

OCT 07 2015

Zoning Evaluation Division

**PROFFERS**

**PHD ASSOCIATES, LLC**

**PCA 2006-SU-007-2**

**October 2, 2015**

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, PHD Associates, LLC (hereinafter referred to as the "Applicant"), for itself, successors and assigns in PCA 2006-SU-007-2, filed for property identified as Fairfax County Tax Map 24-4 ((1)) 6B4 (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors approves a proffered condition amendment on the Application Property in conjunction with a Conceptual Development Plan Amendment/Final Development Plan Amendment (CDPA/FDPA). These proffers shall replace and supersede all previous proffers approved on the Application Property that pertain to the Application Property only. Proffers that were approved pursuant to PCA 2006-SU-007 shall continue in full force and effect for property identified as Fairfax County Tax Map 24-4 ((1)) 6B4, 6H; 24-4 ((7)) All and 24-4 ((8)) All.

**I. CONCEPTUAL DEVELOPMENT PLAN/FINAL DEVELOPMENT PLAN**

1. Substantial Conformance. Development of the Application Property shall be in substantial conformance with the Conceptual/Final Development Plan Amendment entitled "Timber Ridge at Discovery Square II prepared by VIKA, Inc. dated April 17, 2015 and revised through September 8, 2015 ("CDPA/FDPA"), except as otherwise provided herein.

2. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications to the CDPA/FDPA may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor modifications to the building footprints shown on the CDPA/FDPA and make other modifications provided that such modifications are in substantial conformance with the CDPA/FDPA as determined by the Zoning Administrator and do not increase building height nor decrease the amount of open space, limits of clearing and grading, landscaping, or distances to peripheral lot lines as dimensioned on the CDPA/FDPA.

3. The elements that are components of the CDPA are limited to the location of public and private streets, location and amount of open space, limits of clearing and grading, internal street network, and the maximum square footage of development. The Applicant has the option to request Final Development Plan Amendments ("FDPA") for elements other than the CDPA elements from the Planning Commission for all of, or a portion of, the CDPA/FDPA in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

4. Any portion of the Application Property may be the subject of a partial and separate Proffered Condition Amendment ("PCA") and/or FDPA without joinder and/or

consent of the other owners as determined by the Zoning Administrator pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance. Previously approved proffered conditions applicable to property that is not the subject of such a PCA or FDPA shall otherwise remain in full force and effect.

5. Maximum Density. The maximum number of dwelling units permitted on the Application Property shall be 150 inclusive of Affordable Dwelling Units (ADUs). The maximum community facility building permitted on the Application Property shall not exceed 60,000 square feet of Gross Floor Area ("GFA"). The Applicant reserves the right to construct a lesser number of units and lesser amount of GFA provided that the buildings and Application Property remains in substantial conformance with that shown on the CDPA/FDPA as determined by the Zoning Administrator.

6. Phasing. Build-out of the Application Property may proceed in phases subject to market demand. The Applicant reserves the right to develop partial blocks. Except as qualified herein, the creation of the landscaped open space areas and associated improvements may occur in phases, concurrent with the phasing of development/construction of the Application Property. As such, the total area of landscaped open space provided at any given phase of development shall not be required to be equivalent to the 37% overall landscaped open space required as part of RZ 2006-SU-007 and PCA 2006-SU-007; provided that the total combined open space at the completion of all development shall satisfy the overall landscaped open space requirement as shown on the CDPA/FDPA.

7. Streetscape and Landscape Phasing.

A. The streetscape and associated landscaping shown on Sheets L-05 and L-06 of the CDPA/FDPA shall be installed concurrent with adjacent residential development.

B. The landscaping and pedestrian improvements associated with the private streets shown on Sheets L-05 and L-06 of the CDPA/FDPA shall be installed at generally the same time as the private street with which they are associated. Such landscaping and pedestrian improvements shall be maintained by the property owner or successor Homeowners' Association.

8. Density Credit. Density credit shall be reserved for the Application Property as provided by Section 2-308 of the Zoning Ordinance for all dedications described herein and/or as shown on the CDPA/FDPA or as may reasonably be required by Fairfax County, VDOT or others at the time of site plan approval.

## II. PERMITTED USES

9. The permitted uses shall be single family attached dwellings and a public facility. The permitted uses shall not result in any additional buildings beyond those represented on the CDPA/FDPA. However, the Applicant reserves the right to establish Group 8 Temporary Uses, including construction and sales trailers on an interim basis as may be

approved by the Zoning Administrator or Board of Zoning Appeals, as applicable, all without the necessity of an amendment to the CDP/AFDPA or Proffers if such are located within building envelopes and do not alter the limits of clearing and grading.

III. TRANSPORTATION

10. Pedestrian and Maintenance Vehicle Access to Park. The pedestrian access (and associated landscaping and hardscape) to the athletic fields shall be constructed prior to the issuance of the first RUP for the Application Property. The Applicant shall provide an access easement for Park Authority maintenance vehicles from the intersection of Air and Space Museum Parkway and Neil Armstrong Avenue across the drive aisles on Blocks 9 and 10 and thence across the pedestrian access shown on Sheet C-7 to connect to the Park.

IV. STORM WATER MANAGEMENT AND BEST MANAGEMENT PRACTICES

11. Existing Overall Storm Water Management Plan. Storm Water Management ("SWM") and Best Management Practices (BMPs) has been and will continue to be provided as set forth in the Site Plan No. 5810-SP-05-1 approved by Fairfax County on June 22, 1987. The CDPA/FDPA does not depict any additional SWM or BMP facilities on the Application Property.

V. PARKING

12. Parking shall be provided in accordance with Article 11 of the Zoning Ordinance. The Applicant reserves the right to provide more or less spaces than the number of spaces shown on the CDPA/FDPA so long as the Applicant complies with Article 11. The Applicant shall provide parallel parking spaces as shown on Sheet C-7 of the CDPA/FDPA; however, the exact number of spaces shall be determined at time of site plan.

VI. DESIGN

13. Design Concepts. The architectural guidelines for the Application Property with respect to building facades, building scale and massing, building site and streetscape and building signage and lighting are set forth on Sheets A-1, A-2, L-05 through L-09 of the CDPA/FDPA. These sheets are intended to be illustrative of the general quality and character of the development. Modifications to these elements as shown on the CDPA/FDPA shall not require an amendment to the Proffers or CDPA/FDPA and are permitted provided the changes are in substantial conformance with the CDPA/FDPA.

14. Additional Residential Design. The residential units along Air and Space Museum Parkway shall have their front façade oriented toward such road. Such front facades shall be of similar quality and character to the front facades along Centreville Road as the quality and character of such facades are depicted on Sheets A-1 and A-2 of the CDPA/FDPA.

15. Unifying Elements.

A. All signs and street furniture, including garbage cans, benches and lamp posts, shall be consistent, both in terms of materials and design, throughout the development.

B. The fronts of all units shall be constructed of glass, stone, brick, and/or cementitious siding.

16. Universal Design. Dwelling units shall be designed with options for purchasers to add certain Universal Design features which may include, but not be limited to, front entrance doors that are a minimum of 36 inches wide, thermostats a maximum of 48 inches high, rocker light switches 44-48 inches high, electrical outlets a minimum of 18 inches high, emphasis on lighting in stairs and entrances, lever door handles, slip resistant flooring, clear knee space under the sink in the kitchen, a first-floor bathroom console sink, hand-held shower heads at tubs and showers, ADA compliant grab bars in the bathrooms, curb-less showers or showers with a curb of less than 4.5 inches high, seat in master bathroom showers, and front loading washers and dryers.

17. Garage Conversion. A covenant shall be recorded which provides that garages shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles). This shall not preclude the use of garages as sales offices in the model homes during marketing of the development, with the understanding the sales offices will be converted back to garages upon sale of the models. The covenant shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the Homeowners' Association and the Fairfax County Board of Supervisors. Purchasers shall be advised in writing of the use restriction prior to entering into contract of sale.

18. Signage.

A. Project Signage. All signage provided on the Application Property shall comply with Article 12 of the Zoning Ordinance. Any permanent freestanding signs shall be monument type with a maximum height of 10 feet (except as otherwise provided in any Comprehensive Sign Plan that may be approved) and shall be generally located as shown on the CDPA/FDPA. Pole signs shall not be permitted on the Application Property. All directional and way finding signage shall be consistent, both in terms of materials and design, throughout the development. The Applicant reserves the right to obtain approval of a Comprehensive Sign Plan at any time that would permit modifications to the provisions of Article 12 without obtaining a PCA or CDPA/FDPA.

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

marketing of and sales by all retail establishments located on the Property. The Applicant, any builders and any retail tenants shall direct their agents and employees involved in marketing the Application Property to adhere to this Proffer.

19. Lighting. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty-two (22) feet in height, measured from the ground to the top of the light standard, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Application Property.

## VII. LANDSCAPING

20. Landscaping and Open Space. Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development. The Applicant shall maintain such landscaping. The species and initial planting site of such landscaping is set forth on Sheets L-01, L-02, and L-03 of the CDPA/FDPA, subject to revision as may be approved by urban Forest Management Division ("UFMD").

21. Location of Utilities. Utility lines shall be located so as to not interfere with landscaping concepts shown on the CDPA/FDPA. The landscaping set forth on the CDPA/FDPA shall be designed to accommodate the extension of the Colonial Pipeline facilities through the Property in the location shown on Sheet C-7 of the CDPA/FDPA. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utility lines provided such relocated landscaping shall retain an equivalent number of plantings and continues to reflect the concepts illustrated on the CDPA/FDPA. For all other areas of the Property, in the event that during the process of site plan review any landscaping shown on the CDPA/FDPA cannot be installed in order to locate utility lines, as determined by DPWES, then an area of additional landscaping consistent with that displaced shall be substituted at an alternate location on the Application Property, subject to approval by UFMD.

22. Maintenance of Cleared, but Undeveloped Areas. Following the approval of the first site plan for residential development on the Application Property, any disturbed areas of the Application Property shall be seeded and maintained on a regular basis in accordance with the PFM standards.

## VIII. TREE PRESERVATION

23. Invasive Species Management Plan. An invasive species management plan shall be submitted as part of the first and all subsequent site plan submissions detailing how the invasive and undesirable vegetation will be removed and managed from within the RPA. The detailed invasive species management plan shall include the following information:

A. Identify targeted undesirable and invasive plant species to be suppressed and managed.

B. Identify targeted area of undesirable and invasive plant management plan, which shall be clearly identified on the landscape or tree preservation plan.

C. Recommended government and industry method(s) of management, i.e. hand removal, mechanical equipment, chemical control, other. Identify potential impacts of recommended method(s) on surrounding trees and vegetation not targeted for suppression/management and identify how these trees and vegetation will be protected.

D. Identify how targeted species will be disposed.

E. If chemical control is recommended, treatments shall be performed by or under direct supervision of a Virginia Certified Pesticide Applicator or Registered Technician and under the general supervision of Project Arborist.

F. Provide information regarding timing of treatments (hand removal, mechanical equipment or chemical treatments) that will begin and end during a season and the proposed frequency of treatments per season.

G. Identify potential areas of reforestation and provide recommendation.

H. Monthly monitoring reports provided to Urban Forest Management Division (UFMD) staff.

I. Duration of management program; until bond release or release of conservation deposit or prior to release if targeted plant(s) appear to be eliminated based on documentation provided by Project Arborist and an inspection by UFMD staff.

24. Tree Preservation Plan. The Applicant shall prepare a Tree Preservation Plan. The Applicant shall contract with a certified arborist or registered consulting arborist (the "Project Arborist") to prepare a Tree Preservation Plan to be submitted as part of the first site plan submittal and subsequent site plan submissions. The Tree Preservation Plan shall be reviewed and approved by UFMD. The Tree Preservation Plan shall provide a Tree Inventory which includes the location, species, critical root zone, size, crown spread and condition rating percent of all trees ten (10) inches or greater in diameter, measured 4½ feet from the base of the trunk or as otherwise allowed in the latest edition of the *Guide for Plant Appraisal* published by the International Society of Arboriculture) and twenty-five (25) feet outside the limits of clearing and grading, in the undisturbed area, and 10 feet from the proposed limits of clearing and grading in the area to be disturbed. All trees inventories shall be tagged in the field so they can be easily identified. If permission is not allowed from the offsite property owner to tag trees, it shall be noted on the tree preservation plan by providing written documentation between the Applicant and the off-site property owner. The tree preservation plan shall provide for the preservation of those area shown for tree preservation, those areas outside the limits of clearing and grading, and those additional areas in which trees can be preserved as a result of final engineering. The Tree Preservation Plan shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the

survivability of any tree identified to be preserved, such as crown pruning, mulching, soil testing and recommended fertilization, Cambistat, airspading within the critical root zone to incorporate the application of compost and bio-char shall be included in the plan.

25. Tree Preservation Walk-Through. The Applicant 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 Project Arborist shall walk the limits of clearing and grading with a UFMD representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed 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.

26. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDPA/FDPA, subject to allowances specified in these proffered conditions 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 CDPA/FDPA, they shall be located in the least disruptive manner necessary as determined by the UFMD, DPWES. A replanting plan shall be developed and implemented, subject to approval by the UFMD, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.

27. Tree Preservation Fencing. All trees shown to be preserved on the Tree Preservation Plan shall be protected by tree protection fencing. Tree protection fencing, consisting of four (4) foot high, 14 gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no farther 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 placed at the limits of clearing and grading as shown on the Phase I and Phase II erosion and sedimentary control sheets in all areas. The tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to the performance of any clearing and grading activities on the site. Three (3) days prior to the commencement of any clearing or grading on the site, but subsequent to the installation of the tree protection devices, the UFMD shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it has been determined by that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly as determined by UFMD.

28. Root Pruning and Mulching. 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 site plan

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

- A. Root pruning shall be done with a trencher or vibratory plow to a depth of 18-24 inches.
- B. Root pruning shall take place prior to any clearing and grading.
- C. Root pruning shall be conducted with the on-site supervision of the Project Arborist.
- D. UFMD shall be informed in writing when all root pruning and tree protection fence installation is complete.

29. Site Monitoring. During any clearing of trees/vegetation on the Application Property, the Project Arborist shall be present to monitor the process and ensure that the activities are conducted in accordance with the proffers and as approved by the UFMD. The monitoring schedule shall be described and detailed in the Tree Preservation Plan and reviewed and approved by the UFMD.

30. Landscape Pre-Inspection Meeting: Prior to installation of plants to meet requirements of the approved landscape plan, the Contractor/Developer shall coordinate a pre-installation meeting on site with the landscape contractor and a representative of the County Urban Forest Management Division (UFMD). Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions for species specified on the approved plan shall be reviewed at this time and must be approved prior to planting. The installation of plants not specified on the approved plan, and not previously approved by UFMD, may require submission of a revision to the landscape plan or removal and replacement with approved material.

Field location of planting material, when required by the approved plan, shall be reviewed at the pre-installation meeting. The Landscape Contractor shall stake proposed individual planting locations in consultation with the Contractor/Developer prior to the pre-installation meeting, for review by UFMD staff. Stakes shall be adjusted, as needed, during the course of the meeting as determined by UFMD staff based on discussion with the Contractor/Developer and the Landscape Contractor.

31. Native Species Landscaping: All landscaping provided shall be native to the middle Atlantic region to the extent feasible and non-invasive as determined by UFMD. In addition, the quality and quantity of landscaping provided shall be in substantial conformance with the CDPA/FDPA.

#### IX. PRIVATE STREETS/PEDESTRIAN IMPROVEMENTS

32. Private Streets. All streets and travel ways on the Application Property shall be private and shall be maintained by the Homeowners' Association as contemplated in in these proffers and such maintenance obligation shall be disclosed in the Homeowners'

Association documents. All such private streets shall be designed to PFM Standards and subject to a public access easement, in a form acceptable to the County Attorney. The quality and character of such private streets are set forth on Sheets L-05 through L-09 of the CDPA/FDPA. Such sheets also depict the sidewalk widths and landscaping to be provided adjacent to such private streets. Modifications to such private street layouts shall be permitted provided the Zoning Administrator determines that any alternative layouts are consistent with the quality and character depicted on the CDPA/FDPA.

33. Pedestrian Improvements. The Applicant shall, concurrent with the development of adjacent areas, construct the pedestrian network consisting of an interconnected network of sidewalks and trails set forth on Sheets L-05 and L-06 of the CDPA/FDPA. Concurrent with development for each respective phase the Applicant shall place all sidewalks and trails shown on the CDPA/FDPA on such a site plan in public access easements, in a form acceptable to the County Attorney. The Homeowners' Association shall maintain such sidewalks and/or trails located outside the public right-of-way. Additionally, the Homeowners' Association shall maintain such sidewalks and/or trails within the public right-of-way that VDOT will not agree to maintain. The maintenance responsibilities for such sidewalks shall be disclosed in the Homeowners' Association documents.

#### X. GREEN BUILDING PRACTICES

34. In order to promote energy conservation and green building techniques, the Applicant shall select one of the following programs to be implemented in the construction of the single family attached units. Selection of certification method shall be within the Applicant's sole discretion at time of site plan submission. In addition to the choices identified herein, the Applicant may submit an alternative third party certification for the single-family attached dwellings that meets the substantive intent of the choices identified below. Such alternative third party certification must be reviewed and approved by DPZ prior to construction that utilizes such alternative certification.

A. LEED for Homes Certification;

B. Certification in accordance with the Earthcraft House Program as demonstrated through documentation provided to DPWES and DPZ prior to the issuance of a RUP.

C. Qualification in accordance with the 2012 National Green Building Standard (NBBS) using the ENERGY STAR Qualified Homes path for energy performance, as demonstrated through documentation submitted to the Environment and Development Review Branch of DPZ and DPWES from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the ENERGY STAR for Homes qualification prior to the issuance of the RUP for each single family attached dwelling.

If the Applicant selects the LEED for Home option, prior to the approval of the building plan, the Applicant will post a "green building escrow," in the form of cash or a letter of

credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$4,000.00 per unit t. This escrow will be in addition to and separate from other bond requirements and will be released as a total sum, and not an individual dwelling unit basis, upon demonstration of attainment of certification for each dwelling unit, by the U.S. Green Building Council ("USGBC"), under the current version at the time of project registration with the U.S. Green Building Council's (USGBC) Leadership in Energy and Environmental Design for Homes (LEED for Homes) rating system. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each dwelling unit has attained LEED certification will be sufficient to satisfy this commitment. If the Applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification for each dwelling unit within three (3) years of issuance of bond release for the development, a proportion of the escrow related to the number of units failing to achieve certification will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. The Applicant shall adhere to the following procedures for attainment of LEED certification:

i. If the Applicant provides the Environment and Development Review Branch of DPZ, within three (3) years of bond release for the development, documentation demonstrating that LEED certification for any dwelling unit(s) has not been attained but that the dwelling unit(s) has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the escrow proportionate to the dwelling unit(s) failing to achieve certification will be released to the applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

ii. If the Applicant fails to provide, within three (3) years of issuance of bond release for the development, documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification or demonstrating that any dwelling unit(s) has fallen short of certification by three (3) points or less, the entirety of the escrow proportionate to the dwelling units failing to achieve certification will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of County environmental initiatives.

iii. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environment and Development Review Branch of DPZ, that USGBC completion of the review of the LEED certification for any dwelling unit(s) application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame shall be extended 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.

iv. LEED-AP - The Applicant will include a LEED-accredited professional as a member of the design team. The LEED-accredited professional will work with the team to incorporate sustainable design elements and innovative technologies into the project with the goal of having the project attain LEED certification. At the time of the site plan submission, the Applicant will provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.

v. The Applicant will include, as part of the site plan/subdivision plan submission and building plan submission, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design for Homes (LEED for Homes) rating system that the applicant anticipates attaining. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

## XI. PUBLIC FACILITIES CONTRIBUTIONS

35. Public Facility. Prior to record plat approval for the Application Property, the Applicant shall dedicate in fee simple to the Fairfax County Board of Supervisors no less than five (5) acres of land as shown on Sheet C-8 of the CDPA/FDPA, for the development of a public facility, provided the Applicant receives density credit for the land area so dedicated, as provided for in Section 2-308 of the Zoning Ordinance. Prior to dedication, the Applicant shall bring water and sanitary sewer utilities to the 5-acre parcel.

36. Schools Contribution. The Applicant shall contribute the sum of \$775,434 to the Fairfax County School Board to be utilized for capital improvements or capacity enhancements to schools that students generated by the Application Property will attend. Such contribution shall be made prior to the issuance of the first building permit for the Application Property and shall be based on the actual number of dwelling units built. Should Fairfax County modify the ratio of students per unit or the amount of contribution per student after approval of the application, but prior to the payment of the contribution, the Applicant shall pay the modified contribution amount to reflect the then-current ratio and/or contribution. The contribution shall adjust from the date of approval of this PCA to the date of payment based upon criteria outlined in Section 15.2-2303.3 of the Code of Virginia.

37. Fire and Rescue Traffic Signal Preemption Devices. Prior to site plan approval, 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 signal devices on traffic signals within the Sully District as determined by the Fire and Rescue Department. The Applicant shall have no responsibility for installation or maintenance of the preemptive signal devices.

XII. COMMUNITY SITE AMENITIES AND RECREATIONAL FACILITIES CONTRIBUTION

38. Community Site Amenities. The Applicant shall provide the community amenities and active and passive recreation areas and plaza areas generally as depicted on Sheet L-09 of the CDPA/FDPA. The exact elements that comprise such amenities shall be determined at time of site plan for the buildings adjacent to such amenities and such amenities shall be constructed at the same time as the adjacent buildings. The proposed trail shown in Passive Recreational Area A on Sheet L-09 shall be located and constructed of materials to minimize disruption to existing vegetation, and subject to approval by the Urban Forest Management Division. Additional site amenities may be provided at time of site plan provided they are of the quality and character of those set forth on Sheet L-09 of the CDPA/FDPA.

39. Recreational Facilities Contribution. Pursuant to Paragraph 2 of Section 6-508 and Paragraph 2 of Section 16-404 of the Zoning Ordinance, the Applicant shall provide a minimum of \$1,800.00 per market-rate residential dwelling unit toward construction of developed on-site recreation facilities for each residential building. Credited against said contribution shall be the cost of any recreational improvements located on the Application Property for residents or guests only, whether located inside or outside, such as swimming pools, health clubs and related facilities.

XIII. AFFORDABLE DWELLING UNITS

40. ADUs. The Applicant shall provide ADUs in accordance with the provisions of Part 8 of Article 2 of the Zoning Ordinance, except as may be modified by the ADU Advisory Board. The total number of ADUs shall be determined at the time of site plan review and approval. The ADUs may be provided as for-sale or rental units and shall be administered in accordance with the requirements of the ADU Ordinance. Should the ADU Advisory Board not approve a modification regarding the ADUs to be provided in the development, the Applicant shall implement the FDP Alternate as shown on Sheet S-2 of the CDPA/FDPA.

41. Designation on Approved Site Plan. The approved site plan for the respective residential units shall designate the number of ADUs and Market-Rate Units by bedroom count. If the development of the residential units is phased or developed in sections, then the approved site plan for the respective residential buildings shall also contain tabulations of the total number of ADUs and Market-Rate Units by bedroom count on the Application Property.

XIV. NOISE ATTENUATION MEASURES

42. Prior to site plan submission for the first residential unit, the Applicant shall provide to DPWES and DPZ an acoustical study ("Study") for review and approval in accordance with DPZ established guidelines for studies, to assess the impact of airport noise on the proposed development based on final residential building locations. The Study shall utilize standard measures to evaluate noise, and shall confirm existing

mapped noise contour intervals. The Study shall demonstrate that exterior wall construction techniques will ensure a maximum interior noise level of approximately DNL 45 dBA shall be achieved for any dwelling unit that the Study shows will be exposed to noise levels in excess of DNL 65 dBA. All units that require interior or exterior structural noise alteration shall be identified on the site plan.

#### XV. HOMEOWNERS' ASSOCIATION

43. Prior to issuance of the first RUP or Non-RUP for the Application Property, the Applicant shall establish a "Homeowners' Association" in accordance with Virginia law. Such Homeowners' Association may consist of an umbrella owners association for the entire Property (or the existing Bristol Owners Association, which is the master association to which the Property is presently subject), as well as individual sub associations or condominium owners' associations ("COAs") formed for specific buildings or groups of buildings. All residential units shall be members of the Homeowners' Association. The Homeowners' Association(s) shall be responsible for the obligations specifically identified in these proffers, including all maintenance and notification obligations. Homeowners' Association documents or any residential lease of the units shall disclose the Application Property's proximity to Dulles Airport and the potential for expansion of airport operations and resultant potential noise impact.

#### XVI. WETLANDS PERMIT

44. The Applicant shall contact with the US Army Corps of Engineers in writing prior to the final site plan approval to determine whether or not any action is required to ensure compliance with § 404 of the Clean Water Act. If any action is required, the Applicant shall complete such action as may be required by Section 404 prior to grading the impacted area prior to site plan approval.

#### XVII. TIMING OF IMPROVEMENTS

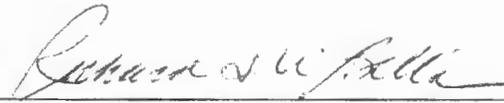
45. Upon demonstration by the Applicant that despite diligent efforts or due to factors beyond the Applicant's control, the required improvements have been or will be delayed beyond the time set forth in these proffers, the Zoning Administrator may agree to a later date for the completion of such improvements.

#### XVIII. COUNTERPARTS

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

APPLICANT/CONTRACT PURCHASER OF  
TAX MAP 24-4 ((1)) 6B4

PHD ASSOCIATES, LLC

By:   
Name: Richard D. DiBella  
Title: Managing Member

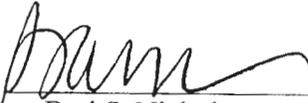
[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF  
TAX MAP 24-4 ((1)) 6B4

LPC COMMERCIAL/RESIDENTIAL LLC

By: LPC Northeast L.L.C., its Manager

By: LPC Commercial Services, Inc., its Managing Member

By:   
Name: Bari S. Nichols  
Title: Vice President

[SIGNATURES END]