

County of Fairfax, Virginia
Planning Commission Meeting
May 24, 2023
Planning Commission Action

PCA 2002-HM-043-005/CDPA 2002-HM-043-004 (RZPA 2022-DR-00058)
CONCURRENT WITH FDPA 2002-HM-043-007 (RZPA-2022-DR-00059) -
ARROWBROOK CENTRE, LLC
(Dranesville District)

PLANNING COMMISSION RECOMMENDATIONS:

On May 24, 2023, at the Planning Commission voted 12-0 to recommend to the Board of Supervisors approval of the following:

- PCA 2002-HM-043-005 and CDPA 2002-HM-043-004, subject to the execution of proffered conditions consistent with those dated May 8, 2023;
- Modification to allow a parapet wall, cornice or similar projection to exceed the established height limit by more than three (3) feet;
- Modification of the use limitation in the PDC District to allow the residential GFA (secondary use) to exceed 50 percent of principal uses in the development in accordance with that shown on the CDPA and the proffers;
- Modification of the minimum number of loading spaces;
- Waiver of the 600-foot maximum length for a private street in favor of what is shown on the CDPA;
- Waiver of the transitional screening and barrier requirements between uses within the Property and to uses adjacent to the north as well as between uses within the development;
- Waiver of the interior parking lot landscaping and peripheral parking lot landscaping requirements for temporary, interim surface parking lots prior to construction of permanent parking garages and buildings;
- Modification to allow a trellis or vegetated arbor to satisfy the interior parking lot landscaping and/or 10-year canopy tree cover requirements for above-ground parking structures; and
- Modification of minimum 200-foot setback from DAAR for residential buildings to a minimum of 71 feet, as shown on the CDPA.

In a related action, the Planning Commission voted 12-0 to approve FDPA 2002-HM-043-007, subject to the development conditions dated May 10, 2023, and subject to the Board of Supervisors' approval of the concurrent PCA and CDPA applications.

ATTACHED DOCUMENTS:

Proffered conditions dated May 8, 2023

Development conditions dated May 10, 2023

SS

**ARROWBROOK CENTRE - LAND BAY A
PROFFERED CONDITION AMENDMENT APPLICATION
PCA 2002-HM-043-005**

**PROFFER STATEMENT
May 8, 2023**

Proffered Condition Amendment Application PCA 2002-HM-043-05 (the "**PCA Application**") has been filed on behalf of Arrowbrook Centre, LLC ("**Applicant**" and title owner of parcels 5, 6 and 1A2) and Pulte Home Company, LLC (as title owner of parcels 7C and 11, together with the Applicant, the "**Owner**") on approximately 9.6835 acres of land identified as Fairfax County Tax Map Parcels 16-3 ((20)) 0001A2, 0005, and 0006, 0007C (part) and ((27))-0011 (part) and known as "Land Bay A" of Arrowbrook Centre (collectively, the "**Land Bay A Subject Property**"). The Land Bay A Subject Property consists solely of Arrowbrook Centre Land Bay A and is separate and distinct from the remainder of the 54-acre Arrowbrook Centre planned development (the "**Arrowbrook Centre PDC**"). The Land Bay A Subject Property is located south of the Dulles Airport Access Road, generally west of Centreville Road, north of Fairfield Ridge Avenue, east of Lee Farnum Street and is zoned to the Planned Development Commercial ("**PDC**") District.

Pursuant to Sect. 15.2-2303(A) of the Code of Virginia (1950), as amended, and the applicable sections of the Zoning Ordinance of Fairfax County, as amended, the Applicant, on behalf of itself and its successors and/or assigns, hereby proffers that development of the Land Bay A Subject Property will be in accordance with the following conditions if, and only if, the PCA Application, as proposed by the Applicant, is approved by the Board of Supervisors (the "**Board**"). If the PCA Application is approved by the Board, certain proffered conditions identified below will replace and supersede several of the existing proffered conditions applicable to the Land Bay A Subject Property. All other proffered conditions accepted previously in PCA 2002-HM-043-02 for Land Bays A, B, C and D and dated May 23, 2016 and PCA 2002-HM-043-04 for Land Bays B2 and A1 and dated February 24, 2020 (collectively, the "**Existing Proffers**" as amended with this PCA Application, the "**Proffers**") will remain in effect and be unchanged for the Land Bay A Subject Property, unless expressly modified below. In the event this PCA Application is denied by the Board, the proffered conditions below will immediately be null and void and all Existing Proffers accepted in PCA 2002-HM-043-02 and PCA 2002-HM-043-04 will remain in full force and effect.

The following changes pertain to the Land Bay A1 Subject Property only and will modify the Existing Proffers only with respect to the Land Bay A Subject Property, as described below.

Existing Proffer 1 is amended as to the Land Bay A Subject Property as follows:

1. **Development Plan**. Subject to the Proffers and the applicable provisions of the Zoning Ordinance, the Land Bay A Subject Property will be developed in substantial conformance with the proffered elements of the Conceptual Development Plan Amendment 2002-HM-043-04 for Land Bay A of Arrowbrook Centre (the "CDPA") consisting of 26 sheets dated June 21, 2022 as revised through April 17, 2023 and prepared by Pennoni Associates Inc., as further modified by these Proffers.

Reaffirm Existing Proffer 2, which will remain unchanged.

Existing Proffer 3 is amended as to the Land Bay A Subject Property as follows:

3. **Land Bays.** The Land Bay A Subject Property consists of all of the original land bays which are identified on the CDPA as Land Bay A. This Application does not include the land bays of the Arrowbrook Centre PDC identified as Land Bays B, C, D, E, F and G (the Applicant improved Land Bays E, F and G with recreation facilities and dedicated them to the Fairfax County Park Authority). Development of each land bay and sub-land bay may proceed in any order, provided that all Proffers that apply to such land bay or sub-land bay are addressed with the development of that land bay or sub-land bay and consistent with the associated final development plan.

Reaffirm Existing Proffers 4, 5 and 6, which will remain unchanged.

Existing Proffer 7 is amended as to the Land Bay A Subject Property to revise the first sentence only as follows:

7. **Final Development Plan Information.** Final Development Plan Amendment application FDPA 2002-HM-043-07 has been filed concurrently with this PCA Application on Land Bay A2/A3. For all other future FDP and FDPA applications covering any portion of the Land Bay A Subject Property that are not filed concurrently with this PCA Application, the following tabulations and information will be provided:
 - A. A tabulation indicating the status of development on the entire Arrowbrook Centre PDC. The tabulation will include a listing of all existing and proposed buildings, along with the GFA and uses approved on the CDPA, all approved FDPs and any approved site plans. The tabulation will identify the reassignment of any GFA within and between land bays and buildings (as compared with what was originally shown on the CDPA) as permitted by these Proffers, exclusive of Land Bay G and the Excluded Portion of E-F, and will be updated with each subsequent FDP, FDPA and site plan approved for the Arrowbrook Centre PDC.
 - B. A tabulation indicating the tree canopy calculations of the entire Arrowbrook Centre PDC, which will be updated with each subsequent FDP, FDPA and site plan approved for the Arrowbrook Centre PDC.
 - C. A copy of any previous Transportation Demand Management ("TDM") Annual Report to determine progress toward attaining TDM goals and any planned modifications to the TDM program; and a comparison of the trip generation based on the Institute of Traffic Engineers, 9th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation"), associated with the FDP or FDPA compared to those uses reflected for that land bay in the "Transportation Operations Study" prepared by Pennoni, dated December 8, 2015, as revised in the March 9, 2016 Addendum.
 - D. List of proposed uses and demonstration of how such uses meet the applicable "Use Limitations" of the PDC District.

- E. Architectural elements and maximum building heights.
- F. Graphic depiction and refinements of, and any adjustments to streetscape elements.
- G. Proposed parking garage façade treatments for above-ground parking structures.
- H. Landscape plans.
- I. Provision of a preliminary utility plan overlaid over the landscape plan.
- J. Identification of specific proposed phased improvements.
- K. Depiction of any special amenity features.
- L. Bicycle parking and storage.
- M. Refinement of the number of proposed parking structures and spaces.
- N. Identification of specific stormwater management facilities.
- O. Location of existing and proposed utilities to serve the area subject to such FDP, FDPA or site plan.
- P. Vehicular sight distance lines at all intersections along Arrowbrook Centre Drive adjacent to the area subject to such FDP, FDPA or site plan based on existing posted/design speeds as well as future design speeds.

Existing Proffer 8 is amended as to the Land Bay A Subject Property as follows:

- 8. **Fire Marshal.** The Applicant has coordinated the layouts depicted on the CDPA filed for Land Bays A and on the concurrent FDPA filed for Land Bay A2/A3 with the Fire Marshal. Further changes to the CDPA, the FDPA and future FDPs will be permitted in response to the review of site plans by the Fire Marshal, including adjustments to streets, alleys, streetscapes, locations of buildings, vehicular and pedestrian access, landscaping and perimeter building areas as necessary to allow for required emergency vehicle access, provided such modifications are made in consultation with the Fairfax County Department of Planning and Development ("DPD") and the Fairfax County Department of Transportation ("FCDOT") and are in substantial conformance with the intent of the CDPA, FDPA, FDPs and these Proffers. Any landscaping relocated and/or replaced pursuant to this Proffer will be of comparable size and type of landscaping subject to approval by the Urban Forestry Management Division ("UFMD").

Existing Proffer 9 is amended as to the Land Bay A Subject Property as follows:

- 9. **Uses.** As generally depicted on Sheet 7 of the CDPA, multifamily residential use will be allowed on Land Bays A2/A3, office and retail uses will be allowed on Land Bays A1, A5 and A6, while hotel and retail uses will be allowed on Land Bays A4. All secondary uses, accessory uses, home occupations and/or accessory service uses as defined in the Zoning

Ordinance, including business centers inside residential buildings, will also be permitted on the Land Bay A Subject Property provided they are in substantial conformance with the CDPA and the use limitations of the Zoning Ordinance. Pursuant to the applicable provisions of the Zoning Ordinance, any secondary use not specifically designated on an approved FDP may be permitted with approval of an SE. The Applicant reserves the right to establish interim uses on one or more of the land bays subject to this CDPA prior to the approval of an FDPA for any such land bay albeit subject to the provisions of Proffer 77.

Reaffirm Existing Proffer 10, which remain unchanged.

Reaffirm Existing Proffers 11 through 21, which will remain unchanged.

Existing Proffer 22 is amended as to the Land Bay A Subject Property as follows:

22. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management ("TDM") program that shall be implemented by the Applicant or Arrowbrook Management Corporation (the "POA" as described in Proffer 62) to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential and office uses constructed on the Subject Property.

A. Definitions. For purposes of this Proffer, "Stabilization" shall be deemed to occur one (1) year following issuance of the last initial RUP or Non-RUP for the final new building to be constructed on the Subject Property ("Build Out"). "Pre-stabilization" shall be deemed to occur any time prior to Stabilization. "Metro" shall be deemed to occur one (1) year following the opening of the Innovation Silver Line Station.

B. Transportation Demand Management Plan. The Applicant shall submit to FCDOT a Transportation Demand Management Work Plan (the "TDM Work Plan") for its approval prior to issuance of the first RUP for the Subject Property. The proffered elements of the TDM program as set forth below shall be more fully described in this TDM Work Plan. If FCDOT has not approved the TDM Work Plan, or otherwise responded in writing to the Applicant with any comments on the TDM Work Plan, within forty-five (45) days after its receipt of the TDM Work Plan, then the TDM Work Plan shall be deemed to have been approved, and the Applicant may proceed to bond and pull all permits required for construction in accordance with the approved site plan for the applicable land bay. It is the intent of this Proffer that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the Subject Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Work Plan continues to

reflect the proffered elements of the TDM program as set forth below. As used in this Proffer, the terms "TDM Work Plan" and "TDM Plan" shall be interchangeable after the TDM Work Plan has been approved.

- C. Transportation Management Association ("TMA"). The Applicant shall continue to participate in the Dulles Area Transportation Association ("DATA") or other such TMA established in the area.

- D. Trip Reduction Goals. The objective of the TDM Plan shall be to reduce the number of weekday peak hour single occupancy vehicle (SOV) trips generated by the residential and office uses located within the Subject Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Work Plan. In addition, implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Subject Property.
 - (i) Baseline. The baseline number of weekday peak hour residential and office vehicle trips for the proposed units within the Subject Property against which the TDM Goals (as defined in subparagraph D.(ii)) will be measured upon the number of residential units site plan approved, constructed and occupied on the Subject Property as part of the proposed development at the time traffic counts are conducted in accordance with subparagraph H. or as qualified below and using the trip generation rates/equations applicable to such residential and office uses as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition for Land Use Code= 710, 220, and 230. In the event at Build Out (as defined above), the Applicant has constructed fewer than 1,130 multifamily and single-family attached residential units or less than 630,000 gross square feet of office uses as part of the proposed development, then the Baseline Trip generation numbers applicable upon Build Out shall be reduced.

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

After Metro % (before Metro %)

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

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

Use	Within ½ mile	Outside ½ mile
Residential	A2/A3, B1, B2, C2	C1, D1, D2, D3
Office	A1	A5,A6

E. Process of Implementation. The TDM program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein, as coordinated with FCDOT, can be made without requiring a PCA.

- (i) TDM Program Manager. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager ("TPM") for the Subject Property. If not previously appointed, the TPM shall be appointed by no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Subject Property. The TPM duties may be part of other duties associated with the appointee. The TPM shall notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter the TPM shall do the same within ten (10) days of any change in such appointment.
- (ii) Annual Report and Budget. Beginning with the first full calendar year following issuance of the first RUP or Non-RUP for a building on the Subject Property, and in every calendar year thereafter, the TPM shall submit to FCDOT an Annual Report based on a report template provided by FCDOT. Such Annual Report shall be filed with FCDOT no later than May 15 following the end of the calendar year which such Annual Report covers. The Annual Report shall include an Annual Budget for the TDM Plan both for the immediately prior calendar year and the subsequent calendar year, and it shall identify and describe any new construction in progress or planned to occur within the next six (6) months, on the Subject Property. The Annual Report shall also identify any changes implemented or planned for the TDM Plan.

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

with FCDOT and begin implementation of the approved program and fund the approved Annual Budget.

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

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

- (v) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within Arrowbrook Centre. As defined in the chart in subparagraph D.(iii) above, such contributions shall be made one time, on a building by building basis, at a rate of \$0.02 per gross square foot located within a half-mile of the Innovation Center Metrorail Station and \$0.01 per gross square foot located outside a half-mile of the Innovation Center Metrorail Station for new office or residential uses to be constructed on the Subject Property and provided prior to the issuance of the first RUP or Non-RUP for each individual building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Subject Property.

- (vi) Account Consolidation. The TPM may deposit and maintain funds contributed or allocated to the TDM Remedy Fund or to the TDM Incentive Fund to the TDM Account and maintain such funds in the same account as long as the TPM maintains separate accounts for each such fund.

- (vii) Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts shall be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts shall be conducted for the Subject Property beginning one year following the last RUP to be issued in Sub-Land Bays B1 and C1 after the preparation of the TDM Work Plan. Person Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected annually until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goals for the Subject Property have been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding subparagraph G. below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

F. Remedies.

- (i) If the Maximum Trips After Reduction for the Subject Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM shall meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and Annual Report and Annual Budget.
 - a. Such remedial measures shall be funded by the TDM Remedy Fund, as may be necessary, and based on the expenditure program that follows:

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

- b. There is no requirement to replenish the TDM Remedy Fund at any time. As outlined in Proffer 62, the Applicant shall transfer any funds remaining in the TDM Remedy Fund to the POA or successor developer/management company for TDM purposes.
- G. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.
- H. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined in Proffer 22.F. the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Subject Property and set a revised lower goal for the Subject Property consistent with the results of such surveys and vehicular traffic counts provided by this Proffer. In the event a revised lower goal is established for the Subject Property, the Maximum Trips After Reduction shall be revised accordingly for the subsequent review period without the need for a PCA.
- I. Continuing Implementation. The TPM shall bear sole responsibility for continuing implementation of the TDM program and compliance with this Proffer. The TPM shall continue to administer the TDM program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
- J. Notice to Owners. All owners of the Subject Property shall be advised of the TDM program set forth in this Proffer. The then current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM program, including the annual contribution to the TDM program (as provided herein), shall be included in all initial and subsequent purchase documents.
- K. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicant shall be subject to a penalty of \$50 per day not to exceed \$18,250 for any one incident. Such penalty shall be payable to Fairfax County.

- L. Retail and Hotel Uses. Certain components of the TDM Plan are applicable to and will benefit retail/hotel uses on the Subject Property; therefore, the Applicant shall provide an element of the TDM program that is tailored to specifically serve the Retail/Service/Hotel Uses (the "Retail/Service/Hotel TDM Program"). In no event will monitoring or penalties be assessed against the retail/service/hotel uses which may be established on the Subject Property.

Existing Proffer 23 is amended as to the Land Bay A Subject Property as follows:

- 23. Phasing. Prior to the issuance of a RUP for any residential use constructed on the Land Bay A Subject Property, at least one of the following events must have occurred:
 - a. The Applicant has executed a written lease agreement with a term of not fewer than ten (10) years with a charitable organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and such lease agreement must obligate the lessee to establish interim uses, on all of Land Bays A1, A4, A5, and A6, including construction of a cumulative total of at least 5,000 square feet of interim uses, and to commence such interim uses no later than four (4) years after approval of this Application; or
 - b. The site improvements for at least one (1) interim use must be constructed on any of Land Bays A1, A4, A5 or A6 and lighting must be installed on a segment of the existing trail located on Land Bay A1 as depicted on Exhibit A. For purposes of this Proffer, "interim use" will include all interim uses permitted in accordance with Proffer 77, including, but not limited to, those interim uses shown on Sheet 24 of the CDPA/FDPA (e.g., a pedestrian street for a farmers market, entertainment and food trucks or community gardens; or
 - c. A minimum of 1,500 square feet of non-residential use must be constructed or under construction on the Land Bay A Subject Property. For purposes of this Proffer, "under construction" shall be defined as having completed four levels of columns and beams, or if the building is less than four (4) levels, all levels of the columns and beams, necessary for its construction.

The Applicant reserves the right to provide surface parking spaces to be located in land bays or within building footprints yet to be developed, in lieu of structured parking spaces, as long as the number of such spaces is otherwise in conformance with the CDPA/FDPA and all other applicable requirements are met and interim street tree plantings are installed as set forth in Proffer 27 below.

Reaffirm Existing Proffers 24 through 29, which will remain unchanged.

Existing Proffer 30 is amended as to the Land Bay A Subject Property as follows:

- 30. Bicycle Parking and Storage. Bicycle racks, lockers and/or storage areas will be provided to serve the buildings developed within the Land Bay A Subject Property with the specific amounts and locations finalized prior to site plan approval consistent with Fairfax County

Policy Guidelines, in consultation with the FCDOT Bicycle Coordinator or designee. Such facilities will be installed prior to the issuance of the first RUP or Non-RUP for the respective building. Bicycle racks located outside of buildings and inside parking garages may be inverted U-style racks or other design approved by FCDOT and will be provided near retail areas.

Reaffirm Existing Proffers 31 through 46, which will remain unchanged.

Existing Proffer 45 is amended as to the Land Bay A Subject Property as follows:

45. **Noise Attenuation.** The Applicant commits to meeting the Comprehensive Plan guidance which ensures that no new residential use or other noise sensitive use, including hotel units, shall be exposed to transportation generated noise levels in excess of 45 decibels A-weighted (dBA) Ldn for interior areas. No new office or retail uses shall be exposed to transportation generated noise levels in excess of 50 dBA Ldn for interior areas, and no outdoor recreation areas shall be exposed to transportation generated noise in excess of 65 dBA Ldn, provided these limitations must not apply to interim uses as defined in Proffer 77. The Applicant has submitted a preliminary Traffic Noise Impact Analysis ("Noise Study"), prepared by Polysonics Acoustics & Technology Consulting, dated January 12, 2016. This analysis evaluates noise impacts associated with the Dulles Airport Access Road and Centreville Road. The analysis concludes that no portion of the site will be affected by noise levels in excess of 75 dBA Ldn.

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

- A. In order to reduce interior noise to a level of 45 dBA Ldn, dwelling units and hotel units anticipated by the study to be impacted by traffic noise through windows and walls having levels projected to be greater than 70 dBA Ldn shall employ the following acoustical measures:
- (i) Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 45. Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels above 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have an STC rating of up to 45 as dictated by the percent of glass. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.

- B. In order to reduce interior noise to a level of 45 dBA Ldn, dwelling units and hotel units anticipated by the study to be impacted by highway noise having levels projected to be between 65 and 70 dBA Ldn, shall be constructed with the following acoustical measures:
 - (i) Exterior walls should have a laboratory STC rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 65 to 70 dBA Ldn. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have an STC rating of up to 39 as dictated by the percent of glass. All surfaces should be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.
- C. The Applicant shall provide noise attenuation measures as determined necessary from the acoustical analysis to ensure that traffic and transit related noise shall not exceed 65 dBA Ldn in the non-interim outdoor recreation areas.
- D. The Applicant shall provide noise attenuation measures as determined necessary from the acoustical analysis to ensure that interior non-interim office and retail spaces anticipated to be impacted by traffic noise interior noise to a level not to exceed 50 dBA Ldn.
- E. Future residents shall be provided with disclosure of the proximity to Dulles Airport and the potential of hearing airplane flyovers at this site even though the airplane noise levels do not exceed the noise threshold recommended by the FAA and the County.

Reaffirm Existing Proffer 46, which will remain unchanged.

Existing Proffer 47 is amended as to the Land Bay A Subject Property as follows:

- 47. **Stormwater Management.** The Applicant will utilize BMP/LID facilities for the Land Bay A Subject Property in general accordance with CDPA Sheet 18 (the "SWM DIVIDE MAP") and CDPA Sheets 19 through 22 (the SWM and BMP narratives and computations). These BMP/LID facilities may include, but are not limited to, bio-retention or bio-filtration facilities (e.g. Bio-retention Basin/Filters, SWM Bio-retention Planters, Urban Bio-retention Tree Pits), vegetated roofs, underground manufactured BMPs, and tree box filters (e.g. Filterra or a similar type). The final number, exact locations, extents, types and sizes of the BMPs and LID facilities will be refined with each FDP and ultimately determined at the time of site plan approval as long as they achieve the goals identified on the SWM/LID Plan, as approved by DPWES and as further described below.
 - A. Land Bay A falls within the western portion of the overall Arrowbrook Centre site that drains to the Dulles Station Regional Pond. Consequently, the Applicant will integrate a combination of on-site BMPs/LIDs to achieve a 50 percent phosphorus removal rate. If during final engineering it is deemed impracticable to achieve a 50 percent on-site phosphorus removal rate as agreed to by DPWES, the Applicant will be allowed to achieve up to a 5 percent phosphorus removal water quality credit from the off-site Dulles Station Regional Pond toward the 50 percent phosphorous

removal objective. In addition, the Applicant may incorporate additional BMPs/LIDs within the portion of the site draining to the Arrowbrook Pond to compensate for the decrease below 50 percent in on-site phosphorus removal from such western portion of the site.

- B. During the submission of final site plans, the Applicant may modify the number, exact locations, extent, types and sizes of BMP/LID facilities from that shown on the SWM/LID Plan to achieve the level of treatment expressed in the BMP Computations and develop equivalent practices for pollutant load reduction capabilities to compensate for reductions and/or changes in treatment areas. Nothing herein will prevent reducing treatment areas through the use of BMP/LID practices or facilities with greater pollutant removal capabilities. Virginia Department of Environmental Quality ("DEQ") BMP Clearinghouse Specifications will be allowable for the design of the BMP/LID facilities included in the development site.
- C. The Applicant will establish private maintenance agreements for all BMP/LID facilities constructed on the Land Bay A Subject Property.
- D. The Applicant reserves the right, in its sole discretion, to complete the stormwater management and BMP/LID facilities described in this Proffer as one or more separate site plans. If the Applicant pursues separate site plans for such facilities and, in doing so, this prevents the Applicant from achieving the 50 percent phosphorous removal rate (due to insufficient design or inaccurate preliminary assumptions), plan revisions and/or site reconstruction will not necessarily be deemed "impracticable" for purposes of subparagraph A. above, but will be considered in the overall context of the pending site plan.

Reaffirm Existing Proffer 48, which will remain unchanged.

Existing Proffer 49 is amended as to the Land Bay A Subject Property as follows:

49. **Environmental Design Practices for High-Rise Multi-Family Residential in Sub-Land Bay A2/A3.** The Applicant will comply with the following environmental design requirements of this Proffer in the construction of any multi-family residential building on the Land Bay A Subject Property containing one or more residential dwellings and whose building elevation exceeds four (4) stories:

- A. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version at the time of the building's registration of the USGBC's Leadership in Energy and Environmental Design New Construction ("LEED-NC") rating system, or at the Applicant's option, other equivalent rating system determined to be applicable to the building in consultation with EDRB. A LEED-accredited professional ("LEED-AP") who is also a professional engineer, licensed landscape architect, or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list

will meet at least the minimum number of credits necessary to attain LEED certification of the project.

- B. Should the Applicant elect to use the LEED system in lieu of an equivalent program, the Applicant will designate the Chief of the EDRB as a team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
- C. Prior to building plan approval, the Applicant will submit documentation to EDRB regarding the USGBC's preliminary review of design-oriented credits in the LEED program, should the Applicant elect to use the LEED system in lieu of an equivalent program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to final bond release on the site plan for development of the building, the Applicant will provide documentation to EDRB demonstrating the status of attainment of at least LEED certification from the USGBC for the building.
- D. If the USGBC review of design-oriented credits indicates that the project is not anticipated to attain a sufficient number of design-oriented credits to support attainment of LEED Silver certification, the Applicant will post a "green building escrow" in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00 per square foot of GFA. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification, by the USGBC, under the most current version at the time of the building's registration of the LEED-NC rating system or other LEED rating system determined by the USGBC. The provision to EDRB of documentation from the USGBC that the building has attained LEED certification will be sufficient to satisfy this commitment.

Reaffirm Existing Proffers 50 and 51, which remain unchanged.

Reaffirm Existing Proffer 51, which will remain unchanged.

Existing Proffer 52 is amended as to the Land Bay A Subject Property as follows:

52. Electric Vehicle Charging Stations. Each parking structure in Land Bay A will be designed to support the future installation of Level 2 electric vehicle ("EV") charging infrastructure for a minimum of two percent (2%) of the spaces within each such structure and may provide additional infrastructure if supported by the market. The Applicant will install as part of the initial construction of the parking structure for the multifamily residential use in Land Bay A2/A3, at least four (4) EV charging stations. The Applicant will include within the site plan and building plan submissions, as applicable, for buildings in Land Bay A with associated parking

structures, the identification of parking spaces within the parking structure that will be EV-ready, as well as information demonstrating the following, to the satisfaction of LDS:

That conduits with pull strings and access points will be installed sufficient to support the future installation of a EV charging station at each of the EV-ready spaces;

That electric load estimates prepared for the residential and non-residential uses will account for EV-ready spaces. Estimates can calculate a cumulative load, where EV-ready load is added to the building service load, or, alternatively, the building permit plans can demonstrate that the building service load can accommodate EV-ready loads for the EV-ready spaces identified above;

That the electrical room for the residential and non-residential uses will be sized to support future electrical capacity expansions for a Level 2 EV charging station for each identified space within the parking structure, including empty panel space for EV charging that could ultimately be connected with pull string conduits to the EV-ready parking spaces; and

Existing Proffer 53 is amended as to the Land Bay A Subject Property as follows:

53. **Sidewalks.** Sidewalks will be provided throughout the interior of the Land Bay A Subject Property connecting the various buildings and garages as generally shown on CDPA Sheet 7. Painted or other pedestrian crossings, as determined by the Applicant, will be provided at major street intersections within the interior of the Land Bay A Subject Property as shown on the CDPA.

Reaffirm Existing Proffers 54 and 55, which will remain unchanged.

Existing Proffers 56 and 57 are amended as to the Land Bay A Subject Property as follows:

56. **Open Spaces.** Provision of parks, plazas, pocket parks, courtyards, terraces and similar public, publicly-accessible and private open space areas will be in substantial conformance with the concepts, locations and minimum acreages depicted on CDPA Sheet 13 as further defined in these Proffers. These areas may be adjusted at the time of FDP and site plan approval to allow for final engineering and design considerations. For the publicly-accessible open space areas that are privately owned, the Applicant will provide public access easements in a form approved by the County Attorney and which reserve to the Applicant the right to reasonably restrict access to limited times for special events, security, maintenance and repairs and/or safety purposes. The Applicant may establish reasonable rules and regulations for the publicly-accessible areas provided, however, that such public areas generally are open on a daily basis from dawn until dusk (10:00 p.m. if lighted).
57. **Recreational Facilities.** The Applicant will comply with the applicable provisions of the Zoning Ordinance regarding developed recreational facilities for the residential uses on the Subject Property. The Applicant proffers the minimum expenditure for the recreational facilities will be \$1,900.00 per non-ADU residential unit with the understanding that previous expenditures for construction by the Applicant of the existing recreation facilities in Arrowbrook Centre Park constructed and dedicated by the Applicant on Land Bays E-F

within the Arrowbrook Centre PDC, the construction of the dog park and pedestrian mews on Land Bays B1, C1, and D1, and the future costs of construction by the Applicant of the Off-Site DTR Trail will all count toward this Zoning Ordinance requirement. In the event this amount is not expended on-site by the Applicant, then the residual amount will be contributed to FCPA and may be used by FCPA for recreation facilities in the immediate area. The Applicant will also receive credit for the on-site recreational facilities within the Land Bay A Subject Property, which will include, but not be limited to, swimming pools and trails.

Existing Proffer 58 does not apply to the Land Bay A Subject Property.

Existing Proffer 59 is amended as to the Land Bay A Subject Property as follows:

59. Public Schools Contribution.

- A. Public Schools Cash Contribution. Prior to the issuance of the first building permit for a building containing a residential unit developed pursuant to a site plan for a portion of the Land Bay A Subject Property, the Applicant will pay the sum of \$14,956 multiplied by the number of students projected to be generated by the residential units in such building. The Applicant will pay such sum to the Board for transfer to Fairfax County Public Schools ("FCPS") to be utilized for capital improvements and capacity enhancements at the schools where students generated by those residential units will attend. Such contribution will be computed based upon a projected number of students to be generated by the dwelling units developed pursuant to such site plan using student yield ratios of .061, .019 and .028 per mid/high-rise multi-family unit for elementary, middle and high school, respectively.
- B. Public Schools Acquisition of Property and Construction Cash Contribution. Prior to the issuance of the first Residential Use Permit (RUP) for each new residential building constructed on the Land Bay A Subject Property and prior to the issuance of each RUP for each new housing unit, the Applicant shall contribute \$1,250 per housing unit to the Board of Supervisors for transfer to FCPS to be utilized for the acquisition of property and construction of new schools serving the Land Bay A Subject Property.
- C. Adjustment to Contribution Amounts. 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 shall pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution. The contributions set forth in this Proffer shall not be subject to escalation as described in Proffer 73.
- D. Notification. The Applicant will mail a certified letter to the Fairfax County Public Schools Office of Facilities Planning Services in the Department of Facilities and Transportation Services to advise them when a site plan has been filed for the Land

Bay. The Applicant will provide to the County a copy of such letter and the postmarked receipt from the U.S. Postal Service to confirm it has been mailed.

Reaffirm Existing Proffers 60 through 61H, which will remain unchanged.

Reaffirm Existing Proffers 62 through 76, which will remain unchanged.

Add a new Proffer 77:

77. **Interim Uses.** The Applicant reserves the right to commence and conduct on all or any portion of Land Bays A1, A4, A5, or A6, as an interim use any (collectively, the “Interim Uses”) any one or more of the following principal or secondary uses as permitted in the PDC District:

- (1) All Agricultural and Related Uses
- (2) All Public, Institutional and Community Uses
- (3) All Commercial Uses except for the Catering, Restaurant, Restaurant Carryout, Office, Business Service, Personal Service, Quasi-Public Park, Playground or Athletic Field and Retail Sales - General
- (4) All Industrial Uses except for Warehouse, Wholesale Facility and Production or Processing
- (5) All Accessory Uses
- (6) All Temporary Uses

The Interim Uses must comply with the applicable use standards, must be consistent with the general character of the plan shown on Sheet 24 of the CDPA and must not require approval of an FDP or FDPA.

Add a new Proffer 78:

78. **Innovation Trail Invasives Management Plan.** The Applicant will submit an Invasives Management Plan during the Land Bay A2/A3 site plan review process, for review and approval by UFMD for the portion of the Land Bay A Subject Property adjacent to the Innovation Trail. The Invasives Management Plan shall provide for the removal of the existing invasive plants from those areas on the Land Bay A Subject Property and for the future management of such areas to prevent/remove future invasive plants.

Add a new Proffer 79:

79. **Native, Non-Invasive Species.** All landscaping provided must be (i) native to the mid-Atlantic region to the extent feasible, and must be non-invasive (meaning the Applicant must not use any plant species identified in the 2014, or latest version, of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation), and (ii) installed using natural landscaping techniques. The Applicant reserves the right, in consultation with and approval by UFMD, to modify the exact species to be used, such as when plant materials are not available or have been deemed

by UFMD to no longer be appropriate.

Add a new Proffer 80:

80. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will include bird-friendly design elements, as determined by the Applicant, in the design plans of the building on the Subject Property. The bird-friendly design elements may include, but are not limited to, the use of (i) window glazing such as (a) a surface texture that breaks up continuous reflections, minimizing or eliminating the “mirror” glass effect (such as textured glass, channel glass, and etched glass) and/or (b) a bird-safe pattern or design within the glass, and (ii) lighting practices that reduce the total light emitted from non-residential buildings from 11:00 p.m. until sunrise such as exterior building fixtures that are not necessary for safety, building entrances, and circulation could be automatically shut off during these times with manual override capability provided for occasional after-hours use. Lighting practices could include, but not be limited to, the following for non-residential buildings:

- Extinguish or dim exterior or decorative lighting on any non-residential multi-story buildings, including spotlights, logos, lighted clock faces, greenhouses, and antennae lighting.
- Extinguish or dim lobby lighting.
- Minimize lighting in perimeter rooms at all levels of a building.
- Use timers to ensure that lighting is used only when needed, if at all.
- Install motion-sensitive lighting.
- Use lower-intensity lighting where possible.
- In outside public areas where light is needed for public safety, avoid “light trespass” by using light fixtures that direct the light downward to where it is needed, rather than directing the light horizontally and/or upward.
- Use desk lamps or task lighting for security desks and workstations, where practical, rather than overhead lights.
- Schedule cleaning crews to work during daylight or early evening hours prior to 11:00 p.m.
- Avoid illuminating interior plants or fountains.
- Use “zone capable” interior lighting systems that allow selected areas to be illuminated rather than all areas of an interior space.
- Draw curtains or blinds to reduce light escape.
- Articulated building facades with different grids of punch opening components.

These elements will be specifically identified in the building permit submission set. Nothing herein will require the Applicant to obtain a bird-friendly LEED credit. Upon the issuance of a

building permit, the provisions of this Proffer will be deemed satisfied.

Add a new Proffer 81:

81. Soil Remediation. Soils 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.

Add a new Proffer 82:

82. Tree Planting Installation Observation. The registered landscape architect of record, will be on-site during all critical phases of landscape work, including, but not limited to, soil preparation, compacted soil remediation, structural cell technology installation, bio-retention basin plantings, plant delivery, “heeling in” of plants (if not immediately planted), preparation to plant (discard wires, tags and wrappings, eliminate girdling roots etc.), planting (with specific attention paid to planting depths and planting space widths, irrigation installation and schedules, substitution requests to be submitted to UFMD, spacing (from signs and light poles) and final bond release inspection with UFMD to verify plant material quantities and quality. The landscape architect of record must report each of these activities in a report form to SDID and UFMD, and the schedule and method of reporting must be detailed at the time of final site plan submittal.

Add a new Proffer 83:

83. Watering. The Applicant will water the planting and landscaping materials shown on each landscaping plan, as needed, for a period of one-year following the installation of such landscaping.

[SIGNATURES ON THE FOLLOWING PAGE]

ARROWBROOK CENTRE, LLC, a Virginia
limited liability company
*Applicant and Title Owner of Parcels
16-3 ((20)) 1A2, -5 and -6*

By: _____
Jeffrey J. Fairfield, Manager

PULTE HOME COMPANY, LLC, a Michigan
limited liability company
*Title Owner of Parcels 16-3 ((20)) 7C (part) and
16-3 ((27)) 11 (part)*

By: _____

Name: _____

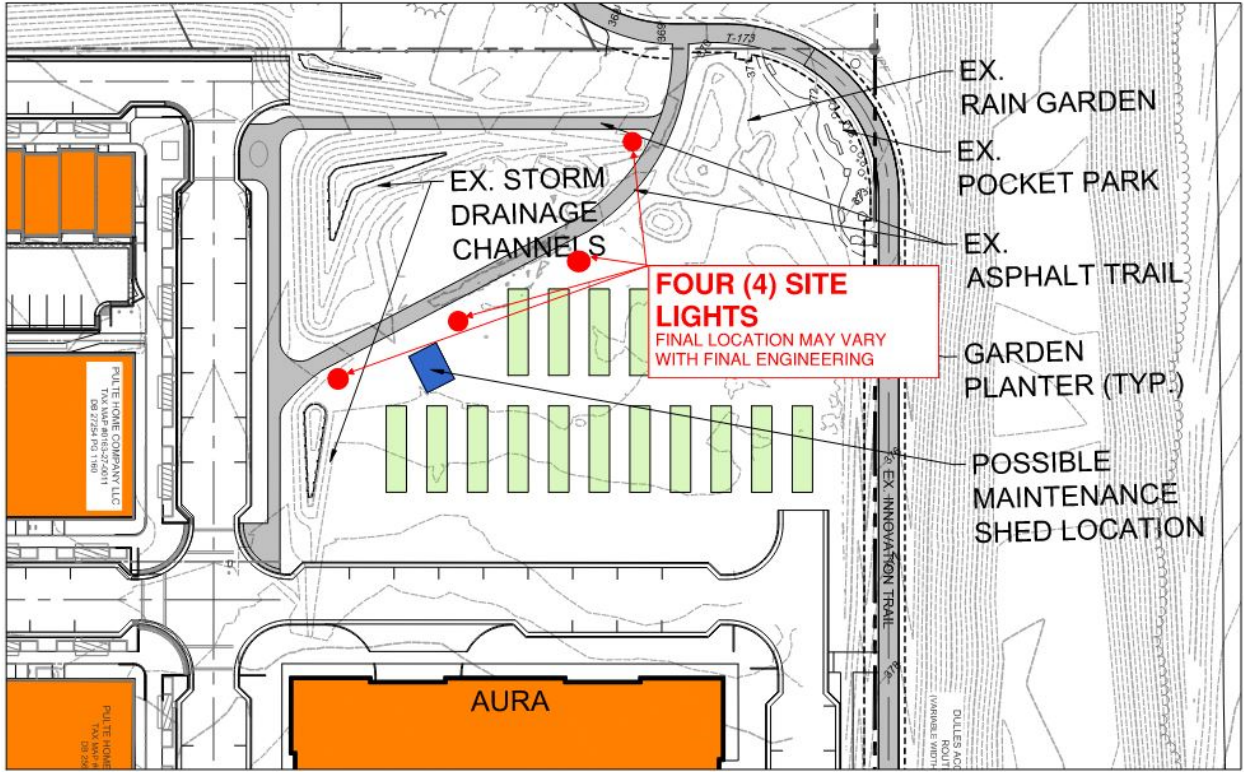
Its: _____

TRINSIC ACQUISITION COMPANY LLC,
a Delaware limited liability company
*Contract Purchaser of Parcels 16-3 ((20)) 5 (part)
and -6 (part)*

By: _____
Brandon B. Henry, Vice President

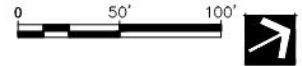
EXHIBIT A

Lighting Exhibit



INTERIM USE FOR LANDBAY A1

SCALE: 1" = 50'



PROPOSED DEVELOPMENT CONDITIONS

FDPA 2002-HM-043-007

May 10, 2023

If it is the intent of the Planning Commission to approve FDPA 2002-HM-043-007 to allow consolidation of Land Bays A2 and A3 to construct a seven story multifamily building consisting of 375,000 square feet and 345 dwelling units, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supercede all previous conditions (those carried forward from previous approval that apply to the subject property and/or are modified are marked with an asterisk*):

1. Development of the property will be in substantial conformance with the Final Development Plan Amendment entitled "Aura Arrowbrook – Land Bays A2/A3, Final Development Plan Amendment (FDPA 2002-HM-043-07)", consisting of 22 sheets dated June 21, 2022 as revised through April 17, 2023.
2. Pursuant to the Zoning Ordinance, sight distance must not be restricted for drivers entering or exiting travel intersections, aisles or driveways. *

The above proposed conditions are staff recommendations and do not reflect the position of the Planning Commission unless and until adopted by that Commission.

This approval, contingent on the above noted conditions, will not relieve the applicants from compliance with the provisions of any applicable ordinances, regulations or adopted standards.