

**KINGSTOWNE M&N, L.P.
KINGSTOWNE TOWNE CENTER, L.P.**

**PROFFER STATEMENT
PCA 84-L-020-25**

**November 23, 2015
Revised January 27, 2016
Revised February 29, 2016
Revised March 24, 2016
Revised April 13, 2016
Revised April 15, 2016
Revised April 19, 2016
Revised May 4, 2016
Revised May 11, 2016
Revised May 13, 2016
Revised May 16, 2016
Revised May 18, 2016
Revised May 26, 2016**

Pursuant to Section 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 "Zoning Ordinance"), the property owners and applicants, for themselves and their successors and assigns (collectively referred to as the "Applicant"), in this rezoning application proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Map as 91-2 ((1)) 36B and 36G (part) (the "Property") shall be in accordance with the following conditions ("Proffers") if, and only if, PCA 84-L-020-25, CDPA 84-L-020-06, and FDPA 84-L-020-14 (collectively, the "Application") is granted. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect and the proffers approved with PCA 84-L-020-23 shall remain in full force and effect.

GENERAL

1. Conceptual Development Plan Amendment/Final Development Plan Amendment. The Property shall be developed in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA") dated May 27, 2015, and revised through March 23, 2016, prepared by Tri-Tek Engineering, and consisting of 19 sheets, as further described below.

2. CDP Elements. Notwithstanding that the Conceptual Development Plan Amendment and the Final Development Plan Amendment are presented on the same sheets and defined as the CDPA/FDPA in Proffer 1, it shall be understood that the CDPA consists of (i) the maximum square footage of permitted development on the Property, including the proposed mix and locations of uses as set forth on the CDPA/FDPA and as qualified under Proffers 5, 6, and 7; (ii) the amount and general location and character of open space and general quality and character of the streetscape; (iii) the general location and arrangement, build-to lines, and maximum and minimum building heights of the buildings on the Property as shown on the CDPA/FDPA; and

(iv) the points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property (collectively, the "CDPA Elements"). A future amendment to the CDPA Elements shall require a Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). Other elements of the CDPA may be adjusted or modified with approval of future Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance."

3. Minor Modifications. Minor modifications to the CDPA/FDPA may be permitted pursuant to Section 16-403(4) of the Zoning Ordinance. Such modifications may be permitted, provided: (a) the maximum building heights for each building are not increased beyond the heights identified on Sheet 2 of the CDPA/FDPA and Proffer 10; (b) the minimum setbacks for each building are not decreased beyond the setbacks identified in Sheet 5 of the CDPA/FDPA; and (c) the amount of open space identified on Sheet 2 of the CDPA/FDPA is not reduced.

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

PROPOSED DEVELOPMENT

5. Proposed Development. The development proposed with this Application shall include four multi-family residential buildings containing a minimum of 400 up to a maximum of 800 multi-family residential units (the "Residential Units") and a maximum of 68,000 square feet of non-residential uses (the "Non-Residential Uses"). Collectively, the Residential Units and the Non-Residential Uses shall constitute the "Proposed Development." Residential Units shall not be permitted on the ground floors of the buildings within the Proposed Development without approval of a PCA.

6. Independent Adult Units. At least ten (10) percent of the Residential Units shall be occupied by at least one person fifty-five (55) years of age or older (an "Independent Adult") per dwelling unit (the "Independent Adult Units").

A. Achievement of 10% Independent Adult Units by 95% Occupancy. Upon occupancy of 80% of the total amount of Residential Units on the Property, the Applicant shall provide a report to the Zoning Administrator and the Lee District Supervisor demonstrating that at least nine (9) percent of the total number of Residential Units are occupied by at least one (1) Independent Adult. Upon occupancy of 95% of the total amount of the Residential Units, the Applicant shall provide a report to the Zoning Administrator and the Lee District Supervisor demonstrating that at least ten (10) percent of the total number of Residential Units are occupied by at least one (1) Independent Adult. If the 10% minimum has not been achieved at the time of 95% occupancy, then, prior to the issuance of any remaining Residential Use Permits ("RUP") for Residential Units other than

Independent Adult Units, the Applicant shall demonstrate achievement of the 10% minimum.

- B. Conformance at the Time of Final Bond Release. Prior to final bond release for the site plan associated with the Property, the Applicant shall demonstrate to DPWES its conformance with this Proffer 6.
- C. Report to Fairfax County. To demonstrate ongoing compliance with this Proffer, the Applicant shall provide a report to the Zoning Administrator and the Lee District Supervisor beginning one (1) year following issuance of the final RUP. The Applicant shall submit such report annually on or prior to July 1 (or within 30 days thereafter) for a period of ten (10) years. Assuming the Applicant is in compliance with this Proffer over the initial ten (10) year period, the Applicant shall then provide reports on July 1 (or within 30 days thereafter) every two (2) years for the next ten (10) years thereafter. Assuming the Applicant is in compliance with this Proffer over the subsequent ten (10) year period, the Applicant shall be relieved of the obligation to provide reports regarding the Independent Adult Units. Although the Applicant will be relieved of the obligation to provide reports regarding the Independent Adult Units, the Applicant will continue to maintain records of its compliance with this Proffer 6. Upon written request from the Zoning Administrator or the Lee District Supervisor, the Applicant shall make available its ongoing records regarding its compliance with this Proffer 6.
- D. Incentive Fund. The "Independent Adult Units Incentive Fund" is an account into which the Applicant shall deposit contributions to fund marketing and incentive efforts for occupants of the Independent Adult Units within the Property. Such contributions shall be made one time on a building by building basis at the rate of \$5,000.00 per building (\$20,000.000 in total) to be constructed on the Property and provided prior to the issuance of the first RUP for each individual building. The Independent Adult Units Incentive Fund shall be overseen and administered by the Applicant's Property Management Association/Company and/or HOA/COA defined in Proffer 8, below. The Association/Company shall establish this Fund as an interest bearing account with a banking or other financial institution qualified to do business in Virginia. All interest earned on the account principal shall remain in the Independent Adult Units Incentive Fund and shall be used for the purpose of ensuring 10% of the Residential Units are Independent Adult Units.

If the results of any report provided pursuant to Paragraph C, above, indicate that fewer than 10% of the total number of Residential Units are Independent Adult Units, then the Applicant shall utilize funds from the Independent Adult Units Incentive Fund toward additional marketing to potential tenants of the Independent Adult Units. Such incentives may include, but shall not be limited to, marketing the units to the independent adult market, reduced rental rates on apartments, a credit toward closing costs on a condominium unit, and/or other appropriate incentives to find and encourage occupants aged 55 year and older.

If after six (6) months of utilizing the Independent Adult Units Incentive Fund the Applicant has not yet achieved a minimum of 10% Independent Adult Units, the Applicant shall be required to provide an additional contribution of \$2,500.00 per building to the Independent Adult Units Incentive Fund to continue said incentives.

If after an additional six (6) months of good faith efforts utilizing the Independent Adult Units Incentive Fund to market the Independent Adult Units, the Applicant has still not achieved a minimum of 10% Independent Adult Units, the Applicant will be required to deposit penalty payments with Fairfax County pursuant to Paragraph E, below.

- E. Penalty Fund. The "Independent Adult Units Penalty Fund" is an account (available to and posted with Fairfax County) into which the Applicant shall deposit penalty payments as may be required to be paid pursuant to this Proffer. If the Independent Adult Units Penalty Fund is triggered pursuant to Paragraph D, above, the Applicant shall contribute \$10,000.00 per year in which there is a violation to Fairfax County, which contribution shall terminate upon Applicant's demonstration of achievement of a minimum of 10% Independent Adult Units. The County may withdraw funds from the Independent Adult Units Penalty Fund for supporting senior housing affordability objectives, goals, and programs, such as determined appropriate by the Lee District Supervisor.
- F. Compliance with Federal, State, and Local Laws. The Applicant shall fulfill this Proffer assuming it remains in compliance with applicable Federal, State, and local laws, including the Federal Fair Housing Act and the Virginia Fair Housing Law, as may be amended.

7. Non-Residential Uses. The Non-Residential Uses may include the following uses as permitted under Section 6-202 and 6-203 of the Zoning Ordinance: (a) business service and supply service establishments, (b) eating establishments, (c) financial institutions, (d) garment cleaning establishments, (e) offices, (f) personal service establishments, (g) retail sales establishments (excluding adult video stores), (h) accessory uses as permitted by Article 10 of the Zoning Ordinance, (i) automated teller machines, (j) amusement arcades, (k) fast food restaurants comprising not more than 15% of the gross floor area of the structure (if permitted by the Zoning Ordinance without an SE in a residential structure), (l) quick service food stores, (m) billiard and pool halls, (n) bowling alleys, (o) health clubs, (p) skating facilities, and (q) child care centers and nursery schools. Any Non-Residential Uses in the preceding sentence identified as a Group or Category use under Section 6-203 of the Zoning Ordinance shall be permitted without the need for a separate SP, SE, CDPA, FDPA, or PCA. All other Non-Residential Uses identified as a Group or Category use under Section 6-203 of the Zoning Ordinance may be permitted through a separate SP or SE without the need for a CDPA, FDPA, or PCA, provided the use is in general conformance with the approved CDPA/FDPA.

8. Owners Associations.

- A. Kingstowne Commercial Owners Corporation. The Applicant shall continue to be a member of the existing Kingstowne Commercial Owners Corporation.
- B. Homeowner and Condominium Owners' Association. In the event any of the Residential Units are held for sale, the Applicant shall cause either a homeowners association and/or a condominium owners association ("HOA/COA") to be formed for the Residential Units.
- C. Disclosures. The declaration establishing any HOA/COA on the Property (including budgets provided in any offering or sale materials) shall specify the proffer and maintenance conditions and obligations set forth in these Proffers. Purchasers shall be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.

9. Build-To Lines. A Build-To Line has been established on the CDPA/FDPA to create a pedestrian-oriented environment. In general, the building facades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the Build-To Line shall be permitted, provided such modifications are in general conformance with the CDPA/FDPA.

10. Building Height. The building heights for the Proposed Development shall not exceed the maximums nor be reduced below the minimums shown on Sheet 2 of the CDPA/FDPA. Building height shall be measured in accordance with the provisions of the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum building height regulations as set forth in Section 2-506 of the Zoning Ordinance. Final building heights shall be determined at the time of site plan approval, provided that the buildings retain a compatible urban form to that shown on the CDPA/FDPA and that the average roofline is not less than minimum heights shown in the CDPA/FDPA tabulations.

11. Architectural Design and Building Materials. The character of the architectural design and building materials for the Proposed Development shall be in general conformance with the elevations shown on Sheet 8 of the CDPA/FDPA. The exterior building materials shall consist of glass, metal, brick masonry, architectural pre-cast, stone masonry, architectural concrete and/or other materials of similar quality that are typically used on the exterior of Class A office buildings and residential, retail, and hotel buildings of similar quality. The Applicant reserves the right to adjust the architectural design details of the residential buildings, including, but not limited to, the building materials, articulation, and fenestration, as part of final architectural design and engineering without requiring approval of a PCA, CDPA, or FDPA, provided the quality of the architectural design, the quality of the building materials, and the overall massing of the residential buildings remain in general conformance with that shown on the CDPA/FDPA, as determined by the Zoning Administrator. Final architectural treatments, colors, and other exterior details shall be subject to final review and approval by the Kingstowne Commercial Owners Corporation Architectural Review Committee, as provided in the Kingstowne Commercial Covenants.

12. Private Street A. The ground level of Private Street A shall be designed to create a sense of place and activated external streetscape presence.

- A. Minimum First Floor Ceiling Height. To activate the streetscape, the Proposed Development shall generally be constructed with ground floors having a minimum floor to floor height of sixteen (16) feet to accommodate the proposed Non-Residential Uses.
- B. Activated Streetscape. Along Private Street A, not less than 40% of the surface area of any street wall at the ground floor level occupied by a commercial tenant shall use clear or low emissivity glass except for decorative or architectural accent. The ground floor level of Private Street A shall include functioning entry doors into commercial tenants.

13. Screening of Rooftop Mechanical Equipment. The Applicant shall screen and/or set back sufficiently from the perimeter of the roof any rooftop mechanical/HVAC equipment on the buildings so that such equipment generally is not visible from the surrounding streets at street level when viewed at a reasonable distance from the property line of the Property.

14. Parking Garage Screening. Any structured parking that is visible from Kingstowne Village Parkway shall include incorporate landscaping, plantings, or other screening materials or devices, such as knee walls, to reduce the visual impact from the ground level view.

15. Accessibility. A minimum of three percent (3%) above the code-required two percent (2%) (for a total of 5%) of the total number of Residential Units constructed on the Property shall be designed and constructed per the most current version of the ICC A117.1 ANSI Accessible and Useable Buildings and Facilities Manual (the "ANSI Manual")(the "Accessible Units"). The Applicant shall provide one (1) handicapped-accessible parking space for each of the additional 3% Accessible Units provided under this proffer in addition to the residential handicapped-accessible parking required by the Fairfax County Zoning Ordinance and Building Code. The handicapped-accessible parking for the retail/restaurant use on the Property shall be calculated separately and in accordance with the Fairfax County Zoning Ordinance and Building Code.

16. Lighting. All on-site outdoor and parking garage lighting provided with the Proposed Development shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. All proposed parking garage and building mounted security lighting on the Property shall utilize full cut-off fixtures.

17. Signage. Signage for 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 Planning Commission in accordance with Section 12-210 of the Zoning Ordinance.

- A. Temporary Signage. No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Art. 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or at the Applicant's direction to assist in the initial marketing and sale or lease of residential units on the Property. Furthermore, the Applicant shall direct its agents

and employees involved in marketing and/or rental/sales for the Subject Property to adhere to this proffer.

PARKING

18. Zoning Ordinance Parking Requirements. Parking shall be provided in accordance with the parking requirements of Article 11 of the Zoning Ordinance, as determined by the Department of Public Works & Environmental Services (“DPWES”), for the uses within the Proposed Development, as reflected in the tabulations shown on Sheet 2 of the CDPA/FDPA.

19. Future Parking Reductions. The Applicant may pursue a parking reduction for the Proposed Development, as may be permitted by Article 11 of the Zoning Ordinance and approved by the Board of Supervisors.

20. Electric Vehicle Charging Facilities. The Applicant shall provide a minimum of five (5) recharging stations that serve ten (10) parking spaces for electric cars within the parking garage. The Applicant may also provide space and infrastructure to accommodate additional electric vehicle-ready parking spaces in the parking garage. “Electric vehicle-ready” means the provision of space, conduit banks, conduits, and access points allowing for the easy installation of vehicle charging stations in the future, and does not include the installation of transformers, switches, wiring, or charging stations. One (1) recharging station shall be available on the retail level of the garage, with four (4) recharging stations provided for use by residents.

21. Bicycle Parking. As part of the first site plan approval for the Proposed Development, the Applicant shall designate on the site plan and install secure bicycle storage in locations convenient to the multi-family residential and non-residential uses using the standards outlined below. Long-term bicycle parking shall be in a secure location such as a bicycle room, cage, locker, or other secure parking option approved by the Fairfax County Department of Transportation (“FCDOT”). Inverted U-shape bicycle racks shall count as two (2) bicycle parking spaces. The Applicant also shall provide signage within the Property to guide bicyclists to the secure bicycle storage facilities.

- A. Residential Bicycle Parking. The Applicant shall provide one (1) long-term bicycle parking space for every four (4) multi-family Residential Units, or portion thereof, and one (1) short-term bicycle parking space for every 25 multi-family Residential Units, or portion thereof.
- B. Non-Residential Bicycle Parking. The Applicant shall provide one (1) long-term bicycle parking space for every 7,500 square feet of gross floor area of Non-Residential Uses, or portion thereof, and one (1) short-term bicycle parking space for every 7,500 square feet of gross floor area of Non-Residential Uses, or portion thereof.
- C. Consultation with FCDOT. The final design, location, and number of short term and long term bicycle parking and storage and bicycle signage shall be determined at site plan in consultation with the FCDOT Bicycle Coordinator or his/her designee prior to site plan approval for the Proposed Development. The

final design, location and number of bicycle parking spaces shall be consistent with the Fairfax County Guidelines for Bicycle Parking. The bicycle parking and storage facilities designated on the site plan and the bicycle signage shall be installed prior to the issuance of the first RUP for the Residential Units.

LANDSCAPING

22. Landscape Plan. The Applicant shall implement the landscape design for the Proposed Development shown on Sheet 9 of the CDPA/FDPA (the "Conceptual Landscape Plan"), which illustrates the plantings and other features to be provided with the Proposed Development, including streetscapes, plazas and parks. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided such modifications: (a) provide a similar quality and quantity of landscaping as that shown on the Conceptual Landscape Plan, and (b) otherwise are in substantial conformance with the CDPA/FDPA.

- A. Native, Non-Invasive Species. The Applicant shall use principally native, non-invasive species for plantings and landscaping materials throughout the Proposed Development, provided that the Applicant reserves the right, in consultation with and approval by the Urban Forest Management Division of DPWES ("UFMD"), to modify as part of site plan approval the exact species to be used, such as where some plant materials are not available or have been deemed by UFMD to no longer be appropriate.
- B. Site Plan(s). As part of the initial site plan submission for each building within the Proposed Development, the Applicant shall submit to UFMD for review and approval a detailed landscape and tree cover plan (the "Landscape Plan") for such building(s), which shall include, among other things:
 - i. Irrigation information;
 - ii. Design details for tree wells or grates and other similar planting areas above structures and along streets;
 - iii. Composition of the planting materials and/or structural soils used for street trees or where plantings are to be located within or on top of structures and other methods to be used to ensure the viability of the proposed plantings; and
 - iv. Information demonstrating that the Landscape Plans are consistent with and are part of implementation of the SWM Plan defined in Proffer 24.
- C. Planting Quality. Each Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on the Conceptual Landscape Plan, as may be modified by the Applicant as described above, and may include the use of additional shade trees and other plant materials as determined by the Applicant. The Applicant may adjust the type and location of vegetation and the design of the public spaces, courtyard areas and streetscape improvements and plantings as

approved by the Zoning Evaluation Division ("ZED") of the Department of Planning & Zoning ("DPZ") and UFMD, provided such adjustments otherwise are in substantial conformance with the CDPA/FDPA.

- D. Planting Strips. The Applicant shall install street trees consistent with the Conceptual Landscape Plan included on Sheet 9 of the CDPA/FDPA, subject to approval by FCDOT and the Virginia Department of Transportation ("VDOT"). For trees not planted within an 8-foot wide minimum planting area, or that do not meet the minimum planting area required by the Fairfax County Public Facilities Manual ("PFM"), the Applicant shall provide details for alternative designs showing how the proposed planting spaces will provide for normal tree growth and performance by installing structural cells or an equivalent solution acceptable to UFMD to meet the following specifications:
- i. A minimum of five (5) feet open surface width and 60 square feet open surface area for Category III and Category IV trees (as defined in Table 12.17 of the PFM), with the tree located in the center of such open area.
 - ii. A minimum rooting area of eight (8) feet in width, which may be achieved with techniques such as, but not limited to, structural cell technology, to provide non-compacted soil below pavement/walkways, with no barrier to root growth within four (4) feet of the base of the tree.
 - iii. Soil volume for Category III or IV trees (as indicated in Table 12.17 of the PFM) shall be a minimum of 700 cubic feet per tree for single trees. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet shall be provided. For three (3) or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area.
 - iv. Soil in planting sites shall be as specified in planting notes to be included in all site plans reviewed and approved by UFMD.
 - v. Planting widths of less than five (5) feet will be considered for Category II trees (as defined in Table 12.17 of the PFM).
 - vi. The soil volumes noted above shall be provided regardless of the type of pedestrian zone in which the trees are proposed to be planted.

The Applicant shall provide notice to UFMD not less than 72 hours prior to the Applicant's implementation of the tree planting spaces, including the installation of any structural soils or structural cells, to permit UFMD to verify the proper installation and planting of trees in conformance with the approved site plan. If UFMD is not in attendance during the installation, the Applicant also shall provide UFMD written documentation demonstrating the materials and methods used to satisfy the requirements of the plan and verifying that the contractors

performing the work are licensed as may be required by the manufacturer. Following installation and no later than final bond release for the site plan for which this proffer is applicable, the Applicant shall provide written confirmation from a Certified Arborist or Registered Consulting Arborist verifying the installation of trees by a licensed contractor consistent with the requirements of this proffer.

- F. Fire Marshal Review. The Applicant has coordinated with the Fire Marshal regarding the site design and layout of the Proposed Development. Notwithstanding such coordination, however, if it is determined during site plan review that elements of the streetscape improvements, plantings, and tree preservation areas, as well as any elements of the open space designs, conflict with subsequent comments from the Fire Marshal, the Applicant shall first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements. If the Fire Marshal does not approve such adjustments, the Applicant shall be permitted to relocate, remove, or modify the conflicting elements of the streetscape improvements, plantings, tree preservation areas, and/or the open space designs, in consultation with, and subject to approval by, UFMD and DPZ, in accordance with Proffer 3, without the need for a PCA, CDPA, or FDPA.

23. Streetscaping. The Applicant shall provide streetscape improvements and plantings ("Streetscape") as indicated on the Conceptual Landscape Plan shown on Sheet 9 of the CDPA/FDPA subject to approval by FCDOT and VDOT if required. If requested by FCDOT and/or VDOT as part of any such approval, the Applicant shall enter into a maintenance agreement with FCDOT and/or VDOT, as applicable, for the maintenance, by the Applicant, of any Streetscape elements required under this Proffer 23 that are located within VDOT right-of-way. Notwithstanding the foregoing the Applicant may make minor modifications to the Streetscape, including adjusting the tree species and shifting the locations of street trees, to accommodate final architectural designs, sight distance concerns and utilities, as well as to facilitate outdoor elements in the Proposed Development, provided that such changes otherwise are in substantial conformance with these Proffers and the CDPA/FDPA and are approved by UFMD.

STORMWATER MANAGEMENT

24. Stormwater Management. Unless modified by DWPES, in consultation with the Department of Planning and Zoning, Zoning Evaluation Division, the applicant shall provide stormwater detention consistent with the Public Facilities Manual (PFM) and as depicted on the CDPA/FDPA.

TEMPORARY STREET CLOSURES

25. Temporary Street Closures. The Applicant reserves the right to temporarily limit vehicular access to Private Street A for reasonable periods of time, subject to review and approval of the Fire Marshal, for the purposes of hosting programmed quasi-public events such as, but not limited to, a farmers market, art festival, food and wine festival, or other similar community-oriented event

TRANSPORTATION

26. Transportation Improvements. Subject to VDOT approval, the Applicant shall construct the following transportation improvements (the "Improvements"). The Improvements shall be completed and open to traffic prior to issuance of the first RUP for Proposed Development.

- A. Manchester Boulevard. The Applicant shall extend the left turn storage bay for eastbound Manchester Boulevard at Kingstowne Village Parkway by shortening the westbound left turn bay on Manchester Boulevard at Manchester Lakes Drive to a length of approximately one hundred (100) feet.
- B. Kingstowne Village Parkway/Manchester Boulevard Intersection. The Applicant shall extend the northbound Kingstowne Village Parkway left turn approach to Manchester Boulevard and Kingstowne Boulevard by reducing the length of the southbound Kingstowne Village Parkway left turn lane at Kings Center Drive to a length of approximately one hundred (100) feet.
- C. Kingstowne Village Parkway/Left Turn Lane at South Van Dorn Street. The Applicant shall extend the eastbound Kingstowne Village Parkway left turn lane at South Van Dorn Street by a distance of at least two hundred fifty (250) feet.
- D. Right Turn Lane at South Van Dorn Street at Kingstowne Village Parkway. The Applicant shall extend the southbound right turn lane on South Van Dorn Street by a distance of at least three hundred fifty (350) feet, to include three hundred (300) feet for the turn lane extension and fifty (50) feet for the taper.

27. Pedestrian Improvements. Subject to approval by VDOT and the County, the Applicant shall construct the following improvements to the intersection of Kingstowne Village Parkway and Kingstowne Towne Center adjacent to the existing Safeway grocery store (the "Pedestrian Improvements"). Subject to timely approval by VDOT and the County, the Pedestrian Improvements shall be completed and open to traffic prior to issuance of the first RUP for the Proposed Development.

- A. The Applicant shall remove the existing traffic island and right-turn only sign. The right-turn only sign shall be relocated to the existing stop sign pole.
- B. The Applicant shall install, in place of the existing traffic island, a crosswalk that connects the sidewalk along Kingstowne Village Parkway across the Kingstowne Towne Center entrance.
- C. The Applicant shall reconstruct the orientation of the existing sidewalk ramps on either side of the Kingstowne Towne Center entrance to create a more direct path from sidewalk to sidewalk across the street.
- D. The Applicant shall install, subject to sight distance approval, a stop-line before the existing stop sign to ensure the safety of pedestrians crossing at the crosswalk described in this proffer.

28. Garage Access.

- A. Private Street A. Sheet 7 of the CDPA/FDPA contains three (3) alternative configurations for entrances to the below-grade parking garage from Private Street A. The Applicant may construct either Alternative A, Alternative B, or Alternative C, so that a maximum of two (2) access points to the below-grade parking garage shall be permitted from Private Street A.
- B. Building N-1. The final location and configuration of the sidewalk and crosswalk along the eastern side of Building N-1, as well as any accessory signage, shall be finalized at the time of site plan to ensure pedestrian safety and conformance with the Americans with Disabilities Act.

29. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management program that shall be implemented by the Applicant, and subsequently, as appropriate, the property owner, Property Owners Association (“POA”) or Condominium Owners Association (“COA”), to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential uses constructed on the Property.

- A. Definitions. For purposes of this Proffer, “Stabilization” shall be deemed to occur one (1) year following issuance of the last initial RUP for the final new residential building to be constructed on the Property. “Pre-stabilization” shall be deemed to occur any time prior to Stabilization.
- B. Transportation Demand Management Plan. The Applicant shall be responsible for submitting the Transportation Demand Management Plan (the “TDM Plan”) to FCDOT for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in this plan. It is the intent of this Proffer 29 that the TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.
- C. Transportation Management Association. The Applicant shall participate in or otherwise become associated with a larger Transportation Management Association should one be established for the area.
- D. Trip Reduction Goals. The objective of the TDM Plan shall be to reduce the number of weekday peak hour vehicle trips generated by the Residential Units located within the Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Strategic Plan. In addition, the implementation of enhanced pedestrian and bicycle

connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities, thereby encouraging commuting options other than the automobile to residents, employees, and visitors to the Property.

- (i) Baseline. The baseline number of weekday peak hour residential vehicle trips for the Residential Units within the Property against which the TDM Goals (as defined in subparagraph C.ii) will be measured shall be derived upon the number of Residential Units site plan approved, constructed and occupied on the Property as part of the Proposed Development at the time traffic counts are conducted in accordance with subparagraph H.1. or as qualified below and using the trip generation rates/equations applicable to such Residential Units as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition for Land Use Code = 220. If at the completion of development of the Property under this Application (“Build Out”), the Applicant has constructed fewer than 800 Residential Units as part of the Proposed Development, then the Baseline Trip generation numbers applicable upon Build Out shall be calculated as if 800 Residential Units had actually been constructed as reflected in the Traffic Impact Study for Kingstowne Towne Center Parcels M&N prepared by Wells + Associates, Inc. dated October 7, 2015.
- (ii) TDM Goal. The TDM strategies shall be utilized to reduce the peak hour vehicular trips by a minimum of twenty percent (20%) for the Residential Units as measured for the PM peak hour.

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

- (i) TDM Program Manager. The applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager (“TPM”) for the Property/POA/COA. If not previously appointed, the TPM shall be appointed by no later than sixty (60) days after the issuance of the first building permit for the first residential building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The TPM shall notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter the Property/POA/COA shall do the same within ten (10) days of any change in such appointment.
- (ii) Annual Report and Budget. Every calendar year after the issuance of the first RUP, and no later than February 1, the TPM shall submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. Any changes to the TDM Plan shall be highlighted in this report.

The Annual Report and Budget shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget shall be deemed approved and the program elements shall be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

- (iii) TDM Account. The TPM shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the TDM Plan and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes.
- (iv) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the residential building owners, through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees of the Residential Units within the Property. Such contributions shall be made one time on a building by building basis at the rate of \$0.01 per gross square foot of new residential uses to be constructed on the Property and provided prior to the issuance of the first RUP for each individual building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.
- (v) Monitoring. The TPM shall verify that the proffered trip reduction goal for the Residential Units is being met through the completion of surveys of the residents of the Residential Units ("Person Surveys"), vehicular traffic counts of the Residential Units ("Vehicular Traffic Counts"), and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts shall be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts shall be conducted for the Property beginning one year following issuance of the final initial RUP for the new residential building to be constructed on the Property. Person Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected biennially until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goal for the Property has been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Paragraph E below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the

aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

- F. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.
- G. Continuing Implementation. The TPM shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
- H. Notice to Owners. All owners of the Property shall be advised of the TDM Program set forth in this Proffer. The then current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.
- I. Existing Shuttle Service. The Applicant has established, shall continue to maintain, and shall enhance a Metro-related van/shuttle service (the "Metro Shuttle") that runs round trip from the Kingstowne Towne Center to the Franconia Springfield Metro Station. The Metro Shuttle shall be available to residents of the Proposed Development.

RECREATIONAL FACILITIES

30. Parks Contribution. Prior to the issuance of the first RUP for each building in the Proposed Development, the Applicant shall contribute \$1,562.75 per Residential Unit constructed in that building (based on 1.75 residents per unit multiplied by \$893.00 per resident) to the Fairfax County Park Authority for public parks in the service area of the Property.

31. Amenities and Facilities for Residents. The Applicant shall provide as part of the Proposed Development facilities designed to meet the on-site recreational needs of the future residents of such units. Pursuant to Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$1,800.00 per non-Affordable Dwelling Unit on such recreational facilities. Prior to final bond release for any site plan for the Proposed Development, the balance of any funds not expended on-site shall be contributed to the Fairfax County Park Authority for the provision of recreational facilities located in the service area of the Property.

- A. Courtyard and Rooftop Areas. The Applicant shall provide private outdoor courtyard and rooftop spaces for the use of residents of the Proposed Development in the location and configuration shown on Sheet 6A of the CDPA/FDPA (the "Outdoor Amenity Areas"). Each building shall contain a minimum of 5,000 square feet of Outdoor Amenity Areas. A minimum of two (2) of each the following features for passive and active recreation shall be provided in the Outdoor Amenity Areas within the Proposed Development across the four (4) buildings:

- i. Swimming pool;
- ii. Seating area with chairs and/or benches;
- iii. Sun deck and covered lounge area;
- iv. Grill and fireplace; and
- v. Off-leash dog area.

The Applicant shall provide such features with the intent to create private outdoor recreation areas to serve the residents of the Proposed Development. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Outdoor Amenity Areas provided the general character and quality are consistent with Sheet 6A of the CDPA/FDPA.

- B. Interior Areas. The Applicant shall provide private interior amenities for the use of residents of the Proposed Development (the "Interior Amenity Areas"). Each building shall contain a minimum of 5,000 square feet of Interior Amenity Areas. A minimum of two (2) of each of the following features for passive and active recreation and resident convenience shall be provided in the Interior Amenity Areas within the Proposed Development across the four (4) buildings:

- i. Fitness center with exercise equipment such as stationary bikes, treadmills, weight machines, free weights, etc.;
- ii. Business center with conference room;
- iii. Lounge with coffee bar;
- iv. Club room with billiards and game tables; and
- v. Dog washing area.

32. Plaza Improvements. In furtherance of its intent to provide active and passive recreation opportunities for residents of the Proposed Development and the surrounding office, retail, and residential developments, the Applicant shall install landscaping, hardscape areas, sidewalks, and other amenities in the public plaza south of Building N-2 in general conformance with the

designs set forth on Sheet 6 of the CDPA/FDPA and shown on Exhibit A (the "Plaza Improvements"). The Plaza Improvements shall include, but not be limited to, a seasonal ice rink with a minimum surface area of 2,400 square feet (notwithstanding the label indicating "potential" on Sheet 6), a seasonal interactive water feature, moveable tables and chairs for outdoor dining, informal seating, shade structure(s) and/or shaded area(s), and a structure that shall contain a bathroom(s), a skate rental kiosk, and/or storage for ice resurfacing equipment associated with the seasonal ice rink. The design of said structure shall complement the architecture and materials of the overall design of the Proposed Development and the Kingstowne Towne Center. The Plaza Improvements shall be substantially complete and open for use prior to issuance of the first Non-RUP for the Proposed Development, with the understanding that the ice rink and interactive water feature are seasonal amenities and shall only be required during the appropriate season. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Plaza Improvements provided the general character and quality are consistent with Sheet 6 of the CDPA/FDPA, subject to approval of the Zoning Administrator.

NOISE ATTENUATION

33. Noise Attenuation. Concurrent with the initial submission of a site plan for the Property, the Applicant shall submit to the County an acoustical analysis detailing the projected noise impacts on the Property and proposed mitigation techniques (the "Noise Study"). The Noise Study shall be conducted in accordance with requirements established by the Fairfax County Department of Planning & Zoning ("DPZ") and shall be submitted to DPZ and the Fairfax County Department of Public Works & Environmental Services ("DPWES") for review and approval. The Noise Study shall include projected noise levels in the residential units, outdoor patios, and open space areas shown on the submitted site plan based on the proposed final site topography and conditions as shown on the site plan (rather than existing topography and conditions). The Noise Study shall include the following information: site plan and cross section views of the source of the noise in relation to the residential buildings, the affected residential units, and the affected open space areas, and the consultant's recommendations for appropriate noise attenuation measures to ensure that the affected areas meet the standards outlined below. A copy of the approved Noise Study shall be included with the submission of the building permit applications for the buildings. The building plan shall identify the noise-affected spaces and the noise attenuation measures, including materials, to be provided to ensure that each such affected occupied space meets the standards outlined below.

- A. Acceptable Noise Levels within Residential Units. The Applicant shall provide noise attenuation measures in order to reduce interior noise in all residential units to approximately 45 dBA Ldn or less.
 - i. Above 75 dBA Ldn. No residential unit (or portion thereof) may be established in areas projected to be impacted by noise levels greater than 75 dBA Ldn.
 - 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 residential units 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:

- a. Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 45;
- b. 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;
- c. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a laboratory STC rating of at least 45; and
- d. 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 residential units 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:

- a. Exterior walls shall have a laboratory STC rating of at least 39;
- b. 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;
- c. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a laboratory STC rating of at least 39; and
- d. All surfaces shall be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.

B. Noise Levels at Open Space Areas and Patios. The Applicant shall provide noise attenuation measures as determined necessary by the Noise Study as approved by DPWES and DPZ to ensure that traffic-related noise in the open space areas and patios do not exceed 65 dBA Ldn. Adjustments to the noise attenuation measures that are in substantial conformance with those indicated on the GDP may be permitted subject to the approval of the Zoning Administrator to ensure that the noise attenuation measures provide the necessary noise attenuation.

C. Noise Contours on Site Plans and Building Permits. All site plans, building permit applications and building plans submitted to the County for the residential units shall indicate whether such building is required to include noise attenuation measures and, if so, the type of attenuation measure to be implemented. Building

and site plans for each unit that is subject to noise mitigation as provided herein shall depict the final noise contours as determined by the Noise Study.

PUBLIC SCHOOLS CONTRIBUTION

34. Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, prior to issuance of each RUP for the Proposed Development, the Applicant shall contribute \$1,174.90 per Residential Unit (based on an assumed rate of 0.10 students per unit multiplied by \$11,749 per student generated) constructed on the Property to the Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements and capacity enhancements to schools in the school pyramid serving the Proposed Development. Following approval of this Application and prior to the Applicant's payment of such contribution as set forth in this proffer, if Fairfax County should increase the ratio of students per unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution to reflect the then-current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the greater of the two contribution amounts. Prior to the commencement of construction for the Proposed Development, the Applicant shall notify the Fairfax County Public Schools of the intended construction and anticipated completion date for the Proposed Development.

AFFORDABLE HOUSING

35. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 803 of Part 8 of Article 2 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant shall provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance.

36. Workforce Dwelling Units.

- A. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 35, the Applicant also shall provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs") administered as set forth in the "Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines" adopted on October 15, 2007, in effect as of the approval date of this Application (the "Policy Guidelines"), such that a minimum of twelve percent (12%) of the total number of residential units constructed as part of the Proposed Development are sold/rented as either ADUs or WDUs. Such WDUs shall be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of required ADUs and WDUs does not exceed twelve percent (12%) of the total number of residential units constructed as part of the Proposed Development. When the required number of WDUs results in a fractional unit less than 0.5, the number shall be rounded down to the next whole number. When the required number of WDUs results in a fractional unit equal to or greater than 0.5, the number shall be rounded up to the next whole number.

- B. Lower Income Tiers. Notwithstanding Sections 7.G and 8.E of the Policy Guidelines, the Applicant shall provide forty percent (40%) of any WDUs required under this proffer priced to serve households with an income of up to eighty percent (80%) of the Area Median Income for the Washington Standard Metropolitan Statistical Area ("AMI"), forty percent (40%) of any WDUs required under this proffer priced to serve households with an income of up to one hundred percent (100%) of the AMI, and twenty (20%) of any WDUs required under this proffer priced to serve households with an income of up to one hundred twenty percent (120%) of the AMI.
- C. Written Agreement. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a PCA. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such an agreement and the provisions of this proffer shall become null and void. Such an agreement and any modifications thereto shall be recorded in the land records of Fairfax County.
- D. Marketing to County Employees. The Applicant shall include in its marketing efforts the marketing of WDUs to employees of nearby employers, Fairfax County employees, Fairfax County Public Schools employees, and personnel of the Fairfax Education Association, however, such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations.

GREEN BUILDING

37. Green Building for the Residential Units. The Applicant shall select one of the following programs to be implemented and will inform the Environment and Development Review Branch ("EDRB") of DPZ which program the Applicant has chosen as part of the first site plan submission for the Proposed Development.

- A. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS, then the Applicant shall seek certification of each unit in the residential buildings in accordance with the 2012 NGBS rating system using the Energy Star Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and DPZ from a home energy rater certified through the Home Innovation Research Labs Center that demonstrates each unit in the residential buildings has attained certification prior to the issuance of the RUP for each such unit.
- B. LEED Multifamily Midrise or LEED New Construction. If the Applicant selects the U.S. Green Building Council ("USGBC") Leadership in Energy and

Environmental Design ("LEED") Multifamily Midrise ("LEED Multifamily Midrise") or LEED New Construction ("LEED-NC") rating system, then the Applicant shall pursue LEED certification under the most recent version of the applicable LEED rating system, or other applicable LEED rating system as determined in consultation with the EDRB, in effect at the time the Applicant registers the project with the USGBC.

- i. Project Checklist. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits that the Applicant anticipates attaining for the Proposed Development (or portion thereof) under the applicable LEED rating system. A professional engineer or licensed architect will provide certification statements at both the time of building plan review for the building(s) for which certification is sought confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.
- ii. LEED-AP. The Applicant will include a LEED accredited professional ("LEED-AP") as a member of the design team. The LEED-AP shall also be a professional engineer or licensed architect, and will work with the design team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED certification. At the time of site plan submission, the Applicant will provide documentation to the EDRB demonstrating compliance with the commitment to engage such a professional.
- iii. Green Building Escrow. If the Applicant selects LEED-NC, prior to building plan approval, the Applicant shall submit documentation, to the Environment and Development Review Branch of DPZ, regarding the U.S. Green Building Council's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to release of the bond for the project, the applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED certification or a higher level of certification from the U.S. Green Building Council for the building.

If the Applicant selects LEED Multifamily Midrise, or as an alternative to the pre-certification outlined in the above paragraph for LEED-NC, or if the U.S. Green Building Council review of design-related credits indicates that the project is not anticipated to attain a sufficient number of design-related credits to support attainment of LEED-NC Silver certification, the Applicant shall post, for the applicable building(s), a "Green Building Escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the

amount of eighty percent (80%) of the gross square footage for each such residential building multiplied by \$2 per square foot. This escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED certification by the USGBC under the applicable version of the LEED rating system. The provision to the EDRB of documentation from the USGBC that such building has attained LEED certification will be sufficient to satisfy this commitment.

- iv. Release of Green Building Escrow. The Green Building Escrow for each building, as applicable, shall be released in accordance with the following:
- a. If 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 Multifamily Midrise or LEED-NC certification has been attained, the entirety of the Green Building Escrow for such building(s) shall be released to the Applicant.
 - b. 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 Multifamily Midrise or 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 Multifamily Midrise or 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.
 - c. 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 Multifamily Midrise or LEED-NC certification or demonstrating that the building has fallen short of LEED Multifamily Midrise or 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.

- vi. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, that USGBC's completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

- C. EarthCraft. If the Applicant selects EarthCraft, then the Applicant shall provide documentation to DPWES and DPZ that the residential buildings have been awarded certification in accordance with the EarthCraft House Program prior to the issuance of the first RUP for each residential building.

- D. Green Globes. If the program is approved by EDRB in the future, if the Applicant selects Green Globes, then the Applicant shall provide documentation to DPWES and DPZ that the residential buildings have been awarded certification in accordance with Green Globes prior to the issuance of the first RUP for each residential building.

FIRE SAFETY

38. Traffic Signal Preemption Equipment. Prior to the approval of the first site plan for the Proposed Development, the Applicant shall contribute \$25,000.00 to the Capital Project titled "Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction" for use in the installation of preemptive signal devices on traffic signals within the Lee Magisterial District, as determined by the Fire and Rescue Department. The Applicant shall have no obligation for the installation or maintenance of the devices.

MISCELLANEOUS PROFFERS

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

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

41. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, the contribution and/or budget amount shall escalate or de-escalate, as applicable,

on a yearly basis from the base year of 2016 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

42. Advanced Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

[Signature pages follow]

KINGSTOWNE M&N LP,
a Virginia limited partnership

By: HALLE AND HALLE INC.,
a Maryland corporation, its General Partner

By: Warren E. Halle
Name: Warren E. Halle
Title: President

KINGSTOWNE TOWNE CENTER LP,
a Virginia limited partnership

By: HALLE AND HALLE INC.,
a Maryland corporation, its General Partner

By: Warren E. Halle
Name: Warren E. Halle
Title: President