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JUL 16 2013

PROFFER STATEMENT

Planning Office
Prince William County, VA

RE: REZ #PLN2012-00420, Potomac Shores
Applicant/Owner: Harbor Station Communities LLC, CHR Properties LLC,
Harbor Station Marina LLC, HSP Properties LLC, NVR, Inc.
and BTM Land LLC

Property: GPINs 8389-18-2218, 8389-43-1626, 8389-53-5711, 8389-11-0801, 8289-86-8402, 8389-43-3928, 8389-53-7408, 8389-16-5368, 8289-93-7231, 8389-43-6730, 8389-54-0695, 8389-42-9772, 8388-68-6019, 8389-43-7941, 8389-62-0140, 8389-52-0622, 8389-14-1892, 8389-43-8622, 8389-62-0162, 8389-52-1394, 8389-17-2321, 8389-52-4387, 8389-62-0327, 8389-52-1680, 8389-23-4204, 8389-52-7685, 8389-62-1254, 8389-52-1849, 8389-24-0523, 8389-52-8065, 8288-88-1665, 8389-52-2672, 8389-32-1295, 8389-53-2532, 8289-91-1918, 8389-52-4232, 8389-32-5571, 8389-53-4114, 8388-18-4994, 8389-52-5473, 8389-42-6195, 8389-53-4443, 8389-00-0137, 8389-41-3404, 8389-42-4267, 8389-60-1576, 8389-62-3777, 8389-62-5228, 8389-62-5354, 8389-62-5363, 8389-62-5845, 8389-62-7185, 8389-63-1137, 8389-63-4442, 8389-63-6343, 8388-79-8558, 8389-43-9843, 8389-53-0224, 8389-53-6042, 8389-62-1962, 8389-62-3361, 8389-23-9026 and 8389-23-8702

Phase 2B, Section 1

Phase 2B, Section 2

Phase 2A, Section 2

Phase 2A, Section 3

Potomac Magisterial District
Woodbridge Magisterial District

1,885.46 Total Acres

271.81 Acres PMD, Planned Mixed Use District

1,613.65 Acres PMR, Planned Mixed Residential District

Date: July 15, 2013

The undersigned hereby proffers that the use and development of the subject property ("Property") shall be in strict accordance with the following conditions and shall supersede all other proffers made prior hereto, including proffers associated with #PLN2000-00077, #PLN2000-00078, #PLN2010-00454 and #PLN2010-00455. In the event the referenced

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rezoning and proffer amendment is not granted as applied for by the Applicant, the below-described proffers shall be withdrawn and shall become null and void and proffers associated with #PLN2000-00077, #PLN2000-00078, #PLN2010-00454 and #PLN2010-00455 shall remain in full force and effect to the extent they are applicable to the various portions of the Property.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. All improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to the improvement, unless otherwise specified herein. The term "Applicant" and "Developer" shall include all future owners and successors in interest.

References in this Proffer Statement to plans and exhibits shall include the following:

1. Master Zoning Plan ("MZP"), prepared by The Engineering Groupe, Inc. and dated March 30, 2012, last revised May 30, 2013.
 - a. Land Use Plan (sheet 2 of 5) ["Land Use Plan"]
 - b. Transportation Plan (sheets 3A, 3B & 3C of 5) ["Transportation Plan"]
 - c. Pedestrian Network Plan (sheet 4 of 5) ["Trail Plan"]
 - d. Infrastructure/Utility Plan (sheet 5 of 5) ["Infrastructure Plan"]
2. Potomac Shores Master Design Guidelines prepared by HartHowerton and dated April 11th, 2012, revised April 26th, 2013 ("Potomac Shores Design Guidelines").
3. Preservation and Restoration Areas Exhibit - Potomac Shores Natural Open Space, prepared by The Engineering Groupe, Inc. and dated March 13, 2013, last revised May 30, 2013. ("Preservation/Restoration Exhibit").
4. Illustrative Layout – Schools/Recreational Fields, prepared by Summers/Murphy & Partners, Inc. and dated January 15, 2013 ("Fields Plan").
5. Potomac Shores Transportation Demand Management (TDM) Guidelines, prepared by Gorove/Slade and dated April 25, 2013 ("TDM Guidelines").

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6. Traffic Impact Analysis – Potomac Shores Internal Network, prepared by Gorove/Slade and dated March 12, 2013 ("Internal TIA").
7. Traffic Impact Analysis – Potomac Shores External Network, prepared by Gorove/Slade and dated March 12, 2013 ("External TIA").

USES and SITE DEVELOPMENT

1. Development of the Property will be in substantial conformance with the Master Zoning Plan, subject to minor modification. The exact boundaries and acreage of each Land Bay within the respective zoning districts may be increased or decreased at the time of site plan/subdivision, not to exceed ten percent (10%) of the gross area of the larger Land Bay impacted by each such change in order to accommodate engineering, environmental, geotechnical, economic development or reasonable design considerations.
2. A maximum of 3,987 residential units shall be permitted on the Property, with a minimum of 1,100 single family detached units. A maximum of 2,500 units shall be located outside the Town Center (Land Bay 9).
3. There shall be a mix of residential units constructed on the Property as generally reflected on the Land Use Plan consisting of single family detached, single family attached and multi-family units. The unit types and the range in number of each type of unit identified on the Land Use Plan are intended to reflect that which may be constructed in each Landbay. The Applicant shall not be obligated to construct the minimum or maximum number of each type of unit in a given Landbay but shall not exceed the maximum number of units (by type) in each Landbay.
4. The total amount of all non-residential development on the Property shall not exceed 3.7 million square feet of gross floor area (gfa), which cap on square footage shall include any retail uses on the Property, hotels, retail uses in the Town Center and retail square footage on the 1st floor of multi-use buildings.

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5. The Applicant shall cause to be constructed/construct and/or otherwise provide for nonresidential uses in accordance with the following:
- a. A minimum of one hundred thousand (100,000) square feet of nonresidential gross floor area (gfa) shall be constructed by the issuance of the 2,300th building permit for residential units on the Property.
 - b. A minimum of one hundred fifty thousand (150,000) square feet of nonresidential cumulative gfa (including the gfa referenced in Proffer #5.a above), shall be constructed by the issuance of the 2,500th building permit for residential units on the Property of which a minimum of fifty thousand (50,000) square feet shall be office.
 - c. A minimum of fifteen thousand (15,000) square feet of nonresidential gfa shall be constructed within the Town Center within eighteen months following the opening for operation of the VRE station within the Town Center, regardless of the number of residential building permits issued. This square footage shall be in addition to that square footage referenced in Proffers #5.a and #5.b above.
 - d. Constructed, as referenced in Proffers #5.a, 5.b and #5.c above, shall be defined to mean the shell and exterior of the structure(s) shall be finished and all associated landscaping (subject to seasonal planting) and parking for such structure(s) shall be provided, but interior tenant/occupant improvements shall not be required.
 - e. Nonresidential gfa shall include all office, retail, hotel related uses, and other nonresidential uses such as fitness centers open to the public, restaurants, public spaces within structures, and the like.
 - f. In addition to the infrastructure phasing and block development as set forth in Condition #6 of the Town Center SUP, which includes obligations for roads, sewer, and water, the Applicant shall, in accordance with said phasing schedule, provide for the stormwater management for the associated nonresidential Blocks and the associated nonresidential Blocks shall be rough graded.
6. The Applicant shall construct an 18-hole golf course on the Property and said golf course shall be available to the public on a daily fee option. The golf course shall be open for public play prior to the issuance of a building permit for the 400th residential unit on the Property.

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7. Town Center Special Use Permit

- a. The Applicant shall develop a town center in Land Bay 9 in accordance with the parameters set forth in SUP #PLN2012-00434, as it may be amended from time to time ("Town Center SUP"). In the event a town center is not developed, no other use shall be permitted in Land Bay 9 until the Applicant submits and obtains approval of an amendment to the subject rezoning which results in an alternative development proposal for this portion of the Property.
- b. Prior to the issuance of a building permit for the 400th residential unit on the Property, the Applicant shall construct infrastructure improvements in the northern portion of Land Bay 9 so that a portion of Land Bay 9 is available for immediate nonresidential development. The said infrastructure improvements shall include the construction of Dunnington Place from Potomac Shores Parkway to its terminus at the eastern boundary of the Property to a condition that allows the street to be open for use (subject to reasonable traffic control measures), as said street is generally shown on the Town Center SUP, and associated water, sanitary sewer and stormwater management facilities to serve development of the frontage (building plus associated parking) of the adjacent blocks abutting Dunnington Place within the Town Center, all in accordance with the uses and densities shown on the Town Center SUP and associated exhibits.
- c. In the event there is a conflict between the proffers set forth in this Proffer Statement and the conditions set forth in the Town Center SUP, the conditions of the Town Center SUP shall govern.

8. Maximum building heights on the Property shall be in accordance with the land use designations in the respective Land Bays with the exception of the modifications set forth below.

- a. The maximum building heights in Land Bay 9 shall be one hundred fifty feet (150')
- b. The maximum building heights in Land Bay 5 shall be fifty feet (50').

9. Handicapped parking spaces shall be provided in connection with development of the Property in accordance with the Prince William County Design and Construction

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Standards Manual. If requested by the County at the time a site plan is filed for the VRE station facilities, a minimum of three (3) handicapped parking spaces shall be provided proximate to the entrance to the pedestrian bridge providing access to the elevator/stair tower.

10. A landscape area, a minimum of thirty feet (30') in width, with plantings that achieve an average of 180 plant units per 100 linear feet of frontage, shall be provided along the Cockpit Point Road frontage of the Property in those locations where residential development is located adjacent to said road. Such landscape areas shall be provided when the adjacent residential uses are developed.

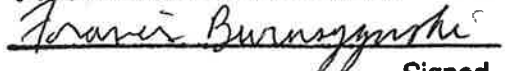
TRANSPORTATION

11. On-site Road Improvements

- a. The Applicant shall reserve and dedicate, at no cost to Prince William County or the Virginia Department of Transportation (VDOT), right of way, up to a maximum width as shown on the Transportation Plan for the portion of Potomac Shores Parkway located on the Property, River Heritage Boulevard, River Heritage Road, Potomac Shores Drive, and Potomac River Drive. Said dedication shall be provided at the time the portion of the Property located adjacent to each said roadway segment is developed and said access is required, unless specified otherwise herein.
- b. Within existing right of way or right of way to be dedicated by the Applicant as set forth above, the Applicant shall construct that portion of Potomac Shores Parkway located on the Property, River Heritage Boulevard, River Heritage Road, Potomac Shores Drive, and Potomac River Drive, as generally shown on the Transportation Plan, subject to such modifications as may be proposed by the Applicant at the time of final engineering and as approved by the Prince William County Department of Transportation and/or VDOT. Modification to the applicable sections of the Prince William County Design and Construction Standards Manual to allow the street standards as set forth on the Transportation Plan are included in the Road Modification Exhibit, attached hereto and incorporated herein as Attachment B.
- c. Said on-site roads to be constructed by the Applicant may be realigned to a reasonable degree at the time of final site/subdivision plan submission in order to

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accommodate environmental constraints, final engineering and topographical analysis. In addition, the right of way widths of the various streets as referenced in these proffers and shown on the Transportation Plan may be further modified upon the mutual agreement of the Applicant and Prince William County Department of Transportation.

- d. Said on-site roads shall be constructed at the time each said road is required to serve adjacent development in the respective land bays, except that plans for River Heritage Road between Potomac Shores Parkway and Potomac Shores Drive shall be approved and bonded and a performance agreement for said improvements shall be executed prior to the approval of the final site/subdivision plan that generates the earlier of the following amounts of traffic on the section of River Heritage Boulevard immediately north of its intersection with Potomac Shores Parkway: (i) more than 25,000 total vehicles per day cumulatively, or (ii) more than 3,500 total vehicles (two-way traffic) cumulatively during the AM or PM peak hour. The Applicant shall provide a tabulation on each final site/subdivision plan submitted to the County that identifies both the total daily and AM and PM peak hour trips to be generated at this location for each such plan submitted plus the cumulative daily and AM and PM peak hour trips.
- e. The Applicant shall utilize traffic calming measures in the design and construction of River Heritage Road, such measures may include but not be limited to lane reductions, speed tables, roundabouts and/or on-street parking (in the vicinity of the proposed fields). The specific measures and details, which shall be provided by the Applicant at its sole cost, shall be subject to final engineering and the approval of the Prince William County Department of Transportation and VDOT.
- f. Potomac Shores Drive includes an existing at grade crossing of the railroad track. Road improvements for safety purposes shall be provided, within the existing right of way, to the at grade crossing at the time the first site plan is filed for new development in Landbay 8, as approved by the County, VDOT and CSX. Prior to the issuance of a building permit for any residential unit or the 20,001st square foot of new additional nonresidential development in Landbay 8, excluding a marina and related facilities, a grade separated crossing of the railroad tracks shall be provided, subject to the issuance of all required permits and approvals for such crossing.

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- g. The Applicant shall be responsible for the design and installation of traffic signals at all intersections included in the Internal TIA, whether indicated as signalized or not, subject to a warrant study, to be provided by the Applicant, establishing the need and approval of said signal by the County and VDOT. Signals shall include preemptive and pedestrian equipment as required by the County. The obligation to construct a signal at each intersection included in the Internal TIA shall be in accordance with the following:
- (1) The Applicant shall be obligated to provide a traffic signal at all intersections identified in the Internal TIA as signalized intersections during the course of development of the Property.
 - (2) For those intersections identified as unsignalized in the Internal TIA, the Applicant shall provide a warrant study for said intersections once building permits have been issued for 3,000 dwelling units. Signalization shall be provided as warranted and approved at that time after which the Applicant shall have no further responsibility or obligation with reference to the provision of traffic signals at unsignalized intersections.
- h. The Applicant shall provide roadway connections between landbays and between neighborhoods within landbays to the extent reasonably practicable provided said connections do not require disturbance of Natural Open Space areas not otherwise proposed to be disturbed.
- i. There shall be no at grade golf cart crossing of Potomac Shores Parkway.
12. Off-Site Road Improvements
- a. Potomac Shores Parkway
- (1) The Applicant shall be responsible for the acquisition, or cost thereof, of off-site right of way, including any easements required for utilities, utility relocation and stormwater management as required for the construction of Potomac Shores Parkway from the western boundary of the Property to Route 1, as generally shown on the Transportation Plan, subject to such modifications as may be proposed by the Applicant at the time of final engineering and as approved by the Prince William County Department of Transportation and/or VDOT.

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- (2) Within existing right of way or right of way to be dedicated or acquired by the Applicant as set forth above, the Applicant shall construct Potomac Shores Parkway, as generally shown on the Transportation Plan, subject to such modifications as may be proposed by the Applicant at the time of final engineering and as approved by the Prince William County Department of Transportation and/or VDOT.
- (3) The Applicant shall construct at-grade intersection improvements at Route 1/Potomac Shores Parkway/Route 234, including the improvements at Interstate Drive, all as generally shown on the Transportation Plan, subject to such modifications as may be proposed by the Applicant at the time of final engineering and as approved by the Prince William County Department of Transportation and/or VDOT.
- (4) The Applicant shall construct grade separated intersection improvements at Potomac Shores Parkway/Wayside Drive, as generally shown on the Transportation Plan, subject to such modifications as may be proposed by the Applicant at the time of final engineering and as approved by the Prince William County Department of Transportation and/or VDOT.
- (5) Plans for the improvements described above shall be approved and bonded and a performance agreement for said improvements shall be executed prior to the approval of the final site/subdivision plan that generates the earlier of the following amounts of traffic on the section of River Heritage Boulevard immediately north of its intersection with Potomac Shores Parkway: (i) more than 25,000 total vehicles per day cumulatively, or (ii) more than 3,500 total vehicles (two-way traffic) cumulatively during the AM or PM peak hour. The Applicant shall provide a tabulation on each final site/subdivision plan submitted to the County that identifies both the total daily and AM and PM peak hour trips to be generated at this location for each such plan submitted plus the cumulative daily and AM and PM peak hour trips.
- (6) The Applicant shall communicate and coordinate with the Town of Dumfries (Town) and County in connection with the Town's and County's preparation of preliminary and final engineering for the Route 1 widening from Route 234 south through the Town of Dumfries. The Applicant shall

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provide the Town and County all engineering data it has or obtains in connection with its planned transportation improvements for the extension of Potomac Shores Parkway to Route 1 and the intersection improvements at Route 1/Route 234 as such engineering is finalized and becomes available. The Applicant shall obtain all permits and approvals required in connection with the above referenced improvements.

- (7) In addition to the design and construction of the transportation improvements described above, the Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$250,000 for transportation improvements in the general area of the Route 1/Route 234 intersection. These funds may be used for road design and/or road improvements, traffic signal warrant studies, traffic signal design and installation, property acquisition and/or other related transportation improvement activities. These funds will be made available to the County within 60 days of receipt of a written request by the County to the Applicant following submission to the County of the site plans for the approval of the Quadrant intersection improvements.

b. River Heritage Boulevard/Route 1

- (1) The Applicant shall construct an additional left turn lane on the westbound approach of River Heritage Boulevard at its intersection with Route 1. Said improvement shall be provided not later than at the time a final site/subdivision plan is approved for the 550th residential unit on the Property.
- (2) The Applicant shall construct an additional left turn lane on the southbound approach of Route 1 at its intersection with River Heritage Boulevard. Plans for said improvement shall be approved and bonded and a performance agreement for said improvement shall be executed prior to the time a final site/subdivision plan is approved for the 1,600th residential unit on the Property.

c. River Ridge Boulevard

- (1) The Applicant shall construct an additional left turn lane on the westbound approach of River Ridge Boulevard at its intersection with Route 1. Plans

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for said improvement shall be approved and bonded and a performance agreement for said improvement shall be executed prior to the time a final site/subdivision plan is approved for the 1,600th residential unit on the Property.

- (2) Within existing right of way or right of way to be provided by the Applicant, the Applicant shall construct River Ridge Boulevard as a two-lane road between Wayside Drive and Potomac Shores Parkway, with an at-grade intersection at Potomac Shores Parkway, as generally shown on the Transportation Plan. Said improvement shall be provided at the time the section of Potomac Shores Parkway at said intersection is constructed.

d. River Ridge Boulevard/River Heritage Boulevard

The Applicant shall construct an exclusive right turn lane on the eastbound and westbound approaches of River Heritage Boulevard at its intersection with River Ridge Boulevard. Said improvements shall be provided either at the time a final site/subdivision plan is approved for the 550th residential unit on the Property or at the time that a traffic signal is warranted and installed at this intersection, with the final decision on the timing of these improvements to be made by Prince William County or VDOT, as appropriate.¹

- e. In lieu of the design and construction of any of the improvements referenced above in Proffers #12.b, #12.c(1) and #12.d above, the Applicant may, with the approval of the Prince William County Department of Transportation, elect to make a cash contribution in an amount equal to the cost of the applicable improvement based on an agreed upon estimate of the cost of each said improvement.

f. Signalization

- (1) The Applicant shall be responsible for the design, installation and/or modification of existing and new off-site traffic signals at all intersections included in the External TIA, whether indicated as signalized or not, subject to a warrant study, to be provided by the Applicant at the time the at-grade intersection improvements referenced in proffer #12.a(3) above

¹ The westbound right turn lane has been constructed in connection with PWC Plan #04-00279.

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are constructed, establishing the need and approval of any such signal by the County and VDOT. Signals shall include preemptive and pedestrian equipment as required by the County. The obligation to construct a signal at each intersection included in the External TIA shall be in accordance with the following:

- (a) The Applicant shall be obligated to provide a traffic signal at all intersections identified in the External TIA as signalized intersections during the course of development of the Property.
 - (b) For those intersections identified as unsignalized in the External TIA, the Applicant shall provide a warrant study for said intersections at the time the at-grade intersection improvements referenced in proffer #12.a(3) above are constructed. Signalization shall be provided, if warranted and approved at that time, after which the Applicant shall have no further responsibility or obligation with reference to the provision of traffic signals at the unsignalized intersections.
- (2) The Applicant shall be responsible for the design and installation of a traffic signal at the intersection of River Ridge Boulevard and River Heritage Boulevard, subject to a warrant study, to be provided by the Applicant, establishing the need and approval by the County and VDOT, said signal to include preemptive and pedestrian equipment as required by the County.
 - (3) The Applicant shall be responsible for the design and installation of a traffic signal at the intersection of Powells Creek Boulevard and River Ridge Boulevard, subject to a warrant study, to be provided by the Applicant, establishing the need and approval by the County and VDOT.
 - (4) The Applicant shall provide additional equipment, if determined by the County or VDOT to be necessary, for any traffic signal that is impacted by the improvements proffered herein.

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13. Commuter Parking

- a. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$414,671.22 as reimbursement for the cost incurred by the County in connection with the design of the expanded commuter parking lot at Route 1 and Route 234. Said contribution shall be paid thirty (30) days after Final Rezoning of the Property by the Board of County Supervisors as requested by the Applicant. "Final Rezoning", as the term is used herein, shall be defined as that zoning which is in effect on the day following the last day upon which the Prince William Board of County Supervisors' decision granting the rezoning may be contested in the appropriate court or, if contested, the day following entry of a final court order affirming the decision of the Board of Supervisors which has not been appealed, or if appealed, the day following which the decision has been affirmed on appeal.²
- b. In connection with and as a part of the at-grade intersection improvements referenced in proffer #12.a(3) above, the Applicant shall reconstruct the existing commuter parking lot in the northwest quadrant of the Route 1/Route 234 intersection as generally shown on the Transportation Plan. The commuter parking lot shall include the facilities as listed below and as generally shown on the Transportation Plan. The final layout/design may be modified at site plan as approved by the County and VDOT and in consultation with the Potomac and Rappahannock Transportation Commission ("PRTC").
- (1) The existing 883 spaces shall be maintained and/or replaced.
 - (2) The 27 spaces committed by the owner of the adjacent property identified with Prince William Geographic Parcel Identification Number 8289-15-1376 shall be provided.
 - (3) A minimum of 93 additional new spaces shall be provided for a cumulative total of 1,003 spaces in the commuter parking lot upon reconstruction.
 - (4) A pull-out for three (3) buses shall be located along the Connector Road D and a minimum of three (3) bus shelters shall be provided.

² This proffer has been satisfied with the full payment to Prince William County (Receipt No. 2011013583).

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- (5) A commuter pick-up/drop-off area shall be provided within the parking lot, adjacent to the bus pull-off area to facilitate the shared use of these commuter options.
- (6) Pedestrian walkways, including crosswalks, shall be provided to facilitate pedestrian access from the parking area on the west side of Connector Road D to the bus pick-up and commuter pick-up areas on the east side of Connector Road D.

14. Driveway Access

- a. There shall be no access to Cockpit Point Road from the Property.
- b. There shall be no road connection to Possum Point Road from the Property.
- c. There shall be no individual residential driveway connections to Potomac Shores Parkway, River Heritage Boulevard or River Heritage Road.

15. Eminent Domain

- a. In the event the Applicant is not able to acquire off-site right of way required in order to provide the improvements identified in the above proffers, including any easements required for utilities, utility relocation and stormwater management for the road improvements, the Applicant shall request the County to acquire the right of way and easements by means of its condemnation powers at Applicant's expense. Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. Said request shall be made to the appropriate County agency and shall be accompanied by the following:
 - (1) The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right of way and/or easements are sought.
 - (2) Plats, plans and profiles showing the necessary right of way and/or easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property.

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- (3) An independent appraisal of the value of the right of way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.
 - (4) A 60 year title search of each involved property.
 - (5) Documentation demonstrating to the County's satisfaction Applicant's good faith, best efforts to acquire the right of way and/or easements, at a cost of at least the appraised value of the involved property interests.
 - (6) A letter of credit acceptable to the County, cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof.
 - (7) An Agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in excess of the amount represented by the letter of credit or cash deposit within 15 days of the award.
- b. In the event Prince William County does not acquire the necessary properties and that the Applicant cannot construct the public roadways in the locations shown on the Transportation Plan, the Applicant may relocate such roadways provided the traffic impact analysis ("TIA") supports such redesign and a LOS "D" is met. If the right-of-way is not acquired and the roadways cannot be relocated, the Applicant shall be released from the Proffer to construct said public roadways and may continue with the development provided the requirement of LOS "D" is satisfied, or as otherwise may be allowed by the County.

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16. Virginia Railway Express

- a. Dedication of Land. The Applicant shall dedicate land and easements as necessary, at the request of and at no cost to the Prince William Board of County Supervisors, for construction (by others) of the third rail, the siding area to accommodate the turn back track and for the pedestrian bridge abutment on the west side of the railroad tracks. The exact location of said land shall be determined at the time of final design and engineering of the third rail, turn back track area and/or the VRE station. Within thirty (30) days of receipt of a written request from VRE for the dedication of the said land, the Applicant shall commence and pursue in good faith and with due diligence the preparation of documents necessary to convey the said property to the County, with Special Warranty of Title, provided that (i) a decision has been made by VRE and the County that the station is to be located on this Property, (ii) the Applicant has received County/VRE confirmation that there is evidence that there is funding available for the construction of rail improvements and equipment acquisition to allow VRE rail service to the station located at this Property and (iii) the project has been approved by all jurisdictions that have approval authority for such rail improvements and service.
- b. Station Access. In the event the commuter rail station is operational prior to the development of the applicable portions of the Property and the construction of the needed permanent on-site road network as shown on the Transportation Plan, the Applicant shall provide temporary vehicular access to the rail station in a location and on a road network that provides adequate vehicular access for the projected traffic volumes and temporary parking facilities permitted by these proffers. All such temporary access and parking shall be paved and a paved pedestrian connection and handicapped access shall be provided from the parking to the station entrance.
- c. Construction of Station Facilities. The Applicant shall construct station facilities consisting of dual rail station platforms (one each on the east and west sides of the tracks) of not more than 1,000 feet in length each, light fixtures along the platform, benches, a pedestrian bridge and elevator/stair tower(s) providing access from the Property to the station platforms, and a canopy for each platform ("Station Facilities"). The final design and construction of the Station Facilities shall be undertaken in coordination with VRE and shall meet all applicable code requirements. In addition to the Station Facilities identified above, the Applicant

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shall provide pedestrian access from the temporary and permanent parking area(s) to the pedestrian bridge and a vehicular drop-off/pick-up area (kiss and ride) designed to accommodate the anticipated mix of vehicles (e.g. private automobiles, buses, para-transit vehicles, etc.) in a location that accommodates pedestrian access to the pedestrian bridge. The vehicular drop-off/pick-up area and pedestrian walkways to the station platform will be located on the Property and public access to such facilities shall be provided by easement and/or license agreement. The Applicant shall commence construction of the Station Facilities upon receipt of a written request from VRE or the County subject to approved plans for said Station Facilities, and there being evidence that funding is available, all permits and approvals have been issued to implement VRE rail service to the station located at this Property and an assumption of the maintenance of all Station Facilities by the County and/or VRE.

- d. Construction of Station Headhouse. The Applicant shall have the right, but not the obligation, to construct a station headhouse in the vicinity of the vehicular drop-off area and pedestrian entrance to the VRE Station Facilities. In the event a headhouse is constructed, said space may be privately owned and operated with one or more permitted uses located therein.
- e. Construction of VRE Parking Spaces. The Applicant shall provide a maximum of 550 parking spaces for the non-exclusive priority use by VRE commuter rail patrons at the time the station at Potomac Shores becomes operational. Said parking spaces shall be provided in accordance with the following:
- (1) Parking spaces shall be reserved exclusively for VRE patrons between 5:00 a.m. and 9:00 a.m. Monday through Friday, or as otherwise mutually agreed to by VRE and the Applicant. After 9:00 a.m., the spaces shall be made available to others.
 - (2) Parking spaces may be provided in surface and/or structured facilities.
 - (3) The permanent location of any parking facilities shall be within a ¼ mile (1,320') radius of the entrance to the pedestrian bridge providing access to the elevator/stair tower. Temporary surface parking lots must be located such that a minimum of fifty percent (50%) of the parking spaces located within any such lot shall be within a ¼ mile (1,320') radius of the entrance to the pedestrian bridge providing access to the elevator/stair tower and

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the remaining fifty percent (50%) of the parking spaces must be adjacent to the spaces located within ¼ mile radius.

- (4) The Applicant shall have the right to relocate temporary surface parking from time to time as the Property develops so long as the number of parking spaces provided remains available throughout the relocation process. The Applicant shall provide VRE with a minimum of two (2) months advance notice of any such relocation and in no event shall any given parking lot be relocated more than one time during any six (6) month period. All parking provided in surface parking lots shall be paved.
 - (5) At the time VRE parking is provided in structured parking lots, said structured parking facilities shall be conveyed to the County, VRE or other public entity (subject to maintenance, operation and management as set forth in subparagraph (6) below) with the Applicant reserving the right to construct additional parking spaces within said structure for use, control and ownership by the Applicant or other private entity.
 - (6) The Applicant shall be responsible for the maintenance, operation and management of VRE parking spaces unless otherwise agreed to by the Applicant and the County and/or VRE, as applicable. Specific operational controls shall be determined in consultation with VRE and the County. Said parking maintenance, operation and management may be assigned to the Transportation Management Association to be established as set forth in Proffer #19 or another association established for the community.
 - (7) In addition to the parking spaces provided as referenced herein above, one (1) additional exclusive designated space shall be provided for VRE employees.
 - (8) All VRE parking shall be provided at no cost to VRE patrons, unless otherwise agreed to by VRE.
- f. Bicycle Racks/Lockers. The Applicant shall provide bicycle rack(s) to accommodate a minimum of ten (10) bicycles and shall provide a minimum of ten (10) bicycle lockers in connection with the VRE parking. The bicycle racks shall be provided at the time VRE parking is initially provided, whether in surface or structured parking facilities. The bicycle lockers shall be provided at the time the

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permanent VRE parking is provided in a parking structure. The bicycle racks and bicycle lockers shall be located with the VRE parking spaces or in another location convenient to the VRE station as determined by the Applicant in consultation with the Prince William County Department of Transportation and VRE. Maintenance of the bicycle lockers and racks shall be the responsibility of the entity responsible for the maintenance of the VRE parking spaces.

- g. Construction of Stairs/Ramp from Platform to the Ground. In the event the Potomac Heritage National Scenic Trail is committed to be constructed by others on the property located east of the railroad tracks prior to the completion of development of the Property and notice is provided by the County to the Applicant, the Applicant shall construct stairs/ramp from the platform east of the tracks to the ground located immediately adjacent to the platform in order to help facilitate pedestrian access to the Potomac Heritage National Scenic Trail. Plans for the stairs/ramp shall be approved by VRE prior to construction. The Applicant's obligation to file a site plan reflecting this improvement and to construct said improvement is contingent upon the County or others obtaining all required right-of-way and/or easements at no cost to the Applicant and all approvals and/or permits for such improvement and access.
- h. The Applicant shall provide directional/"pathfinder" signage (temporary and permanent) within the community to direct drivers, bicyclists and pedestrians to the VRE station and parking, as approved by the County, VDOT and VRE.

17. Pedestrian Network

The Applicant shall provide a network of pedestrian facilities throughout the Property to provide connections between landbays and uses. The pedestrian network shall include (i) neighborhood sidewalks (ii) paved trails and (iii) natural surface trails. All pedestrian facilities shall be open to the general public and a public access easement shall be granted for such purposes as necessary on private property. The maintenance of the individual sidewalks and trails located outside the public right of way shall be the responsibility of the fee simple owner of the property on which each facility is located, which responsibility may be assigned to and assumed by one or more homeowners associations.

- a. Neighborhood sidewalks or trails shall be provided on both sides of all subdivision streets within the residential neighborhoods on the Property, unless

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otherwise waived or modified by the Prince William County Department of Transportation.

- b. Class I trails shall be provided in the locations as generally shown on the Trail Plan. Said trails shall be constructed in conjunction with the construction of the associated road improvements, as applicable, or as otherwise stated herein. The Applicant or an owners association shall be responsible for the maintenance of any trail located outside of dedicated right of way.
- c. The Potomac Heritage National Scenic Trail ("PHNST") shall be provided on the Property as generally shown on the Trail Plan, the final location of which may be modified with County approval. The PHNST segments located along Powells Creek and between River Heritage Road and Cockpit Point Road shall be natural surface trails. The PHNST segments located within the Town Center will utilize a combination of sidewalks/walkways/trails constructed as part of the Town Center, including a trail connection through the hotel site in the Town Center. The PHNST segment located along River Heritage Road will use the Class I trail constructed as a part of this road. The PHNST segment located along Powells Creek shall be provided within five (5) years after Final Rezoning. The PHNST segment located between River Heritage Road and Cockpit Point Road shall be provided at the time the adjacent landbay is developed. The PHNST segment located along River Heritage Road shall be provided at the time the road is constructed. The PHNST segment located within the Town Center shall be provided at the time the blocks within which the PHNST is located are developed.
- d. A network of natural trails, consisting of approximately ten (10) miles, shall be provided within natural open space areas on the Property, subject to approval by the County and issuance of any required local, state or federal permits, said trails to include the natural trails identified on the Trail Plan. To the extent existing paths/trails need to be improved and/or new segments need to be constructed to provide connectivity, said trails will vary in width from four to eight feet (4' to 8') and follow the natural contours of the land to the greatest extent possible with the goal of minimizing disturbance to existing vegetation and minimizing maintenance. Natural trails will use the natural surface (dirt and rock) to the greatest extent possible. A conceptual plan depicting the general location of the natural trails shall be submitted to the County prior to the approval of the first final site/subdivision plan following Final Rezoning of the Property and the

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natural trails shall be provided at a rate of no less than three (3) miles per every 1,000 residential buildings permits.

18. Bus Shelters

If requested, the Applicant shall construct a minimum of four (4) bus shelters on the Property, the location of said shelters shall be determined in consultation with the PRTC. The Applicant's obligation to construct each bus shelter shall be triggered upon receipt of a written request from the PRTC, or its successor, at the time service is to be provided in the area.

19. Travel Demand Management

- a. The Applicant shall implement a transportation demand management program (the "Program") in connection with the development of the Property. Said Program shall be developed utilizing the strategies set forth in the TDM Guidelines. Examples of TDM strategies as set forth in the Guidelines to be considered for implementation include, but shall not be limited to, telework and similar alternative work arrangements, bike/walk programs, on-site amenities to reduce vehicle trips, transit benefits program, feeder bus connections to area destinations and the VRE station, flexible works schedules to reduce peak hour vehicle trips, on-site rideshare program, managed parking and a transportation coordinator.
- b. At the time the Potomac Shores VRE station is operational or a site plan is approved for the 500,001st square foot of office gross floor area ("gfa") on the Property, whichever occurs first, a Transportation Management Association ("TMA") shall be established for the Property, said TMA to be funded by the Applicant or one or more of the property owner associations established as a part of the community, and the Program shall be developed and implemented as appropriate. A copy of the Program shall be submitted to the County prior to the approval of the site plan reflecting the 500,001st square foot of office gfa.
- c. The TMA shall consist of a minimum of five (5) and a maximum of seven (7) board members. Prince William County, at its option, may appoint one (1) board member.

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- d. The TMA shall be responsible for monitoring the effectiveness of the TDM program and shall submit reports to the Prince William County Department of Transportation every five (5) years. In the event a report shows that the amount of traffic does not achieve the projected traffic reductions for the amount of development, the Program shall be modified in consultation with a qualified traffic engineer and the County in order to achieve the reductions assumed in the TIA. In the event the Program is modified to address the need for additional traffic reduction, the monitoring and reporting program shall also be adjusted as agreed to by the County.
- e. It is the intent of this proffer that the Program is flexible over time to respond to the evolving transportation related circumstances of the Property, the community and the region as well as to technologies and/or other improvements that may occur, all which may impact travel behavior and the transportation network. Accordingly, the Program, including the specific parameters identified above, may be modified and amended from time to time, subject to the approval of the Department of Transportation.

ENVIRONMENTAL

20. IEAMP

- a. Development of the Property shall be implemented in accordance with the Integrated Environmental Asset Management Plan ("IEAMP") and Natural Open Space Management Plan ("Natural Open Space Plan"), prepared by Dames and Moore and dated August 28, 2000.
- b. The Applicant shall continue to provide funds toward a position in the Prince William County Department of Public Works (as established in #PLN2010-00454 and #PLN2010-00455) for an on-site inspector ("Inspector") to be hired solely for the purpose of monitoring Erosion and Sediment Control ("E&S"), stormwater management and BMP functions for the Property. The Applicant shall contribute \$116,000 per year to the County until such time that eighty-five percent (85%) of the total Developable Area of the Property (as defined below) and Phases 1-4 of the Town Center, as said phasing is described in Condition #6 in the companion Town Center SUP and Proffer #5.f above, are developed, stabilized and all bonds and erosion and siltation control escrows associated with such development have been released. The Developable Area is the total

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acreage of the site (1,927 acres) minus the Town Center (228 acres) and the Natural Open Space, as Natural Open Space is defined in subparagraph k below (771 acres), for a total of 928 acres. At such time as the above threshold has been met, the annual monetary contribution will be reduced by fifty percent (50%), which will remain in effect until 100% of the total Developable Area of the Property and Phase 5 of the Town Center are developed, stabilized and all bonds and erosion and siltation control escrows associated with such development have been released.

- c. The IEAMP includes a plan for the routine inspection and the continuous maintenance of all erosion and sediment control devices.
- (1) The Inspector (or Applicant, upon termination of the Inspector position) shall be responsible for continuous inspection of E&S controls and compliance with the E&S rezoning proffers and subsequent site and final engineering plans.
 - (2) The Inspector (or Applicant, upon termination of the Inspector position) shall submit written reports (including those meeting the requirements of the applicable Virginia Stormwater Management Program permit for the project ("VSMP") and in accordance with applicable Stormwater Pollution Prevention Plans ("SWPPP")), and others as are required by the County, regarding conformance with E&S, stormwater management and BMP standards. All reports shall be submitted to the appropriate governmental agency and/or Prince William County agency during the entire construction process. Copies of all such reports shall be included in the applicable on-site SWPPP.
 - (3) The Applicant shall be responsible for immediate remediation of any adverse conditions identified by this Inspector to the appropriate Prince William County agency, for verifying the effectiveness of the required E&S, stormwater management and BMP devices for routine inspections and continuous maintenance of all E&S control devices.
- d. The IEAMP procedures include methods for monitoring chemical and petroleum leaks. A contingency plan, acceptable to the appropriate Prince William County agency, to notify public agencies, responsibilities for cleanup and containment of water from firefighting or run-off in the event of a discharge or release of

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hazardous materials has been submitted previously and will apply to the Property during development.

- e. There is an approved Harbor Station BMP Master Plan (Prince William County Plans #03-00576 & #04-00334), prepared by christopher consultants (collectively "BMP Master Plan") for the Property. For purposes of ensuring coordination of final site/subdivision plans with the BMP Master Plan, the Applicant shall have a preliminary meeting with representatives of the County (Department of Environmental Services) prior to the submission of each final site/subdivision plan. Each final site/subdivision plan shall be reviewed against the BMP Master Plan to ensure that it is in conformance with the BMP Master Plan and modifications shall be made, as necessary. A menu of BMP techniques shall be considered for implementation on the Property based on the "Virginia Stormwater BMP Clearinghouse" that is jointly administered by the Virginia Department of Conservation and Recreation (DCR) and the Virginia Water Resources Research Center (VWRRC). The particular BMP techniques incorporated into each final site/subdivision plan will be appropriate for the site design and the natural features present within or downstream of the subject area as determined by the Applicant's engineer and Prince William County.
- f. Prior to approval of the first final site/subdivision plan for the portion of the Property served by River Heritage Boulevard south of Dominican Drive, the Applicant shall prepare and submit for County review and approval a stormwater management master plan for the southern portion of the Property that includes Land Bays #2, #3, #4, #5 and #8, as said Land Bays are shown on the Land Use Plan. The overall plan will be coordinated with the BMP Master Plan, referenced in Proffer #20.e. above and shall show the general locations and sizes of proposed facilities. For purposes of ensuring coordination of final site/subdivision plans with the stormwater management master plan, the Applicant shall have a preliminary meeting with representatives of the County (Department of Environmental Services) prior to the submission of each final site/subdivision plan. Upon approval of said stormwater management master plan, each subsequent final site/subdivision plan in this area shall incorporate the final design of the stormwater management facilities that implement the approved master plan for the drainage area covered by each such site/subdivision plan. The approved stormwater management master plan may be amended, as needed, by mutual agreement between the Applicant and the County.

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- g. Stormwater management shall be provided for new development on the Property in accordance with the DCSM or as otherwise approved by the County. The foregoing shall not apply to areas covered by existing approved plans, with the exception of major plan revisions.
- h. Areas of earth disturbance have been incorporated into the IEAMP. The Applicant shall undertake special erosion control measures as set forth in the IEAMP to mitigate the impact of development on areas of steep slopes and erosive soils that are being disturbed.
- i. Areas of known locations of threatened, rare, and endangered species (plant and animal) shall be identified relative to areas of disturbance. In the event clearing of areas in and around where such species exist is permitted by appropriate governmental agencies, the Applicant shall provide pursuant to the IEAMP, these Proffers and/or a permit from the applicable governmental agency, acceptable techniques to relocate and/or otherwise mitigate the impacts of disturbance. If the land included in the site plan contains habitat favorable to the growth of the small whorled pogonia, then the Applicant shall conduct a search for the small whorled pogonia during the growing season prior to site plan submission, on a site plan by site plan basis.
- j. A statement shall be provided on each final site/subdivision plan indicating whether the portion of the property that is the subject of the site/subdivision plan is occupied by bald eagles or includes a bald eagle nest protection zone as defined by the Virginia Department of Game and Inland Fisheries ("VDGIF") and/or U.S. Fish & Wildlife Service ("USFWS"). If so occupied, the Applicant shall identify and show the protection zone on the site/subdivision plan and shall comply with all applicable state and federal regulations and guidance governing the protection of bald eagles and their protection zones as they may impact the Property at the time of said development, including any otherwise permitted activity as authorized by VDGIF or USFWS. If requested by the County in connection with an occupied nest on a site, the Applicant shall provide a copy of the applicable state and federal regulations and guidance. Notwithstanding any other references in this proffer statement, the IEAMP or the approved zoning, this proffer shall supersede all other proffers and references and shall govern specifically all aspects with reference to the protection of bald eagles and their protection zones on the Property. Furthermore, notwithstanding the restrictions set forth herein, VDGIF and USFWS may, notwithstanding any proffers contained herein,

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authorize any activities on the Property impacted by bald eagles and associated protection zones.

- (1) A bald eagle nest protection zone is currently measured at 660' around an active nest site by both VDGIF and USFWS; however, it is the intent of this proffer that the protection zone be measured as defined by VDGIF and, as such, may be modified over time consistent with current applicable VDGIF regulations. Further, in the event a portion of the Property is impacted by bald eagles or a bald eagle nest protection zone, the Applicant shall provide the County with copies of all bald eagle management plans and/or permits approved by the applicable state and/or federal agencies affecting said portion of the Property, a reference to which shall also be included in a note on the site/subdivision plan.
 - (2) Active and inactive classifications of nests located on the Property shall be determined by the VDGIF.
 - (3) The Applicant shall consult with the VDGIF relative to the exact dates of nesting (currently December 15th to July 15th, but subject to change) for those active nests located on the Property and to the specific activity that may take place throughout the year within the protection zone, to include the nesting season.
- k. The Applicant shall provide no less than 45% of the Net Acreage for the Property as Natural Open Space, as Net Acreage and Natural Open Space are defined below, plus those areas restricted as "Preservation Area" in the northern portion of the Town Center (Land Bay 9) and the eastern portion of Land Bay 2 ("Additional Open Space"). Natural Open Space (comprised of Preservation Areas, Restoration Areas, Virginia Power Easements and 100' Wildlife Corridors) and Additional Open Space shall be provided as generally shown on the Preservation/Restoration Exhibit, said open space areas to be no less than 771 acres. Said Natural Open Space shall consist of no more than 5% of the Net Acreage of the Property being disturbed and restored (restoration) and no less than 40% of the Net Acreage of the Property being undisturbed (preservation). The Preservation/Restoration Exhibit depicts the general areas of preservation, restoration and buffering. With County concurrence, minor modifications may be made to the boundaries of the preservation and restoration areas as a result of final engineering provided that the percentages set forth herein of Natural Open Space,

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as defined in the Natural Open Space Plan, shall be maintained. At the time each final site/subdivision plan for the Property is submitted to the County, the Applicant shall submit, as needed, an updated tabulation of the Natural Open Space areas provided on the Property in order to address compliance with this proffer obligation and to provide the detailed information to determine specific boundaries of the Natural Open Space impacted by each such plan.

- (1) The areas shown as "Preservation Areas" ("Preservation") on the Preservation/Restoration Exhibit shall remain undisturbed except for road and utility crossings, stream restoration activities using natural channel design techniques, trails, paths, the creation of additional wetland mitigation areas per the IEAMP, and any disturbance caused by the County in Land Bay 6. Any of the Preservation Areas that are impacted by the County and not restored in accordance with the Natural Open Space Plan shall continue to be considered Preservation Area. Any of the Preservation Areas that are impacted as otherwise set forth above and not restored in accordance with the Natural Open Space Plan shall not be considered part of the Natural Open Space.
 - (a) Any disturbance associated with construction access to stream restoration areas shall be minimized to the greatest extent practical and such access areas shall be replanted with suitable, indigenous species and monitored for a period of five (5) years.
 - (b) In the event of wetland creation, no more than 25 acres of land on the Property will be utilized.
 - (c) Forested areas within the 100-year floodplain shall not be cleared to create wetlands.
 - (d) Newly created wetlands in non-Preservation Areas shall be contiguous to Preservation Areas if engineering allows and if all governmental agency approvals and permits can be obtained to achieve this goal. In such event, the newly created wetlands shall qualify as and shall become Restored Areas.
 - (e) The crossings of major roadways will only be as shown on the Preservation/Restoration Exhibit.

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- (2) The areas shown as "Restoration Areas" ("Restoration") on the Preservation/Restoration Exhibit, which are located adjacent to Preservation Areas, are areas that may be disturbed for major road and utility crossings. These restoration areas shall be restored in accordance with the applicable "Streetscape Restoration", "Residential Development Restoration" and "Stormwater Management Facility Restoration" exhibits as incorporated into the Habitat Management Actions (Section 3.2) and Native Vegetation Installation (Section 3.3) of the Natural Open Space Plan. Any of the Preservation Areas that are impacted and restored in accordance with the Natural Open Space Plan shall be considered Restoration Areas.
- (3) The Preserved Buffer Restoration areas, noted as "Preserved Buffer Restoration" in the Natural Open Space Plan, which make up the 100' buffer areas adjacent to the two major utility easements, may be disturbed up to the first 10 feet of said buffer on the edge opposite (not immediately adjacent to) the utility easement, if deemed necessary by the Applicant for development purposes. In the event these Preserved Buffer Restoration areas are disturbed, they shall be restored in accordance with the applicable "Streetscape Restoration", "Residential Development Restoration" and "Stormwater Management Facility Restoration" exhibits incorporated into the Habitat Management Actions (Section 3.2) and Native Vegetation Installation (Section 3.3) of the Natural Open Space Plan.
- (4) The Applicant proffers that the above three areas, as defined in the Natural Open Space Plan shall total no less than 45% of the Net Acreage of the Property. The Natural Open Space percentage is calculated using the net acreage of the Property which is the remainder of the total area of the Property (including utility easements and public roadways) after deducting the Town Center area (Land Bay 9) and the dedicated public use site identified as Land Bay 2 ("Net Acreage"). It is recognized that this percentage may not be maintained in each land bay or phase of the development and the intent of this proffer is that upon completion of the development no less than 45% of the Net Acreage shall be Natural Open Space. In the event an area is impacted for uses or activities permitted in this section and is not restored as set forth in the Natural Open Space Plan, such area shall not be counted in the calculation of the percentage.

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1. The Applicant shall provide a separate landscape escrow for restoration activities for any site/subdivision plan in which Restoration activities are required and Open Space Enhancement Areas identified in subparagraph n below. Said landscape escrow shall be released after the five (5) year monitoring period as referenced in the Natural Open Space Plan.
- m. The Applicant will minimize disturbance for clearing of utilities within the Natural Open Space areas using special measures, such as trench boxes or other techniques.
- n. The Applicant shall provide Open Space Enhancement Areas in the locations shown on the Preservation/Restoration Exhibit and in accordance with the exhibit entitled "Open Space Enhancement Exhibit - Potomac Shores" prepared by The Engineering Groupe, Inc, and dated June 4, 2013. Each such area shall be located on common area to be controlled by an owners association and shall not be located on individual residential lots. To the extent practical, grading and land disturbance shall be minimized within Open Space Enhancement Areas; however, grading and other land disturbing activity shall be permitted provided that each area is restored in accordance with the "Residential Development Restoration" exhibit as incorporated into the Habitat Management Actions (Section 3.2) and Native Vegetation Installation (Section 3.3) of the Natural Open Space Plan, or as otherwise approved by the County Environmental Services Division.

21. Geotechnical Study

- a. The Applicant has prepared and submitted as part of the IEAMP an updated guideline for a geotechnical study/evaluation to help identify the location and extent of marine clay soils on the Property.

The geotechnical study/evaluation includes the following:

- (1) Surface features including the topography of the site, watercourses and swales, fill areas and identification of old slides, if any.
- (2) Hydrologic features having detailed information regarding seepage zones, depth to ground water tables and perched water conditions.
- (3) Type of vegetation and its density, special features in the growth that may indicate land movement.

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- (4) Exploration methods with details of pertinent standards, equipment used, density of test borings, sampling intervals, and undisturbed sampling techniques.
 - (5) Stratification of various soil strata, cross-sectional profiles, water table, 24-hour water observations and relative density or consistency of the subsoil formation.
 - (6) Ground water data including water elevations, depth of general ground water table, perched water elevations and fluctuations thereof. Observation wells shall be installed in critical areas of evaluating the stability of slopes.
 - (7) Visual examination of soil samples, including soil classification symbols and in place conditions.
 - (8) A statement shall be made on site plans, lot grading plans and building plans indicating that the approved geotechnical recommendations be incorporated in the design of the project and shall be adhered to when constructed. A professional engineer registered in Virginia, known as the geotechnical engineer of record, shall supervise the work related to the development and construction of the project and a statement shall be made by the engineer, prior to the issuance of the use and occupancy permit for each phase, certifying that the work has been carried out according to the approved geotechnical recommendations.
- b. Based upon the results of the geotechnical study evaluation, areas to be preserved and specific mitigation techniques during and after construction shall be submitted for County approval at the time of site/subdivision plan review.
 - c. If, based on the geotechnical study/evaluation, there are soils on the Property that cannot be properly stabilized for construction, no construction shall occur on the unstable soils.
 - d. In the event there is a conflict between the IEAMP and DCSM with reference to the geotechnical analysis of soils on the Property in connection with development, the DCSM shall govern.

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22. Floodplain Areas

No clearing or grading shall occur within any areas of the 100-year floodplain, except for access to and the installation of utilities, trails, piers, boat/canoe docks, road crossings, stream channel restoration activities utilizing natural channel design techniques, and for the creation of wetland mitigation areas if the area proposed for wetlands is not forested.

23. Wildlife Corridors

A one hundred-foot (100') buffer (less those areas dedicated for public use), pursuant to Proffer #20.k(3) and as defined on the Preservation/Restoration Exhibit, adjacent to two major utility easements traversing the Property, is proffered for the purpose of providing a protected movement area for wildlife.

24. Erosion and Sediment Control

- a. The Applicant shall provide, as may be required by Watershed Management in accordance with applicable ordinances and regulations, multiple-layer erosion and sediment control devices for all development on the Property.
- (1) Multiple-layer erosion and sediment control devices shall include super-silt fencing.
 - (2) The Applicant shall provide routine maintenance after every weather event that impacts the functional integrity of the Property's E&S control system.
 - (3) The Applicant shall provide immediate and complete remediation of adverse impacts to natural areas in the event of the failure of any aspect of the site's E&S control system. For purposes of this proffer, "immediate and complete" shall be defined as next day response with uninterrupted progress until resolved, to any deficiencies identified in writing by the County or other regulatory entity and as further defined in the Event Response Policy for Harbor Station, dated July 31, 2006, incorporated herein by reference.
- b. The Applicant shall provide temporary sediment traps or basins throughout the site during development.

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- c. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$75.00 per acre to be used toward water quality monitoring, stream restoration projects and/or drainage improvements. Said contribution shall be paid prior to and as a condition of the issuance of the first land development permit for each final site/subdivision plan on the Property and shall be based on the total acreage reflected on each such plan.
- d. In addition to the E&S escrow required by Prince William County, the Applicant has provided and shall maintain a cash escrow in the total amount of \$200,000.00 for the Property. The \$200,000.00 cash escrow shall be maintained at all times for the duration of and for two (2) years after the completion of the development of the Property. If drawn upon, the Applicant shall immediately replace the cash funds in order to continually maintain the amount of \$200,000.00 in the escrow account. These escrowed funds may be used by Prince William County, with notification to the Applicant, for any on-site and off-site environmental damages and/or consequential damages which are a result of a failure of the on-site E&S control systems or activities associated with Proffer #27.b below which the Applicant does not or cannot "immediately and completely" address to the satisfaction of Prince William County. The balance of the escrow funds shall be refunded to the Applicant at the end of the second year after completion of development of the Property.³
25. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the total amount of \$10,000 per year for a period of ten years for the purpose of helping to fund a Natural Open Space inspector for the County or assisting in the purchase of new technology related to this position.⁴ This obligation continues to be subject to the escalation language approved with Rezoning #PLN2010-00454 and #PLN2010-00455, which were approved on November 16, 2010.
26. Tree Preservation
- a. At the time each final subdivision/site plan is submitted for any portion of the Property on which there is located Preservation Area, the Applicant shall identify all trees having a caliper of 30" DBH (diameter of trees at breast height) or greater with a drip line located within fifty feet (50') of any such Preservation Area (both

³ This proffer has been satisfied with full payment of the escrow (Receipt #2012019628).

⁴ This payment commenced in 2007 and the final payment will be made in 2016.

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within and outside the limits of said Preservation Area) for purposes of determining whether such trees can reasonably be preserved. The Applicant shall not be required to preserve any tree that requires the construction of a retaining wall that has an exposed face higher than thirty inches (30").

- b. In connection with any final site/subdivision plan that includes trees identified for preservation in accordance with Proffer #26.a above, the Applicant shall submit a tree preservation plan. The tree preservation plan shall be prepared by a certified arborist or certified landscape architect and shall be submitted to the Prince William County Watershed Management Division for review. The preservation plan shall include recommendations as to which trees are and are not candidates for preservation and shall include any pre-treatment measures, which may include crown pruning and/or root pruning, clearing operation measures, erosion controls and mulching. The condition analysis of the located trees shall use the latest edition of The Guide for Plant Appraisal.

27. Stream Restoration

- a. Any stream mitigation required for jurisdictional impacts associated with the Potomac Shores project, as part of the 404/401 permitting process, shall be implemented on-site provided that the following conditions are met (i) suitable opportunities are identified on-site by the Applicant and these areas are reviewed and approved by the County and (ii) implementation of the proposed on-site mitigation is approved by the COE and DEQ. In coordination with the County, the Applicant will identify opportunities for on-site stream channel restoration. Areas identified as candidates for stream restoration will be proposed as on-site mitigation to the COE and DEQ for any impacts not currently mitigated for within new permit applications as well as for any subsequent modification to existing permits associated with the Potomac Shores project.
- b. The Applicant shall implement a stream management plan for the Property in accordance with the following:
- (1) In connection with any site/subdivision plan associated with the Property that includes the construction of a stormwater outfall to a COE jurisdictional stream, the Applicant shall have a preliminary meeting with the County Department of Public Works, Environmental Services

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Division, to define the length of the applicable stream channel to be evaluated.

- (2) At a minimum, one cross-section survey will be conducted upstream of each outfall and two cross-section surveys will be conducted downstream of each outfall. A visual inspection and photo documentation of the subject stream shall be conducted.
- (3) Following approval of the site/subdivision plan, the Applicant shall evaluate the stream channel once prior to construction of the stormwater outfall (to benchmark its pre-construction condition), once per year during construction, and once a year for two years following completion of development activity, final stabilization, and release of the erosion and sediment control escrow and stormwater bond posted for the site/subdivision plan.
- (4) The stream monitoring shall evaluate the effects of stormwater discharge from the development to the stream, by monitoring the downstream channel condition from the stormwater outfall and comparing it to the pre-construction condition, as well as upstream condition. The analysis shall indicate that the stream channels have not aggraded, degraded, widened, or narrowed to the point where they have become unstable or will cause instability. The following cross-section measurements will be used to aid in making this determination each monitoring year: (a) A Width/Depth Ratio Stability Rating (measured Width/Depth Ratio divided by the pre-construction Width/Depth Ratio) between 0.7 and 1.3; (b) A Bank Height Ratio that increases or decreases by an amount greater than 0.2 of the pre-construction Bank Height Ratio.
- (5) Upon completion of each evaluation, the Applicant shall submit a report to the County Environmental Services Division documenting its findings; (vi) if the report indicates impairment of the stream channel, the report shall identify the maintenance and/or corrective actions and include a maintenance and/or conceptual restoration plan.
- (6) Upon approval of said plan by the County Environmental Services Division, the Applicant shall prepare all appropriate design plans,

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including a monitoring plan, obtain all applicable permits, and implement the maintenance and/or restoration activities.

COMMUNITY DESIGN

28. The Applicant shall create covenants, conditions and restrictions to coordinate development within the Property, which include such items as architectural controls, signage, building materials, lighting and landscaping. Further, the Applicant shall establish an association or multiple associations (residential and nonresidential) charged with responsibility to oversee the on-going management and maintenance of the Property, including landscaping and maintenance of common areas, community use space and private streets.
29. All development on the Property shall be in conformance with the design concepts and details set forth in the Design Guidelines. A Design Review Committee ("DRC") will be established to implement the Design Guidelines and said committee shall consist, of a minimum of three members which shall include a representative of the owner, and/or an architect, and/or a landscape architect and/or an engineer. The DRC shall be responsible for the review and approval of all plans for development on the Property to ensure that such plans are in conformance with the design concepts and details set forth in the Design Guidelines. Minor modifications to the Design Guidelines may be made at the time of final site/subdivision plan. More substantial modifications to the Design Guidelines may be approved by the DRC provided the overall concept and intent of the Design Guidelines is met. Final DRC approval of such substantial modifications is subject to approval of the Planning Office as follows: Prior to final approval by the DRC, each amendment, revision or waiver to the Design Guidelines shall be forwarded to the Prince William County Planning Director, or his designee, who shall have twenty (20) business days from receipt of such amendment, revision or waiver to notify the DRC in writing that he has determined said amendment, revision or waiver to be substantially inconsistent with the Design Guidelines or zoning. The Planning Director's written determination shall include specific references to those portions of the Design Guidelines or conditions of the zoning which are the basis for such determination. The DRC shall not approve any such substantive amendment found to be inconsistent by the Planning Director. Failure of the Planning Director to provide such written notice shall automatically mean that he has determined such amendment, revision or waiver to be substantially consistent with the Design Guidelines and the conditions of the zoning and the DRC shall be entitled to either approve or not approve said amendment in its sole

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discretion. In the event there is a conflict between the proffered conditions and the Design Guidelines, the proffers shall control.

30 Signage - The Applicant shall provide a coordinated, development wide signage program for the Property in terms of materials, color and style.

a. Signs shall be compatible in design, scale, material, style, and color with other site amenities, with building and landscaping and with the overall design character of the subject development.

b. Temporary signage shall be allowed as set forth in the Design Guidelines.

c. Monument Signs

(1) Entry monument signs and neighborhood entry piers shall be permitted on the Property in substantial conformance with the style, design, materials and parameters set forth on the attached exhibits entitled "Potomac Shores Entry Monument" (Alternatives 1 & 2) and "Potomac Shores Entry Pier", both dated January 3, 2013, (collectively referred to as the "Monument Signs"). The Zoning Administrator may approve minor changes to the Monument Signs including changes to the logo, font size, color, illumination and style changes. Additional modifications may be approved by the Planning Director, or his designee. Requests to the Planning Director for any such modifications shall be in accordance with the following: a request for modifications, with a written rationale for each, shall be submitted to the Planning Director, or his designee, who shall have thirty (30) business days to notify the Applicant in writing whether the modifications have been found to be acceptable. If deemed unacceptable, the Planning Director, or his designee, shall include the basis for such determination. Failure to respond within thirty (30) business days shall automatically mean that the requested modifications are acceptable.

(2) The locations of Monument Signs shall be as generally shown on the attached exhibit entitled Illustrative Signage Master Plan, dated January 9, 2013 ("Sign Location Plan"). The Applicant reserves the right to determine which Alternative Entry Monument is utilized in specific locations. The Sign Location Plan is provided for purposes of

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identifying the general locations of the Monument Signs at key entrances to the community and at entrances to neighborhoods. The Sign Location Plan is not intended to show a proposed layout for the Property and, therefore, as the neighborhood layout is finalized, the general locations of the Monument Signs may be modified accordingly.

- d. All signs shall require sign permit approval in accordance with the requirements set forth in Section 250 of the Zoning Ordinance.

31. Nonresidential Site Design

- a. A coordinated architectural design theme shall be utilized in the development of Land Bay 8. The facade of any building in Land Bay 8 that is facing and visible from Potomac Shores Road shall be constructed of brick, stone, glass, architectural concrete masonry unit (e.g. regal stone, split face, precision, ground face), architectural pre-cast concrete panels, job-cast architectural concrete, architectural metal panels, wood or other comparable siding but not plain concrete block. EIFS (Exterior Insulation and Finish Systems) may be used as a secondary building material on said facades. Other materials may be used if approved by the Planning Director or his designee.
- b. All dumpsters and trash areas shall be screened utilizing materials compatible with those utilized on the buildings served by the dumpsters.
- c. Compliance with the architectural controls as set forth in this proffer shall be evidenced with the submission to the Planning Office of building elevations a minimum of two (2) weeks prior to the issuance of the building permit release letter by the County in connection with the issuance of a building permit.

- 32. The Applicant shall remove any graffiti from nonresidential buildings that are constructed the Property. Graffiti shall be deemed any inscription or marking on walls, buildings or structures not permitted by the sign regulations in Section 32-250.20 *et seq* of the Zoning Ordinance or otherwise approved by the County. Any graffiti is to be reported to the Prince William County Police Department before removal.

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33. Streetscape

- a. Street trees shall be planted along roadways within the Property in substantial conformance with the details/parameters set forth on the Transportation Plan. Street trees may be clustered at various locations along the streets for purposes of providing adequate sight distance and to avoid utilities. Plantings shall be shown on all final site/subdivision plans.
- b. Street trees shall be planted along both sides of public streets in residential neighborhoods located outside the Town Center (Land Bay 9). Trees shall be provided at a rate of one tree per forty linear feet (40') of frontage and shall be counted toward the lot landscaping requirement set forth in Section 802.47 of the DCSM. The Applicant reserves the right to locate said trees between the sidewalk and curb and to cluster said trees in order to provide adequate sight distance and to avoid conflicts with utilities. Street trees shall be shown on each final subdivision plan.
- c. A minimum forty-five foot (45') wide landscape strip shall be provided along both sides of Potomac Shores Parkway between River Heritage Boulevard and the first entrance road into the Town Center (Dunnington Place), excluding those areas adjacent to the golf course and areas to be dedicated to the County. Said landscape strip shall be maintained by an association established for such purposes and shall not be located on individual residential lots. Street trees shall be provided as shown on the typical section (sheet 3c of 8 on the MZP) and may be located within the landscape strip or within the adjacent right of way. In those areas where the landscape strip is located within natural open space areas, existing vegetation shall be preserved. In those areas where residential development is located immediately adjacent to the landscape strip, plantings shall be provided in accordance with the Type C Buffer planting standard as set forth in the DCSM, as may be modified and approved by the County. Entrance features, walls, and signage shall be allowed within the said landscape strip as otherwise permitted and approved with this rezoning.

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34. Elementary School Site

- a. The Applicant shall dedicate and convey to the Prince William Board of County Supervisors, at no cost to the County, approximately 21.0 acres of land for use as an elementary school and recreational purposes, as said site is generally identified in the northern portion of Land Bay 2 on the Land Use Plan ("Elementary School Site").
- b. Prior to conveying the Elementary School Site to the County and subject to obtaining all County and/or other governmental permits and approvals, the Applicant shall provide, at no cost to the County, the following improvements for the Elementary School Site: (i) site grading in accordance with standards and specifications provided by Prince William County Schools, (ii) the extension of public water and sanitary sewer to a point along the boundary of the Elementary School Site to allow a connection of said utilities (excluding connection costs/tap fees), (iii) the provision of conduit infrastructure to a point along the boundary of the Elementary School Site to allow for the extension of 3-phase electrical service to the elementary school (service connection to be provided by others), and (iv) storm water management (either on-site and/or off-site) for the Elementary School Site (collectively, the "Elementary School Improvements").
- c. Within sixty (60) days of receipt of a written request from the County or School Board, the Applicant shall provide the School Board staff with a grading plan for the Elementary School Improvements for review and approval prior to submission to the County.
- d. Within thirty (30) days of receipt of the School Board staff's approval of the grading plan and School Board confirmation that the school is funded and the School Board is in a position to move forward with the construction of the elementary school, the Applicant shall file the grading plan with the County and pursue County approval in good faith and with due diligence. Upon County approval of the plan, the Applicant shall commence construction of the Elementary School Improvements and thereafter pursue in good faith and with due diligence completion of the Elementary School Improvements. At the option of the Prince William County Schools, all activity associated with the

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construction of the Elementary School Improvements may be monitored and inspected for its intended use by the Prince William County Schools, at no cost to the Applicant, during construction of the Elementary School Improvements.

- e. Upon completion of the Elementary School Improvements, the Applicant shall tender a Special Warranty deed for conveyance of the Elementary School Site in fee simple to the County.

35. Middle School Site

- a. The Applicant shall dedicate, and convey in fee simple, to the Prince William Board of County Supervisors, at no cost to the County, approximately 54 acres of land to the Prince William Board of County Supervisors for use as a middle school, said site being identified as the southwestern portion of Land Bay 2 (less the area to be conveyed to the Prince William County Service Authority pursuant to Proffer #60 below), as generally shown on the Land Use Plan ("Middle School Site").
- b. Prior to conveying the Middle School Site to the County and subject to obtaining all County and/or other governmental permits and approvals, the Applicant shall provide, at no cost to the County, the following improvements for the Middle School Site: (i) site grading in accordance with standards and specifications provided by Prince William County Schools, (ii) the extension of public water and sanitary sewer to a point along the boundary of the Middle School Site to allow a connection of said utilities (excluding connection costs/tap fees), (iii) the provision of conduit infrastructure to a point along the boundary of the Middle School Site to allow for the extension of 3-phase electrical service to the middle school (service connection to be provided by others), and (iv) storm water management (either on-site and/or off-site) for the Middle School Site (collectively, the "Middle School Improvements").
- c. So long as building permits have been issued for 1,250 residential units on the Property, the Applicant shall, within sixty (60) days of receipt of a written request from the County or School Board, provide the School Board staff with a grading plan for the Middle School Improvements for review and approval prior to submission to the County.

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- d. Within thirty (30) days of receipt of the School Board staff's approval of the grading plan and School Board confirmation that the school is funded and the School Board is in a position to move forward with the construction of the middle school, the Applicant shall file the grading plan with the County and pursue County approval in good faith and with due diligence. Upon County approval of the plan, the Applicant shall commence construction of the Middle School Improvements and thereafter pursue in good faith and with due diligence completion of the Middle School Improvements. At the option of the Prince William County Schools, all activity associated with the construction of the Middle School Improvements may be monitored and inspected for its intended use by the Prince William County Schools, at no cost to the Applicant, during construction of the Middle School Improvements.
 - e. Upon completion of the Middle School Improvements, the Applicant shall tender a Special Warranty deed for conveyance of the Middle School Site in fee simple to the County.
36. Notwithstanding the above, any of the terms and conditions of the school site conveyances as set forth above may be modified with the agreement of the Applicant, School Board and the Planning Director, or his designee.
37. Any final site/subdivision plan submitted to the County for the Property that may impact the Elementary School Site or the Middle School Site shall be provided to the School Board staff for review.

PARKS & RECREATION

38. The Applicant shall dedicate, and convey in fee simple, to the Prince William Board of County Supervisors, at no cost to the County, approximately 55 acres of land (less the areas needed for public right of way) to be used for parks and recreation purposes, said land to be located in Land Bay 2, as generally shown on the Land Use Plan ("Fields Site").
39. At the request of the County, the Applicant shall dedicate, and convey in fee simple, to the Prince William Board of County Supervisors, at no cost to the County, approximately 113 acres of land for use as open space/passive recreation purposes and for a telecommunications tower, said site being identified as Land Bay 6. Within thirty (30) days of receipt of a written request from the County, the Applicant shall commence

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and pursue in good faith and with due diligence, the preparation of documents necessary to convey the property to the County. If not already requested by the County, said property shall be conveyed to the County by the time the first final site/subdivision plan is approved in Land Bay 5. Land Bay 6 shall count toward preservation open space calculations on the Property prior and subsequent to its dedication. The County shall have the right to disturb portions of Land Bay 6 to provide access to the designated cultural resource and to construct a telecommunications tower. In the event the County disturbs any portion of Land Bay 6, the Applicant shall not be required to provide replacement Preservation Area.

40. The Applicant shall dedicate, and convey in fee simple, to the Prince William Board of County Supervisors, at no cost to the County, approximately 80 acres of land, subject to all matters of record including but not limited to the Declaration of Restrictions recorded as Instrument No. 201206290062039 among the land records of Prince William County, for use as open space/passive recreation purposes, trails, boardwalks, wildlife management structures, observation decks and informative signs. Said property shall be located in the northern portion of Land Bay 1 as more particularly identified as "Powell's Creek Open Space Area" on the Land Use Plan. Subject to the provisions set forth herein, the area shall be maintained in its existing natural condition and shall be used exclusively as a resource park with natural trails for pedestrian access only. The Applicant shall grant an access easement to the County to provide access to the said property for maintenance purposes. Said easement shall be located over an existing golf cart path and will provide access from Dunnington Place to the Service Authority pump station located adjacent to said open space. The fee simple dedication of land and the dedication of the easement as reference herein shall be made the earlier of the following: (i) completion of construction of the PHNST within said areas or (ii) five (5) years after Final Rezoning of the Property.
41. In addition to the fee simple dedication referenced in Proffer #40 above, the Applicant shall dedicate a pedestrian access easement, up to fifteen feet (15') in width, across the northern portion of Land Bay 9, to provide for the continuation of a pedestrian access between the property to be conveyed to the County pursuant to Proffer #40 above and the eastern boundary of the Property. Said easement shall be dedicated at the time the property located in Land Bay 1, as referenced in Proffer #40 above, is dedicated in fee simple to the County.
42. The Applicant shall construct nine (9) rectangular multi-purpose fields of various sizes, a softball field, two (2) Little League fields, a comfort station and a tot lot in Land Bay 2

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generally as shown on the Fields Plan. Two (2) of the multi-purpose fields shall be constructed with artificial turf and have lights. The construction of the fields shall include the provision of road access and the associated parking as shown on the Fields Plan. In connection with the construction of the fields as set forth below, conduit for lighting of the fields shall be provided for those fields that are not lighted as part of the Applicant's responsibility. Fields shall be provided in accordance with the following schedule:

- a. Prior to the issuance of a building permit for the 350th cumulative residential unit on the Property, the Applicant shall submit a site plan for fields #3, #4, #5, #6 and #7 and the comfort station, as said fields are identified on the Fields Plan. Said fields and comfort station shall be constructed and available for use at the time a building permit is issued for the 500th residential unit on the Property. Field #7 shall have artificial turf and lights.
- b. Prior to the issuance of a building permit for the 750th cumulative residential unit on the Property, the Applicant shall submit a site plan for field #8 and the tot lot, as said field and tot lot are identified on the Fields Plan. Said field and tot lot shall be constructed and available for use at the time a building permit is issued for the 1,000th residential unit on the Property. Field #8 shall have artificial turf and lights.
- c. Prior to the issuance of a building permit for the 1,250th cumulative residential unit on the Property, the Applicant shall submit a site plan for fields #9, #10, #11 and #12, as said fields are identified on the Fields Plan. Said fields shall be constructed and available for use at the time a building permit is issued for the 1,500th residential unit on the Property.
- d. At the time the Applicant submits the grading plan for the elementary school site referenced in Proffer #34 above, said plan shall include fields #1 and #2, as said fields are identified on the Fields Plan. Construction of said fields shall be coordinated with the construction of the elementary school site with the objective of completing construction of the said fields by the time the elementary school is constructed.
- e. The Fields Plan reflects the opportunity for shared parking with the adjacent school sites. As an alternative to the shared parking, in connection with the submission of a site plan for each phase of the field construction obligations as set forth above, the Applicant shall provide the County with a written request for a

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decision as to which, if any, of the alternative parking areas and/or tennis courts depicted as Additional Parking Options and Tennis Courts Option on the Fields Plan for the subject area the County prefers be constructed in lieu of the corresponding field(s). The County shall have thirty (30) days from receipt of the written request to respond to the Applicant in writing. Once the decision is rendered by the County, the Applicant shall proceed with the site plan for the facilities as decided by the County and shall have no further obligation to provide the alternative facility not selected for that field construction phase. In the event the County does not respond within the thirty (30) day period, the Applicant shall proceed with the design and construction of the fields as shown on the Fields Plan for that field construction phase.

- f. Notwithstanding the above, the Applicant and Prince William County, through the Department of Planning, may agree to administrative modifications to the program as outlined above.
43. The Applicant shall construct three (3) tot lots throughout the community in locations to be determined by the Applicant, one of which will be located in Land Bay 2 as referenced in Proffer #42.b above and one of which may be located as a part of the recreation center referenced in Proffer #44 below. A tot lot shall be provided at the time a building permit is issued for every 750 residential units constructed on the Property until the three tot lots are constructed.
44. The Applicant shall construct a recreation center on the Property for use of the residents of the Property. Said recreation center shall be located in Land Bay 9 (Town Center) and shall be reflected on a final plan to be filed at the time of or as a part of the final site/subdivision plan that results in the 375th cumulative residential unit on the Property. The recreation center shall be constructed and available for use at the time a building permit is issued for the 500th residential unit on the Property. The recreation center shall include the following:
- a. Clubhouse facility consisting of a minimum of 10,000 square feet of net floor area, and shall include a multi-purpose room and an exercise/fitness room.
 - b. Two (2) swimming pools, one of which shall be a minimum 6-lane, 25-yards in length.
 - c. Tot Lot.

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- d. Four (4) tennis courts.
45. The Applicant shall have the right to make the community recreational amenities available to the adjacent Southbridge residential community.

FIRE & RESCUE

46. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in accordance with the amounts set forth in Proffers #46.a and #46.b below to be used for fire and rescue services and facilities. Said contribution shall be paid prior to and as a condition of the issuance of a building permit for each residential unit constructed on the Property.
- a. For the first 2,500 residential units constructed on the Property, the monetary contribution shall be based on the type of unit constructed in accordance with the following:
- (1) \$511.89 per single family detached unit
 - (2) \$345.52 per single family attached unit and multi-family unit
- b. The monetary contribution for each unit beginning with the 2,501st shall be based on the type of unit constructed in accordance with the following:
- (1) \$806.97 per single family detached unit
 - (2) \$766.25 per single family attached unit
 - (3) \$546.56 per multi-family unit
- c. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$0.30 per square foot of gross floor area of nonresidential space constructed on the Property, excluding parking structures, to be used for fire and rescue services and facilities. Said contribution shall be paid prior to and as a condition of the issuance of a building permit for each building constructed on the Property and the amount paid shall be based on the gross floor area of each building.

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47. Pursuant to Section 306.12.3 of the Zoning Ordinance, allow 5' side yards for all housing types constructed on the Property, subject to the provisions set forth in Section 306.12.3 of the Zoning Ordinance.

POLICE

48. The Applicant shall provide the Police Department with "field office" facilities to be located in the Town Center, the exact location of said space to be determined by the Applicant in consultation with the Police Department. The "field office" facilities shall consist of approximately 1,500 square feet of gross floor area with standard electric and telephone wiring in place and shall include finished space for two (2) offices, a bathroom, a storage room and a conference room. The "field office" space shall be provided at no cost to the Police Department. All typical office operational expenses (i.e., real estate taxes, utilities, common area fees, etc.) shall be the responsibility of the Applicant or an owners association established for the development. The Police Department shall be responsible for any expenses incurred in connection with interior improvements (Police Department fixtures and infrastructure) and/or alterations after initial occupancy by the Police Department.
49. The Applicant shall provide a maximum of six (6) reserved parking spaces for the exclusive use by the Police Department and said spaces shall be marked/signed accordingly. The parking spaces may not be located at the front of the building in which the tenant space is located but will be located in the general area. At least three (3) such parking spaces shall be located within five hundred feet (500') of the field office space.
50. The "field office" space and associated parking spaces shall be shown on the final site plan for the building in which it is located and shall be provided no later than at the time a building permit is issued for the 500,000th square foot of nonresidential space in the Town Center.

LIBRARIES

51. The Applicant shall dedicate, and convey in fee simple, to the Prince William Board of County Supervisors, at no cost to the County, a pad site containing approximately one (1) acre of land for use as a library ("Library Site"), said site being located within Land Bay 9, as said Land Bay is shown on the Land Use Plan. The Library Site shall be available for dedication no later than at the time the abutting streets are constructed or a building permit is issued for the 500th residential unit in the Town Center, whichever

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occurs first; provided however, (i) the site shall not be dedicated until such time that said dedication is requested in writing by the County and the County has funding and is in a position to move forward with the construction of the library; and (ii) any improvements to be constructed on the Library Site shall be in accordance with the Town Center Design Guidelines as referenced in the Town Center SUP. Within thirty (30) days of receipt of a written request from the County in accordance with the above, the Applicant shall commence and pursue in good faith and with due diligence, the preparation of documents necessary to convey the property to the County. Prior to the conveyance of the Library Site to the County, the Applicant shall have the right to use the property for passive recreation/open space purposes.

52. Prior to conveying the Library Site to the County and subject to obtaining all County and/or other governmental permits and approvals, the Applicant shall provide, at no cost to the County, the following improvements for the Library Site: (i) site grading in accordance with standards and specifications provided by Prince William County, (ii) the extension of public water and sanitary sewer to a point along the boundary of the Library Site to allow a connection of said utilities (excluding connection costs/tap fees), and (iii) storm water management (either on-site and/or off-site) for the Library Site ("Library Site Improvements").
53. If requested by the County at the time the site plan is filed for the Library Site Improvements, up to fifty (50) parking spaces within the Town Center shall be made available for the non-exclusive use of library patrons, the location of which shall be coordinated with the Department of Library Services.
54. In lieu of dedicating the site as referenced in Proffer #51 above, and with the consent of the Planning Director, or his designee, the Applicant may pursue an alternative arrangement to provide library space and associated parking in an alternative location within the town center (Land Bay 9). Said alternative arrangement shall be determined in consultation with the Library Services Department and shall be finalized prior to the release of the Library Site for private use. In the event this alternative is selected, the Library Site may be used for any use otherwise permitted by the zoning.
55. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$100,000 to be used for the purchase of equipment for the library. Said contribution shall be paid at the time the Library Site is dedicated to the County or when an alternative arrangement is finalized pursuant to Proffer #54 above.

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This monetary contribution shall not be subject to the escalation provision set forth in Proffer #62 below.

AFFORDABLE HOUSING

56. The Applicant shall make a monetary contribution to Prince William County in accordance with the amounts set forth in Proffers #56.a, #56.b and #56.c below for use by the Prince William County Housing Preservation and Development Fund for development of affordable housing throughout Prince William County and/or for the renovation of and improvements to the existing stock of affordable housing in and around the area.
- a. A lump sum payment in the amount of Forty-Six Thousand and Eighty and No/100 Dollars (\$46,080.00) at the time a building permit is issued for the 300th cumulative dwelling unit on the Property.
 - b. A lump sum payment in the amount of Forty-Six Thousand and Eighty and No/100 Dollars (\$46,080.00) at the time a building permit is issued for the 700th cumulative dwelling unit on the Property.
 - c. A monetary contribution of \$265.68 for each unit beginning with the 2,501st unit constructed on the Property shall be paid at the time a building permit is issued for each residential unit.

HISTORICAL AND CULTURAL RESOURCES

57 Archaeological Survey

- a. The Applicant shall retain a qualified professional archeologist to perform a Phase I cultural resource investigation as defined by the Virginia Division of Historic Resources to identify all archaeological and architectural resources on those portions of the Property proposed to be disturbed and which have not previously been included in a Phase I investigation. Two (2) copies of the report documenting the results of the survey shall be submitted to the Planning Director no later than with the submission of the first plan for development on the property that is the subject of any such Phase I investigation.

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- b. In the event the findings of the Phase I studies submitted to the County indicate that further investigation is warranted to justify a Phase II or Phase III investigation with reference to specific locations and/or resources on the Property, the Applicant shall conduct such Phase II and/or Phase III investigation in connection with such sites and resources to the extent that they are located on the Property and located in an area proposed to be disturbed in connection with development of the Property. Prior to and as a condition of final plan approval for the affected areas, the Applicant shall retain a qualified professional archeologist to conduct the Phase II evaluation and the scope of work shall be approved by the Planning Director or his designee.
- c. Based on the Phase II investigations, sites determined not to meet the criteria of the National Register of Historic Places (that are not considered to be significant) shall be recorded and the information submitted to Prince William County and the Virginia Department of Historic Resources and no further action will be taken for sites that are not significant.
- c. A mitigation plan shall be prepared for each site that has been determined to be significant as a result of a Phase II survey, and is proposed to be disturbed in connection with development of the Property. The mitigation plan shall be submitted to the County for review and approval prior to the issuance of the first site preparation permit for any portion of the Property that includes any such significant site. Mitigation measures may include Phase III data recovery carried out prior to construction. Data recovery shall be carried out by a qualified archeologist and shall be approved by the Planning Director or his designee.
- d. The Applicant shall prepare an interpretative plan that includes three elements: (i) historical markers and other interpretative media in areas of public access; (ii) a self-guided brochure for the trail system incorporating interpretation of historic properties along the trail; and (iii) a small interpretative display in the vicinity of the Town Center to explain the history of the Cherry Hill Peninsula. If the Town Center is not built, the small interpretative display shall be placed in another location within the development. The interpretative plan shall be developed in consultation with the Planning Director, or his designee, and shall be submitted within one (1) year of "Final Rezoning" and thereafter, each applicable site plan shall include those elements of the interpretative plan that are to be implemented by that site plan.

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- e. Within one (1) year of "Final Rezoning", the Applicant shall curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the excavations undertaken in connection with the Phase I, Phase II and Phase III investigations completed to date which the Applicant has in its possession. The Applicant may borrow such artifacts from the County, at no cost to the Applicant, when the Applicant is prepared to fulfill the obligation set forth in Proffer #57.d above. Artifacts and records generated from excavations after the approval of this rezoning and proffer amendment shall be curated with the County within three (3) months after approval of the final report for the specific area or site. All artifacts and records submitted for curation shall meet current professional standards and *The Secretary of the Interior's Standards and Guidelines for Archeology and Historic Preservation*. The Applicant shall pay to the County a curation fee identical to VDHR's curation fee will be paid by the Applicant at the time of delivery to the County. Ownership of all records submitted for curation shall be transferred to the County with a letter of gift.
58. Cemeteries
- a. The Williams Cemetery shall be preserved in place.
- b. The Dunnington Plantation Cemetery shall be preserved in place.
- c. The Tebbsdale Cemetery shall be preserved in place.
59. The Applicant shall cooperate with the County to identify potential alternatives for limited and controlled access to the Cockpit Point battery site for educational/interpretative programs to be operated by the County. Such alternatives may include a cooperative arrangement with the adjacent property (GPIN 8388-79-0235) located between Land Bays 8 and 6, provision for water access from the marina or public pier on the Property or other alternative access that may be mutually agreed to by the County and Applicant. In addition, within five years of Final Rezoning, the Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$200,000 to be used for the provision of such access. The Applicant shall receive a credit against said monetary contribution for any in-kind contribution related to this project, including but not limited to feasibility analysis, design, engineering, permit fees, construction, and the like, provided by the Applicant in connection with the provision of such access.

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SEWER AND WATER

60. The Applicant shall provide to the Prince William County Service Authority ("Authority"), at the request of and at no cost to the Authority, an approximately 1.5 acre site on which the Authority shall construct a water storage facility, said site to be located in Land Bay 2, as generally shown on the Infrastructure Plan. Access to the site shall be coordinated with the School Board to allow use of the on-site road. The Applicant shall provide an appropriately sized waterline to the site, the location of which shall be coordinated with the School Board. At the time any final site plan is submitted to the County for the property, said plan shall be provided to the School Board staff for review prior to approval.
61. The Property shall be served by public sanitary sewer and water and the Applicant shall be responsible for the costs and construction of those on and off-site improvements required in order to provide such service for the demand generated by the development on the Property.

COMPREHENSIVE PLAN CONFORMITY

62. Acceptance and approval of this rezoning application by the Board of County Supervisors authorizes the location and provision of those public uses and facilities specifically referenced on the Master Zoning Plan Amendment, in this Proffer Statement, including a telecommunications tower in Landbay 6, and the extension and construction of water and sewer lines and facilities, trails and roads necessary to serve this Property pursuant to the Virginia Code §15.2-2232 and the Prince William County Code §32-201.11 as being in substantial accord with Prince William County's adopted Comprehensive Plan. The general area and location for these uses and facilities are as shown on the Master Zoning Plan and referenced in the proffers with the exact locations to be determined based on final engineering and as approved by Prince William County. The school and recreation field facilities as shown on the Master Zoning Plan and referenced in this Proffer Statement may include lighted ball fields. Acceptance of this proffer constitutes approval of the public uses and facilities and their general locations and thereby excepts said uses and facilities from further Comprehensive Plan conformity review. Notwithstanding this proffer, the Planning Director in his discretion in accordance with §32-201.12 of the Prince William County Code may determine the need for a public hearing in accordance with the Virginia Code §15.2-2232.

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MISCELLANEOUS

63. Potomac Hospital and Dumfries Boys and Girls Club

The Applicant, in order to mitigate the impacts of the development of the Property on health care and recreational facilities within the area, has contributed \$10,000.00 each per year for a period of five years to Potomac Hospital and the Dumfries Boys and Girls Club. Each recipient has received a total of \$50,000.00 from the Potomac Shores Applicant/Developer.⁵

64. Escalation Clause

Unless otherwise noted, the monetary contributions set forth in this Proffer Statement shall be adjusted in accordance with the Urban Consumer Price Index ("CPI-U") published by the United States Department of Labor, such that at the time contributions are paid they shall be adjusted by the percentage change in the CPI-U from that date eighteen (18) months after the approval of this rezoning and proffer amendment to the most recently available CPI-U to the date the contributions are paid, subject to a cap of 6 percent (6%) per year, noncompounded.

65. Easements on Public Use Parcels

The Applicant reserves the right to retain (or obtain at no cost in the future) necessary temporary and permanent grading, slope, construction, utility, signage, drainage, stormwater management and access easements on all public use parcels which are dedicated to Prince William County, with the exception of the Cockpit Point battery site identified with Prince William Geographic Parcel Identification Number 8388-68-6019, provided said easements do not preclude development of the property for the intended public purpose.

66. Any residential unit constructed within 100 feet of the railroad right of way shall be constructed so that each unit will have a maximum interior noise level of 45 dBA Ldn. Compliance with this proffer shall be identified at the time of site plan submission and demonstrated prior to the issuance of a building permit release letter for any such unit.

67. Development and uses in Land Bay 3 shall be limited to single family detached residential units, utilities and open space and such uses shall be subject to the following:

⁵ This proffer has been satisfied with the full payment to Potomac Hospital and the Dumfries Boys and Girls Club.

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- a. Clearing and grading required for the residential lots in Land Bay 3, including the construction of storm water management facilities, shall not be located within five hundred feet (500') of the residential properties located immediately adjacent to the southwest boundary of Land Bay 3 (Parcels 8288-57-9567, 8288-67-0451, 8288-67-1344, 8288-67-1937, 8288-67-4026, 8288-67-5714, 8288-67-6807, 8288-67-6633, 8288-67-7548, 8288-67-9065, 8288-66-7497, 8288-66-7987, 8288-66-8379, 8288-66-9070) [hereinafter collectively referred to as "Protected Properties"].
- b. Sanitary sewer and water may be located within five hundred feet (500') of the Protected Properties, but the Applicant shall make a reasonable effort to locate such utilities as far away from the Protected Properties as engineeringly possible and as approved by the Prince William County Service Authority. In no event shall the limits of clearing and grading associated with such sanitary sewer and water be located closer than two hundred and fifty feet (250') from the property boundaries of the Protected Properties and any clearing and grading associated with the construction of such sanitary sewer and water shall be minimized to the extent possible based on reasonable engineering design standards and as approved by the Prince William County Service Authority.
- c. Prior to the commencement of construction of any water and/or sanitary sewer facilities within the area as permitted in subparagraph b above, the Applicant shall provide written notification of such construction to the owner of the property identified with GPIN 8288-67-6633 and the Supervisor of the Potomac District.
- d. In connection with any disturbance within the 500' area referenced in subparagraph b above for sanitary sewer and water, the Applicant shall provide erosion and siltation control measures in accordance with Proffer #24 above, and as approved by the County, to minimize impacts on the Protected Properties. Areas of disturbance shall be restored in accordance with the applicable "Streetscape Restoration", "Residential Development Restoration" and/or "Stormwater Management Facility Restoration" exhibits incorporated into the Habitat Management Actions (Section 3.2) and Native Vegetation Installation (Section 3.3) of the Natural Open Space Plan, subject to the Prince William County Service Authority and County approval. Additionally, the easements will be planted with landscape materials as permitted and approved by the Prince William County Service Authority.

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- e. Notwithstanding that which is shown on the Preservation/Restoration Exhibit, any portion of the Property located within the 500' wide area referenced in subparagraphs a and b above which is not identified on the Preservation/Restoration Exhibit as Natural Open Space may be included as part of the minimum 771 acres of preservation and restoration area, subject to County Environmental Services Division approval.

MODIFICATIONS/WAIVERS

68. Pursuant to Section 32-700.25 of the Zoning Ordinance, approval of the subject rezoning shall constitute a waiver of the following:
- a. At the time of site/subdivision plan, the requirements in Sections 250.31 and 405.04 of the Zoning Ordinance and Sections 802.10, 802.11 and 802.12 of the DCSM may be modified and/or waived by the Planning Director, or his designee, with reference to all internal buffers between uses on the Property, all perimeter buffers in the Planned Mixed Use District (PMD) except where the perimeter buffer is located adjacent to properties that are not a part of this rezoning, and all buffers otherwise required between uses based on the uses, layout and design details provided on the plans at that time.
- b. The thirty percent (30%) open space requirement, per Section 306.20 of the Zoning Ordinance, in the PMR District shall be calculated based on the overall PMR area and shall not necessarily be provided within each individual Land Bay. In order to evidence compliance with this proffer, the Applicant shall provide a tabulation on each final site/subdivision plan filed for the Property within the PMR district to document the cumulative amount of open space provided on the PMR zoned portion of the Property.
- c. Modification of Section 306.12 of the Zoning Ordinance to allow the new housing types and associated development standards as set forth in Attachment A, attached hereto and incorporated herein by reference, the Potomac Shores Design Guidelines, as set forth in the Lot Diagrams in Chapter 2, the unit types permitted in the PMR based on the respective land bay designations and/or any other modified housing type as may be approved by the Zoning Administrator.

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- d. Waiver of Section 306.21 of the Zoning Ordinance to allow the elimination of the nonresidential secondary use requirement within the PMR District.
- e. Modification of Sections 306.12, 401.14.5 and 402.24.5 of the Zoning Ordinance to allow the maximum heights of buildings to exceed the height limit of the applicable districts as set forth in Proffer #8 above.
- f. Pursuant to Section 700.25 of the Zoning Ordinance, modification of the PMD use regulations to allow community operated clubhouses, swimming pools and other recreational facilities within the Town Center on the Property for use of the residents of the development and others without the need for a special use permit.
- g. Pursuant to Section 250.23 of the Zoning Ordinance, modification of the sign ordinance to allow monument signs and neighborhood entry piers as set forth in Proffer #30 above.
- h. Modification of Section 802.48.C and Table 8-7 of the Prince William County Design and Constructions Standards Manual to reduce the buffer width along Potomac Shores Parkway from fifty feet (50') to forty-six feet (46') subject to implementation of the streetscape (street trees) along Potomac Shores Parkway generally as shown on the Transportation Plan.
- i. Modification of Section 250.31(8) of the Zoning Ordinance to waive the 100' wide buffer between residential uses and railroad right of way subject to implementation of noise attenuation measures as set forth in Proffer #66 above, except that there shall be a minimum setback of fifty feet (50') between residential uses (excluding parking) in Landbays 5 and 8 and the railroad right of way.
- j. Waiver of applicable requirements set forth in the Zoning Ordinance and DCSM in order to allow private streets internal to the project, said streets to be designed and constructed to County and VDOT standards, unless approved otherwise at the time of final site plan(s).

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7/15/13

APPROVED
PROFFER/DEVELOPMENT PLAN
Francis Burzynski
Signed
JUL 16 2013
Date
OFFICE OF PLANNING

PROFFER STATEMENT

REZ #PLN2012-00420, Potomac Shores

Harbor Station Communities LLC, CHR Properties LLC, Harbor Station Marina LLC, HSP Properties LLC, NVR, Inc. and BTM Land LLC

SIGNATURE PAGE

REZ #PLN2012-00420, Potomac Shores

July 15, 2013

HARBOR STATION COMMUNITIES LLC, a Delaware limited liability company

By: Harbor Station Venture LLC, Its Manager

By: HS Land Holdings LLC, Its Manager

By: [Signature]
Name: Bruce Cook
Title: Authorized Signatory

CHR PROPERTIES LLC, a Delaware limited liability company

By: Harbor Station Venture LLC

Its: Sole Member

By: HS Land Holdings LLC

Its: Manager

By: [Signature]
Name: Bruce Cook
Title: Authorized Signatory

HARBOR STATION MARINA LLC, a Delaware limited liability company

By: [Signature]
Name: Bruce Cook
Title: Authorized Signatory

HSP PROPERTIES LLC, a Delaware limited liability company

By: Harbor Station Venture LLC

Its: Sole Member

By: HS Land Holdings LLC

Its: Manager

By: [Signature]
Name: Bruce Cook
Title: Authorized Signatory

APPROVED

PROFFER/DEVELOPMENT PLAN

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PROFFER STATEMENT
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HSP Properties LLC, NVR, Inc. and BTM Land LLC
July 15, 2013

SIGNATURE PAGE
REZ #PLN2012-00420, Potomac Shores

BTM LAND LLC, a Virginia limited liability company


By: *Guy M. Gravett*
Name: *Guy M. Gravett*
Title: *MANAGER*

APPROVED
PROFFER/DEVELOPMENT PLAN
Francis Burnogynski Signed
JUL 16 2013 Date
OFFICE OF PLANNING

PROFFER STATEMENT
REZ #PLN2012-00420, Potomac Shores
Harbor Station Communities LLC, CHR Properties LLC, Harbor Station Marina LLC,
HSP Properties LLC, NVR, Inc. and BTM Land LLC
July 15, 2013

SIGNATURE PAGE
REZ #PLN2012-00420, Potomac Shores

NVR, INC., a Virginia corporation

By: 
Name: Joe Jenkins, Vice President
Title: _____

APPROVED
PROFFER/DEVELOPMENT PLAN.

Signed
JUL 16 2013
Date
OFFICE OF PLANNING