



PCA/CDPA/FDP APPLICATION ACCEPTED: April 22, 2015
PLANNING COMMISSION PUBLIC HEARING: February 4, 2016
PLANNING COMMISSION DECISION ONLY: February 25, 2016
BOARD OF SUPERVISORS: March 1, 2016

County of Fairfax, Virginia

February 22, 2016

STAFF REPORT ADDENDUM II

PCA/CDPA 2011-PR-023/FDP 2011-PR-023-4

PROVIDENCE DISTRICT

APPLICANT: Cityline Partners LLC and Renaissance Centro Tysons LLC

PRESENT ZONING: PTC

PARCEL(S): 29-4 ((7)) 2A

ACREAGE: 2.0

FAR/DENSITY: 3.09 over entire original RZ site, 2.33 for FDP site

PLAN MAP: Transit Station Mixed Use

PROPOSAL: Replace a previously approved hotel with residential use on Block D.

STAFF RECOMMENDATIONS:

Staff recommends denial of PCA/CDPA 2011-PR-023.

Staff recommends denial of FDP 2011-PR-023-4.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

Suzanne Wright

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Board of Supervisors.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

X:\DPZ\Tysons-Core\CASES\Arbor Row PCA 2011-PR-23\Staff Report\addendum II\01--Cover Sheet.doc



Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 48 hours advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

Conceptual Development Plan Amendment

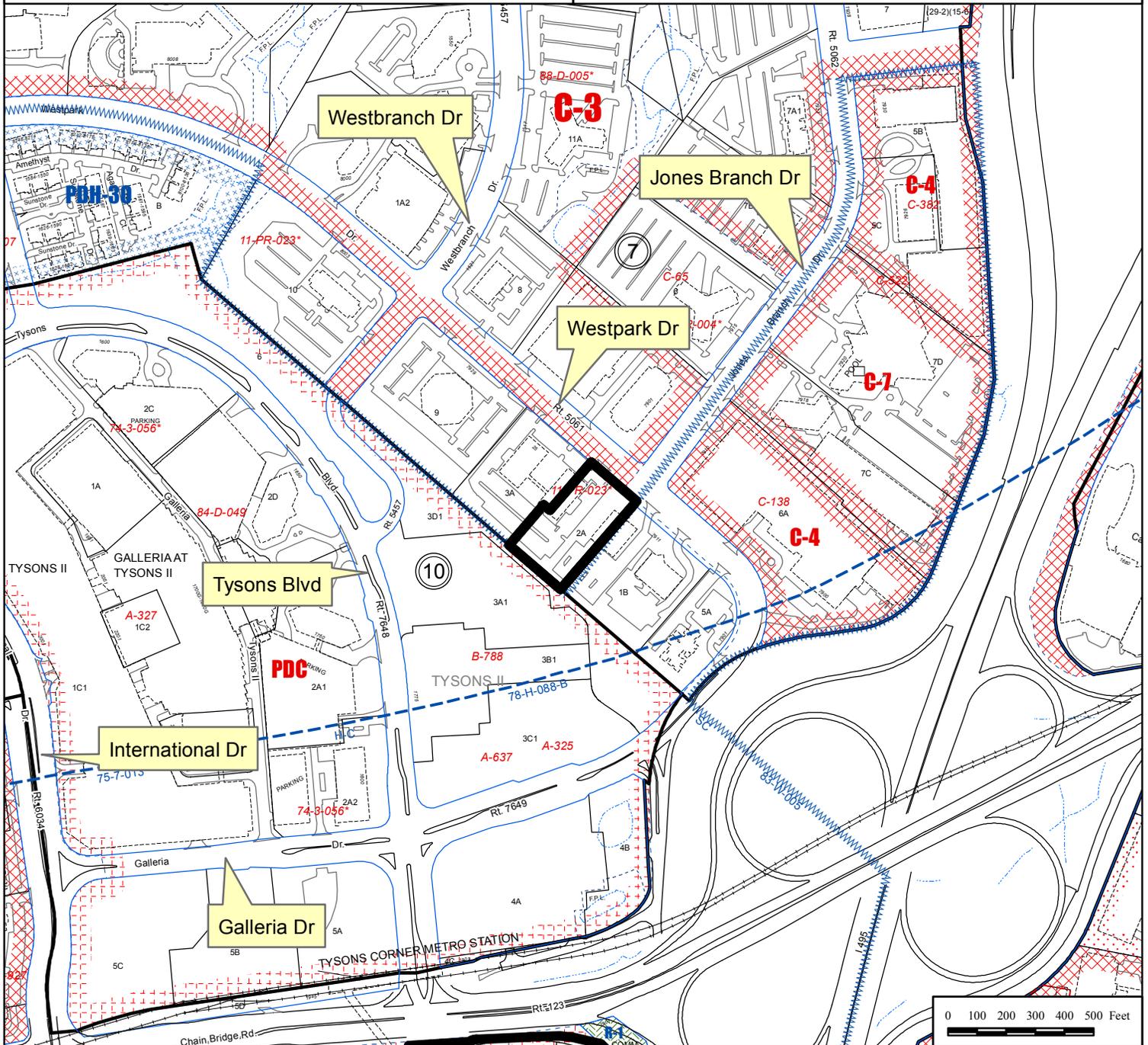
CDPA 2011-PR-023

Applicant: CITYLINE PARTNERS LLC
Accepted: 04/22/2015
Proposed: AMEND CONCEPTUAL DEVELOPMENT PLAN ASSOCIATED WITH RZ 2011-PR-023
Area: 2 AC OF LAND; DISTRICT - PROVIDENCE
Zoning Dist Sect:
Located: SOUTH SIDE OF WESTPARK DRIVE AT ITS INTERSECTION WITH JONES BRANCH DRIVE
Zoning: PTC
Overlay Dist:
Map Ref Num: 029-4- /07/ /0002A

Proffered Condition Amendment

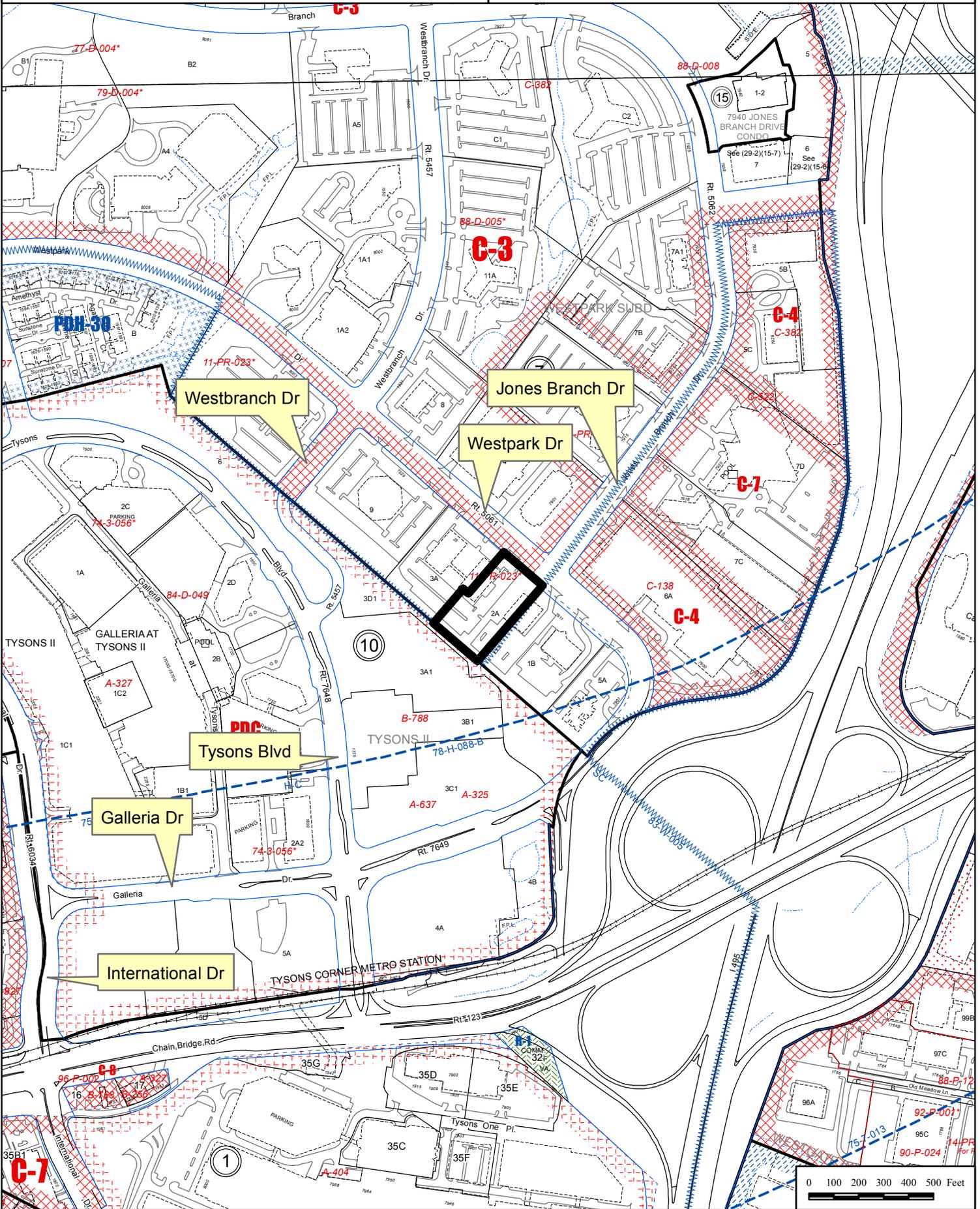
PCA 2011-PR-023

Applicant: CITYLINE PARTNERS LLC
Accepted: 04/22/2015
Proposed: AMEND PROFFERS AND CONDITIONS ASSOCIATED WITH RZ 2011-PR-023
Area: 2 AC OF LAND; DISTRICT - PROVIDENCE
Zoning Dist Sect:
Located: SOUTH SIDE OF WESTPARK DRIVE AT ITS INTERSECTION WITH JONES BRANCH DRIVE
Zoning: PTC
Overlay Dist:
Map Ref Num: 029-4- /07/ /0002A



Conceptual Development Plan Amendment
CDPA 2011-PR-023
CITYLINE PARTNERS LLC

Proffered Condition Amendment
PCA 2011-PR-023
CITYLINE PARTNERS LLC



Westbranch Dr

Jones Branch Dr

Westpark Dr

Tysons Blvd

Galleria Dr

International Dr

0 100 200 300 400 500 Feet

DESCRIPTION OF THE APPLICATION

As described in the staff report published January 21, 2016 and the staff addendum published January 28, 2016, the Arbor Row Block D applications [which include a partial Proffer Condition Amendment with Conceptual Development Plan Amendment and Final Development Plan (PCA/CDPA/FDP)] have been submitted to modify the plans and proffers accepted with the Arbor Row development (RZ 2011-PR-023). Specifically, these applications seek to permit the replacement of the hotel approved on Block D with a residential building. The original approval depicted the hotel building facing Westpark Drive with a 5-level parking structure to the rear of the building which was to be built into the existing grade. The 200-foot tall hotel included up to 250 rooms with ground-floor retail. In place of the 170,000 square foot (SF) hotel and retail building, the applicant proposes a 202,794 SF residential building with up to 140 residential units in a 300-foot tall (25 stories) building. The staff report and staff addendum also discussed alternatives to these maximums under certain circumstances relating to the provision of workforce housing and the attendant increases in intensity.

On February 4, 2016, a public hearing was held before the Planning Commission. The Planning Commission deferred the decision only to February 17, 2016. On February 17, 2016, the Planning Commission deferred the decision only again to February 25, 2016. The Board of Supervisors public hearing was deferred from February 16, 2016 to March 1, 2016.

ANALYSIS

The central unresolved issue in the staff report and first staff addendum was the proffered strategy for meeting the Comprehensive Plan and earlier adopted Board policy guidance on workforce housing. Recognizing the challenge of resolving the outstanding issues associated with this application, staff, working with Planning Commissioner Ken Lawrence, assembled a small group to look at the issue of reconciling the desire for workforce housing units in Tysons with the applicant's proposed proffer alternative that would allow the applicant, at its discretion, to make a monetary payment in lieu of providing workforce units. Former Planning Commissioner Walter Alcorn has agreed to lead this small advisory group, which includes several people who were involved in the development of the County's workforce housing policy in 2007. The group will provide assistance to staff and the Planning Commission by reviewing the Tysons Plan and the Countywide Workforce Dwelling Unit (WDU) policy to see what changes might be appropriate to address the implementation of workforce housing in high-rise condominium buildings. However, given the applicant's desire to move forward with a decision at the Planning Commission and a Board of Supervisors public hearing on March 1, 2016, the small group will be unable to provide any input or advice on this case; rather, that group will now focus on the policy and not the Arbor Row applications.

The applicant has submitted revised proffers, dated February 19, 2016, which are attached here. The key changes, which are limited to Proffer 92.2, For Sale Workforce Dwelling Units, are summarized here as follows:

- Proffer 92.2 continues to propose two options with the option employed being at the sole discretion of the applicant.
- Option 1 [Proffer 92.2(A)] remains unchanged and continues to propose the provision of 20% of the units as workforce units, with one-third of the units being provided at 70%, 80% and 100% AMI. Under Option 1, the applicant would achieve a 20% bonus and the maximum height of the building is 300 feet.
- Option 2 [Proffer 92.2(B)] has been revised such that the applicant would “diligently pursue and contribute financially to a rental and/or for-sale WDU project(s) within the Tysons Corner Urban Center”. This commitment could be satisfied by: 1) the acquisition of land; 2) the acquisition of existing dwelling units; 3) the provision of WDUs in future buildings; partnering/participating with non-profits, state agencies or local government operating existing affordable housing programs; or 4) any combination thereof. However, in no instance shall the cost to provide these off-site WDUs be greater than \$1.5 million, which shall include “all commercially reasonable and typical project fees and costs actually incurred by the applicant.” Unlike Option 2, there are no monetary limits set on the provision of WDUs under Option 1.
- Under Option 2, there would be three points at which the applicant must provide documentation of progress toward the acquisition of off-site WDUs: prior to site plan approval; prior to the issuance of the first Residential Use Permit (RUP); and prior to the issuance of the last RUP.
- Prior to site plan approval, if the applicant is unable to provide an agreement that has been signed by all necessary parties to ensure the provision of off-site WDUs within three years of site plan approval, the applicant shall escrow \$500,000 either in cash or by the posting of a letter of credit.
- Prior to the issuance of the first RUP, if the applicant has still been unsuccessful into entering into an agreement to provide off-site WDUs within one year of the issuance of the first RUP, the applicant shall escrow another \$500,000 either in cash or by the posting of a letter of credit.
- Should the applicant be successful in entering into an agreement to provide off-site WDUs, the County shall release the escrow to the applicant.
- Under Option 2, no control period has been established for the off-site WDUs.

- Prior to the issuance of the final RUP for Block D, if the applicant continues to be unsuccessful in entering into an agreement that would ensure the provision of off-site WDUs within one year of the issuance of the final RUP, the applicant shall increase the escrow by \$500,000. At this time, total funds (\$1.5 million) shall be released to an account to promote affordable housing in Tysons to be known as the Tysons Affordable Housing Trust Fund. At that point, the applicant would no longer have any obligation with respect to WDUs.
- Under Option 2, regardless of whether units or a monetary contribution is provided, the applicant would be granted a 16% bonus with a height maximum of 285 feet.

As noted earlier, staff attempted to convene a small group to help resolve the issues associated with the proposed monetary contribution in lieu of the 20 workforce housing units expected by the policy with the proposed residential development. Given the applicant's desire to move forward with this application, there has been no time for the small group to review the applicant's proffer and provide advice. In addition, staff has had very little time to review and evaluate the changes reflected in the revised proffers dated February 19, 2016.

In any event, staff continues to believe that bonus intensity and building height should not be granted to the applicant when no actual workforce dwellings units are being provided in the building or have been acquired (or under contract to purchase) to provide WDUs within Tysons. Further, nothing in the Board's Tysons Corner Urban Center WDU Administrative Policy Guidelines would support awarding bonus intensity for a cash contribution in lieu of units. For these reasons, staff cannot support the proposed application at this time.

RECOMMENDATION

Staff recommends denial of PCA 2011-PR-023, with CDPA 2011-PR-023.

Staff recommends denial of FDP 2011-PR-023-4.

ATTACHMENTS

1. Revised proffers dated February 19, 2016.

ARBOR ROW BLOCK D
PCA 2011-PR-023
PROFFER STATEMENT
July 30, 2015
October 5, 2015
December 30, 2015
January 12, 2016
February 19, 2016

Proffered Condition Amendment Application PCA 2011-PR-023 (the "**Application**") has been filed by and on behalf of (i) Cityline Partners LLC, as Applicant, (ii) Grayson 7913 Westpark LLC and Campbell-Scott Westpark LLC, as Owners, and (iii) Renaissance Centro Tysons LLC, as Contract Purchaser, on approximately 2.0 acres of land identified as Fairfax County Tax Map Parcel 29-4-((7))-2A and known as "Block D" of the Arbor Row development (the "**Block D Subject Property**"). The Block D Subject Property consists solely of Block D, which is located south of Westpark Drive and west of Jones Branch Drive Extended and zoned to the PTC-Planned Tysons Corner Urban ("PTC") District.

Pursuant to Sect. 15.2-2303(A) of the Code of Virginia (1950), as amended, and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978), as amended, the Applicant, Owners and Contract Purchaser, on behalf of themselves and their respective successors and/or assigns (referred to hereafter, both collectively and, where appropriate, individually as the "**Applicant**"), hereby proffer that redevelopment of the Block D Subject Property shall be in accordance with the following conditions (the "**Proffers**") if, and only if, the Application, as proposed by the Applicant, is granted by the Board of Supervisors (the "**Board**") allowing replacement of an approved hotel use with residential use. If the Application is granted by the Board, certain Proffers as identified below shall replace and supersede several of the existing proffered conditions applicable to the Block D Subject Property. Density attributable to the Block D Subject Property is not the result of transferring square footage from any other Arbor Row Blocks. All other Proffers accepted previously in RZ 2011-PR-023 for Blocks A, B, C, D, E and F and dated October 26, 2012 (the "**Existing Proffers**" attached in **Exhibit A**) shall remain in effect and be unchanged, except as noted herein. In the event this Application is denied by the Board, these Proffers shall immediately be null and void and all Existing Proffers accepted in RZ 2011-PR-023 shall remain in full force and effect.

The following Proffer changes and additions pertain to the Block D Subject Property only and shall modify the Existing Proffers with respect to the Block D Subject Property, as described below.

GENERAL

Existing Proffer 1 amended as to the Block D Subject Property as follows:

1. Substantial Conformance. Subject to the Proffers and the provisions of Sect. 6-500, Sect. 16-400 and Sect. 18-204 of the Zoning Ordinance of Fairfax County, as amended

(the "**Zoning Ordinance**"), the Block D Subject Property shall be developed in substantial conformance with the proffered elements of the Arbor Row Conceptual Development Plan Amendment ("**CDPA**") dated March 30, 2015 as revised through December 30, 2015, prepared by Bowman Consulting Group, Ltd., WDG Architecture, PLLC, and Parker Rodriguez, Inc., and as further modified by these Proffers. The previously-approved Conceptual Development Plan dated April 26, 2011, as revised through October 5, 2012 and prepared by Bowman Consulting Group, Ltd., WDG Architecture, PLLC, Shalom Baranes Associates, P.C., KGD Architecture and Parker Rodriguez, Inc. ("**CDP**") shall remain unchanged for Blocks A, B, C, E and F. In Existing Proffers being reaffirmed herein, references to the CDP shall also pertain to the CDPA on the Block D Subject Property.

Reaffirm Existing Proffers 2, 3, 4, 5, 6 and 7, which shall remain unchanged.

Existing Proffer 8 amended as to the Block D Subject Property as follows:

8. Fire Marshal. The Applicant has coordinated the layout depicted on the CDPA and the FDP for the Block D Subject Property with the Fire Marshal. Further changes to these plans shall be permitted in response to the review of site plans by the Fire Marshal, including adjustments to the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, provided such modifications are made in consultation with the Fairfax County Department of Planning and Zoning ("**DPZ**"), and the Fairfax County Department of Transportation ("**FCDOT**") and the Office of Community Revitalization ("**OCR**") and are in substantial conformance with the intent of the CDPA, FDP and these Proffers.

PERMITTED USES AND INTENSITY/DENSITY

Existing Proffer 9 amended as to the Block D Subject Property as follows:

9. Maximum Gross Floor Area ("**GFA**"). The maximum GFA permitted on the Block D Subject Property is 202,794 square feet, which includes 163,972 square feet of base multifamily residential density, a permitted residential bonus density of 32,794 square feet and up to 6,028 square feet retail/ services uses in one residential mixed use building, as set forth in the tabulations and notes in Table 1 on Sheet C2.1 of the CDPA; provided that in the event the Applicant elects to pursue the WDU alternative described in Proffer 92.2.B, the maximum GFA permitted on the Block D Subject Property will be 196,235 square feet, which includes 163,972 square feet of base multifamily residential density, a permitted residential bonus density of 26,235 square feet and up to 6,028 square feet retail/services uses in one residential mixed use building, as set forth in the tabulations and notes in Table 5 on Sheet C2.1 of the CDPA.

Reaffirm Existing Proffer 10, which shall remain unchanged.

Existing Proffer 11 amended as to the Block D Subject Property as follows:

11. Residential Dwelling Units in Block D. Block D shall contain a minimum of 110 residential dwelling units and a maximum of 140 residential dwelling units. In the event that any

of the retail/service uses in Block D are converted to "Live-Work Units" (as set forth in Proffer 14), this maximum shall increase to 150 residential dwelling units.

Existing Proffer 12 does not relate to the Block D Subject Property.

Reaffirm Existing Proffers 13-17 which shall remain unchanged.

ARCHITECTURAL DESIGN

Reaffirm Existing Proffers 18 – 24, which shall remain unchanged.

GREEN BUILDING AND SUSTAINABLE ENERGY PRACTICES

Reaffirm Existing Proffer 25, which shall remain unchanged.

Existing Proffers 26 and 27 do not relate to the Block D Subject Property.

Existing Proffers 28 and 29 amended as to residential use on the Block D Subject Property as follows:

28. Block D Residential Green Building Practices. As set forth in Proffer 25, all references in these Proffers to USGBC and LEED shall apply equally to such other alternative green building certifying entities selected by the Block D Subject Property owner, including the 2012 National Green Building Standard (NGBS) using the ENERGY STAR path for energy performance.. A LEED-AP professional shall be included as a member of the design team for Block D. The LEED-AP shall work with the design team to incorporate design elements under a version of the LEED-NC rating system available at the time of such Applicant's registration into the residential building to be constructed on Block D. At the time of site plan submission, documentation shall be provided to the EDRB demonstrating compliance with the commitment to engage such a professional. In addition, prior to site plan approval for these respective Blocks, the Chief of the EDRB shall be designated as a team member in the USGBC's LEED online system with respect to such building. This team member will have privileges to review the project status and monitor the progress of all LEED-related documents submitted to the Green Building Certification Institute by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

As part of site plan and building plan submission, a list of specific credits within a version of the LEED-NC rating system available at the time of registration (or such other rating system as may be applicable pursuant to Proffer 25), which is anticipated to be attained for such residential building shall be provided. Except as otherwise provided below as an alternative, the LEED-AP, who is a professional engineer or licensed architect, will provide certification statements at the time of site plan review and building plan review, confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-NC

certification for the subject residential building. Certification may be pursued pursuant to this Proffer or the alternative provided below.

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

If prior to bond extension, reduction or final bond release for the building site, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED-NC certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED-NC certification, 50% of the green building escrow 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. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or extension. However, the documentation must be provided prior to the final bond release for the building site.

If prior to the bond extension, reduction or final bond release for the building site, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED-NC certification or demonstrating that the building has fallen short of LEED-NC certification by three (3) points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above shall be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the building site.

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

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

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

Existing Proffers 30 – 31 do not relate to the Block D Subject Property.

Reaffirm Existing Proffer 32, which shall remain unchanged.

URBAN SITE DESIGN AND LANDSCAPING

Reaffirm Existing Proffers 33– 37, which shall remain unchanged.

STREETSCAPES

Reaffirm Existing Proffers 38 – 49, which shall remain unchanged.

OFF-SITE PUBLIC FACILITIES AND ATHLETIC FIELDS

Existing Proffer 50 amended as to the Block D Subject Property to add the following:

- F. Athletic Field Contribution. Conversion of the Block D Subject Property from hotel to residential use generates an anticipated athletic field requirement of 1/100 of a full-size athletic field for this Application. To meet this anticipated requirement, the Applicant shall contribute \$2.38 per square foot for the net increase in new, additional GFA associated with new residential development on the Block D Subject Property (estimated total contribution of \$79,968.00). This contribution shall be payable prior to issuance of the first RUP for development on the Block D Subject Property, made to the Fairfax County Park Authority and used solely for the purchase of land and/or construction of athletic field facilities within Tysons.

Reaffirm Existing Proffers 51 – 52, which shall remain unchanged.

Existing Proffer 53 amended as to the Block D Subject Property:

53. Public Schools Cash Contribution. In addition to the off-site dedication of the Park/School/Athletic Fields Parcel, prior to the issuance of the first RUP for the building in Block D, the amount of \$11,749.00 per student for students projected to be generated by this redevelopment shall be contributed to the Board for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools that students generated by this residential building will attend. This contribution shall be based on student yield ratios of 0.056, 0.016 and 0.028 per unit for elementary, middle and high school, respectively. Such contribution shall be made at the time of issuance of the first RUP for the residential building.

Reaffirm Existing Proffer 54, which shall remain unchanged.

ON-SITE PARKS AND ACTIVE RECREATION FACILITIES

Existing Proffers 55, 56 and 57 amended as to the Block D Subject Property as follows:

55. Publicly-Accessible Parks by Block. Parks, plazas, terraces, trails and open space shown on the CDP for Blocks A, B, C, E and F and on the CDPA for the Block D Subject Property, while retained in private ownership, shall be subject to public access easements which shall reserve to each Applicant, as applicable, the right, as to its respective Block, to reasonably restrict access for limited times for special events, security, maintenance and repairs and/or safety purposes. Each Applicant may establish reasonable rules and regulations for the public areas on its respective Block provided, however, that such public areas generally are open on a daily basis from dawn until dusk (10:00 p.m. if lighted). At the time of site plan submission for the first building in Block C, the Applicant shall enter into discussions with FCPA regarding opportunities for public programming within the large Urban Park within Block C. Any such agreement between the Applicant and FCPA shall be memorialized in a "Memorandum of Understanding." Special amenity features generally described below shall be depicted on the FDP for Block C, and shall be designed to enhance and complement land uses and may include both hardscape and softscape elements generally as depicted on the CDP. Parks and other publicly-accessible recreation areas shall be provided on each respective Block as generally shown on the Phasing Sheets and Urban Parks Plan on the CDP and CDPA for Block D Subject Property at the time of issuance of the first RUP or Non-RUP for new construction on that Block and as further described below, with more specific details provided on the FDP for each Block:

(Paragraphs A, B, C and D do not relate to the Block D Subject Property.)

- E. Block D. As shown conceptually on the CDPA, one publicly-accessible "Pocket Park" ("A" type) that is approximately 16,500 square feet in size shall be provided prior to issuance of the first RUP or Non-RUP for the Block D Subject Property. This pocket park shall be designed to create an intimate passive park that includes seating, special plantings, lawn space and special paving activating the space and linking it to the adjacent residential building.

56. Urban Parks Tabulations. The publicly-accessible open space tabulations set forth on the CDP for Blocks A, B, C, E and F, and on the CDPA for the Block D Subject Property, shall be achieved when redevelopment of the entirety of the Arbor Row development is complete, in accordance with Par. 2 of Sect. 16-403 of the Zoning Ordinance.

57. Private Active Recreation Facilities. Pursuant to Par. 2 of Sect. 6-508 and of Sect. 16-404 of the Zoning Ordinance, at the time of site plan approval, a minimum of \$1,800.00 per market-rate and workforce residential dwelling unit shall be provided for each residential building within Block A, Block D and Block E toward construction of developed on-site recreation facilities (privately and publicly-accessible) for each respective building. The balance of any funds not expended for the applicable residential building, if any as determined by DPWES, shall be contributed or may be escrowed, prior to issuance of the RUP for the final unit in such building, for provision of future on-site recreation facilities (private and publicly accessible) within Block C, and, if no such facilities are identified, then such residual funds shall be contributed to the FCPA for the provision of recreation facilities within Tysons Corner. The specific facilities and amenities noted below (which are separate from and in addition to the required provision of publicly accessible park space) shall be provided within each residential Block and may be shared between two or more residential buildings for the use and enjoyment of the residents of those buildings, as determined at the time of FDP approval. Private recreation facilities shall include, but not be limited to:

- A. Private exterior courtyard areas, which may be located on the top deck of the parking garages and/or residential buildings or in open areas and may include pool facilities, informal seating areas, landscaping, hardscape areas and/or passive recreation areas; and
- B. An interior fitness center furnished with exercise equipment that may include, but is not limited to, stationary bikes, treadmills, weight machines and free weights, but not necessarily staffed.

PEDESTRIAN CIRCULATION

Reaffirm Existing Proffer 58, which shall remain unchanged.

TRANSPORTATION

Reaffirm Existing Proffers 59 – 78, which shall remain unchanged.

TRANSPORTATION DEMAND MANAGEMENT ("TDM")

Existing Proffer 79 amended as to the Block D Subject Property to delete references to "hotel" use as follows:

79. Transportation Demand Management for Retail Uses. As provided in the above Proffer, certain components of the TDM Plan are applicable to and will benefit the proposed Retail Uses on the Block D Subject Property. Therefore, the Applicant will provide an additional TDM program tailored to specifically serve the Retail Uses (the "Retail TDM Program"). In no event will penalties be assessed against any Retail Uses, which may be established on the Subject Property.

- A. Goals of the Retail TDM Program. Because tenants of the retail stores and their employees work hours that are atypical of the standard work day, these tenants and their employees do not necessarily travel to and from the Block D Subject Property during peak hours. Given this, the Retail TDM Program shall encourage retail tenants guests and the retail employees to utilize transit, carpools, walking, biking and other non-Single Occupancy Vehicle ("non-SOV") modes of transportation to travel to and from the Subject Property rather than focusing on the specific trip reductions during the weekday AM or PM peak hours.
- B. Components of the Retail TDM Program. The Retail TDM Program shall include, at a minimum, the components applicable to the Block D Subject Property that are described in this Proffer and the additional components provided below. These additional components may be subsequently amended by mutual agreement between the Applicant and FCDOT. All amendments to the components of the Retail TDM Program contained in this Proffer shall be approved by FCDOT and will not require a PCA. The Retail TDM Program components are further described in the TDM Plan.
- C. Employee/Tenant Meetings. The TPM shall hold, at a minimum, an annual TDM meeting with the Retail store tenants and Managers, and their respective employees, to review the available transit options, changes in transit service and other relevant transit-related topics. Based on these meetings, the TPM shall work with Fairfax County to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to the Block D Subject Property tenants and their employees.
- D. Regional TDM Programs. The TPM shall make information available to retail store tenants and the retail employees about regional TDM programs that promote alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.
- E. Retail TDM Program Participation Outreach. The TPM shall endeavor in good faith to encourage participation by Retail store tenants in the Retail TDM Program, including the encouragement of a financial participation by such tenants through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the TPM and property management in furtherance of this objective may include dissemination of information to, and

solicitation of participation from, the tenant's in-store management and executives or officers at their headquarters offices, at appropriate intervals. The TPM shall include a report to the County with respect to the activities described in the TDM Proffer as part of the Annual Report to be filed with the County. This report shall include detailed accounts of the outreach efforts and the feedback and response from the tenants.

Reaffirm Existing Proffers 80 and 81, which shall remain unchanged.

BICYCLE FACILITIES

Reaffirm Existing Proffers 82 and 83, which shall remain unchanged.

PARKING

Existing Proffer 84 amended as to the Block D Subject Property as follows:

84. Parking Requirements. Parking on the Block D Subject Property shall be provided in accordance with the parking requirements for the PTC District set forth in Sect. 6-509 and Article 11 of the Zoning Ordinance, and as shown on the CDPA for Block D. Tandem and valet parking shall be permitted and, subject to Board approval, shall count toward parking requirements. Tandem parking spaces may be used for residential units with two cars and in office buildings where spaces are assigned by building management. The exact number of parking spaces to be provided for the Block D Subject Property shall be refined with approval of the FDP and determined at the time of site plan approval, provided that the parking actually constructed on the Block D Subject Property shall not reduce the maximum number of parking spaces shown in the tabulations on the CDP and CDPA for the other Blocks. If changes in the mix of uses or unit types result in parking greater than that anticipated on the CDPA, the additional parking spaces shall be accommodated within the proposed parking garages, so long as the maximum height and footprints of the parking garages do not increase from that shown on the CDPA. Parking at revised ratios may be provided, as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised ratios shall not require a PCA, CDPA or FDPA, provided there is no increase in the size or height of above-grade parking garages beyond minor adjustments to what is shown on the CDPA.

Reaffirm Existing Proffers 85 – 91, which shall remain unchanged.

WORKFORCE HOUSING

Existing Proffer 91 does not relate to the Block D Subject Property.

Existing Proffer 92 amended as to the Block D Subject Property for high-rise WDUs as follows:

92.1 Rental Workforce Dwelling Units. If Block D is developed and marketed as a rental building, rental housing units on Block D shall be provided within the residential building in accordance with the Board's Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010 (the "Adopted WDU Guidelines"). Rental Workforce Dwelling Units ("Rental WDUs") shall be provided such that the total number of Rental WDUs results in twenty percent (20%) of the total residential units constructed on Block D. The 20% applies to the total number of dwelling units to be constructed on the subject site, respectively; however, any units created with workforce housing bonus floor area shall be excluded from the 20% WDU calculation.

- A. The Rental WDUs generated by the residential building shall be provided within such building. Additionally, in the event that parking spaces are made available for lease to individual market rate dwelling units, at least one (1) parking space shall be made available for lease with each Rental WDU in Block D.
- B. Notwithstanding the foregoing, should the Board's policies related to WDUs in Tysons Corner be amended, the Applicant reserves the right, in its sole discretion as to its respective Block, to opt into the new policies, in part or in whole, without the need for a PCA or CDPA and, if an Applicant so opts into any such new policies, the provisions of this Proffer which relate to the new policies of the Board which the Applicant has elected to opt into shall no longer be effective. Furthermore, the Applicant reserves the right as to its respective Block to enter into a separate binding written agreement with the appropriate County agency as to the terms and conditions of the administration of the Rental WDUs. Such an agreement shall be on terms mutually acceptable to the Applicant and the County and may occur any time after the approval of this Application. Neither the Board nor the County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the Rental WDUs shall be administered solely in accordance with such agreement and the provisions of this Proffer as it applies to Rental WDUs shall become null and void. Such an agreement and any modifications thereto, or an appropriate memorandum thereof, shall be recorded in the land records of the County.

92.2 For-Sale Workforce Dwelling Units. If Block D is developed and marketed as a for-sale building, Workforce Dwelling Units ("WDUs") shall be provided in accordance with one of the two options described as follows:

- A. ~~A.~~ The first option is that For-Sale Workforce Dwelling Units ("For-Sale WDUs") shall be provided such that the total number of For-Sale WDUs results in twenty percent (20%) of the total residential units constructed on Block D. The 20% applies to the total number of dwelling units to be constructed on Block D, however, any units created with workforce housing bonus floor area shall be excluded from the 20% WDU calculation. The Applicant shall provide the required For-Sale WDUs generated by the residential building within such building, which shall be developed with a maximum of an additional 20% of GFA

above the base development and a maximum building height of 300 feet as shown on the CDPA. The number of For-Sale WDUs provided may increase or decrease depending upon the total number of dwelling units constructed on Block D. Additionally, in the event that parking spaces are made available for sale or lease to individual market rate dwelling units, at least one (1) parking space shall be made available for sale or lease with each For-Sale WDU in Block D. The For-Sale WDUs located on Block D shall be provided in accordance with the following provisions:

- i. The For-Sale WDUs with respect to Block D only will be provided as follows: one-third (1/3) of the WDUs will be provided at the 70% AMI income tier, one-third (1/3) of the WDUs will be provided at the 80% AMI income tier, and one-third (1/3) of the WDUs will be provided at the 100% AMI income tier. The 120% and 60% AMI income tiers of the Adopted WDU Guidelines shall not be required for the For-Sale WDUs on Block D. The number of For-Sale WDUs shall be equally distributed among the three income tiers to the extent possible based on the number of required WDUs located on Block D with the Applicant determining the final allocation. For example, if a total of nineteen (19) For-Sale WDUs are required, the distribution may be seven (7) units provided at the 70% AMI income tier, six (6) units provided at the 80% AMI income tier, and six (6) units provided at the 100% AMI income tier.
- ii. Strict bedroom proportionality between For-Sale WDUs and market rate units shall not be required. The Applicant may select the WDU type and size as long as the For-Sale WDUs provided meet or exceed the minimum size for the unit type as permitted by the Adopted WDU Guidelines. The For-Sale WDUs shall be comprised of up to 50% efficiencies, approximately 40% one bedroom units, and a minimum of 10% two bedroom or one bedroom/den units (e.g. a minimum of 2 units).
- iii. The location of the For-Sale WDUs in the building shall be selected by the Applicant within its sole discretion but shall be distributed over several floors.
- iv. The pricing of the For-Sale WDUs shall be consistent with Unit Pricing for High Rise Condominium Buildings dated January 16, 2015 established by the County Executive, as may be increased in accordance with semi-annual updating by the Department of Housing and Community Development ("HCD") as approved by the County Executive. Should the unit pricing decrease to accommodate interest rates or similar financial circumstances, the income tiers stated herein shall be adjusted to maintain pricing consistent with the pricing dated January 16, 2015.

- v. The issuance of RUPs for the market rate residential dwelling units shall not be restricted based on the issuance of RUPs for the For-Sale WDUs.
- vi. Until the later to occur of (i) six (6) months after the issuance of the first RUP for a For-Sale WDU on Block D, or (ii) the date at which fifty-five percent (55%) of the market rate units on Block D have been sold and/or are under binding contracts of sale to purchasers of individual units, the Applicant, jointly with HCD, shall market the For-Sale WDUs to qualified purchasers at the income tiers specified above. The marketing of such For-Sale WDUs shall be in accordance with the marketing plan attached to these Proffers as **Exhibit A**.
- vii. After the marketing period described in paragraph A.vi., any unsold For-Sale WDUs, may be marketed and conveyed by the Applicant at current comparable market prices to the public for a similarly sized and finished unit. Prior to the issuance of a RUP for any unsold For-Sale WDU that is sold by the Applicant at current comparable market prices pursuant to this proffer, the Applicant shall contribute to the Fairfax County Housing Trust Fund the difference between the For-Sale WDU pricing and the market sales price less the Applicant's costs associated with continued ownership and sale from the expiration of the marketing period described in paragraph A.vi. Costs shall include taxes, mortgage interest, sales costs, marketing expenses, condominium fees, closing costs, and other costs as reasonably demonstrated to HCD, and all covenants and restrictions shall be released also as described in paragraph A.viii. below. Such contribution shall be calculated based on a sales price that is a minimum of 65% of the appraised market value of the For-Sale WDU as demonstrated to HCD.
- viii. Prior to the marketing of any unsold For-Sale WDUs, the Applicant, with the joinder of HCD, shall release all For-Sale WDU covenants and restrictions, including site plan restrictions, as recorded against the unit or units that are released.
- ix. Within thirty (30) days of accepting a contract for the purchase of a For-Sale WDU, the Applicant shall submit to HCD an income certification form, consistent with the form attached hereto as **Exhibit B**, completed by the contract purchaser.

B. **B.** As an alternative to the provision of For-Sale WDUs on Block D, as described in Paragraph A, the Applicant ~~shall make a contribution to the Board or its designee to establish a fund to promote affordable housing in Tysons to be known as the Tysons Affordable Housing Trust Fund (the "Fund"). Said contribution shall be made~~agrees to diligently pursue and contribute financially to a rental and/or for-sale WDU project or projects (the "Off-site

WDUs"). The Off-site WDUs will be located in one or more locations within the Tysons Corner Urban Center as defined by the Fairfax County Comprehensive Plan. The requirement for the provision of Off-site WDUs may be met by the acquisition of land; the acquisition of existing dwelling units (multi-family or single family attached); the provision of WDUs in future buildings; partnering/participating with non-profits, state agencies or local government operating existing affordable housing programs; or any combination thereof. The cost to provide the Off-site WDUs shall be the sum of \$1.5 million, which shall include all commercially reasonable and typical project fees and costs actually incurred by the Applicant. Diligent pursuit shall be defined in accordance with Exhibit C attached hereto. Said Off-site WDUs shall be provided as follows:

- i. Prior to site plan approval for Block D, the Applicant shall provide the Director, Department of Planning and Zoning (the "Director"), written documentation that an agreement has been signed by all necessary parties to ensure the provision of the Off-Site WDUs within three (3) years of site plan approval. Said documentation shall include a detailed accounting of the expense to provide the Off-site WDUs. Should the expense be less than \$1.5 million, any difference shall be provided to Fairfax County to be used to establish, if not already established, and fund an account to promote affordable housing in Tysons to be known as the Tysons Affordable Housing Trust Fund (the "Fund"). In this instance, the Applicant shall have no further obligations with respect to the provision of Off-site WDUs. If, however, the Applicant has been unsuccessful in entering into an agreement, the Applicant shall demonstrate such failed attempts with the provision of written documentation to the Director in accordance with Exhibit A, and shall escrow \$500,000.00 with the County, in cash or the posting of a letter of credit. Said escrow shall be released by the County to the Applicant to fulfill the requirements of this Proffer.
- ii. If the Applicant has not entered into such an agreement prior to site plan approval, the Applicant agrees to continue to diligently pursue agreements to provide the Off-site WDUs after site plan approval. Prior to the issuance of the first RUP for Block D, if the Applicant still has been unsuccessful in entering into an agreement that would ensure the provision of the Off-site WDUs as described herein within one (1) year of such first RUP issuance, the Applicant shall increase the escrow by \$500,000.00 by posting additional cash or increasing the amount of the letter of credit. Said escrow shall be released by the County to the Applicant to fulfill the requirements of this Proffer.

- iii. If the Applicant has not entered into such an agreement prior to the issuance of the first RUP, the Applicant agrees to continue to diligently pursue agreements to provide the Off-site WDUs after issuance of the first RUP for Block D. Prior to issuance of the final RUP for Block D, if the Applicant still has been unsuccessful in entering into an agreement that would ensure the provision of the Off-site WDUs as described herein within one (1) year of such final RUP issuance, the Applicant shall increase the escrow by \$500,000.00 by making a final payment, the total funds escrowed pursuant to this Proffer shall be released to the Fund, and the Applicant shall have no further obligations with respect to Off-site WDUs.
- ~~i. One-half of one percent of the net base sales price of the market rate units shall be contributed to the Fund (the "Initial Contribution") in accordance with the following:~~
- ~~a. At time of site plan submission, the Applicant shall provide an estimate of the base sales price of the market rate dwelling units to be constructed on Block D. At time of site plan approval, one-half of the Initial Contribution, based on the estimated base sales price, shall be paid to the Board by the Applicant to establish the Fund.~~
- ~~b. Prior to the issuance of the final RUP on Block D, the Applicant shall deposit the remainder of the Initial Contribution into the Fund. Such remainder shall be calculated based on the actual base sales price of the market rate residential units net of brokerage fees, pro-rated taxes, transfer and recordation fees, and any upgrades to the base unit. Said calculation shall be submitted for review by HCD at the time of payment. By way of example, if 110 market rate dwelling units are constructed on Block D with an average base sales price of \$800,000.00 per unit, the Initial Contribution would be \$440,000.00.~~
- ~~ii. An additional contribution of one percent of the net base sales price of the market rate units shall be made to the Fund (the "Additional Contribution") in accordance with the following:~~
- ~~a. Four (4) installments shall be made as follows: at the issuance of the RUP for the dwelling unit representing 25% of the total units constructed on Block D; at the issuance of the RUP for the dwelling unit representing 50% of the total units constructed on Block D; at the issuance of the RUP for the~~

~~dwelling unit representing 75% of the total units constructed on Block D; and the final RUP.~~

~~b. Each installment of the Additional Contribution shall be calculated based on the actual base sales price of the market rate residential units sold net of brokerage fees, pro-rated taxes, transfer and recordation fees, and any upgrades to the base unit. Said calculation shall be submitted for review by HCD at the time of payment. By way of example, if 110 market rate dwelling units are constructed on Block D with an average base sales price of \$800,000.00 per unit, the Additional Contribution would be \$880,000.00. (In the example, the combined Initial Contribution and Additional Contribution would be \$1,320,000.00)~~

~~iii. Notwithstanding the actual base sales price ultimately used to calculate the Initial Contribution and the Additional Contribution pursuant to paragraphs 92.2.B.i. and 92.2.B.ii, the combined total of the Initial Contribution and the Additional Contribution shall be at least \$1,000,000.00. To the extent necessary, the final installment of the Additional Contribution described above shall include the amount required to result in a combined total of at least \$1,000,000.00.~~

iv. ~~iv.~~ Notwithstanding any depictions on the CDPA, should the alternative described in this Proffer 92.2.B. be selected, the residential building on Block D shall be developed with a maximum of an additional 16% of GFA above the base development and a maximum building height of 285 feet as detailed in Table 5 on Sheet C2.1 of the CDPA.

C. Notwithstanding the foregoing, the Applicant reserves the right, in its sole discretion as to its respective Block, to opt into the new or existing policies related to WDUs in Tysons Corner, in part or in whole, without the need for a PCA or CDPA and, if the Applicant so opts into any such new or existing policies, the provisions of this Proffer that relate to the policies of the Board that the Applicant has elected to opt into shall no longer be effective. Furthermore, the Applicant reserves the right as to its respective Block to enter into a separate binding written agreement with the appropriate County agency as to the terms and conditions of the administration of the For-Sale WDUs. Such an agreement shall be on terms mutually acceptable to the Applicant and the County and may occur any time after the approval of this Application. Neither the Board nor the County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the For-Sale WDUs shall be administered solely in accordance with such agreement and the provisions of this Proffer as it applies to For-Sale WDUs shall become null and void. Such an agreement and any

modifications thereto, or an appropriate memorandum thereof, shall be recorded in the land records of the County.

Existing Proffer 93 amended as to the Block D Subject Property to delete references to "hotel" use as follows:

93. Office Contributions toward Affordable/Workforce Housing in Tysons Corner. One of the following two options may be chosen by the Applicant for non-residential uses' contributions toward the provision of affordable and/or workforce housing within Tysons Corner. This contribution shall be made to the Board, be deposited in a specific fund to be used solely for this purpose within Tysons Corner and shall be payable prior to the issuance of the initial Non-RUP for each new non-residential building on each respective Block, excluding retail/services uses and public uses. The contributions shall consist of either (i) a one-time contribution of \$3.00 for each square foot of office GFA, excluding retail/services uses and public uses, or (ii) an annual contribution of \$0.25 for each square foot of non-residential GFA, excluding retail/services uses and public uses and continuing for a total of sixteen (16) years.

STORMWATER MANAGEMENT

Reaffirm Existing Proffer 94, which shall remain unchanged.

INTERIOR NOISE ATTENUATION FOR RESIDENTIAL AND HOTEL USES

Reaffirm Proffer 95, which shall remain unchanged.

EQC, RPA AND TREE PRESERVATION WITHIN SUB-BLOCK A-1

Existing Proffers 96-105 do not relate to Block D.

MISCELLANEOUS

Reaffirm Existing Proffers 106 – 109, which shall remain unchanged.

Existing Proffer 110 amended as to the Block D Subject Property as follows:

110. Metrorail Tax District Buyout for Certain Residential Uses. At least sixty (60) days prior to recording any condominium documents that would change the use of the buildings on the Block D Subject Property from a multi-unit residential real property that is primarily leased or rented to residential tenants or other occupants by an owner who is engaged in such a business, which is taxable for purposes of the now existing Phase I Dulles Rail Transportation Improvement District (the "Phase I District"), to a use that is not subject to the Phase I District tax, the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record such condominium documents for the Block D Subject Property. Prior to recording such

condominium documents, the Applicant shall pay to the County a sum equal to the then-present value of Phase I District taxes, based on the use of the Block D Subject Property prior to becoming subject to the condominium, that will be lost as a result of recording such condominium documents and in accordance with a formula approved by the Board.

Reaffirm Existing Proffers 111-114, which shall remain unchanged.

Additional, new proffers for the Block D Subject Property:

115. Emergency Vehicle Preemption (EVP) Devices. Prior to issuance of the final RUP for the building on Block D, the Applicant shall contribute \$20,000.00 to the Capital Project titled Traffic Light Preemptive Devices – FRD Proffers in Fund 300-C30070, Public Safety Construction for use in the installation of preemptive signal devices on traffic signals along the primary travel route to the closest fire station. The Applicant shall have no responsibility for installation or maintenance of the preemptive signal devices.

[SIGNATURES ON FOLLOWING PAGE]

APPLICANT:

CITYLINE PARTNERS LLC
Applicant and Agent for Title Owners

By: _____
Name: _____
Title: _____

OWNER:

GRAYSON 7913 WESTPARK LLC
Title Owner of a portion of Parcel 29-4-((7))-2A

By: _____
Name: _____
Title: _____

OWNER:

CAMPBELL-SCOTT WESTPARK LLC
Title Owner of a portion of Parcel 29-4-((7))-2A

By: _____
Name: _____
Title: _____

[SIGNATURES CONTINUE]

CONTRACT PURCHASER:

RENAISSANCE CENTRO TYSONS, LLC

By: _____

Name: _____

Title: _____

[SIGNATURES END]

Summary report:	
Litéra® Change-Pro TDC 7.5.0.166 Document comparison done on 02/19/2016 4:54:08 PM	
Style name: H&W Standard	
Intelligent Table Comparison: Active	
Original DMS: iw://EMF_US/HW_US/54175584/16	
Modified DMS: iw://EMF_US/HW_US/54175584/17	
Changes:	
<u>Add</u>	11
Delete	12
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	23

EXHIBIT A

MARKETING STRATEGY FOR WORKFORCE DWELLING UNITS (WDUs) – ARBOR ROW, BLOCK D

Website:

The primary vehicle for collecting prospect names will be a website focused on educating potential purchasers about the WDUs that will be available at Arbor Row, Block D (referred to herein as “The Tyson’s Corner Condominium”). The website is anticipated to be launched approximately eight (8) months prior to delivery of the building. Website content shall be previewed with representatives of the Fairfax County Department of Housing and Community Development prior to the website launch.

The goal of the website is to build the dream of what it will be like to live in The Tyson’s Corner Condominium community and to provide information specific to the opportunity to purchase an affordable home in the building. Web site visitors will be asked to register in order to make a sales appointment to find out the details of the real estate purchase. It is from this WDU preview list that sales appointments will be made.

Website Components:

Overview: The website’s main purpose is to communicate the vision of The Tyson’s Corner Condominium. The website will highlight the opportunity to purchase an affordable home in the building, identify affordability income tiers, and describe what it will be like to live there.

Features: The WDU features at The Tyson’s Corner Condominium will be listed on the project website. Photographic quality renderings of the residences will be included in this section to give a feel for the product being offered.

Amenities: Renderings of community spaces will be made available on the website to communicate available amenities and state-of-the-art offerings.

Location: Tyson’s Corner is the largest private employment center in the area. Residents will benefit from the opportunity to patronize, as well as work at, the shopping and dining venues in Tysons. The benefits associated with living in the Washington, DC region will be outlined and may include descriptions of: three national airports, the Kennedy Center, Smithsonian Museums, the National Mall, world-class shopping and dining, easy access to local employment, and accessibility to the newly opened Silver Line.

Floor Plans: The website will contain the available floor plans.

Register for Priority Preview List: The main purpose of the website is to collect names on the WDU preview list. Not only will contact information be collected from registrants, but also demographic information including age, current house-type, residence type desired and marketing vehicle used. This information will be compiled and provided to the marketing and sales team on a regular basis in order to monitor the marketing efforts and adjust those efforts as needed. One objective is to provide a link to this website on Fairfax County's affordable housing website and Fairfax County's employee website.

Public Relations:

A series of press releases will outline details of the project to the media approximately eight (8) months prior to delivery of the residential building. The purpose of the press releases is to begin gaining exposure for the WDUs available at The Tysons's Corner Condominium and direct potential purchasers to the website.

Temporary Sales Center:

A sales center will be created on or nearby the site. The goal of the sales center is to sell the vision of The Tyson's Corner Condominium in a small sales environment. A touch screen kiosk will allow prospective purchasers to get more information about the project and begin choosing the best floor plan to match their budget. Simple sales graphics will focus on the residences including: exterior rendering, amenity rendering, floor plans, features, amenities, and services.

Advertising Campaign:

The Tyson's Corner Condominium will establish itself as the first condominium building in Fairfax County with WDUs. Therefore, the advertising campaign must introduce this unique opportunity and educate potential purchasers about its benefits. A regional ad campaign will be launched approximately eight (8) months prior to delivery of the residential building. Advertising in local newspaper and magazine outlets will create awareness of The Tyson's Corner Condominium among Fairfax County residents who might otherwise be priced out of the Tysons real estate market. The internet may also be utilized to distribute information.

The campaign's main purpose is to communicate the unique opportunity to purchase an affordable residence at The Tyson's Corner Condominium. Communication tools may include:

Print publications

Create ads specifically targeting the WDU audience in publications such as:

Northern Virginia Magazine

Fairfax Times

Connection Newspapers

Internet:

Create listings and banner ads specifically targeting the WDU audience on sites such as:

Zillow.com

Trulia.com

BDX.com

Rec.gov

Patch.com

Facebook

AdWords

Email and direct mail

Send direct mail and email through specialty lists that target the WDU audience. This will include coordination with Fairfax County's Housing and Community Development.

Sales Process:

When prospective purchasers arrive for their appointments, they will be greeted and offered refreshments by the receptionist, after which a sales representative will be introduced.

Displays and a kiosk will be available to facilitate the selection of a home that will suit their needs, and match their budget. A pre-approval letter will be required as part of the contract ratification process.

Broker Events:

The brokerage community in the Washington area is very strong, therefore, it will be important to host a series of events to introduce the buying opportunities at the project. The parties are anticipated to take place during weekday lunch hours. At such an event, lunch is offered and a presentation is given regarding The Tyson's Corner Condominium. The goal of the parties is to educate brokers on the unique offering and encourage them to bring their prospects to the sales center to purchase a residence. The more excited and knowledgeable a broker is about a project, the more likely he will be to steer the appropriate prospects toward the project.

{A0679676.DOCX / 1 Exhibit A to Draft WDU Proffer for Arbor Row Block D 007366 000003}

{A0692537.DOCX / 1 Exhibit A to WDU Proffer 007366 000003}

EXHIBIT B

INCOME CERTIFICATION FORM

Property Name: _____

Bldg. No./Unit No. _____

I/We the undersigned certify that:

This Income Certification is being delivered in connection with the undersigned's application for occupancy.

PART I - OCCUPANTS

NEW _____ RECERTIFICATION _____ /DATE LAST CERTIFIED _____

Family Member	Name	Relationship to Applicant	Age	Full-Time Student (Yes or No)
1	_____	_____	_____	_____
2	_____	_____	_____	_____
3	_____	_____	_____	_____
4	_____	_____	_____	_____
5	_____	_____	_____	_____
6	_____	_____	_____	_____

It is the responsibility of the individual or household to demonstrate income eligibility for occupancy of the unit under Fairfax County workforce dwelling unit program requirements. FCRHA requires the landlord to obtain third party verification of income. Such documentation includes, but is not limited to, copies of Federal and State income Tax Returns, W-2 forms and copies of paychecks.

The maximum permitted income will be determined based upon the gross income received annually from all sources by all wage earners over 18 years of age (who are not full-time students) in a family or household unit. Sources of income include, but are not necessarily limited to, the following:

Yes / No

- _____/_____ 1. wages and salary (full and part-time employment)
- _____/_____ 2. child support
- _____/_____ 3. alimony
- _____/_____ 4. interest on savings and checking accounts
- _____/_____ 5. dividends from stocks, bonds, and certificates of deposit
- _____/_____ 6. social security benefits
- _____/_____ 7. VA benefits
- _____/_____ 8. overtime, commissions, tips and bonus payments
- _____/_____ 9. unemployment insurance
- _____/_____ 10. pension/retirement payments
- _____/_____ 11. disability benefits
- _____/_____ 12. any other annuities or stipends received
- _____/_____ 13. income from real estate investments
- _____/_____ 14. income from a business or partnership owned, associated with or operated by a member of the household.
- _____/_____ 15. regular gifts or contributions from persons not residing in the dwelling as long as there is a documented two year history.
- _____/_____ 16. net income from business operations, exclusive of amortization of capital indebtedness; based on straight-line method is an acceptable expense. Three years federal tax returns are required to document such income.

EXHIBIT C

For purposes of this proffer, diligent pursuit shall be defined as the provision of documentation to Fairfax County at time of site plan submission and quarterly thereafter until the proffer is satisfied. Said documentation shall include, but not be limited to:

- Contacting licensed real estate brokers to find suitable land within Tysons to be developed by others with affordable multi-family or single-family attached for-sale or rental housing
- Contacting licensed real estate brokers to find suitable existing properties within Tysons for conversion to affordable multi-family or single-family attached for-sale housing.
- Correspondence with residential developers in Tysons requesting the inclusion of additional affordable units within their developments (for-sale or rental).
- Correspondence with non-profits requesting participation or contribution to existing affordable housing programs.
- Correspondence with state agencies and local government requesting participation in or contribution to existing affordable housing programs.

Affordable shall mean affordable to individuals within the 70%, 80% and 100% AMI income tiers of the Adopted WDU Guidelines.