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Zoning Evaluation Division

ARROWBROOK CENTRE, LLC

PCA 2002-HM-043-02

PROFFER STATEMENT

January 19, 2016

February 29, 2016

April 1, 2016

April 22, 2016

May 2, 2016

May 16, 2016

May 23, 2016

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Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950), as amended (the "Virginia Code"), and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978), as amended (the "Zoning Ordinance"), Arrowbrook Centre, LLC (the "Applicant") hereby proffers, as owner of the land identified as Fairfax County Tax Map Parcels 16-3-((1))-39A1, -39A2 and -39B3 (the "Subject Property"), for itself, and its successors and assigns, that development of the Subject Property shall be in accordance with the following conditions (the "Proffers") if, and only if, this partial Proffered Condition Amendment (the "PCA"), as proposed by the Applicant, is approved by the Board of Supervisors (the "Board"). If the PCA is approved by the Board, these Proffers shall amend, replace and supersede any and all existing proffered conditions applicable to the Subject Property. These Proffers pertain to an approximately 34-acre portion of the original 54-acre Arrowbrook Centre PDC District. The previously approved proffered conditions, as may have been amended by other applications, shall remain in full force and effect for the remainder of the 54-acre Arrowbrook Centre PDC [Tax Map Parcels 16-3-((1))-5D (Land Bay G) and 16-3-((1))-39B4 (portion of Land Bay E-F)], which previously was dedicated to the Fairfax County Park Authority ("FCPA") and developed with active and passive recreational and stormwater management uses. In the event this PCA is denied by the Board, these Proffers shall immediately be null and void and the previously approved proffered conditions shall remain in full force and effect.

GENERAL

1. **Development Plan.** Subject to the Proffers and the provisions of Sect. 6-200, Sect. 16-400 and Sect. 18-204 of the Zoning Ordinance, the Subject Property shall be developed in substantial conformance with the proffered elements of the Conceptual Development Plan Amendment 2002-HM-043 (the "CDPA") for Arrowbrook Centre consisting of 49 sheets (there are no Sheets C.17, C.18 or C.19) dated December 30, 2014, as revised through April 22, 2016, and prepared by Pennoni Associates Inc., as further modified by these Proffers.
2. **Proffered CDPA Elements.** Notwithstanding that the CDPA is the subject of Proffer 1 above, it shall be understood that the proffered elements of the CDPA are limited to the perimeter points of access, maximum square footage, maximum building heights, minimum amount of open space, the general location of the buildings, primary use of each building, general location of parking garages, and minimum setbacks from the peripheral lot lines. The Applicant reserves the right to request Final Development Plan ("FDP") and Final Development Plan Amendment ("FDPA") approval by the Planning Commission for elements other than the proffered CDPA elements for all or a portion of the CDPA in accordance with the provisions of Sect. 16-402 of the Zoning Ordinance, if in substantial

conformance with the proffered elements of the CDPA and these Proffers. The Applicant also reserves the right to use and/or apply future revisions to the PDC District regulations of the Zoning Ordinance as long as such use or application is in substantial conformance with the proffered elements of the CDPA and these Proffers.

3. **Land Bays.** The Subject Property consists of all or a portion of five of the original land bays which comprise Arrowbrook Centre, identified as Land Bays A, B, C, D and a portion of E-F, which are identified on the CDPA and are further divided into sub-land bays. The remaining portion of Land Bay E-F (the "Excluded Portion of E-F") and all of Land Bay G, which were dedicated to FCPA, are not included within this PCA. Development of each land bay and sub-land bay may proceed in any order, provided that all Proffers that apply to such land bay or sub-land bay are addressed with the development of that land bay or sub-land bay. Where a Proffer establishes an obligation that applies to development of a specific land bay or sub-land bay, reference to the "Applicant" in such Proffer shall mean the party undertaking the development of such land bay or sub-land bay. When a Proffer establishes an obligation with respect to a parcel intended for common or public use, such as a street, sidewalk, garage, or pedestrian amenity, not reserved for private use, a reference to the "Applicant" in such Proffer shall also refer to the Property Owners' Association ("POA"), or its designee, as such is identified in Proffer 62, which is responsible for the operation and maintenance of such common or public use.
4. **Minor Modifications.** Pursuant to Par. 4 of Sect. 16-403 of the Zoning Ordinance, minor modifications to the CDPA and future FDPs and FDPAs may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown without requiring approval of an amended CDP provided such changes are in substantial conformance with the CDPA as determined by the Zoning Administrator. Alterations of buildings may be permitted and the number of residential units (as defined herein), and the gross square footage occupied by a residential use in a building, may be adjusted, and corresponding adjustments in required parking and workforce dwelling units may be made, so long as (a) the provided open space is not reduced; (b) the maximum building height is not increased; (c) the minimum setbacks to the peripheral lot lines are not reduced; (d) the maximum gross square footage by category of use as shown in the tabulations on Sheet C2.02 of the CDPA are not exceeded; and (e) the development otherwise is in substantial conformance with the CDPA as determined by the Zoning Administrator.

The Applicant reserves the right, subject to the approval of an FDP or FDPA, to (i) alter building footprint sizes, (ii) modify landscape plazas and other open space areas, (iii) adjust pedestrian and vehicular circulation areas, (iv) relocate points of vehicular or pedestrian access to a building, (v) adjust individual parking garage access and loading space locations, (vi) increase or decrease gross square footage among one or more buildings located in the same land bay or between land bays, (vii) increase or decrease parking areas serving a building subject to any requirement for approval of a parking reduction pursuant to Proffer 29, (viii) convert an area within a building designated for a retail use to residential use, or to an amenity serving a residential use, and (ix) transfer gross square footage proposed for an ancillary retail use in a building planned for a primary office use to a building planned for a

primary retail use and located in the same land bay or between land bays, provided that the total gross floor area ("GFA") for all land bays does not exceed 2,332,074 square feet (as qualified in Proffer 10 below); the minimum open space, level of amenities, and minimum dimensions to peripheral lot lines are not reduced; and the changes do not result in a building height which is higher than the maximum shown on the CDPA.

5. **Severability and Future PCA/CDPA/FDP/FDPA/SE/SP Applications.** Any one or more of the individual Land Bays A through E-F as shown on the CDPA may be the subject of a separate PCA, CDPA, FDP, FDPA, Special Exception ("SE"), Special Permit ("SP"), variance and/or other similar land use application, without joinder and/or consent of the owners of any of the other land bays, provided such application will not change or cause or require a change to the general layout, physical improvements and/or perimeter points of access for such other land bays. In addition, pursuant to Par. 6 of Sect. 18-204 of the Zoning Ordinance, any portion of any land bay may be the subject of a separate PCA, CDPA, FDP, FDPA, SE, SP, variance and/or other similar land use application, without joinder and/or consent of the owners of the other portions of such land bay or of any other land bay, provided that such application does not materially or adversely affect the general layout, minimum and maximum building height, physical improvements and/or access for other portions of such land bay or any other land bay. All existing land use approvals that are applicable to the portion of the Subject Property not included in such PCA, CDPA, FDP, FDPA, SE, SP, variance and/or other similar land use application shall otherwise remain in full force and effect as to such portion of the Subject Property.
6. **Final Development Plans.** FDP and FDPA approvals may be requested from the Planning Commission in accordance with Sect. 16-402 of the Zoning Ordinance with respect to each respective land bay, or portion thereof, without obtaining the consent and/or joinder of the owners of any of the other land bays. FDPs approved for individual land bays or portions thereof or building sites on the Subject Property may make adjustments pursuant to Proffer 4 and shall establish the maximum GFA for each land bay or building shown on the FDP, within the limits established by these Proffers and the CDPA, including adjustments between buildings and land bays as set forth in these Proffers and on the CDPA. The specific GFA for each building shall be established at the time of final site plan approval for such building; however, adjustments between buildings on Land Bays A through D, inclusive, may be permitted as set forth in these Proffers and on the CDPA.
7. **Final Development Plan Information.** Final Development Plan Amendment application FDPA 2002-HM-043-03 has been filed concurrently with this PCA application on Sub-Land Bays B1, C1 and D1. For all other future FDP and FDPA applications covering any portion of the Subject Property that are not filed concurrently with this PCA application, the following tabulations and information shall be provided:
 - A. A tabulation indicating the status of development on the entire Subject Property. The tabulation shall include a listing of all existing and proposed buildings, along with the GFA and uses approved on the CDPA, all approved FDPs and any approved site plans. The tabulation shall identify the reassignment of any GFA within and between land bays and buildings (as compared with what was originally shown on the CDPA) as permitted by these Proffers, exclusive of Land Bay G and the Excluded Portion of

E-F, and shall be updated with each subsequent FDP, FDPA and site plan approved for the Subject Property.

- B. A tabulation indicating the tree canopy calculations of the entire Subject Property, which shall be updated with each subsequent FDP, FDPA and site plan approved for the Subject Property.
 - C. A copy of any previous Transportation Demand Management ("TDM") Annual Report to determine progress toward attaining TDM goals and any planned modifications to the TDM program; and a comparison of the trip generation based on the Institute of Traffic Engineers, 9th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation"), associated with the FDP or FDPA compared to those uses reflected for that land bay in the "Transportation Operations Study" prepared by Pennoni, dated December 8, 2015, as revised in the March 9, 2016 Addendum.
 - D. List of proposed uses and demonstration of how such uses meet the applicable "Use Limitations" of the PDC District.
 - E. Architectural elements and maximum building heights.
 - F. Graphic depiction and refinements of, and any adjustments to streetscape elements.
 - G. Proposed parking garage façade treatments for above-ground parking structures.
 - H. Landscape plans.
 - I. Provision of a preliminary utility plan overlaid over the landscape plan.
 - J. Identification of specific proposed phased improvements.
 - K. Depiction of any special amenity features.
 - L. Bicycle parking and storage.
 - M. Refinement of the number of proposed parking structures and spaces.
 - N. Identification of specific stormwater management facilities.
 - O. Location of existing and proposed utilities to serve the area subject to such FDP, FDPA or site plan.
 - P. Vehicular sight distance lines at all intersections along Arrowbrook Centre Drive adjacent to the area subject to such FDP, FDPA or site plan based on existing posted/design speeds as well as future design speeds.
8. **Fire Marshal.** The Applicant has coordinated the layouts depicted on the CDPA and the concurrent FDPA filed for Sub-Land Bays B1, C1 and D1 with the Fire Marshal. Further changes to the CDPA, the FDPA and future FDPs shall be permitted in response to the

review of site plans by the Fire Marshal, including adjustments to streets, alleys, streetscapes, locations of building, vehicular and pedestrian access, landscaping and perimeter building areas as necessary to allow for required emergency vehicle access, provided such modifications are made in consultation with the Fairfax County Department of Planning and Zoning ("DPZ") and the Fairfax County Department of Transportation ("FCDOT") and are in substantial conformance with the intent of the CDPA, FDPs and these Proffers. Any landscaping relocated and/or replaced pursuant to this Proffer shall be of comparable size and type of landscaping subject to approval by the Urban Forestry Management Division ("UFMD").

PERMITTED USES AND INTENSITY/DENSITY

9. **Uses.** All principal uses permitted in the PDC zoning district shall be allowed on the Subject Property. All secondary uses, accessory uses, home occupations and/or accessory service uses as defined in the Zoning Ordinance, including business centers inside residential buildings, shall also be permitted provided they are in substantial conformance with the CDPA. Pursuant to Sect. 6-205, any secondary use not specifically designated on an approved FDP may be permitted with approval of an SE. Pursuant to Par. 5 of Sect. 6-206, Board approval of a modification to the secondary use limitation is requested to allow the residential GFA to exceed fifty (50) percent of principal uses within the Arrowbrook Centre PDC. The Applicant reserves the right to construct, place or install temporary or movable structures (such as kiosks, carts and shipping containers) to establish Group 8 Temporary Uses, including sales and marketing trailers on an interim basis. ATMs and other machines within buildings or on building façades shall be permitted.

In the event the Board amends the PDC District regulations subsequent to approval of this PCA, all new uses shall also be permitted on the Subject Property.

10. **Maximum GFA.** The maximum GFA permitted on the Subject Property is 2,332,074 square feet, inclusive of affordable dwelling units and workforce dwelling units, in a mix of land uses across Land Bays A through D and the portion of Land Bay E-F included in this PCA. The maximum GFA and floor area ratio listed in these Proffers and on the CDPA are exclusive of any potential bonus units or bonus density associated with the provision of affordable and workforce units. The CDPA shows maximums and the Applicant reserves the right to build a lesser amount of GFA, both overall and within the individual land bays and sub-land bays. GFA may be adjusted among and within uses, buildings and land bays as depicted conceptually on the CDPA, without requiring a PCA, CDPA or FDPA provided (i) the maximum heights for each building are not exceeded, (ii) the maximum total GFA for the Subject Property is not exceeded, (iii) the overall urban form and building types depicted on the CDPA are maintained, and (iv) such adjustments are consistent with these Proffers and any applicable FDP conditions, if any.
11. **Cellar Space.** The Applicant reserves the right to utilize cellar space constructed as part of the proposed development for all permitted uses and approved SE and SP uses; provided, however, that the Applicant shall be required to provide parking for the cellar space in accordance with the requirements of Art. 11 of the Zoning Ordinance, as qualified by these Proffers. The Applicant reserves the right to construct service, resident amenity and storage

uses in any cellar space. Cellar space in the buildings shall not contain habitable residential units. This Proffer shall not apply to single-family attached and two-over-two multifamily units.

TRANSPORTATION

12. **Centreville Road Access.** Prior to issuance of the first Residential Use Permit ("RUP") or Non-Residential Use Permit ("Non-RUP") for Sub-Land Bay D2 or D3, the Applicant shall construct a right turn deceleration lane from southbound Centreville Road onto "Road C" as shown on the CDPA subject to Virginia Department of Transportation ("VDOT") approval.
13. **Traffic Signal Installation.** As may be required by FCDOT and/or VDOT (if public pursuant to Proffer 18), a warrant study of potential traffic signals at the Arrowbrook Centre Drive/Field Point Road intersection and the Arrowbrook Centre Drive/Road G intersection shall be prepared by the Applicant. If one or both of these traffic signals are warranted, installation shall occur not later than when (i) Arrowbrook Centre Drive is connected to and open for through-traffic to its intersection off-site with Sunrise Valley Drive, or (ii) RUPs or Non-RUPs have been issued for two or more buildings located within Land Bay A, whichever occurs first. Both signals shall provide for pedestrian phases. If these traffic signals are not warranted at the time of site plan review for the second building in Land Bay A, two additional warrant studies shall be submitted at the time of site plan submission for the remaining buildings in Land Bay A. Nothing in this Proffer shall require the installation of such traffic signals as part of any site plan for the development of Sub-Land Bays B1, C1 or D1. In all instances, upon demonstration by the Applicant that despite diligent efforts by the Applicant to implement this Proffer, the signal improvements have been delayed, the Zoning Administrator may agree to a later date for completion of the improvements.
14. **Internal Roads.** The Applicant shall construct the internal road system in substantial conformance with the CDPA. All private streets shall be constructed with materials and depth of pavement consistent with public street standards in accordance with the Public Facilities Manual ("PFM"), as determined by the Fairfax County Department of Public Works and Environmental Services ("DPWES"). The Applicant, the POA (as defined in Proffer 62), or one or more subsequently established condominium unit owners' association (a "COA") or homeowners' association (an "HOA"), or a comparable property owners' association, shall acquire and retain ownership and be responsible for the maintenance of all private streets, as such ownership and maintenance responsibility shall be agreed among such entities. Nothing shall preclude an allocation of such ownership and maintenance responsibility among the foregoing entities. Initial purchasers shall be advised in writing prior to entering into a contract of sale which of the foregoing entities is responsible for the maintenance of the private streets. Nothing in this Proffer shall require the internal road system or any of its component streets or related facilities as shown on the CDPA to be dedicated or conform to all VDOT design standards. For purposes of this Proffer, the private streets shall include any path of travel intended for use by motor vehicles including, but not limited to, those travel aisles designated as Alley A and Alley B on Sheet C4.01 of the CDPA.

15. **Public Access Easements.** The Applicant shall grant public access easements for both vehicular and pedestrian traffic, as applicable, over the private streets, alleys, trails, sidewalks and plazas. Such easements shall be granted and recorded prior to approval of the site plan for the portion of the Subject Property on which such areas are located. Such easements shall allow for the installation of signage necessary for safety and operation of the abutting streets; such signage shall be in conformance with the "Manual on Uniform Traffic Control Devices" as applicable. The form of the public access easements shall be approved by the County Attorney. The public access easements shall expressly permit the temporary closure of a portion of any of the sidewalks and/or plazas in connection with construction and special events. Any public access easements for pedestrian access that are underneath a building or garage shall be limited vertically in scope to the actual upper and lower area of such breezeway or similar pass through.
16. **Grid of Streets.** Many of the major public and private road improvements serving Arrowbrook Centre have been previously completed by this Applicant and are open to traffic. All additional on-site private road improvements, including service streets and alleys, shown on the CDPA and located adjacent to a particular building shall be constructed with the development of such building, or earlier as determined by the Applicant, and shall be open to traffic prior to issuance of the first RUP or Non-RUP for such building. The Applicant reserves the right, in its sole discretion, to complete such ultimate improvements and any of the other improvements described in these Proffers as a single public improvement project or in other separate segments, as long as at least the frontage improvements abutting each respective building are constructed and open to traffic prior to issuance of the first RUP or Non-RUP for that same new building and/or use.
17. **Inter-parcel Access to Adjacent Tax Map 16-3-((1))-30B.** Concurrently with development of Sub-Land Bay B1, the Applicant shall construct, at its sole cost and expense, the portion of Arrowbrook Centre Drive from Field Point Road west to the boundary of the Subject Property (the "Arrowbrook Centre Drive Extension") in substantial conformance with the location and design shown on Sheet C4.02 of the CDPA. Nothing in this Proffer shall require the Applicant to construct any portion of the Arrowbrook Centre Drive Extension not located on the Subject Property or to acquire any off-site easement or right-of-way for such portion of the Arrowbrook Centre Drive Extension not located on the Subject Property. The design of that portion of the Arrowbrook Centre Drive Extension located within the Subject Property need not meet or conform to VDOT standards. The construction of that portion of the Arrowbrook Centre Drive Extension located within the Subject Property shall conform to the applicable provisions of Proffer 14 and its ownership, and responsibility for maintenance, shall remain with the POA, or its designee, unless and until the dedication contemplated in the following Proffer 18 may occur. Notwithstanding the foregoing, should it be determined, in coordination with FCDOT, with the submission of engineered plans for Sub-Land Bay B1, that site conditions preclude construction of the Arrowbrook Centre Drive Extension to the western boundary of the Subject Property, then the Applicant shall terminate the Arrowbrook Centre Drive Extension at the closest feasible point or points to such western boundary, which shall be no more than twenty feet (20') from the western property boundary. If the extension is not able to be constructed to the western property boundary, then the Applicant shall establish public access and construction easements to the property line, as reviewed and

approved by the County Attorney, and provide a \$10,000.00 construction escrow at the time of site plan approval for Sub-Land Bay B1. Until such time as future, off-site construction by others of Arrowbrook Centre Drive to Sunrise Valley Drive occurs, the Applicant reserves the right to improve, use, and occupy all or any part of such portion of the Arrowbrook Centre Drive Extension located within the Subject Property for either parking or any other use not prohibited by these Proffers or applicable law, provided the Applicant shall repair any damages that may be caused by such interim uses. Every prospective purchaser or tenant of any dwelling located on Sub-Land Bays B1, C1, or D1 shall receive, prior to or concurrently with, execution of the purchase contract or lease agreement, a written disclosure advising that Arrowbrook Centre Drive could, at some indefinite future time, be connected to Sunrise Valley Drive. Prior to issuance of the first RUP for Sub-Land Bay B1, the Applicant shall erect, maintain, repair or replace as may be necessary a sign at the new, on-site terminus of the Arrowbrook Centre Drive Extension advising of the future connection to Sunrise Valley Drive.

18. **Future Potential Road Dedications.** If and when (i) Arrowbrook Centre Drive is extended off-site to Sunrise Valley Drive; (ii) VDOT and Fairfax County determine that Arrowbrook Centre Drive meets urban street design standards as generally set forth in the current VDOT Road Design Manual Appendix B(2) "Multimodal Design Standards for Mixed-Use Urban Centers;" and (iii) VDOT, FCDOT and the Applicant all agree that the preceding two conditions allow Arrowbrook Centre Drive, including that portion of the Arrowbrook Centre Drive Extension located within the Subject Property, and/or Field Point Road, to be eligible for acceptance into the VDOT state highway system, then upon receipt of a written request from FCDOT, the Applicant agrees to dedicate right-of-way exclusive of the adjacent sidewalks and pedestrian streetscape in fee simple and to petition VDOT to accept maintenance of the roadways designated as Arrowbrook Centre Drive, from Centreville Road to the western property boundary of the Subject Property, and/or Field Point Road, from Sunrise Valley Drive to Arrowbrook Centre Drive (collectively, the "Potential Public Roads") but if, and only if, an agreement is signed by VDOT, FCDOT and the Applicant that meets the requirements of this Proffer. If such an agreement cannot be reached prior to satisfaction of all other conditions to the final bond release of the site plan which required the Applicant to give the notice to FCDOT specified by this Proffer, then the Applicant shall be entitled to the release of such bond and shall be relieved of the obligations imposed by this Proffer. Nothing in this Proffer shall obligate the Applicant to construct any improvements to the Potential Public Roads as a condition for their acceptance into the state highway system except as may be otherwise expressly required by the other provisions of the Proffers.
19. **Bus Shelters.** In addition to the existing bus shelter previously provided by the Applicant along Sunrise Valley Drive, the Applicant shall provide one (1) bus shelter on the Subject Property adjacent to Centreville Road, with the specific location to be determined by FCDOT. If needed, a public access easement shall be provided for such bus shelter in a form that is approved by the County Attorney. The bus shelter shall be the typical open type and the installation shall be limited to the concrete pad, the shelter itself and a trash can. No bus turn outs or special lanes shall be provided by the Applicant. The Applicant shall provide sidewalk connections as needed to provide an all-weather walking surface to the shelter from the adjoining sidewalk system. The bus shelter and related improvements required by this

Proffer shall be constructed as part of the site plan for the development of either Sub-Land Bay D2 or D3 as depicted on the CDPA, whichever occurs first. If, at the time of approval of any such site plan, FCDOT has not determined the exact location of the bus shelter, the Applicant shall escrow \$20,000 with DPWES to be used by the County to construct a future bus shelter on Centreville Road in the immediate area of the Subject Property.

20. **Innovation Center Transit Station Area Transportation Fund.** The Applicant shall make a cash contribution to a fund established by the County for transportation improvements in the Innovation Center Transit Station Area. The amount of such contribution shall be based on the increase in the residential use on the Subject Property approved with the CDPA and shall be equal to \$261,000, which is \$1,000 for each of the 261 additional dwelling units approved for development with the CDPA. This contribution shall be paid in full on or before issuance of the final RUP within Land Bay A. The term "Land Bay A" shall refer to the set of land bays in which Sub-Land Bays A1 through A6, inclusive, are proposed for development as shown on CDPA Sheet C2.02. Any funds contributed or expended by the Applicant for (i) right-of-way dedication or to advance or underwrite any costs for the study, planning, engineering, or construction of the Off-Site DTR Trail west of the Subject Property, as more fully described in, and as provided by, the provisions of subparagraph B. of Proffer 54, and (ii) any right-of-way or construction of off-site transportation and traffic signal improvements provided in these Proffers, shall be a credit against the contribution required by this Proffer and shall reduce it accordingly.
21. **Private Roads C and G.**
- A. **Private Road C.** At the time of final site plan approval for either Sub-Land Bay A1 or B2, whichever first occurs, the Applicant shall provide public access and construction easements to the western property boundary, as reviewed and approved by the County Attorney, to enable future inter-parcel connection to Road C by others.
- B. **Private Road G.** As part of the site plan for Sub-Land Bay C1, the width of pavement for "Road G" shall be constructed to accommodate three (3) lanes in the future. Until Non-RUPs have been issued for two or more office buildings located within Land Bay A, Road G shall be two (2) lanes and striped to allow parallel parking on both sides. When Non-RUPs have been issued for two or more office buildings located within Land Bay A, then the Applicant shall restripe and revise signage along Road G to allow three (3) through-lanes with parallel parking permitted only along the eastern face of curb.

TRANSPORTATION DEMAND MANAGEMENT

22. **Transportation Demand Management.** This Proffer sets forth the programmatic elements of a transportation demand management ("TDM") program that shall be implemented by the Applicant or Arrowbrook Management Corporation (the "POA" as described in Proffer 62) 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 and office uses constructed on the Subject Property.

- A. Definitions. For purposes of this Proffer, "Stabilization" shall be deemed to occur one (1) year following issuance of the last initial RUP or Non-RUP for the final new building to be constructed on the Subject Property ("Build Out"). "Pre-stabilization" shall be deemed to occur any time prior to Stabilization. "Metro" shall be deemed to occur one (1) year following the opening of the Innovation Silver Line Station.
- B. Transportation Demand Management Plan. The Applicant shall submit to FCDOT a Transportation Demand Management Work Plan (the "TDM Work Plan") for its approval prior to issuance of the first RUP for the Subject Property. The proffered elements of the TDM program as set forth below shall be more fully described in this TDM Work Plan. If FCDOT has not approved the TDM Work Plan, or otherwise responded in writing to the Applicant with any comments on the TDM Work Plan, within forty-five (45) days after its receipt of the TDM Work Plan, then the TDM Work Plan shall be deemed to have been approved, and the Applicant may proceed to bond and pull all permits required for construction in accordance with the approved site plan for the applicable land bay. It is the intent of this Proffer that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the Subject 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 Work Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Work Plan continues to reflect the proffered elements of the TDM program as set forth below. As used in this Proffer, the terms "TDM Work Plan" and "TDM Plan" shall be interchangeable after the TDM Work Plan has been approved.
- C. Transportation Management Association ("TMA"). The Applicant shall continue to participate in the Dulles Area Transportation Association ("DATA") or other such TMA established in the area.
- D. Trip Reduction Goals. The objective of the TDM Plan shall be to reduce the number of weekday peak hour single occupancy vehicle (SOV) trips generated by the residential and office uses located within the Subject Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Work Plan. In addition, 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 Subject Property.
- (i) Baseline. The baseline number of weekday peak hour residential and office vehicle trips for the proposed units within the Subject Property against which the TDM Goals (as defined in subparagraph D.(ii)) will be measured shall be derived upon the number of residential units site plan approved, constructed and occupied on the Subject Property as part of the proposed development at the time traffic counts are conducted in accordance with subparagraph H. or as qualified below and using the trip generation rates/equations applicable to such residential and office uses as set forth in the Institute of Transportation

Engineers, Trip Generation, 9th Edition for Land Use Code = 710, 220, and 230. In the event at Build Out (as defined above), the Applicant has constructed fewer than 1,130 multifamily and single-family attached residential units or less than 630,000 gross square feet of office uses as part of the proposed development, then the Baseline Trip generation numbers applicable upon Build Out shall be reduced.

- (ii) TDM Goals. The TDM strategies shall be utilized to reduce the P.M. peak hour vehicular trips by the minimum shown below for the residential and office uses.

After Metro % (before Metro %)

Use	Within ½ mile	Outside ½ mile
Residential	35% (15%)	25% (15%)
Office	35% (20%)	35% (20%)

- (iii) One-half (½) Mile Location. The TDM Goals in Paragraph (ii) shall be applied to the following land bays at Arrowbrook Centre:

Use	Within ½ mile	Outside ½ mile
Residential	A1, B1, B2, C2	C1, D1, D2, D3
Office	A2	A5, A6

- 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 Subject Property. 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 new building to be constructed on the Subject 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 TPM shall do the same within ten (10) days of any change in such appointment.
- (ii) Annual Report and Budget. Beginning with the first full calendar year following issuance of the first RUP or Non-RUP for a building on the Subject Property, and in every calendar year thereafter, the TPM shall submit to FCDOT an Annual Report based on a report template provided by FCDOT. Such Annual Report shall be filed with FCDOT no later than May 15 following the end of the calendar year which such Annual Report covers. The Annual Report shall include an Annual Budget for the TDM Plan both

for the immediately prior calendar year and the subsequent calendar year, and it shall identify and describe any new construction in progress or planned to occur within the next six (6) months, on the Subject Property. The Annual Report shall also identify any changes implemented or planned for the TDM Plan.

The Annual Report and Annual 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 Annual Budget shall be deemed approved and the program elements shall be implemented. If FCDOT responds with comments on the Annual Report and Annual Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM shall submit 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 Annual Budget.

- (iii) TDM Account. The TPM shall establish an interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days of approval of the TDM Work Plan. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes.
- (iv) TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM shall establish an interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund shall be made one time, on a building-by-building basis, at a rate of \$0.20 per gross square foot of new office uses and \$0.10 per gross square foot of new residential uses located on the Subject Property within a half-mile of the Innovation Center Metrorail Station and at a rate of \$0.10 per gross square foot of new office uses and \$0.05 per gross square foot of new residential uses located on the Subject Property outside a half-mile of the Innovation Center Metrorail Station. The Applicant or the POA shall cause funding of the TDM Remedy Fund, in an amount not less than the amounts stipulated by this paragraph, to occur prior to the issuance of the RUP or Non-RUP for each applicable new building or single family attached or multi-family dwelling. This amount shall be adjusted annually from the date of approval of this PCA (the "Base Year") and shall be adjusted on each anniversary thereafter of the Base Year as permitted by Section 15.2-2303.3 of the Virginia Code. Funds from the TDM Remedy Fund shall be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Annual Budget adjustments as may be required.
- (v) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, shall deposit contributions to fund a

multimodal incentive program for initial purchasers/lessees within Arrowbrook Centre. As defined in the chart in subparagraph D.(iii) above, such contributions shall be made one time, on a building by building basis, at a rate of \$0.02 per gross square foot located within a half-mile of the Innovation Center Metrorail Station and \$0.01 per gross square foot located outside a half-mile of the Innovation Center Metrorail Station for new office or residential uses to be constructed on the Subject Property and provided prior to the issuance of the first RUP or Non-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 Subject Property.

- (vi) Account Consolidation. The TPM may deposit and maintain funds contributed or allocated to the TDM Remedy Fund or to the TDM Incentive Fund to the TDM Account and maintain such funds in the same account as long as the TPM maintains separate accounts for each such fund.
- (vii) Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses 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 Subject Property beginning one year following the last RUP to be issued in Sub-Land Bays B1 and C1 after the preparation of the TDM Work Plan. Person Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected annually until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goals for the Subject Property have 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 subparagraph G. 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. Remedies.

- (i) If the Maximum Trips After Reduction for the Subject Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report and Annual Budget.

- a. Such remedial measures shall be funded by the TDM Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Remedy Expenditure
Up to 1%	No remedy needed
1.1% to 3%	3% of Remedy Fund
3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

- b. There is no requirement to replenish the TDM Remedy Fund at any time. As outlined in Proffer 62, the Applicant shall transfer any funds remaining in the TDM Remedy Fund to the POA or successor developer/management company for TDM purposes.

- G. 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.
- H. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined in Proffer 22.F. the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Subject Property and set a revised lower goal for the Subject Property consistent with the results of such surveys and vehicular traffic counts provided by this Proffer. In the event a revised lower goal is established for the Subject Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.
- I. 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.
- J. Notice to Owners. All owners of the Subject 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.

- K. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicant shall be subject to a penalty of \$50 per day not to exceed \$18,250 for any one incident. Such penalty shall be payable to Fairfax County.
- L. Retail and Hotel Uses. Certain components of the TDM Plan are applicable to and will benefit retail/hotel uses on the Subject Property; therefore, the Applicant shall provide an element of the TDM program that is tailored to specifically serve the Retail/Service/Hotel Uses (the "Retail/Service/Hotel TDM Program"). In no event will monitoring or penalties be assessed against the retail/service/hotel uses which may be established on the Subject Property.

PHASING

23. Phasing. Prior to site plan approval for Sub-Land Bay A1 or B2 as shown on the CDPA, a minimum of 300,000 square feet of non-residential uses (which may include office, retail and/or hotel uses) must be constructed or be under construction on the Subject Property. For purposes of this Proffer, "under construction" shall be defined as having completed four levels of columns and beams, or if the building is less than four (4) levels, all levels of the columns and beams, necessary for its construction. The Applicant reserves the right to provide surface parking spaces to be located in land bays or within building footprints yet to be developed, in lieu of structured parking spaces, as long as the number of such spaces is otherwise in conformance with the CDPA and all other applicable requirements and interim street tree plantings are installed as set forth in Proffer 27 below.

PARKING

24. Parking Requirements. Parking on the Subject Property shall be provided in accordance with the parking requirements for the PDC District as set forth in Art. 11 of the Zoning Ordinance, and as shown on the CDPA. Tandem and valet parking shall be permitted, but if such parking is necessary to meet the applicable minimum parking requirements of the Zoning Ordinance, such parking shall be subject to Board approval. Tandem parking spaces may be used for residential units with two cars and in office and hotel buildings where spaces are assigned by building management. The exact number of parking spaces to be provided for each land bay shall be refined with approval of the FDP and established at the time of site plan approval based on the specific uses. If changes in the mix of uses or unit types result in parking greater than that anticipated on the CDPA, the additional parking spaces shall be accommodated within the proposed parking garages without requiring a PCA, CDPA or FDPA, provided that the levels above grade and footprints of the parking garages do not increase from that shown on the CDPA. Parking at revised ratios may be provided, as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised ratios shall not require a PCA, CDPA or FDPA, provided the levels above grade and footprints of the parking garages do not increase from that shown on the CDPA. Since development and parking construction is phased, the Applicant reserves the right to provide temporary surface parking on undeveloped land bays and to provide parking in excess of the minimum required by the Zoning Ordinance, provided that upon the completion of all buildings, parking in

substantial conformance with the CDPA and these Proffers is provided. In addition, with respect to the sale or lease of any single family attached residential units developed in Sub-Land Bay B1, C1 or D1, the prospective purchaser or tenant shall be given, prior to, or coincident with, the execution of the purchase agreement or lease agreement, a written statement that no person may park a motor vehicle of any type on any garage apron.

25. **On-Street Parking Spaces on Private Streets.** On-street parking, including parallel, diagonal, or head-in parking, may be allowed and provided on the private streets to meet the minimum parking requirements of the Zoning Ordinance, as long as such spaces are striped and meet the dimension requirements of the PFM, subject to receiving approval of any necessary waivers and/or modifications, if any. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant, and on-street parking spaces along any private streets and future public streets prior to dedication, that otherwise are not required to satisfy the parking requirements, may be used as temporary or short term parking, car-sharing parking and/or similar uses.
26. **Parking Restrictions.** Based on tenant requirements, vehicular access and travel between and within the parking garages may be restricted by the Applicant, as long as access to the minimum number of required spaces for each use is maintained. All land bays may provide gated/restricted parking within the parking garages. If gates are provided in any of the parking garages, then such gates should be located to provide sufficient stacking capacity within the parking garage to prevent vehicles from stacking onto public roads.
27. **Temporary Trees on Interim Surface Parking Lots.** The Applicant reserves the right to construct one or more surface parking lots on any portion of the Subject Property for interim parking prior to construction of parking garages or buildings. In the event that such parking areas are not being used for construction parking or staging or remain undeveloped (except for parking) for more than eighteen (18) months, then temporary street trees shall be planted in existing grass areas along the perimeter of such lots at a minimum size of 2.0 inches in caliper to the extent feasible as determined by UFMD based on existing conditions and utility easements. This interim street tree planting shall not be required to meet the minimum planting width/area standard for permanent street trees. No interior parking lot landscaping shall be required nor provided for these interim surface lots, subject to the Board's approval of a waiver.
28. **Paid Parking for Non-Residential Uses.** The Applicant may charge for parking on a per-space basis, at rates that the Applicant deems to be market-competitive. At its sole option, the Applicant may elect to charge for parking within some or all of the parking garages associated with commercial buildings and on portions of the street network that are privately owned. Nothing in this Proffer shall preclude the Applicant from requesting approval for an interim commercial parking lot as permitted under the Zoning Ordinance.
29. **Future Parking Reductions.** Notwithstanding the Proffers above, the Applicant reserves the right to submit and pursue approval of a parking reduction from the Board prior to site plan approval for any building on the Subject Property. Thereafter, the Applicant may request approval of further parking reductions from the Board as such reductions are

permitted by the Zoning Ordinance. Any modification to the parking requirement or layout resulting from a reduction approved by the Board shall not require a PCA, CDPA or FDPA.

30. **Bicycle Parking and Storage.** Bicycle racks, lockers and/or storage areas shall be provided to serve the buildings developed within Sub-Land Bays A1-A3, A4-A6, B2, C2, D2, and D3 with the specific amounts and locations finalized prior to site plan approval consistent with Fairfax County Policy Guidelines and in consultation with the FCDOT Bicycle Coordinator or his designee. Bicycle racks located outside of buildings and inside parking garages may be inverted U style racks or other design approved by FCDOT and shall be provided near retail areas. This Proffer requirement shall not apply to any dwelling unit constructed on Sub-Land Bays B1, C1, or D1.

SITE DESIGN AND AMENITIES

31. **Architectural Quality and Elements.** Buildings shall create a sense of identity and place at a human scale through the use of unifying elements such as materials, textures, color, window treatments, detailing, lighting, street furnishings and landscaping. Buildings and their associated open space areas shall be designed of high-quality architecture and building materials that are typically used on the exterior of Class A office, residential and hotel buildings of a similar quality as conceptually depicted on the CDPA, with architectural details provided at the time of FDP approval for the respective buildings subject to the FDP. No exterior insulation and finish systems (EIFS) shall be used, unless specifically approved with an FDP for an individual building or land bay. Each FDP shall, for the land bay on which that FDP is filed, specify the building materials, architecture, and specific features designed to activate streetscapes, as further described below. Architectural plans, elevations, illustrations, materials and heights may be revised subsequent to CDPA and FDP approval as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the CDPA and subsequent FDPs and set forth in these Proffers, as determined by DPWES in consultation with DPZ.
32. **Parking Garage Façade Treatments.** Parking garage façade design features shall be depicted on the FDP for each parking garage and shall be designed to provide a pleasant and attractive experience along the streetscape in accordance with the following:
- A. At and above the street level, screening composed of architectural systems and/or landscaping designed to minimize views into the garage parking spaces from street level shall be applied.
 - B. Where garage space is located beneath a tower element, in some instances, the general façade detailing of the tower above may be continued down to the top of the retail level storefront.
 - C. Retail signage and/or architectural elements may be extended above the street level to provide a variety of storefront experiences, as may be permitted by the Zoning Ordinance and/or a future Comprehensive Sign Plan.

- D. Areas of above-grade parking garages may be wrapped by active uses at the ground floor to screen the garage areas from street view. Active uses include retail, office, and other uses listed in Proffer 9.
- E. Areas of above-grade parking garages located between towers shall also be treated architecturally and/or with landscaping.
- F. For purposes of this Proffer, materials to treat above-grade parking garage façades may include, but not be limited to: metal framing systems with inserted panels of wire mesh, metal, glass, natural vegetation or other materials; precast concrete or masonry elements; vegetative screening systems; glass stair towers and elevators, or other systems approved at the time of FDP.
33. **Maximum Building Height.** Building heights shall not exceed the maximum heights identified on the CDPA as measured from the average grade. Final building and podium heights shall be determined at the time of site plan approval, and may be less than the maximum height shown on the CDPA, provided that the buildings retain a compatible urban form to that shown on the CDPA. For residential buildings, maximum building heights shall include penthouses and all rooftop structures. For non-residential buildings, structures that are excluded from the maximum height regulations as set forth in Sect. 2-506 of the Zoning Ordinance may be constructed to a height not to exceed thirty (30) feet above the roof level of the top floor of the building. All building penthouses and rooftop structures shall be integrated into the architecture of the building, and the height and extent of any rooftop penthouse shall be provided on the FDP for each respective land bay and/or building.
34. **Rooftop Telecommunications Equipment and Mechanical Units.** Telecommunications equipment, mechanical units and all appurtenant facilities may be placed on the rooftop of any building. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or set back sufficiently from the perimeter of the roof and penthouse such that they are generally not visible from the surrounding streets at street level when viewed from the property line of the Subject Property. Screening measures may, without limitation (i) include screening with architectural features and/or landscaping compatible with the building façade architecture, (ii) include the facilities as part of the architecture of the buildings, (iii) utilize compatible colors, or (iv) employ telecommunication screening material and flush-mounted antennas. Telecommunications equipment also may be architecturally integrated onto the façades of the building where necessary to ensure on-street and/or open space coverage. Rooftop amenities such as amenity terraces, landscaping or recreation courts may also be used to screen rooftop telecommunications equipment and mechanical units.
35. **Lighting.** All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Pt. 9 (Outdoor Lighting Standards) of Art. 14 of the Zoning Ordinance and shall be compatible with those installed in Arrowbrook Park. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty (20) feet in height, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Subject Property. All upper level parking garage lighting fixtures shall not exceed a

height of fifteen (15) feet. All lighting fixtures shall be measured from finished grade to the top of the fixture.

LANDSCAPING AND PEDESTRIAN REALM

36. **Landscaping.** The CDPA includes an "Overall Landscape Plan" which presents landscaping concepts for the Subject Property. Actual types, quantities and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the concurrent and subsequent FDPs or site plans. Landscaping may be modified during site plan review to allow for final engineering and design considerations, including, but not limited to, final utility locations, low-impact development ("LID") facilities, sight distance requirements and other applicable requirements, provided that such modifications are in substantial conformance with the approved FDPs.

As part of the site plan submission for each building or land bay on the Subject Property, a landscape plan shall be submitted to UFMD for review and approval. The planting and landscaping materials shown on each landscaping plan shall be in substantial conformance with those shown on the approved CDPA and FDPs and shall include, among other things, design details for tree wells and other similar planting areas on structures and along streets, the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures. The Applicant reserves the right to adjust the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings as approved by UFMD. The Applicant shall not plant any known invasive plant species on the Subject Property.

Temporary landscaping on interim surface parking lots is addressed in Proffer 27 and is not subject to the terms of this Proffer.

37. **Tree Replacement.** The Applicant or the POA, as described in Proffer 62, shall replace any new tree that is planted on the Subject Property and counted toward meeting the overall tree canopy requirement that is dead or dying. A tree shall not be presumed to be dying unless at least thirty percent (30%) or more of its crown is no longer viable. The size of the replacement tree shall be consistent with the caliper size of the tree to be replaced as shown on the approved site plan.
38. **Alternative Planting Width Details.** Site plans submitted for the respective land bays, sub-land bays and buildings shall include a landscape plan in conformance with the CDPA and respective FDP. Tree species and planting sites shall be set forth on the FDPAs, subject to revision as may be approved by UFMD. Where minimum planting widths of eight (8) feet cannot be provided, the Applicant shall use structural cell technology, or other measures acceptable to and approved by UFMD, to satisfy the following specifications for all planting sites:
- A. A minimum of four (4) feet open surface width and sixteen (16) square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;

- B. A minimum rooting area eight (8) feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within four (4) feet of the base of the tree;
 - C. Soil volume for Category III and Category IV trees shall be a minimum of 700 cubic feet for a single tree. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet shall be provided. For three (3) or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area;
 - D. Soil specifications in planting sites shall be provided in the planting notes to be included in all subsequent site plan submissions;
 - E. It is expected that some street tree planting sites will be designed to accommodate bio-retention functions; and
 - F. Tree grates shall only be provided if necessary to maintain a certain sidewalk dimension.
39. **Utility Locations.** Utilities, including, but not limited to, water, electric, sanitary sewer and storm sewer utility lines, shall be installed within the street network to the maximum extent feasible as determined by DPWES or shall be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDPA to the maximum extent feasible. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDPA and FDPs, as determined by UFMD. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, street trees shown on the FDPs are in conflict with existing or proposed utilities, and alternative locations for the street trees satisfactory to UFMD cannot be accommodated, the Applicant shall modify the location of utilities to ensure that the trees shown on the CDPA and FDPs can be provided.
40. **Streetscape Element Adjustments.** The Applicant reserves the right to shift the locations of the various streetscape elements to accommodate final architectural design, VDOT and Fire Marshal requirements, site layout considerations, sight distance requirements and utilities when permitted under the previous Proffer. If the County determines at the time of site plan approval that street tree locations conflict with either the applicable sight distance requirements or permitted utilities and good faith efforts have been made to gain necessary approval of such conflicting trees by making minor adjustments to their locations or by removing their lower branches, but the County does not approve such street tree locations, then such trees may be deleted and replaced at an alternative location, as long as the alternative location is coordinated with UFMD and replacement trees are of an equal or greater size and quality.

41. **Maintenance of the Pedestrian Realm.** The Applicant or the POA shall maintain in good order and repair all the elements of the pedestrian realm on the Subject Property. The "pedestrian realm" consists of those areas of the Subject Property accessible to the public exclusive, however, of: (i) any parcel of land improved with a building; (ii) any common area under the control of a COA or an HOA, which common area shall be the responsibility of the relevant COA or HOA to maintain; and (iii) any land dedicated to the County or to FCPA. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant without the requirement for a PCA. Maintenance commitments within the pedestrian realm shall commence with installation of each constituent element of the pedestrian realm.
42. **Public Access in the Pedestrian Realm.** The Applicant will grant public access easements, in a form approved by the County Attorney, for all portions of the pedestrian realm not already subject to recorded public access easements. Such easements shall be granted and recorded at the time of the approval of the site plan for the development of such portions of the pedestrian realm.

ENVIRONMENTAL

43. **Limits of Clearing and Grading.** The limits of clearing and grading shall be in substantial conformance with that shown on the CDPA. If it is determined necessary to install utilities, trails, stormwater drainage or management facilities or other minor improvements in areas protected by the limits of clearing and grading as shown on the CDPA, they shall be located in the least disruptive manner necessary as determined by UFMD. A replanting plan shall be developed and implemented, subject to approval by UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.
44. **Tree Preservation.** The Applicant shall submit, with each submission of a site plan for development of any portion of the Subject Property, a Tree Preservation Plan and Narrative for the portion of the Subject Property covered by such site plan and consisting of the following elements as set forth in this Proffer. The Tree Preservation Plan and Narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist and shall be subject to the review and approval of UFMD.
- A. The Tree Preservation Plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees living or dead with trunks 12 inches in diameter and greater (measured at 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet of the proposed limits of clearing in the tree save area and within 10 feet of the proposed limits of clearing in the area to be disturbed. All trees inventoried shall be tagged in the field so they can be easily identified. If permission is not allowed from the offsite property owner to tag trees, it shall be noted on the Tree Preservation Plan by providing written documentation between the Applicant and the offsite property owner. The Tree Preservation Plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of disturbance shown on the CDPA and those additional

areas in which trees can be preserved as a result of final engineering. The Tree Preservation Plan and Narrative shall include all items specified in PFM Sections 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, soil testing and recommended fertilization, Cambistat, air spading within the critical root zone to incorporate the application of compost and bio-char shall be included in the Tree Preservation Plan.

- B. The Applicant shall retain the services of a Certified Arborist or Registered Consulting Arborist, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's Certified Arborist or Registered Consulting Arborist shall walk the limits of clearing and grading with a UFMD representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chainsaw, and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.
- C. All trees shown to be preserved on the Tree Preservation Plan shall be protected by tree protection fencing. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart, or super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading as shown on the demolition plan, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" proffer in subparagraph E. below.
- D. All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, UFMD shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFMD.
- E. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these Proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The

details for these treatments shall be reviewed and approved by UFMD, accomplished in a manner that protects affected and adjacent vegetation to be preserved and may include, but not be limited to the following: root pruning shall be done with a trencher or vibratory plow to a depth of 18 - 24 inches; root pruning shall take place prior to any clearing and grading, or demolition of structures; root pruning shall be conducted with the supervision of a Certified Arborist or Registered Consulting Arborist; and a UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.

- F. During any clearing of trees/vegetation on the Subject Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as conditioned and as approved by UFMD. The Applicant shall retain the services of a Certified Arborist or Registered Consulting Arborist to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation requirements and UFMD approvals. The monitoring schedule shall be described in the Tree Preservation Plan, and reviewed and approved by UFMD.
45. **Noise Attenuation.** The Applicant commits to meeting the Comprehensive Plan guidance which ensures that no new residential use or other noise sensitive use shall be exposed to transportation generated noise levels in excess of 45 decibels for interior areas and 65 decibels for outdoor recreation areas. The Applicant has submitted a preliminary Traffic Noise Impact Analysis ("Noise Study"), prepared by Polysonics Acoustics & Technology Consulting, dated January 12, 2016. This analysis evaluates noise impacts associated with the Dulles Airport Access Road and Centreville Road. The analysis concludes that no portion of the site will be affected by noise levels in excess of 75 dBA Ldn.

Because the Noise Study concludes that the residential buildings and the hotel will be affected by noise levels that require mitigation, at the time of site plan submission, the Applicant shall submit refined acoustical analyses for each residential building and hotel building which requires mitigation and shall include the applicable noise contours on the site plan for each such building. The refined acoustical analysis will incorporate findings from a building shell analysis based on the building plans to determine the appropriate noise attenuation measures. Such study shall be submitted to DPWES and to the Environment and Development Review Branch ("EDRB") of DPZ for review. Based on the findings of that report, the Applicant shall show any noise impacted units on the site plan and shall provide the following noise attenuation measures, unless otherwise modified by the findings of the building shell analysis.

- A. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by traffic noise through windows and walls having levels projected to be greater than 70 dBA Ldn shall employ the following acoustical measures:
- (i) Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 45. 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 above 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have an STC rating of up to 45 as dictated by the percent of glass. 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.

- B. In order to reduce interior noise to a level of approximately 45 dBA Ldn, dwelling units anticipated by the study to be impacted by highway noise having levels projected to be between 65 and 70 dBA Ldn, shall be constructed with the following acoustical measures:
- (i) Exterior walls should have a laboratory STC rating of at least 39. 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 65 to 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have an STC rating of up to 39 as dictated by the percent of glass. All surfaces should be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.
- C. The Applicant shall provide noise attenuation measures as determined necessary from the acoustical analysis to ensure that traffic and transit related noise shall not exceed 65 decibels in the outdoor recreation areas.
- D. Future residents shall be provided with disclosure of the proximity to Dulles Airport and the potential of hearing airplane flyovers at this site even though the airplane noise levels do not exceed the noise threshold recommended by the FAA and the County.
46. **FAA Approval.** If required by current rules and regulations, the Applicant shall obtain FAA approval for the height of buildings greater than four (4) stories prior to site plan approval. If FAA approval is not received, the Applicant shall lower the height of the building to that approved by the FAA.
47. **Stormwater Management.** The Applicant shall utilize BMP/LID facilities for the proposed development site (approximately 26.6 acres) in general accordance with CDPA Sheets C7.02 and C7.03 (the "SWM/LID Plan") and CDPA Sheets C7.06 and C7.07 (the "BMP Computations"). These BMP/LID facilities may include, but are not limited to, bio-retention or bio-filtration facilities (e.g. Bio-retention Basin/Filters, SWM Bio-retention Planters, Urban Bio-retention Tree Pits), vegetated roofs, underground manufactured BMPs, and tree box filters (e.g. Filterra or a similar type). The final number, exact locations, extents, types and sizes of the BMPs and LID facilities shall be refined with each FDP and ultimately determined at the time of site plan approval as long as they achieve the goals identified on the SWM/LID Plan, as approved by DPWES and as further described below.
- A. For the western portion of the site that drains to the Dulles Station Regional Pond (approximately 9.5 acres), the Applicant shall integrate a combination of on-site BMPs/LIDs to achieve a 50 percent phosphorus removal rate. If during final

engineering it is deemed impracticable to achieve a 50 percent on-site phosphorus removal rate as agreed to by DPWES, the Applicant shall be allowed to achieve up to a 5 percent phosphorus removal water quality credit from the off-site Dulles Station Regional Pond toward the 50 percent phosphorous removal objective. In addition, the Applicant may incorporate additional BMPs/LIDs within the portion of the site draining to the Arrowbrook Pond to compensate for the decrease below 50 percent in on-site phosphorus removal from such western portion of the site.

- B. To enhance water quality control for the remainder of the site, the Applicant shall integrate BMP/LID practices and facilities as part of the development plans for the portion of the site that drains to the Arrowbrook Pond (approximately 16.5 acres) generally as follows:
- (i) Combination of BMPs/LIDs to treat approximately 0.3 acre of on-site runoff for Sub-Land Bays B1, C1, and D1; and
 - (ii) Combination of BMPs/LIDs to treat approximately 2.0 acres (including the 0.3 acre in subparagraph B.(i) above) of on-site runoff under full development conditions draining towards the existing Arrowbrook Pond.
- C. The remaining portion of the site, approximately 8 acres, is mainly comprised of the Merrybrook Run RPA and is not being developed with this application.
- D. During the submission of final site plans, the Applicant may modify the number, exact locations, extents, types and sizes of BMP/LID facilities from that shown on the SWM/LID Plan to achieve the level of treatment expressed in the BMP Computations and develop equivalent practices for pollutant load reduction capabilities to compensate for reductions and/or changes in treatment areas. Nothing herein shall prevent reducing treatment areas through the use of BMP/LID practices or facilities with greater pollutant removal capabilities. Virginia Department of Environmental Quality ("DEQ") BMP Clearinghouse Specifications shall be allowable for the design of the BMP/LID facilities included in the development site.
- E. The Applicant shall establish private maintenance agreements for all BMP/LID facilities constructed on the Subject Property.
- F. The Applicant reserves the right, in its sole discretion, to complete the stormwater management and BMP/LID facilities described in this Proffer as one or more separate site plans. If the Applicant pursues separate site plans for such facilities and, in doing so, this prevents the Applicant from achieving the 50 percent phosphorous removal rate (due to insufficient design or inaccurate preliminary assumptions), plan revisions and/or site reconstruction shall not necessarily be deemed "impracticable" for purposes of subparagraph A. above, but shall be considered in the overall context of the pending site plan.

GREEN BUILDINGS

48. **Environmental Design Practices for Residential Buildings Four Stories and Under.** The Applicant shall comply with the following environmental design requirements of this paragraph in the construction of any building containing one or more residential dwellings and whose building elevation does not exceed four (4) stories. The Applicant, in its sole discretion, shall select one of the following programs to be implemented in the construction of all such residential buildings whose elevations consist of four (4) stories or less:
- A. Certification in accordance with the "Earthcraft House Program" as demonstrated through documentation provided to EDRB prior to the issuance of the RUP for each dwelling unit; or
 - B. Certification in accordance with the 2012 National Green Building Standard ("NGBS") using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and EDRB from a home energy rater certified through Home Innovation Research Labs that demonstrates the dwelling unit has attained the certification prior to issuance of the RUP for each dwelling unit.
49. **Environmental Design Practices for High-Rise Multi-Family Residential in Sub-Land Bays A1 and B2.** The Applicant shall comply with the following environmental design requirements of this Proffer in the construction of any building containing one or more residential dwellings and whose building elevation exceeds four (4) stories:
- A. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version at the time of the building's registration of the USGBC's Leadership in Energy and Environmental Design New Construction ("LEED-NC") rating system, or at the Applicant's option, other equivalent rating system determined to be applicable to the building in consultation with EDRB. A LEED-accredited professional ("LEED-AP") who is also a professional engineer, licensed landscape architect, or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.
 - B. Should the Applicant elect to use the LEED system in lieu of an equivalent program, the Applicant will designate the Chief of the EDRB as a team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
 - C. Prior to building plan approval, the Applicant will submit documentation to EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program, should the Applicant elect to use the LEED system in lieu of an equivalent 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 final bond release on the site plan for development of the building, the Applicant shall provide documentation to EDRB demonstrating the status of attainment of at least LEED certification from the USGBC for the building.

- D. If the USGBC review of design-oriented credits indicates that the project is not anticipated to attain a sufficient number of design-oriented credits to support attainment of LEED Silver certification, the Applicant shall post a "green building escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00 per square foot of GFA. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification, by the USGBC, under the most current version at the time of the building's registration of the LEED-NC rating system or other LEED rating system determined by the USGBC. The provision to EDRB of documentation from the USGBC that the building has attained LEED certification will be sufficient to satisfy this commitment.

50. **Environmental Design Practices for Non-Residential (including Office and Hotel).** The Applicant shall comply with the following environmental design requirements of this Proffer in the construction of any building containing office, hotel, or other non-residential uses, provided, however that in the instance of a building whose elevation exceeds four (4) stories and whose primary use is residential, the provisions of the preceding Proffer 49, not the requirements of this Proffer, shall govern even though such building may also contain a non-residential use.

- A. The Applicant will include as part of each site plan and building plan submission for a non-residential building to be constructed on the Subject Property that falls within the scope of this Proffer, a list of specific credits within the most current version at the time of the building's registration of the LEED-NC rating system, or, at the Applicant's option, another LEED rating system determined to be applicable to each new building by the USGBC and approved by EDRB, that the Applicant anticipates attaining for such building. At least one principal participant of the Applicant's project team shall be a LEED-AP, who is also a professional engineer, licensed landscape architect or licensed architect and will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list are expected to meet at least the minimum number of credits necessary to attain LEED Silver certification for each new non-residential building.
- B. Prior to site plan approval, the Applicant will designate the Chief of EDRB as a team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

- C. Prior to building plan approval for each non-residential building to be constructed on the Subject Property, the Applicant will submit documentation to EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-oriented credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Gold certification. Prior to final bond release on the site plan for the development of the respective building, the Applicant shall provide documentation to EDRB demonstrating the status of attainment of LEED certification from the USGBC for the building.
- D. As an alternative to the actions outlined in, and in lieu of the requirements of, subparagraphs A. through C. above, or if the USGBC's review of design-oriented credits indicates that the specific office building or hotel is not anticipated to attain a sufficient number of design-oriented credits, along with the anticipated construction-related credits, to support attainment of LEED Gold certification, prior to building plan approval, the Applicant shall post a "green building escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00 per square foot of GFA for the respective building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification by the USGBC under the most current version of the LEED-NC rating system or, at the Applicant's option, other LEED rating system determined, by the USGBC, and approved by EDRB, to be applicable to each building. The provision to EDRB of documentation from the USGBC that such building has attained LEED Silver certification will be sufficient to satisfy this commitment.

51. **Environmental Design – Procedures for Escrow Disposition.**

- A. If, prior to bond extension, reduction or final bond release on the site plan for the applicable building site, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that the LEED certification specified above in these Proffers for the particular type of building has not been attained, but that the building has been determined by the USGBC to fall within three (3) points of achieving attainment of such LEED certification, then fifty percent (50%) of the escrow will be released to the Applicant; the other fifty percent (50%) will be released to the 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, which given the construction timelines associated with the development of the Subject Property there is the potential for multiple bond extensions or reductions, 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 on the site plan for the applicable building site.
- B. If, prior to bond extension, reduction or final bond release on the site plan for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of the LEED certification

specified above for the particular type of building, or provides to EDRB documentation demonstrating that the particular building has fallen short of the specified LEED certification by greater than three (3) points, then the entirety of the escrow for that building will be released to the 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, which given the construction timelines associated with development of the Subject Property there is the potential for multiple bond extensions or reductions, 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 on the site plan for the applicable building site.

- C. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of EDRB, that USGBC completion of the review of the required LEED certification application has been delayed through no fault of the Applicant, or the Applicant's contractors or subcontractors, then 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.
 - D. The Applicant further reserves the right to fulfill the requirements of these Green Buildings Proffers through certification of any building by any reasonable alternative to the LEED program that offers similar objective third party review of "green building" or energy efficient measures, provided such alternative has been approved by EDRB in advance. Under such alternatives, the process and procedures outlined above may be modified to reflect the alternative program. Such alternative rating systems for a multi-family residential building may include, but shall not be limited to, the EarthCraft Program or the 2012 National Green Building Standards ("NGBS") using the EnergyStar performance path. If an alternative rating system is selected and approved by EDRB, the Applicant shall demonstrate attainment of the selected certification from a rater recognized through the selected program prior to the issuance of the final RUP.
 - E. The provisions of this Proffer shall not apply to the residential uses covered by Proffer 48.
52. **Electric Vehicle Charging Station.** The Applicant shall provide one electric vehicle charging station within a parking garage that serves non-residential uses. Such station shall be designed with ancillary wiring and infrastructure that will allow the number of stations to be increased if demand warrants. The Applicant reserves the right to locate the electric vehicle charging station in a garage of its choice, as long as the garage serves the users of a building containing an office use on the Subject Property.

TRAILS AND SIDEWALKS

53. **Sidewalks.** Sidewalks shall be provided throughout the interior of the Subject Property connecting the various buildings and garages as generally shown on CDPA Sheets C4.02

through C4.04. Painted or other pedestrian crossings, as determined by the Applicant, shall be provided at major street intersections within the interior of the Subject Property as shown on the CDPA.

54. **Trails.** The following trail improvements shall be provided:

- A. **Centreville Road Trail.** The Applicant shall construct within Land Bays D and the portion of Land Bay E-F included in this PCA an asphalt trail a minimum of eight feet (8') in width for pedestrian and bicycle use along Centreville Road as depicted on the CDPA. This trail shall be field-located in consultation with FCPA staff, and the portion of the trail located in front of the existing Ratcliffe-Hanna House (approximately 100 linear feet) shall be an earth-tone color. The Applicant shall construct this north-south trail prior to issuance of the RUP or Non-RUP for uses in Sub-Land Bay D2 or D3. Until such time as the life estate of Mr. and Mrs. David I. Meiselman, as more fully described in the Proffers below, expires, the Applicant reserves the right to defer construction of that portion of the trail located on the portion of Land Bay E-F included in this PCA along the front of the dwelling known as Merrybrook and instead to bond construction of the deferred portion of the trail and provide alternative routes for pedestrians abutting the portion of Land Bay E-F included in this PCA. These trails shall be subject to a public access easement in a form approved by the County Attorney. Upon expiration of the life estate, the Applicant shall complete construction of the north-south trail on the portion of Land Bay E-F included in this PCA.
- B. **Off-Site DTR Trail.** If and when a right-of-way, easement or comparable right is provided for use of the land abutting Land Bay A that is under control of the Metropolitan Washington Airports Authority ("MWAA"), to accommodate a dual use pedestrian and bicycle trail located on such off-site land and connecting to the Innovation Center Metrorail Station as recommended in the Herndon Metrorail Stations Access Management Study ("HMSAMS") Final Report ("the Off-Site DTR Trail"), the Applicant shall, at its sole cost and expense, construct a portion of the Off-Site DTR Trail within such off-site right-of-way as a lighted, asphalt trail a minimum of ten (10) feet in width for pedestrian and bicycle use along the Dulles Airport Access and Toll Road frontage of the Subject Property, as generally depicted on Sheets C4.02 and C4.03 of the CDPA. The Applicant agrees to construct the above-described trail segment of the Off-Site DTR Trail within a reasonable period of time after the County sends a notice to proceed to the Applicant, provided such trail segment shall not be required to be completed and open for public use earlier than the opening of the Innovation Center Metrorail Station for rail service. In addition, if FCDOT determines that final engineering, construction and maintenance of the Off-Site DTR Trail would be furthered, accelerated or enhanced through a public-private partnership agreement of some structure, or similar type implementation mechanism acceptable to the Applicant, within all or any portion of the Innovation Center Transit Station Area, then the Applicant, upon request of FCDOT, shall contribute up to \$100,000 to the County as the Applicant's fair share toward funding such agreement or other implementation mechanism. The obligation of the Applicant to pay the

foregoing sum, if not sooner exercised by FCDOT, shall expire on December 31, 2021.

- C. Alternative On-Site DTR Trail. In the event MWAA does not provide the necessary right-of-way, easement or comparable right for the Off-Site DTR Trail, then in lieu of constructing the DTR trail off-site as described in subparagraph B. above, the Applicant shall construct within Land Bay A an asphalt trail a minimum of ten (10) feet in width for pedestrian and bicycle use along the Dulles Airport Access and Toll Road frontage as depicted on Sheets C4.02 and C4.03 of the CDPA. Construction of this trail shall occur coincident with development of the buildings in Land Bay A.

ADDITIONAL PARK AND RECREATION CONTRIBUTIONS

55. Public Park Contribution. The Applicant shall contribute a total of \$1,500,000 for construction, maintenance, repair and/or replacement of certain public facility recreational improvements, which benefit the community in which the Subject Property is located, in two payments as follows:
- A. On or before July 1, 2019, the Applicant shall pay to the County, or at the election of the County, to FCPA the sum of \$750,000 to be applied toward the project cost of installing a lighted, synthetic turfed athletic field located at Hutchinson Elementary School or elsewhere in the vicinity of the Subject Property; and
- B. On or before July 1, 2021 the Applicant shall pay to the County, or at the election of the County, to FCPA the sum of \$750,000 to be used to fund a special account (to be named the "Arrowbrook Park Endowment") restricted toward the costs of the repair, maintenance, or replacement, including any design changes or upgrades, of existing and/or future recreational facilities located at Arrowbrook Park on Land Bay E-F. The above stated restriction in the use of the funds of the Arrowbrook Park Endowment shall expire on July 1, 2032, and the funds, if any, which remain in such restricted account may thereafter be used to fund the costs of construction, improvement, maintenance, or repair of any other active recreational facilities serving the residents of Land Unit A-1 of the Dulles Suburban Center. The escalation provisions in Proffer 70 shall not apply to this Proffer.
56. Open Spaces. Provision of parks, plazas, pocket parks, courtyards, terraces, dog park and similar public, publicly accessible and private open space areas shall be in substantial conformance with the concepts, locations and minimum acreages depicted on CDPA Sheet L2.01 as further defined in these Proffers. These areas may be adjusted at the time of FDP and site plan approval to allow for final engineering and design considerations. For the publicly-accessible open space areas that are privately owned, the Applicant shall provide public access easements in a form approved by the County Attorney and which reserve to the Applicant the right to reasonably restrict access to limited times for special events, security, maintenance and repairs and/or safety purposes. The Applicant may establish reasonable rules and regulations for the publicly-accessible areas provided, however, that such public areas generally are open on a daily basis from dawn until dusk (10:00 p.m. if lighted).

57. **Recreational Facilities.** The Applicant shall comply with Par. 2 of Sect. 6-209 of the Zoning Ordinance regarding developed recreational facilities for the residential uses on the Subject Property. The Applicant proffers the minimum expenditure for the recreational facilities shall be \$1,800.00 per non-ADU residential unit. In the event this amount is not expended on-site by the Applicant, then the residual amount will be contributed to FCPA and may be used by FCPA for recreation facilities in the immediate area. The Applicant shall receive credit for the on-site recreational facilities, which shall include, but not be limited to, swimming pools, dog park and trails. Recreational facilities depicted on the roof tops shall be provided with the construction of such buildings. The Applicant shall also receive credit for any portion of the contribution required by this Proffer which is used or applied to defray the costs of the private dog park.

HISTORIC STRUCTURES

58. **Historic Structures.** A portion of Land Bay E-F is subject to a certain Lease Agreement recorded in Deed Book 18542 at page 1732 in the office of the Clerk of the Circuit Court of Fairfax County (the "Land Records") which creates and governs the Meiselman Life Estate as shown on CDPA Sheets C4.03 and C4.04 and described in these Proffers. Within the geographic limits of the Meiselman Life Estate are several buildings with historical significance as evidenced by listing of the property on the National Register of Historic Places under the name of "Merrybrook," including the primary dwelling known as the Laura Ratcliffe-Hanna House and the three outbuildings identified as contributing to the property's significance in the listing. Not later than nine (9) months following the expiration of the Meiselman Life Estate, all of the remaining area within the portion of Land Bay E-F included in this PCA, in addition to the structures thereon, shall be dedicated to FCPA and shall be included on the inventory of eligible sites under the Resident Curator Program or other comparable program as determined and administered by FCPA in compliance with FCPA Park Policy 205. The FCPA shall be allowed to add additional parking spaces and/or other minor site improvements without requiring approval of an FDPA. At the time of such dedication, the Applicant will contribute the sum of \$100,000 toward an endowment to underwrite the expenses of the use, maintenance, and occupancy of the Laura Ratcliffe-Hanna House pursuant to the Resident Curator Program or other comparable program as determined and administered by FCPA in compliance with FCPA Park Policy 205.

PUBLIC SCHOOLS CONTRIBUTION

59. **Public Schools Cash Contribution.** Prior to the issuance of the first building permit for a dwelling unit developed pursuant to a site plan for a portion of the Subject Property, the Applicant shall pay the sum of \$11,749 multiplied by the number of students projected to be generated by the residential units developed pursuant to such site plan. The Applicant shall pay such sum to the Board for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools where students generated by those residential units will attend. Such contribution shall be computed based upon a projected number of students to be generated by the dwelling units developed pursuant to such site plan using student yield ratios of .252, .062 and .127 per single family attached unit for elementary, middle and high school, respectively, and student yield ratios of .056, .016 and .028 per multi-family unit for elementary, middle and high school,

respectively. If, prior to site plan approval, the County should increase the accepted ratio of students per subject unit or the amount of the contribution per student, the amount of the contribution shall be increased for the units in that site plan to reflect the current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the amount of the contribution shall be decreased to reflect the current ratio and/or contribution. This Proffer shall not be subject to escalation as described in the "Miscellaneous" Section of these Proffers.

AFFORDABLE/WORKFORCE HOUSING

60. **Affordable Dwelling Units.** The Applicant shall comply with the Affordable Dwelling Unit ("ADU") Program as set forth in Pt. 8 of Art. 2 of the Zoning Ordinance, in effect as of the approval date of this PCA application, unless modified by the ADU Advisory Board. For purposes of determining compliance with this Proffer, dwelling units approved in Sub-Land Bays B1, C1, and D1 as depicted on Sheet C4.01 of the CDPA shall be deemed a single and unified development even if such dwelling units are developed under separate site plans.
61. **Workforce Dwelling Units.** Workforce dwelling units ("WDUs") shall be provided such that the total number of ADUs, if any, plus the total number of WDUs is not less than twelve (12) percent of the total number of dwelling units on the Subject Property. Such WDUs shall be administered generally as set forth in the Board's Workforce Dwelling Unit Administrative Policy Guidelines, adopted October 15, 2007, in effect as of the approval date of this PCA application ("Policy Guidelines"), except as modified in these Proffers. Where this Proffer conflicts with the Policy Guidelines, this Proffer shall control the administration of the WDUs. In determining whether the twelve (12) percent requirement imposed by this Proffer is satisfied, the formula in the following subparagraph A. shall apply:
- A. If the site plan for the development identifies dwelling units with different numbers of bedrooms as WDUs or WDUs without bedrooms, then for purposes of determining compliance with the 12% requirement, each such WDU shall be assigned a WDU Value as provided in the following table:

<u>Number of Bedrooms in the WDU</u>	<u>WDU Value*</u>
WDU with no bedroom (studio or efficiency)	0.8
WDU with 1 bedroom	1.0
WDU with 2 bedrooms	1.35
WDU with 3 bedrooms	1.75

*Values above are subject to adjustment as set forth in subparagraphs E. and F. below. For purposes of the computation prescribed by this paragraph, if the WDU Value is expressed as a number with one or more decimal places, then any decimal of .50 or higher shall be rounded up to the next highest integer, and any decimal of less than .50 shall be rounded down to the next lowest integer.

If the total of the WDU Values assigned for all WDUs identified in the site plan, when added to the total number of ADUs identified in the site plan, if any, is equal to

or greater than 12% of the total number of dwelling units which may be constructed pursuant to the site plan, then the 12% requirement set forth above is satisfied. For example, if a site plan permits the construction of 100 dwelling units, one of which is identified as an ADU and identifies as WDU the following units: 3 without bedrooms, 4 with 1 bedroom, 2 with 2 bedrooms and 1 with 3 bedrooms, then the total of all WDU Values is 11.0 even though only 10 dwelling units are identified as WDUs. This WDU Value, when added to the 1 ADU equals 12 dwelling units which, when divided by the total number of market rate units, is 0.12 or 12%. $[(11.0 + 1)/100 = .12]$.

- B. WDUs provided in for-sale developments of all construction types or in rental developments in steel and concrete building construction types (Types 1, 2, 3 and 4 as defined in the Virginia Uniform Statewide Building Code) shall be allocated to three approximately equal groupings or tiers as follows:
- (i) The first tier to be priced to be affordable to households making up to eighty percent (80%) of the Area Median Income ("AMI") for the Washington Standard Metropolitan Statistical Area as specified annually by the Department of Housing and Urban Development (HUD).
 - (ii) The second tier to be priced to be affordable to households making up to one hundred percent (100%) of the AMI.
 - (iii) The third tier to be priced to be affordable to households making up to one hundred and twenty percent (120%) of the AMI. However, the Applicant may voluntarily designate more than one-third of the WDUs to be affordable to households making up to eighty percent (80%) of the AMI with a commensurate reduction in the WDUs in the second and/or the third tiers.
- C. WDUs in rental developments in wood and masonry building construction types (Type 5 as defined in the Virginia Uniform Statewide Building Code) shall be allocated to two approximately equal groupings or tiers as follows:
- (i) The first tier to be priced to be affordable to households making up to eighty percent (80%) of the AMI.
 - (ii) The second tier to be priced to be affordable to households making up to one hundred percent (100%) of the AMI, adjusted for household size. However, the Applicant may voluntarily designate more than one-half of the WDUs to be affordable to households making up to eighty percent (80%) of the AMI with a commensurate reduction in the second tier.
- D. In accordance with the Policy Guidelines, RUPs shall not be issued for more than seventy-five percent (75%) of the total number of units in the development until such time as RUPs have been issued for at least seventy-five percent (75%) of the WDUs in the development. In addition, the required Notice of Availability and Sales Offering Agreement shall be submitted prior to the issuance of the first RUP for any

WDU in the development. For purposes of determining compliance with this Proffer, dwelling units approved in Sub-Land Bays B1, C1, and D1 as depicted on Sheet C4.01 of the CDPA shall be deemed a single and unified development even if such dwelling units are developed under separate site plans.

- E. The Applicant reserves the right to relocate, at its sole discretion, all or any number of the WDUs required by the number of dwelling units which may be developed in a particular building, or in a particular land bay, sub-land bay or land bays, to another building on the Subject Property, whether or not such building is in the same land bay, as long as the requirements of the Policy Guidelines and these Proffers are otherwise met.
- F. Notwithstanding the foregoing, should the Board's policies related to WDUs be amended, the Applicant reserves the right, in its sole discretion, to opt into such new policies without the need for a PCA and, if the Applicant so opts into any such new policies, the provisions of this Proffer which relate to the new policies of the Board which the Applicant has elected to opt into shall no longer be effective.
- G. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate County agency as to the terms and conditions of the administration of the WDUs. Such an agreement shall be on terms mutually acceptable to the Applicant and the County and may occur any time after the approval of this PCA application. Neither the Board nor the County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs shall be administered solely in accordance with such agreement and the provisions of this Proffer as it applies to WDUs shall become null and void. Such an agreement and any modifications thereto, or an appropriate memorandum thereof, shall be recorded in the Land Records.

MISCELLANEOUS

- 62. Owners Association. The Applicant, pursuant to Proffer 38 of the previously existing proffers dated December 5, 2005 approved with RZ 2002-HM-043, has established a property owners' association known as Arrowbrook Management Corporation ("AMC"), a Virginia stock corporation. AMC has continuously operated as the POA for the Subject Property in accordance with a certain Declaration of Covenants, Rights, and Restrictions for the Development, Management, and Operation of Arrowbrook Centre recorded among the Land Records in Deed Book 19272, at page 1907 (the "Declaration"). AMC is also a party to agreements with FCPA recorded among the Land Records in Deed Book 21363, at page 73 and Deed Book 21529, at page 708 (collectively the "FCPA Agreements"). The Declaration imposes upon AMC the power and responsibility for (1) the maintenance and operation of all common areas within the Subject Property including the private streets and pedestrian realm areas, (2) the formulation and administration of the TDM program, and (3) the performance of the obligations imposed by the terms of the FCPA Agreements. The Applicant agrees to continue the operation, funding, and management of AMC consistent with its obligations under the Declaration, the FCPA Agreements, and those provisions of these Proffers which impose a responsibility upon the POA, including, but not limited to, implementation of the

TDM program, maintenance of the private streets and the pedestrian realm areas, maintenance of the grave site of Mr. and Mrs. J. Harold Lauenders, and notification obligations. Unless the context requires otherwise, all references to the POA in these Proffers shall mean AMC. If any portion of the Subject Property is developed as a condominium regime, or as a residential subdivision, the Applicant may establish a separate condominium unit owners' association (a "COA") in accordance with the Virginia Condominium Act, or a separate homeowners' association (an "HOA") under the Virginia Property Owners' Association Act, as the case may be, with jurisdiction and responsibility over the portion of the Subject Property developed as any such condominium regime or residential subdivision. AMC shall continue to exercise jurisdiction over the portions of the Subject Property developed as a condominium regime or a residential subdivision, as the case may be, except as otherwise agreed between AMC and the COA, or the HOA. AMC may delegate any of its powers or responsibilities to a COA or HOA with respect to the portions of the Subject Property subject to the jurisdiction of the latter, in which case the Applicant shall cause the COA or HOA to perform the applicable provisions of these Proffers within the scope of such delegation. Prior to the sale or lease of any dwelling unit developed on the Subject Property, the prospective purchaser or tenant of such dwelling unit shall receive a written disclosure of the existence of AMC, the COA, or the HOA, as applicable, and shall be provided with (i) a copy of these Proffers, (ii) a copy of the governing documents of each of the foregoing entities, (iii) a copy of the most recently adopted operating budget of each of the foregoing entities, and (iv) an estimate of the annual assessment, if any, levied by any of the foregoing entities as to such dwelling unit.

63. **Retaining Walls.** Certain retaining walls have been shown on the CDPA. The Applicant reserves the right to modify these walls and add other retaining walls based on final engineering design. All retaining walls shall have a maximum height of ten (10) feet above finished grade and shall be constructed with decorative finishes (such as tinted concrete with textured surface from forms).
64. **Signs.** All signs installed on the Subject Property shall conform to the requirements of Art. 12 and Art. 14 of the Zoning Ordinance unless a Comprehensive Sign Plan is approved for the Subject Property.
65. **Intensity/Density Reservation.** All intensity/density attributable to land areas dedicated and/or conveyed at no cost to the Board or any other public entity pursuant to these Proffers (including, without limitation, the dedications referenced herein) shall be subject to the provisions of Par. 4 of Sect. 2-308 of the Zoning Ordinance, and is hereby reserved to the residue of the parcel of land from which it came.
66. **Reserved Rights.** The Applicant expressly reserves the rights as follows:
 - A. The Applicant reserves the right to record sign easements on the portion of Land Bay E-F included in this PCA to accommodate entrance features and signage for the development along Centreville Road as generally depicted on the CDPA and as may be similarly planned along Sunrise Valley Drive.

- B. The Applicant reserves the right to record easements as may be reasonably necessary to construct and utilize various facilities and amenities as depicted on the CDPA, such as streets, sidewalks and utilities.
- C. The Applicant reserves the right to conduct construction and phasing related activities, including but not limited to, earthwork, drainage facilities, and utilities, on any portion of the Subject Property during any period of the construction of any improvement on the Subject Property without the need for a PCA, CDPA, FDP or FDPA.
- D. The Applicant, on behalf and for the benefit of Mrs. David I. Meiselman, reserves and retains the right to reside in the dwelling on the portion of Land Bay E-F included in this PCA for the duration of her life pursuant to the terms of the Meiselman Life Estate. The Meiselman Life Estate includes the main dwelling, accessory structures and approximately one acre of surrounding land including the driveway providing access to the dwelling. The Meiselman Life Estate is also served by an appurtenant ingress-egress easement across a portion of Land Bay E-F included in this PCA in order to provide access to Centreville Road along the course of the main entrance road. Upon expiration of the Meiselman Life Estate, its area shall be dedicated in fee simple to FCPA as set forth in Proffer 58.
67. **Emergency Vehicle Preemption (EVP) Devices.** Prior to issuance of the final RUP for Land Bay A, the Applicant shall contribute to the Capital Project titled Traffic Light Preemptive Devices – FRD Proffers in Fund 300-C30070, Public Safety Construction for use in the installation of preemptive signal devices on traffic signals along the primary travel route to the closest fire station. The contribution shall consist of an amount not to exceed \$20,000 toward signals between the site and the West Ox Road station. The Applicant shall have no responsibility for installation or maintenance of the preemptive signal devices.
68. **Off-Leash Dog Park.** The Applicant shall provide a private, enclosed off-leash dog exercise area for use by Arrowbrook community residents only, which shall be at least 8,500 square feet in size and consist, at a minimum, of crushed stone or other suitable surface, benches, water fountain, signage, fencing with vestibule gating and shade trees, and as generally shown on Sheet C4.02 of the CDPA. The off-leash dog park shall be completed prior to issuance of the final RUP for Sub-Land Bay C1. The HOA/COA referenced in Proffer 62 shall be responsible for trash pick-up and maintenance of this private dog park.
69. **Single Unit Garages.** The garages for single family attached and multifamily two-over-two units shall only be used for the parking of vehicles, the storage of trash and recycling containers and such ancillary uses that do not prevent nor unduly interfere with the parking of vehicles. Owners of these units shall be required to store trash and recycling cans inside the garage, except on collection days. These restrictions on use and storage of trash and recycling containers shall be enforceable pursuant to a restrictive covenant in a form approved by the County Attorney and recorded among the Land Records prior to the sale of any such units. The covenant shall run to the benefit of the applicable HOA/COA and the Board of Supervisors. The covenant shall include the following statement: *"Please note that for the units subject to this covenant, one or two of the required parking spaces (depending*

on the unit type) are being provided inside the individual garages. Purchasers of these units are advised to review the interior dimensions of the garage to determine what size vehicles can be accommodated within the interior garage space." In addition, all initial purchasers of these units shall be advised in writing of the specific terms of this covenant, including the above statement, and the dimensions of the garage prior to entering into a contract of sale. The documents provided by the applicable HOA/COA in connection with future resales of these units also shall identify the specific terms of this covenant, including the above statement, and the dimensions of the garage to future purchasers.

70. **Route 28 Tax District – Payment of Special Taxes for Residential Uses.** In accordance with Section 15.2-4608(C) of the Virginia Code (Ch. 770, 2002 Acts of Assembly; H. 735), this Applicant paid \$14,291.85 on January 31, 2006 for the approximately 1,006,600 square feet of residential use approved in RZ 2002-HM-043 for the Subject Property. As required by Section 15.2-4608(C), within sixty (60) days of approval of this PCA, the Applicant shall pay, in full, the sum of money representing the present value of the future special improvements taxes for the Route 28 Highway Transportation Improvement Tax District (the "Route 28 Tax District") that are attributable to the net increase in residential use of approximately 423,424 square feet approved with this PCA. The amount of such payment shall be determined in accordance with the formula and provisions adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District. As provided in Section 15.2-4608(C), the effective date of the approval of this PCA shall be deferred until such payment in full is made. The Applicant recognizes that failure to make this payment within 60 days of the approval of this PCA shall mean that the PCA shall not become effective and the ordinance amending the zoning for the Subject Property and the Board's decision on this PCA shall both be void in accordance with Section 15.2-4608(C). After such payment is made, the portion of the Subject Property used for residential uses shall not be subject to the applicable special improvements taxes for the Route 28 Tax District unless and until such land is thereafter developed with non-residential uses. Any special improvements taxes for the Route 28 Tax District previously paid in the year this PCA is approved shall be credited towards the one-time payment on a prorated basis.
71. **Phase II Dulles Rail Transportation Improvement District – Payment of Special Taxes for Certain Residential Uses.** As may be applicable, at least sixty (60) days prior to either (i) recording any condominium documents that would change the use of one or more buildings from a multi-unit residential real property that is primarily leased or rented to residential tenants or other occupants such that it is taxable for purposes of the now existing Phase II Dulles Rail Transportation Improvement District (the "Phase II District"), to a use that is not subject to the Phase II District taxes, or (ii) recording a final subdivision plat that would create single-family attached lots for sale, the Applicant shall provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record such documents for that portion of the Subject Property. As required by Section 33.2-2107 of the Virginia Code, prior to recording such documents, the Applicant shall pay to the County a sum equal to the then-present value of Phase II District taxes, based on the use of that portion of the Subject Property prior to becoming subject to the condominium or being subdivided, as the case may be, that will be lost as a result of recording such documents.

72. **Delay.** Notwithstanding the foregoing, upon demonstration that, despite diligent efforts or due to factors beyond the Applicant's control, proffered improvements such as, but not limited to, the required transportation improvements, the publicly-accessible park areas and the trail connections, have been delayed beyond the timeframes specified in these Proffers, the Zoning Administrator may agree to a later date for completion of such improvements.
73. **Escalation.** Except as qualified in specific Proffers, monetary contributions otherwise specified in these Proffers shall escalate or de-escalate, as applicable, on a yearly basis according to the Consumer Price Index for all urban consumers not seasonally adjusted ("CPI-U") from the base month of January 2017 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Virginia Code.
74. **Successors and Assigns.** These proffers will bind and inure to the benefit of the Applicant and its successors and assigns.
75. **Counterparts.** These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one and the same instrument.

[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/TITLE OWNER:

ARROWBROOK CENTRE, LLC

By: 

Jeffrey J. Fairfield, Co-Manager

By: 

Jerome L. Lonnes, Co-Manager

[SIGNATURES CONTINUE]

CONTRACT PURCHASER:

PULTE HOME CORPORATION

By:


Gary J. Leygraaf
Division Vice President of Land
Planning and Development

[SIGNATURES END]