County of Fairfax, Virginia
Planning Commission Meeting
February 11, 2026
Planning Commission Action

PCA-2003-MV-033-002 (RZPA-2025-MV-00060) - BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA
(Mount Vernon District)

PLANNING COMMISSION RECOMMENDATIONS:
On February 11, 2026, the Planning Commission voted 11-0 (Commissioner Cortina was absent from the meeting) to recommend to the Board of Supervisors approval of PCA 2003-MV-033-002, subject to the proffers consistent with those contained in Appendix 2 of the staff report dated January 20, 2026.

ATTACHED DOCUMENTS:
Appendix 2 of the Staff Report dated January 20, 2026

MJ

APPENDIX 2

PROFFERED CONDITIONS FOR PROFFER CONDITION AMENDMENT
FAIRFAX COUNTY BOARD OF SUPERVISORS

WORKHOUSE ARTS CAMPUS
PCA/FDPA 2003-MV-033-002

January 20, 2026

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owner and Applicant in this proffer condition amendment proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference 106-4-((l))-58 (hereinafter referred to as the "Property") will be in accordance with the following conditions if, and only if, said proffer condition amendment application is granted. In the event said application request is denied, these proffers will be null and void. The Owner and the Applicant ("Applicant"), for themselves, their successors and assigns, agree that these proffers are binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures. The following proffered conditions supersede those associated with RZ 2003-MV-033. The proffer conditions are:

1. CONCEPTUAL DEVELOPMENT PLAN//FINAL DEVELOPMENT PLAN

(a) Substantial Conformance. Subject to the provisions of Article 8 (8100.7) of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted and any additional requirements of these proffered conditions, the development must be in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment (CDPA/FDPA), containing ten (10)

sheets prepared by Walter L. Phillips, Inc. dated August 25, 2008 and revised through July 13, 2009. For the purpose of these proffers, the structures and uses on the Property may be collectively referred to as "the Workhouse."

(b) Amendment to CDPA/FDPA. Notwithstanding the above, it will be understood that the Applicant has the right to request a Final Development Plan Amendment (FDPA) for elements other than CDPA elements for all or a portion of the CDPA/FDPA in accordance with the provisions set forth in Section 8100.2.E(2) of the Zoning Ordinance. For the purpose of this Proffer, CDPA elements will include those principal and secondary uses permitted by these proffers, the maximum floor area ratio, the general layout and the general orientation of access points to public roads, parking, and open space areas.

2. PHASING

(a) Phasing of New Construction. The approval of PCA 2003-MV-033 will constitute the ability to construct any of the proposed renovations/new construction shown on the CDPA/FDPA pursuant to the approval of the required site plan and provided conditions contained in the following proffers 2(b) and 2(c) are satisfied.

(b) Parking Requirements and Phasing of Parking. Minimum parking requirements will be fulfilled at all times by providing the number of spaces required by the applicable provision of Article 6 of the Zoning Ordinance for each use as the site plan is approved for each use. A parking reduction or shared parking agreement per the Zoning Ordinance will be requested at such time as it is determined that the minimum parking requirements cannot be met as a cumulative total on the Property. The parking reduction will be approved prior to the approval of a site plan for the specific use. If the parking reduction is not approved,

either a proffered condition amendment will be sought to add parking or currently approved uses will be reduced in size/scale to meet current parking requirements. Minimum parking may be fulfilled through a combination of "permanent" and overflow spaces in the location general identified on the CDPA/FDPA. It is intended that a waiver of the dustless surface requirement will be requested at the time of site plan for the spaces shown as such on the CDPA/FDPA.

(c) Phasing of Infrastructure. The Applicant will demonstrate to the satisfaction of Land Development Services (LDS) prior to each site plan approval that supportive utility infrastructure (i.e. sanitary sewer, water, etc.) is available to service the development and uses reflected on any individual site plan. If necessary, an additional sewer pump station and/or related infrastructure will be provided.

(d) Trails. The Laurel Hill Greenway will be provided as outlined in Proffer 9 below. The connecting trails will be provided at the same time as the Laurel Hill Greenway, as generally shown on the CDPA/FDPA.

(e) Road Improvements. Entrance improvements, road widening and associated pedestrian facilities will be provided in accordance with Proffer 10 below.

3. ARCHITECTURAL REVIEW

(a) Architectural Approval for New Structures. All construction and development is subject to review by the Architectural Review Board to the extent required by Article 3 (3101) of the Zoning Ordinance for Historic Overlay Districts and/or the Memorandum of Agreement executed by the Advisory Council for Historic Preservation on June 28, 2001

("MOA"), as may be applicable.

(b) Signage. Notwithstanding the locations for signs and entry features shown on the CDPA/FDPA, all signs will comply with Article 7 of the Zoning Ordinance. The Applicant further reserves the right to pursue a Comprehensive Sign Plan in accordance with Section 12-205. All signs will be further identified and reviewed as part of plans forwarded to the ARB in accordance with Section (a) above and the sign permits will be forwarded as required by Section 3101.5 Article 3, Historic Overlay Districts.

(c) Notification of Requirements for Architectural Review Board Approval. Separate notation will be placed on all site plan submissions reading "all development actions for this rezoning are subject to Architectural Review Board review and approval," or similar text.

(d) Architecture of Artists Colony (N-l, N-2). Building materials associated with this use will be compatible to those associated with the historic structures on the Property as approved by the ARB. All facades and fenestration (the arrangement, proportioning, and design of windows and doors in a building) of the Artists Colony will be architecturally treated with elements in order to add variety to the facade, subject to ARB approval in accordance with the Historic Overlay District Provisions as required by the MOA.

(e) Screening of Service Areas. All dumpsters will be screened using materials that are compatible to the approved architecture as approved by the ARB. All dumpsters and their screening will be further identified and reviewed as part of plans forwarded to the ARB in accordance with Section (a) above.

4. DOCUMENTATION OF HISTORIC STRUCTURES TO BE DEMOLISHED

(a) Documentation of Contributing Buildings to be demolished. Prior to any demolition of a contributing building (W21A, W21, H42, H43 and W40 and possibly W-29), each structure will be photographed with a large format camera (4"x 5" minimum negative) using black and white film. Photographic recordation will be done to the standards of the Historic American Buildings Survey (HABS). The number and angle of views will be coordinated with the Fairfax County Park Authority (FCPA) prior to the taking of photographs and the completed photos will be approved by the FCPA prior to demolition of the buildings. Such photographs will be submitted to the Virginia Room of the Fairfax County Public Library, the District of Columbia Archives, and the Virginia Department of Historic Resources (VDHR). A copy of the photos will be kept at the Prison Museum in Buildings W-02 and W-03. The negatives will be submitted to VDHR. The construction, occupants and significant events associated with each building to be demolished will be documented in writing by qualified professional in consultation with Fairfax County DPZ and the Cultural Resource Management and Protection Section of the FCPA. Where applicable, such photographic and written documentation will be done to a standard as required for determination for National Register eligibility based on the "VDHR Preliminary Information Form".

(b) Incorporation of Demolished Buildings at the Prison Museum. Depictions of the architecture, design, use, history and relationship to the overall workhouse of the contributing buildings to be demolished will be displayed within the Prison Museum proposed to be located within the Workhouse.

(c) Historical Identification of Contributing Buildings. Any contributing building to be

demolished will be identified on the property with an appropriate plaque, marker or similar identification. The Applicant will consult with the Fairfax County History Commission in determining the specific site and text of such identification and the site and text will be subject to the review and approval of the Fairfax County History Commission.

5. PROTECTION OF HISTORIC STRUCTURES

(a) All renovation of existing structures will be subject to review by the ARB to the extent required by Article 3 (3101) of the Zoning Ordinance for Historic Districts and/or the MOA as may be applicable. On-site development and demolition activity in proximity to the historic structures to remain will be done in substantial conformance with the procedures that follow:

(i) Around each historic structure or group of historic structures, an area of land not less than ten (10) feet from the structure(s) will be enclosed with chain link fencing (one (1) opening per side permitted), consisting of at least six (6)-foot steel posts driven 18 inches into the ground and placed no further than ten (10) feet apart, so as to prevent accidental damage by heavy construction equipment during on-site demolition and earth moving activities. Steel posts and fencing may be removed once such activities are completed, to provide necessary access to the structure and the land adjacent to it. Nothing herein will preclude activity within this area as long as such activities do not harm the building or its foundation, as described in 5(a)ii below.

(ii) For each protected building or structure, a line of foundation protection will be delineated from the base of the foundation, with such line to be shown on all grading

and/or site plans (e.g. a plan section or profile), including rough grading plans. If the building foundation is concrete, a line of protection will be drawn at a 45-degree angle from the base of the foundation projecting downward. If the building foundation consists of rock or rubble, the Applicant's structural engineer will determine if a wider line of protection is necessary to the satisfaction of LDS. If activities such as excavation, installation of utilities, stabilization/development activities related to the Greenway, or building restoration/modification are necessary within this area of protection, measures will be taken to insure the stability of the building foundation per current structural engineering standards and to the satisfaction of LDS. A wider area may be required where deemed necessary by the County. Nothing herein will preclude surface grading around the buildings to a depth of 6 to 12 inches, landscaping, or other activities that will not harm the building foundation.

(b) Archeological Investigation. Prior to the first site plan approval, the Property will be subject to a Phase 1 archeological survey conducted in conformance with the MOA. If warranted by the initial Phase 1 survey, as determined by Fairfax County, subsequent Phase II archeological evaluation and/or Phase III archeological data recovery excavations will occur with the scope of work of such potential Phase II and Phase III analyses and any associated recovery of artifacts being consistent with the requirements of the MOA and subject to review and approval by the Cultural Resource Management and Protection Section (the Section) of the Fairfax County Park Authority. Prior to the design of any Phase I, II or III archaeological study, the Applicant or consultant will consult with the Manager of the Section as to the scope and schedule of the studies.

6. PERMITTED USES/HOURS OF OPERATION

(a) Permitted Uses. As described on the CDPA/FDPA, the Property may be developed with the following permitted principal and secondary uses.

- Museum/Cultural Center and Similar Facilities to include Gallery, Demonstration and Exhibit Areas (generally, W-2 - W-11, W-16 and W-29 if retained)*
- Theater (W-12),
- Music Barn (W-22) with outdoor grassed seating area
- Performing Arts Center (W-17, W-18, W-18A)
- Events Center (W-01)
- Office uses in support of or affiliated with Workhouse functions or activities
- Residential-multifamily (N-1, N-2)
- Restaurants, (N-3, N-4, W-13, W-15)
- Commercial Recreational Use (Events Center, W-01) to consist of meetings, receptions, exhibitions and similar functions/uses
- Ballfields
- School of Special Education to include classes in the visual, performing, movement, and culinary arts and which may include select college level courses (to be restricted per Proffer 6g)
- Accessory retail and other accessory services uses limited to 20% of total gross square footage on site (Gross square footage of gallery space must not be included in the 20% calculation.).

- Outdoor retail display in the horticultural area, limited to a total of 2,700 square feet

This proffer must not preclude establishment of accessory and accessory service uses. Such accessory uses may include, but is not be limited to the incorporation of certain food service and restaurants within otherwise permitted uses.

(b) Location of Certain Uses. The Artists Colony, Restaurants, Music Barn, Theater, Events Center and Performing Arts Center will be located in the buildings so designated on the CDPA/FDPA. Other permitted uses may be located within varying locations, subject to conformance with these proffered conditions.

(c) Occupancy of Artists Colony. Occupancy of those residential units identified as the "Artists Colony" (N-l, N-2) will be limited to persons directly involved with an activity of the Workhouse, including, but not limited to, artists, producers, directors, interns, fellowship recipients, educators, apprentices, paid and volunteer staff of the Workhouse, enrollees in Workhouse classes and other members of the Lorton Arts Foundation. Preference in leasing will be given to visual and performing artists. The units in N-l and N-2 will be designed as live/work apartments to include all the elements of a dwelling unit as defined by the Zoning Ordinance in addition to studio workspace. The first floor will be designed to include gallery/exhibition space. Additionally, twice a year, the Artist Colony (N-l and N-2) will be open to the public as part of a program to educate the community about the live/work apartment concept.

(d) Hours of Operation. The hours of operation at the Museum/Cultural Center, Theater, Events Center, Music Barn and Restaurants will be limited to the following:

(i) Museum/Cultural Center

Attendance by outside visitors at the Museum/Cultural Center (W-02, W-03) and associated artist studio(s) will be limited to the hours between 8:00 a.m. and midnight seven days per week.

(ii) Theater

Performances at the Theater (Building W-12) will be permitted between the hours of 8:00 a.m. and midnight seven days per week.

(iii) Performing Arts Center.

The hours of operation at the Performing Arts Center (W-17, W-18, W-18A) will be between the hours of 8:00 a.m. and 1:00 a.m. seven days per week. Performances and events will end no later than 11:00 pm. The remaining hours between 11:00 p.m. and 1 a.m. will be for breakdown of performances and events.

(iv) Events Center

The hours of operation at the Events Center (Building W-01) will be from 7:00 a.m. to 2:00 a.m. seven days a week. Events will end no later than midnight, except for New Year's Eve and five (5) other similar events falling on a Friday, Saturday, or holiday. The remaining hours between midnight and 2 a.m. will be for breakdown of performances and events.

(v) Music Barn

The hours of operation at the Music Barn (Building W-22) will be 8:00 a.m. to 1:00 a.m. seven days per week. Performances will end by 11:00 pm. The hours of

performances at the Music Barn may be further restricted based on the noise study in Proffer Number 8 (k). The remaining hours between 11:00 p.m. and 1 a.m. will be for breakdown of performances and events

(vi) Restaurants

Any Restaurants will be permitted to operate within the hours of 7:00 a.m. to 11:00 p.m. from Sunday through Thursday and 7:00 a.m. to 1:00 a.m. on Friday and Saturday. Other restaurants or food sales activities will be limited by the hours of the building in which they are located. There must be no "hourly" restrictions on the use and occupancy of structures and facilities by the individual artists and/or staff/employees of the Workhouse.

(e) Culinary Arts Program. The classes associated with the culinary arts program will be a part of the school of special education and part of the total enrollment of 450 students. The areas devoted to the culinary arts programs will include elements such as brewery/wine-making, bakery, creamery and the like. Activities to take place in such areas will include demonstration and exhibition, classes and accessory sales of produced goods to visitors of the Workhouse. The areas will not have the characteristics to be deemed a restaurant or food production facility and any area devoted to accessory retail sales associated with the culinary arts program will be limited to 10% of the square footage of the culinary arts area.

(f) School of Special Education. The school of special education may be located within any building on the property. The maximum daily enrollment of the School of Special Education will be 450 students with no more than 450 on site at any one

time. The Applicant, in association with a University(s), may offer college or university level accredited classes provided the classes are reasonably related to the visual, performing, culinary or literary arts and/or other programming or activity occurring at the Workhouse from time to time. There will be no dorms, dining facilities or similar elements specifically for the university students on the property.

(g) Energy Star. The appliances utilized in the Artist's Residences (N-l and N-2), including dishwashers, refrigerators and freezers, and clothes washers will be Energy Star Certified or an equivalent rating.

7. SCHEDULING OF EVENTS.

(a) Limitations for Certain Venues.

(i) Except as provided for in Paragraph (b) below, at no time will scheduled events having a combined total projected attendance or ticket sales of more than 1200 Outside Guests be concurrently scheduled at either the Music Barn (W-22), Theater (W- 12), Performing Arts Center (W-17, W-18, W-18B), Events Center (W-01) and/or common/lawn areas of the Workhouse. For the purpose of these proffers, a scheduled event will mean a performance, concert, social gathering, conference or similar function whereby attending of an amount or duration above and beyond that associated with other permitted uses is expected. For the purpose of these proffers, "Outside Guests" will mean those persons attending scheduled events based on tickets available or permitted seating capacity and/or persons "guaranteed" for catering purposes that are not employees, vendors or contractors of the Workhouse, its assigns, or affiliated franchise facilities, or individuals otherwise engaged in

technical or production elements of any such scheduled event. The term "concurrently scheduled" will mean such scheduled events having a published starting or projected ending time within 44 minutes of one another.

(ii) Peak Hour Restrictions. Irrespective 7(a)(i) above and 7(b)(i) below, during weekday (Monday-Friday) peak hour (5:00 pm-7:00 pm) periods, the term "concurrently scheduled" will mean scheduled events having a published starting or ending time within 119 minutes of one another.

(iii) Monitoring. To confirm compliance with these occupancy requirements, the schedule of starting or ending times for any scheduled events and projected attendance based on tickets sold/distributed, persons "guaranteed" for catering purposes or other similar information will be furnished to Department of Planning and Development (DPD) on request.

(iv) Use of Non-Paved Parking. Any time a total projected attendance of 700 Outside Guests is anticipated, staff will be available to direct guests and visitors to designated overflow parking areas on the site.

The restrictions above will not preclude occupancy by any Workhouse facility staff and/or technical professionals for set up, rehearsals and similar purposes.

(b) Special Events.

(i) For the purpose of these proffers, a "Special Event" will be an event associated with an otherwise Permitted Use that has a number of Outside Guests that exceed the occupancy limitation in 7(a) above. Such events are anticipated to involve numbers of artists, exhibitors,

performers and Outside Guests beyond that associated with day to day operation of the Workhouse. A Special Event may also occur over the course of a multi-day period, which will not exceed three (3) consecutive days.

(ii) During the first five (5) years of operation following the issuance of the first Non-RUP, the Applicant reserves the right to schedule up to six (6) so-called "Special Events" per year. The initial Special Event will be limited to up to 600 outside guests above that otherwise allowed by Proffer 7(a).

(iii) Following the first five (5) years of operation, the number of Special Events may be increased to allow a total of twelve (12) Special Events per year, subject to approval by the County upon a determination that the special events met the applicable County codes, regulations and ordinances, complied with the terms of the agreements in (d) below and that in the judgment of the County, traffic associated with the special event did not result in an unacceptable level of congestion.

(c) Sanitation for Special Events. All such Special Events will require the provision of additional temporary bathroom facilities or similar sanitation measures as may be required by the Fairfax County Health Department. It will be the responsibility of the Applicant to obtain any and all necessary Health Department approvals prior to all such Special Events.

(d) Off-Site Parking for Special Events.

(i) Special Events may require the provision of off-site parking arrangements sufficient to accommodate those vehicular trips reasonably projected to occur as a result of the Special Event and any regularly scheduled or permitted uses and activities at the

Workhouse. Prior to the first Special Event, the Applicant will provide documentation to the Department of Planning and Development , Zoning Administration Division and will identify: (1) areas reserved, rented or leased for off-site parking, and (2) the nature and/or form of the associated agreement with the off-site land owner, and (3) a description of any proposed shuttle operation to/from the same (collectively, the "Parking Plan"). The amount of off-site parking will be based, at a minimum, on the number of Outside Guests expected at the first Special Event and may reflect a greater number of Outside Guests, based on anticipated attendance at future events. Such off-site parking arrangements will be subject to review and approval to confirm the general sufficiency of available on and off-site parking by DPD in consultation with Fairfax County Land Development Services based on historic operational characteristics of the Workhouse, similar local events, or other similar objective and professionally accepted methodology.

(ii) To the extent the number of Outside Guests at future Special Events does not exceed that described in the Parking Plan, no further review of off-site parking will be required in connection with future Special Events after the approval of the Parking

Plan. In the event subsequent Special Events propose greater numbers of persons then reflected in the Parking Plan, the Parking Plan will be revised and reviewed as generally outlined in item 7(d)(i) above. Regardless of the need for further parking review, DPD and FCDOT will receive thirty (30) days written notice of all scheduled Special Event.

(iii) In the event following any Special Event, the County identifies objective problems concerning the adequacy or availability of off-site parking, additional review in accordance with item 7(d)(i) above will occur prior to the next scheduled Special Event.

(e) Use of Tents

Tents for outdoor performances or events may be used on the property provided that any one tent is not erected for more than six (6) months or exceeds 5,000 square feet. Fire Marshall approval will be obtained for the tent(s), if required, and attendance limits as otherwise stated in these proffers will apply.

8. ENVIRONMENTAL

(a) Stormwater Management.

(i) Stormwater management and associated BMP measures will be provided in accordance with the Public Facilities Manual (PFM) as determined by LDS, unless requirements for the same are waived or modified under the appropriate authority given to LDS. Any required structural detention facilities will be located in substantial conformance with the locations of water features or areas reserved for the same on the CDPA/FDPA. The Applicant will locate, design and construct any off-site stormwater facilities and other adequate outfall improvements for the Property in accordance with the requirements of LDS.

(ii) The Applicant intends to seek the necessary waivers to provide portions of the required stormwater management on the adjacent FCPA property as generally shown on the CDPA/FDPA. The Applicantwill coordinate the location, design, and construction of those portions of any off-site SWM/BMP facility with the FCPA prior to site plan submission for the facility, and the same will be subject to review and approval by the FCPA in conjunction with site plan approval. Offsite SWM/BMP facilities constructed by the

Applicant will include any landscaping screening of the facility in addition to that shown on the CDPA/FDPA, maintenance access to the facility, location/screening of proposed outfall structures, and combined outfall as required by the FCPA and DPWES. Such features will be identified on the appropriate site plan involving any such SWM/BMP facilities submitted to the County and the FCPA. The Applicant further agrees that any excess capacity associated with the proposed off-site facility may be utilized by the FCPA in connection with the development of its property. If for any reason, arrangements for off-site stormwater management area not available, the Applicant reserves the right to locate all of the required stormwater management onsite in substantial conformance with the CDPA/FDPA. Maintenance of any off-site SWM/BMP facility will be the responsibility of the Applicant.

(iii) Low Impact Development Techniques. The Applicant will pursue incorporation of low impact development techniques subject to approval by LDS. Such measures may include, but will not be limited to, (i) infiltration trenches, (ii) rain gardens, (iii) rain cisterns, (iv) permeable paving or gravel in select locations. To increase public awareness of such measures, a narrative and/or pictorial description of any approved low impact development techniques will be displayed within the Prison Museum or other alternative location suitable for public viewing.

(b) Landscaping.

Landscaping of the parking areas, internal streets, the SWM ponds, and the periphery of the property will be provided in substantial conformance with the landscaping concepts generally shown on the CDPA/FDPA, subject to changes to reflect Low Impact Development Techniques if such changes are in substantial conformance with landscaping shown on the

CDPA/FDPA andwill be subject to review and approval of the Forest Conservation Branch (FCON).

(c) Adherence to Limits of Clearing and Grading.

The limits of clearing and grading will be generally consistent with that shown on the CDPA/FDPA. The Site/subdivision plan will clearly identify these areas as shown on the CDPA/FDPA. As part of future site plans, the applicant will provide management practices for the protection of understory plant materials, leaf litter and soil conditions found in areas to be left undisturbed, subject to the approval of the FCON. The applicant will actively monitor the site to ensure that inappropriate activities such as the storage of construction materials, dumping of construction debris, and traffic by construction equipment and personnel do not occur within these areas. The applicant will restore understory plant materials, leaf litter and soil conditions to the satisfaction of FCON if these are found to be damaged, removed or altered in manner not allowed in writing by the FCON.

If it becomes necessary to install utilities determined necessary by DPWES within areas to be left undisturbed, they will be located and installed in the least disruptive manner possible as determined by FCON. In addition, the applicant will develop and implement a replanting plan for the portions of protected areas disturbed for utility installation taking into account planting restrictions imposed by utility easement agreements.

Any work occurring in or adjacent to the areas to be left undisturbed, such as root pruning, instillation of tree protection fencing and silt control devices, removal of trash, or plant debris, or extraction of trees designated to be removed will be performed in a manner that minimizes damage to any tree, shrub, herbaceous, or vine plant species that grows in the

lower canopy environment; and minimizes impacts to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation, all as approved by FCON. The use of power equipment in these areas will be limited to small hand-operated equipment such as chainsaws. Any work that requires the use of larger motorized equipment such as, but not limited to, tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, or any accessory or attachment connected to such equipment will not occur unless reviewed and approved in writing by FCON.

(d) Root Pruning and Mulching.

The applicant will (1) root prune the roots of trees to be preserved that may be damaged during clearing, demolition, grade changes, utility installation and/or the installation of retaining walls; (2) mulch to a minimum depth of 3 inches within the areas to be left undisturbed where soil conditions are poor, lacking leaf litter or prone to soil erosion;, and then (3) provide tree protection fencing approved by the FCON, where deemed necessary by FCON. The areas that will be root pruned and mulched will be clearly identified on the Tree Preservation Plan. All treatments for such trees and vegetation will be clearly specified, labeled, and detailed on any erosion and sediment control sheets and demolition plan sheets of the site plan submission. The details for these treatments will be included in the Tree Preservation Plan and will be subject to the review and approved of FCON.

All root pruning and mulching work will be performed in a manner that protects adjacent trees and vegetation that are required to be preserved and may include, but not be limited to,

the following:

- Root pruning will be done with a trencher or vibratory plow to a depth of 18 inches.
- Root pruning will take place prior to any clearing and grading and/or demolition of structures.
- Root pruning will not sever or significantly damage structural or compression roots in a manner that may compromise the structural integrity of trees or the ability of the root system to provide anchorage for the above ground portions of the trees.
- Root pruning will be conducted with the on-site supervision of a certified arborist.
- Tree protection fencing will be installed immediately after root pruning, and will be positioned directly in the root pruning trench and backfilled for stability, or just outside the trench within the disturbed area.
- Immediately after the phase II E&S activities are complete, mulch will be applied at a depth of 3 inches within designated areas without the use of motorized equipment
- Mulch will consist of (specify mulch type) wood chips, shredded hardwood and/or pine bark mulch. Hay or straw mulch will not be used within tree preservation areas. FCON will be informed in writing when all root pruning and tree protection fence installation is complete.

(e) Tree Protection Fencing.

All individual trees to be preserved/conserved and all areas designated to be left undisturbed will be protected by tree protection fencing and signage as set forth below. Tree protection fencing will be erected at the drip line of individual trees to be preserved and at the limits of clearing and grading, and will be shown on the demolition and phase II erosion

and sediment control sheets. Tree protection fencing may consist of four foot high, 14 gauge welded wire attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart (see attached detail); or, super silt fence as may be approved by FCON to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees.

All tree protection fencing will be installed prior to Phase II clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing will be performed under the supervision of a certified arborist or landscape architect and accomplished in a manner that does not harm existing vegetation that is required to be preserved/conserved. At least three days prior to the commencement of any clearing, grading, or demolition activities and prior to the installation of tree protection fencing, FCON and the District Supervisor will be notified in writing and given the opportunity to inspect the site to assure that all individual trees to be preserved and all areas to be left undisturbed have been correctly delineated. FCON will provide written notice to the applicant as to whether or not the areas have been delineated correctly. If it is determined by FCON that the areas are not delineated correctly, no grading or construction activities will occur on the subject property until the delineation is corrected and field verified by FCON.

The applicant will provide signs that identify and help protect all areas to be left undisturbed. These signs will be highly visible, posted in appropriate locations along the limits of clearing and grading, and attached to the tree protection fencing. Under no circumstances will the signs be nailed or in any manner attached to the trees or vegetation within the areas to left undisturbed.

(f) Tree Preservation Walk-Through

The applicant will retain the services of a certified arborist or landscape architect and will have the limits of clearing and grading marked with a continuous line of flagging prior to the pre-construction meeting. Prior to commencement of any land disturbing activities, the applicant's certified arborist or landscape architect will walk the limits of clearing and grading with a representative from the FCON, to determine where adjustments to the clearing limits can be made to increase the size of the area to be left undisturbed, and to increase the survivability of trees to be conserved or preserved that occur along the edge of the limits of clearing and grading, and/or identify hazardous trees that need to be removed. Any adjustments agreed to by the applicant and FCON will be agreed upon and memorialized in writing by both the applicant and FCON before any such adjustments are implemented, and such adjustments will be implemented. Trees to be removed will be tagged in the field. Trees that are identified in writing by an authorized representative of FCON as dead or dying may be removed as part of the clearing operation. Any tree that is so identified will be removed using a chain saw and such removal will be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this will be done using a stump grinding machine in a manner causing as little disturbance as possible to the adjacent trees and associated understory vegetation and soil conditions.

(g) Site Monitoring

At all times during the installation of tree protection fencing and during any clearing or removal of trees, vegetation, or structures, or transplanting of trees or vegetation on the site, or other similar activities, a representative of the applicant who is a certified arborist or landscape architect will be present to monitor the process and ensure that the activities are

conducted in accordance with the proffers and as approved by the FCON. The monitoring schedule will be described and detailed in the Tree Preservation Plan and will be reviewed and approved in writing by FCON.

(h) Tree Preservation

At the time of site plan review for the respective portions of the site, the applicant will submit a tree survey that identifies the trunk location, species, size, crown spread and condition analysis rating for all individual and groups of trees shown on the CDPA/FDPA to be preserved, as well as all on and off-site trees, living or dead with trunks 6 inches in diameter and greater (measured at 4 ½ feet from the base of the trunk or as otherwise allowed in the 9th edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located with 25 feet of the approved limits of clearing and grading will also be submitted for review by the FCON.

(i) Protection and Preservation of White Oaks

Safeguards, as depicted on the CDPA/FDPA, will be implemented during construction of the restaurant(s) in order to avoid or minimize disturbance to the two specimen white oak trees on the north side of the water line easement near the location of the restaurants. The grading plan will reflect no future grading within the dripline of those trees beyond that shown on the CDPA/FDPA.

(j) Lighting.

All light fixtures will be in conformance with the provisions of Section 5109 of Article 5, Outdoor Lighting Standards. The maximum height of light standards used in the parking lots will be 24 feet. The types and locations of all light fixtures will be subject to the review and approval of the ARB. The location and type of all light fixtures will be identified on the

plans forwarded to the ARB in accordance with Proffer 3, Architectural Review, Paragraph (a).

(k) Noise Mitigation for Music Barn.

(i) Prior to the issuance of a Building Permit for the Music Barn (W-22), the Applicant will demonstrate through a noise impact study reviewed and approved by LDS and DPD (herein the Noise Study) that noise impacts, at the periphery of the property, generated by the indoor and outdoor events at the Music Barn, based on the nature, type and size of events proposed, can be mitigated to the levels prescribed by the Zoning Ordinance, the Comprehensive Plan and/or the County Code through the appropriate combination of structural and operational requirements. Once the Noise Study is approved, the Applicant will adhere to the operational and mitigation requirements of the same. Nothing herein will preclude the Applicant from preparing a subsequent Noise Study to reflect changes to the nature, type and size of events and proposed mitigation measures from that reflected in the approved Noise Study. Any subsequent Noise Study will also be subject to review and approval by LDS and DPD.

(ii) Interior Noise Mitigation for Residential Uses. In order to mitigate interior noise to DNL 45dBA, each dwelling will have the following acoustical attributes: (1) exterior walls will have a laboratory sound transmission class (STC) rating of at least 39; (2) doors (excluding garage doors) and windows will have an STC rating of at least 28. If glazing (excluding garage doors) constitutes more than 30% of any facade, then such windows will have the same STC rating as the facade; and (3) materials to seal and caulk between surfaces will follow methods approved by the American Society for Testing and Materials to minimize

sound transmission. Any units requiring mitigation will be identified on the site plan. Compliance with these building material standards will be demonstrated by the Applicant, to the satisfaction of LDS, prior to the issuance of building permits for the units.

(l) The Applicant will include a LEED -accredited professional as a member of the design team who will work with the team to explore and potentially incorporate sustainable design elements and innovative technologies into the construction of building

N-3, N-4 and N-5. At the time of site plan submission, the Applicant will provide documentation to the Environment and Development Review Branch of DPD demonstrating compliance with the commitment to engage such a professional. The Applicant will include, as part of the site plan submission and building plan submission for the restaurants (N-3 and N-4) and the maintenance office (N-5), a summary report of such elements and technologies which may include, but will not be limited to: construction waste diversion, use of recycled materials, use of regional materials, outdoor air delivery monitoring and controllability of systems, use of low emitting materials such as sealants, paints, carpets, etc., use of native and drought-tolerant plants for landscaping around the buildings, and provision of bicycle racks.

9. RECREATION

(a) Parks and Recreation Contribution. The Applicant will expend the sum of nine hundred fifty-five dollars ($955.00) per approved dwelling unit within the Artists Colony for onsite recreation facilities. Such recreational facilities (e.g. gazebos, croquet lawns, bocce courts, badminton courts, sitting areas or similar amenities, and trails providing

connections to the Greenway and to County-Wide trails) that do not require fully enclosed structures may be provided within any open space area that is proximate to the Artists Colony without the requirement of a CDPA/FDPA or a proffered condition amendment provided that such are determined to be in substantial conformance with the CDPA/FDPA and are subject to the approval of the ARB as required by these proffers. The balance of any funds not expended onsite, if any, or on the construction of offsite trails (excluding the Laurel Hill Greenway), will be provided to the FCPA for recreation facilities in the vicinity.

(b) Use of Ballfield.

(i) The ballfield identified on the CDPA/FDPA will be the subject of a "sublease" or similar arrangement whereby the FCPA, or its designee is given, rights for access to and programming of the ballfield for practice and routinely scheduled games, along with proportional maintenance obligations based on the amount and nature of use by the FCPA or its designee. Other than these maintenance obligations, such rights will be given to the FCPA at no cost.

(ii) No "tournament type" activity may be scheduled without permission from the Applicant.

(iii) To prevent conflict with Workhouse activities and special events, specific timing and days of use will be coordinated between the Applicant and the FCPA or its designee on a semi-annual basis, or more frequently if warranted.

(iv) During Special Events, which are to be identified on a semi-annual basis, the Applicant reserves the right to limit use of the ballfield.

(v) To the extent possible, the ballfield will remain open for play during construction activity.

(c) Laurel Hill Greenway.

(i) The Applicant will design, permit and construct, or cause to be constructed, the Laurel Hill Greenway and trail as generally shown on the CDPA/FDPA. The trail will ultimately be field located in consultation with FCPA Staff and as a result, minor modifications from the configuration shown on the CDPA/FDPA may occur as needed to address topographic or other functional considerations.

(ii) The Laurel Hill Greenway improvements will coincide with the construction by others of the adjacent portion or portions of the Greenway not addressed in this proffer as obligations of the Applicant, but in no event will the improvements be constructed later than June 30, 2015.

(iii) The Applicant will coordinate with the FCPA on the design of the trail in the Laurel Hill Greenway prior to site plan submission for areas of the property involving the trail. The trail will be typically fourteen (14) feet. As a guideline, approximately ten (10) feet of the trail width is to be surfaced with asphalt, and approximately four (4) feet of the trail width is to be surfaced with stone dust as may be modified as a more detailed plan is designed by the FCPA. The landscaping, trail width, surface materials, and location will be shown on the Site Plan associated with Phase 3 or such earlier version as may be necessitated by the phasing requirements of these proffer conditions.. The trail is to be maintained by others.

(iv) All improvements to the site within seventy-five (75) feet of the Greenway will

be reviewed and approved by the FCPA, which approval will not preclude the improvements shown on the CDPA/FDPA.

10. TRANSPORTATION

(a) Interim Lorton Road Improvements. If the eastern (or second) Lorton Road entrance is constructed prior to the improvement of Lorton Road to a four-lane divided facility, the Applicant will construct interim left and right turn lanes at the easternmost entrance and will design the entrance in consultation with FCDOT in such a way as to minimize future changes once the final vertical elevation of Lorton Road is determined. The design and configuration of such turn lanes will be subject to review and approval by VDOT and LDS.

(b) Access to Non-Paved Parking. Vehicular access to the parking areas labeled as "unpaved parking" and located south and east of the ball field may be provided via a gravel driveway or similar "pervious" material to include grasscrete or similar products from paved travel ways. The location of the access is subject to approval by LDS. The Applicant further reserves the right to install walkways to provide pedestrian access from on-site overflow areas to the Workhouse.

(c) Access to Northern Virginia Regional Park to the south. Prior to the issuance of the Non-RUP for any venue or combination of venues for which seating or capacity exceeds 620 persons, an additional access point connecting to the entrance road to Occoquan Regional Park will be constructed, provided that any necessary approvals are obtained from the property owner. It is noted that notwithstanding that shown on the CDPA/FDPA, the intersection will be designed with the park entrance aligning as a T-intersection into the Lorton Arts driveway unless a different alignment is determined to be appropriate per

FCDOT and VDOT. The Applicant will coordinate with the FCON to ensure the least amount of vegetative disturbance as possible.

(d) Easternmost Access Point to Lorton Road. Prior to the issuance of the Non-RUP for any venue or combination of venues for which seating or capacity exceeds 1000 persons, the easternmost access point to Lorton Road, as shown on the CDPA/FDPA, will be constructed At this time, the westernmost entrance on Lorton Road will be converted to right-in, right-out only.

11. WATER LINE

Lorton Arts Foundation will continue to dialogue with the Fairfax County Water Authority (FCWA) regarding the relocation of the water line on site. Either Lorton Arts Foundation will move the water line or will fund the relocation to be completed by FCWA, unless a different resolution is agreed upon by FCWA . If relocating the water line is the resolution, no building permits for new construction will be issued until either relocation of the water line has commenced or funds have been transmitted to FCWA for such relocation. New construction will not be construed to mean renovations to existing buildings. Lorton Arts Foundation will vacate the existing water line easement, if necessary.

Signatures to follow on next page

FAIRFAX COUNTY BOARD OF SUPERVISORS, a body corporate and politic
(Applicant/Title Owner/Lessor of Tax Map No. 106-4-((l)) 58.

By: ___

Name: _____
Title: _____