County of Fairfax, Virginia
Planning Commission Meeting
June 4, 2025
Planning Commission Action

PCA 80-P-039-010/CDPA-80-P-039-002/FDPA 80-P-039-09 (RZPA 2023-PR-00105) – HB ROUTE 29 OWNER LLC
(Providence District)

PLANNING COMMISSION RECOMMENDATIONS:
On June 4, 2025, the Planning Commission voted 12-0 to recommend to the Board of Supervisors the following actions:

- Approval of PCA-80-P-039-010 and CDPA-80-P-039-002, subject to the execution of proffers consistent with those dated June 2, 2025;

- Approval of a modification of subsection 2105.4.C(1)(a)1 to allow secondary uses to exceed 50% of the gross floor area of all principal uses in the development;

- Approval of a modification of subsection 5100.2.C(5) of the Zoning Ordinance to allow for a parapet wall, cornice or similar projection to exceed the height limit established by more than three (3) feet but no more than twelve (12) feet to screen mechanical equipment and rooftop decks for the proposed multi-family and stacked townhome units;

- Approval of a waiver of subsection 5107.3.A(2) to permit private streets less than twenty-four (24) feet in width and to allow existing garage aisles to remain less than twenty-three (23) feet in width, as shown on the CDPA/FDPA;

- Approval of a waiver of subsection 5107.3.A(3) to permit private streets greater than 600 feet in length, as shown on the CDPA/FDPA;

- Approval of a waiver of subsection 6100.2.C(4)(B) to permit existing substandard parking spaces to be considered compliant and count towards required and provided parking;

- Approval of a modification of subsection 5108.4.A(1) for interior parking lot landscaping of above grade parking structures, as shown on the CDPA/FDPA;

- Approval of a waiver of subsection 5108.4.B(1) for shade structures on exposed parking structures in favor of that shown on the CDPA/FDPA; and

- Approval of a waiver of subsection 5108.4.C for peripheral parking lot landscaping requirements of above grade parking structures in favor of that shown on the CDPA/FDPA.

In a related action, the Planning Commission voted 12-0 to approve FDPA-80-P-039-09.

ATTACHED DOCUMENTS:
Proffers dated June 2, 2025

CD

IBW HB, LLC

PCA 80-P-039-10
PROFFERS

June 2, 2025

PREAMBLE

Pursuant to Section 15.2-2303(a) of the Code of Virginia (1950, as amended) and Subsection 8100.2 of the Zoning Ordinance of Fairfax County (2023 as amended), the property owner and the Applicant, for themselves and their successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax map as Tax Map Parcels #48-4 ((1)) 1E and 1G (the "Property") must be in accordance with the following conditions if, and only if, Proffered Condition Amendment PCA 80-P-039-10 (this "PCA") is granted.

GENERAL

1. Conceptual/ Final Development Plan. Any development of the Property must be in substantial conformance with the Conceptual Development Plan Amendment ("CDPA") and Final Development Plan Amendment ("FDPA") entitled "Hunter's Branch", prepared by VIKA Engineering dated January 16, 2024 and revised through April 4, 2025, containing 64 sheets.

2. Elements of CDPA. Notwithstanding the fact that the CDPA and FDPA are presented on the same plan, the elements that are components of the CDPA are limited to (i) the perimeter points of access, (ii) the proposed uses, (iii) amount and general location of open space, (iv) the general location and arrangement of the buildings, (v) the maximum building heights, (vi) maximum gross floor area (GFA), (vii) the grid of streets, and (viii) minimum setbacks from the peripheral lot lines. Other elements of the CDPA may be adjusted or modified with approval of future Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in Subsection 8100.2 of the Fairfax County Zoning Ordinance (the "Ordinance").

3. Minor Modifications. Minor modifications to the CDPA/FDPA may be permitted pursuant to Subsection 8100.5 of the Zoning Ordinance. Minor modifications of the building footprints and location, the number of residential units, and GFA may be made so long as the development otherwise is in substantial conformance with the CDPA/FDPA as determined by the Zoning Administrator.

4. Fire Marshal Evaluation. Changes to the CDPA/FDPA may be permitted without the requirement for a PCA, CDPA, or FDPA in response to the review of site plans

by the Fire Marshal, including adjustments to tree locations, lane use/pavement markings, signage, crosswalks, the streetscape, perimeter building areas, and building setbacks as necessary to allow for required emergency vehicle access, provided such modifications are in substantial conformance with the CDPA/FDPA and these Proffers. Existing Development.

A. The existing development on the Property as of the date of the approval of this Application includes the following uses as depicted on the CDPA/FDPA:

   i. 9300 Route 29. An office building consisting of approximately 221,697 SF GFA of office uses and associated five-story parking structure ("Existing Building 1").

   ii. 9302 Route 29. An office building consisting of approximately 221,697 SF GFA of office uses and associated four-story parking structure ("Existing Building 2").

   Collectively, Existing Building 1 and Existing Building 2 will be referred to herein as the "Existing Buildings." The Existing Buildings, surface parking areas, driveways, sidewalks, trails, landscaping, and stormwater management facilities existing within the Property as of the date of the approval of this Application will collectively be referred to herein as the "Existing Development." The Existing Development is shown on Sheets C-03 and C-03A and for the purposes of this application constitute a CDPA/FDPA for the Existing Development. The Existing Development may remain in operation in its existing condition, subject to improvements the Applicant may make to the Existing Development as shown on the CDPA/FDPA and described in these Proffers. The Applicant may make minor modifications to the Existing Development in accordance with Section 8100.5.A of the Zoning Ordinance without the need for a PCA, CDPA, or FDPA. Any modifications or improvements to the Existing Development, including but not limited to interior and exterior improvements (including "re-skinning" the Existing Buildings and/or modifying the screening of the existing loading docks), the securing of site plan approvals, the issuance of building permits, the issuance of non-residential use permits, or any other land development approvals or permits will not trigger any monetary contributions, on-site improvements, or off-site improvements identified in these Proffers unless explicitly stated otherwise and will not require any physical changes to the Existing Development unless stated otherwise in these Proffers.

B. The Existing Buildings are limited to the following Principal uses:

   i. Office.
   ii. Public Use.

C. Other uses permitted in the PDC District may be permitted as secondary uses

in the Existing Development subject to meeting all applicable use standards in the Zoning Ordinance without the need for a separate PCA, CDPA, or FDPA provided the use is in substantial conformance with the approved CDPA/FDPA, including the following uses:

i. Adult Day Support Center;
ii. Child Care Center;
iii. Club, Service Organization, or Community Center;
iv. College or University;
v. Cultural Facility or Museum;
vi. Public Use;
vii. Religious Assembly;
viii. Religious Assembly with Private School, Specialized Instruction Center, or Child Care Center;
ix. School, Private;
x. Specialized Instruction Center;
xi. Funeral Home;
xii. Adult Day Care Center;
xiii. Wireless Facility;
xiv. Kennel;
xv. Pet Grooming Establishment;
xvi. Veterinary Hospital;
xvii. Catering;
xviii. Restaurant;
xix. Restaurant, Carryout;
xx. Financial Institution;
xxi. Business Service;
xxii. Household Repair and Rental Service;
xxiii. Massage Therapy Establishment;
xxiv. Personal Service;
xxv. Banquet or Reception Hall;
xxvi. Commercial Recreation, Indoor;
xxvii. Health and Exercise Facility, Large;
xxviii. Health and Exercise Facility, Small;
xxix. Quasi-Public Park, Playground, or Athletic Field;
xxx. Convenience Store;
xxxi. Retail Sales, General;
xxxii. Vehicle Rental Service;
xxxiii. Self-Storage;
xxxiv. Craft Beverage Production Establishment;
xxxv. Small-Scale Production Establishment;
xxxvi. Accessory Uses; and,
xxxvii. Temporary Uses.

D. Other uses allowed by special exception or special permit in the PDC District may be permitted in the Existing Development through a separate special

exception or special permit process without the need for a PCA or CDP/FDPA if the layout is in substantial conformance with the CDPA/FDPA as determined by the Zoning Administrator.

E. Telecommunication facilities are permitted within the Existing Development provided such facilities are either in existing locations, flush mounted, or otherwise designed to be visually unobtrusive as determined by the Zoning Administrator.

F. The Applicant, or its designee, will be permitted to provide temporary uses within the Existing Development, including but not limited to, festivals, fairs, farmers' markets and food vendors including food trucks, outdoor movies, block parties, arts performances, and other similar activities in accordance with the following provisions:

i. May be provided with or without admission or other fees;

ii. Sponsored by the Applicant, or its designee, a civic organization, public entity including the Fairfax County Park Authority ("FCPA"), local chamber of commerce, charitable organization, service club, non-profit, or similar entity; and

iii. Complies with all Health Department regulations.

DENSITY AND USE

5. Proposed Development. The development on the Property will include a mix of residential uses not to exceed a total maximum GFA of 691,700 SF in accordance with the tabulations shown on Sheet C-02 (the "Proposed Development"). The Applicant, in its sole discretion, may construct less GFA without the need for a PCA, CDPA, or FDPA provided such adjustments remain consistent with these Proffers. Development on the Property will consist of the following:

A. Up to 485,000 SF GFA of multifamily residential uses (the "Multifamily Building").

B. Up to 76 stacked townhouse dwellings (the "Stacked Townhomes").

C. A minimum of 6,700 SF GFA of permanent, non-residential uses, which may include the following non-residential uses permitted in the PDC District subject to any Use Restrictions in the Zoning Ordinance:

i. Adult Day Support Center;
ii. Child Care Center;
iii. Club, Service Organization, or Community Center;

iv. College or University;
v. Cultural Facility or Museum;
vi. Public Use;
vii. Religious Assembly;
viii. School, Private;
ix. Specialized Instruction Center;
x. Adult Day Care Center;
xi. Wireless Facility;
xii. Pet Grooming Establishment;
xiii. Veterinary Hospital;
xiv. Catering;
xv. Restaurant;
xvi. Restaurant, Carryout;
xvii. Retreat Center;
xviii. Financial Institution;
xix. Business Service;
xx. Household Repair and Rental Service;
xxi. Massage Therapy Establishment;
xxii. Personal Service;
xxiii. Banquet or Reception Hall;
xxiv. Commercial Recreation, Indoor;
xxv. Commercial Recreation, Outdoor, excluding shooting ranges;
xxvi. Entertainment, Public:
xxvii. Health and Exercise Facility, Large;
xxviii. Health and Exercise Facility, Small;
xxix. Convenience Store;
xxx. Retail Sales, General;
xxxi. Craft Beverage Production Establishment; and,
xxxii. Small-Scale Production Establishment;

D. Temporary hotel use of the Multifamily Building is permitted subject to the following:

iv. The Applicant must secure a Residential Use Permit (RUP) for each unit prior to occupancy. Subsequent to the issuance of a unit's RUP and prior to utilization of any unit for hotel use, a Non-Residential Use Permit (Non-RUP) for the hotel use must be issued.

v. Prior to issuance of the Non-RUP for the hotel use, the Applicant will comply with the applicable requirements of the Uniform Statewide Building Code.

vi. Only market rate units of the building will be eligible for hotel use.

vii. The hotel use will be permitted for no more than 100 units and no longer than 24 months, commencing from the date of the issuance of the first Non-RUP for the hotel use.

viii. No more than one parking space per hotel room will be designated for the hotel use in the Building's parking garage.

E. Other uses allowed by special exception or special permit in the PDC District may be permitted within the Proposed Development through a separate special exception or special permit process without the need for a PCA or CDP/FDPA if the layout is in substantial conformance with the CDPA/FDPA as determined by the Zoning Administrator.

F. Telecommunication facilities are permitted within the Proposed Development provided such facilities are either in existing locations, flush mounted, or otherwise designed to be visually unobtrusive as determined by the Zoning Administrator.

G. The Applicant, or its designee, will be permitted to provide temporary uses within the Proposed Development pursuant to Sect. 4102.8 of the Zoning Ordinance, including but not limited to, festivals, fairs, farmers' markets and food vendors including food trucks, outdoor movies, block parties, arts performances, and other similar activities.

6. Phasing. The construction of the Proposed Development may occur in phases without the need for a PCA, CDPA, or FDPA, as defined by Sheet C-17 of the CDPA/FDPA (the "Phasing Exhibit"). Interim conditions on the Property must provide adequate pedestrian connections, vehicular circulation, stormwater management, erosion and sediment controls, landscaping and streetscape, and publicly accessible park spaces consistent with that shown on the Phasing Exhibit. Site plans, building permits, and construction permits may be approved and RUPs/Non-RUPs may be approved in separate phases provided that each such phase provides the phasing conditions depicted on the Phasing Exhibit and that all proffers that apply to such phase are addressed with the occupancy of those phases, as may be applicable. Overall parking may be reduced proportionally for each phase subject to meeting applicable Ordinance parking rates as identified on the CDPA/FDPA. Additional phasing information must be provided to the LDS site inspector at the time of Pre-Construction Meeting. If individual "phases" are not done concurrently, each "phase" must request a separate Pre-Construction Meeting with the contractor and developer in attendance.

The Applicant will prepare and implement a Construction Management Plan (CMP) during construction of each phase. The CMP will identify anticipated construction entrances, construction staging areas, and construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related

activities to minimize disturbance on the surrounding road network. The CMP must include a detailed narrative for each phase of construction. The CMP will also require the Applicant to coordinate its construction activities throughout construction with VDOT and FCDOT, to monitor the off-site transit and roadway improvements and to adjust the Applicant's CMP accordingly. Such plans will be prepared by a qualified professional and submitted for review and comment to LDS upon submission of the initial site plan.

7. Declarations/Owners Associations. For any for-sale residential units (the "For-Sale Units"), the Applicant must cause the recordation of one or more declarations creating a homeowners association and/or condo association ("HOA/CA") to deal with the governance of maintenance and operation of the For-Sale Units. In addition, the Applicant must cause the recordation of one or more declarations of covenants and agreements to deal with the governance of maintenance and operation of the overall Property. This may, at the Applicant's discretion, include the creation of an umbrella owners' association ("OA"). The collective declarations of covenants and agreements will legally bind the Property and will collectively be referred to herein as the "Governance Documents".

   Such Governance Documents will be prepared, be legally effective, and recorded prior to the issuance of the first Residential Use Permit ("RUP") for the For-Sale Units. The respective Governance Documents (including budgets provided in any offering or sale materials) will specify the various proffer and maintenance obligations set forth in these Proffers, including the maintenance of certain streets, associated sidewalks and streetscapes, stormwater management facilities, and site amenities such as, but not limited to, the publicly accessible park areas, as related to the Property. Additionally, the Governance Documents will include a maintenance plan for environmentally sensitive areas on the Property that provides a description of maintenance responsibilities including mowing and other special protection of the stream valley (including annual removal of trash and litter) and landscape areas. Initial purchasers of the Stacked Townhomes will be advised in writing of these obligations, including estimated costs for maintenance for stormwater facilities and other site features, and other restrictions, such as these proffers, prior to entering into contract of sale and will be provided copies of the Governance Documents.

ARCHITECTURE AND SITE DESIGN

8. Architecture. The quality and character of the architectural design and building materials for the Proposed Development, including the existing parking structure to be retained, will be in substantial conformance with the architectural elevations shown on Sheets A.09 – A.11 the CDPA/FDPA. Exterior building materials for the Proposed Development may include, but will not be limited to: brick, masonry/stone, aluminum, steel, glass, cementitious paneling and siding, aluminum or vinyl siding, stucco, metal panels, composite insulated panels, and aluminum/vinyl windows, provided that final architectural details, roofs, and accents

may include other materials. The Applicant reserves the right to adjust or modify the architectural design, including, but not limited to, the building materials, articulation, balconies, and fenestration, as part of final architectural design and engineering without requiring approval of a CDPA, FDPA, or PCA, provided the quality and character of the architectural design and building materials remain in substantial conformance with that shown on the CDPA/FDPA. The location and number of building entrances are illustrative and will be finalized at the time of final site plan approval. Building entrances will remain in general conformance with that shown on the CDPA/FDPA.

9. Bird-Friendly Design Strategies. In an effort to reduce bird injury and death due to inflight collisions, the Applicant will design the Multifamily Building to (i) avoid use of mirrored or highly-reflective glass, (ii) use fritting, frosting, or other patterns on large, uninterrupted expanses of exposed glass located above the ground floor, and (iii) use downward-directed lighting on building exteriors. Specific bird-friendly designs will be noted on building plans for the Multifamily Building, as applicable. Additional bird-friendly design elements may be included such as the use of color, texture, opacity, louvers, screens, or ultraviolet materials on the exterior of windows that are visible to birds, curbing excessive or unnecessary nigh-time illumination of commercial buildings, recessed balconies, and roof setbacks, and breaking up of glass swaths. Upon issuance of the building permit, the provisions of this Proffer will be deemed satisfied.

10. Lighting.

    A. The final location and specific light fixtures on the property and along the Route 29 and Nutley Street frontages will be determined at the time of final site plan in consultation with Land Development Services (LDS) and, VDOT, DPWES, and UCS. The Applicant will install pedestrian-oriented streetlights in the locations identified on the CDPA/FDPA on the Route 29 and Nutley Street frontages. The location of the pedestrian streetlights may be adjusted in consultation with and as approved by UCS/DPWES.

    B. All on-site outdoor lighting provided with the Proposed Development will comply with the Outdoor Lighting Standards of Section 5109 of the Zoning Ordinance. All proposed building mounted security lighting on the Property will utilize full cut-off fixtures. Recessed lighting will be directionally shielded to mitigate the impact on adjacent properties.

11. Streetscape. Landscaping, furnishings, and lighting within streetscapes must be provided as shown on the CDPA/FDPA. With the exception of the Property's frontage that is within public right-of-way (ROW), the Applicant must maintain and replace streetscape elements identified on the CDPA/FDPA, including the replacement of any trees that die as determined by a certified Landscape Architect or Arborist.

12. Publicly Accessible Parks and Recreational Facilities. The Applicant must construct and maintain a minimum of 1.44 acres of privately-owned park spaces on the Property that will be open and accessible to the public as depicted on the CDPA/FDPA, herein defined as "Publicly Accessible Park Spaces", subject to review and approval by FCPA at the time of site plan to confirm conformance with the CDPA/FDPA . For purposes of this Proffer, "construct" will mean that a committed publicly accessible park space improvement is substantially complete and open to use by the public. The varieties and quantity of recreational facilities and amenities provided in the Publicly Accessible Park Spaces will generally follow that shown on the CDPA/FDPA, and will include but not be limited to the following:

    A. Stream Valley Park. Prior to the issuance of the first RUP for the Proposed Development, the Applicant must construct and record a public access easement over a "Stream Valley Park" as generally shown on Sheets L-201 and L-403 of the CDPA/FDPA. The Stream Valley Park must contain a minimum of approximately 12,600 square feet, and must include a new trail connection from the Overlook Park to the existing stream valley trail as depicted on the CDPA/FDPA. The new trail connection from the Overlook Park to the existing stream valley trail will be field located to minimize disturbance to existing conditions and outfall. The Applicant will continue to maintain the trails shown on the CDPA/FDPA in a state of good repair. In addition, the Applicant will install new light fixtures and/or bulbs within the tunnel below Hermosa Drive to confirm safe and adequate visibility for pedestrians. Subject to required permissions, the Applicant will donate the wall of the tunnel as a location for Fairfax County's Paint it, Fairfax! Murals program.

    B. Overlook Park. Prior to the issuance of the first RUP for the Stacked Townhomes, the Applicant must construct and record a public access easement over an "Overlook Park" as generally shown on Sheets L-201 and L-403 of the CDPA/FDPA. The Overlook Park must contain a minimum of approximately 4,400 square feet, and must include an overlook area, open seating, bike racks, pet waste stations, litter receptacles, and landscaping as depicted on the CDPA/FDPA.

    C. West Parklet. Prior to the issuance of the first RUP for the Multifamily Building, the Applicant must construct and record a public access easement over a "West Parklet" as generally shown on Sheets L-200 and L-403 of the CDPA/FDPA. The West Parklet must contain a minimum of approximately 7,900 square feet, and must include a wood deck with seating, shade structure, and landscaping as depicted on the CDPA/FDPA. Alternatively, the West Parklet may be developed with an outdoor dog run with seating, pet waste stations, and a shade structure provided the dog run is limited to daytime hours and interior noise for adjacent residential units in the Multifamily Building is mitigated to levels that do not exceed an average exterior infiltration noise level of 45 dBA DNL.

D. Community Porch. Prior to the issuance of the first RUP for the Multifamily Building, the Applicant must construct and record a public access easement over a "Community Porch" as generally shown on Sheets L-200 and L-403 of the CDPA/FDPA. The Community Porch must contain a minimum of approximately 4,750 square feet, and must include a deck/patio space with stepped seating as depicted on the CDPA/FDPA.

E. Retail Plaza. Prior to the issuance of the first RUP for the Multifamily Building, the Applicant must construct and record a public access easement over a "Retail Plaza" as generally shown on Sheets L-200 and L-403 of the CDPA/FDPA. The Retail Plaza must contain a minimum of approximately 4,600 square feet, and must include open seating, decorative lighting, litter receptacles, specialty paving, and landscaping as depicted on the CDPA/FDPA.

F. Rock Garden. Prior to the issuance of the first RUP for the Stacked Townhomes, the Applicant must construct and record a public access easement over a "Rock Garden" as generally shown on Sheets L-200 and L-403 of the CDPA/FDPA. The Rock Garden must contain a minimum of approximately 6,950 square feet, and must include rock formation seating, natural furnishings, litter receptacles, and landscaping as depicted on the CDPA/FDPA.

G. Community Park. Prior to the issuance of the first RUP for the Stacked Townhomes, the Applicant must construct and record a public access easement over a "Community Park" as generally shown on Sheets L-200 and L-403 of the CDPA/FDPA. The Community Park must contain a minimum of approximately 21,450 square feet, and must include playground equipment, seating area, open green or sloped lawn, natural furnishings, litter receptacles, bike racks, and landscaping as depicted on the CDPA/FDPA.

H. Public Access Easement. The Applicant must record a public access easement(s) over each of the Publicly Accessible Park Spaces as identified in Proffers #13A-#13H above. The Applicant must retain the areas either in fee simple or via ground lease or other demonstrated method of site control, record public access easement(s) ensuring that the park spaces are open to the public from sunrise to sunset, and provide for perpetual private maintenance. The Applicant further retains the right to set rules and regulations and reasonably restrict access prior to the completion of initial construction of the proposed improvements and for limited times thereafter for safety, private events, security, maintenance, repairs, evening closing hours, and may exercise such other reasonable controls over such areas.

I. Signage. A wayfinding and signage system will be developed in coordination with FCPA and installed by the Applicant to ensure the public can easily identify and access all Publicly Accessible Park Spaces, provided it does not require a Special Exception. The wayfinding and signage system for Publicly

Accessible Park Spaces may be separate from any other sign permits pursued for the Property.

J. Litter Receptacles. Litter receptacles must be provided within the Publicly Accessible Park Spaces and must be regularly monitored and maintained in open spaces throughout the Property.

K. Final Park Design. The final design of the Publicly Accessible Park Space may be modified in consultation with DPD and FCPA during site plan review or in the future provided the type, quality, and quantity of Publicly Accessible Park Space and amenities shown on the CDPA/FDPA are provided.

13. Private Park Spaces. In addition to the Publicly Accessible Park Spaces described in the proffer above, the Applicant will include Private Park Spaces as generally shown on the CDPA/FDPA. For the purposes of these proffers, "Private Park Spaces" will be deemed as those spaces that are reserved exclusively for residents/tenants, guests, and customers of the Property. The design of Private Park Spaces may be revised at final site design provided the type, quality, and quantity of the amenities included on the CDPA/FDPA are provided. Construction of the Private Park Spaces will occur prior to the issuance first RUP for the Multifamily Building. The Private Park Spaces will include the interior courtyard space for the Multifamily Building.

14. Amenities and Facilities for Tenants. The Applicant must provide on-site recreational facilities for the future tenants of the Property in an amount equal to at least $1,900 per constructed residential unit. Amenities to be provided, which may be creditable toward fulfilling this requirement may include, but are not limited to all building amenity spaces, fitness areas, and any on-site Publicly Accessible Park Spaces, Private Park Spaces or other amenities. Prior to site plan approval for each respective phase of the Proposed Development, the Applicant must demonstrate that the value of any proposed recreational amenities are equivalent to a minimum of $1,900 per unit permitted to be constructed per phase. In the event it is demonstrated that the creditable facilities, pursuant to Subsection 8100.2.E(4), do not have sufficient value, the Applicant must contribute funds in the amount needed to achieve the overall proffered amount of $1,900 per unit to FCPA for off-site recreational facilities within the service area of the Property, as determined by FCPA in consultation with the Supervisor for the Providence District.

15. Recreation Contribution. Prior to issuance of the first building permit for each respective phase of the Proposed Development the Applicant must contribute $893 per new resident estimated to be generated by the residential units for each respective phase to FCPA for park and recreation improvements in the service area of the subject property, as determined by FCPA in consultation with the Providence District Supervisor. The number of residents estimated for this contribution must be based on an assumption of 1.75 residents per residential unit to be constructed in the building.

TRANSPORTATION

16. Nutley Street Frontage Improvements.

A. Prior to the issuance of the first RUP for the Proposed Development and subject to VDOT approval, the Applicant will construct those frontage improvements along Nutley Street as shown on the CDPA/FDPA. For purposes of this Proffer, "construct" will mean that the committed improvements are substantially complete and available for public use whether or not such improvement has been accepted by VDOT for maintenance. Notwithstanding the depiction of a 8' asphalt trail along the east side of Nutley Street, should VDOT not accept the asphalt trail for maintenance, the Applicant may instead construct a 8' concrete sidewalk along the east side of Nutley Street to confirm VDOT acceptance for maintenance of this facility.

B. Prior to site/subdivision plan approval for the Proposed Development, the Applicant must dedicate in fee simple to the Board of Supervisors ROW along the west Nutley Street frontage as shown on Sheets C-06 and C-10A of the CDPA/FDPA. Dedication must be made prior to site plan approval or upon demand of either Fairfax County or VDOT, whichever should occur first. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all dedications described herein or as may be required by Fairfax County or VDOT.

17. Route 29 Frontage Improvements. Prior to the issuance of the first RUP for the Proposed Development and subject to VDOT and/or Fairfax County approval as may be necessary, the Applicant will construct those improvements to Route 29 as shown on Sheet C-06 of the CDPA/FDPA, including removal of the existing striped buffer area along Route 29 and a reconstruction of the Route 29 curb to provide an 8' landscape amenity panel with street trees, with the exception of the area adjacent to the existing head wall over Hunters Branch, and an 8' shared use trail (the "Off-Site Improvements"). If within the first 90 days after the submission of a site plan implementing the Proposed Development, VDOT and Fairfax County approve in writing the Off-Site Improvements, the Applicant must construct the Off-Site Improvements prior to the first RUP for the Proposed Development. If the Off-Site Improvements are not approved prior to the 90 day deadline discussed above, the Applicant will instead construct the "Route 29 Curb Alternative Option" shown on Sheet C-06A of the CDPA/FDPA prior to the first RUP for the Proposed Development. For purposes of this Proffer, "construct" will mean that the committed improvements are substantially complete and available for public use whether or not such improvement has been accepted by VDOT or the County for maintenance.

18. Route 29 / Nutley Street Intersection Improvements. Prior to the issuance of the first RUP for the Proposed Development and subject to VDOT approval, the Applicant will construct those improvements to the Route 29 / Nutley Street intersection as

shown on the CDPA/FDPA, including a new crosswalk on the western leg of the intersection and related curb ramps. For purposes of this Proffer, "construct" will mean that the committed intersection improvements are substantially complete and available for public use whether or not such improvement has been accepted by VDOT for maintenance.

19. Route 29 / Hunters Glen Way Intersection Improvements. Prior to the issuance of the first RUP for the Proposed Development and subject to VDOT approval and requisite permissions from the adjacent property owner of Fairfax County Tax Map 48-4 ((1)) 1K2 (the "Offsite Permissions"), the Applicant will construct those improvements to the Route 29 / Hunters Glen Way intersection as shown on the CDPA/FDPA. For purposes of this Proffer, "construct" will mean that the committed intersection improvements are substantially complete and available for public use whether or not such improvement has been accepted by VDOT for maintenance. In the event the "Offsite Permissions" are not acquired after such diligent efforts, and/or the intersection improvements are not approved by Fairfax County and/or VDOT prior to the issuance of the first RUP for the Proposed Development or a subsequent timing trigger mutually agreed upon, a PCA/CDPA/FDPA may be required for an alternative design if the alternative design is determined to not be in conformance with the CDPA/FDPA.

20. Hermosa Drive / Nutley Street Intersection Improvements. Prior to the issuance of the first RUP for the Proposed Development and subject to VDOT approval, the Applicant will construct those improvements to the Hermosa Drive / Nutley Street intersection as shown on the CDPA/FDPA, including updated curb ramps for all crosswalks and a pedestrian refuge in the median of the western crosswalk leg. For purposes of this Proffer, "construct" will mean that the committed intersection improvements are substantially complete and available for public use whether or not such improvement has been accepted by VDOT for maintenance.

21. Hermosa Drive Improvements. Prior to the issuance of the first RUP and subject to securing necessary offsite permissions subject to private agreements governing the Property, the Applicant will install a new mid-block pedestrian crosswalk on Hermosa Drive and paint street parking on Hermosa Drive as shown on the CDPA/FDPA. If despite diligent efforts the Applicant has been unable to secure permissions for any of these improvements prior to the first RUP, the Applicant will have no further obligations under this proffer for any improvement whereby permissions are not granted.

22. VDOT Approval. All public street improvements, streetscape, lane use designations, signal installations/modifications, crosswalks, bike lanes, and/or other pavement markings in the right of way (ROW) proposed herein and reflected on the CDPA/FDPA are subject to VDOT review and approval at the time of Site Plan for the Proposed Development. Any changes to the same identified at the time of Site Plan for the Proposed Development must be coordinated with Fairfax County Department of Transportation (FCDOT) and DPD and will not require a PCA,

CDPA, or FDPA. The Applicant will coordinate details on transportation improvements during the site plan process.

23. Private Streets. The private streets located on the Property must be designed and constructed with materials and depth of pavement consistent with public street standards in accordance with the Public Facilities Manual (PFM), subject to Land Development Services (LDS) approval. The OA/HOA/CA must be responsible for maintenance of the on-site private streets.

24. Public Access Easements. At the time of record plat recordation, the Applicant must cause to be recorded among the land records a public access easement running to the benefit of Fairfax County, in a form acceptable to the County Attorney, over all the private streets, sidewalks, and trails as shown on the CDPA/FDPA. Such facilities must be maintained by the Applicant or OA/HOA/CA where appropriate. This public access will include all sidewalks and trails during daylight hours on common property, subject to reasonable rules and regulations provided by the OA/HOA/CA.

25. Bicycle Parking. The Applicant must provide bicycle racks outside and secure bike parking/storage facilities within the Multifamily Building or parking structure in a location convenient for the use of building occupants. The bike racks must be inverted U-style or other design approved by FCDOT. The total number of bike parking spaces must be consistent with the Fairfax County Zoning Ordinance and Guidelines for Bicycle Parking, in consultation with the FCDOT bicycle coordinator or his/her designee prior to site plan approval for the Multifamily Building.

26. Parking.

    A. Required Parking. Parking will be provided in accordance with the parking requirements of Article 6 of the Zoning Ordinance and any approved parking reduction. Minor modifications (increases or decreases) to the number of parking spaces as shown on the CDPA/FDPA are permitted provided that (1) the number of parking spaces is compliant with the minimum parking requirements for the approved uses established by the Zoning Ordinance and any associated reductions approved by the Board or otherwise allowed by Ordinance; and (2) that the location and configuration of the parking remains in substantial conformance with that on the CDPA/FDPA. Guest parking for the Townhomes may be accommodated within the parking garage for the Multifamily Building.

    B. Future Parking Reductions. The Applicant further reserves the right to pursue future parking reductions and shared parking arrangements for the Property as may be permitted by the Fairfax County Zoning Ordinance without the need for a PCA or CDPA/FDPA.

    C. Future Zoning Ordinance Amendments. The Applicant may at its discretion opt into any Zoning Ordinance revisions to the minimum parking requirements without the need for a PCA or CDPA/FDPA.

27. Stacked Townhome Garages. Any conversion of Stacked Townhome garages that will preclude the parking of vehicles within the garage is prohibited. This restriction does not preclude the use of garages as sales offices in the model homes during marketing of the development, with the understanding the sales offices will be converted back to garages upon sale of the models. A covenant setting forth this restriction must be recorded among the land records of Fairfax County in a form approved by the Office of the County Attorney prior to the sale of any lots and must run to the benefit of the HOA and the Fairfax County Board of Supervisors. Prospective purchasers must be advised of these restrictions, and the interior dimensions of the garage, in writing prior to entering into a contract of sale. These restrictions and the interior dimensions of the garages must be included in the marketing materials for the initial sales of unit on the property and in the HOA documents in order to provide notice to prospective purchasers in connection with future resales of the units.

28. Transportation Demand Management – Multifamily Building. This Proffer sets forth the programmatic elements of a transportation demand management program that will be implemented by the Applicant, and subsequently, as appropriate, the property owner, 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 Multifamily Building constructed on the Property

A. Definitions. For purposes of this Proffer, "Stabilization" will be deemed to occur one (1) year following issuance of the last initial RUP for the new residential building to be constructed on the Subject Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

B. Transportation Demand Management Plan. The Applicant will be responsible for submitting the Transportation Demand Management Work Plan (the "TDM Work Plan") to FCDOT for approval prior to site plan approval for the residential building. The proffered elements of the TDM Program as set forth below are more fully described in this plan. It is the intent of this Proffer 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.

C. Transportation Management Association. The Applicant will participate in or otherwise become associated with a larger Transportation Management Association should one be established for this area.

D. Trip Reduction Goals. The objective of the TDM Work Plan will be to reduce the number of weekday peak hour vehicle trips generated by the residential uses located within the Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Strategic Plan. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.

i. Baseline. The baseline number of weekday peak hour residential vehicle trips for the proposed multifamily units within the Property against which the TDM Goals will be derived upon the number of residential units site plan approved, constructed and occupied on the Property as part of the proposed development at the time traffic counts are conducted in accordance with subparagraph E.vi or as qualified below and using the trip generation rates/equations applicable to such residential and commercial uses as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code = 221 for Multifamily Housing (Mid-Rise). If, at Build Out, the Applicant has constructed fewer units or gross floor area than proposed in the FDP, then the Baseline Trip generation numbers applicable upon Build Out will be calculated as if the total number of multifamily units and gross floor area proposed had actually been constructed.

ii. TDM Goal. The TDM strategies will be utilized to reduce the peak hour vehicular trips by a minimum of thirty percent (30%) for the uses subject to this TDM proffer. After the expiration of the Applicant Control Period in Sub-Proffer 28.F.i.b) below, if the annual trip counts during the Applicant Control Period have averaged a peak hour vehicle trip reduction of over 30%, the TDM Goal will be increased proportional to the average peak hour reduction up to a maximum TDM Goal of a 40% vehicle trip reduction.

E. Process of Implementation. The TDM Program will 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 will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for Property. The Applicant reserves the right to hire a TPM or appoint a transportation demand management association. The TPM is expressly permitted to manage multiple TDM programs on the Property and other sites. If not previously appointed, the TPM will 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 will notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter the TPM will do the same within ten (10) days of any change in such appointment.

ii. Annual Report and Budget. Every calendar year after the first issuance of RUP, and no later than May 15 of each subsequent year, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. Any changes to the TDM Plan will be highlighted in this report.

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

iii. TDM Account. The TPM will establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM. Account") within 30 days after approval of the TDM Plan and TDM Budget. All interest earned on the principal will remain in the TDM Account and will be used by the TPM for TDM purposes.

Funding of the TDM Account will be in accordance with the budget for the TDM Program elements to be implemented in a year's TDMWP. In no event will the TDM Budget exceed $5,000 (this amount will be adjusted annually from the date of rezoning approval for the Property (the "Base Year")) and will be adjusted on each anniversary thereafter of the Base Year in accordance with the Proffer entitled "Escalation." The TPM will provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account will be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account will be managed by the TPM.

iv. TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM must establish a separate 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 will be made one time at the rate of $0.10 per gross square foot of new multifamily uses on the Subject Property. Funding will be provided by the building owner prior to the issuance of the first initial RUP for the Multifamily Building. This amount will be adjusted annually from the date of rezoning approval of the Subject Property (the "Base Year") and will be adjusted on each anniversary thereafter of the Base Year as permitted by VA. Code Ann. Section 15.2-2303.3. Funds from the TDM Remedy Fund will be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM 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, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees. Such contributions will be made one time at the rate of $0.02 per gross square foot of new multifamily residential uses to be constructed on the Property and provided prior to the issuance of the first RUP for the building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

vi. Monitoring. The TPM will 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 will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Subject Property beginning one year following issuance of the final initial RUP for the Multifamily Building to be constructed on the Subject Property. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will 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. Person Surveys and Vehicular Traffic Counts will thereafter be provided every five (5) years. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. 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 will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and annual TDMWP.

a) Such remedial measures will be funded by the 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. Upon expiration of the Applicant Control Period, the Applicant will transfer any funds remaining in the Remedy Fund to the TPM 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 will 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 this proffer, 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

for by this Proffer. In the event a revised lower goal is established for the Subject Property, the Maximum Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

I. Continuing Implementation. The TPM will bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The TPM will continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.

J. 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 will be subject to a penalty of $75 per day not to exceed $27,375 for any one incident. Such penalty must be payable to Fairfax County.

K. Notice to Owners. All owners of the Property will be advised of the TDM Program set forth in this Proffer. The then current owner will 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), will be included in all initial and subsequent purchase documents.

L. Reasonable Relief. In the event transit services that serve the Property are operating at less than full capacity, including but not limited to Metro rail and bus service, reasonable relief will be provided to the TDM commitments outlined in this proffer for the duration of the time when transit services are not operating at full capacity, in consultation with FCDOT.

29. Transportation Demand Management – Stacked Townhomes. In an effort to reduce the number of vehicle trips generated by the proposed Stacked Townhomes and Single-Family Attached Dwelling Units, the Applicant must implement TDM strategies to support a TDM Plan which must include, but will not be limited to, the following measures:

A. Appointment of a representative to serve as a Property Transportation Coordinator (PTC).

B. At the time of the initial settlement of each unit, the distribution of an information package to initial purchasers that includes, but is not limited to, a description of bus routes and nearby bus stop locations, Metrorail transit schedules, and ride share initiatives.

C. Distribution to residents of any transit advertising information and community information at set intervals agreed to by FCDOT and the HOA/CA established for this portion of the Application Property, which must include links to websites for local transit opportunities.

D. At the time of the initial settlement of each unit, the distribution to initial purchasers of one of the following items of their choice:

i. SmarTrip card with $50.00 fare loaded limited to two persons per townhouse, or

ii. A one-year bike share membership, or

iii. A one-year car share membership.

ENVIRONMENTAL

30. Wastewater. Prior to the first site plan submission for residential uses, the Applicant must submit a site-specific sanitary sewer capacity analysis. Should sanitary sewer upgrades be required to serve any additional flow generated by the Proposed Development, the Applicant will complete, submit, and bond a public improvement plan for the sanitary sewer improvements.

31. Stormwater Management Facilities and Best Management Practices. The Applicant must implement stormwater management techniques to control the quantity and quality of stormwater runoff from the Property in accordance with the Fairfax County Public Facilities Manual, Stormwater Ordinance, and Virginia Department of Environmental Quality (DEQ), as approved by LDS. Stormwater management facilities/Best Management Practices ("BMPs") must be provided as generally depicted on the CDPA/FDPA, including stormwater planters, manufactured treatment devices, and vegetated roofs or equivalent. The Applicant reserves the right to pursue additional or alternative stormwater management measures provided the same are in substantial conformance with the CDPA/FDPA. At the time of site plan for the Proposed Development the Applicant must demonstrate adequate outfall in accordance with applicable County ordinances. All BMPs must be provided onsite; no off-site credits will be requested.

32. Green Building – Multifamily Building. At the time of site plan submission for the Multifamily Building to be constructed on the Property, the Applicant must notify the Environmental Branch of DPD and LDS which of the following certifications will be pursued for the project. Final certification documentation by a green building specialist or accredited professional must be provided to the Environmental Branch of DPD and LDS prior to the issuance of the final RUP for the residential building to be constructed on the Property. The Applicant commits to certification of the new Multifamily Building to one of the following programs:

A. LEED-NC. The Applicant will include, as part of the site plan submission and building plan submission for the Multifamily Building, a list of specific credits within the project's registered version of the USGBC's LEED New Construction ("LEED-NC") rating system, or other LEED rating system determined to be applicable by the USBGC, or its equivalent (as determined jointly by the Applicant and Fairfax County (the "County")), that the Applicant anticipates attaining. Except as otherwise provided below in Paragraph (iv) as an alternative, a LEED-AP, who is also a professional engineer or licensed architect, will provide certification statements at both the time of site plan review and building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-NC certification of the building.

i. The Applicant will designate DPZEDRB@fairfaxcounty.gov or its designee 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.

ii. Prior to issuance of a building permit for the building to be constructed, the Applicant will post a " green building escrow" in the form of cash or letters of credit from a financial institution acceptable to the LDS, as defined in the PFM, in the amount of $2.00/square foot of GFA as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon documentation required by Paragraph (A), above.

iii. At the time LEED-NC certification is demonstrated as noted above, the escrowed funds or letters of credit pursuant to Paragraph (ii) will be released to the Applicant.

If prior to bond extension, reduction, or final bond release for the applicable building site, whichever occurs first, the Applicant provides to the Environmental Branch of DPD documentation demonstrating that LEED-NC certification for the building has not been attained but that the building has been determined by the USGBC to fall within three points of attainment of LEED-NC certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED-NC certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED-NC certification by three (3) points or more, the entirety of the escrow for the building will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

In any case, if the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of documentation noted in this paragraph will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the building site.

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

iv. As an alternative to the actions outlined above, the Applicant may choose in its sole discretion to pursue a certification level higher than LEED-NC. If exercising this option, the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED-NC Silver certification.

v. Prior to issuance of a building permit for the building to be constructed, the Applicant will provide documentation from the LEED-AP that will demonstrate that the building is anticipated to attain credits sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" pursuant to Paragraph ii unless the Applicant fails to provide the above-referenced documentation.

B. NGBS for Multifamily Structures. Certification in accordance with the most current version of National Green Building Standard (NGBS) using either the ENERGY STAR® Qualified Homes path for energy performance, or another approved energy performance path, as

demonstrated through documentation submitted to the Environmental Branch of DPD of DPD from an accredited verifier certified through Home Innovation Research Labs that demonstrates that the Multifamily Building has attained certification prior to the issuance of the final RUP for the building. To use an energy path other than ENERGY STAR, the project must provide both the above referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the final RUP for the Multifamily Building.

C. EarthCraft Multifamily. Certification in accordance with the EarthCraft House or Multifamily Program as demonstrated through documentation to LDS and DPD prior to the issuance of the RUP for each dwelling unit. If certification is still in process at the time of RUP issuance, the Applicant must provide documentation from the EarthCraft project manager demonstrating that the project has been registered, completed final inspections, and has met the requirements to attain EarthCraft Certification prior to RUP issuance for each dwelling unit. The Applicant must provide documentation to LDS and DPD demonstrating that certification for the Proposed Development has been attained prior to final bond release.

D. Alternative Program. The Applicant reserves the right to utilize an alternative equivalent program in consultation with and approved by the Environmental Branch of DPD prior to site plan approval.

33. Green Building – Stacked Townhomes. In support of energy conservation and green building techniques; the Applicant, in consultation with the Environmental Branch of DPD and LDS, must seek certification for this development from one of the following programs that offers third party review of "green building" or energy efficient measures for the Stacked Townhomes on the Property. The Applicant will have sole discretion to choose the program or programs that will be utilized.

A. Certification in accordance with the Earth Craft House Program as demonstrated through documentation provided to the Environmental Branch of DPD and LDS prior to the issuance of the RUP for each Stacked Townhome; or

B. Certification in accordance with the National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to the Environmental Branch of DPD and LDS from a home energy rater certified through Home Innovation Research Labs that demonstrates that the Stacked Townhome has attained the certification prior to the issuance of the RUP for each Stacked Townhome; or

C. The Applicant reserves the right to utilize an equivalent program in consultation with and approved by the Environmental Branch of DPD and LDS prior to the issuance of the first building permit for that Stacked Townhome.

34. Electric Vehicle Charging.

A. Multifamily Building. Concurrent with the first site plan submission for the Multifamily Building, the Applicant must designate at least five percent (5%) of the parking spaces designated for multifamily use to be equipped with universal, Level 2 functional electric vehicle (EV) charging spaces, which will be fully wired and functional at time of RUP issuance. In addition, the parking structure must be wired to accommodate capacity for an additional two percent (2%) of parking space as future EV charging spaces if the market supports the same. The provision of EV charging parking spaces will not affect the ability of the development to meet the minimum required parking as defined in these Proffers.

B. Stacked Townhomes. Prior to the RUP for each Stacked Townhome, the Applicant will install the required electrical panels for Level 2 electric vehicle charging (220/240V) in each Stacked Townhome Unit, which will include the provision of space, conduit banks, conduits, 40-50 amp lines, and access points allowing for the easy installation of electric vehicle charging station in the future. This will not include the installation of transformers, switches, additional wiring, or charging.

35. Noise Study. A noise study, to include a Building Shell and Barrier analysis, must be submitted at the time of site plan submission for each respective phase of the Proposed Development to LDS for distribution to the Environmental Branch of DPD for review. Based upon noise study findings, the approved residential units must employ construction measures appropriate to ensure that interior noise is mitigated to levels that do not exceed an average exterior infiltration noise level of 45 dBA DNL. Construction measures may include, but are not limited to, appropriate Sound Transmission Class (STC) ratings for windows, doors, exterior walls, and roofs; stone wool, mineral wool, or other enhanced insulation materials; additional layers of dry wall; resilient channels or clips; and appropriate seals and caulking between surfaces.

36. Protection of Environmental Quality Corridor (EQC).

A. EQC Boundary. Portions of the site area include Environmental Quality Corridor ("EQC") as delineated on the CDPA/FDPA. This EQC boundary must be delineated and appropriately labeled on the subdivision/site plan and lots must not be platted within the EQC area. Only those encroachments shown on the approved plans for utility installation may be permitted. Prior to any land disturbing activities in or near the EQC, the Applicant must install orange fencing

and signage or alternative approved by Forest Conservation Branch, Land Development Services ("FCON, LDS") to clearly delineate the edge of the EQC and protect the EQC from any disturbance during construction.

B. Conservation Easement. Prior to the first RUP, the Applicant must cause to be recorded among the land records a conservation easement running to the benefit of Fairfax County for the EQC areas generally shown on Sheet C-11 labeled as "Conservation Easement" and as may be approved by the Director. The conservation easement will be permitted to provide exclusions for disturbance in the EQC related to trail removal and reconstruction, removal of invasive species and replanting, work related to frontage improvements, and any work related to existing easements in the conservation area. The Conservations Easement will be subordinate to other public easements now existing or that may be conveyed prior to recordation of the Conservation Easement.

C. Removal of Invasive Species. Areas within the EQC that contain plant species that are known to be invasive in quantities that threaten the long-term health and survival of the existing vegetation present must be the subject of an invasive plant species management plan, as generally shown on Sheet C-05. At the time of first building plan submission for the residential uses the Applicant must provide a management plan for review and approval by FCON, LDS specifying the common and scientific name of invasive species proposed for management, if any, the target area for management efforts, methods of control and disposal of invasive plants, timing of treatments and monitoring, duration of the management program, and potential reforestation as needed. Areas with invasive species removal must be restored through incorporation of native plantings, as approved by FCON. The Applicant must monitor the revegetated areas for a period of five (5) years from installation to ensure a survival rate of at least 50% of the planted material. If at the time of site plan review the Applicant has not demonstrated meeting the 10-year tree canopy requirement and/or tree preservation target identified on Sheet C-05, additional areas of invasive species management may be provided to meet the 10-year tree canopy requirement and/or tree preservation target, as approved by FCON.

D. Removal of Impervious Surface. Prior to the first RUP, portions of existing trails within the EQC will be removed as shown on Sheet C-11 of the CDPA/FDPA and replanted and/or reseeded with native plantings. Once installed, the Applicant must monitor the revegetated areas for a period of five (5) years from installation to ensure a survival rate of at least 50% of the planted material.

E. Removal of Litter and Debris. Prior to the first RUP for the Proposed Development, the Applicant will clear the EQC of debris and litter to be confirmed by a certified Landscape Architect or Arborist. Common area landscaping and maintenance as described in the proffers must include periodic clean-up of trash within the EQC and the obligations for the same must be disclosed to purchasers pursuant to Proffer #7.

LANDSCAPING

37. Landscape Plan. As part of the first and all subsequent site plan submissions, the Applicant must include a landscape planting plan and specifications for review and approval by the FCON, LDS, which at a minimum must provide an equivalent quantity and quality of plantings shown for each respective phase shown on Sheet C-17 the CDPA/FDPA. All landscaping for the Multifamily Building must be installed prior to the issuance of the first RUP for the Multifamily Building.. Landscaping for each stick of the Stacked Townhomes must be installed prior to the first RUP for the closest stick of adjacent Stacked Townhomes. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings are permitted provided there is no diminution in quality or quantity of plantings from the CDPA/FDPA plan and provided that all proposed plants are considered non-invasive, predominantly native species. All landscaping provided must be native to the mid-Atlantic to the extent available and feasible, and must be non-invasive (meaning the Applicant must not use any plant species identified in the 2014, or latest version, of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). Natural landscape techniques must be used to minimize the use of fertilizers, pesticides, herbicides, and mowing.

38. Erosion & Sedimentation Controls. To ensure off-site properties are not impacted by silt or associated run-off, the Applicant must design and implement siltation control mechanisms that must include "super silt" fencing or similar procedures as determined by LDS for any "ground disturbing" activity and that are structurally feasible. The functioning and integrity of all erosion and sedimentation controls (E&S controls) required by LDS must be inspected by the Applicant or their designated representative no later than the next business day following each storm event during the period of construction on-site.

39. Tree Inventory Condition Analysis. The Applicant must submit a Tree Inventory and Condition Analysis as part of the first and all subsequent plan submissions for the Proposed Development. The Tree Inventory and Condition Analysis must be prepared by a Certified Arborist or Registered Consulting Arborist and must include elements of PFM 12-0307 deemed appropriate to the project site as determined by FCON, LDS.

40. Tree Preservation. The Applicant must submit a Tree Preservation Plan and Narrative as part of the first and all subsequent plan submissions for the Proposed Development. The Tree Preservation Plan and Narrative must be prepared by a Certified Arborist or Registered Consulting Arborist and must include elements of PFM 12-0309 deemed appropriate to the project site as determined by FCON, LDS. Tree preservation measures must be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets, Demolition, and Tree Preservation Plan.

Tree preservation measures may include, but are not limited to the following: root pruning, crown pruning, mulching, watering, etc. Specifications must be provided on the plan detailing how preservation measures must be implemented. Tree preservation activities must be completed during implementation of Phase 1 of the Erosion and Sediment Control Plan.

41. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting the Applicant must have the approved limits of clearing and grading flagged with a continuous line of flagging. The Applicant must retain the services of a Certified Arborist or Registered Consulting Arborist (Project Arborist) to attend the pre-construction meeting to review the limits of clearing and grading with a FCON, LDS representative to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation and/or to increase the survivability of trees at the limits of clearing and grading. Such adjustments must be fully documented by the Project Arborist which will be reported to SDID and FCON, LDS in the initial Project Arborist report and tree protection fencing must be implemented under the Project Arborist's supervision based on these adjustments.

42. Tree Protection Fencing. The Applicant must provide appropriate tree protection devices, based on site conditions and proposed construction activities as reviewed and approved by FCON, LDS. Tree protection fence must consist of four-foot-high welded wire attached to six-foot steel posts driven 18 inches into the ground and space no further than 10 feet apart; or super silt fence.

43. Demolition. The demolition of the Existing Development and site features within or adjacent to tree preservation areas must be accomplished in the least disruptive manner practical as reviewed and approved by FCON, LDS. All tree protection fencing must be in place and verified by a county representative prior to commencement of demolition activities.

44. Soil Remediation. Soil in all planting areas and under walkways must be the subject of remedial action to restore planting areas to satisfy cultural requirements of trees, shrubs, and groundcovers specified in the landscape planting plan, with attention to deep soil aeration, the addition of organic matter throughout the soil profile to at least 12 inches, and the addition of organic matter on top of the soil. Planting areas not used for walking or outdoor activities should be planted with native perennials to increase their habitat values and to avoid foot traffic and its attendance re-compaction of amended soils. At the time of site plan for each respective phase, the Applicant must provide notes and details specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by FCON, LDS.

45. Site Monitoring. The Applicant's Project Arborist must be present on-site during implementation of the Phase 1 Erosion and Sediment Control Plan and monitor any construction activities conducted within or adjacent to areas of trees to be preserved. Construction activities include, but may not be limited to clearing, root pruning, tree

protection fence installation, vegetation/tree removal, exterior site demolition activities, and new landscape and hardscape installation within the approximate location of the existing trees. During implementation of the Phase 2 Erosion and Sediment Control Plan, the Project Arborist must visit the site on a regular basis to continue monitoring tree preservation measures and ensure that all activities are conducted as identified in the Tree Preservation Plan as approved by FCON, LDS. Written reports must be submitted to a FCON, LDS and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan.

46. Landscape Planting Pre-installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plan, the contractor/developer must coordinate a pre-installation meeting on the site with the landscape contractor, FCON, LDS staff, and any additional appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan must be reviewed and approved by FCON, LDS staff prior to planting. The installation of plants not approved by FCON, LDS may require the submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.

47. Tree Space Requirements. The Applicant must contact FCON, LDS at least 3 business days prior to installation of trees and provide an opportunity for FCON, LDS staff to verify conformance with all tree space requirements, including open surface width, open surface area, rooting area, planting space width and area, and soil volumes.

48. Limits of Disturbance. The Applicant must conform to the Limits of Disturbance and as shown on the CDPA/FDPA, as may be modified by final engineering and the tree preservation walk-through. Final limits of clearing and grading will be determined at time of final design, but will not encroach into the EQC or RPA. The Limits of Disturbance may be expanded to conduct work on adjoining properties or within the right-of-way for building code compliance and utility upgrade requirements. Retaining wall locations and height limits will be determined at final design.

WORKFORCE/AFFORDABLE HOUSING

49. Affordable Dwelling Units ("ADUs"). ADUs must be provided in accordance with Section 5101 of the Zoning Ordinance in effect at the time of the approval of this rezoning application, unless modified by the ADU Advisory Board.

50. Workforce Dwelling Units ("WDUs"). The Applicant must provide housing units on the Property in accordance with the Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines dated February 23, 2021, as amended (the "WDU Policy").

A. Multifamily Building. If the Multifamily Building is a rental building, not less than eight percent (8%) of the total number of units in the Multifamily Building must be provided as WDUs. If the Multifamily buildings is delivered as or is converted to condominiums, not less than 12% of the total number of units in the Multifamily Building must be provided as WDUs. Below is an estimated WDU calculation. The final number of required WDUs will be determined at site plan based on final unit count and in accordance with the WDU Policy.

Multifamily (Rental)		
Income Tier	%WDUs	Number of WDUs based on 472 MF Units
80% AMI	4%	19 WDUs
70% AMI	2%	9 WDUs
60% AMI	2%	9 WDUs
Total	**8%**	**37 WDUs**

B. Stacked Townhomes. In addition, WDUs must be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than twelve percent (12%) of the total number of Stacked Townhome units. Any required ADUs will be deducted from the required number of overall ADUs/WDUs for the Stacked Townhomes. Below is an estimated WDU calculation. The final number of required WDUs will be determined at site plan based on final unit count and in accordance with the WDU Policy.

Stacked Townhomes (For-Sale)		
Income Tier	%WDUs	Number of WDUs based on 72 Stacked Townhomes
100% AMI	4%	3 WDUs
80% AMI	4%	3 WDUs
70% AMI	4%	3 WDUs
Total	**12%**	**9 WDUs**

C. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a PCA. Such an agreement must be on terms mutually acceptable to both the Applicant and the Department of Housing and Community Development (HCD) and may include terms and conditions that are different than current County WDU policies. Neither the Board of Supervisors nor Fairfax County nor the Applicant will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs must be administered solely in accordance with such an agreement and the provisions of this proffer will become null and void. The Applicant further reserves the right to opt into any changes to the WDU Policy,

or the interpretation of the same, that may occur subsequent to this zoning approval at its sole election. Such an election will not require a PCA.

HERITAGE RESOURCES

51. Phase II Architectural Survey. Prior to site plan approval, the Applicant will submit a digital copy of the final Phase II Architectural Survey, as well as high-quality copies of all digital photographs taken while conducting the survey the applicant to the Heritage Resources Branch of the Department of Planning and Development, and to the Virginia Room of the Fairfax County Library System.

MISCELLANEOUS

52. School Contribution.

A. Prior to the issuance of the first building permit for the Multifamily Building, the Applicant must contribute $14,956 per student based on the rate of 0.108 students for each multifamily unit to the Board to be utilized by FCPS for capital improvements at those schools serving the Property. The Applicant must notify FCPS Office of Facilities Planning Services when the site plan for the Multifamily has been approved and when it commences construction.

B. Prior to the issuance of the first building permit for the Stacked Townhomes, the Applicant must contribute $14,956 per student based on the rate of 0.467 students for each single-family unit and 0.357 students for each Stacked Townhome unit to the Board to be utilized by FCPS for capital improvements at those schools serving the Property. The Applicant must notify FCPS Office of Facilities Planning Services when the site/subdivision plan for the Stacked Townhomes has been approved and when it commences construction.

53. Construction Hours and Monitoring. During periods of demolition of the Existing Development and/or construction on the Property for the Proposed Development, the Applicant will provide a construction contact and phone number to the Providence District Supervisor's office so that residents can report to the Applicant demolition or construction related concerns.

54. Escalation in Contribution Amounts. All monetary contributions required by these proffers must escalate on a yearly basis, until paid, starting in the year of the Board of Supervisors' approval, and change effective each January 1 thereafter, as permitted by Virginia State Code Section 15.2-2303.3. 3.

55. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

56. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control proffered improvements have been delayed beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these proffered improvement(s).

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

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

59. Bus Shelter. Prior to the first RUP or Non-RUP for the Proposed Development and subject to VDOT and FCDOT approval, the Applicant will construct a bus pad in the general location shown on Sheet C-06A or the CDP/FDP. Additionally, The Applicant will coordinate with VDOT and FCDOT to potentially construct a standard bus shelter and ADA-accessible pad within existing ROW. If the Applicant, FCDOT, and VDOT determine that a bus shelter can be constructed in that location without impacting other streetscape elements, then the final design of the shelter will be subject to review and approval of Fairfax County Department of Transportation (FCDOT) at the time of site plan. If a shelter cannot be provided prior to the issuance of the first RUP or Non-RUP, the applicant should provide a cash contribution of $20,000 for the future construction of the shelter.

SIGNATURES TO FOLLOW ON NEXT PAGE

By: HB Route 29 Owner LLC

By: HB Route 29 M LLC, a Delaware limited liability company, its sole member

By: HB Route 29 JV LLC, a Delaware limited liability company, it sole member

By: HB Route 29 Project Company LLC, a Delaware limited liability company, its managing member

By: IBW HB LLC, a Delaware limited liability company, its managing member

By: _____
Printed Name: Trenton M. Smith
Title: Authorized Member

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