Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and subject to the Fairfax County Board of Supervisors' (the "Board") approval of this application PCA 2006-SU-025-04 (the "Application"), Regency Centers Acquisition, LLC ("Applicant/Contract Purchaser") and Commonwealth Centre Investors, LLC (the "Property Owner"), for themselves and their successors and assigns, hereby proffer that development of Fairfax County Tax Map Parcel 44-1-((1))-6H2 (part), containing approximately 1.00 acre in the retail portion of Land Bay D of Commonwealth Centre (the "Property"), shall be in conformance with the following proffered conditions. In the event this application is denied, these proffers shall immediately be null and void and the previous proffers approved in RZ 2006-SU-025 dated September 27, 2007 (the "Original Proffers") and PCA 2006-SU-025-03 dated July 10, 2017 (the "Amended Proffers") shall remain in full force and effect. In any event, the Original Proffers and Amended Proffers shall continue to remain in full force and effect with respect to, variously, Land Bays A, D, E and F of Commonwealth Centre (the "Overall Property"), and as to the Property except to the extent amended by these Proffers.

GENERAL

1. **Substantial Conformance.** The Property shall be developed in substantial conformance with the previously approved CDPA 2006-SU-025-02, dated July 25, 2016, as revised through May 8, 2017 ("CDPA") and further modified by these proffered conditions.

2. **Final Development Plan Amendments.** Notwithstanding that the CDPA consists of Sheets C-1 through C-12 and L-1 through L-7, it shall be understood that (i) the CDPA elements consist of the plan shown on Sheet C-4 relative to the general layout, points of access to the existing public street network, maximum square footage of development on the Overall Property, peripheral setbacks to the public street, limits of clearing and grading, and the minimum amount of open space on the Overall Property; and (ii) the Applicant has the option to request Final Development Plan Amendment approvals, including this Final Development Plan Amendment consisting of twelve (12) sheets, dated January 29, 2019 and revised through April 19, 2019, prepared by Bohler Engineering ("FDPA"), from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements. 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, this FDPA and these Proffers.
3. **Minor Modifications and Minor Variations.** Pursuant to Section 16-403 and Section 18-204 of the Zoning Ordinance, minor modifications from the approved CDPA, this FDPA and minor variations to the Proffers may be permitted as determined by the Zoning Administrator. Alterations of the drive-through automated teller machine ("ATM") may be permitted and corresponding adjustments in the drive-through lane may be made so long as such changes are in substantial conformance with the approved CDPA, this FDPA and these Proffers and do not increase the overall amount of gross floor area ("GFA"), increase building height, or decrease the amount of open space or peripheral setbacks to Westfields Boulevard shown to be provided on the Property. The Applicant shall have the flexibility to modify the layout shown on the CDPA and this FDPA as required by the Westfields Business Owners Association ("WBOA") or Architectural Review Board so long as the modifications are in substantial conformance with the CDPA and this FDPA.

4. **Permitted Uses.** The following uses shall be allowed on the Property:

A. **PDC District "Principal Uses" Permitted.**
   - Business service and supply service establishments
   - Craft beverage production establishments
   - Eating establishments
   - Financial institution and/or financial institution with freestanding drive-through ATM
   - Garment cleaning establishments, with no processing on-site
   - Hotels
   - Offices, including medical offices/urgent medical care with no overnight stay
   - Personal service establishments
   - Public uses
   - Repair service establishments, not to include auto repair service establishments
   - Retail sales establishments

B. **PDC District "Secondary Uses" Permitted.**
   - Accessory uses and accessory service uses as permitted by Article 10
   - Amusement arcades
   - Fast food restaurants, without drive-through windows
   - Quick-service food stores
   - Vehicle rental establishments, limited by the provisions of Sect. 9-518
   - Billiard and pool halls
   - Bowling alleys
   - Health clubs
   - Medical care facilities
   - Private clubs and public benefit associations
   - Veterinary hospitals, without boarding or kennel facilities
   - Child care center
Community uses
Quasi-public parks, playgrounds

Pursuant to Par. 5 of Sect. 6-206 of the Zoning Ordinance, the Applicant requests reaffirmation of the Board of Supervisors approval of the modification to the secondary use limitation to allow other secondary uses to exceed twenty-five (25) percent of the gross floor area of all principal uses within the Commonwealth Centre PDC development. 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, but only one drive-through, limited to a freestanding ATM accessory to a financial institution, shall be permitted.

In the event the Board amends the PDC District regulations subsequent to approval of this Proffered Condition Amendment ("PCA"), all new uses shall also be permitted on the Property. In addition, if the Board amends the Zoning Ordinance regarding eating establishments and/or fast food restaurants, (i) all of the proposed uses shall be deemed to comply with the new regulations and (ii) the Applicant shall be allowed to benefit from such new regulations.

5. **Prohibited Uses.** The following uses shall not be established on the Property:

- Service stations
- Service station/mini-mart
- Vehicle light service establishments
- Vehicle sale and ancillary service establishments
- Motel
- Light public utility
- Commercial off-street parking as a principal use
- Transportation facilities
- Vehicle transportation service establishments
- Auto repair service establishments
- Adult bookstore, adult video store or adult motion picture theatre
- Tattoo establishment
- Drive-through uses (with the exception for one drive-through ATM)
- Pawn broker as defined in Chapter 33, Article 3 of the Fairfax County Code
- Alternative Lending Institution (ALIs). For purposes of this Proffer, an ALI is defined as an establishment providing short term loans to individuals, to include, but not be limited to, pay day lenders, as regulated by Chapter 18, Title 6.2, Code of Virginia, and/or motor vehicle title lenders, as regulated by Chapter 22, Title 6.2, Code of Virginia. For purposes of this Proffer, an ALI shall not be deemed to include an Office, Pawnshop, Drive-through Financial Institution, Financial Institution, or any other state or federally chartered bank, savings and loan institution, or credit union. Tenants that provide consumer or personal loans or non-purchase money loans shall be insured and/or regulated by the Federal...
ENVIRONMENTAL, LANDSCAPING AND OPEN SPACE

6. **Landscape Plan.** Landscaping on the Property shall be generally consistent with the quality, quantity and locations shown, respectively, on the Conceptual Landscape Plan included as Sheet 1-1 of the FDPA ("Conceptual Landscape Plan"), which illustrate the plantings and other features to be provided on the Property, including streetscapes, plaza/amenity areas and linear park. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant, in coordination with UFMD, as part of final engineering and building design, provided such modifications provide a similar quality and quantity of landscape plantings and materials as shown on the Conceptual Landscape Plan.

A. **Landscape Pre-Installation Meeting.** Prior to installation on the Property of plants to meet requirements of the landscape plan approved at the time of site plan approval (the "Landscape Plan"), the Applicant/Contractor/Developer shall coordinate a pre-installation meeting on site with the landscape contractor and UFMD. Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions for species specified on the Landscape Plan shall be reviewed at this time and must be approved prior to plantings. The installation of plants in lieu of plants specified on the Landscape Plan and not previously approved by UFMD, may require submission of a revision to the Landscape Plan or removal and replacement with material approved by UFMD. Field location of planting material, when required by the Landscape Plan, shall be reviewed at the pre-installation meeting. The Applicant/Contractor/Developer shall stake proposed individual planting locations prior to the pre-installation meeting. Stakes shall be adjusted, as needed, during the course of the meeting as determined by UFMD staff based on discussion with the Applicant.

B. **Native, Non-Invasive Species.** All landscaping provided shall be native to the mid-Atlantic region to the extent available and feasible, and shall be non-invasive (meaning the Applicant shall not use any plant species identified in the 2014, or latest version, Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). The Applicant reserves the right, in consultation with and approval by UFMD, to modify the exact species to be used, such as when plant materials are not available or have been deemed by UFMD to no longer be appropriate.

C. **Soil Remediation.** The Applicant will provide a minimum of 4" of topsoil, or the equivalent organic material, in those areas that are to be planted which contain construction debris and rubble. The installation of the topsoil and the preparation for areas to be planted shall meet the standards set forth in the current edition of the" Landscape Specification Guidelines" set forth by the Landscape Contractors Association of MD, DC and VA.
7. **Architectural Elevation.** The Automated Teller Machine ("ATM") shall be generally consistent in character and materials, as to quality, with the conceptual elevation depicted on Sheet C-2 of the FDPA.

**MISCELLANEOUS**

8. **Severability.** Any portion of the Property may be the subject of a PCA, CDPA, FDPA, Special Exception ("SE") and/or Special Permit ("SP") without joinder and/or consent of the owners of other portions of the Property, if such PCA, CDPA, FDPA, SE and/or SP does not have any material adverse effect on such other portions of the Property. Previously approved proffered conditions or development conditions applicable to the balance of the Property that is not the subject of such PCA, CDPA, FDPA, SE and/or SP shall otherwise remain in full force and effect.

9. **Successors and Assigns.** Each reference to "Applicant," and/or "Contract Purchaser," in this Proffer Statement shall include within its meaning, and shall be binding upon, the respective Applicant's successor(s) in interest, assigns, and/or developer(s) of the Property or any portion of the Property.

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

    [SIGNATURES ON THE FOLLOWING PAGE]
REGENCY CENTERS ACQUISITION, LLC
Applicant and Contract Purchaser of the Property

BY: Regency Centers. L.P., its Manager

BY: Regency Centers Corporation, its General Partner

By: Krista C. Di Iaconi
Name: Krista C. Di Iaconi
Title: Senior Vice President

COMMONWEALTH CENTRE INVESTORS, LLC
Title Owner of Parcel 44-1-((1))-6H2

By: ________________________________
Name: ______________________________
Title: ______________________________
REGENCY CENTERS ACQUISITION, LLC
Applicant and Contract Purchaser of the Property

BY: Regency Centers. L.P., its Manager

BY: Regency Centers Corporation, its General Partner

By: ____________________________________________
Name: __________________________________________
Title: __________________________________________

COMMONWEALTH CENTRE INVESTORS, LLC
Title Owner of Parcel 44-1-((1))-6112

By: ____________________________________________
Name: Stephen M. Spaeder
Title: Senior Vice President