-invasive species (meaning the Applicant shall not use any plant species identified in the 2014 Virginia Invasive Plant Species List published by the Virginia Department of Conversation and Recreation) for plantings and landscaping materials throughout the Proposed Development, provided that the Applicant reserves the right, in consultation with and approval by the Urban Forest Management Division of DPWES (“UFMD”), to modify as part of site plan approval the exact species to be used, such as where some plant materials are not available or have been deemed by UFMD to no longer be appropriate.
- B. Site Plan(s). As part of the initial site plan submission for each building within the Proposed Development, the Applicant shall submit to UFMD for review and approval a detailed landscape and tree cover plan (the “Landscape Plan”) for such building(s), which shall include, among other things:
 - i. Irrigation information;
 - ii. Design details for tree wells or grates and other similar planting areas above structures and along streets;
 - iii. Composition of the planting materials (and any structural soils, which, although not preferred, may be used if necessary) used for street trees or where plantings are to be located within or on top of structures and other methods to be used to ensure the viability of the proposed plantings; and
 - iv. Information demonstrating that the Landscape Plans are consistent with and are part of the implementation of the SWM Facilities defined below.
- C. Planting Quality. Each Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on the Conceptual Landscape Plan, as may be modified by the Applicant as described above, and may include the use of additional shade trees and other plant materials as determined by the Applicant.

The Applicant may adjust the type and location of vegetation and the design of the open spaces, courtyard areas and streetscape improvements and plantings as approved by the Zoning Evaluation Division ("ZED") of DPZ and UFMD, provided such adjustments otherwise are in substantial conformance with the CDP/FDP.

- D. Pre-Installation Meeting. Prior to the installation of plants to meet the requirements of the approved Landscape Plan and these Proffers, the Applicant shall coordinate a pre-installation meeting on site with the landscape contractor and a representative of UFMD to review the landscape requirements of the approved Landscape Plan. Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions of species specified on the approved Landscape Plan shall be reviewed at this time and must be approved by UFMD prior to planting. The installation of plants not specified on the approved Landscape Plan and not previously approved by UFMD may require the submission of a revision to the approved Landscape Plan or removal and replacement with the approved plants prior to bond release. The Applicant shall provide notice to UFMD not less than 72 hours prior to the Applicant's implementation of the tree planting.

- E. Fire Marshal Coordination. The Applicant has coordinated with the Fire Marshal regarding the site design and layout of the Proposed Development and the Fire Management Plan shown on Sheet 24 of the CDP/FDP. Notwithstanding such coordination, however, if it is determined during site plan review that elements of the streetscape improvements, plantings, tree preservation areas, and/or open space designs conflict with subsequent comments from the Fire Marshal, the Applicant shall be permitted to relocate, remove, or modify such conflicting elements in response to the Fire Marshal's comments without the need for a PCA, CDPA, or FDPA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, DPZ, the Fairfax County Department of Transportation ("FCDOT"), and UFMD, (ii) with the intent to provide the streetscape improvements, plantings, tree preservation areas, and open space designs shown on the CDP/FDP to the extent possible given the Fire Marshal's comments, and (iii) the overall tree canopy shown on the CDP/FDP is not reduced.

17. Planting Width Details. The Applicant shall install street trees with tree species and planting sites consistent with the Conceptual Landscape Plan, as may be modified by the Applicant in accordance with Proffer 16 above. Where minimum planting widths of eight (8) feet cannot be provided, the Applicant shall provide details for alternative measures showing how the proposed planting spaces will provide for normal tree growth and performance by using structural cell technology, or other measures acceptable to UFMD, to satisfy the following specifications for all planting sites:

- A. A minimum of four (4) feet open surface width and sixteen (16) square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;

- B. A minimum rooting area of eight (8) feet in width, which may be achieved with techniques to provide non-compacted soil below hardscape areas, with no barrier to root growth within four (4) feet of the base of the tree;
- C. Soil volume for Category III and Category IV trees shall be a minimum of 700 cubic feet for single trees. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet shall be provided. For three (3) or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. 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 as specified in the planting notes to be included in all site plans submissions.

18. Tree Survey and Preservation Plan. As part of site plan approval for the Proposed Development, the Applicant shall demonstrate that the Proposed Development will meet the tree preservation requirements of this Proffer.

- A. Preservation of Existing Trees. The Applicant shall implement tree preservation measures for the Proposed Development generally in accordance with the preliminary tree preservation plan and narrative shown on Sheets 13 and 14 of the CDP/FDP (the "Preliminary Tree Preservation Plan"). The Preliminary Tree Preservation Plan is conceptual in nature and may be modified by the Applicant in consultation with UFMD at the time of site plan. As part of the first site plan submission for the Proposed Development, the Applicant shall submit a detailed tree preservation plan (the "Tree Preservation Plan") prepared by a professional with experience in the preparation of tree preservation plans, such as a Certified Arborist or a Registered Consulting Arborist, which shall be subject to the review and approval of UFMD.

The Tree Preservation Plan shall consist of a tree survey that identifies the general 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-site and off-site trees, living or dead, with trunks twelve (12) inches in diameter and greater located within 25 feet to either side of the limits of clearing and grading shown on the CDP/FDP. 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 CDP/FDP, and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

- B. Tree Preservation Walk-Through. The Applicant shall retain the services of a Certified Arborist 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 Registered Consulting Arborist shall walk the limits of clearing and grading with a representative of UFMD to determine where adjustments to the clearing limits can be made, if any, to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustments, if any, shall be memorialized in writing and implemented by the Applicant. 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 using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.
- C. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these Proffers and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by the Applicant and UFMD. A replanting plan shall be developed and implemented, subject to approval by UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities. Alteration of the limits of clearing and grading due to the circumstances described above shall not require the approval of a PCA, CDPA, or FDPA.
- D. Tree Preservation Fencing. All trees shown to be preserved on the Tree Preservation Plan shall be protected by tree protection fencing. Tree protection fencing may be 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 Phase I & II erosion and sediment control sheets, as may be modified in accordance with Proffer 18.E below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the supervision of a Certified Arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three business days prior to commencement of any clearing or grading activities, but subsequent to the installation of the tree

protection devices, the Applicant shall provide UFMD notice and the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the tree preservation fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFMD.

E. 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 submitted site plan. The details for these treatments shall be reviewed and approved by UFMD and 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.
- Root pruning shall be conducted under the supervision of a Certified Arborist.
- A UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.

F. Site Monitoring. During any clearing or tree/vegetation removal on the Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted in accordance with these Proffers and as approved by UFMD. The Applicant shall retain the services of a Certified Arborist or Registered Consulting Arborist to monitor all construction work adjacent to any vegetation to be preserved 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 Tree Preservation Plan, and reviewed and approved by UFMD.

G. Reforestation Planting. The Property is subject to an approved Resource Protection Area (“RPA”) delineation (5574-RPA-02-1), which is shown on Sheet 6 of the CDP/FDP, and an approved RPA waiver/exemption and water quality impact assessment (5574-WQ-001-1), which identifies certain reforestation planting for the Property. At the time of the first site plan submission for the Proposed Development, the Applicant shall provide to UFMD for review and approval a reforestation plan for the supplemental plantings within the areas identified as “Tree Preservation” and/or “Possible Reforestation Area” on Sheet 13 of the CDP/FDP, which shall include the following information:

- Plant list detailing species, sizes, and stock type of trees and other vegetation and seed mixtures to be planted.
- Soil treatments and amendments, to include tillage outside of the critical root zones of trees to be preserved.
- Methods to reduce deer browse.

- Methods to reduce weed competition.
- Temporary protective methods to help survivability of plantings (if necessary)
- Mulching specifications.
- Details and methods of installation.
- Maintenance activities (such as weeding and watering).
- Mortality threshold.
- Monitoring and replacement schedule.

The Applicant will provide the supplemental plantings as seedlings and such supplemental plantings shall generally consist of the following as identified in the approved water quality impact assessment (5574-WQ-001-1): (i) 71 over story trees, (ii) 146 under story trees, and (iii) 395 shrubs. In the area of the supplemental plantings, the soil throughout the area shall be amended with three (3) to six (6) inches of organic matter and thoroughly tilled to a depth of twelve (12) inches before planting. Tree seedlings and shrubs shall be planted in contiguous mulched beds. The mulched bed shall consist of a minimum of two (2) inches of organic mulch that shall be placed on the topsoil layer at final grade. Plant stock, seedlings, and shrubs shall be planted with four (4) foot tall tubes or other means necessary to protect from deer browsing.

The Applicant shall provide the supplemental plantings prior to the issuance of the first RUP for the Proposed Development. The Applicant shall post a conservation deposit for the tree and shrub plantings with the Department of Public Works & Environmental Services in accordance with applicable County conservation deposit requirements. The tree seedlings and shrubs must be well established prior to release of the conservation deposit, which shall be held by the County for a minimum of two (2) years after the initial installation of the plantings.

H. On-Site Invasive Species Management Plan. At the time of the first site plan submission for the Proposed Development, the Applicant shall provide to UFMD for review and approval an invasive species management plan for the areas within the Property identified as “Tree Preservation” on Sheet 13 of the CDP/FDP to include the following information:

- Identify targeted species to be suppressed or managed.
- Identify targeted area of invasive management or suppression.
- Method of management or suppression.
- Timing of treatments.
- Quarterly monitoring reports to UFMD.
- Duration of invasive management program.

19. Streetscape. Subject to the approval of the Virginia Department of Transportation (“VDOT”), the Applicant shall provide streetscape improvements and plantings along the Property’s frontage on Dulles Technology Drive/McNair Farms Drive as conceptually illustrated on Sheets 11 and 15 of the CDP/FDP. If requested by FCDOT and/or VDOT prior to site plan

approval, the Applicant shall enter into a maintenance agreement with FCDOT and/or VDOT, as applicable, for the maintenance, by the Applicant, of any streetscape elements required under these Proffers and located within public right-of-way abutting the Property. As part of any such maintenance agreement, the Applicant shall be responsible for maintaining the sidewalk and street trees, keeping the walking surface in good repair, and removing snow as necessary. The Applicant may adjust the type and location of vegetation and the design of the open spaces, courtyard areas and streetscape improvements and plantings as approved by ZED and UFMD, provided such adjustments otherwise are in substantial conformance with the CDP/FDP. The Applicant shall install the portion of the streetscape improvements and plantings along the frontage of the Property adjacent to each residential building prior to the issuance of the first RUP for such residential building.

20. Great Lawn/Plaza and Linear Open Space. The Applicant shall provide public outdoor open spaces and recreational facilities/amenities within the Property as follows:

- A. Great Lawn/Plaza. The Applicant shall provide a public outdoor space (the "Great Lawn/Plaza") as part of the Proposed Development generally in the location and configuration shown on Sheets 11 and 16 of the CDP/FDP. The Great Lawn/Plaza shall include features for passive and active recreation, including but not limited to: (i) a lawn area, (ii) hardscape/pavers and landscape areas, (iii) outdoor furniture and benches/seating areas oriented toward the residential buildings, (iv) pedestrian-scaled café lighting to activate the space at night, (v) a bicycle repair station, and (vi) a naturally-themed play area with boulders usable for play and seating, and similar amenities as conceptually shown on Sheet 16 of the CDP/FDP. The Applicant shall provide such features with the intent to create a sense of place and a public gathering area to serve as an amenity for the Proposed Development and the local community. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Great Lawn/Plaza as approved by ZED and UFMD, provided the general character and quality of the Great Lawn/Plaza are consistent with Sheets 11 and 16 of the CDP/FDP. The Applicant shall install the Great Lawn/Plaza prior to the issuance of the first RUP for the second residential building to be constructed as part of the Proposed Development.
- B. Linear Open Space. The Applicant shall provide a public outdoor linear open space (the "Linear Open Space") as part of the Proposed Development generally in the location and configuration shown on Sheets 9 and 11 of the CDP/FDP. The Applicant shall provide the Linear Open Space with the intent to create a passive recreation area to serve as an amenity for the Proposed Development and the local community. Subject to any applicable approval(s) by Fairfax County, the Applicant shall install an asphalt multi-use trail within the Linear Open Space as shown on Sheet 9 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Linear Open Space as approved by ZED and UFMD, provided the general character and quality of the Linear Open Space are consistent with Sheets 9 and 11 of the CDP/FDP. The Applicant shall install the trail within the Linear Open Space prior to the issuance of the first RUP for the first residential building

to be constructed as part of the Proposed Development. The Applicant shall install the remaining elements of the Linear Open Space prior to the issuance of the first RUP for the second residential building to be constructed as part of the Proposed Development.

- C. Public Access. As part of site plan approval for the Proposed Development, the Applicant shall grant a public access easement and an emergency vehicle access easement for the approximately 4.67 acre area comprising the Great Lawn/Plaza and Linear Open Space to Fairfax County as shown on Sheet 9 of the CDP/FDP. The public access easement shall provide that the Great Lawn/Plaza and Linear Open Space shall, at a minimum, be open to the general public from sunrise to sunset, provided that the Applicant reserves the right to: (i) establish reasonable rules and regulations governing the use of the Great Lawn/Plaza and Linear Open Space, (ii) temporarily limit access to the Great Lawn/Plaza and Linear Open Space for reasonable periods of time for purposes of construction and/or maintenance, and (iii) temporary limit access to the Great Lawn/Plaza as may be necessary to host programmed quasi-public community-oriented events. During any such period when the Applicant temporarily limits access to the Great Lawn/Plaza, the Applicant shall maintain public access to the other areas within the Linear Open Space.

21. Courtyard Areas. The Applicant shall provide private outdoor courtyard spaces as part of the Proposed Development generally in the location and configuration shown on Sheets 15, 17, and 18 of the CDP/FDP. The courtyards shall include features for passive and active recreation such as, but not limited to, lawn areas, hardscape and landscape areas, outdoor furniture, benches/seating areas, pedestrian-scaled lighting, a swimming pool, an outdoor kitchen/grill area, fire pit, and/or similar amenities as conceptually shown on Sheets 15, 17, 18 of the CDP/FDP. The Applicant shall provide such features with the intent to create private outdoor recreation areas to serve the residents of the Proposed Development. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the courtyards as approved by ZED and UFMD, provided the general character and quality of the courtyards are consistent with Sheets 15, 17, and 18 of the CDP/FDP. The Applicant shall install the courtyard(s) associated with each residential building prior to the issuance of the first RUP for such residential building. Subject to the approval of the Fire Marshal, the Applicant shall provide an off-leash dog area for residents of the Proposed Development and their pets in the general location shown on Sheet 16 of the CDP/FDP. Such area shall: (i) be fenced in a manner acceptable to the Fire Marshal, (ii) be surfaced in synthetic turf or equivalent, (iii) include water service for pets and maintenance, (iv) include drainage control measures to prevent dog waste from running off into the Resource Protection Area. The Applicant shall install the off-leash dog area prior to the first RUP for the adjacent residential building.

22. Utility Locations. Utilities, including, but not limited to, water, electric, gas, cable, telephone, sanitary sewer and storm sewer lines, as applicable, shall be installed within the street network to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the streetscape improvements, plantings, tree preservation areas, and open space areas shown on the CDP/FDP. If there is no other option, utilities may be placed within the streetscape improvements, plantings, tree preservation areas, and open space

areas, provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume, as determined by UFMD. The Applicant shall be permitted to relocate, remove, or modify the streetscape improvements, plantings, tree preservation areas, and/or open space areas to avoid conflicts with utilities without the need for a PCA, CDPA, or FDPA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, UFMD and DPWES, (ii) with the intent to provide the streetscape improvements, plantings, tree preservation areas, and open space areas shown on the CDP/FDP to the extent possible given the utility needs, and (iii) the overall tree canopy and quality of streetscape improvements shown on the CDP/FDP is not reduced.

23. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Planning Commission in accordance with Section 12-210 of the Zoning Ordinance. The Applicant shall provide wayfinding signage on the Property that identifies the location of, and directs pedestrians to, the publicly accessible trail and park areas on the Property, including the Great Lawn/Plaza and the Linear Open Space areas, and the trails and park area on the adjacent Arrowbrook Park property.

24. Private Amenities and Recreation Facilities for Residents. Pursuant to Paragraph 2 of Section 6-409 of the Zoning Ordinance, the Applicant shall provide on-site recreational facilities for the future residents of the Property and shall expend a minimum of \$1,800.00 per non-ADU residential unit on such recreational facilities. In the event the total cost of recreational facilities constructed on the Property is demonstrated to be less than \$1,800.00 per non-ADU unit, the Applicant shall contribute the balance of any funds not expended for on-site recreational facilities to the Fairfax County Park Authority ("FCPA") prior to bond release for the Proposed Development for the provision of recreational facilities in the vicinity of the Property.

PARKING

25. Parking and Future Parking Reductions. Parking for the Proposed Development shall be provided in accordance with the parking requirements of Article 11 of the Zoning Ordinance, as determined by DPWES. The Applicant reserves the right to pursue a parking reduction for the Proposed Development, as may be permitted by Article 11 of the Zoning Ordinance and approved by the Board of Supervisors.

26. Electric Vehicle Charging Facilities. The Applicant shall provide a minimum of one (1) recharging station that serves two (2) parking spaces for electric cars within each parking garage on the Property. The Applicant may also provide space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the parking garages on the Property. "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.

TRANSPORTATION IMPROVEMENTS

27. Bicycle Parking. The Applicant shall install bicycle racks, bike lockers, and/or bike storage areas in the Proposed Development ("Bicycle Parking"). The Bicycle Parking shall

include a minimum of one (1) long-term bicycle parking space for every three (3) residential units, or portion thereof, and one (1) short-term bicycle parking space for every 50 residential units, or portion thereof. Specific locations for the Bicycle Parking shall be determined as part of the first site plan approval for the Proposed Development and in consultation with FCDOT and will be consistent with the Fairfax County Bicycle Master Plan. The Applicant shall provide a portion of the Bicycle Parking under cover or in bike storage areas within the residential buildings or parking garages. The Applicant shall install the Bicycle Parking for each building prior to the issuance of the first RUP for such building as shown on the approved site plan.

28. Right-of-Way Dedication. As part of the first site plan approval for the Proposed Development, the Applicant shall dedicate in fee simple the right-of-way (the "On-Site Right-of-Way") to accommodate a four-lane section of Dulles Technology Drive and the McNair Farms Drive Extension, as shown as the "Proposed Right-of-Way Dedication" on Sheet 11 of the CDP/FDP, to the Board of Supervisors for public street purposes. The On-Site Right-of-Way shall include the area of the landscape amenity panel and sidewalk as shown on Sheets 11 and 15 of the CDP/FDP, subject to the following:

- A. If FCDOT or VDOT determine prior to the first site plan approval for the Proposed Development that the County or VDOT, as applicable, cannot accept the full On-Site Right-of-Way due to the proposed stormwater management facilities, electric vaults, or other similar facilities to be located beneath the landscape amenity panel and sidewalk area, then the Applicant, in lieu of dedicating the full On-Site Right-of-Way, shall dedicate in fee simple the right-of-way (the "Partial On-Site Right-of-Way") to accommodate a four-lane section of Dulles Technology Drive and the McNair Farms Drive extension, as shown as the "Proposed Right-of-Way Dedication" on Sheet 11 of the CDP/FDP, except that such dedication shall not include the landscape amenity panel and sidewalk area, to the Board of Supervisors for public street purposes. In such event, the Applicant shall be released from the obligation to dedicate the full On-Site Right-of-Way and shall grant to the County a public access easement for the landscape amenity panel and sidewalk area in a form acceptable to the Office of the County Attorney.
- B. If FCDOT or VDOT cannot determine prior to the first site plan approval for the Proposed Development whether the County or VDOT, as applicable, can accept the full On-Site Right-of-Way due to the proposed stormwater management facilities, electric vaults, or other similar facilities to be located beneath the landscape amenity panel and sidewalk area, then the Applicant, in lieu of dedicating the full On-Site Right-of-Way, shall dedicate in fee simple the Partial On-Site Right-of-Way to the Board of Supervisors for public street purposes and shall grant to the County a reservation for future dedication of the landscape amenity panel and sidewalk area to the extent of the full On-Site Right-of-Way. In addition, the Applicant shall grant to the County prior to the first site plan approval for the Proposed Development, a public access easement for the landscape amenity panel and sidewalk area in a form acceptable to the Office of the County Attorney. If at any time after the first site plan approval for the Proposed Development, VDOT determines that it can accept the landscape

amenity panel and sidewalk area, the Applicant shall dedicate the landscape amenity panel and sidewalk area to the full extent of the On-Site Right-of-Way to the Board of Supervisors. At such time, the Applicant shall vacate the public access easement for the landscape amenity panel and sidewalk area.

29. Dulles Technology Drive/McNair Farms Drive Extension. Subject to VDOT approval, the Applicant shall construct a two-lane section of Dulles Technology Drive and the McNair Farms Drive extension across the frontage of the Property generally as shown on Sheets 6 and 7 of the CDP/FDP (the "On-Site Dulles Technology Drive/McNair Farms Drive Extension"). Such two-lane section of the On-Site Dulles Technology Drive/McNair Farms Drive Extension shall include one through lane in each direction and an eastbound on-road bike lane generally as shown on Sheets 6 and 7 of the CDP/FDP. The Applicant shall complete construction of the On-Site Dulles Technology Drive/McNair Farms Drive Extension (meaning the roadway is open to traffic but not necessarily accepted for maintenance by VDOT) prior to the issuance of the first RUP for the Proposed Development.

30. Off-Site McNair Farms Drive Extension. Subject to VDOT approval and the dedication by the Fairfax County Park Authority of the necessary right-of-way, along with any necessary construction, drainage, and maintenance-related easements located outside of the right-of-way (the "FCPA Right-of-Way"), the Applicant shall construct a four-lane section of the McNair Farms Drive extension on the property identified on the 2015 Fairfax County Tax Map as 16-3 ((1)) 5D (the "FCPA Property") generally as shown on Sheet 31 of the CDP/FDP (the "Off-Site McNair Farms Drive Extension"). Such four-lane section of the Off-Site McNair Farms Drive Extension shall provide for the future striping by others of two eastbound lanes, two westbound lanes, an eastbound on-road bike lane, and a westbound on-road bike lane generally as shown on Sheet 35 of the CDP/FDP. The Applicant shall provide striping for two eastbound lanes, one westbound lane, and an interim turn lane generally as shown on Sheet 31 of the CDP/FDP. The Applicant shall complete construction of the Off-Site McNair Farms Drive Extension (meaning the roadway is open to traffic but not necessarily accepted for maintenance by VDOT) prior to the issuance of the first RUP for the Proposed Development. In the event the Fairfax County Park Authority does not dedicate the FCPA Right-of-Way to the Board of Supervisors within one hundred twenty (120) days of the Applicant's first site plan submission for the Proposed Development, the Applicant's obligation to complete the Off-Site McNair Farms Drive Extension under this Proffer 30 shall be deferred until such time as the FCPA Right-of-Way has been dedicated to the Board of Supervisors and the Applicant may proceed to obtain RUPs for the Proposed Development.

31. Southbound Centreville Road Turn Lane. Subject to VDOT approval, the Applicant shall construct the turn lane improvements and implement the lane restriping and median modifications as necessary to create a new right turn lane on southbound Centreville Road at the approach to westbound McNair Farms Drive extension generally as shown on Sheet 31 of the CDP/FDP. The Applicant shall construct such turn lane improvements and implement such lane restriping and median modifications prior to the issuance of the first RUP for the Proposed Development. In conjunction with the aforementioned improvements, the Applicant shall also complete such traffic signal equipment and timing modifications as may be required by VDOT to accommodate the new turn lane. In the event the Fairfax County Park Authority does not dedicate the FCPA Right-of-Way to the Board of Supervisors within one hundred twenty (120)

days of the Applicant's first site plan submission for the Proposed Development, the Applicant's obligation to complete such turn lane improvements and implement such lane restriping and median modifications under this Proffer 31 shall be deferred until such time as the FCPA Right-of-Way has been dedicated to the Board of Supervisors and the Applicant may proceed to obtain RUPs for the Proposed Development.

32. Northbound Centreville Road Turn Lane. Subject to VDOT approval, the Applicant shall construct the turn lane improvements and implement the lane restriping and median modifications as necessary to create a new left turn lane on northbound Centreville Road at the approach to westbound McNair Farms Drive extension generally as shown on Sheet 31 of the CDP/FDP. The Applicant shall construct such turn lane improvements and implement such lane restriping and median modifications prior to the issuance of the first RUP for the Proposed Development. In conjunction with the aforementioned improvements, the Applicant shall also complete such traffic signal equipment and timing modifications as may be required by VDOT to accommodate the new turn lane.

33. McNair Farms Drive Extension/Dulles Technology Drive Intersection. The Applicant shall submit to FCDOT and VDOT traffic signal warrant studies for the intersection of Dulles Technology Drive and the McNair Farms Drive extension in accordance with the following schedule:

- A. No earlier than six (6) months and no later than twelve (12) months after the issuance of the first RUP for the first new residential building on the Property.
- B. No earlier than six (6) months and no later than twelve (12) months after the issuance of the first RUP for the second new residential building on the Property.

In the event such traffic signal is not deemed warranted by VDOT after the first traffic signal warrant study, the Applicant shall complete a second traffic signal warrant study in accordance with the schedule above. In the event such traffic signal is not deemed warranted by VDOT after the second traffic signal warrant study, the Applicant shall contribute to the County its pro rata share of the costs associated with the future design and installation of such traffic signal by others based on its average daily traffic relative to the sum of the daily traffic on each approach of the intersection and shall have no further obligation under this Proffer 33. In the event the first or second traffic signal analysis concludes, and VDOT concurs, that a traffic signal is warranted at this intersection, the Applicant shall design and install such traffic signal within 180 days from VDOT's approval of the installation of a traffic signal at this intersection. In such event, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors any rights-of-way and/or easements needed to facilitate the installation of the above traffic signal along the westernmost side of Centreville Road.

34. Pedestrian Crosswalks. The Applicant shall submit to VDOT a warrant study for the mid-block pedestrian crosswalks across Dulles Technology Drive and the McNair Farms Drive extension, shown as "Mid-Block Crossing Per VDOT Standards" on Sheet 9 of the CDP/FDP, no earlier than six (6) months and no later than twelve (12) months after the issuance of the first RUP for the second new residential building on the Property. In the event such mid-block crosswalk analysis concludes, and VDOT concurs, that any such mid-block crosswalk is

warranted at the locations shown on the CDP/FDP, the Applicant shall install such warranted crosswalk(s) within 180 days from VDOT's approval of the installation of such crosswalk(s). In the event any such mid-block crosswalk is not deemed warranted by VDOT, the Applicant shall be released from the obligations of this Proffer 34.

35. Dulles Technology Drive Bus Stop Pad. Subject to the approval of FCDOT and VDOT, the Applicant shall install a bus stop pad and concrete sidewalk (excluding any bus pull out) along Dulles Technology Drive on or near the Property (the "Bus Pad") in the general location shown as "Possible Bus Stop" on Sheet 6 of the CDP/FDP. The Applicant shall consult with FCDOT to determine the final location of the Bus Pad prior to the first site plan approval for the Proposed Development. The design and materials of the Bus Pad shall be of similar size and quality to those of a typical bus pad installed elsewhere in Fairfax County, as determined by FCDOT. Any adjustments to the location of the Bus Pad made by the Applicant in consultation with FCDOT shall not require approval of a PCA, CDPA, or FDPA. If the Bus Pad is located within the Property, the Applicant shall provide all easements necessary for the County to maintain the Bus Pad. The Applicant shall construct the Bus Pad prior to bond release for the Proposed Development. In the event the Applicant and FCDOT cannot agree upon a final location of the Bus Pad, then, in lieu of the Applicant constructing the Bus Pad, the Applicant shall provide a contribution of \$15,000 to the Board of Supervisors prior to bond release for the Proposed Development for the installation of a bus pad/shelter in the vicinity of the Property.

36. Route 28 Station South Transportation Fund. The Applicant shall make a one-time contribution of \$1,000 per residential unit to a fund established by the County for transportation improvements in the Route 28 Station South area. Such contribution shall be paid to the County on a per unit basis for the units constructed in each residential building in conjunction with the issuance of the first RUP for each residential building. The Applicant shall receive credit against the contributions referenced above for documented costs related to the design and construction of the McNair Farms Drive extension.

TRANSPORTATION DEMAND MANAGEMENT

37. Transportation Demand Management. This proffer sets forth the programmatic elements of a transportation demand management program (the "TDM Program") that shall be implemented by the Applicant, and/or its successors and assigns, which may include any Umbrella Owners Association ("UOA"), Homeowners Association ("HOA"), Condominium Owners Association ("COA"), Commercial Association ("CA"), or other association established for the Property, to reduce the vehicle trips generated by the Proposed Development during weekday peak hours in accordance with Fairfax County's TDM Guidelines dated January 1, 2013. The vehicle trip reduction goal for the Proposed Development prior to the opening of Phase 2 of the Silver Line west from the Wiehle-Reston East Metro Station to the Innovation Center Metro Station is twenty percent (20%). After the opening of Phase 2 of the Silver Line segment described above, the vehicle trip reduction goal shall be twenty-five percent (25%).

A. Definitions.

- i. Applicant Control Period. The "Applicant Control Period" is the period starting immediately following approval of this Application and ending on

the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the Proposed Development reaches Build Out show that vehicle trips generated by the residential units are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period, the Applicant may assign responsibility for the ongoing implementation of the TDM Program to a UOA/HOA/COA/CA, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant shall have no further obligations under this Proffer 37.

- ii. Build Out. For purposes of this Proffer, “Build Out” of the Proposed Development shall be deemed to occur upon eighty-five percent (85%) occupancy of the residential units, except as otherwise agreed to by the Applicant and FCDOT.
- iii. Peak Hours. For purposes of this Proffer, the relevant weekday “Peak Hours” shall be that 60-minute period during which the highest weekday volume of mainline trips occurs between 7:00 to 9:00 AM and 4:00 to 6:00 PM, as determined by mechanical traffic counts conducted at two select locations abutting the Property as approved in consultation with FCDOT. To determine the Peak Hour, such counts shall be collected beginning on a Monday at 24:00 hours and continuing to the following Thursday at 24:00 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant Peak Hours shall be defined in conjunction with each of the Trip Counts described below. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

B. Transportation Demand Management Work Plan. The proffered elements of the TDM Program will be more fully described in a Transportation Demand Management Work Plan (the “TDM Work Plan”). It is the intent of this Proffer 37 that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the 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 for the Proposed Development as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan, as coordinated with FCDOT, can be made without the need for a PCA, provided the TDM Work Plan continues to reflect the proffered elements of the TDM Program as set forth below.

C. Trip Reduction Goal. The objective of the TDM Program shall be to reduce the number of weekday peak hour vehicle trips generated by the Proposed Development in accordance with TDM Guidelines for Fairfax County dated January 1, 2013.

- i. Baseline Residential Trips. The baseline number of weekday peak hour vehicle trips for the residential units constructed on the Property (the “Baseline Trips”) against which the TDM Goal (as defined in subparagraph ii) will be measured shall be derived by using the trip generation rates/equations applicable to the residential units as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition, based on a total of 460 residential units. The product of the Baseline Trips multiplied by the TDM Goal shall be the “Maximum Residential Trips After Reduction.” For purposes of this calculation, the maximum number of residential units proposed to be constructed on the Property shall be 460, and shall be applied to the calculation described in the preceding sentence.
 - ii. TDM Goal. The TDM strategies shall be utilized to reduce the peak hour vehicular trips prior to the opening of Phase 2 of the Silver Line west from the Wiehle-Reston East Metro Station to the Innovation Center Metro Station by twenty percent (20%) and after the opening of Phase 2 of the Silver Line segment described above, the TDM strategies shall be utilized to reduce the peak hour vehicle trips by twenty-five percent (25%) (as applicable at each phase, the “TDM Goal”).
- D. TDM Strategies. The following list represents potential TDM strategies the Applicant may select and implement as part of the TDM Work Plan in order to meet the TDM Goal. It is the Applicant’s intent to identify a non-exclusive list of potential TDM strategies, which the Applicant may amend and supplement from time to time, subject to approval by FCDOT, without the need for a PCA. The TDM strategies are as follows:
- i. Property-wide TDM Program Management;
 - ii. Financial Incentives/Disincentives;
 - iii. Alternative Work Arrangements;
 - iv. Dissemination of Fairfax County/Regional Program Information;
 - v. Live-Work-Play Marketing;
 - vi. Bicycle Facilities;
 - vii. Regular TDM Monitoring and Reporting; and/or
 - viii. Parking Management.
- E. 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. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager (“TPM”) for the Property. The TPM shall be appointed by no later than sixty (60) days after the issuance of the first building permit for the first residential building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee, and the TPM duties shall include facilitating the use of bicycles by residents of the Proposed Development as a means of transportation throughout the Innovation Center Metro Station area. The Applicant shall notify FCDOT and the Dranesville District Supervisor in writing within ten (10) days of the appointment of the TPM. Thereafter, the Applicant or UOA/HOA/COA/CA, as applicable, shall continuously employ, or cause to be employed, a TPM for the Property, and shall notify FCDOT and the Dranesville District Supervisor in writing within ten (10) days of any change in such appointment.

- ii. Annual Report and Budget. If not already effectuated for the then-current calendar year, the TPM shall prepare and submit to FCDOT an initial TDM Work Plan and an initial TDM budget for one (1) calendar year of implementation of the TDM Work Plan (the “Annual Budget”) no later than 180 days after the issuance of the first building permit associated with the first new residential building on the Property. The TDM Work Plan shall include TDM strategies for the residential buildings for which a building permit has been issued by the County.

Every calendar year thereafter, but not later than April 1st, the TPM shall submit an annual report of the TDM Program (“Annual Report”), based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any changes that would affect the TDM Program. The Annual Report shall summarize the results of the TDM Program and may update the TDM Work Plan and the Annual Budget for the coming calendar year. The Annual Report shall include, at a minimum:

- a. Details as to the start-up/ongoing components of the TDM Program
- b. The estimated budget needed to implement the TDM program for the coming calendar year;
- c. A determination of the Maximum Trips After Reduction for the Property in accordance with the above; and
- d. Provision of the specific details associated with the monitoring and reporting requirements of the TDM program in accordance with the TDM Work Plan.

The initial TDM Work Plan and initial Annual Budget, and subsequently the Annual Reports, the Annual Budgets, and any changes to the TDM Work Plan, shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the TDM Work Plan, the Annual Report, and the Annual Budget shall be deemed approved and the program elements shall be implemented. If FCDOT responds with comments on the TDM Work Plan, the Annual Report, and/or the Annual Budget, then the TPM will meet 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 to FCDOT reasonable revisions to the TDM Work Plan, the Annual Report, and/or the Annual Budget as discussed and mutually agreed to with FCDOT, with such agreement not to be unreasonably withheld by the Applicant, the TPM or FCDOT, which shall be deemed approved. Thereafter, the TPM shall begin implementation of the approved TDM Program and fund the approved Annual Budget. Subsequent Annual Reports shall be subject to the same review and approval process as described in this Proffer for the initial submission.

- iii. TDM Account. If not previously established, the Applicant shall establish a separate interest bearing account with a financial institution qualified to do business in Virginia (the "TDM Account") within thirty (30) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for residential TDM purposes. The TDM Account shall be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable, through the TPM. 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 Annual Budget for the TDM Program elements to be implemented in each calendar year. 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 following the establishment of each year's Annual Budget and submission of the Annual Report. The TDM Account shall be managed by the TPM.

- iv. TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM shall establish a separate, interest bearing account (referred to as the "TDM Remedy Fund") with a financial institution qualified to do business in Virginia. Such funding of the TDM Remedy Fund shall be made one time at the rate of \$0.10 per gross square foot of the residential units to be constructed on the Property. Funding shall be provided by the Applicant for the TDM Remedy Fund prior to the issuance of the first RUP for the first residential building to be constructed

on the Property. The amount of the one-time funding for the TDM Remedy Fund shall escalate annually from the date of the approval of this Application in accordance with Proffer 42 below. 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 Annual Budget adjustments as may be required.

v. TDM Incentive Fund. The “TDM Incentive Fund” is an account into which the Applicant, through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees of the residential units within the Property. Such contributions shall be made one time at the rate of \$0.02 per gross square foot of new residential units constructed on the Property and provided prior to the issuance of the first RUP for each residential building. The amount of the one-time funding for the TDM Incentive Fund shall escalate annually from the date of the approval of this Application in accordance with Proffer 42 below. If funds remain after incentives are provided to initial purchasers/lessees, the Applicant shall continue to provide incentives until the fund is depleted.

vi. Monitoring. The TPM shall verify that the proffered TDM Goal for the Proposed Development is being met through the completion of surveys of the residents of the residential units (“Surveys”), vehicular trip counts of the residential units (“Trip Counts”), and/or other such methods as may be reviewed and approved by FCDOT. The results of such Surveys and Trip Counts shall be provided to FCDOT as part of the Annual Reports. Surveys and Trip Counts shall be conducted for the Proposed Development beginning with the first January after Build Out of the Proposed Development. Such Surveys shall be conducted every three (3) years and such Trip Counts shall be collected annually for the Proposed Development until the results of three (3) consecutive annual Trip Counts conducted upon Build Out of the Proposed Development show that the TDM Goal has been met. At such time as three (3) consecutive annual Trip Counts conducted upon Build Out show that the TDM Goal for the Proposed Development has been met, and notwithstanding Proffer 37.F below, Surveys and Trip Counts shall thereafter be provided for the Proposed Development every five (5) years. Any time during which Survey response rates do not reach twenty percent (20%), FCDOT may request additional surveys be conducted the following year. Notwithstanding the aforementioned, at any time prior to or after Build Out, FCDOT may suspend such Surveys and/or Trip Counts if conditions warrant such without the need for a PCA.

F. Evaluation and Remedies. The results of each Trip Count shall be compared to the Maximum Trips After Reduction to determine whether the TDM Goal is being met for the Proposed Development.

- i. Trip Counts. In the event three (3) consecutive Trip Counts conducted upon Build Out of the Proposed Development show that the vehicle trips generated by the residential units are equal to or less than the Maximum Trips After Reduction, then (a) the Applicant Control Period shall expire, (b) any funds remaining in the TDM Remedy Fund shall be released back to the Applicant, and (c) the TDM Program shall continue to be administered in accordance with Proffer 37.1. In the event a Trip Count conducted upon Build Out of the Proposed Development shows that the vehicle trips generated by the residential units exceed the Maximum Trips After Reduction, then the TPM shall meet and coordinate with FCDOT to review the results of the Trip Count and develop modifications to the TDM Work Plan and the Annual Budget to address the surplus of trips. The TPM shall submit any revisions to the TDM Work Plan and the Annual Budget to FCDOT within thirty (30) days of such meeting. If no written response is provided by FCDOT within sixty (60) days, the TPM's revisions to the TDM Work Plan and the Annual Budget shall be deemed approved. Following approval of the revised TDM Work Plan and Annual Budget, the TPM shall: (a) drawn down on the TDM Remedy Fund, as may be necessary, to fund additional/alternative TDM strategies under the updated TDM Work Plan, (b) increase the TDM Account with TDM Remedy Funds, as may be necessary, to cover any additional costs to implement the updated Annual Budget, and (c) implement the provisions of the updated TDM Work Plan as developed in consultation with FCDOT.

- ii. Remedy Expenditures. Remedial measures and additional/alternative TDM Strategies implemented in accordance with Proffer 37.F(i) above shall be funded by the TDM Remedy Fund based on the expenditure program that follows. There shall be no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the TDM Remedy Fund shall be released to the Applicant once three (3) consecutive Trip Counts conducted upon Build Out show that the Maximum Trips After Reduction have not been exceeded.

<u>Trip Goals Exceeded</u>	<u>Remedy Expenditure</u>
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

- G. Additional Trip Counts. After the expiration of the Applicant Control Period, if an Annual Report indicates that a change has occurred in the vehicle trip characteristics for the Proposed Development that reasonably calls into question whether the TDM Goal continues to be met, then FCDOT may require the TPM

to conduct additional Trip Counts (pursuant to the methodology set forth in the TDM Work Plan) within ninety (90) days to determine whether in fact such objectives are being met. If any such Trip 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 Work Plan to address the surplus of trips.

- H. Review of Trip Reduction Goals. At any time and concurrent with remedial actions as outlined in Proffer 37.F(i), the Applicant may request that FCDOT review the TDM Goal established for the Proposed Development and set a revised lower TDM Goal for the Proposed Development consistent with the results of Trip Counts and Surveys provided under this Proffer or consistent with future changes in County policy. In the event a revised lower TDM Goal is established for the Proposed Development, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.
- I. Continuing Implementation. Upon the expiration of the Applicant Control Period, the Applicant, and/or its successors and assigns, including any UOA/HOA/COA/CA or other association, as applicable, shall bear sole responsibility, through the TPM, for continuing implementation of the TDM Program and compliance with this Proffer. The Applicant, through the TPM, shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer, including submission of Annual Reports.
- J. Notice to Owners. The Applicant, its successors and assigns, shall advise each successor owner and/or developer of its funding obligations pursuant to the requirements of this Proffer 37 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.
- K. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the County will thereafter issue the TPM a written notice stating the TPM has violated the terms of this Proffer and providing the TPM with 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 Applicant shall be subject to a penalty of \$75 per day until such time as the report is submitted to FCDOT. Such penalties shall be payable to the County and shall be used for transit, transportation, or congestion management improvements within the vicinity of the Property.
- L. Dulles Area Transportation Association. Prior to the issuance of the first RUP for the Proposed Development, the Applicant shall join the Dulles Area Transportation Association (“DATA”) and membership in DATA shall be renewed yearly as part of the TDM program.

STORMWATER MANAGEMENT

38. Stormwater Management. The Applicant shall provide on-site stormwater management (“SWM”) measures designed to control the quality of stormwater runoff from the Property in accordance with Sheet 28 of the CDP/FDP. Best Management Practices (“BMP”) facilities shall be provided in an appropriate system per the requirements of the Fairfax County Public Facilities Manual (“PFM”) and may include, but are not limited to, Low Impact Development (“LID”) facilities such as tree box filters, bio-retention areas, pervious hardscape/streetscape, infiltration measures, and stormwater reuse for landscape irrigation and air conditioning unit makeup water generally as set forth on Sheets 6 and 28 of the CDP/FDP (collectively, the “SWM Facilities”). As part of site plan approval for each building within the Proposed Development, the Applicant shall demonstrate that such building will meet applicable PFM requirements for stormwater quality in effect at the time of site plan approval for each building. In addition, the Applicant shall demonstrate that the SWM Facilities will exceed the post-development phosphorus removal requirements of the PFM in effect at the time of site plan approval. The Applicant shall identify the specific SWM Facilities to be provided with the Proposed Development at the time of site plan approval for each building. The Applicant shall utilize the existing off-site stormwater detention facility serving the Dulles Technology Center development to control the quantity of stormwater runoff from the Property in accordance with Sheet 27 of the CDP/FDP. Thus, the Applicant shall have no further responsibility to provide any additional on-site or off-site stormwater quantity control measures beyond those measures identified on the CDP/FDP.

- A. Maintenance Responsibility. Prior to site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the Office of the County Attorney (the “SWM Agreement”) providing for the perpetual maintenance of the SWM Facilities. The SWM Agreement shall require the Applicant (or its successors/assigns) to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES, provided DPWES requests such a maintenance report. The SWM Agreement also shall address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.
- B. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County or their designee, issue new or additional stormwater management requirements or regulations affecting the Proposed Development, the Applicant shall have the right to accommodate necessary changes to its stormwater management designs without the need for a PCA, CDPA, or FDPA, provided such changes to the stormwater management design do not materially affect the limits of clearing and grading, building locations or road layouts, and otherwise are in general conformance with the CDP/FDP, as determined by the Zoning Administrator.

MISCELLANEOUS

39. Fairfax County Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, prior to the

issuance of the first RUP for each residential building, the Applicant shall contribute \$1,190.75 per residential unit (based on an assumed rate of 0.11 students per unit multiplied by \$10,825 per student) within such building to the Fairfax County Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to the schools serving the Property. Such contribution shall escalate in accordance with Proffer 42 below. Prior to the commencement of construction for the Proposed Development, the Applicant shall notify the Fairfax County Public Schools of the intended construction and anticipated completion date for the Proposed Development.

40. Route 28 Tax District Buyout. Within sixty (60) days after the approval of this Application, the Applicant shall provide written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration requesting a lump sum payment amount that represents the then-present value of the future special improvement taxes that would have been payable to the Route 28 Highway Transportation Improvement Tax District (the "Route 28 Tax District") attributable to the Property under its current I-4 zoning classification. Such amount shall be determined in accordance with the formula and provisions adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District pursuant to Section 15.2-4608 of the Code of Virginia. The Applicant shall pay to Fairfax County such sum prior to the issuance of the first RUP for the Proposed Development. After such payment, the Property shall not be subject to the applicable special improvement taxes for the Route 28 Tax District. Any special improvement taxes paid in the year the Application is approved shall be credited toward the one-time payment on a pro-rated basis.

41. Phase II Dulles Rail Tax District Buyout. At least sixty (60) days prior to recording residential condominium documents for any portion of the Property located within the Phase II Dulles Rail Transportation Improvement District (the "Phase II District"), the Applicant shall provide 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 condominium documents for that portion of the Property and requesting a lump sum payment amount that represents the then-present value of the future special improvement taxes that would have been payable to the Phase II District attributable to the Property under its current I-4 zoning classification. Such amount shall be determined in accordance with a formula approved by the Board of Supervisors. The Applicant shall pay to Fairfax County such sum prior to recording the condominium documents for that portion of the Property. Any special improvement taxes paid in the year the Application is approved shall be credited toward the on-time payment on a pro-rated basis.

42. Escalation in Contribution Amounts. All monetary contributions specified in these Proffers shall be adjusted on a yearly basis from the base year of 2015 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

43. Ongoing Maintenance Obligations. Prior to recording any declaration of condominium for all or part of the Property, the Applicant shall record a declaration and/or establish an Umbrella Owners' Association (the "UOA") for the Property to address the general maintenance and other obligations of the owner(s) (and their successors and assigns), including the fulfillment of these Proffers. The declaration and/or UOA documents shall identify those maintenance or proffer obligations that will or are expected to fall principally on the owners of any future

condominium units and such obligations shall be disclosed to the owners in accordance with the terms of this Proffer. Purchasers of individual dwelling units shall be advised in writing of these proffer conditions and maintenance obligations prior to entering into a contract of sale.

44. Construction Hours. Outdoor construction of the Proposed Development shall take place only between the hours of 7:00 a.m. and 9:00 p.m. Monday through Friday and between the hours of 8:00 a.m. and 6:00 p.m. on Saturday. There will be no outdoor construction on New Year's Day, Martin Luther King Jr. Day, Presidents' Day, Memorial Day, the Fourth of July, Labor Day, Thanksgiving and Christmas Day. The permitted hours of construction shall be posted on-site in both English and Spanish.

45. Transformer Locations. The Applicant shall provide transformers to serve the Proposed Development in the general locations shown on Sheet 23 of the CDP/FDP, provided, however, that the Applicant may adjust the final locations of the transformers as part of site plan approval for the Proposed Development in consultation with DPWES. Any adjustments to the location of the transformers made by the Applicant in consultation with DPWES shall not require approval of a PCA, CDPA, or FDPA.

46. Traffic Signal Preemption Devices. Prior to site plan approval for the Proposed Development, the Applicant shall contribute \$20,000 to the Capital Project titled Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction, for use in the installation of preemptive traffic signal devices on traffic signals within the Dranesville District, as determined by the Fire and Rescue Department and reviewed for approval by VDOT. If the traffic signal at the McNair Farms Drive Extension/Dulles Technology Drive intersection is warranted and installed, the Fire and Rescue Department shall include this traffic signal among the traffic signals in that receive preemption devices with the Applicant's contribution. The Applicant shall have no responsibility for the maintenance of any devices after installation.

47. Mitigation for McNair Farms Drive Extension. As compensation to the Fairfax County Park Authority for the loss of the FCPA Right-of-Way to be dedicated for the Off-Site McNair Farms Drive Extension, the Applicant shall: (i) provide a bench that matches the existing benches on the FCPA Property, (ii) provide an interpretive feature within the FCPA Property to be developed in consultation with FCPA staff and accessibly located near the southern end of the stormwater management pond, and (iii) develop and implement an invasive species management plan for the FCPA Property in coordination with FCPA staff. As part of the first site plan submission for the Proposed Development, the Applicant shall provide to the FCPA an invasive species management plan for the approximately 2.34 acres within the limits of disturbance on the FCPA Property shown on Sheet 31 of the CDP/FDP to include the following:

- Coverage to 30 feet beyond the water level.
- Identify targeted species to be suppressed or managed.
- Method of management or suppression.
- Reestablishment of the pond perimeter with native vegetative cover.
- Semi-annual monitoring reports to FCPA.
- Implementation for a period of up to three years or until the total cost of this Proffer 47 identified below is reached, whichever occurs first.

Notwithstanding the improvements and activities described above, the Applicant's maximum cumulative compensation to the FCPA under this Proffer 47 shall not exceed a total cost of \$45,000. Upon the provision of compensation by the Applicant to the FCPA reaching a total cost of \$45,000, the Applicant shall have no further obligations under this Proffer 47.

48. McNair Farms Drive Extension Memorandum of Understanding. No later than (90) days after the Board of Supervisors approval of this Application, the Applicant shall enter into a separate written agreement with FCPA, in a form acceptable to the Office of the County Attorney, to provide for the fill/grading of the FCPA Property for a four-lane section of the Off-Site McNair Farms Drive Extension and the construction by the Applicant, or its successors and assigns, of a four-lane section of the Off-Site McNair Farms Drive Extension generally as shown on Sheet 31 of the CDP/FDP. Such written agreement shall set forth the details for: (i) the dedication of the necessary right-of-way by FCPA, (ii) the granting of the necessary easements by FCPA, (iii) the fill/grading for and construction of the Off-Site McNair Farms Drive Extension, and (iv) the modifications to the existing stormwater management facilities on the FCPA Property shall be designed to provide stormwater management/BMP benefits that match those of the facilities existing as of the date of site plan approval for the Off-Site McNair Farms Drive Extension by utilizing a combination of total water surface area, low marsh area, high marsh area, micropool area and volume, sediment forebay area and volume, total normal pool water volume and storage capacity. Such agreement shall memorialize that JLB shall: (i) provide the features for the stormwater management facilities, the northern façade of the concrete support structure for the Off-Site McNair Farms Drive Extension, and the weir wall in accordance with Proffer 26.A of the proffers associated with PCA 2002-HM-043 (the "FCPA Proffers"), (ii) provide the culvert to convey the flow of Merrybrook Run under the Off-Site McNair Farms Drive Extension with bottomless metal arches in accordance with 5574-FP-001-1, and (iii) reestablish the trail connections within the FCPA Property disrupted by the construction of the Off-Site McNair Farms Drive Extension. Such agreement shall also memorialize JLB's commitment to significant in-kind concessions for the dedication of right-of-way and required easements including: (i) treatment for the removal of invasive species within the approximately 2.34 acres within the limits of disturbance identified on Sheet 31 of the CDP/FDP, (ii) reestablishment of the same area with native vegetative cover, (iii) the design and installation of one accessible interpretive feature, and (iv) the installation of one additional bench.

49. Centreville Road Crosswalk. Subject to VDOT approval, the Applicant shall provide a pedestrian-activated crosswalk for one (1) segment of the intersection of the Off-Site McNair Farms Drive Extension and Centreville Road for pedestrians to cross Centreville Road. The Applicant shall install such pedestrian-activated crosswalk prior to the first RUP for the Proposed Development.

50. Density Credit. The Applicant hereby reserves all intensity/density credit attributable to any eligible dedications and/or conveyances of land at no cost to the Board of Supervisors, VDOT, or any other public entity pursuant to these Proffers in accordance with the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and any such intensity/density credit is hereby reserved to the Property.

51. Binding Effect. These Proffers will bind and inure to the benefit of the Applicant and its successors and assigns. If any portion of the Property is 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.

52. 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 FOLLOWING PAGES]

JLB DULLES TECH LLC,
a Delaware limited liability company

By: JLB DULLES TECH MANAGEMENT LLC,
a Delaware limited liability company,
its Manager

By: 
Name: Bay W. Miltenberger
Title: Manager