



County of Fairfax, Virginia

MEMORANDUM

DATE: January 8, 2020

TO: Planning Commissioners

FROM: Emma Estes, DPD, Zoning Evaluation Division

SUBJECT: RZ/FDP 2019-SU-009 Con. W/ PCA 78-S-063-09, PCA 85-S-061-06, and PCA 86-S-039 (Elm St. Communities, Inc.)

LOCATION: Tax Map Identifier 43-4 ((1)) 16

Please find enclosed updated proffers redlined to show changes from those dated December 20, 2019. Revisions have been made to Proffer #21 and #22 with respect to the bus shelter commitment. The changes have been made in response to FCDOT comments and have been coordinated with FCDOT.

The applicant is still proffering to construct the bus shelter at the existing stop adjacent to the Marriott Hotel as the first option, to be completed prior to the issuance of the first Residential Use Permit (RUP). Changes include the following:

- Language has been added so the applicant may construct the shelter at the stop adjacent to Tax Map 43-4 ((6)) 27 as an alternate option, if off site approvals are not granted for the first location.
- Language has been revised for the applicant to contribute \$20,000 to the Westfields Business Owners Association (formerly to FCDOT) for transit improvements in Westfields, if they are unable to obtain off site approvals for the bus shelter prior to the first RUP (formerly prior to Final Site Plan Approval).
- Proffer #21 was updated to reflect these changes.

No other changes have been made.

Attachments:

1. Revised draft proffers dated January 8, 2020

ELM STREET COMMUNITIES, INC.

**RZ 2019-SU-009
DRAFT PROFFERS**

January 8, 2020

PREAMBLE

Pursuant to Section 15.2-2303(a) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978 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 parcel under consideration and shown on the Fairfax County tax map as Tax Map 43-4((1))16 (the "Property") must be in accordance with the following conditions if, and only if, Rezoning application RZ 2019-SU-009 (this "Rezoning") is granted. Upon approval, these Proffers will supersede any and all previously approved proffers and development conditions associated with RZ 78-S-063, RZ 85-S-061 and RZ 86-S-039 and subsequent amendments, as they apply to the Property.

GENERAL

1. Conceptual/ Final Development Plan. Any development of the Property must be in substantial conformance with the Conceptual Development Plan ("CDP") and Final Development Plan ("FDP") entitled "The Retreat at Westfields", prepared by VIKA dated February 26, 2019 and revised through December 23, 2019, containing 33 sheets.
2. Elements of CDP. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the elements that are components of the CDP are limited to the perimeter points of access, the proposed uses, the maximum number of dwelling units, minimum amount of open space, the maximum building heights, the grid of streets, and only a future amendment to such elements will require a subsequent Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). Other elements of the CDP may be adjusted or modified with approval of future Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in Section 16-402 of the Fairfax County Zoning Ordinance (the "Ordinance"). Such permitted adjustments or modifications will include, but not be limited to final architecture, landscape design, final design of public spaces and access to individual structures.
3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted that may become necessary as part of requirements of the Westfield Business Owners Association (WBOA) or Architectural Review Board or when necessitated by sound engineering or final site design or engineering, pursuant to Section 16-

403(4) of the Zoning Ordinance. Minor modifications of building footprints may be permitted and the number of residential units (as defined herein) and corresponding adjustments made in required parking, Affordable Dwelling Units ("ADUs") and Workforce Dwelling Units ("WDUs") may be made, so long as (a) the provided open space is not reduced; (b) the building height is not increased; (c) the setbacks to the peripheral lot lines are not diminished; and (d) the development otherwise is in substantial conformance with the CDP/FDP as determined by the Zoning Administrator.

4. Fire Marshal Evaluation. Changes to the CDP/FDP may be permitted without the requirement for a CDPA/FDPA in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and building setbacks as necessary to allow for required emergency vehicle access, provided such modifications are in substantial conformance with the CDP/FDP and these Proffers.
5. Retaining Walls. The Applicant reserves the right to install additional retaining walls on the Application Property, subject to the approval of DPWES, without the need for a PCA or CDPA/FDPA if determined necessary at the time of site plan. The additional retaining walls, if any, shall have a maximum height of five feet (5').
6. Maximum Lot Yield. There must be no more than 157 single family attached residential units on the property.
7. Establishment of Homeowners Association (HOA). The Applicant will cause the recordation of one or more declarations creating an owners' association ("OA") and as necessary, home owners' associations ("HOA"), reciprocal easement agreements, or declarations of covenants and agreements dealing with the governance of maintenance and operation of the Property or other governance documents which will legally bind the Property, (collectively referred to as the "Governance Documents"). Such Governance Documents must be prepared, be legally effective and recorded prior to the issuance of the first Residential Use Permit ("RUP") for new construction shown on the CDP/FDP. The respective Governance Documents (including budgets provided in any offering or sale materials) must specify the various proffer and maintenance obligations set forth in these Proffers, including the maintenance of certain streets, stormwater facilities, associated sidewalks and streetscapes, and site amenities such as, but not limited to, the publicly accessible onsite recreation areas. Initial purchasers of the dwelling units must be advised in writing of these obligations, other restrictions, and interior dimensions of garages prior to entering into a contract of sale and must be provided copies of the Governance Documents.
8. Disclosure. Prior to entering into a contract of sale, prospective purchasers of the single family attached units must be provided with a disclosure package that will include a detailed description of the Project's relationship to Westfields Business

Park and copies of appropriate Westfield governing documents, a description of how the Project is governed per Proffer 7 and the relationship of that governance to Westfields Business Park, a description of the existing and future land use scenarios on adjacent and surrounding property based on the County's Comprehensive Plan, and the maintenance responsibility for the private roadways, walkways, stormwater management facilities, retaining walls, common area landscaping and any other open space amenities. The package must also contain a disclosure explaining that the community open space areas are open to the general public.

Prior to entering into a contract of sale, prospective purchasers must be notified in writing by the Applicant of the proximity of Dulles International Airport and that homes are located within an area that may be impacted by aircraft overflights and aircraft noise and that the noise from individual aircraft flying over the property may exceed the average aircraft noise levels for the Property. In addition, a map of Dulles Airport, the DNL 60 and 65 dBA contour lines, and general locations of residential units and private active recreation spaces must accompany such disclosure notification. Such disclosure must be accomplished by inclusion of this information in all sales contracts, HOA Disclosure Statements, as well as in Homeowner Association governing documents so as to give notice to all initial and subsequent purchasers, and by inclusion in the land records. In addition, marketing collateral in any sales office, such as marketing site plans, home brochures, and standard features lists, must note that the property is impacted by noise from planes flying overhead.

9. Route 28 Prepayment of Taxes. In accordance with Virginia Code Ann. § 15.2-4608(C)(Ch. 770, 2002 Acts of Assembly; H. 735), the Applicant must prepay, in full, the taxes that would have been attributable to the residential portion of the Property in its current non-residential zoning district (that is, the special improvements taxes estimated by the County to be lost as a result of the change in zoning classification requested in this rezoning application), in accordance with the formula and provisions adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District. The prepayment of taxes must be made in full within sixty (60) days after the Board of Supervisors approves this Rezoning application, and the effective date of this rezoning must be deferred until such payment in full is made. The Applicant recognizes that failure to provide payment to the County in the full amount determined by the Board's formula within 60 days of the Board of Supervisors' approval of this rezoning must mean that the rezoning must not become effective and that the ordinance rezoning the Property and the Board's rezoning decision must both be void in accordance with Virginia Code Ann. § 15.2-4608(C).
10. Architecture. The architectural design of the proposed building must be in general conformance with the bulk, mass, proportion and type and quality of materials shown on the examples shown on Sheet L-05 of the CDP/FDP. The location and number of building exterior entrances/stoops are illustrative and will be finalized at

the time of final site plan approval.

11. Universal Design.

A. At the time of initial purchase, for units which construction has not yet started, the Applicant shall make available upon request to each purchaser the following Universal Design options at no additional cost.

- (1) Blocking for reinforcement of grab bars in accordance with the Fair Housing Accessibility Guidelines.
- (2) Front entrance doors that are a minimum of 36 inches wide.
- (3) Lever door handles and faucets instead of knobs.
- (4) Light switches and thermostats a maximum of 48 inches high.
- (5) Electrical outlets a minimum of 15 inches high.
- (6) If shown on the approved site plan, step-less entry from the garage to the house to the extent permitted by the then current edition of the Virginia Statewide Building Code and to the extent lot and site grading conditions allow.

B. At the time of initial purchase, for units which construction has not yet started, the Applicant shall make available upon request to each purchaser additional Universal Design options at the purchaser's sole cost. These additional options may include, but not be limited to:

- (1) A shower with a maximum curb of 2 inches high.
- (2) Clear knee space of 27 inches under the kitchen sink.
- (3) A bathroom on the entry level which meets the accessibility specifications for a Type A bathroom under the Fair Housing Accessibility Guidelines. This shall not be construed to require step-less entry from the exterior into the house.
- (4) Grab bars in the bathrooms that are ADA compliant.

12. Amenity Area. The Applicant must provide community open space areas that must be open to the public and which could include but are not limited to an overlook structure with seating, formal green, picnic lawn, playground, pavilion, trellis structure, and/or fitness stations. These elements are shown in concept only on the CDP/FDP.

TRANSPORTATION

13. Private Streets. The on-site private streets 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 the Department of Public Works and Environmental Services (DPWES) approval. The HOA must be responsible for maintenance of the on-site private streets.
14. Off-site Private Street. The Applicant agrees that maintenance of the shared private street that provides access from the Property to Conference Center Drive must be in accordance with the Ingress-Egress Easement Agreement dated April 12, 1999, recorded in Deed Book 11020-0810, or as may be amended by the parties.
15. Public Access Easement. 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 the private streets, sidewalks, and trails, as shown on the CDP/FDP. Such facilities must be maintained by the HOA.
16. Secondary Access. The secondary, eastern vehicle access point must be restricted to emergency vehicles until such time that the adjacent office property located at Tax Map Parcel # 43-4 ((6)) 15B1 redevelops with uses that can accommodate logical vehicular connectivity. Upon redevelopment of Parcel 15B1, this secondary, eastern vehicle access point must be open to the public, subject to consent by the adjacent property owner and a configuration of the adjacent property's redeveloped layout that can facilitate a connection in a reasonable manner.
17. Bicycle Parking. The Applicant must provide bicycle racks, the specific locations of which must be determined at the time of site plan subject to the approval of the Fairfax County Department of Transportation (FCDOT). 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 Policy and Guidelines for Bicycle Parking as determined at site plan.
18. Construction Access. The staging and parking of construction vehicles must occur on the Property, including personal vehicles utilized by construction workers. The hours of construction must be posted in English and in Spanish and must be limited to the hours between 7:00am and 9:00 pm Monday through Friday and 9:00 am to 9:00 pm on Saturdays. No construction must occur on Sundays or major Federal holidays. The Applicant must provide the Sully District Supervisor's office with a point of contact for construction related issues. The Applicant must provide an initial response to construction related issues within 24 hours of receiving notice.
19. Garages. Individual townhouse garages will only be used for a purpose that will not interfere with parking vehicles. This restriction must be disclosed in the HOA documents. Prospective purchasers will be advised of this use restriction, in

writing, prior to entering into a contract of sale. Additionally, information regarding the exact dimensions of the garages with a graphic depicting the area available for the parking will also be disclosed per the parameters in this proffer. The initial deeds of conveyance and HOA governing documents will expressly contain these disclosures.

20. Driveways. All driveways for front-loaded townhomes must be a minimum of 18 feet in length as measured outward from the face of the garage door to the edge of the sidewalk to ensure that no vehicles will overhang the sidewalk.
21. Pedestrian Connectivity. Prior to the issuance of the first RUP on the Property, the Applicant must contribute \$350 per dwelling unit for pedestrian connectivity improvements within Westfields. The actual construction costs incurred by the Applicant to build a bus shelter ~~at 14750 Conference Center Drive per Proffer 22,~~ or a contribution of \$20,000 to the ~~WBOA Fairfax County Department of Transportation (FCDOT),~~ whichever occurs, will be credited against this contribution. The balance of the contribution must be provided to the ~~Westfields Business Owners Association (WBOA)~~ for the construction by the WBOA of future pedestrian connectivity improvements in Westfields.
22. Bus Shelter. ~~Prior to the issuance of the first RUP on the Property, the Applicant will construct a bus shelter in the general location of the existing Fairfax Connector bus stop at 14750 Conference Center Drive. The final design and location of the shelter will be subject to review and approval of FCDOT, in consultation with the WBOA. The Applicant's obligation is further subject to obtaining all necessary offsite easements, rights of way and related permission (collectively the "offsite approvals") at no cost beyond that associated with the preparation of documents, plats or drawings and other related administrative costs. The Applicant will diligently pursue all necessary offsite approvals and provide documentation of the same to the County, as may be requested or warranted. The Applicant may make modifications to the location and configuration of the shelter to reflect practical construction constraints and/or the availability of the offsite approvals, such as instead constructing the bus shelter in the general location of the existing Fairfax Connector bus stop along Conference Center Drive adjacent to Tax Map #43-4 ((6)) 27. If, notwithstanding such diligent pursuit, the Applicant is unable to obtain the necessary offsite approvals by the time of first RUP, the Applicant will contribute \$20,000 to the WBOA, and such funds may be used by the WBOA for other bus or transit related improvements in Westfields. This contribution will fulfill the obligation of this proffer.~~ ~~Prior to the issuance of the first RUP on the Property, the Applicant will construct a bus shelter in the general location of the existing Fairfax Connector bus stop at 14750 Conference Center Drive. The final design and location of the shelter will be subject to review and approval of FCDOT, in consultation with the WBOA. The Applicant's obligation is further subject to obtaining all necessary offsite easements, rights of way and related permission (collectively the "offsite approvals") at no cost beyond that associated with the preparation of documents,~~

~~plats or drawings and other related administrative costs. The Applicant will diligently pursue all necessary offsite approvals and provide documentation of the same to the County, as may be requested or warranted. The Applicant may make minor modifications to the location and configuration of the shelter to reflect practical construction constraints and/or the availability of the offsite approvals. If, notwithstanding such diligent pursuit, the Applicant is unable to obtain the necessary offsite approvals by the time of Final Site Plan approval, the Applicant will contribute \$20,000 to the WBOA, and such funds may be used by WBOA for other bus or transit related improvements in Westfields. This contribution will fulfill the obligation of this proffer.~~

23. Electric Vehicle Charging. The Applicant must offer initial purchasers of townhouses the option, at the purchasers cost, to install the required electrical panels for electric vehicle charging.
- A. For purposes of this Proffer, "electric vehicle-ready" or "EV-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of an electric vehicle charging station in the future, and does not include the installation of transformers, switches, wiring or charging.
 - B. One (1) street parking space in the Proposed Development will be designed to support the future installation of Level 2 electric vehicle ("EV") charging infrastructure. The Applicant will include within site plan and building plan submissions, as applicable, the identification of the parking space within the Proposed Development that will be EV-ready. In addition, the Applicant will include, within closing documents, disclosure to prospective purchasers the presence of the EV-ready parking space on the property.

ENVIRONMENTAL

24. 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 DPWES. The functioning and integrity of all erosion and sedimentation controls (E&S controls) required by DPWES 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. If the E&S controls have been damaged or breached, the E&S controls must be repaired in accordance with the requirements of the Fairfax County Public Facilities Manual as determined by DPWES.
25. Protection of EQC. Prior to any land disturbing activities in or near the EQC, the Applicant must install orange blaze fencing or alternative approved by UFMD to clearly delineate the edge of the EQC/RPA.

26. Landscape Plan. The CDP/FDP includes a conceptual landscape plan for the Property and detail sheets illustrating the plantings and other features to be provided. As part of each site plan submission, the Applicant must submit to Urban Forest Management Division (UFMD) of DPWES for review and approval a detailed landscape plan (the "Landscape Plan"), which must be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings must be permitted in consultation with DPD, and as approved by UFMD.
27. Limits of Clearing and Grading. The Applicant must conform to the limits of clearing and grading generally as shown on the CDP/FDP, as may be modified by final engineering and the tree preservation walk-through. Allowances must be made for encroachments specified in the proffers and for the installation of utilities and/or trails. Utilities and/or trails in areas protected by the limits of clearing and grading must be located in the least disruptive manner necessary as determined by the UFMD, DPWES.
28. Tree Preservation. The Applicant must submit a Tree Preservation Plan and Narrative with each site plan submission including items specified in PFM sections 12-0301, 12-0302 and 12-0303 prepared by a Certified Arborist or a Registered Consulting Arborist and will be subject to the review and approval of the UFMD. Each tree preservation plan must include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for individual trees, living or dead, with trunks 12 inches in diameter and greater within 10 feet of the limits of clearing and grading. The tree preservation plan must provide for the preservation of areas shown for tree preservation, areas outside of the limits of clearing and those additional areas in which trees can be preserved as a result of final engineering. Specific activities that will maximize the survivability of any tree identified to be preserved such as crown pruning, root pruning, mulching, fertilization, determined by the certified arborist must be included in the plan.
29. Tree Preservation Walk-Through. The Applicant must schedule a walk-through meeting with UFMD, DPWES prior to any site clearing. The Applicant must retain a certified arborist or a Registered Consulting Arborist to flag the limits of clearing and grading prior to the meeting. The Applicant's certified arborist or landscape architect or designated representative must walk the limits of clearing and grading with UFMD, DPWES, representative to determine where adjustments to the clearing limits could be made to increase the area of tree preservation, and/or where alternative preservation efforts that could save more trees are more effective. Such agreed upon adjustments must be implemented (no change to the clearing plan will be required).

Dead or dying trees within tree save areas may be removed. Any tree so designated

may be removed using a chain saw or other method that minimizes disturbance to surrounding live trees and understory vegetation. If a stump must be removed, this must be done using a stump-grinding machine to minimize disturbance to adjacent trees and understory vegetation.

30. Tree Preservation Fencing. Trees to be preserved as shown on the tree preservation plan must be protected by tree protection fence. Tree protection fencing must be four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or super silt fence so long as any required trenching is done per the root pruning guidelines.

All tree protection fencing must be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities or demolition of any existing structures. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, must be notified and given three (3) business days to inspect the site to ensure that all tree protection devices have been installed. Clearing and grading activities may commence the earlier of: the expiration of the three (3) business day notice period, or upon confirmation from UFMD, DPWES the fencing is installed correctly.

31. Root Pruning. The Applicant must root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments must be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The details for these treatments must be reviewed and approved by the UFMD, DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning must be done with a trencher or vibratory plow to a depth of 18-24 inches.
- Root pruning must take place prior to any clearing and grading, or demolition or structures.
- Root Pruning must be conducted with the supervision of the Certified Arborist or Registered Consulting Arborist.
- A UFMD, DPWES representative must be informed when all root pruning and tree protection fence installation is complete.

32. 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 an UFMD 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 recorded by the Project Arborist and tree protection fencing must be implemented under the Project Arborist's supervision based on these adjustments.

33. 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, and demolition activities. During implementation of 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 and approved by UFMD. Written reports must be submitted to UFMD and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan.
34. 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, UFMD 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 must be approved by UFMD staff prior to planting. The installation of plants not approved by UFMD may require the submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.
35. Invasive Species Management Plan: Forested areas containing 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 in order for the area to be awarded full 10-year canopy credit. At the time of site plan submission the applicant must provide a management plan for review and approval by UFMD specifying the common and scientific name of invasive species proposed for management, 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.
36. Soil Remediation: Soil in planting areas that contain construction debris and rubble, are compacted or are unsuitable for the establishment and long-term survival of landscape plants, 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. 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 UFMD.

37. Transfer of Tree Preservation Plan Information: As a permittee that will convey ownership of forested areas in common open space to the Homeowners Association, the Applicant must, at the time the HOA takes over management of the open space parcels, convey to the HOA any long-term tree and forested area management information that was prepared to satisfy tree conservation plan requirements of the subdivision plan. Information must include data collected for the Tree Inventory, updated to note completion of tree preservation activities required by the Tree Preservation Plan approved with the subdivision plan and any additional work performed for preservation and/or maintenance of trees located in common open space.
38. Trail Location. The Applicant will coordinate the planning, design, and construction of the trail to be constructed by the Applicant on Fairfax County Park Authority (FCPA) property with both UFMD and FCPA. Prior to the first site plan submission, the Applicant will field locate the trail as generally shown on the CDP/FDP and schedule a site visit with both UFMD and FCPA to determine if modifications to the trail alignment are necessary. The final trail location will also be subject to archaeological review, which may require further adjustments to the trail alignment.
39. Archaeological Survey. Prior to any land disturbing activities on the Property, the Applicant must conduct a Phase I Archeological Survey, and if needed, a Phase II Archaeological Survey, solely within the limits of the clearing and grading identified on the CDP/FDP and if determined appropriate by Cultural Resource Management and Protection Section of the Fairfax County Park Authority (CRMP). Archaeological investigation of the disturbed area of the site is to identify and evaluate archaeological resources that are known and predicted to be present within the limits of clearing and grading on the Property. Prior to initiation of a Phase II study, the Applicant's consultant must determine the methodology to be used in the study with CRMP. Such methodology as approved by CRMP, must be utilized by the consultant. Upon completion of Phase II field work, a Phase II Archaeological survey will be submitted to CRMP. If significant archaeological resources are discovered, as determined by CRMP, CRMP must notify Applicant, in writing within thirty (30) days of the on-site meeting to undertake a Phase III data recovery. A research design for the Phase III prepared in consultation with CRMP, including appropriate methodology, must be utilized. Upon completion of the study, an archaeological technical report must be prepared per the Virginia State and Federal guidelines. Any artifacts, photographs, field notes, or other documentation must be contributed to CRMP for curation, with the intent that such artifacts will be available for exhibit in Fairfax County.
40. 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 as reviewed and approved by LDS.

Stormwater management facilities/Best Management Practices ("BMPs") must be provided as generally depicted on the CDP/FDP. The Applicant reserves the right to pursue additional or alternative stormwater management measures provided the same are in substantial conformance with the CDP/FDP. At the time of site plan 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. In order to promote pond safety and enhance water quality, the Applicant will establish a 25-foot wide vegetated buffer around the eastern and southern portions of the pond and add native wetland plants along the existing aquatic bench.

41. Green Building - Single Family Attached Dwelling Units. In support of energy conservation and green building techniques; the Applicant, in consultation with the Environment and Development Review Branch (EDRB) of Department of Planning and Development (DPD), 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 single family attached dwellings on the Property. The Applicant must 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 DPWES and EDRB prior to the issuance of the RUP for each dwelling; 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 DPWES and EDRB from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling; or
 - C. The Applicant reserves the right to utilize an equivalent program in consultation with and approved by the Environmental and Development Review Branch of the DPD prior to the issuance of the first building permit for that townhouse dwelling unit.
42. Noise. The approved units must employ construction measures appropriate to ensure that interior noise is mitigated to levels that do not exceed an average aircraft noise of 45 dBA DNL. At the time of building permit issuance, compliance with these requirements must be certified by an acoustical engineer licensed in the Commonwealth of Virginia.

If requested by the County, the Applicant must conduct post-development interior noise testing. The results of such post-development interior noise testing must be provided to the Environment and Development Review Branch (EDRB) of the

Department of Planning and Development. If requested, the number of tested units must be no more than five (5), which must be dispersed throughout the development.

43. Avigation Easement. Prior to the issuance of the first RUP, the Applicant must dedicate and record an avigation easement to the benefit of the Metropolitan Washington Airports Authority, in form approved by the Office of the County Attorney, indicating the right of aircraft flight to pass over the Subject Property.

CONTRIBUTIONS

44. Recreation Contribution. Prior to site plan approval, the Applicant must contribute \$893 per resident based on the number of single family attached units to the Fairfax County Park Authority for use at off-site recreational facilities intended to serve the future residents of the Sully District, as determined by the Fairfax County Park Authority in consultation with the Sully District Supervisor.
45. Parks and Recreation. Pursuant to Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant must provide the recreational facilities to serve the Application Property as shown on the CDP/FDP. At the time of site plan review, the Applicant must demonstrate that the value of any proposed recreational amenities are equivalent to a minimum of \$1,900 per non-ADU residential unit. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant must contribute funds in the amount needed to achieve the overall proffered amount of \$1,900 per non-ADU residential unit to the Fairfax County Park Authority ("FCPA") for off-site recreational facilities and/or athletic field improvements intended to serve the future residents within the Sully District.
46. School Contribution.
 - a. A contribution of \$12,262 per projected student for the number of units constructed at the rate of .462 students for each single family attached dwelling unit must be made to the Board of Supervisors for transfer to Fairfax County Public Schools (FCPS) and designated for capital improvements at the public schools serving the development. The contribution must be made at the time of the first building permit. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this Proffer, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant must pay the modified contribution amount for the development to reflect the then-current ratio and/or contribution. Concurrent with the submission to Fairfax County for the first building permit related to the development of Tax Map No. 043-4 ((01)) Parcel 16, in accordance with RZ/FDP 2019-SU-009, and the Final Development Plan, dated October 18, 2019, entitled "The Retreat at Westfields", the applicant must notify Fairfax County Public Schools Office of Facilities Planning Services, in writing, that submission has occurred.

- b. In addition to the above contribution, prior to the issuance of the first RUP for each new building constructed on the Property, the Applicant must contribute \$2,500 per dwelling unit to the Board of Supervisors for transfer to FCPS to be utilized for acquisition of property and construction of new schools serving the Property.
47. Traffic Signal Preemptive Devices. Prior to site plan approval the Applicant must contribute \$10,000 to the Capital Project titled Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction for use in the installation of emergency vehicle preemption equipment on traffic signals within the Sully District as determined by the Fire and Rescue Department. The applicant must have no responsibility for installation or maintenance of the preemptive signal devices.

OTHER

48. Temporary Signage. No temporary signs (including “popsicle” style paper, banner signs, or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia must be placed on-site or off-site by the Applicant or at the Applicant’s direction to assist in the initial marketing and sale of homes on the subject Property. Furthermore, the Applicant must direct its agents and employees involved in marketing and/or sale of residential units on the subject Property to adhere to this proffer.
49. Affordable Dwelling Units ("ADUs"). ADUs must be provided in accordance with Part 8 of Article 2 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"). In addition to any ADUs that may be required pursuant to these Proffers, the Applicant must also provide housing units on the Subject Property in accordance with the Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines dated October 15, 2007. Workforce Dwelling Units ("WDUs") must be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than 12 percent (12%) of the total residential units constructed as part of the Proposed Development. If ADUs are provided in the development, the ADUs must be deducted from the total number of dwelling units on which the WDU calculation is based. The Applicant must provide all of the required WDUs priced to serve households with an income of up to 80% of the Area Median Income for the Washington Standard Metropolitan Statistical Area (AMI).
51. Dispersion of ADUs and WDUs. The ADUs and WDUs must be dispersed throughout the rear-loaded units so as not to concentrate all ADUs or WDUs within one location within the development.

52. Escalation in Contribution Amounts. All monetary contributions required by these proffers, including as provided in Proffer 13, must escalate on a yearly basis from the base year of 2019, and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Virginia State Code Section 15.2-2303.3. 3.
53. 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.
54. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control proffered improvements such as, but not limited to, transportation, publicly accessible park areas, off site easements, have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations, VDOT approval for traffic signals, necessary easements and/or site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these proffered improvement(s).
55. 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.
56. 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.

SIGNATURES TO FOLLOW ON NEXT PAGE

Westfields Venture, L. P.
Owner of 43-4((1))16

BY: Akridge Administrative Partner, LLC
a Delaware limited liability company

BY: JACo Manager, Inc.
a Delaware corporation,
Its managing member

BY: _____
Name: Matthew J. Klein
Title: President

Elm Street Communities, Inc.
Applicant/Contract Purchaser of 43-4 ((1)) 16

BY: _____
Name: James L. Perry
Title: Regional Partner / Vice President