



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

May 18, 2016

Ben I. Wales
Cooley LLP
11951 Freedom Drive, 16th Floor
Reston, VA 20190

RE: Proffered Condition Amendment Application PCA A-936-03
(Concurrent with Development Plan Amendment Application DPA A-936-05
and Planned Residential Community Application PRCA A-936)

Dear Mr. Wales:

At a regular meeting of the Board of Supervisors held on April 26, 2016, a public hearing was held regarding Proffered Condition Amendment Application PCA A-936-03 in the name of 2222 Colts Neck Road, L.L.C. The motion to approve was stated incorrectly and therefore was clarified at the Board's May 17, 2016, meeting.

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors approving Proffered Condition Amendment Application PCA A-936-03 in the name of 2222 Colts Neck Road L.L.C. The Board's action amends the proffers for Proffered Condition Amendment Application PCA A-936-02 previously approved for an independent living facility to permit independent living and medical care (assisted living) facilities with an overall Floor Area Ratio (FAR) of 1.22 and associated amendments to proffers. The subject property is located on the east side of Reston Parkway and on the west side of Colts Neck Road, north of Glade Drive, and south of South Lakes Drive on approximately 4.33 acres of land zoned PRC, [Tax Map 26-1 ((13)) 1], in the Hunter Mill District and is subject to the proffers dated March 31, 2016, and the PRCA condition dated February 3, 2016.

The Board also:

- Modified Section 13-303 of the Zoning Ordinance for the transitional screening requirements to that shown on the PCA/DPA/PRCA Plan.
- Waived Section 13-304 of the Zoning Ordinance for the barrier requirement.

Office of the Clerk to the Board of Supervisors
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035

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May 18, 2016

Ben I. Wales
Cooley LLP
11951 Freedom Drive, 16th Floor
Reston, VA 20190

RE: Planned Residential Community Application PRCA A-936
(Concurrent with Proffered Condition Amendment Application PCA A-936-03
and Development Plan Amendment Application DPA A-936-05)

Dear Mr. Wales:

At a regular meeting of the Board of Supervisors held on April 26, 2016, a public hearing was held regarding Planned Residential Community Application PRCA A-936 in the name of 2222 Colts Neck Road, L.L.C. The motion to approve was stated incorrectly and therefore was clarified at the Board's May 17, 2016, meeting. The Board's action permits independent living and medical care facilities (assisted living). The subject property is located on the east side of Reston Parkway and on the west side of Colts Neck Road, north of Glade Drive and south of South Lakes Drive, Tax Map 26-1 ((13)) 1, on approximately 4.33 acres of land zoned PRC in the Hunter Mill District, and is subject to the following development condition:

- Development of the property shall be in substantial conformance with the DPA/PRCA Plan, entitled "Colts Neck, Block 1, Section 30, Reston," submitted by Urban, Ltd., consisting of 19 sheets dated June 15, 2007, and revised through January 26, 2016. Minor modifications may be permitted pursuant to Paragraph 8 of Section 16-203 of the Zoning Ordinance.

The Board also:

- Modified Section 13-303 of the Zoning Ordinance for the transitional screening requirements to that shown on the PCA/DPA/PRCA Plan.
- Waived Section 13-304 of the Zoning Ordinance for the barrier requirement.

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May 18, 2016

Ben I. Wales
Cooley LLP
11951 Freedom Drive, 16th Floor
Reston, VA 20190

RE: Development Plan Amendment Application DPA A-936-05
(Concurrent with Proffered Condition Amendment Application PCA A-936-03
and Planned Residential Community Application PRCA A-936)

Dear Mr. Wales:

At a regular meeting of the Board of Supervisors held on April 26, 2016, a public hearing was held regarding Development Plan Amendment Application DPA A-936-05 in the name of 2222 Colts Neck Road, L.L.C. The motion to approve was stated incorrectly and therefore was clarified at the Board's May 17, 2016, meeting. The Board's action permits the fifth amendment of the Development Plan for RZ A-936 to permit independent living and medical care facilities (assisted living) with an overall floor area ratio (FAR) of 1.22. The subject property is located on the east side of Reston Parkway and on the west side of Colts Neck Road, north of Glade Drive, and south of South Lakes Drive, Tax Map 26-1 ((13)) 1, on approximately 4.33 acres of land zoned PRC, in the Hunter Mill District.

The Board also:

- Modified Section 13-303 of the Zoning Ordinance for the transitional screening requirements to that shown on the PCA/DPA/PRCA Plan.
- Waived Section 13-304 of the Zoning Ordinance for the barrier requirement.

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- Modified the Fairfax County Countywide Trails Plan requirement along Colts Neck Road to that shown on the PCA/DPA/PRCA Plan.

Sincerely,



Catherine A. Chianese
Clerk to the Board of Supervisors

CAC:dal

cc: Chairman Sharon Bulova
Supervisor Catherine Hudgins, Hunter Mill District
Howard Goodie, Director, Real Estate Division, Dept. of Tax Administration
Barbara Berlin, Director, Zoning Evaluation Division, Dept. of Planning and Zoning
Diane Johnson-Quinn, Deputy Zoning Administrator, Dept. of Planning and Zoning
Thomas Conry, Dept. Manager, GIS - Mapping/Overlay, Dept. of Information Technology
Michael Davis, Section Chief, Transportation, Planning Division, Dept. of Transportation
Eric Teitelman, Capital Projects and Operations Division, Dept. of Transportation
Sandy Stallman, Park Planning Branch Manager, Park Authority
Charlene Fuhrman-Schulz, Development Officer, Design Development Division, DHCD
Jill Cooper, Executive Director, Planning Commission
Ajay Rawat, Coordinator, Facilities Planning, Fairfax County Public Schools
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

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Department of Highways, VDOT
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Ajay Rawat, Coordinator, Facilities Planning, Fairfax County Public Schools
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 17th day of May, 2016, the following ordinance was adopted.

AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROFFERED CONDITION AMENDMENT PCA A-936-03
(Concurrent with Development Plan Amendment Application DPA A-936-05
and Planned Residential Community Application PRCA A-936)

WHEREAS, 2222 Colts Neck Road LLC filed in the proper form an application requesting amendment to the plan of a certain parcel of land, hereinafter described, by amending conditions proffered and accepted pursuant to Virginia Code Ann. Section 15.2-2303(a), and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board its recommendation, and

WHEREAS, this Board has today held a duly called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended,

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Hunter Mill District, and more particularly described as follows (see attached legal description):

Be, and hereby is further restricted by the amended conditions proffered and accepted pursuant to Virginia Code Ann., Section 15.2-2303(a), which conditions are incorporated into the Zoning Ordinance as it affects said parcel, and

BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcels.

GIVEN under my hand this 17th day of May, 2016.



Catherine A. Chianese
Clerk to the Board of Supervisors

2222 COLTS NECK ROAD

Proffer Statement

March 31, 2016

PCA A-936-03, DPA A-936-05

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended) (the "Zoning Ordinance"), the property owner, for itself and its successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffers that the development of the parcel shown on the Fairfax County Tax Maps as Tax Map 26-1((13)) Parcel 1 (the "Property") shall be in accordance with the following conditions if, and only if, Development Plan Amendment DPA A-936-5 and Proffered Condition Amendment PCA A-936-3 (collectively, the "Application") are granted. If approved, these proffers ("Proffers") supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect.

GENERAL

1. Development Plan. The Property shall be developed in substantial conformance with the Development Plan Amendment ("DPA") and Proffered Condition Amendment ("PCA") Plat dated June 2007, and revised through January 26, 2016, prepared by Urban, Ltd. and consisting of nineteen (19) sheets ("Development Plan").
2. Minor Modifications. Minor modifications to the Development Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site engineering, pursuant to Section 16-203(13) of the Zoning Ordinance, as determined by the Zoning Administrator.
3. Proposed Development. The development proposed with this Application shall include independent living units and an assisted living facility accommodated in one building, designed with two distinct wings (the "Residential Building") and associated facilities and structures (collectively, the "Proposed Development"). The Residential Building will include a maximum of ninety one (91) independent living residential units (the "ILUs") and an assisted living facility accommodating up to one hundred and thirty five (135) beds.

The Proposed Development may include the following uses, subject to the limitations identified on the Development Plan:

- i. Principal Use: High Density Residential/Independent Living Facilities/Assisted Living Facility.

ii. Secondary Uses:

- Accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance;
- Bank teller machines; and,
- Quasi-public parks and related facilities.

A. Cellar Space. The Applicant reserves the right to utilize cellar space constructed as part of the Proposed Development for resident amenities (including, but not limited to, fitness centers and storage) and for Secondary Uses; provided, however, that the Applicant shall be required to provide parking for the Cellar Space in accordance with the requirements of Article 11 of the Zoning Ordinance, as qualified by these Proffers. The Cellar Space in the Proposed Development shall not contain ILUs or assisted living bedrooms.

B. Eligibility.

i. Independent Living Units. The ILUs established on the Property shall comply with the Additional Standards for Independent Living Facilities set out in Part 1 of Section 9-306 of the Zoning Ordinance.

1. Guests. Guests under the age of 62 are permitted for periods of time not to exceed thirty (30) days total for each such guest in any calendar year.

2. Successor Owners. If title to any unit shall become vested in any person under the age of 62 by reason of descent, distribution, foreclosure or operation of law, the age restriction covenant shall not result in a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until he shall have attained the age of 62 or otherwise satisfies the requirements as set forth herein. Notwithstanding, a surviving spouse, or a surviving spouse with one or more dependants who do not meet the age restrictions, shall be allowed to occupy a dwelling unit consistent with the Federal Fair Housing Act and the Virginia Fair Housing Law, as may be amended.

ii. Assisted Living Facility. The assisted living facility (the "ALF") shall accommodate residents aged sixty-two (62) years of age or older.

4. Maximum Building Heights. Building heights for the Residential Building shall not exceed fifty-five feet (55') and shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing the Residential Building to a lower building height provided the building footprints remain in substantial conformance with those shown on the Development Plan.

5. Affordable Housing

A. Independent Living Units

i. The Applicant shall provide for-sale and/or rental housing units amongst the ILUs to be sold/rented as affordable housing units to be administered under the "Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines" adopted on October 15, 2007, in effect as of the approval date of this Application (the "Policy Guidelines"), such that a total of twenty percent (20%) of the total number of ILUs constructed on the Property are sold/rented as affordable housing units. When the required number of affordable housing units results in a fractional unit less than 0.5, the number shall be rounded down to the next whole number. When the required number of affordable housing units results in a fractional unit equal to or greater than 0.5, the number shall be rounded up to the next whole number. The Applicant shall provide the affordable housing units required by this Proffer in two income tiers. Seventy-five percent (75%) of affordable housing units shall be available to households with an income of up to seventy percent (70%) of Area Median Income for the Washington Standard Metropolitan Statistical Area ("AMI") AMI and twenty-five percent (25%) of affordable housing units shall be available to households with an income up to eighty percent (80%) of AMI.

ii. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the affordable housing units following approval of this Application without the need for a PCA, provided that no change results in a change to the approved density or building design not deemed to be in substantial conformance by the Zoning Administrator. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the affordable housing units shall be administered solely in accordance with such an agreement and the provisions of this proffer shall become null and void. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.

B. Assisted Living Facility

The Applicant shall maintain four percent (4%) of the beds in the ALF for residents who are eligible for the Virginia Department of Ageing and Rehabilitative Services' Auxiliary Grant program. If an ALF resident occupying a bed under the Virginia Department of Ageing and Rehabilitative Services' Auxiliary Grant program moves into the memory care program within the ALF, the resident shall be entitled to maintain his/her status as a Virginia Department of Ageing and Rehabilitative Services' Auxiliary Grant recipient and shall be considered part of the 4% of beds provided pursuant to this Proffer.

6. Transition of Residents in Affordable Housing

A. Transition to the ALF. In the event that a physician determines that it is necessary for an independent living resident in an affordable housing unit to transfer to an assisted living facility and (i) the resident qualifies for and is accepted into the Virginia Department of Ageing and Rehabilitative Services' Auxiliary Grant program, (ii) there is capacity to accommodate the

resident within the four percent of the ALF beds reserved for eligible residents pursuant to Proffer 5.B. above, and (iii) the resident wishes to be accommodated in the ALF, such independent living resident may elect to transition into one of the ALF beds. Following such transition, the resident shall occupy one of the beds reserved in the ALF to meet the requirements of Proffer 5.B.

B. Transition to an Off-Site Assisted Living Facility. In the event that a physician determines that it is necessary for an independent living resident in an affordable housing unit to transfer to an assisted living facility and (i) the resident does not qualify for the Virginia Department of Ageing and Rehabilitative Services' Auxiliary Grant program, (ii) there is no capacity to accommodate the resident within the four percent of the ALF beds reserved for eligible residents pursuant to Proffer 5.B. above, or (iii) the resident does not wish to transfer to the ALF as a market-rate resident, then the Applicant shall implement a transition plan for such resident, to include the following:

a. Providing the resident, in consultation with Fairfax County Social Services, with details of licensed assisted living facilities within a twenty-mile distance of the Property (or such other location within Virginia identified by the resident) that provide the services needed by the resident and identifying any potential third-party financial assistance available to the resident to assist with the cost of assisted living care.

b. Provision of transportation for the resident to visit a minimum of two licensed assisted living facilities within a 20-mile distance of the Property.

c. Reimbursement by the Applicant of 50% of the documented cost of relocating the resident to another assisted living facility, up to a maximum of \$2,000 per resident.

7. Parking

A. Zoning Ordinance Requirements. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works & Environmental Services ("DPWES"). The Applicant reserves the right to provide more parking than that shown on the Development Plan and required by the Fairfax County Zoning Ordinance, provided that the minimum open space tabulation set forth on Sheet 1 of the Development Plan is not reduced, and the parking design is otherwise in substantial conformance with the Development Plan.

B. Parallel Parking Spaces At Entrance. The Applicant reserves the right to establish surface parking spaces along the driveway of the Proposed Development, as shown on the Development Plan (the "Parallel Spaces"). The Parallel Spaces may be part of or in addition to the total number of required parking spaces to be provided with the Proposed Development. If the Parallel Spaces are not provided, the Applicant shall, instead, landscape the area consistent with the quantity and quality of those plantings shown on the Landscape Plan, as defined in these Proffers.

C. Use of Parking Spaces

i. The Applicant shall provide parking stickers to residents and employees of the Property and shall require that they are prominently displayed in their private vehicles in order to monitor utilization of parking spaces on the Property.

ii. Information shall be distributed to all residents of the Property, their visitors and employees of the Residential Building confirming that under no circumstances shall their vehicles be parked within the neighboring Hunters Crossing condominium community.

ARCHITECTURAL DESIGNS AND SITE AMENITIES

8. Building Design and Materials. The general architectural design of the Proposed Development shall be provided as shown on Sheet 14 of the Development Plan (herein referred to as the "Conceptual Elevation"). The Conceptual Elevation is conceptual in nature and may be modified by the Applicant as part of Reston Association Design Review Board ("RADRB") and final engineering and building design, provided that such modifications are in substantial conformance with the Development Plan and these Proffers. Subject to RADRB approval, building materials for the Proposed Development, as generally reflected on the Conceptual Elevation, shall be selected from among the following: wood, siding, hardi-plank, brick, masonry/stone, aluminum, glass, steel, split-face block and pre-cast panels, provided that final architectural details and accents may include other materials. Subject to RADRB approval, building colors shall include the following:

Base Brick:	Glen-Gery	Courtland Modular Extruded Series
Mortar:	SGS	20X DK. Buff
Trim Paint:	Benjamin Moore	2142-60, November Rain
Siding:	James Hardie	Smooth, 4 in. exposure
Siding Paint:	Benjamin Moore	2137-50, Sea Haze
Roofing:	Owens Corning	Oakridge PRO 30 Shingle, Onyx Black

However, the Applicant may modify the building colors if directed to do so by the RADRB provided that such modifications are in substantial conformance with the Development Plan and these Proffers. The Applicant reserves the right to include or remove balconies and other architectural details, following consultation with the RADRB, so long as such features do not extend more than eight feet (8') beyond the building footprints shown on the Development Plan, and provided that the streetscape features and landscaping are maintained.

9. Noise Attenuation. As part of its initial site plan submission for the Proposed Development, the Applicant shall submit to the Fairfax County Department of Planning and Zoning ("DPZ") an Environmental Noise Measurement and Noise Impact Assessment ("Noise Study") detailing projected noise impacts on the Proposed Development, if any, and proposed mitigation techniques for any such impacts based on the standards set forth below. Based on the Noise Study, the Applicant shall include information on its site plan and subsequent building permit applications detailing the specific noise mitigation techniques to be employed, which shall be reviewed and approved by DPZ.

A. Noise Levels within ILUs.

i. Greater than 75 dBA Ldn. No space in any building that shall be occupied by an ILU or, in the case of the ALF, a bedroom, shall be located in any area impacted by noise at a level of 75 dBA Ldn or greater. In the event the Noise Study demonstrates that portions of any building for which ILUs or ALF bedrooms are proposed would be impacted by noise at a level of 75 dBA Ldn or greater, then the Applicant shall (a) adjust the use of the impacted portions of such building, or (b) step back the top floors of such building such that no ILUs or ALF bedrooms are located in the impacted area. In such event, the Applicant shall demonstrate to DPZ that its selection of mitigation techniques otherwise complies with the provisions of this Proffer.

ii. 70 dBA Ldn to 75 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for ILUs or ALF bedrooms that are projected to be impacted by noise greater than 70 dBA Ldn (but not more than 75 dBA Ldn), the Applicant shall construct such units using the following acoustical measures:

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

iii. 65 dBA Ldn to 70 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for ILUs or ALF bedrooms that are projected to be impacted by noise projected greater than 65 dBA Ldn (but not more than 70 dBA Ldn), the Applicant shall construct such units using the following acoustical measures:

1. Exterior walls shall have a laboratory STC rating of at least 39;
2. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 70 dBA or above;
3. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a laboratory STC rating of at least 39; and
4. All surfaces shall be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.

10. Interparcel Pedestrian Connection. The Applicant shall construct a pedestrian connection between the Proposed Development and the abutting Hunters Crossing condominium development ("Hunters Crossing"), as more particularly shown on the Development Plan (the "Pedestrian Connection"). The exact location of the Pedestrian Connection shall be determined as part of site plan approval for the Proposed Development in consultation with DPWES and representatives of Hunters Crossing. The Pedestrian Connection shall be completed and available for use prior to the issuance of the first Residential Use Permit "RUP") or Non-Residential Use Permit ("Non-RUP") for the Proposed Development.

11. Retaining Wall. The area between the Residential Building and the retaining wall located on the north and west sides of the Residential Building, as shown on Sheet 3 of the Development Plan (the "Retaining Wall"), shall not be directly accessible from individual units or ALF bedrooms. This area may be used as patio space accessible from resident amenity areas, such as, but not limited to, the indoor wellness center and reading room/library. The Retaining Wall shall be constructed with materials selected from among the following, as approved by the RADRB: brick, stone, concrete and split block.

12. On-Site Pedestrian Trail Along Colts Neck Road. The Applicant shall construct a pedestrian trail along the Property's frontage on Colts Neck Road, as more particularly shown on the Development Plan (the "Pedestrian Trail"). The Pedestrian Trail shall be an asphalt trail with a minimum width of eight feet (8') and shall be built at a slope of no more than eight percent (8%). The Applicant shall install a sign at both ends of the Pedestrian Trail notifying users that the Pedestrian Trail is not ADA accessible. The Pedestrian Trail shall be completed and available for use prior to the issuance of the first RUP or Non-RUP for the Proposed Development.

13. Open Space. The overall minimum open space for the Property shall be forty-two percent (42%) or 1.83 acres, as shown on the Development Plan.

14. Lighting. On-site lighting shall be provided in conformance with Article 14 of the Fairfax County Zoning Ordinance. Parking lot or exterior building lighting located on the Property shall be directed inward and/or downward and designed with fully shielded fixtures in order to minimize glare onto adjacent properties. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible. Lighting in the Snakeden Stream Valley shall be provided as shown on the Development Plan, subject to RADRB approval.

15. Signage. Signage for the Property and the Proposed Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the DRB and the Planning Commission.

16. Bus Shelter. Subject to approval by Fairfax County Department of Transportation ("FCDOT") and, as applicable, the Virginia Department of Transportation ("VDOT"), the Applicant shall install a bus shelter on or near the Property (the "Bus Shelter"), in a location to be determined and mutually agreed upon by the Applicant and FCDOT as part of site plan approval for the Proposed Development. The Bus Shelter shall be installed prior to the issuance

of the first RUP or Non-RUP for the Proposed Development; provided, however, that, if agreement cannot be reached as to the location of the Bus Shelter, then, in lieu of constructing the Bus Shelter, the Applicant shall escrow funds with FCDOT in an amount to be determined by DPWES, FCDOT and VDOT and posted by the Applicant prior to the issuance of the first RUP or Non-RUP for the Proposed Development. The design and materials of the Bus Shelter shall be of similar size and quality to those of a typical bus shelter installed elsewhere in Fairfax County, as determined by FCDOT, and shall include benches and trash receptacles.

17. Shuttle. Within 90 days following issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant shall make available on demand to all residents use of a shuttle service between the hours of 7 a.m. and 7 p.m. seven days a week, from the Property to transit facilities, medical facilities and shopping centers within a three (3) mile radius.

18. Bicycle Racks. The Applicant shall install at least five (5) bicycle racks in the Proposed Development (collectively, the "Bike Racks"). The Bike Racks shall be located in areas under cover or otherwise protected from weather elements and shall collectively accommodate parking for at least twenty-five (25) bicycles. The Bike Racks shall be installed prior to the issuance of the first RUP or Non-RUP for the Proposed Development.

RESIDENT AMENITIES

19. Active Amenities

A. Indoor Wellness Center. To meet the indoor recreational needs of the future residents of the Proposed Development, the Applicant shall construct an indoor wellness center (the "Wellness Center") with equipment such as stationary bikes, treadmills, weight machines and free weights. The Wellness Center shall be completed prior to the issuance of the first RUP or Non-RUP for the Proposed Development.

B. Outdoor Fitness Stations. To accommodate future residents with certain disabilities that make it difficult to use traditional exercise devices, the Applicant shall construct a minimum of three (3) outdoor fitness stations on the Property, as generally shown on Sheet 8 of the Development Plan ("Life Trail"). The proposed fitness stations shall be clustered, with final location to be determined at the time of site plan. The Life Trail shall be completed prior to issuance of the final RUP for the Proposed Development, but in no event later than final bond release for the Proposed Development.

20. Passive Amenities

A. Reading Room/Library. Prior to the issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant shall construct a reading room/library in the Residential Building available for use by residents.

B. Memory Care Garden. The Applicant shall install a memory care garden in the general location shown on Sheet 3 of the Development Plan (the "Memory Care Garden"). The Applicant shall provide a pedestrian connection to the Memory Care Garden so as to permit

access from the Residential Building. Additional details concerning the elements of the Memory Care Garden shall be included on the Landscape Plan to be submitted pursuant to Proffer 23 herein.

C. Plaza. The Applicant shall construct a private plaza (the "Plaza") to be located on the top deck of the parking structure between the Residential Building wings, as more particularly shown on Sheet 3 of the Development Plan. The Plaza shall include landscaping (if possible), hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), outdoor gaming tables (checkers/chess, etc.), benches, seating areas and similar passive recreation amenities. The Plaza shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments and punch-list items) prior to the issuance of the first RUP or Non-Rup for the Proposed Development.

D. Seating Node. A patio area shall be provided on the north side of the ALF in the general location depicted on Sheet 6 of the Development Plan and identified on Sheet 7 of the Development Plan as a Rear Seating Node. The Applicant reserves the right to adjust the location of this Rear Seating Node along the north side of the ALF so long as such relocation does not result in a reduction in number of trees or shrubs shown on Sheet 6 of the Development Plan.

STORM WATER MANAGEMENT/ENVIRONMENTAL FEATURES

21. Storm Water Management. Storm Water Management ("SWM") and Best Management Practices ("BMP") are currently provided for the Property by Lake Audobon, an existing SWM/BMP facility that provides SWM/BMP for the entire drainage shed in which the Property sits. In addition to these facilities, however, the Applicant shall provide as part of the Proposed Development storm water velocity reduction measures, such as check dams, minimum pipe slopes, and/or velocity reducing channel linings to slow the rate of discharge of runoff from the Property (the "SWM Facilities"). The specific SWM Facilities to be implemented with the Proposed Development shall be identified on the site plan for the Proposed Development submitted to DWPEs.

A. Best Management Practices. The Applicant shall incorporate BMPs into the Proposed Development in order to improve water quality associated with stormwater runoff from the Property. The site plan(s) for the Proposed Development shall demonstrate that, using structural and non-structural BMPs such as natural open space, sand filters, storm filters, Filterra devices or a combination thereof, phosphorous runoff from the Property will be reduced on-site by forty percent (40%).

B. Maintenance Responsibility.

i. Regular Maintenance of SWM Facilities. Prior to site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the onsite SWM Facilities and LIDs. The SWM Agreement shall require the Applicant (or its successors/assigns) to contract with one or more maintenance/management companies to perform regular routine maintenance of the onsite SWM Facilities and LIDs and to

provide a maintenance report annually to the Fairfax County Maintenance and Storm water Management Division of DPWES. The association documents for the Residential Building(s), as applicable, shall specify the maintenance responsibilities of the owners under the SWM Agreement.

ii. County Agreement. The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) future replacement of the onsite SWM Facilities and LIDs, when and as warranted; (b) requirement for liability insurance in an amount reasonably acceptable to DPWES; and (c) easements for County inspection and emergency maintenance to ensure that the onsite SWM Facilities are maintained by the Applicant in good working order.

22. Limits of Clearing and Environmental Quality Corridor Restoration. The Applicant shall strictly adhere to the Limits of Clearing ("LOC") shown on the Development Plan and shall not further encroach upon the Environmental Quality Corridor ("EQC") except to the extent shown on Sheets 3 and 3A of the Development Plan and such encroachment. However, minor adjustment of the LOC as part of site plan approval based on final design and engineering and the location of proposed utilities may be permitted pursuant to Section 16-203 and Section 18-204 of the Zoning Ordinance. The Applicant shall use its best efforts to mitigate adverse impacts, such as sedimentation, excessive clearing of vegetation and erosion on the portion of the EQC that is to remain undisturbed with the construction of the Proposed Development. To the extent adverse impacts on the undisturbed portion of the EQC are not mitigated, the Applicant shall restore such portion of the EQC. The Director of DPWES shall review and approve all plans for work within the EQC pursuant to the policy for protection of the EQC.

As part of its site plan, the Applicant shall provide management practices for the protection of understory plant materials, leaf litter and soil conditions found in areas to be left undisturbed, subject to the approval of the Urban Forest Management Division ("UFM"). The Applicant shall actively monitor the site to ensure that inappropriate activities such as the storage of construction materials, dumping of construction debris, and traffic by construction equipment and personnel do not occur within these areas. The Applicant shall restore understory plant materials, leaf litter and soil conditions to the satisfaction of UFM if these are found to be damaged, removed or altered in manner not allowed in writing by UFM.

If it becomes necessary to install utilities determined necessary by DPWES within areas to be left undisturbed, they shall be located and installed in the least disruptive manner possible as determined by UFM in coordination with the Environmental and Site Review Division, Department of Public Works and Environmental Services ("DPWES.") In addition, the Applicant shall develop and implement a replanting plan for the portions of protected areas disturbed for utility installation taking into account planting restrictions imposed by utility easement agreements.

Any work occurring in or adjacent to the areas to be left undisturbed, such as root pruning, installation of tree protection fencing and silt control devices, removal of trash, or plant debris, or extraction of trees designated to be removed shall be performed in a manner that minimizes damage to any tree, shrub, herbaceous, or vine plant species that grows in the lower canopy environment; and minimizes impacts to the existing top soil and leaf litter layers that provide

nourishment and protection to that vegetation, all as approved by UFM. The use of power equipment in these areas shall be limited to small hand-operated equipment such as chainsaws. Any work that requires the use of larger motorized equipment such as, but not limited to, tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, or any accessory or attachment connected to such equipment shall not occur unless reviewed and approved in writing by UFM.

23. Landscape Plan.

A. Detailed Landscape Plan. As part of the initial site plan submission for the Proposed Development, the Applicant shall submit to the Urban Forest Management Division of DPWES for review and approval and to representatives of the abutting Hunters Crossing condominium development ("Hunters Crossing") for review and comment, a detailed landscape plan ("Landscape Plan") illustrating the plantings and other features to be provided with the Proposed Development. The Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on Sheets 6 and 7 of the Development Plan, including additional plantings on Hunters Crossing, and shall include preservation of existing trees where possible, and new plantings, including deciduous trees, evergreen trees, shrubs, bushes and similar underplantings to replace or supplement any trees that are removed as part of clearing and grading the portion of the Property to be redeveloped. The Landscape Plan shall also include a twenty (20') foot landscape buffer along the southern boundary of the Property (the "Landscape Buffer") as shown on Sheets 6 and 7 of the Development Plan. New plantings along the Property's frontage on Colts Neck Road and within the Landscape Buffer shall consist primarily of shrubs, bushes and native deciduous tree species, including a complement of 6-8 three-inch (3") caliper trees, planted in mulched beds designed to encourage the generation of associated plant communities. The Landscape Plan shall also include the placement of all new public and/or private utilities and the relocation of existing public and/or private utilities. Adjustments to the type and location of vegetation shall be permitted in consultation with DPZ and the Urban Forest Management Division of DPWES if determined to be in substantial conformance with the Development Plan.

B. Tree Survey and Preservation Plan. The Applicant's landscape architect or certified arborist, in consultation with the Urban Forest Management Division, shall identify as part of the Landscape Plan individual trees the Applicant proposes for preservation and those trees it plans to remove (the "Tree Preservation Plan") in accordance with the Zoning Ordinance and Public Facilities Manual requirements. The Tree Preservation Plan shall be made part of and submitted for approval with the Landscape Plan. The Applicant shall preserve and protect those trees identified in the Tree Preservation Plan as Trees to be Preserved. All trees shown to be preserved on the Tree Preservation Plan and site plan shall be protected by 14-gauge welded wire fencing, a minimum of four (4) feet in height, attached to steel posts spaced no farther than ten (10) feet apart. The fencing shall be erected at the proposed LOC prior to commencement of any clearing or grading on the relevant portion(s) of the Property and shall be made clearly visible to construction personnel. In the event that, during construction of the Proposed Development, any of the Trees to be Preserved die or are seriously damaged, as determined by Urban Forest Management Division staff, the Applicant shall provide replacement planting equal to the 10-yr. projected canopy area lost due to the death or removal of trees designated for preservation that do not survive construction. Such replacement trees shall be deciduous trees 2.0-3.0 inches in

caliper deciduous trees or 8-ft. tall evergreen trees and selected, to the extent possible and as approved by the Urban Forest Management Division, from among tree species native to Fairfax County and similar in mature size to the trees that were lost. If tree loss is due to construction activity not authorized by the approved plan, in addition to replacing any Tree to be Preserved that is removed or irreparably damaged, the Applicant also shall pay a penalty of \$250 per such tree to the Fairfax County Tree Preservation and Planting Fund.

24. Green Building Standards. As part of the development of the Property, the following green building standards shall be implemented.

A. LEED Accredited Professional. The Applicant shall 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. At the time of 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.

B. Construction Waste Management Plan. The Applicant shall have a construction waste management plan that consists of hiring a waste removal and diversion company to process all construction waste at a recycling center. The Applicant shall provide a copy of the waste removal contract as proof of compliance.

C. Storage of Recyclable Materials. The Applicant shall provide an area for the separation, collection and storage of glass, paper, metal, plastic and cardboard generated by the Property. There shall be a dedicated area on the Property for the storage of the recyclable materials. The Applicant shall provide proof of installation, installation locations and a copy of the Applicant's recycling hauling contract.

D. Carpool or Vanpool Parking. Preferred parking shall be provided for carpool or vanpool parking. The Applicant shall provide proof to the Environment and Development Review Branch that one or more spaces have been installed.

E. Hybrid or Low-Emissions Vehicle Parking. Preferred parking shall be provided for hybrid or low-emissions vehicles. The Applicant shall provide proof to the Environment and Development Review Branch that one or more spaces have been installed.

F. Plumbing Fixtures. The Applicant shall install motion sensor faucets and flush valves and ultralow-flow plumbing fixtures that have a maximum water usage as listed below. The Applicant shall provide proof of installation and manufacturers' product data shall be provided to the Environment and Development Review Branch.

Water Closet (gallons per flush, gpf) 1.28
Urinal (gpf) 0.5
Showerheads (gallons per minute, gpm*) 2.0
Lavatory faucets (gpm**) 1.5
Kitchen and janitor sink faucets 2.20
Metering faucets 0.25

- * When measured at a flowing water pressure of 80 pounds per square inch (psi).
- ** When measured at a flowing water pressure of 60 pounds per square inch (psi).

G. Carbon Dioxide Monitors and Mechanical Ventilation. The Applicant shall install carbon dioxide (CO₂) monitors with demand control mechanical ventilation. CO₂ monitors shall be located in all occupied spaces with a design occupancy of 25 or more people per 1,000 square feet. Monitors shall be located between 3 and 6 feet above the floor. The Applicant shall configure all monitoring equipment to generate increased ventilation to restore proper ventilation levels per ASHRAE62.1-2007, or its equivalent. The Applicant shall provide proof of installation, the manufacturers' product data and installation locations to the Environment and Development Review Branch.

H. Low-Emitting Materials. The Applicant shall use low-emitting materials for all adhesives, sealants, paints, coatings, flooring systems, composite wood, and agrifiber products. Low-emitting is defined according to the following table:

Application	(VOC Limit g/L less water)
Carpet Adhesive	50
Rubber floor adhesive	60
Ceramic tile adhesive	65
Anti-corrosive/ anti-rust paint	250
Clear wood finishes	350

The Applicant shall provide proof of installation and the manufacturers' product data to the Environment and Development Review Branch.

I. Carpet and Carpet Padding. The Applicant shall install carpet and carpet padding that shall meet the testing and product requirements of the Carpet and Rug Institute Green Label Plus Program. The Applicant shall provide proof of installation and the manufacturers' product data to the Environment and Development Review Branch.

J. Vinyl Composition Tile and Rubber Tile Flooring. The Applicant shall install vinyl composition tile and rubber tile flooring that shall meet the requirements of the FloorScore certification program. The Applicant shall provide proof of installation and the manufacturers' product data and certification letter to the Environment and Development Review Branch.

K. Lighting. The Applicant shall install only LED or fluorescent lamps in all interior building lighting fixtures. The Applicant shall provide a maximum lighting power allowance of 1.25 watts/square foot. The Applicant shall provide proof of installation, energy usage calculations and manufacturers' product data to the Environment and Development Review Branch.

L. Energy Star Appliances. The Applicant shall install Energy Star appliances and equipment for all refrigerators, dishwashers, water heaters, computers, monitors, televisions, vending machines, water coolers, and other appliances and office equipment. The Applicant shall

provide proof of installation, installation locations, and manufacturers' product data, including the Energy Star energy guide to the Environment and Development Review Branch.

M. Refrigerants. The project shall not have any chlorofluorocarbon (CFC) based refrigerants in any of the building systems, or not use refrigerants. The Applicant shall provide manufacturer's specification sheets for any refrigerant installed in the building to the Environment and Development Review Branch.

N. Bicycle Racks. The Applicant shall provide five bicycle racks (that is for a total of 25 bicycles) on the Property. The Applicant shall provide proof of installation and plan location to the Environment and Development Review Branch.

O. Landscaping. The Applicant shall exclusively use native, adapted and non-invasive species for landscape and other plantings on the site. The Applicant shall provide planting lists showing species and location of plantings to the Environment and Development Review Branch.

P. Thermal Insulation. The Applicant shall increase the R-value of thermal insulation for the roof to R- 38 or U-.027 and for the cavity walls to R-13 + 7.5 C.I. (Continuous Insulation outside the studs) to reduce heat loss/gain. The Applicant shall provide proof of installation and manufacturers' product data to the Environment and Development Review Branch.

Q. Commissioning Requirements. The Applicant shall hire a commissioning authority and develop and incorporate commissioning requirements into the design and construction of the building. The commissioning authority hired by the Applicant shall develop and implement a commissioning plan and verify the installation and performance of the systems to be commissioning, as well as preparing a final report. The Applicant shall provide the final report to the Environment and Development Review Branch.

MISCELLANEOUS

25. Nature House / Pedestrian Improvement / Public Art Contribution.

A. The Applicant shall make a one-time contribution of twenty thousand dollars (\$20,000) to the Reston Nature House for use in capital improvement projects in coordination with Reston Association. Such contribution shall be made prior to the issuance of the first RUP or Non-RUP for the Proposed Development.

B. Prior to issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant shall contribute one hundred forty-one thousand, three hundred dollars (\$141,300) to the County to be used for the following improvements.

i. Improvement of pedestrian trails and pathway lighting within a half mile of the Property and/or improvements to the underpass beneath Colts Neck Road linking to Hunters Woods Village Center, through coordination between the Fairfax County Department of Public Works and Environmental Services ("DPWES"), Hunter Mill District Office and Reston Association (eighty one thousand and three hundred dollars (\$81,300)).

ii. Improvements to the exterior façades of the entrances to said underpass or other public art to be located at the entrance(s) to the underpass, through coordination between the Hunter Mill District Office, Initiative for Public Art Reston ("IPAR") and Reston Association (sixty thousand dollars (\$60,000)).

26. Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the Fairfax County Performance Facilities Manual ("PFM"), at the time of site plan approval for the Property.

27. Fairfax County Health Care Advisory Board ("HCAB")

A. As of the date of these Proffers, the Applicant expects the ALF will be operated by IntegraCare Corporation ("IntegraCare"), which will provide the services and programs benefitting residents of the ALF. For a period of five (5) years following the acceptance of the first resident into the ALF, or so long as IntegraCare is the operator, whichever period is shorter (the "Reporting Period"), IntegraCare shall submit periodic information to the HCAB (the "Report to HCAB") to provide details of its staffing levels within the ALF, the staff's qualifications and details of any inspection reports issued for the ALF by the Virginia Department of Social Services. The Reports to HCAB shall be submitted on a biannual basis.

B. Following termination of the initial Reporting Period, the HCAB may, at its sole discretion, extend the Reporting Period for an additional period of five (5) years. The HCAB shall provide written notification to IntegraCare of its decision to extend the Reporting Period within sixty (60) days following the submission by IntegraCare of its initial final Report to HCAB.

28. Pedestrian Crossing on Colts Neck Road. Subject to approval by VDOT and/or the County, whichever is necessary, the Applicant shall, prior to the issuance of the first RUP or Non-RUP for the Proposed Development, restripe the existing pedestrian crossing on Colts Neck Road immediately south of the Property, as identified on Sheet 3 of the Development Plan.

29. Traffic Signal Preemption Devices. Prior to the issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant shall contribute twenty thousand dollars (\$20,000) to the County. Such contribution shall be directed to 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 Hunter Mill District as determined by the Fairfax County Fire and Rescue Department. The Applicant shall have no responsibility for installation or maintenance of the preemptive signal devices.

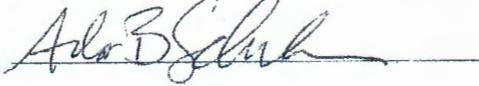
30. Community Fee. The Applicant shall be entitled to charge residents of the Property a one-time Community Fee, which shall help cover costs, including but not limited to, a resident's move-in process, resident discharge, resident assessment, record creation, resident orientation, family orientation, and pharmacy program enrollment. Notwithstanding the above, residents of affordable housing units (as described in Proffer 5.A. above) shall pay fifty percent (50%) of the Community Fee. Residents of the ALF who occupy a bed under the Virginia Department of Ageing and Rehabilitative Services' Auxiliary Grant program shall not be required to pay the Community Fee.

31. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

[SIGNATURE PAGES FOLLOW]

2222 Colts Neck Road, L.L.C.
Owner of Tax Map # 26-1((13))1

By: Atlantic Realty Companies, Inc., its Manager

By: 

Name: Adam B. Schulman

Title: Executive Vice President of Atlantic Realty Companies, Inc.

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