

KINCORA VILLAGE CENTER
(ZMAP 2008-0021)

PROFFER STATEMENT

February 5, 2009

July 23, 2009

October 5, 2009

January 13, 2010

April 12, 2010

April 26, 2010

May 10, 2010

June 4, 2010

July 7, 2010



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Exhibits

<u>Exhibit A:</u>	Concept Plan
<u>Exhibit B:</u>	Zoning Ordinance ("ZO") Modifications
<u>Exhibit C:</u>	Amended Deed of Open Space Easement
<u>Exhibit D:</u>	Design Guidelines
<u>Exhibit E:</u>	PD-MUB District Incentives
<u>Exhibit F:</u>	Broad Run Restoration Concept Plan dated June 2009, as revised through January 2010
<u>Exhibit G:</u>	Central Plaza and Design Illustrations
<u>Exhibit H:</u>	Land Use Linkage Table
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Pursuant to Section 15.2-2303, Code of Virginia, (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance (1993), as amended (the "Zoning Ordinance"), NA Dulles Real Estate Investor LLC, a Delaware limited liability company (the "Owner"), who is the owner of Loudoun County Tax Map Parcel PIN #'s 042-29-6582, 042-49-0209 and 041-29-8238, consisting of a total of approximately 396.87 acres of real property, of which a portion consisting of approximately 334.66 acres (the "Property") is the subject of this rezoning application ZMAP 2008-0021, hereby voluntarily proffers that development of the Property shall be in substantial conformity with the proffered conditions as set forth in the following paragraphs (the "Proffers") which are intended to include and are hereby deemed to include the exhibits and Zoning Ordinance modifications attached hereto, all of which are incorporated herein by reference. All Proffers offered herein are contingent upon and shall become effective only upon the final approval by the Board of Supervisors of Loudoun County, Virginia (the "Board") of the change in the zoning districts requested in rezoning application ZMAP 2008-0021 from the PD-IP (Planned Development - Industrial Park), and FOD (Floodplain Overlay District) zoning districts under the 1972 Loudoun County Zoning Ordinance to the PD-MUB (Planned Development - Mixed Use Business), FOD and AI (Airport Impact) zoning districts under the Revised 1993 Loudoun County Zoning Ordinance. Upon final approval of the requested change in zoning districts, these Proffers shall supersede all proffers previously in effect with respect to the Property, if any. All Proffers herein shall be binding on the Owner and its successors and assigns.

I. LAND USE

A. Concept Plan.

The Property shall be developed in substantial conformity with Sheets 1, 2 and 8-37 of the plan set entitled "Zoning Map Amendment (Application #ZMAP 2008-0021) Kincora

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Village Center Broad Run Election District Loudoun County, Virginia," attached hereto as **Exhibit A** dated October 2008, as revised through July 1, 2010, and prepared by Urban (all 37 Sheets of such plan are collectively referred to hereafter as the "Concept Plan"). Sheets 3-7 are for information and illustrative purposes only. Sheets 8, 9, 10, 11 and 12 of the Concept Plan illustrate the layout proposed for development of the Property and indicate development limitations on the Property, such as public road rights-of-way, open space, floodplain restoration activities and limits of clearing and grading for uses outside of the floodplain, which shall be observed during development of the Property as more particularly described in the Proffers.

The Owner shall have reasonable flexibility to modify the layout shown on the Concept Plan as necessary to accommodate final engineering and development ordinance requirements, provided such changes: (i) are in substantial conformity with the approved Concept Plan and the Proffers; (ii) do not increase total permitted square footage; and (iii) do not decrease the minimum amount of open space or peripheral setbacks required to be provided on the Property.

Building locations and footprints, and associated parking areas and parking structures, identified on the Concept Plan are for illustrative purposes and are subject to change by the Owner, and the Owner agrees that the Owner's right to place any such feature in any particular location as shown on the Concept Plan shall not be deemed vested by virtue of the approval of this ZMAP 2008-0021 and the Proffers and Concept Plan. Final building locations and footprints and associated parking areas and structures must comply with the specific commitments provided in these Proffers.

B. Uses, Maximum Density/Intensity of Use and PD-MUB Minimum Use Percentages.

The Owner may develop the Property with any of the uses permitted in accordance with the applicable zoning district, including any uses permitted by special exception provided that approval of the requisite special exception is obtained in accordance with the Zoning Ordinance. The Property may be developed up to the following maximum densities and intensities of use:

- Up to 3,696,025 square feet of employment, commercial and public/civic/institutional uses.
- Up to 1,400 multifamily residential units (not to exceed 1,544,000 square feet), inclusive of any required Affordable Dwelling Units ("ADUs"), ADU-Equivalent Units as defined hereinbelow, and Unmet Housing Needs (workforce housing) Units proffered herein in Proffers I.D. and I.E. and subject to the limitations set forth in Proffer I.B.3. below.

1. Employment Uses. A minimum of forty percent (40%) of the total floor area shall be devoted to Employment Uses listed in the PD-MUB District use regulations, either by-right if Permitted Uses or pursuant to a future approved special exception if Special Exception Uses.

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2. Commercial Uses. A minimum of five percent (5%) of the total floor area constructed on the Property shall be devoted to Commercial Uses listed in the PD-MUB District use regulations, either by-right if Permitted Uses or pursuant to a future approved special exception if Special Exception Uses.

a. Not more than 393,825 square feet of the 3,696,025 square feet of employment, commercial and public/civic/institutional uses shall be non-hotel commercial uses.

b. At least 200,000 square feet of the non-hotel commercial uses shall be "employment supportive" uses, such as, but not limited to, the following examples: delicatessens, coffeehouses, restaurants, convenience stores, grocery stores, office supply stores, drug stores/pharmacies, greeting card stores, automobile service stations, retail sales establishments that are located on the first floor of a multi-story office building or multifamily residential building and provide convenient sales and dining services to the employees and residents on-site (collectively, "Employment Supportive Uses").

c. With the exception of (i) one (1) grocery store, (ii) one (1) health and fitness center, and (iii) one (1) specialty retail sales establishment offering merchandise and programs related primarily to outdoor recreational uses and activities (such as, but not limited to, hiking, biking and/or water-related sports), each of which may contain up to 60,000 square feet, no individual retail sales establishment shall exceed 30,000 square feet of gross floor area. Any retail sales establishment greater than 30,000 square feet shall be designed as required in Proffer V.

d. A minimum of fifty percent (50%) of the Employment Supportive Uses shall be located within mixed-use buildings containing at least two (2) different use categories.

e. The Owner may develop up to two (2) hotel uses, which in the aggregate shall not exceed a total of either 475,000 square feet or 570 rooms. At least one (1) of the hotels shall be a "full service hotel," which shall mean that it will have a range of services and amenities, including (i) a sit-down restaurant containing a minimum of 3,500 square feet, (ii) room service, (iii) concierge services, and (iv) meeting rooms containing a minimum total of 3,500 square feet.

f. The Owner shall not solicit the existing department stores (retail establishments that carry several lines of merchandise, such as men's and women's ready to wear clothing and accessories, piece goods, small wares

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and home furnishings where merchandise is segregated into different departments, each having a specialist manager) which are currently located within an enclosed regional mall within 2.5 miles of the Property, to relocate to the Property. These restrictions do not apply to movie theaters, gym/work out and recreation facilities, grocery stores or any other retail use or tenant.

3. Residential Uses. A minimum of ten percent (10%) of the total floor area constructed on the Property shall be devoted to Residential Uses listed as Permitted Uses in the PD-MUB District use regulations. All residential uses on the Property shall consist of multifamily dwelling units and shall be located in Land Bays A, C, D, E and/or F, as such land bays are identified on Sheets 11 and 12 of the Concept Plan. For any portion of the Property on which the Owner desires to develop multifamily dwelling units to be sold as separate units (such as condominium ownership), no zoning permit for, nor any conversion to, such for-sale units shall be permitted unless and until any community development authority ("CDA") debt payment obligations applicable to such portion of the Property, if any, have been fully satisfied. The Owner shall provide the Department of Management and Financial Services with sixty (60) days written notice prior to any conversion of rental units to such for-sale units for the purpose of confirming that the CDA payment obligations for such units have been fully satisfied prior to such conversion. Prior to site plan approval for any residential building on any portion of the Property, if there is any community development authority ("CDA") debt payment obligation applicable to such portion of the Property, there shall be recorded among the Land Records by the Property owner a restrictive covenant applicable to such portion of the Property being developed with such residential building, which covenant (a) shall limit all dwelling units to "for-rent units only" except for units with respect to which the notice and CDA payment requirements of this Proffer I.B.3. have been complied with, and (b) shall require compliance with the obligations in this Proffer I.B.3. to provide notice and confirmation of payment prior to any conversion to for-sale units, and (c) shall expressly prohibit the conversion of any dwelling unit from for-rent unit to for-sale unit unless and until notice and confirmation of payment for any such conversion is provided. Such covenant shall be in a form approved by the County Attorney. If a zoning permit has not been issued for the recreational facility/baseball stadium (the "Ballpark") approved with SPEX 2008-0054 Kincora Village – Office/Recreational Complex prior to commencement of construction of the 1,550,001st square foot of non-residential uses on the Property, then the maximum number of residential dwelling units on the Property shall not exceed 1,100 dwelling units, inclusive of ADUs, ADU-Equivalent Units as defined hereinbelow, and Unmet Housing Needs Units, also defined hereinbelow.

4. Public/Civic/Institutional Uses. A minimum of five percent (5%) of the total land area of the Property shall be devoted to Public/Civic/Institutional Uses listed in the PD-MUB District use regulations, either by-right if Permitted Uses or pursuant to a future approved special exception if Special Exception Uses. Examples of the Public/Civic/Institutional uses that may be provided include educational institutions; public uses such as government offices, post offices,

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public meeting halls, public libraries, public art, and public museums; parks such as village greens, plazas, and sculpture and flower gardens; community centers; community center for performing arts in accordance with Proffer I.G.; church, synagogue, temple or mosque sites; cultural centers such as a performing arts center; outdoor amphitheatres; and the uses contemplated for the public use site identified in Land Bay N on Sheet 9 of the Concept Plan and described in Proffer VI.A. At a minimum, four (4) of the examples listed above as Public/Civic/Institutional uses shall be provided on the Property. If Public/Civic/Institutional uses are provided in buildings, the actual floor area of the portion of any building containing any such use shall be counted toward the minimum five percent (5%) of the total land area of the Property to be devoted to such Public/Civic/Institutional uses.

5. Parks and Open Space. A minimum of ten percent (10%) of the land area of the Property (the "Minimum 10% Open Space") shall be devoted to parks and/or open space; no more than fifty percent (50%) of the Minimum 10% Open Space shall be located within the River and Stream Corridor Resources area (as defined in Proffer II.G. herein); and no more than twenty-five percent (25%) of the Minimum 10% Open Space shall be located within the buffers required pursuant to these Proffers and/or the Zoning Ordinance (such as landscape buffers along Pacific Boulevard) and "leftover spaces" (such as street landscaping). A minimum of twenty-five percent (25%) of the Minimum 10% Open Space shall be located outside of the River and Stream Corridor Resources area and the required buffers. Such parks and/or open space areas may include tot lots, pocket parks, stormwater management facilities constructed as wet ponds with year round amenities, pathways and similar passive recreational amenities. Notwithstanding that parks and/or open space are being provided pursuant to this Proffer, it is the intent of this Proffer that the parks and/or open space provided pursuant hereto shall be deemed to meet the requirements of Section 4-1355(A)(5) of the Zoning Ordinance, and that those elements of the parks and/or open space found to satisfy the applicable definition of parks and/or open space as set forth in the County's Revised General Plan shall be included in the calculation of parks and/or open space provided for purposes of compliance with this Proffer.

6. Site Plan Tabulations. Prior to the approval of each site plan for development on the Property, the Owner will submit a tabulation depicting (i) the total minimum amounts of employment, commercial, residential, public/civic/institutional, and parks and/or open space uses required to be provided on the Property pursuant to these Proffers, (ii) the amount of employment, commercial, residential, public/civic/institutional, and parks and/or open space uses provided with previously approved site plans, (iii) the amount of employment, commercial, residential, public/civic/institutional, and parks and/or open space uses provided with the subject site plan, and (iv) the remaining amount of employment, commercial, residential, public/civic/institutional, and parks and/or open space uses to be provided on the balance of the Property, to insure the minimum percentages of uses will be provided.

7. PD-MUB Incentives for Additional Floor Area. No FAR increase associated with any of the requested PD-MUB incentives pursuant to Zoning Ordinance Section 4-1359

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regarding structured parking (Exhibit E, #2), affordable/unmet housing needs (Exhibit E, #3), full service hotel (Exhibit E, #4) and shuttle bus service (Exhibit E, #5) shall be available to the Owner until either an occupancy permit has been issued for the subject incentive structure or structures or, in the case of the shuttle service, the service is in operation and serving the Property. Notwithstanding the foregoing, if a site plan is submitted for a proposed use that could not be approved unless a density incentive associated with structured parking as set forth in the PD-MUB district regulations is granted, such site plan may be approved if the requisite amount of structured parking to qualify for the needed incentive is shown on and required to be constructed as part of such site plan.

C. Route 28 Taxes.

1. Prepayment of future taxes attributable to rezoned residential. Within sixty (60) days of approval of this rezoning application ZMAP 2008-0021, the Owner shall pay to the Treasurer, County of Loudoun, the sum of money representing the present value of the future special improvements taxes attributable to the portion of the Property hereby rezoned to be developed with multifamily residential dwelling units, such amount to be determined by the Loudoun County Department of Management and Financial Services in accordance with and pursuant to § 15.2-4608 of the Code of Virginia, (1950), as amended. In order to permit all non-residential uses on the Property to be and remain subject to the applicable special improvements taxes for the Route 28 Tax District, all residential uses on the Property shall be constructed on a separate parcel that does not include any non-residential uses or shall be constructed within a separately taxable condominium, which may comprise only a portion of a building, in which no condominium unit or common element shall include or permit any non-residential uses.

2. The entire Property shall remain subject to the applicable special improvements taxes for the Route 28 Tax District with the following exceptions:

a. Subdivision of separate parcel for residential use. If any portion of the Property is subdivided off into a separate tax parcel for a multifamily residential use (e.g., a separately owned apartment building) by recordation of a County-approved subdivision plat that restricts the parcel to residential use, such portion of the Property shall, after the recordation of such subdivision plat, no longer be subject to such Route 28 special improvements taxes.

b. Creation of separate condominium for residential use. If any portion of the Property is the subject of an approved site plan for the construction of a building, and, thereafter, by the recordation of condominium instruments pursuant to the provisions of the Virginia Condominium Act, such building, or any separate and distinct portion thereof, is constituted and established as a separate residential condominium with separately taxable condominium units and common

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elements restricted by recorded covenant to residential use, then the portion of the Property constituting such residential condominium, including the units and the common elements, but not including any withdrawable land (unless such withdrawable land is restricted by recorded covenant to residential use), shall, after the recordation of such condominium instruments, no longer be subject to such Route 28 special improvements taxes; provided that, no common element of such residential condominium, such as a garage structure or portion thereof, shall be permitted to be used by or for any user other than the residential condominium residents or their guests or invitees.

D. Affordable Dwelling/Unmet Housing Needs Units.

The residential uses on the Property shall comply with Article 7 of the Zoning Ordinance. To the extent that any residential uses on the Property are exempt from the County's Affordable Dwelling Unit Program (the "ADU Program") by its terms (e.g., because they contain a minimum total of four (4) stories and an elevator), at least six and one quarter percent (6.25%) of such residential dwelling units constructed on the Property that otherwise would be exempt, up to a maximum of eighty-eight (88) dwelling units (the "ADU-Equivalent Units"), shall be affordable for purchase by households whose income is greater than thirty percent (30%) and less than seventy percent (70%) of the median income for the Washington Primary Metropolitan Statistical Area ("AMI") or affordable for rent by households whose income is greater than thirty percent (30%) and less than fifty percent (50%) of the AMI.

In addition to the provision of said ADUs under Article 7 and/or ADU-Equivalent Units, at least ten percent (10%) of the total residential dwelling units constructed on the Property, up to a maximum of 140 dwelling units (the "Unmet Housing Needs Units") shall be affordable for purchase or rental by households whose income does not exceed one hundred percent (100%) of the AMI, with (i) at least forty percent (40%) of such Unmet Housing Needs Units to be affordable for purchase or rental by households whose income does not exceed eighty-five percent (85%) of the AMI, and (ii) nine percent (9%) of such Unmet Housing Needs Units, up to a maximum of 12 dwelling units to be affordable for purchase or rental by households whose income does not exceed thirty percent (30%) of the AMI. All of the Unmet Housing Needs Units shall be provided as multifamily units in mixed-use buildings.

The ADU-Equivalent Units and the Unmet Housing Needs Units shall, at the Owner's election, be administered either (a) consistent with the terms provided in the ADU provisions of Article 7 of the Zoning Ordinance and in accordance with Chapter 1450 of the Codified Ordinances of Loudoun County, Virginia except that (i) the income limit for qualified purchasers or renters of the Unmet Housing Needs Units shall be consistent with the commitments in the preceding paragraph, not to exceed one hundred percent (100%) of AMI, and (ii) all or any portion of the ADU-Equivalent Units and/or the Unmet Housing Needs Units may be located in a single building notwithstanding any provision of Article 7 to the contrary, or (b) subject to a

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federal or state affordable housing program, except the income limits established in this Proffer for the various units shall be the maximum notwithstanding that higher income limits may be allowed by such federal or state program. The affordability requirements, including income limits, set forth herein for all ADUs under Article 7, the ADU-Equivalent Units and all Unmet Housing Needs Units will be set forth in a covenant approved by the County Attorney and recorded among the land records in the Clerk's Office of the Circuit Court of Loudoun County, Virginia (the "Land Records"), and shall remain in effect for a minimum of 20 years from the date such covenant is first recorded.

E. Windy Hill Foundation.

The Owner shall reserve, from the date of the approval of this rezoning application ZMAP 2008-0021 to December 31, 2012, a minimum of three (3) acres in Land Bay E for conveyance to the Windy Hill Foundation, pursuant to a separate private agreement between the Owner and the Windy Hill Foundation, for the purpose of constructing a mixed-use, mixed-income multifamily residential building consisting of ADU-Equivalent Units and/or Unmet Housing Needs Units which, if constructed, shall comply with and be counted toward the requirements for such units as set forth in Proffer I.D. above.

F. Linkage of Office and Other Non-Residential Uses to Residential Development.

The mix of land uses shall be developed in accordance with the phases described in Exhibit H attached hereto, as more specifically described below:

1. Land Use Phase 1. The total number of zoning permits for residential units to be issued during Land Use Phase 1 shall not exceed 550 market rate units and 96 ADU-Equivalent Units and Unmet Housing Needs Units; provided zoning permits for an additional 150 market rate dwelling units may be issued during Land Use Phase 1 if a zoning permit has been issued for the Ballpark. In addition to any other improvements to be completed (or bonded for construction) pursuant to these Proffers, prior to the commencement of Land Use Phase 2, the Owner shall have received zoning permits for at least 995,000 square feet, or 1,145,000 square feet (exclusive of the Ballpark) if a zoning permit has been issued for the Ballpark, of non-residential uses for the Property and/or for the portions of PIN # 041-29-8238 which are not included in ZMAP 2008-0021 (hereinafter defined as the "PD-IP Portion," subject to SPEX 2008-0054), and shall have received zoning permits for the minimum 96 units set forth in 1f) below. Land Use Phase 1 shall consist of the following uses:

- a) A minimum of 300,000 square feet of employment uses located in one or more office buildings, each containing at least 100,000 square feet with a minimum of four (4) floors;

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- b) A maximum of 195,000 square feet of non-hotel commercial uses consisting of a minimum of 100,000 square feet of Employment Supportive Uses;
- c) A maximum of 150,000 square feet of hotel use;
- d) A maximum of 550 market rate, non-ADU-Equivalent and non-Unmet Housing Needs Units;
- e) An additional 150 market rate, non-ADU-Equivalent and non-Unmet Housing Needs Units, in the event a zoning permit for the Ballpark has been issued; and
- f) A minimum of 96 ADU-Equivalent Units and/or Unmet Housing Needs Units.

2. Land Use Phase 2. The total number of zoning permits for residential units to be issued during Land Use Phase 2 shall not exceed 75 market rate units and 75 ADU-Equivalent Units and Unmet Housing Needs Units; provided zoning permits for an additional 150 market rate dwelling units may be issued during Land Use Phase 2 if an occupancy permit has been issued for the Ballpark. In addition to any other improvements to be completed (or bonded for construction) pursuant to these Proffers, prior to the commencement of Land Use Phase 3, the Owner shall have received zoning permits for at least 2,125,000 square feet, or 2,275,000 square feet (exclusive of the Ballpark) if a zoning permit and an occupancy permit have been issued for the Ballpark, of non-residential uses for the Property and/or for the PD-IP Portion, and shall have received zoning permits for the additional minimum 75 units set forth in 2f) below. Land Use Phase 2 shall consist of the following uses in addition to those permitted in Land Use Phase 1:

- a) A minimum of 700,000 square feet of employment uses located in one or more office buildings, each containing at least 100,000 square feet with a minimum of four (4) floors;
- b) A maximum of 105,000 square feet of non-hotel commercial uses consisting of a minimum of 80,000 square feet of Employment Supportive Uses;
- c) A maximum of 325,000 square feet of hotel use;
- d) A maximum of 75 market rate, non-ADU-Equivalent and non-Unmet Housing Needs Units;

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- e) An additional 150 market rate, non-ADU-Equivalent and non-Unmet Housing Needs Units, in the event an occupancy permit for the Ballpark has been issued; and
- f) A minimum of 75 ADU-Equivalent Units and/or Unmet Housing Needs Units.

3. Land Use Phase 3. When zoning permits have been issued for more than 2,125,000 square feet of non-residential uses for the Property and the PD-IP Portion, or for more than 2,275,000 square feet (exclusive of the Ballpark) if the Ballpark is constructed and occupied, there shall be no further linkage limitation on the timing of residential uses on the Property.

G. Community Center for Performing Arts and Related Civic Uses.

The Owner shall reserve, for a period of 15 years from the date of issuance of the first occupancy permit for the Property, a minimum of 2 acres in Land Bay J for donation to a non-profit entity for the purpose of constructing a community center for performing arts and related civic uses. In the event during such 15-year period a community center for performing arts and related civic uses is approved by any such non-profit entity for construction on the Property and donations have been received and/or agreements have been executed that will fully fund the design, engineering and construction of such center, then the Owner will, at its own cost, promptly take all necessary steps to create and obtain County approval of the 2-acre site as a separate subdivided parcel and donate and convey, for no monetary compensation, good and marketable title, free of liens or encumbrances, such reserved parcel to such non-profit entity for the purpose of constructing such center. The following conditions shall apply to this reservation:

1. If, prior to the Owner being given notice that a non-profit entity has approved construction on the Property and that donations have been received and/or agreements have been executed that will fully fund the design, engineering and construction of such center, an occupancy permit is issued for such a community center for performing arts containing a performing arts theater of at least 350 seats on property located within 5 miles of the Property, then the Owner shall no longer be required by this Proffer to reserve a 2-acre site for such a center. The Owner shall advise the County of such off-site community center for performing arts concurrently with the Owner's submission of any site plan application for development of any permitted use other than the community center for performing arts on the 2-acre reservation area.

2. Prior to the donation of the site for a community center for performing arts and related civic uses, the Owner shall identify parking areas on the Property, within and/or outside of such 2-acre site, that will be available to the users of such community center for performing arts to meet the parking required for such facility under the Zoning Ordinance.

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3. The Owner shall (i) construct street access and sidewalks to the community center for performing arts site, (ii) extend sewer, water, telephone, natural gas and electric service to the perimeter of the community center site, and (iii) design and construct, off-site from the community center site, such stormwater detention facilities as may be necessary to accommodate and detain stormwater runoff from the community center site, including planned paved areas and buildings, all concurrent with the Owner's own development activities on the portion of the Property abutting the community center site.

H. Central Plaza and Other Significant Plaza Areas.

Prior to or concurrent with issuance of an occupancy permit for either the 401st residential dwelling unit inclusive of ADU-Equivalent Units and Unmet Housing Needs Units or the 325,001st square foot of non-residential uses, the Owner shall provide a central plaza consisting of approximately 100,000 square feet generally in the location shown in Land Bay J identified on the Concept Plan. The Owner shall provide public amenities in the central plaza that may include, but not be limited to, ponds, fountains, public art, plant beds, benches, drinking fountains, clock pedestals, and other similar features. The central plaza shall be consistent with the character and quality of the depictions of such central plaza shown on Sheets 20, 22 and 25 of the Concept Plan and in **Exhibit G**. All buildings that adjoin the central plaza shall be a minimum of two (2) stories.

Prior to or concurrent with issuance of an occupancy permit for a use in Land Bay D, the Owner shall provide a plaza consisting of a minimum of 10,000 square feet generally in the location within Land Bay D (between Road 4 and Road 5) as shown and identified on Sheets 11, 12 and 16 of the Concept Plan.

Prior to or concurrent with issuance of an occupancy permit for a use in Land Bay F, the Owner shall provide a plaza consisting of approximately 35,000 square feet generally in the location in Land Bay F as shown and identified on Sheets 11 and 16 of the Concept Plan.

I. Building Heights.

Buildings with frontage along the west side of Pacific Boulevard within Land Bays B, F, and J, with no office buildings between such buildings and Route 28, shall be constructed to heights of a minimum of four (4) stories or fifty (50) feet. Buildings within Land Bay Q, with no buildings between such building and Route 28, shall be constructed to heights of a minimum of four (4) stories or fifty (50) feet. Building heights within each land bay shall not exceed those depicted for such land bay on Sheets 8-12 of the Concept Plan.

J. Vertically Mixed Building Design.

A minimum of fifty percent (50%) of the buildings constructed on the Property shall contain a vertical mix of use categories (such as, for example, ground floor retail with upper

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story residences or offices) consisting of at least 2 different use categories such as employment, residential, commercial and public/civic/institutional space. The Owner shall provide a tabulation with each site plan submission depicting the total number of all existing buildings located on the Property and the number of those buildings that contain a vertical mix of at least 2 different use categories. This tabulation shall be updated with each site plan submission to demonstrate those existing buildings, and those proposed buildings that will contain a vertical mix of uses, as well as the number of buildings to be constructed under future site plans necessary to achieve the above-stated fifty percent (50%) minimum requirement. At full build-out, a minimum of seventy percent (70%) of the buildings located adjacent to Roads 2, 6, 8 and 9 as shown on the Concept Plan shall consist of a vertical mix of uses.

K. Zoning Modifications.

The Owner is requesting approval of certain modifications to the Zoning Ordinance as identified in **Exhibit B** entitled "Zoning Ordinance ("ZO") Modifications" dated July 7, 2010. To the extent such modifications are approved, the Owner will utilize such modifications only in accordance with the statements made in justification of such modifications, and consistent with the illustrations shown on the three pages titled "Zoning Modifications Kincora Village," which are provided with the requests for such modifications, which are contained in **Exhibit B**.

L. Floodplain Boundaries.

To the extent the elevations and/or boundaries of the floodplain on the Property, as identified on the current Floodplain Map of Loudoun County, are altered, relocated and/or updated as a result of either (i) construction performed by an entity that is exempt from the Zoning Ordinance (such as the Virginia Department of Transportation ("VDOT")), or (ii) approvals under the applicable provisions for updating, correcting, interpreting or altering floodplain boundaries provided in the Zoning Ordinance, the Owner reserves the right, without requiring a proffer amendment or zoning concept plan amendment, to use, for any use permitted by-right or by an approved special exception in the underlying zoning district, those areas currently located within the existing boundaries of the floodplain as shown on the Floodplain Map of Loudoun County, which in the future are no longer within the floodplain, including the right to use the area within any buffer associated with such former floodplain area; provided that (a) the total maximum non-residential floor area and the total maximum number of residential units and maximum amount of residential square footage committed in these Proffers shall not be exceeded, (b) the use of such areas shall comply with applicable federal and state laws and regulations regarding floodplain management and protection, including, without limitation, Federal Emergency Management Administration regulations, if applicable, and (c) the 50-foot management buffer along the relocated floodplain boundary shall be preserved and remain in its natural state as provided in Proffer II.G., except to the extent necessary for construction of Pacific Boulevard as shown on the Concept Plan and related utilities, sidewalks and trails.

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II. ENVIRONMENTAL

A. Heron Rookery.

Except for the construction, operation and maintenance of the wetlands and stream mitigation bank, on-site wetlands and stream mitigation, or riparian reforestation, no use, including the pedestrian trail system shall be located within the 700-foot Rookery Radius shown on Sheet 12 of the Concept Plan, which shall serve as a setback from the documented location of the Great Blue Heron Rookery identified on Sheet 12 of the Concept Plan. During the heron nesting season from March 1st to June 30th each year, no land disturbing activity shall be performed within the area defined as the 1,400-foot Rookery Radius shown on Sheet 12 of the Concept Plan.

B. Central Water and Sanitary Sewer.

The Property shall be developed using central water and sewer facilities, which shall be provided to the Property at no cost to Loudoun County (the "County") or to Loudoun Water. Water and sewer lines, pumping stations and related utility equipment shall be extended to the Property in accordance with Loudoun Water's adopted Master Plan for provision of water and sewer service.

C. Limits of Clearing and Grading.

The limits of clearing and grading for all development on the Property shall be depicted as shown on the Concept Plan on each site plan submission. Encroachments beyond the limits of said clearing and grading shall be permitted only for utilities, necessary road improvements, stormwater management facilities, wetland and stream mitigation activities, and/or trail development. Any necessary road crossings shall, to the extent practicable, be designed to minimize the extent of any encroachment beyond the limits of clearing and grading shown on the Concept Plan.

D. Wetland and Stream Mitigation, Riparian Preservation and Reforestation, and Wetland Mitigation Bank.

Prior to issuance of the first occupancy permit for any of the uses on the Property, the Owner shall, subject to issuance of, and pursuant to, all requisite permits and approvals, provide wetland mitigation, stream enhancement, riparian preservation and reforestation, and install the wetland mitigation bank in the amounts specified in, at the general locations depicted on, and of a character consistent with, the Kincora Broad Run Restoration Concept Plan bearing date of January 2010, with revision dates from June 22, 2009 through July 8, 2009, prepared by Wetland Studies and Solutions, Inc. of Gainesville, Virginia (the "Restoration Concept Plan"), attached to these Proffers as **Exhibit F**. Such wetland mitigation, stream enhancement, riparian preservation and reforestation, and wetland mitigation bank shall be in substantial conformance with the

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design specifications, success criteria, and monitoring program contained in the Kincora On-Site Mitigation Plan (Grading Permit X20090680001) dated April 2008, as amended and approved by the County, with the exception that the planting plan (Sheets 26 through 40) shall be upgraded to incorporate the following minimum specifications for the category labeled "Additional Trees (Required for All Alternatives)" depicted on Sheets 37 through 39: 3 gallon, containerized, native deciduous trees planted at a density of 222 trees per acre on a 14-foot by 14-foot staggered grid.

In the event that wetland mitigation, stream enhancement, riparian preservation and reforestation, and/or wetland mitigation bank activities exceeding the quantities identified in **Exhibit F** are required to offset impacts associated with the uses on PIN # 041-29-8238, inclusive of utilities, necessary road improvements, stormwater management facilities, and trail development, the Owner shall provide the additional mitigation elsewhere on PIN # 041-29-8238 and/or on PIN #'s 042-29-6582 and/or 042-49-0209 to the maximum extent possible. If such additional mitigation cannot be provided on the aforementioned Tax Map Parcels, the Owner shall provide the mitigation according to the following prioritized order: (1) within the Broad Run Watershed within the same geographic Planning Policy Area, (2) within the Broad Run Watershed within the County, and (3) within the County, subject to approval by the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality. Subsequent amendments to the Restoration Concept Plan, as may be approved by the Department of Building and Development, the Virginia Department of Environmental Quality and the U.S. Army Corps of Engineers, shall not require approval of a zoning concept plan amendment as long as such amendments remain in substantial conformance with the amounts specified in, and of a character consistent with, the Restoration Concept Plan.

All mitigation activities within the limits of the proffered "'Natural' Open Space within RSCOD" (see Proffer IV.C.) will be coordinated with the Department of Parks, Recreation and Community Services ("PRCS"). As soon as reasonably available each year until all state and federal permits have been released, a copy of the Annual Mitigation and Monitoring Report for Success Criteria required to be prepared and submitted by the Owner's environmental consultant pursuant to the requirements of the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality shall be provided to the County's Director of Building and Development and to the Chief Park Planner, PRCS.

E. Open Space Easements.

Prior to the approval of the first site plan or construction plans and profiles for any use on the Property, the Owner shall grant the County a perpetual Open Space Easement pursuant to Title 10.1, Chapter 17 Open Space Land Act of the Code of Virginia, (1950), as amended, ("Easement"), over and upon all of the land areas identified on the Restoration Concept Plan (**Exhibit F**) by the following labels: "Riparian Preservation Area," "Conservation Area," "Riparian Reforestation Area," "RSCRE Reforestation Area," "Stream Enhancement Area," "Wetland Mitigation Area," "Wetland Mitigation Bank Area" and over and upon all of the land

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areas identified on the Concept Plan as "Tree Preservation Area." The terms of such Easement shall grant the County a right of access to the Property subject to the Easement and the right to provide and/or complete the required wetland mitigation, stream enhancement, RSCRE reforestation, riparian preservation and reforestation, and wetland mitigation bank in the amounts specified and in the areas depicted on the Restoration Concept Plan (**Exhibit F**) in the event such actions are not completed by the Owner. Such Easement shall be in a form approved by the County Attorney and shall be recorded among the Land Records at no cost to the County. Additionally, the Owner shall post a bond with the County in an amount sufficient to cover the cost of providing and completing the RSCRE reforestation, riparian preservation and reforestation, stream enhancement, wetland mitigation, and wetland mitigation bank, as shown on the Restoration Concept Plan, to the extent that these activities are not already subject to any state or federal bond. Boundaries of the Easement shall be depicted on all site plans and construction plans and profiles submitted for the uses on the Property.

It is understood that, as necessary to permit the development on the Property of the uses described in these Proffers and shown on the Concept Plan, the County will cooperate with the Owner to confirm, clarify and amend, generally consistent with the draft form Amended Deed of Open Space Easement attached to the Proffers as **Exhibit C**, the existing open space easement that was dedicated to the County pursuant to the Deed of Open Space Easement recorded in Deed Book 2314, at page 1589 among the Land Records. To the extent required by the Open-Space Land Act, and if necessary to allow for a release of any portion of the existing open space easement in accordance with § 10.1-1704.A of the Code of Virginia, (1950), as amended, the Owner will, prior to or concurrently with such release, subject substitute land, acceptable to the Board, to replace such portions of the existing open space easement to be released.

F. Tree Preservation.

Within the areas labeled "Tree Preservation Outside Riparian Preservation Area" on Sheets 24 and 25 of the Concept Plan, the Owner shall preserve a minimum of eighty percent (80%) of the existing canopy, exclusive of stands of Virginia Pine over 25 years in age. A maximum of twenty percent (20%) of the existing canopy may be removed to the extent necessary for the construction and/or installation of (a) utilities other than stormwater management ponds and similar facilities, (b) trails required pursuant to these Proffers, and (c) necessary road improvements.

If, during construction on the Property, it is determined by the Owner's certified arborist or the County that any healthy tree located within the boundaries of any of the Riparian Preservation or Tree Preservation Outside Riparian Preservation areas shown on Sheets 24 and 25 has been damaged during construction and shall not survive, then the Owner shall remove each such tree and replace each such tree with two (2) 2 1/2 - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area as requested by the County.

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After construction has been completed by the Owner, Forest Management Techniques, performed by or recommended by a professional forester or certified arborist and approved by the County's Urban Forester and/or the Department of Building and Development, that are necessary to protect or enhance the viability of the canopy may be undertaken. Such Forest Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or Property. Every site plan and any construction plans and profiles for any use on the Property that includes a portion of the land area required to be subject to the Easement described in Proffer II.E. above shall contain a note stating that the removal of trees within the Easement is prohibited except in accordance with the provisions outlined in these Proffers and the recorded Easement.

G. River and Stream Corridor Resources (RSCRE) Reforestation.

With the exception of the encroachments depicted on the Concept Plan, the River and Stream Corridor Resources area (defined as including 100-year floodplains; adjacent steep slopes of twenty-five percent (25%) or greater, starting within 50 feet of streams and floodplains and extending no farther than 100 feet beyond the originating stream or floodplain; and the 50-foot management buffer surrounding floodplains and such adjacent steep slopes) within the Property shall be preserved and remain in their natural state. The Owner shall replant open areas within or adjacent to the 100-year floodplain, without the need for a floodplain study, floodplain alteration or floodplain alteration waiver, in an amount equal to the area of the proposed development shown on the Concept Plan that encroaches into the River and Stream Corridor Resources area, as shown on the Restoration Concept Plan. Such replanting shall be located first, to the extent feasible, in the general vicinity of the areas disturbed, second, in the areas identified as "RSCRE Reforestation Area" on the Restoration Concept Plan (**Exhibit F**), and third, within PIN #'s 042-29-6582, 042-29-8238, and/or 042-49-0209. The amount of such replanting shall exceed the three (3.0) acres shown on the Restoration Concept Plan as necessary to achieve an amount equal to the areas of the proposed development that encroach into the River and Stream Corridor Resources area.

The Owner shall submit a riparian planting plan, prepared by a professional forester, landscape architect, or certified arborist, for such replanting areas. Such replanting plan shall be submitted at the time of submission of each site plan or construction plans and profiles proposing the development of any area that encroaches into the River and Stream Corridor Resources area for review and approval by the County Urban Forester. Each such plan shall provide for 3 gallon, containerized, native, deciduous trees to be planted at a density of 300 trees per acre on a 12-foot by 12-foot staggered grid. Each approved riparian planting plan shall be implemented concurrently with the development of the areas subject to such site plans or construction plans and profiles prior to occupancy. In the event that a targeted stocking of seventy-five percent (75%) survival with uniform distribution is not achieved within one (1) year, the Owner shall provide supplemental planting to achieve the targeted stocking.

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H. Stormwater Management Best Management Practices (SWM/BMPs)/Low Impact Development Techniques (LIDs).

The Property shall be developed in accordance with Best Management Practices (BMPs). Any stormwater management ponds constructed on the Property shall be designed and constructed as an enhanced extended detention dry pond or retention (wet) facility. Notwithstanding the SWM/BMPs depicted on the Concept Plan, Low Impact Development Techniques, such as but not limited to green roofs, rain gardens, cisterns, and planted swales shall be incorporated into the Property's overall stormwater management approach where practicable in order to meet the applicable stormwater management requirements of the County, inclusive of those BMPs depicted on the Concept Plan. The locations and water quality benefits of such proposed LID techniques shall be included in each site plan and construction plans and profiles submitted for the uses on the Property.

I. Stormwater Management Filter/Cartridge Maintenance.

To the extent the Owner installs underground (cartridge or filter system) stormwater management facilities, the Owner shall be responsible to maintain, repair, and replace such facilities at its sole cost and expense in accordance with Chapter 1096 Stormwater Management of the Codified Ordinances of Loudoun County, Virginia. The County, its agents, employees, successors and assigns, shall be entitled to have access to such facilities at any time to inspect, to ensure the fulfillment of the maintenance responsibilities, and, if necessary, at the County's sole discretion, to conduct such maintenance, repair and replacement as may be necessary, at the Owner's expense. Prior to approval of any site plan, grading plan, or construction plans for the construction or installation of any such underground facilities, the Owner shall furnish a written maintenance agreement in a form approved by the County Attorney and a financial guarantee in the form of a cash escrow or irrevocable letter of credit satisfactory to the Director of General Services to secure its obligation to provide appropriate and necessary maintenance, repair, and replacement of such underground stormwater management facilities. The financial guarantee shall remain in force and effect for a period of twenty-five (25) years, and the amount of the financial guarantee shall be One Thousand Six Hundred Twenty-Five and 00/100 Dollars (\$1,625.00) per underground filter or cartridge covered by the maintenance agreement unless the Director of the Department of General Services shall approve a lesser amount. The maintenance agreement shall be recorded among the Land Records and shall remain in force for so long as such underground facilities remain in use. The amount required for such financial guaranty shall be adjusted every five (5) years to reflect escalation of such amount in accordance with the CPI from a base year of 2010 (see Proffer VIII.C.).

J. Broad Run Water Quality Monitoring.

Surface water quality monitoring shall be conducted by the Owner for the purpose of monitoring water quality impacts of the uses on the adjacent Broad Run. The Owner shall, in cooperation with County Staff, and concurrent with submission of the first site plan or

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construction plans and profiles for a use on the Property, whichever is first in time, develop a water quality monitoring plan for monitoring sites quarterly, that identifies the location of monitoring sites, sampling and assessment protocols, format of data reporting, and water quality thresholds as a basis for corrective action based on sampling. If at any time the monitoring results exceed the established water quality thresholds, the Owner shall take immediate action to investigate the condition. If the condition is a result of activity on the Property, the Owner shall take immediate action to remediate the condition to the established water quality thresholds. Monitoring activities shall begin at least thirty (30) days prior to land disturbance associated with construction of the first use on the Property and shall continue to be conducted through a time period extending one year after release of the final construction performance bonds for the final build-out of all uses shown on the Concept Plan. The County shall have the authority, with adequate notice to the Owner, to enter the Property at any time to test the water quality of Broad Run and its tributaries.

K. Trails Located Within the River and Stream Corridor Resources Area.

Trails permitted by these Proffers and located within the River and Stream Corridor Resources area shall be constructed with pervious surfaces and, where such trails cross jurisdictional waters and/or wetlands, raised boardwalks, with designs consistent with the sections provided on Sheet 15 of the Concept Plan, provided the Owner reserves the right to construct a trail connection from the developable portion of the Property to the heron rookery observation platform to be constructed pursuant to Proffer IV.B. Such trail connection shall be pervious surface if permitted by applicable law. Public access easements shall be provided on all trails located within the floodplain.

L. Green Building Practices.

The Owner shall employ development attributes of the United States Green Building Council's Leadership in Energy and Environmental Design ("LEED") program into the planning of the employment and residential buildings that are a minimum of four (4) stories or fifty (50) feet in height on the Property. Those elements may include, but shall not be limited to, sustainable site design, water efficiency, energy management, materials and resource reuse, and/or interior environmental quality. The following alternative transportation-related elements shall be included throughout the Property:

- a. secure bicycle parking areas for all employment and commercial buildings and sheltered bicycle parking areas for multifamily residential buildings;
- b. shower facilities for use by employees in all buildings at least four (4) stories or fifty (50) feet in height and containing greater than 100,000 square feet of non-residential uses; and

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- c. the locating of a bus or shuttle stop within one-quarter (1/4) mile of each employment and commercial building, to be provided by the two (2) bus shelters identified in Proffer III.I. and such additional stops as may be required to meet this standard.

While this Proffer shall not be construed as a commitment to obtain a certain level of LEED certification, the design and construction of all employment and residential buildings a minimum of four (4) stories or fifty (50) feet in height will incorporate sustainable building elements for LEED version 3 for New Construction or for Core and Shell, or the current version of LEED effective at the time of site plan submission, and will be designed to achieve LEED goals, including reduction in potable water use, energy use reductions, construction waste diversion from landfills or incinerators, and enhanced indoor environmental conditions, to the extent the Owner determines that such LEED elements and goals can be incorporated without impairing the competitiveness of the Owner's buildings in the marketplace.

The Owner shall employ a LEED accredited professional in the design of each employment and residential building a minimum of four (4) stories or fifty (50) feet in height.

All residential buildings and individual dwelling units shall be outfitted with energy efficient appliances including, but not limited to, ENERGY STAR or a qualified energy efficient rating equivalent, dishwashers, refrigerators and clothes washers. In addition, each residential building shall include conveniently located facilities to enable residents to recycle mixed waste products.

Notwithstanding the provisions as stated above, any residential building containing ADU-Equivalent Units and/or Unmet Housing Needs Units in accordance with Proffers I.D. and I. E. shall be constructed according to the EarthCraft program or an equivalent energy efficient building certification program for residential buildings. Certification according to the EarthCraft program, or an equivalent energy efficient building certification program for residential buildings, for each building containing ADU-Equivalent Units and/or Unmet Housing Needs Units shall be provided to the Loudoun County Department of Building and Development prior to the issuance of the first occupancy permit for such building.

III. TRANSPORTATION

A. Road Network.

Unless otherwise specified in the Proffers, all roads required for access to and within the Property shall be constructed in accordance with the County's Land Subdivision and Development Ordinance ("LSDO") and the Facilities Standards Manual ("FSM") to provide access to the various portions of the Property as they are developed. All public roads required for access to and within the Property shall be designed and constructed in accordance with applicable VDOT and County standards. Except as provided in Proffer III.C., on-site public

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roadways shall be constructed as development of each section of the Property that includes such roadways occurs consistent with the timing specified in Proffer III.D.

Dedication of land for public roads and parallel trails shall be accompanied by a grant of all related easements outside the dedicated right-of-way, such as slope maintenance, storm drainage, temporary construction, and utility relocation easements, necessary to construct the public roads and parallel trails shown on the Concept Plan within the Property and along the Property's existing public street frontage. Dedication of right-of-way and easements to the County for the public roads and parallel trails shown on the Concept Plan shall occur concurrently with development of each section of the Property unless already dedicated. However, if requested by the County to dedicate the right-of-way and related easements in advance of development on the Property, the Owner shall make such dedication: (1) if others have prepared and obtained final approval of construction plans and profiles consistent with the Concept Plan, which require dedication to commence construction; and (2) provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such dedication.

B. Pacific Boulevard Alignment.

The final alignment of Pacific Boulevard as it crosses the northeast corner of the site and Broad Run and connects to Russell Branch Parkway shall be established within an area within the Pacific Boulevard construction envelope (the "Pacific Boulevard Envelope") shown on Sheets 11 and 13 of the Concept Plan, which envelope has been located so as to avoid any impact to the Broad Run Toll House; provided, however, that such final alignment shall not be so located that any right-of-way dedication or related easement would be required within the current building footprint of the existing house on Loudoun County Tax Map Parcel PIN # 040-39-5426 as shown on the Concept Plan, unless the owner of such house consents in writing to such alignment. The final alignment shall be determined at the time right-of-way plans and/or Owner-initiated construction plans and profiles are approved by the appropriate County and/or Commonwealth authority. Any alignment located within the Pacific Boulevard Envelope may be approved without requiring a zoning concept plan amendment or proffer amendment. If the Board approves the creation of a CDA to finance construction of Pacific Boulevard, and the appropriate approving agencies have not approved the final alignment of the off-site portion of Pacific Boulevard in connection with the review and approval of the requisite Pacific Boulevard right-of-way or construction plans, the CDA shall, at the time required by the terms of these Proffers, deposit with the County the necessary funds for the construction of any unconstructed segment of Pacific Boulevard within the Pacific Boulevard Envelope, with such funds to be held by the County and used only for the Owner's future construction of that unconstructed segment of Pacific Boulevard once the final alignment is determined. Any interest that accrues on such funds shall likewise be held and used only for the construction of that unconstructed segment of Pacific Boulevard. Any portion of such funds or accrued interest that is not used for the construction of Pacific Boulevard, if any, shall be returned to the CDA.

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C. Construction of Public Roads with a CDA.

In the event the Board creates for the Property, excluding the five (5) acre public use site described in Proffer VI.A., a CDA pursuant to § 15.2-5152 et seq., Code of Virginia (1950), as amended, and subject to Proffer III.B. above, the Owner shall dedicate right-of-way to the County and/or to VDOT, if and as necessary for the ultimate configuration of the following road and transportation improvements and, with the funding to be provided by such CDA, shall construct, bond for construction or cause to be constructed the following road and transportation improvements, within three (3) years of the date the CDA is created by the Board.

1. Gloucester Parkway. The extension of Gloucester Parkway as shown on the Concept Plan from the existing western terminus of the Route 28/Gloucester Parkway interchange, across the Property and Broad Run, and, subject to the provision of off-site right-of-way by others as provided for in Proffer III.E., to Loudoun County Parkway. Such extension of Gloucester Parkway shall be a full section of a four (4) lane median divided highway and shall include the bridge and appurtenances required to cross Broad Run with such four (4) lane section and a ten (10) foot wide multi-purpose trail inside the right-of-way on the north side of such extension of Gloucester Parkway. The Owner shall dedicate right-of-way on the Property for Gloucester Parkway 120 feet in width to accommodate an ultimate six (6) lane median divided section. The Owner shall construct the four (4) lanes required by this Proffer as the outer lanes of the ultimate planned six (6) lane median divided road section for Gloucester Parkway.

2. Pacific Boulevard. The extension of Pacific Boulevard as shown on the Concept Plan from the southern Property boundary across the Property and Broad Run, and subject to the provision of off-site right-of-way by others as provided for in Proffer III.E., to the current terminus of Russell Branch Parkway within the Pacific Boulevard Envelope. Such extension of Pacific Boulevard to Russell Branch Parkway shall transition from a four (4) lane undivided section at the southern Property boundary to a full section of a four (4) lane divided highway through the Property to a transition back to a four (4) lane undivided section prior to crossing Broad Run as shown on the Concept Plan, and shall include the bridge and appurtenances required to cross Broad Run with a four (4) lane undivided section and a ten (10) foot wide multi-purpose trail on the west side of such extension of Pacific Boulevard; provided the Owner/CDA shall not be responsible for any portions of the four (4) lane section which have been or are committed to be constructed by others. In addition, the Owner shall, subject to VDOT approval, re-stripe Pacific Boulevard, within existing right-of-way, between the southern Property boundary and Severn Way as a four (4) lane undivided road.

On or before the date that is one (1) year from the date of final approval of this rezoning application (ZMAP 2008-0021), the Owner shall petition the Board to create a CDA for the purpose of financing construction of at least the road and transportation improvements identified in this Proffer III.C. The Owner shall include all of the Property, except the five (5) acre public use site described in Proffer VI.A., together with any or all of the property to be included from the PD-IP Portion, in the petition to create such CDA. The Owner shall be permitted to

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coordinate the timing and implementation of construction of the road and transportation improvements identified in this Proffer III.C. with other construction projects by others, provided such road and transportation improvements identified in this Proffer III.C. are constructed or bonded for construction within three (3) years of the date the CDA is created by the Board. Other than the failure to meet the one- (1) year and three- (3) year deadlines set forth above, nothing provided in this Proffer III.C. shall prevent the Owner from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles and grading permit) for the Property, nor from commencing construction on the Property, during the design and construction of the road and transportation improvements identified in this Proffer III.C., provided that all other prerequisites for obtaining such approvals and/or commencing such construction provided in these Proffers have been met. In the event the CDA is created to finance construction of the roads identified in this Proffer III.C., the Owner shall be allowed to develop any uses permitted on the Property without regard to the provisions of Proffer III.D. below, as long as (i) such uses are consistent with the linkage limitations outlined in Proffer I.F., and (ii) the Owner provides the necessary intersection improvements to connect the private streets to Pacific Boulevard as shown on the Concept Plan. In the event the necessary right-of-way for the off-site portions of Gloucester Parkway and/or Pacific Boulevard have not been dedicated to VDOT and/or the County and have not otherwise been acquired by VDOT and/or the County, within twelve (12) months of the date the CDA is created, the Owner's and/or the CDA's obligations with respect to construction of the off-site portions of the respective road for which the right-of-way is needed shall be deferred until such time as the right-of-way is acquired, and the Owner shall be permitted to pursue development of the Property notwithstanding that such portion of the road is not constructed. The Owner and/or the CDA shall be responsible for maintenance of the segments of road constructed with CDA funding until such time as such segments of road are accepted into the VDOT system for maintenance.

D. Construction of Public Roads without a CDA.

If the Board does not create a CDA for the Property to fund the road and transportation improvements described in Proffer III.C. and/or if the Owner desires to proceed with development of the Property prior to or without CDA financing, the Owner shall construct or bond for construction road and transportation improvements in accordance with the transportation construction schedule described in Exhibit I to these Proffers, as more specifically described below, which includes within the non-residential use benchmarks all non-residential uses constructed both on the Property and on the PD-IP Portion:

1. Uses In Land Bay Q. Unless already constructed by the Owner or others, prior to the first site plan approval for construction of any use in Land Bay Q, the Owner shall dedicate the necessary right-of-way for and construct or bond for construction the following road and transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway on the Property as a four (4) lane divided

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road, and construct the two (2) additional lanes of Pacific Boulevard from the southern Property boundary to Gloucester Parkway as shown on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes and appropriate transitions to the undivided section of Pacific Boulevard to the south of the Property as required by VDOT. In addition, the Owner shall, subject to VDOT approval, re-stripe Pacific Boulevard, within the existing right-of-way, between the southern Property boundary and Severn Way as a four (4) lane undivided road.

b. Multi-Purpose Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association established pursuant to Proffer VII. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

Such improvements shall be completed and available for public use, although not necessarily accepted by VDOT, prior to issuance of the first occupancy permit for any use constructed in Land Bay Q.

2. Transportation Improvements for Transportation Phase 1A, defined as development of the initial uses of the Property and the PD-IP Portion, excluding Land Bay Q, up to and including 300,000 square feet of non-residential uses (which may include up to 150,000 square feet of hotel use) and 300 residential dwelling units. Prior to the first record plat or site plan approval, whichever is first in time, for construction of any use on the Property, excluding Land Bay Q, unless already constructed or installed by others, the Owner shall dedicate the necessary right-of-way for and construct or bond for construction the following road and transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four (4) lane divided road, and construct Pacific Boulevard, except any portion already constructed or proffered to be constructed by others, from its intersection with Gloucester Parkway as shown on the Concept Plan northward to a point sufficient to provide access to the portion of the Property proposed for such uses. Such portion of Pacific Boulevard on the Property shall consist of a half-section of the ultimate four (4) lane divided road, as such

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four (4) lane divided road is depicted on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If any of the traffic signals proffered in this Proffer III.D.2.a. are not yet warranted at the commencement of construction of Transportation Phase 1A, then the obligation to provide such signals shall be deferred to the commencement of construction of Transportation Phase 1B if warranted by VDOT at that time.

b. Multi-Purpose Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding Proffer III.D.2.a. to serve the portion of the Property proposed for such use. Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association established pursuant to Proffer VII. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

Such improvements shall be completed and available for public use, although not necessarily accepted by VDOT, prior to issuance of the first occupancy permit for any use constructed in Transportation Phase 1A.

3. Transportation Improvements for Transportation Phase 1B, defined as development up to and including 1,145,000 square feet of non-residential uses (which may include up to 150,000 square feet of hotel use) and 796 residential dwelling units on the Property and the PD-IP Portion, excluding Land Bay Q. Prior to issuance of the zoning permit for the 300,001st square foot of non-residential uses (inclusive of any hotel uses constructed in Transportation Phase 1A) or the 301st residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall dedicate the necessary right-of-way for and construct or bond for construction the following road and transportation improvements:

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a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four (4) lane divided road and construct Pacific Boulevard, except any portion already constructed or proffered to be constructed by others, from its current terminus at the southern Property boundary across the Property, as a four (4) lane divided road northward, to the proposed intersection of Pacific Boulevard and Road 1 between Land Bays F and B, as illustrated on Sheet 11 of the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If any of the traffic signals proffered in the foregoing Proffers and deferred to the commencement of construction of this Transportation Phase 1B or proffered in this Proffer III.D.3.a. are not yet warranted at the commencement of construction of Transportation Phase 1B, then the obligation to provide such signals shall be deferred to the commencement of construction of Transportation Phase 2 if warranted by VDOT at that time.

b. Multi-Purpose Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association established pursuant to Proffer VII. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

c. Gloucester/Pacific Intersection: In the event such signalization has not been provided by others or in prior phases of this development, the Owner shall install a traffic signal at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout will be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the

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west. If the traffic signal is not warranted at the commencement of construction of this Transportation Phase 1B, then the obligation to provide such signal shall be deferred to the commencement of construction of Transportation Phase 2 if warranted by VDOT at that time.

Such improvements shall be completed and available for public use, although not necessarily accepted by VDOT, prior to issuance of the first occupancy permit for any use constructed in Transportation Phase 1B.

4. Transportation Improvements for Transportation Phase 2, defined as development up to and including 2,400,000 square feet of non-residential uses (which may include up to 475,000 square feet of hotel uses) and 1,400 residential dwelling units on the Property and the PD-IP Portion. Prior to issuance of the zoning permit for the 1,145,001st square foot of non-residential uses, or the 797th residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall dedicate the necessary right-of-way for and construct or bond for construction the following road and transportation improvements:

a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four (4) lane divided road and construct Pacific Boulevard, except any portion already constructed or proffered to be constructed by others, from its then current northerly terminus across the Property within the Pacific Boulevard Envelope as shown on Sheets 11 and 13 of the Concept Plan, including the construction of a bridge across Broad Run, and, subject to right-of-way being provided by others as provided for in Proffer III.E., connecting to the eastern terminus of Russell Branch Parkway. Such road construction shall be a four (4) lane divided roadway transitioning to a four (4) lane undivided section prior to crossing Broad Run as shown on the Concept Plan, and shall be constructed within the Pacific Boulevard Envelope as shown on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If any of the traffic signals proffered in the foregoing Proffers and deferred to the commencement of construction of this Transportation Phase 2 or proffered in this Proffer III.D.4.a. are not yet warranted at the commencement of

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construction of this Transportation Phase 2, then the obligation to provide such signals shall be deferred to the commencement of construction of Transportation Phase 3, if warranted by VDOT at that time.

b. Multi-Purpose Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association established pursuant to Proffer VII. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

c. Gloucester/Pacific Intersection: In the event such signalization has not been provided by others or in prior phases of this development, the Owner shall install a traffic signal at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout shall be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the west. If the traffic signal is not warranted at the commencement of construction of this Transportation Phase 2, then the obligation to provide such signal shall be deferred to the commencement of construction of Transportation Phase 3 if warranted by VDOT at that time.

Such improvements shall be completed and available for public use, although not necessarily accepted by VDOT, prior to issuance of the first occupancy permit for any use constructed in Transportation Phase 2. In addition, prior to issuance of the zoning permit for the 1,145,001st square foot of non-residential uses, or the 797th residential dwelling unit, whichever is first in time, the Owner shall prepare and submit final engineered plans for the extension of Gloucester Parkway described in Proffers III.C. and III.D., and shall diligently pursue during Transportation Phase 2 approval of such final engineered plans such that the County and its agents and VDOT may issue appropriate permits and approvals allowing for such extension of Gloucester Parkway to be constructed. The costs and expenses incurred to design such extension of Gloucester Parkway and to prepare, submit and obtain final approval of such final engineered plans shall be paid from the Gloucester Parkway Fund described in Proffer III.M.

5. Transportation Improvements for Transportation Phase 3, defined as development to full build-out. Prior to issuance of the zoning permit for the 2,400,001st square foot of non-residential uses on the Property and the PD-IP Portion, and unless already constructed or

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installed by others, the Owner shall dedicate the necessary right-of-way for and construct or bond for construction the following road and transportation improvements:

- a. Gloucester Parkway: Dedicate right-of-way, if and as necessary, for the ultimate configuration of this roadway as a six (6) lane median divided road and construct an extension of Gloucester Parkway, except any portion already constructed or proffered to be constructed by others, from Pacific Boulevard across the Property, including the construction of a bridge across Broad Run, as shown on Sheets 8, 9 and 13 of the Concept Plan, and, subject to right-of-way being provided by others as provided for in Proffer III.E., connecting to Loudoun County Parkway. Such road extension shall be a four (4) lane median divided roadway and shall be constructed, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes as required by VDOT.

- b. Multi-Purpose Trail – Gloucester Parkway: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the north side of Gloucester Parkway, and construct a 10-foot wide multi-purpose trail within the public right-of-way and/or within such public access easement and along the portion of Gloucester Parkway constructed pursuant to the preceding paragraph, which shall connect to the multi-purpose trail located on the west side of Pacific Boulevard. Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association established pursuant to Proffer VII.

- c. Gloucester/Pacific Intersection: In the event signalization has not been provided by others or in prior phases of this development, the Owner shall install a traffic signal at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal shall be designed to VDOT standards and to accommodate the four-way intersection designed and constructed in accordance with Proffer III.D.5.a. above. The warrant study shall be submitted to VDOT and the County with the first site plan submitted to the County for development in Transportation Phase 3.

Such improvements shall be completed and available for public use, although not necessarily accepted by VDOT, prior to issuance of the first occupancy permit for any use constructed in Transportation Phase 3.

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E. Acquisition of Off-Site Right-of-Way/Easements.

1. In addition to dedicating right-of-way and easements on the Property as provided in the foregoing Proffers III.C and D., the Owner shall make a good faith effort to acquire off-site rights-of-way and/or easements necessary for the construction of the off-site portions of Pacific Boulevard and Gloucester Parkway as proffered herein. Where, despite such good faith efforts, right-of-way and/or easements necessary for construction of any such off-site portions of Pacific Boulevard and/or Gloucester Parkway cannot be obtained either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Owner at a fair market value price, the Owner shall request VDOT and/or the County to acquire such right-of-way and/or easements by appropriate eminent domain proceedings by VDOT and/or the County, with all costs associated with any such eminent domain proceedings to be borne by the Owner, including but not limited to, land acquisition costs and appraisal fees. The initiation of such eminent domain proceedings is solely within the discretion of VDOT and/or the County. It is understood that the County, in its sole discretion, will seek to obtain the off-site right-of-way for both the extension of Pacific Boulevard and the extension of Gloucester Parkway, in conjunction with County approvals of land use applications for the properties across which such extensions are herein proffered to be constructed. The Owner shall not be required to pay any amounts for such right-of-way acquisition to the extent the County obtains such right-of-way as a condition of County approvals of land use applications.

2. If the necessary right-of-way and/or easements cannot be acquired either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Owner at a fair market value price, and the County and VDOT both choose not to exercise the right of eminent domain within six (6) months of a written request by the Owner, the Owner shall be released from the obligation to acquire such right-of-way. If the County and/or VDOT elect to defer its exercise of eminent domain, then the Owner's Proffer requiring such acquisition or construction shall likewise be deferred.

3. Notwithstanding the commitments in Proffer III.D. above, the Owner shall not be prevented from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles, grading permit, zoning permit, building permit, and occupancy permit) for the Property, nor from commencing construction on the Property, during the pendency of any eminent domain proceedings initiated pursuant to this Proffer III.E., nor any deferral of the County's and/or VDOT's exercise of eminent domain pursuant to Proffer III.E.2. above, provided that all other prerequisites for obtaining such approvals and commencing such construction provided in these Proffers have been met.

F. Traffic Signalization.

When required by the phasing provisions set forth in Proffer III.D. above, the Owner shall prepare a signal warrant analysis for the installation of the traffic signals identified in each respective Transportation Phase for the five (5) Pacific Boulevard intersections on the Property

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(i.e., Pacific Boulevard with Gloucester Parkway, and the four (4) private road intersections serving the Property and the PD-IP Portion as shown on the Concept Plan). Pursuant to each said signal warrant analysis, and if warranted by VDOT, the Owner shall design and install traffic signalization at the respective intersections when required by the said Transportation Phasing schedule above. In the event a signal has not been warranted by VDOT when the Owner desires to proceed with the respective Transportation Phase of development on the Property, the obligation to design and install such signal shall be deferred to the commencement of construction of the next Transportation Phase of development on the Property. In the event any signal proffered above has not been warranted at the commencement of construction of Transportation Phase 3 of development on the Property, the Owner shall make a cash contribution to the County for the cost of the design and installation of each such traffic signal. Such cash contribution shall be made prior to issuance of the first zoning permit for a use in Transportation Phase 3 of the development. The amount of the cash contribution shall be approved by the County based upon an estimate provided to the County by a licensed professional engineer; however, in no case shall the contribution be required to exceed Three Hundred Thousand and 00/100 Dollars (\$300,000.00) for each traffic signal. This maximum limit on said contributions shall escalate in accordance with the CPI from a base year of 2010 (see Proffer VIII.C.).

G. Cash Equivalent Contribution.

Unless otherwise provided in these Proffers or unless such improvements are provided in cooperation with others by private agreement or pursuant to the commitments of other zoning applications, the Owner agrees that, in the event any of the transportation improvements described above in Proffer III.D., except (i) the Broad Run bridge crossing and off-site extension of Gloucester Parkway, and (ii) the portions of Pacific Boulevard constructed by the Owner in association with SPEX 2008-0054, are constructed or bonded for construction by others prior to bonding for construction by the Owner, the Owner shall contribute to the County or its designee, for each such improvement provided by others, an amount equal to the cost of constructing such transportation improvements described above in Proffer III.D. in lieu of actual construction of each such improvement provided by others. For the purposes of determining the in-lieu-of contribution for the improvements constructed or bonded for construction by others, (i) the actual cost of constructing and completing such improvements will be used if available; if not, the amount of the approved bond estimate (defined for this purpose as the estimated construction cost of all items shown upon the bonded, approved plans for such improvement, increased by an inflation factor equal to the annual percentage change in the Construction Index Code, as published weekly in the Engineering News Record) for such improvement will be used, and (ii) construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall be paid at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contributions shall either be used to reimburse the party or parties who

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constructed such improvements, or for regional roadway or transportation improvements in the vicinity of the Property.

H. Highway Noise Mitigation.

Concurrently with the filing of the first site plan or construction plans and profiles for the Property, whichever is first in time, the Owner shall submit an acoustical analysis for the Property to determine which areas of the Property may be adversely impacted by highway noise generated along (i) the Route 28/Pacific Boulevard frontage, and (ii) the Gloucester Parkway frontage. Any such acoustical analysis shall be based upon the most recent traffic volumes and ultimate design speeds of Route 28, Pacific Boulevard and Gloucester Parkway, as made available by the Loudoun County Office of Transportation Services ("OTS"). With each subsequent site plan for development on the Property, the Owner shall demonstrate compliance with the aforementioned acoustical analysis with the goal of mitigating noise levels that approach within two (2) decibels or exceed the Noise Abatement Criteria identified in the Countywide Transportation Plan for noise sensitive uses on the Property. Compliance with the acoustical analysis shall demonstrate the methods that shall be incorporated into the site and building design in order to achieve noise reductions that result in noise levels at least two (2) decibels less than the Noise Abatement Criteria identified in the Countywide Transportation Plan, with preference given to passive measures, such as landscaping and berming, to the extent practicable.

I. Bus Shelters.

Within six (6) months of the date of commencement of public bus service to the Property, the Owner shall construct two (2) bus shelters on the Property along Pacific Boulevard. Said bus shelters shall be in addition to those required in accordance with SPEX 2008-0054. The Owner shall coordinate the design and location of these bus shelters with OTS or other appropriate County agency. The commitment in this Proffer to construct bus shelters shall terminate twenty (20) years after issuance of the first zoning permit for an office or residential use on the Property, if no public bus service to the Property has been established during such twenty (20) years; provided, however, that upon such termination, the Owner shall contribute to the County a cash contribution in the amount of the estimated cost of two (2) bus shelters to be used by the County to construct such bus shelters in the future. The bus shelters shall be maintained by the Owners Association established pursuant to Proffer VII. The Owner shall coordinate the design and location of such bus shelters with OTS at the time of site plan review.

J. Transportation Demand Management Program.

Prior to issuance of the first zoning permit for an office or residential use on the Property, the Owner shall implement a Transportation Demand Management ("TDM") program whose objective is to reduce peak hour vehicle trips to and from the site. The means to achieve this objective over the build-out period for this site may vary from time to time as knowledge is

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gained about specific factors and as the area and region develop. Elements of this program shall include, but shall not necessarily be limited to, the following:

1. Identify an Employer Transportation Coordinator ("ETC") for each employment or residential building to serve as the TDM contact with OTS. ETCs shall promote and encourage commuting alternatives in cooperation with other private and public TDM efforts or Transportation Management Associations. ETCs shall meet with OTS Staff to clarify commuting options to the site and develop promotions and programs in support of established TDM goals.

2. Conduct initial and biennial employee commute surveys of employees of employment buildings and residents of residential buildings to benchmark and measure progress toward the reduction of vehicle trips and vehicle emissions.

3. Provide a minimum of five percent (5%) of total parking spaces for each employment or residential building as preferred parking spaces for (a) carpool/vanpool vehicles, (b) fuel efficient vehicles, or (c) car sharing vehicles.

4. Promote flexible, compressed, or telework schedules for on-site employees and residents.

5. Support transit service by encouraging all employers to provide qualified transportation fringe benefits, as provided under Section 132(a) and (f) of the Internal Revenue Code.

6. Construct and maintain permanent public information displays in all employment or residential buildings for distribution of alternate commute information, including transit schedules, park-and-ride lot maps, rideshare programs and telework.

7. Install secure weather-protected bicycle storage facilities or bicycle racks to accommodate a minimum of twenty (20) bicycles for each employment or residential building. Such bicycle storage facilities and/or bicycle racks shall be located in a convenient location for use by employees and/or residents and shall be installed prior to issuance of the occupancy permit for each respective building.

8. Provide accessible shower facilities in all employment buildings that are a minimum of four (4) stories or fifty (50) feet in height and containing greater than 100,000 square feet of non-residential uses.

9. Provide information on office employers' and residential buildings' intranet or internet sites detailing alternative modes of transportation and other travel reduction opportunities.

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10. Submit to OTS biennial travel reduction plans outlining strategies for reducing vehicles trips to and from the Property during peak hours.

K. Transit Service Contribution.

At the time of issuance of each residential zoning permit for the Property, the Owner shall make a one-time cash contribution to the County in the amount of Five Hundred Seventy-Five and 00/100 Dollars (\$575.00) for each of the dwelling units developed on the Property. Such contributions shall be used, in the discretion of the Board, to fund capital equipment for transit services that serve the Property. Said contributions shall be escalated in accordance with the changes in the CPI from a base year of 2010 (see Proffer VIII.C.).

L. Kincora Shuttle.

Upon issuance of zoning permits for cumulatively greater than 1,500,000 square feet of non-residential, non-hotel uses (which threshold shall include the non-residential uses constructed on the PD-IP Portion) and if there is adequate demand as determined by OTS, the Owner shall provide a private shuttle service during regular business hours utilizing vehicles with a minimum capacity of twenty (20) persons, and additional capacity if there is adequate demand as determined by OTS, for the transport of employees and residents between the uses on the Property with the intent of (i) connecting those non-residential uses located in Land Bays N and Q with the remaining uses on the Property, and (ii) connecting the uses on the Property with the Dulles Town Center. In addition, until such time as public bus service is available to connect the Property to the nearest park-and-ride facility or regional transit facility, and to the Route 28 or Route 606 Metrorail station once opened, upon the issuance of zoning permits for such non-residential, non-hotel floor area cumulatively greater than 1,500,000 square feet and if there is adequate demand as determined by OTS, the Owner shall provide private shuttle service to such nearest park-and-ride facility or regional transit facility and to the Route 606 Metrorail station once opened, unless OTS determines the Route 28 Metrorail station is preferred. Shuttle service shall be subject to route and schedule provisions as determined by the Owner in consultation with OTS.

M. Fund to Accelerate Construction of Gloucester Parkway without a CDA.

If within eighteen (18) months of the approval of this rezoning application ZMAP 2008-0021, the Board has not created a CDA for the Property to fund the road and transportation improvements described in Proffer III.C., then the Owner shall make a cash contribution to the County in the amount of \$24,538.00 for each residential dwelling unit, exclusive of the ADU-Equivalent Units and the nine percent (9%) of Unmet Housing Needs Units to be affordable for purchase or rental by households whose income does not exceed thirty percent (30%) of AMI.

Such contributions shall be paid at the time of issuance of the zoning permit for each such residential dwelling unit constructed on the Property. If, at the end of said eighteen- (18) month

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period, any zoning permits for residential dwelling units have previously been issued, the cash contribution amounts payable for such units pursuant to the preceding paragraph shall at that time be due and payable. The County shall collect and hold such contributions in a separate interest-bearing account (the "Gloucester Parkway Fund") to be used solely for construction of the extension of Gloucester Parkway described in Proffers III.C. and III.D. At such time as (i) the County elects to accelerate the construction of Gloucester Parkway by supplementing the funds accumulated in the Gloucester Parkway Fund with other available sources of funding that together will cover the entire cost of such extension of Gloucester Parkway, or (ii) the Owner elects to proceed with the construction of Gloucester Parkway in accordance with Proffer III.C. (should a CDA be created in the future) or in accordance with Proffer III.D., then all of the funds accumulated in the Gloucester Parkway Fund, with any accrued interest, shall be used to fund the construction of such extension of Gloucester Parkway. The amount of the cash contributions proffered in this paragraph shall be adjusted annually in accordance with changes to the CPI from a base year of 2010 (see Proffer VIII.C.). Any funds remaining or subsequently paid and deposited into the Gloucester Parkway Fund after all expenses of designing and constructing the extension of Gloucester Parkway have been paid, shall be used by the County for regional road and/or transportation and/or capital facilities improvements in the vicinity of the Property.

IV. RECREATION AND HISTORIC

A. Recreation.

1. The Owner shall construct a bicycle and pedestrian circulation system consisting of sidewalks and trails on the Property in substantially the same location as illustrated on Sheets 15 and 16 of the Concept Plan. Sidewalks need not be constructed in locations where asphalt trails are constructed to provide the pedestrian circulation linkage depicted on Sheets 15 and 16 of the Concept Plan. Sidewalks shall be constructed on both sides of Roads 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 as depicted on Sheet 16 of the Concept Plan and shall include conveyance of appropriate public access easements. Sidewalks and trails shall be constructed in phases concurrently with the development of land in areas adjacent to such sidewalks and trails.

Unless constructed in the public right-of-way, sidewalks shall be subject to a public access easement of a minimum of 10 feet in width, asphalt trails shall be subject to a public access easement of a minimum of 14 feet in width, and all other trails shall be subject to a public access easement of a minimum of 12 feet in width.

Trails constructed within the River and Stream Corridor Resources area shall be constructed of pervious surfaces in an amount not to exceed 15,180 linear feet, and with raised boardwalk crossings in an amount not to exceed 1,124 linear feet where such trails cross jurisdictional waters and/or wetlands as depicted in the section exhibits provided on Sheets 15 and 16 of the Concept Plan. The location and design of trails located within the River and Stream Corridor Resources area shall be coordinated with and approved by PRCS Staff in accordance with PRCS standards prior to approval of the initial site plan and/or construction plan

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and profiles for any trails to be located within the River and Stream Corridor Resources area. Coordination with PRCS Staff shall not result in the construction of trails in an amount greater than provided above, and shall be subject to siting of trails in a manner that does not disrupt proffered stream and wetland mitigation and/or riparian preservation or reforestation activities. Trails constructed outside of the River and Stream Corridor Resources area shall be constructed of asphalt and/or such pervious surfaces, boardwalks and raised walkways as may be permitted, in accordance with the applicable provisions of the FSM. Unless a different minimum width is established for a specific trail elsewhere in these Proffers, asphalt trails shall be a minimum width of ten (10) feet. All other trails shall be a minimum width of eight (8) feet. Sidewalks shall be constructed of concrete, brick, concrete or brick pavers, marble or other material typically used for sidewalks in office parks and mixed-use centers, in accordance with the Design Guidelines and applicable provisions of the FSM, and shall be a minimum width of five (5) feet for private sidewalks in residential areas, a minimum width of six (6) feet for private sidewalks in commercial areas, and, subject to VDOT approval, a minimum width of five (5) feet for public sidewalks. In any event, sidewalks constructed within public right-of-way shall be designed and constructed in accordance with VDOT regulations.

2. The Owner shall reserve at least fifteen (15) parking spaces near each trail head location as shown on the Concept Plan. Such spaces shall be provided with appropriate signage indicating that such spaces are reserved for use by PRCS park patrons. The Owner shall coordinate for approval by PRCS Staff the ultimate location, design and signage for each trail head feature prior to approval of the initial site plan and/or construction plan and profiles for any trails to be located within the River and Stream Corridor Resources area.

3. As each portion of the Property receives record plat approval or site plan approval, whichever is first in time, the Owner shall develop and dedicate to the Owners Association provided in Proffer VII., the SWM/BMP ponds, the trails, civic spaces and open space areas identified in such portion, all as illustrated on the Concept Plan. The declaration of covenants, conditions and restrictions recorded against the Property (the "OA Covenants") shall require the establishment of maintenance procedures and sufficient funding so that the Owners Association will have the financial ability to maintain such facilities and open space areas in a decent, clean, safe and healthy condition for use by residents of the Property. The Owner shall provide for the Owners Association to enter into appropriate stormwater maintenance agreements, in accordance with Chapter 1096 Stormwater Management of the Codified Ordinances of Loudoun County, Virginia, with respect to all applicable stormwater management facilities.

4. The Owner shall provide wayfinding signage for the trails and trailhead locations which shall be coordinated with other sign programs for the Property. This may include, but shall not be limited to, trail markers and interpretive signage within the floodplain park and for connections to the Potomac Heritage National Scenic Trail, and wayfinding signage along

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Route 28, Route 7, and Pacific Boulevard. Such wayfinding signage shall be coordinated for approval by PRCS Staff.

B. Trail Wayside/Natural Area Observation Platform.

Concurrently with construction of the trails within the floodplain area within the 1,400 foot Rookery Radius as depicted on Sheet 12 of the Concept Plan, the Owner shall construct a trail wayside/natural area observation platform from which users of the trail can view the heron rookery. Such trail wayside/natural area observation platform shall be a component of the trail system referenced in Proffer IV.A. and shall be maintained by the Owners Association established pursuant to Proffer VII., unless and until such time as the floodplain and/or the trail and observation platform are conveyed to the County. The location and size of such trail wayside/natural area observation platform shall be coordinated with PRCS and Building and Development Staff and be located outside of the 700-foot Rookery Radius as depicted on the Concept Plan. If permitted by applicable law, the Owner shall install a pervious trail connection from Land Bay C to the observation platform.

C. Dedication of Floodplain Area and Trails.

Within six (6) months of the completion of all work associated with the construction and certification by the U.S. Army Corps of Engineers and/or the Virginia Department of Environmental Quality, of any wetlands mitigation and/or wetlands mitigation banking areas the Owner develops on the Property within the Broad Run floodplain, the Owner shall dedicate and convey to the County the approximately 162.11-acre River and Stream Corridor Resources for Broad Run located west of Pacific Boulevard shown as "'Natural' Open Space within RSCOD" on Sheets 36 and 37 of the Concept Plan, at no public cost, for use as a natural area for public passive park purposes. The Owner shall convey good and marketable title to such 162.11-acre site as evidenced by a policy of owner's title insurance provided by the Owner at its cost. Prior to such dedication:

1. All trails located west of Pacific Boulevard and within the major floodplain for Broad Run as depicted on the Concept Plan shall be subject to public access easements to permit use by the public, and responsibility for maintenance of such trails shall be imposed upon the Owners Association established pursuant to Proffer VII. pursuant to the OA Covenants;

2. The Owners Association and/or the Owner shall conduct a walk-through with PRCS Staff to inspect the condition of such trails, and any trails examined during said walk-through that are in a state of disrepair shall be restored to an acceptable level of service by the Owners Association and/or the Owner prior to dedication;

3. The Owners Association and/or the Owner shall provide written notice to the Director of PRCS prior to the commencement of any phase of activities associated with stream

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and wetland mitigation, riparian preservation or reforestation or trail construction within the said "Natural' Open Space within RSCOD;" and

4. The Owners Association and/or the Owner will provide an annual report of the condition status of trails constructed within the said "Natural' Open Space within RSCOD" to the PRCS Chief Park Planner, concurrent with the submission of the Annual Mitigation and Monitoring Report for Success Criteria (see Proffer II.D.).

In the event the County desires dedication of the wetlands mitigation and/or wetlands mitigation banking areas prior to the certification by the U.S. Army Corps of Engineers and/or the Virginia Department of Environmental Quality, the Owner shall dedicate to the County such areas within six (6) months of a request by the County; provided the Owner retains (i) ownership of all wetlands mitigation banking credits and the County assumes responsibility for maintenance of such wetlands mitigation areas until such areas are certified as completed by the U.S. Army Corps of Engineers and/or the Virginia Department of Environmental Quality, and (ii) the right to use and maintain, as may be required by these Proffers, all trails in such dedication area.

D. Broad Run Toll House.

At such time as the Owner is obligated under these Proffers to construct the extension of Pacific Boulevard across Broad Run and connecting to Russell Branch Parkway, and if such extension of Pacific Boulevard would impact the Broad Run Toll House property (PIN # 040-39-8734) (the "Toll House Parcel"), any such disturbance to the Broad Run Toll House property within the Pacific Boulevard Envelope (see Proffer III.B.), specifically excluding the Broad Run Toll House structure and bridge remnants, shall be permitted subject to conformance with applicable state and federal requirements and commencement of proceedings in accordance with Section 106 of the National Historic Preservation Act of 1966, if deemed necessary, by a qualified professional.

If prior to December 31, 2010 (or later if the current owner of the Toll House Parcel agrees to extend the existing purchase agreement discussed below), a qualified 501(c)(3) non-profit organization (the "Preservation Organization") has committed to (a) become the title owner of the Toll House Parcel, and (b) assume responsibility for placing the structure located on the Toll House Parcel in a mothballed condition, using and meeting the standards contained in the National Park Service's Preservation Brief #31 Mothballing Historic Buildings, then the Owner shall use its good faith and diligent efforts to complete the acquisition of the Toll House Parcel pursuant to an existing purchase agreement the Owner has entered into with the current owner of the Toll House Parcel. In that event, within thirty (30) days of acquiring the Toll House Parcel, the Owner shall donate, without compensation to the Owner, at no public cost, the Toll House Parcel to the Preservation Organization. The Owner's obligation to acquire the Toll House Parcel is subject to the ability of the current owner of the Toll House Parcel to convey good and marketable title. The Owner's obligation to donate the Toll House Parcel is subject to the Owner's right to reserve necessary right-of-way and easements for utilities, trails and the

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extension of Pacific Boulevard over the portion of the Toll House Parcel that lies within the Pacific Boulevard Envelope (see Proffer III.B.) as shown on Sheets 11 and 13 of the Concept Plan. The Owner may accomplish this conveyance to the Preservation Organization through a direct conveyance from the current owner of the Toll House Parcel to the Preservation Organization as long as such direct conveyance is completed at no cost to the Preservation Organization.

V. DESIGN

A. Design Guidelines and Architectural Review.

The Property shall be developed as a unified community consistent with the Design Guidelines entitled "Kincora Design Standards," prepared by CMSS Architects, P.C. of Reston, Virginia, dated April 15, 2010 and attached to these Proffers as **Exhibit D.** In instances where the Design Guidelines conflict with any provisions proffered herein, these Proffers shall supersede the Design Guidelines. The Design Guidelines depict the architecture, landscaping, plaza lighting, signage and open space design requirements for the Property and shall be made applicable to the Property through the OA Covenants which shall be recorded prior to the first site plan approval or recordation of the first record plat, whichever occurs first. The Owner shall require the Owners Association created pursuant to Proffer VII. to establish a Design Review Committee consisting of owners of all or portions of the Property, except for any portions of the Property dedicated to the County for public use. The Design Review Committee shall develop appropriate review procedures to ensure the Property is developed consistent with the Design Guidelines. The Owners Association shall establish the Design Review Committee within three (3) months of the creation of the Owners Association, and all subsequent site and building plans shall be reviewed by the Design Review Committee for consistency with the Design Guidelines.

Prior to creation of the Design Review Committee, consistency with the Design Guidelines will be enforced by the County and/or the Owner. Subsequent to creation of the Design Review Committee, a letter confirming Design Review Committee approval shall be included with all building permit plan applications submitted to the County for the Property. Notwithstanding the foregoing, the County shall continue to have the authority to require compliance with this Proffer V.A.

Compliance with the proffered design elements in these Proffers shall be demonstrated at the time of each site plan review.

B. Boulevard Entrances.

Road 1 and Road 2, as identified on Sheets 11 and 16 of the Concept Plan, shall be designed and constructed, with landscaped medians eight (8) feet in width, to provide attractive boulevard entrances consistent with the cross-section shown on Sheet 18 of the Concept Plan; provided that such landscaping in the medians shall not obstruct necessary sight distances for

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traffic nor violate the clear zone requirements for Pacific Boulevard. A project identification feature comparable in size and quality to the Conceptual Entrance Feature design shown on Sheet 23 of the Concept Plan shall be provided at the entrance from Pacific Boulevard in the southeast corner of Land Bay J identified on Sheet 11 of the Concept Plan. Appropriate pedestrian crossings shall be provided across Road 1 and Road 2 at all controlled intersections consisting of either a traffic signal or 4-way stop sign.

C. Alleys.

Site plans shall depict the location of alleys that provide access to the interior of each land bay.

D. Demonstration of Square Footage Compliance.

With the filing of each site plan, the Owner shall provide a running tabulation which presents proposed and approved square footage both on the Property and on the PD-IP Portion as follows: (i) total overall site development within the Property and the PD-IP Portion; (ii) total non-residential use by category proposed and residual amount available; (iii) total number of hotel rooms proposed and constructed; (iv) total non-residential use versus residential use; and (v) total amount of civic space. Such tabulation shall demonstrate compliance with the square footage limitations set forth in these Proffers and with the tabulation provided on Sheet 13 of the Concept Plan.

E. Screening of Internal Surface Parking Areas.

Surface parking areas, provided on a temporary or permanent basis, shall be screened from the internal private streets with landscaping and walls and/or other streetscape elements as shown on Sheets 17 and 18 of the Concept Plan and as modified by these Proffers. Such screening shall be comparable to the examples provided on Sheets 20 and 21 of the Concept Plan and in **Exhibit G**, for the purpose of buffering headlight glare and other visual impacts of surface parking.

F. Structured Parking.

At full build-out, at least fifty percent (50%) of the required parking spaces will be located within parking structures. Parking structures that may be visible from public view shall be treated with individual design elements that may include, but not be limited to, storefront appearance, false fenestration, glass, colored or stamped concrete panels, or any combination thereof, or other architectural treatment for the purpose of masking the parking structure and incorporating its exterior architectural design with that of surrounding buildings. In the event that areas planned for structured parking are used as surface parking areas prior to full build-out, those surface parking areas shall be screened as indicated in Proffer V.E. above.

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G. Structured Parking Along Roads 2 and 6.

At full build-out, parking structures fronting on Roads 2 and 6 as identified on the Concept Plan shall include architectural treatment and/or liner buildings to enhance the facade as viewed from such roads. In addition, any parking structure located along Road 2 in Land Bay J shall incorporate architectural design and/or treatments, such as a negative corner in the corner nearest the Pacific Boulevard/Road 2 intersection, to soften the view of such parking structure at that entrance to the community.

H. Loading Docks/Dumpster Pads.

All refuse collection and loading areas on the Property shall be oriented so as to have minimum visibility from roads and residential uses. If such refuse collection and loading areas are not substantially blocked from view from roads and residential uses, they shall be treated with architectural elements similar to the principal structure, decorative fencing and/or landscaping so as to be screened from roads and residential uses.

I. Rooftop Mechanical Units.

Any mechanical units placed on the rooftops of buildings on the Property shall be screened by architectural features compatible with building facade architecture. Rooftop amenities such as garden terraces or recreational courts may also screen rooftop equipment.

J. Building Entrances.

Unless deemed unfeasible in order to comply with federal security guidelines, each building constructed on the Property shall be constructed with its principal entrance oriented towards the street on which it fronts. Any principal entrance not oriented towards the street on which its building fronts shall be oriented towards an adjacent plaza, green, park, square or pedestrian passageway.

Pedestrian access shall be provided from parking areas to the principle entrances of all buildings constructed on the Property. The Owner shall ensure that each building can be accessed from adjacent parking areas via a demarcated pedestrian pathway.

K. Streets, Streetscaping and Landscaping.

1. Street Design. Streets will generally be designed and constructed in a rectilinear pattern of collector roads, local access roads, streets, and alleys, with streets generally terminating in other roads and streets. All private streets, sidewalks and trails shall be consistent with the typical road sections provided on Sheets 17, 18, and 19 of the Concept Plan; provided the Owner reserves the right to apply for and obtain approval of any waivers permitted by the Zoning Ordinance or the FSM as long as development of uses with such waivers shall be in

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substantial conformance with the Proffers. There shall be no more than two (2) curb cuts for vehicular entrances on each side of Road 2 and no more than one (1) curb cut for vehicular traffic on each side of Road 6 and Road 8. There shall be no curb cuts for vehicular traffic on either side of Road 9.

2. Street Trees. Street trees on the Property will be planted in accordance with County criteria or as modified by these Proffers, and the Owner shall utilize, to the maximum extent feasible, trees that develop an overhead leaf canopy along the streets.

3. Private Streets. As modified by these Proffers, all private streets developed on the Property shall be owned and maintained by the Owners Association with appropriate covenants, restrictions and assessments for maintenance, repair and replacement. Private street design and construction shall be subject to County review and approval at the time of applicable subdivision and site plan approvals, and shall be designed and constructed in accordance with the standards of the FSM applicable at the time such private streets are submitted to the County for approval. Private streets shall be designed to be comparable in scale to buildings to which they relate so that they contribute to the sense of a well-designed neighborhood.

4. Streetscape Plan. The Owner shall submit a streetscape plan for each land bay with the initial site plan submission in each respective land bay. The streetscape plans will conform with County requirements except that, in accordance with the Zoning Ordinance modifications approved herewith, such plans (i) shall include all landscape buffer plans for all buffer areas, and (ii) may provide for deciduous tree plantings (2 1/2" - 3.0" caliper) at an average of 44 feet on center where on-street parking is provided and 35 feet on center where on-street parking is not provided and as further provided on Sheets 24 and 25 of the Concept Plan. These trees may be clustered where appropriate. Landscaping along the public streets shall be provided at the time each lot along the street is developed and may be supplemented with landscaping in addition to what is required by the Zoning Ordinance, at the Owner's option.

5. Landscaping. Individual building and parking areas on the Property shall be landscaped in a manner that is coordinated, as to plant material, with the streetscape plan along the public streets. The landscaping within the parking areas will consist, primarily, of trees which provide shade or are capable of providing shade at maturity.

6. On-Street Parking. The Owner may provide some of the off-street parking spaces required by the Zoning Ordinance as on-street parking spaces within 400 feet of the subject principal use as permitted by the Zoning Ordinance. All on-street parking spaces shall be provided in accordance with the Zoning Ordinance and applicable VDOT and County standards.

7. Block Sizes. Any block longer than 400 feet shall contain a mid-block break, such as a plaza, pocket park, tot lot, village green, eating/picnic area, seating area, substantial hotel entrance plaza, or other outdoor gathering space.

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L. Lighting.

Lighting on the Property shall be designed and constructed to minimize light trespass, specifically:

1. Spillover light onto adjacent properties shall not exceed one quarter foot-candle.
2. All exterior light fixtures shall be "full cutoff outdoor lighting fixtures" as defined by the Illuminating Engineering Society of North America (IESNA). Light shall be directed inward and downward toward the interior of the Property, away from public streets (except street lights) and the nearby residential properties.
3. Except for street and parking lot lights installed in accordance with applicable provisions of the FSM, the maximum height of any freestanding exterior lighting fixtures shall be eighteen (18) feet. Height shall be measured from the ground surface to the bottom of the lighting fixture.

M. Specific Land Bay Design Obligations.

1. Building Setbacks. Buildings shall be located with a maximum front yard set back of 25 feet from the adjacent road, as measured from the front of the curb for Roads 1, 3, 4, 5, 7, 10, 11 and 12 as identified on the Concept Plan. Buildings shall be located with a maximum front yard setback of 20 feet, as measured from the front of curb for Roads 2, 6, 8 and 9. This setback requirement shall not apply where buildings front along sidewalk cafes, outdoor plazas, courtyards, terraces, hotel entrances/plazas and other useable civic or open space.

Buildings in Land Bays B, F, J and N fronting on Route 28 or Pacific Boulevard shall be set back a minimum of 50 feet and a maximum of 150 feet from the edge of the Route 28 or Pacific Boulevard right-of-way line. Buildings within Land Bay Q shall be set back a minimum of 50 feet and a maximum of 620 feet from Route 28 or Pacific Boulevard. Surface parking within Land Bays B, F and J located between Pacific Boulevard and any buildings located adjacent to Pacific Boulevard, shall be limited to no more than one (1) two-way traffic travel aisle and one (1) row of parking. Such surface parking shall be screened from Route 28 and Pacific Boulevard with landscaping and a berm comparable in size and quality to the Typical Pacific Boulevard Section identified on Sheet 18 of the Concept Plan.

2. Residential Open Space Amenities. Each building containing residential uses shall be located within 300 feet of an active open space area at least 2,500 square feet in size. The distance shall be measured from the point on the building closest to such open space area. Open space areas may include tot lots and pocket parks. Tot lots shall be a minimum of 5,000 square feet in size and shall contain commercial grade equipment.

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3. Residential Uses in Land Bay F. Any residential uses located in Land Bay F shall be located only within 250 feet of the Road 8 frontage of Land Bay F.

4. Retail Sales Establishments. Retail sales establishments located within multi-story office buildings that front on Pacific Boulevard or Route 28 shall be oriented away from such public roads. No freestanding retail sales establishments shall be (i) oriented toward Route 28 or Pacific Boulevard, or (ii) located within 200 feet of Pacific Boulevard. Buildings in which any individual retail sales establishments containing 30,000 square feet or greater is located shall be subject to architectural and design standards that ensure such use is masked and does not look or function like a large-scale, freestanding building (i.e., multi-story building, multiple façade treatments giving the appearance of smaller scale retail uses, etc.).

5. No Freestanding Non-Hotel Commercial Uses in Land Bay Q or Land Bay N. There shall be no freestanding non-hotel commercial uses in Land Bay Q or Land Bay N.

6. Screening of Interchange. The Property shall be screened from the Route 28/Nokes Boulevard Interchange with landscaping and a berm along the perimeter of the interchange, a minimum of two and one-half (2 1/2) feet in height and comparable in size and quality to the Typical Pacific Boulevard Section identified on Sheet 18 of the Concept Plan.

7. Terminus of Road 8 and Road 9. At full build-out of the Property, buildings shall be constructed opposite the southern terminus of Road 8 (in Land Bay H) and the northern terminus of Road 9 (in Land Bay E) as illustrated on Sheet 32 of the Concept Plan.

8. No Curb Cuts on Road 9. There shall be no vehicular curb cuts along Road 9.

N. Universal Design.

Residential dwelling units provided in accordance with Proffers I.D. and I.E. shall employ universal design principles to the extent feasible and in accordance with funding requirements of any state, local or federal program governing such units.

O. Freestanding Retail.

No freestanding retail sales establishments shall be located along the Pacific Boulevard, Route 28 or Gloucester Parkway frontages of the Property. The exterior of each freestanding retail sales establishment greater than 30,000 square feet shall be designed to separate each façade fronting on a public or private street such that the elevations provide the appearance of multiple buildings composing the single structure.

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VI. EMERGENCY SERVICES

A. Public Use Site.

If the Board votes, in its discretion, to construct the Dulles Route 7/Route 28 Area Fire & Rescue Station on the Property, then within sixty (60) days of the date of such vote, the Owner shall submit and diligently pursue County approval of a subdivision plat to create, and shall upon subdivision approval promptly dedicate and convey to the Board, a parcel containing a minimum of five (5) buildable (i.e., non-floodplain, non-wetlands, non-very steep slopes) acres located in Land Bay N, as identified on Sheets 9 and 10 of the Concept Plan as "Public Use Site Minimum 5 Acres," all at no public cost, to be used for a County fire and rescue and/or sheriff substation facility, which shall include an area sufficient for, and that may be used for, the installation of a recycling drop off center. In the event such vote is made, the Owner shall, at no public cost, concurrent with construction of such facility, (i) construct adequate access, as determined by the County, within a temporary access easement granted to the County, from the existing northern terminus of Pacific Boulevard to such five-acre site in the event the segment of Pacific Boulevard fronting such site has not been constructed, and (ii) extend sewer, water, telephone, natural gas, broadband, and electric service to the perimeter of the five-acre site. The Owner shall convey good and marketable title to such five-acre site as evidenced by a policy of owner's title insurance provided by the Owner at its cost. The Owner shall not use such five-acre site for staging, dumping or similar activities prior to dedication of the site to the County pursuant to this Proffer, nor shall the Owner grant, create or establish any utility easement or other easement on the five-acre site that would impact, prevent, or conflict with the construction, operation, or maintenance of the said public facilities. Such five-acre site shall not be subject to, and shall be expressly excluded from imposition of, the covenants established for Kincora pursuant to Proffer V.A., nor shall such five-acre site be subject to the CDA. However, the site plan and building plans for any fire and rescue and/or sheriff substation on such five-acre site shall be provided for review and comment to the Design Review Committee identified in Proffer V.A. prior to final approval by the County.

In the event the Board has not voted to locate such facility on such five-acre site within two (2) years of the approval of this rezoning application ZMAP 2008-0021, the Owner shall dedicate such five-acre site to the County, or dedicate a minimum of five (5) buildable acres elsewhere on the Property, to be used for other governmental purposes, except the following: animal shelters (as distinguished from and not to include pet adoption centers), detention facilities, solid waste facilities (as distinguished from and not to include collection bins for drop off of recyclable materials), day labor centers, equipment and material storage yards and publicly owned or group living residential uses.

B. Owner's Contribution.

At the time of the issuance of each zoning permit on the Property, the Owner shall make a one-time contribution of Ten Cents (\$0.10) per gross square foot of non-residential floor area

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and Two Hundred Fifty and 00/100 Dollars (\$250.00) per residential dwelling unit, which shall be payable to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Such contribution shall be adjusted annually in accordance with changes to the CPI, beginning from a base year of 1988 (see Proffer VIII.C.). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease, or be reduced by half if only one service is no longer provided by an incorporated volunteer company. The intent of these provisions is to support a volunteer fire department and a volunteer rescue squad so long as each is the primary provider of fire or rescue services to the Property.

C. Sprinkler Systems.

The Owner shall require all builders to provide sprinkler systems as required by applicable building codes for each use of the Property. The Owner shall install adequate infrastructure to ensure adequate water flow and pressure for such sprinkler systems.

D. Fire & Rescue Review of Site Plans.

In conjunction with the initial submittal of each site plan on the Property, the Owner shall also submit such site plan to Fire, Rescue and Emergency Management Planning for review and approval to ensure that the site layout provides emergency vehicles and personnel adequate access and circulation throughout the Property.

E. Emergency Access.

All buildings and parking structures shall be designed to permit adequate access and circulation of emergency personnel and vehicles.

VII. OWNERS ASSOCIATION

The Owner shall establish an Owners Association for the entire Kincora community, hereby defined as including all development on the Property except the public use site described in Proffer VI. and any other land conveyed in fee simple to the County, prior to approval of the first record subdivision plat or site plan on the Property, whichever is first in time. Membership in the Owners Association shall be required of owners of all commercial lots and residential units on the Property. The Owners Association shall have among its duties trash collection and recycling services; maintenance of each of the common area amenities specified herein, including, without limitation, private streets and alleys (including snow removal), private parking areas, stormwater drainage easements and stormwater management easements and facilities to the extent not required to be maintained by the County, common areas and open space, private

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sidewalks and trails, private street lights, maintenance and repair, subject to VDOT permission, of any sidewalks or trails located within the public right-of-way that are not maintained by VDOT; and all responsibilities and duties specifically assigned to the Owners Association in these Proffers. Nothing herein shall preclude the Owner from incorporating the PD-IP Portion into the Owners Association and subjecting the PD-IP Portion to the OA Covenants and/or establishing separate, sub-associations for any individual sections or land bays within the Property and/or the PD-IP Portion, with such sub-associations assuming responsibility for maintenance and other responsibilities within those individual sections or land bays; provided that the creation and existence of such separate, sub-associations shall not relieve the owners of units in the applicable sections of the Property from membership in the Owners Association for the entire Kincora community. Owners Association documents for the Property shall be submitted for review and approval by the County prior to the approval of the first application for record subdivision plat or site plan on the Property, whichever is first in time.

VIII. MISCELLANEOUS

A. Existing Wells and Drainfields.

The Owner shall abandon all existing wells and septic systems located on the Property in accordance with applicable law.

B. Preliminary Soils Review.

The Owner shall prepare and submit a Preliminary Soils Review of the entire Property prior to submission to the County of the first preliminary plat, construction plans and profiles or site plan, whichever is first in time, for any section of the Property.

C. Annual Escalation.

Whenever these Proffers refer to the escalation or adjustment of a proffered cash contribution or other value in accordance with the CPI, such contribution amount or value shall be adjusted annually according to the Consumer Price Index for all urban consumers (CPI-U), 1982-1984 = 100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics for the Washington D.C. Standard Metropolitan Statistical Area ("CPI"). Unless otherwise expressly stated herein, such reference shall mean that the contribution or value shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter, by an amount equal to the percentage increase in the CPI over the prior year. If the U.S. Department of Labor shall ever cease publishing the CPI as defined herein, thereafter the CPI, for purposes of these Proffers, shall be that index published by the Department of Labor or other U.S. government agency intended to reflect general increases in the cost of living for residents in the Washington, D.C. Standard Metropolitan Statistical Area.

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D. Severability.

The Owner reserves the right to file and have accepted for review a proffered condition amendment, zoning concept plan amendment, rezoning, commission permit, zoning modification, special exception, variance or other zoning application for any portion of the Property, without having to obtain the joinder and/or consent of the owners of the other portions of the Property for which the zoning and land use approvals are not impacted by such application, provided that such application complies with the applicable submission requirements and Zoning Ordinance provisions.

E. Binding Effects.

The Owner hereby warrants that the Owner owns all interests in the Property; that the Owner has full authority to bind the Property to these conditions; that the officer and/or manager of the Owner signing these Proffers is authorized to act on behalf of the Owner; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; and that these Proffers are entered into voluntarily.

[SIGNATURE ON FOLLOWING PAGE]

KINCORA VILLAGE CENTER
(ZMAP 2008-0021)
PROFFER STATEMENT

July 7, 2010

Page 48

NA DULLES REAL ESTATE INVESTOR LLC,
a Delaware limited liability company

By: 
Name: Michael W. Scott
Title: Managing Member

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Suffolk, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared MICHAEL W. SCOTT, as MANAGING MEMBER of NA Dulles Real Estate Investor LLC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this 7TH day of July, 2010.


Notary Public

My Commission Expires: July 31, 2011

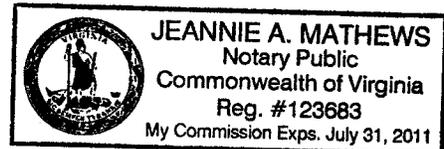


EXHIBIT A

CONCEPT PLAN

October 2008

July 21, 2009

October 2, 2009

January 8, 2010

April 9, 2010

April 26, 2010

July 1, 2010

EXHIBIT B

ZONING ORDINANCE ("ZO") MODIFICATIONS

July 7, 2010

ZONING ORDINANCE MODIFICATIONS

- A. **Section 4-1356(C)--Building Height.** The Revised 1993 Loudoun County Zoning Ordinance permits maximum building heights of 75 feet in the PD-MUB District.

In order to fulfill the recommendations of the Revised General Plan to provide prominent buildings adjacent to Route 28, the Applicant requests that a maximum building height of 160 feet be permitted for buildings located along Pacific Boulevard and Route 28 within Land Bays B, F, J and Q. This modification will permit the construction of taller buildings fronting Pacific Boulevard and Route 28, which implements a major goal of the keynote employment district.

- B. **Section 4-1356(B)(1)--Front Yard.** The Revised 1993 Loudoun County Zoning Ordinance requires that the maximum front yard in the PD-MUB District not exceed 30 feet, though a maximum front yard of 50 feet may be permitted when a courtyard, plaza, terrace, or other common area a minimum of 300 square feet is provided adjacent to the front property line.

This maximum area will be provided for uses within all land bays with the exception of Land Bays B, F, J, N and Q. Because of the constrained physical layout of these land bays, a maximum front yard of 150 feet adjacent to Pacific Boulevard may be necessary for Land Bays B, F, J and N. A maximum front yard of 620 feet is requested for Land Bay Q, which is necessary to allow the construction of an office complex in conformance with federal security guidelines. Considering the isolated application of this modification request as well as the lower elevation and proposed landscaping within the buffer area between the buildings and Pacific Boulevard, the Applicant does not believe that it will detract from the intent of the PD-MUB District.

- C. **Section 4-1356(B)(3)--Rear Yard.** The Revised 1993 Loudoun County Zoning Ordinance requires that the minimum rear yard in the PD-MUB District be at least 5 feet.

The Applicant requests that rear yards of 0 feet be permitted, which is necessitated by the grid network design of streets and blocks that places buildings closer together. Regardless

of this requested modification, the Applicant will ensure that necessary fire provisions are incorporated into all designs of buildings which will be verified during site plan review.

- D. Section 4-1358(B)(2), Section 5-1413(C)(1)(a) & Section 5-1413(C)(2)(a)--Parking Lot Landscaping.** The Revised 1993 Loudoun County Zoning Ordinance requires that a 10-foot wide landscape strip be provided between parking lots and property boundaries.

The Applicant requests that this be modified to permit a 10-foot wide landscaping strip adjacent to surface parking lots that will be divided between two planting areas, which together will provide sufficient screening of parking areas. As depicted on Sheet 17 of the Concept Plan, a 10 foot wide landscape strip will be provided, though the area will be comprised of a 6 foot wide (minimum) planting strip adjacent to the street and a 4 foot wide (minimum) planting area adjacent to the surface parking area that will be bisected by a pedestrian walkway. The proposed streetscape will effectively shield surface parking areas from vehicular travelways and pedestrian pathways, which is the intent of Section 4-1358(B)(2), Section 5-1413(C)(1)(a) and Section 5-1413(C)(2)(a).

- E. Section 4-1358(C)--Tree Spacing.** The Revised 1993 Loudoun County Zoning Ordinance requires that street trees be provided adjacent to all areas dedicated for vehicle usage at a density of one tree per 25 linear feet.

The Applicant proposes that this requirement be modified to permit the calculation of required street trees to be calculated, 44 feet on-center where on-street parking is provided and 35 feet on-center where on-street parking is not provided. It is the past experience of the Applicant and its consultants that trees planted according to the requested calculated spacing is sufficient to support healthy vegetative growth. The Zoning Ordinance requirement to provide street trees at a density of one tree per 25 linear feet is not conducive to an attractive, useful and healthy streetscape, as this measurement does not take into account restrictive planting areas such as utility corridors, sight distance and clear zone requirements, signage, lighting and streetscape amenities. The Applicant's modification, which has been approved on other similar projects in the County, takes these restrictive planting areas into account and aids in the creation of a safe and effective streetscape environment. As depicted on Sheet 19 of the Concept Plan, an amended soil panel will be provided behind the curb to interconnect tree pits, which will create a healthy environment for long-term tree growth.

- F. Section 4-1359(D)(2)--Private Streets.** The Revised 1993 Loudoun County Zoning Ordinance permits the provision of private streets if residential uses are located within 1,200 feet of principal business uses and that 75% of the structures are multi-story mixed use structures.

Each of the residential uses will be located within 1,200 feet of a principal business use structure. Greater than 50% of the buildings will be multi-story mixed-use structures, though not the 75% required by this Section. The Applicant believes that the proposed development meets the intent of the PD-MUB District and that this development will be best served by private rather than public streets within the core of the development. An

Owners Association will be created prior to the initial record plat approval that will be responsible for maintenance of the private streets.

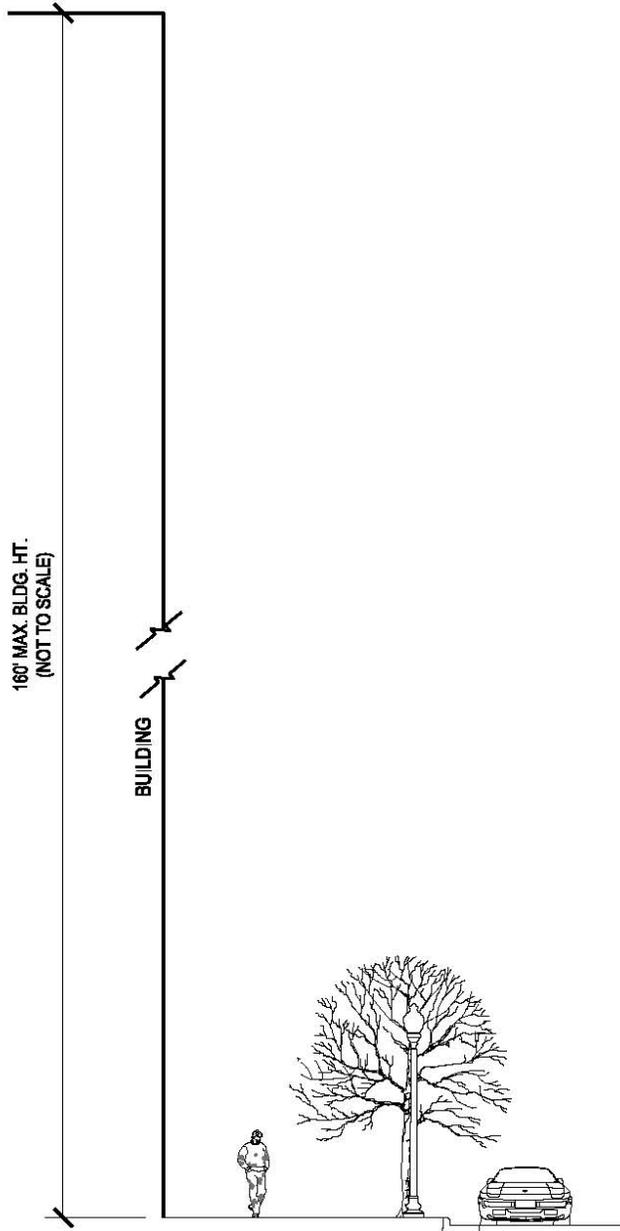
JUSTIFICATION

The 334.66-acre subject property (the "Property") is located in the southwest quadrant of the intersection of Route 7 and Route 28, with Broad Run forming the western boundary. The Property is strategically sited at the crossroads of major transportation thoroughfares, both existing and proposed. The location, size and environmental features of the Property provide a unique setting for an attractive mixed-use business community that will contribute significantly toward the County's economic development and tax base expansion goals.

Approximately 160 acres of the Property are within the 100-year floodplain associated with Broad Run. This natural feature provides exciting recreational opportunities as well as challenging design constraints. The County's keynote employment objectives, the Property's environmental resources and the two key regional road links that cross the Property - Gloucester Parkway and Pacific Boulevard - all guided the vision for Kincora. Kincora has been designed with taller keynote office buildings along the Route 28 corridor, with a suburban-scale village center nestled between the office buildings and the expansive Broad Run floodplain. The village center will be attractive and walkable, with a variety of uses and amenities that create a distinct sense of place to support the keynote office buildings along Route 28.

To achieve this vision for Kincora, certain modifications of the requirements of the Revised 1993 Loudoun County Zoning Ordinance (the "Zoning Ordinance") are necessary. These modifications will permit development of Kincora as a vertically-integrated and pedestrian-friendly, mixed-use business community that would not be possible if the site were developed in strict conformance with these provisions of the Zoning Ordinance.

The requested Zoning Ordinance modifications pertain to an increase in front yard and a decrease in rear yard setbacks, an increase in building height, provision of private parking lot landscaping and tree spacing requirements. The designation of the Property for "keynote employment" in the Revised General Plan seeks to locate prominent office buildings of significant height adjacent to Route 28. To achieve this vision, it is necessary to modify the maximum and minimum front and rear yard setbacks, respectively, and increase the maximum building height of the PD-MUB District to permit such an increase in building height in the portion of the Property along Route 28. Neither modifying the front or rear yard setbacks or increasing the building height will adversely affect neighboring properties. These modifications will permit a development program that will enhance this segment of the Route 28 Corridor in furtherance of the goals of the Revised General Plan. Modifications of the parking lot landscaping and tree spacing requirements are necessary to permit the streetscape scheme described in the Proffers and depicted on the Concept Plan. These modifications will provide sufficient separation between parking areas and the space necessary to promote healthy growth of street trees and plantings.



	APPLICABLE LANDBAYS	NON-APPLICABLE LANDBAYS
A		X
B	X	
C		X
D		X
E		X
F	X	
G		X
H		X
J	X	
K		X
N		X
Q	X	

A

ZO Section 4-1356(C)
N.T.S.

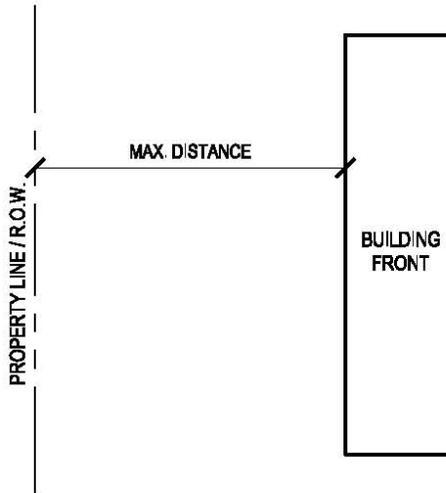
ZONING MODIFICATIONS

KINCORA VILLAGE

Loudoun County, Virginia

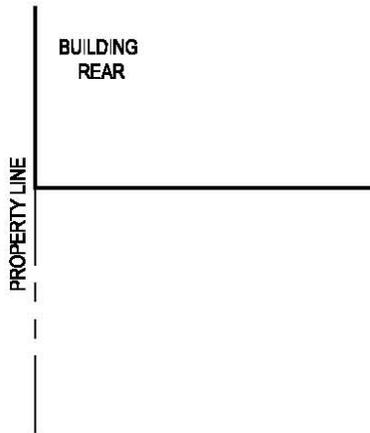
January 11, 2010





APPLICABLE LANDBAYS	150' MAX. DISTANCE	620' MAX. DISTANCE
B	X	
F	X	
J	X	
N	X	
Q		X

B **ZO Section 4-1356(B)1**
N.T.S.



C **ZO Section 4-1356(B)3**
N.T.S.

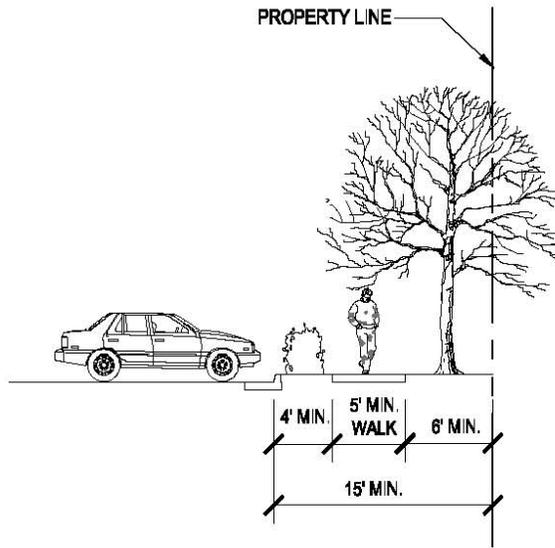
ZONING MODIFICATIONS

KINCORA VILLAGE

Loudoun County, Virginia

January 11, 2010

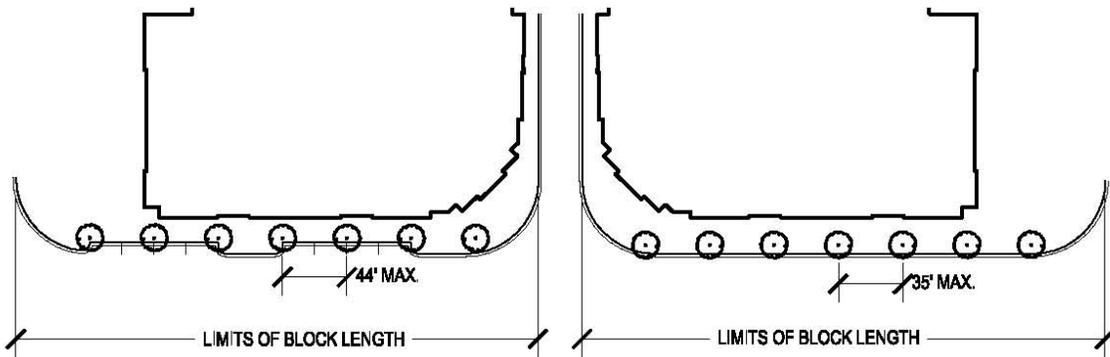




D

ZO Section 4-1358(B)2

N.T.S.



E

ZO Section 4-1358(C)

N.T.S.

ZONING MODIFICATIONS

KINCORA VILLAGE

Loudoun County, Virginia

March 25, 2010



EXHIBIT C

AMENDED DEED OF OPEN SPACE EASEMENT

July 7, 2010

Document prepared by
and after recording return to:

DRAFT: July 7, 2010

Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, Virginia 22102
Attn: John C. McGranahan, Jr., Esquire
Tax Map Parcel: 042-49-0209

AMENDED DEED OF OPEN SPACE EASEMENT

THIS AMENDED DEED OF OPEN SPACE EASEMENT (this "Amendment"), dated as of _____, 2010, by and between **NA DULLES REAL ESTATE INVESTOR LLC**, a Delaware limited liability company (the "Owner"), as grantor and grantee for indexing purposes, and **BOARD OF SUPERVISORS OF LOUDOUN COUNTY, VIRGINIA**, a body corporate and politic (the "Board"), as grantor and grantee for indexing purposes, recites and provides:

RECITALS

The Owner is the owner of that certain property in the Broad Run Election District of Loudoun County, Virginia described as Lot 2 of the Beco-Ray property (the "Property"), as such land is described in the deed recorded as Instrument #200509160104823 among the land records in the Clerk's Office of the Circuit Court of Loudoun County, Virginia (the "Land Records").

A portion of the Property currently is encumbered by an open space easement running to the benefit of the Board (the "Existing Easement"), which easement is recorded in Deed Book 2314, at page 1589 among the Land Records.

The Owner and the Board desire and intend to amend the Existing Easement for the purpose of clarifying and confirming certain uses that are expressly permitted on the portion of the Property encumbered by the Existing Easement.

AMENDMENT:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Amendment of Existing Easement.** Numbered paragraphs 10 and 11 of the Existing Easement are expressly amended and restated in their entirety as follows:

10. The ~~property~~ **portion of the Property which is** subject to this easement (the "Open Space Property") shall not be further subdivided, **except in connection with and to the extent necessary for, the dedication of public**

street right-of-way for Gloucester Parkway and Pacific Boulevard along alignments consistent with the Countywide Transportation Plan.

11. Notwithstanding any of the foregoing provisions, the Grantor expressly reserves to itself, its successors and assigns the right to:

- (a) Continue the agricultural, forestry and naturalistic uses of the Open Space Property.
- (b) Continue to hunt, fish or trap on the Open Space Property subject to relevant laws.
- (c) Improve, repair, restore, alter, remodel or replace the existing and the permitted structures with structures of similar size and purpose provided that the changes are compatible with the conservation purposes of the Open Space Property and all other provisions of this Easement.
- (d) Continue the use of the Open sSpace Property for all purposes not inconsistent with this Easement which use shall expressly include, **but not be limited to (i)** the location, construction, maintenance and repair of existing and future utility lines and appurtenant facilities constructed pursuant to all necessary County approvals and related utility easements ~~and shall include, (ii)~~ use of the Open Space Property for wetlands mitigation, **wetlands restoration and creation, stream restoration, wetlands and stream mitigation banking, and riparian reforestation** purposes; **(iii) construction of Gloucester Parkway and Pacific Boulevard along alignments consistent with the Countywide Transportation Plan; (iii) location, construction, maintenance and use of trails.**

Except as specifically and expressly modified by this Amendment, the terms and conditions of the Existing Easements shall remain in full force and effect.

2. **Covenants Run with the Land.** This Amendment and the Existing Easement establish obligations which constitute real covenants which shall run with the land and be binding on the Owner and its administrators, executors, assigns, heirs and any other successors in title or interest.

3. **Counterparts.** This Amendment may be executed in several counterparts, each of which shall be deemed to be an original copy and all of which together shall constitute one and the same instrument binding on all parties hereto, notwithstanding that all parties shall not have signed the same counterpart.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

WITNESS the following signature and seal:

OWNER:

NA DULLES REAL ESTATE INVESTOR LLC, a
Delaware limited liability company

By: _____
Its: _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me in the above jurisdiction this
____ day of _____, 200__, by _____ as
_____ of NA Dulles Real Estate Investor LLC, a Delaware limited liability
company, on behalf of the company.

Notary Public

My Commission Expires: _____

[Signatures continue.]

WITNESS the following signature and seal:

BOARD:

BOARD OF SUPERVISORS OF LOUDOUN
COUNTY, VIRGINIA, a public body corporate and
politic

By: _____ (SEAL)

Name: _____

Title: _____

COMMONWEALTH OF VIRGINIA
COUNTY OF LOUDOUN, to wit:

The foregoing instrument was acknowledged before me in the above jurisdiction this
____ day of _____, 200__ by _____,
of the Board of Supervisors of Loudoun County, Virginia, a public body corporate and politic, on
behalf of the Board.

Notary Public

My commission expires: _____

EXHIBIT D
DESIGN GUIDELINES

April 15, 2010

EXHIBIT D

KINCORA



2 4 6 8 9 7 5 3 1

FIRST EDITION



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www.cmssarchitects.com

All documentation including those in electronic form prepared by the Architect and the Architect's consultants are instruments of service for use solely with respect to this project. The Architect and the Architect's consultants shall be deemed the authors and owners of their respective instruments of service and shall retain all common law statutory and other reserved rights, including copyright.

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INTRODUCTION

Kincora is planned to develop as a high-quality, pedestrian-oriented, mixed-use environment. Kincora will provide the backdrop for a rich and varied urban experience for residents, employers, workers, and visitors alike. Weaving together a variety of uses, Kincora will have places for both the routine aspects of everyday life and the occasional grand, celebratory public events of civic display. Kincora will be a neighborhood to live in, work in, play in, celebrate, and remember.

The streets and blocks of Kincora form an easy, comprehensible network for the organization of public life. The street pattern offers the public options and alternatives, creating the basis for easy and efficient communication throughout the development. The streets are to be designed for slowing vehicular traffic and, consequently, becoming more pedestrian-friendly. While designed to accommodate vehicular movement, Kincora is detailed to encourage pedestrian usage.

Sidewalks constitute the basic armature for successful pedestrian friendly environments; they are the lifeblood of community. They are to be provided with street trees and, potentially, lighting, seating, and other street furniture in commercial areas. These elements both buffer the pedestrian from vehicular traffic and enrich the public walk. The sidewalks will be regularly inhabited with pedestrians as they traverse to places of business, nearby shops, restaurants, hotels, entertainment venues, and the baseball park in the course of their daily lives. Sidewalk cafes can further enliven the pedestrian experience.

The architecture is to be designed to offer a variety of visual experiences. Fronting on the public sidewalks, buildings will frame the street, with main entries accessed directly from the public way. At ground level, the base of buildings is to be finely detailed, offering visual interest, with continuous, active frontages providing a constantly changing and lively pedestrian environment.

Open spaces and landscaped areas may be linked together to create a network of public plazas, parks, and courtyards. Street trees and plants will typically buffer pedestrians from vehicular traffic, provide shade, and visually frame special points of interest. Amenities could include esplanades, gardens, pools and other water features, sculptures, and other items.

A major feature of the Kincora property is the 150-acre park that will run along the length of Broad Run and provides a significant resource for recreation and reflection in the rural tradition that is the hallmark of Loudoun County. A wetlands trail, designed to be sensitive to the indigenous fauna and flora, will appeal to bikers, joggers, and strollers alike and will ultimately



Kincora Master Plan

connect with the W&OD trail to the south and Loudoun County Parkway to the northwest. The natural preserve will be accessible to outdoor enthusiasts throughout the Northern Virginia region.

Signage throughout the district is to provide order and visual clarity. A variety of signage types, each appropriately scaled for its purpose and location, will contribute to the maintenance of a pleasant and harmonious environment. The placement, size, shape, material, color, and lighting for all signs will be coordinated to complement the overall character of the surrounding environment.

These Design Standards are intended to promote a rich and varied sustainable environment, encouraging the design of streets, streetscapes, buildings, landscaping, and signage to contribute to the development of an exciting Loudoun lifestyle.

The project shall endeavor to meet a standard of sustainability as measured by a recognized green building rating system, such as LEED™, Energy Star, or Green Globes.

The Leadership in Energy and Environmental Design (LEED™) green building rating system is a voluntary, consensus-based national standard for developing high-performance, sustainable buildings. As a standard, it is predominantly performance-based, and as a design guide, it takes a whole building approach that encourages a collaborative, integrated design and construction process. The points system is broken into five major categories: Sustainable Sites, Water Efficiency, Energy and Atmosphere, Materials and Resources, and Indoor Air Quality.

A goal for this approach is to reduce the destruction of natural areas, habitats, biodiversity, air pollution, water pollution, solid waste, and finite resources. Design will enhance productivity by providing healthier and safer indoor environments.



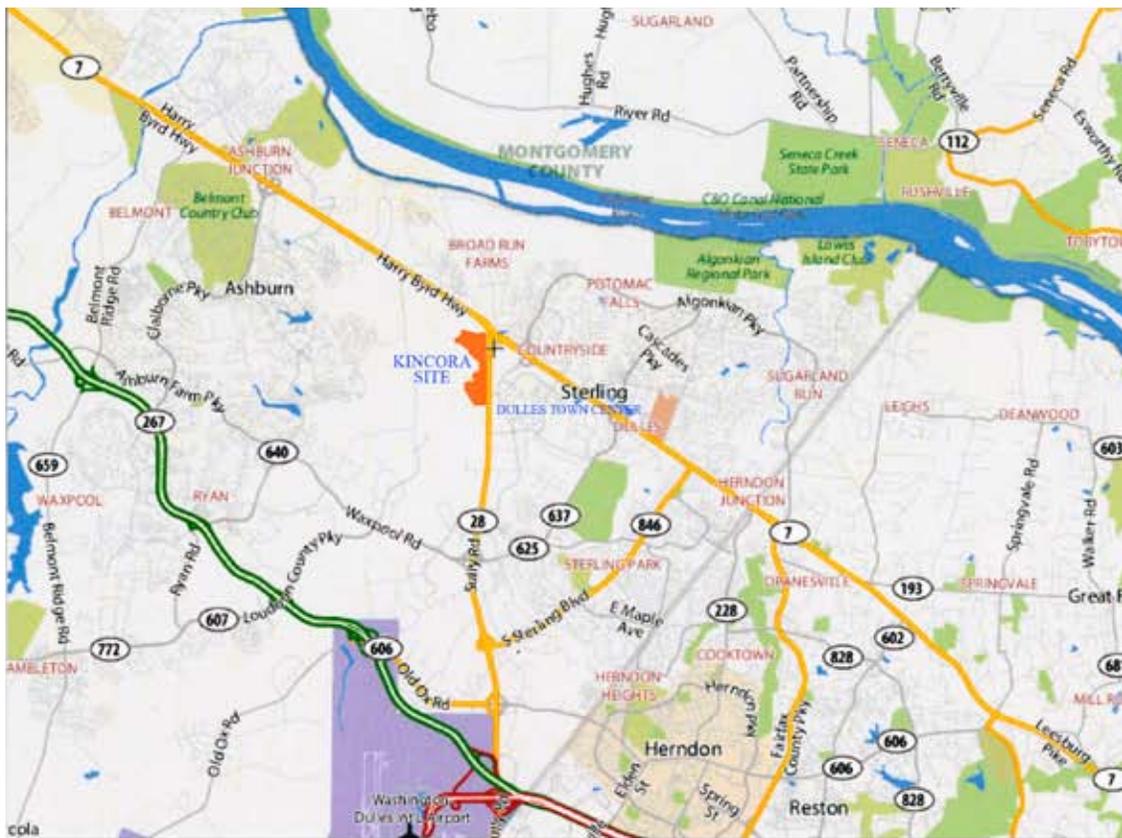
STREET DESIGN STANDARDS

I. LOCATION AND ACCESS

Kincora is located just outside of the nation's capital, near Dulles International Airport, with Route 28 to the east and Route 7 to the north, in Loudoun County, Virginia. Kincora's 424 acres are divided into 15 parcels to be built in three phases. Route 28 easily connects all of Kincora's parcels with Interstate 66, The Dulles Greenway and Route 267. On the north side, Route 7 will lead drivers to Tysons Corner and Leesburg.

II. GENERAL LAYOUT

The northern parcels of Kincora are a true mixed-use community integrating office, residential, retail, entertainment, and a Minor League baseball park, all with ample parking facilities. The southern parcels include office, retail, a hotel, and space for a fire safety center. Though Kincora's buildings will ultimately total nearly 7.5 million square feet, nature will not be far away. Mindful of the need for balance in life, Kincora's developers included a 150 acre park along the Broad Run that will cater to outdoor enthusiasts. Eventually, the trails in the nature preservation area will provide a link between the Potomac Heritage Natural Scenic Trail and the W&OD trail which run through Northern Virginia.



Location Map

III. STREETS AND BLOCKS

A. Existing Arterial and Collector Streets

Pacific Boulevard fronts the property running generally parallel to Route 28 (north-south) and is designated as a minor collector under the CTP.

B. New Streets

See proposed street layout in plan below.

C. The Street Network

See proposed street layout and section in plan below and in the CDP.

D. Standards

For blocks greater than 400' in length a mid-block feature for the purpose of dividing the length of the block ~~should~~shall be provided.



IV. PARKING

A. Off-Street Parking — Surface

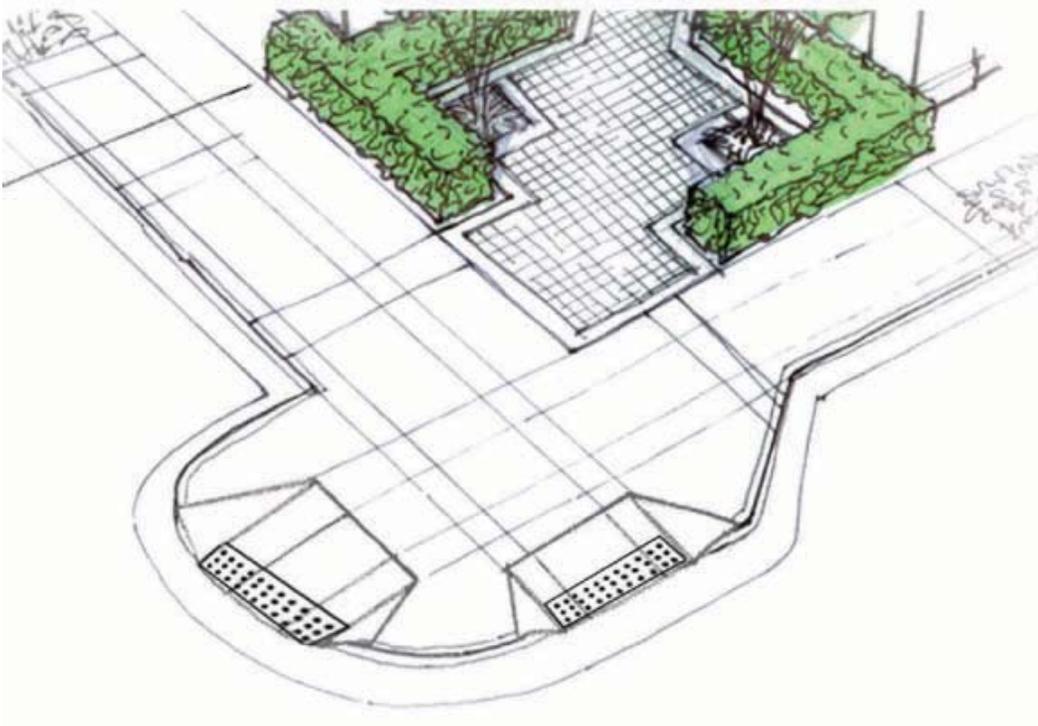
The layout of parking lots, ingress and egress points should complement the overall design of the master plan. From a design viewpoint, major routes through the lot should be regarded as the equivalent of streets. In larger parking lots, these routes should be clearly demarcated from the parking fields within the lot, both to establish and maintain a clearly recognizable, hierarchical movement system. The streetscape areas adjacent to these routes should be provided with pedestrian walks sufficient to accommodate the resulting pedestrian traffic.

B. Off-Street Parking — Structured

Parking structures should be conveniently located, and also serve to organize the locations of delivery, trash pickup, and loading areas. Developed as required, they should be dispersed throughout the property to provide for friendly pedestrian travel distances from parking spaces to anticipated destination. At full build-out of the project, a minimum of 50% of the required parking spaces will be provided in parking structures.

C. On-Street Parking

On-street parking will be provided as shown on the CDP. Turning radii at street intersections should be held to a maximum of 35'-0" to maintain necessary space for pedestrian activity on the corners and to allow sufficient space for buildings to front along the street. Turning radii may be further reduced, where appropriate. Bulb-outs, extensions of the sidewalk paving into the street at intersections, should be used to define the parking areas and to shorten the distance across streets, making street crossings safer and more pedestrian-friendly.



Bulb-outs both contain the on-street parking areas and shorten the lengths of pedestrian crosswalks.

D. Shared Parking Facilities

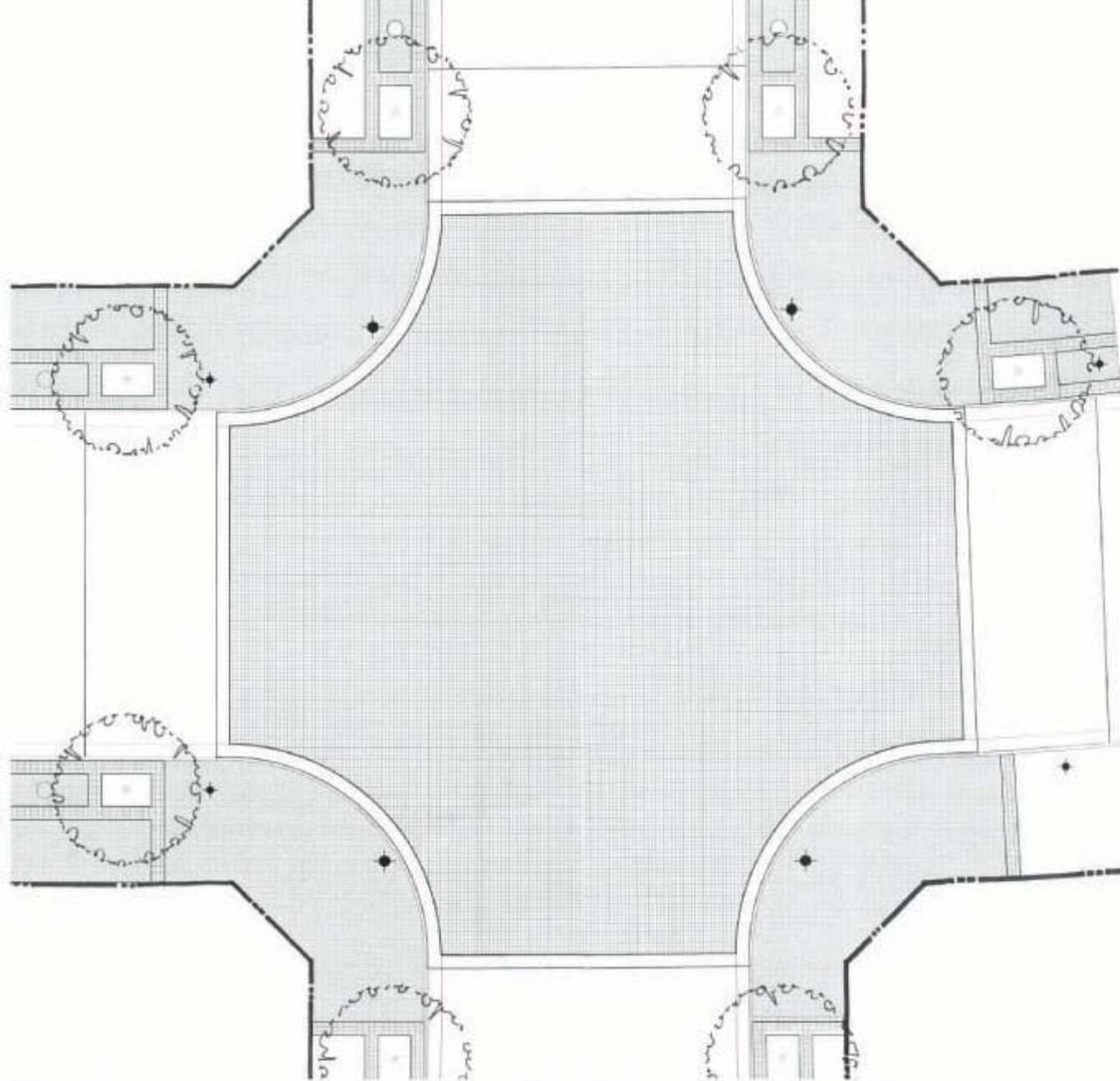
In a mixed-use development, parking facilities are used twenty-four hours a day, albeit with different users sharing the same facility at times throughout the course of the diurnal cycle. During the day, the structure serves area businesses and shoppers visiting retail operations, while at night, the structure provides parking for visitors of entertainment venues, the baseball stadium, restaurants, and area residents. Parking analyses should incorporate this shared usage into their calculations of required numbers of spaces for development. All parking facilities are to be ADA compliant.

E. Standards

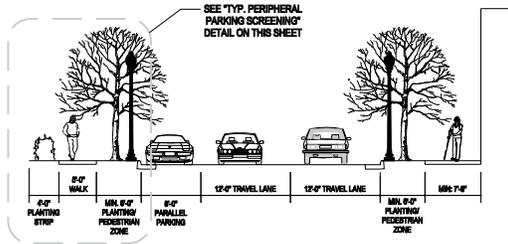
1. At full build-out parking structures along Roads 2 and 6 identified on the CDP will be faced with architectural elements adjacent to Roads 2 and 6 for the purpose of masking the parking structure.
2. Surface parking should be shielded through streetscape design elements as shown on the CDP.
3. At full build-out, surface parking lots will be prohibited to the extent deemed feasible.

V. CROSSWALKS AND SPECIAL PAVED AREAS

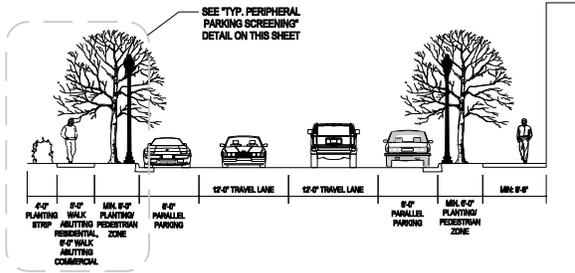
Crosswalks at intersections highlight the presence of the “pedestrian in the street” environment. Brick or stone patterns stretching across the street, assert the extension of the pedestrian walk across the vehicular drive. Textured patterns slow traffic so that pedestrians can easily and safely transverse the walk. In addition, specially designating streets may be done with special paving.



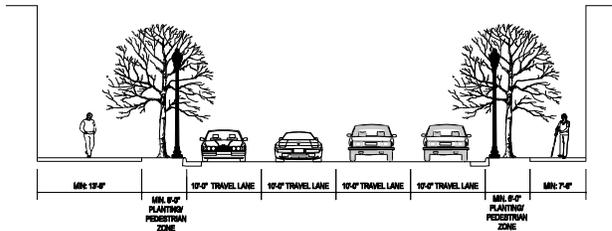
Paving patterns on the street should match or complement adjoining patterns on the sidewalk.



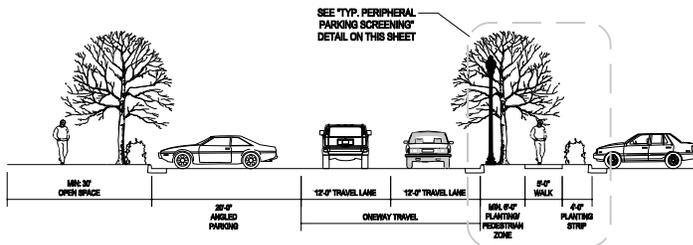
TYPICAL PRIVATE ROAD SECTION (7)



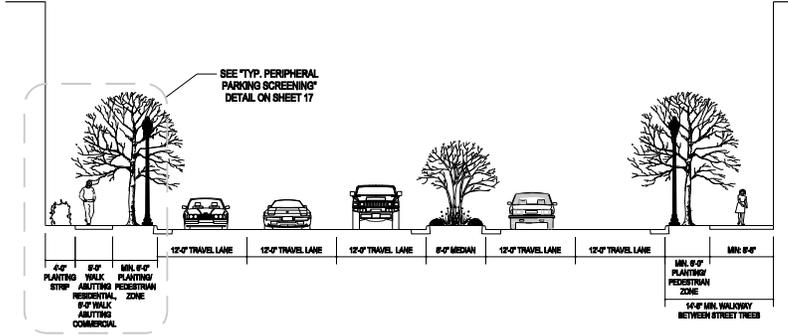
TYPICAL PRIVATE ROAD SECTION (3, 4 & 6)



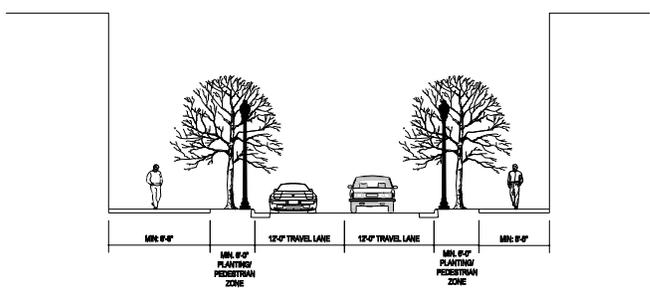
TYPICAL PRIVATE ROAD SECTION (8)



TYPICAL PRIVATE ROAD SECTION (10)



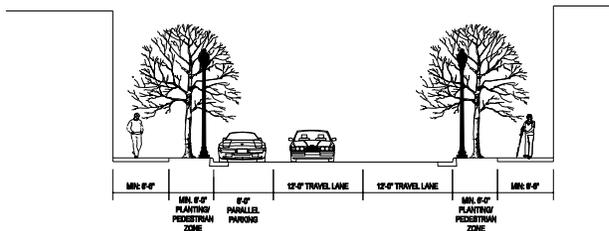
TYPICAL BOULEVARD SECTION (1 & 2)



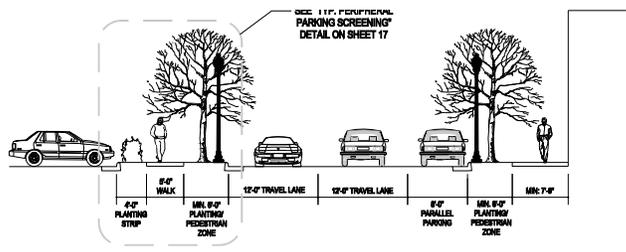
NOTES:

1. THE PLANTING / PEDESTRIAN ZONE CONSISTS OF SPECIAL PAVING WALKWAYS WITH STREET TREES IN TREE PITS AT REGULAR INTERVALS. THE PLANTING / PEDESTRIAN ZONE IS GENERALLY A CLEAR WIDTH WALK WITH THE ONLY INTERRUPTION OCCURRING AT EACH TREE. MINIMUM REQUIRED WALKWAY WIDTHS ARE PROVIDED FROM CURB TO BUILDING.
2. PLANTINGS WITHIN MEDIANS OF PUBLIC ROADS WILL NOT IMPEDE SIGHT DISTANCE OR CLEAR ZONE REQUIREMENTS.

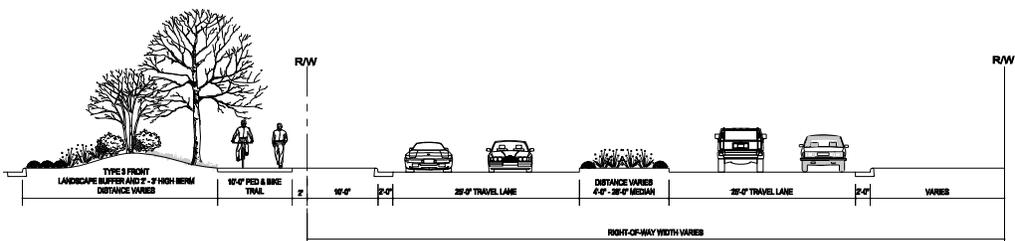
TYPICAL PRIVATE ROAD SECTION (11)



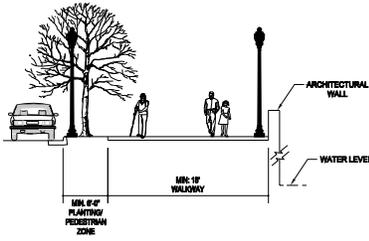
TYPICAL PRIVATE ROAD SECTION (9 & 12)



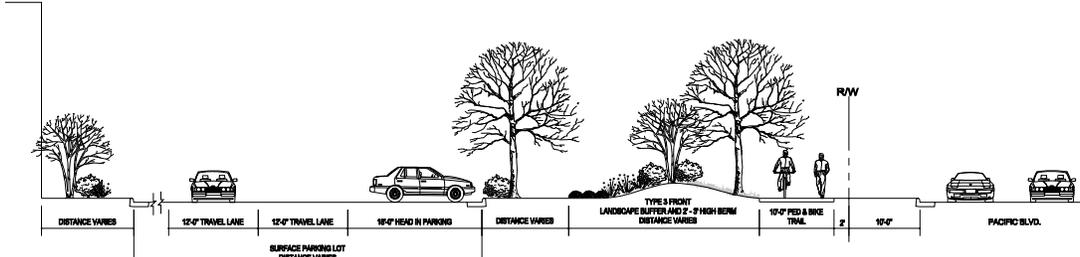
TYPICAL PRIVATE ROAD SECTION (5)



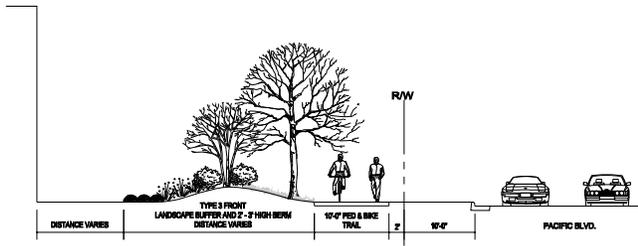
TYPICAL PACIFIC BOULEVARD SECTION



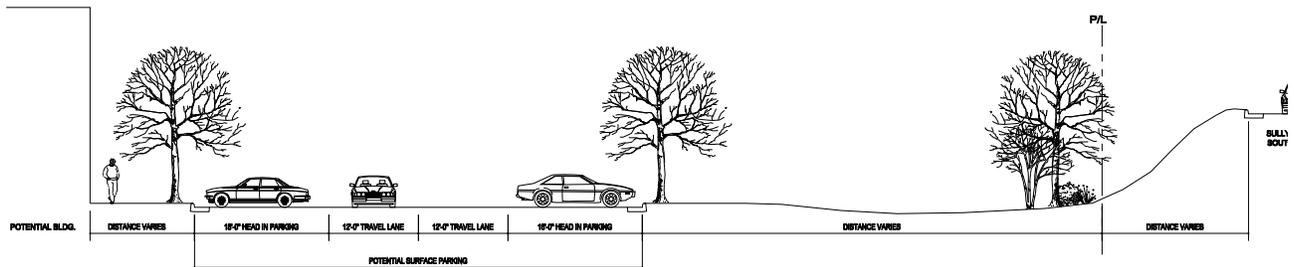
CENTRAL PLAZA AND PRIVATE ROAD 7 SECTION



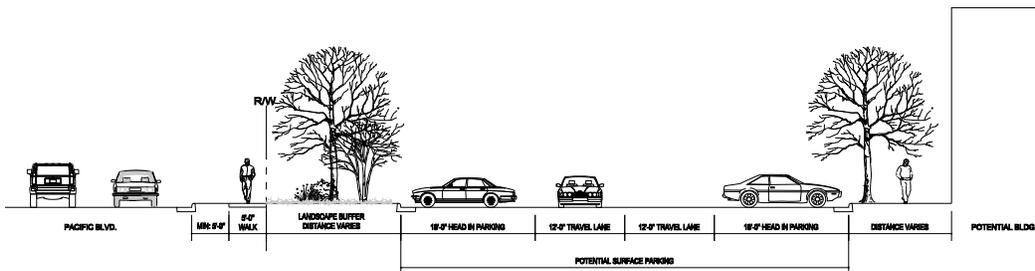
TYPICAL PACIFIC BOULEVARD ABUTTING PARKING (LANDBAYS J, F, & B)



TYPICAL PACIFIC BOULEVARD ABUTTING BUILDING (LANDBAYS J & F)



TYPICAL ROUTE 28 ABUTTING PARKING & BUILDING (LANDBAY Q)



TYPICAL PACIFIC BOULEVARD ABUTTING PKG. & BLDG. (LANDBAY N)

STREETSCAPE DESIGN STANDARDS

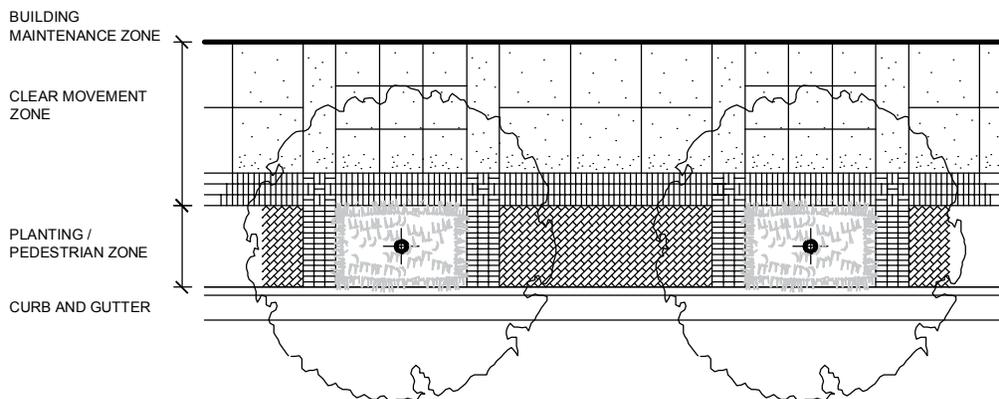
I. STREETSCAPES

A. Narrative

The success of a mixed-use district lies in the constant use of its sidewalks and the various pedestrian ways provided along its parks and through its plazas. Continuous pedestrian activity means the ongoing opportunity for the interaction and exchange of people with each other and with the shop owners and service providers who own and operate the street level shops or the employers and employees who work in the office spaces above. A vibrant mixed-use district has many of the basic activities of daily life placed within walking distance of each other, and provides a continuous stream of walks and routes linking together the various elements of the neighborhood.

B. Standards

1. Provide the streetscape as a continuous space with a clear division of three (3) fundamental spatial zones: the building easement and maintenance zone; the clear movement zone; and the pedestrian / planting zone. The typical layout of these zones within the overall streetscape is illustrated below:
2. The building easement and maintenance zone is the easement/encroachment



The different zones of the sidewalk.

area where private property owner elements may extend into the streetscape area. Through zoning regulations, the building easement and maintenance zone may be deemed as easement or an encroachment. Along mixed-use and commercial streets, building foundations typically project into this zone below grade, while transition elements (ramps, stairs, etc.) as well as decorative accoutrements (e.g. flower boxes) project into this zone above grade. Along residential streets, transitional elements such as porches and stoops, together with balconies and bay windows, typically project into this zone.

3. The clear movement zone is the minimum width of the pedestrian path that

must remain open and unobstructed. In commercial areas, the minimum width will be 6'-0". Along residential streets, the width will be a minimum of 5'-0". For multipurpose paths (those which are intended for bicycles as well as pedestrians), the width will be a minimum of 10'-0". (See Section II, Pedestrian Ways)

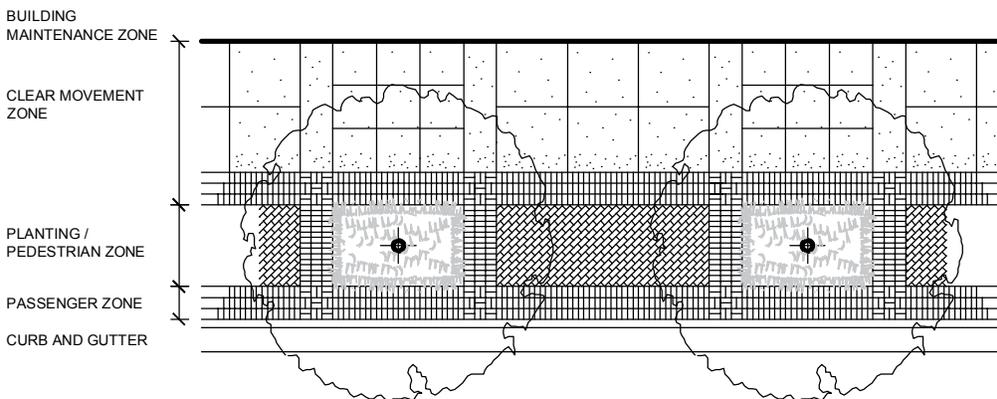
4. The pedestrian / planting zone typically contains many of the pedestrian-oriented amenities of the sidewalk. These include kiosks, directories, lighting, seating, flagpoles, and waste receptacles. Street furniture elements should be visually coordinated, predictably distributed, and neatly displayed in an orderly manner. Street furniture may not project into the clear movement zone.
5. As a standard, all pedestrian / planting zones should have street trees as their main component. If street trees cannot be accommodated, other landscaping should be provided. Tree grates and the reduction in tree well size required to accommodate a tree grate should only occur as the last option to retain trees along the street. If an alternate street tree area is not available, provide appropriate planting for the available area. (See the Landscape Design Standards for further information)
6. In general, providing three (3) fundamental zones of a streetscape may be accomplished by a variety of means. While the standard pattern may be typical, it is not intended to eliminate options and variations. Indeed, variations in



Spacing between the tree wells and lampposts allows easy access to the sidewalk from cars dropping off passengers along the curb.

streetscapes are certain and necessary, as different types of streets serve different purposes, requiring unique and individual design. A variety of options may be anticipated. In each case, however, while accommodating the variations required for a vibrant community life, the required clear movement zones must be maintained:

- a. A street, or portion thereof, with the street furniture placed directly adjacent to the building, in the building easement and maintenance zone. This may be expected in areas which have sidewalk cafés and/or outdoor dining, or when a building entry is set back from the street to accommodate an entry plaza.
 - b. A street, or portion thereof, with an arcade or colonnade providing covered passage along a portion of the sidewalk. This covered passage may extend out toward the sidewalk and occupy the pedestrian / planting zone.
 - c. A street, or portion thereof, with diagonal parking, street trees provided in tree islands along the block, street lighting provided from wall sconces affixed to the building, and a clear movement zone provided from the back of curb line to the building. This prototype is typically found in dense, commercial areas.
 - d. A street, or portion thereof, with a continuous landscaped verge, occupying the street furniture zone as well as the passenger transition zone.
 - e. A street, or portion thereof, along which the streetscape area may become an extension of a building entry plaza extending across all of the streetscape zones. This is typically found at the entrances to theaters, conference halls, hotels, and other buildings with a high volume of public use.
 - f. The passenger transition zone is an area directly behind the back of the curb allowing for passenger movement between the sidewalk and the automobile. It falls between the pedestrian / planting zone and the curb and is meant to give space to vehicular passengers getting in and out of automobiles within parallel parking spaces.
8. The width of the streetscape (i.e. the strip of land between the back of curb line



The different zones of the sidewalk (optional).

and any building elements) should will be a minimum of 10'-0", typically. This area may be a continuous planted verge along some roads, or a continuous sidewalk along some streets, depending upon the purposes of the street and the adjacent buildings. Typically, however, this 10'-0" dimension immediately behind the back of curb will contain both planting and hardscape features. (For a description of typical streetscape zones, see illustrations on page 11.)

9. Finish patterns should emphasize the zones of the sidewalk, and should particularly distinguish the edge of the streetscape as it adjoins the street. This visually marks the area of transition.
10. Finished surfaces of sidewalks should shall consist of brick, concrete, stone, or an appropriate combination of these materials. The clear movement zone should shall consist mostly of slip-resistant surfaces and textures. Various methods of finishing concrete provide for slip-resistant surfaces. Compliance with the current ADA standards for sidewalks and crosswalks is required throughout the district.
11. At special intersections and as an optional design, sidewalk street corners may be laid as an uninterrupted field of brick in a herringbone pattern. The finish materials and pattern of the sidewalk should be maintained through the area of the curb ramp. The use of "two curb ramp crosswalks" is encouraged to provide for a safer pedestrian environment.
12. At service entry drives, which cross a sidewalk or other pedestrian path, the paving material should shall continue across the drive to reinforce the clear movement zone and highlight the pedestrian way. However, a distinguishing band of material should shall clearly highlight the edge of the drive, visually demarking the transition from the sidewalk to the crossing driveway. The apron of these entry drives would typically be concrete.
13. A minimum 10' wide pavement marking will be provided at midblock pedestrian crossings where significant demand is anticipated such as parks and plazas.

II. PEDESTRIAN WAYS



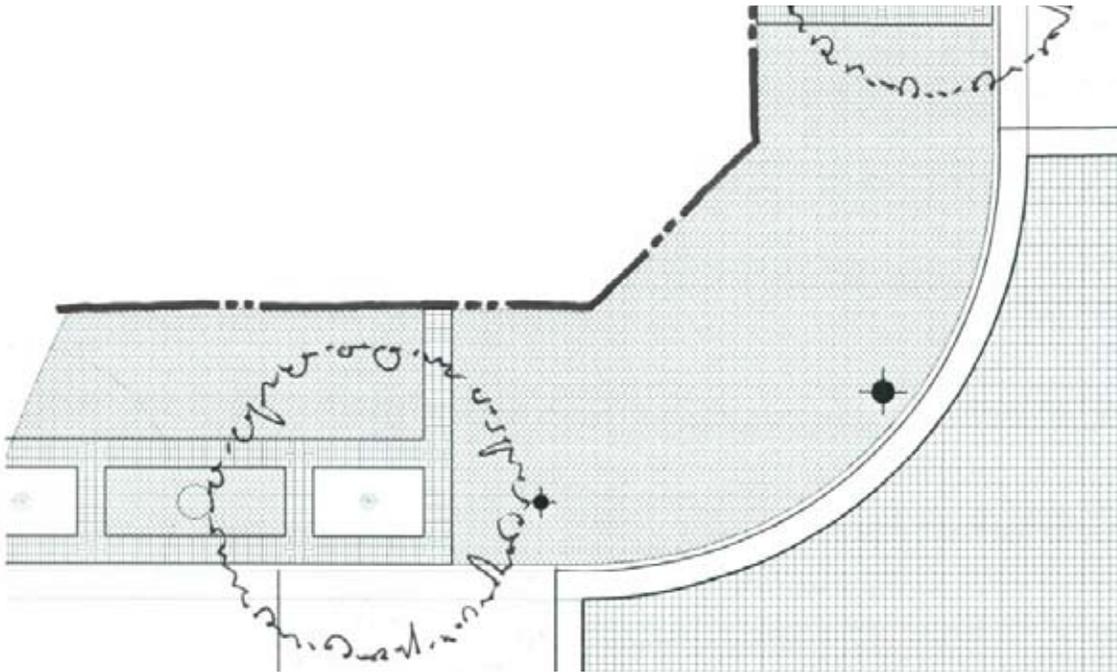
Changes in sidewalk pattern may highlight the base of a building and its arcade columns...



... the turn of a corner...



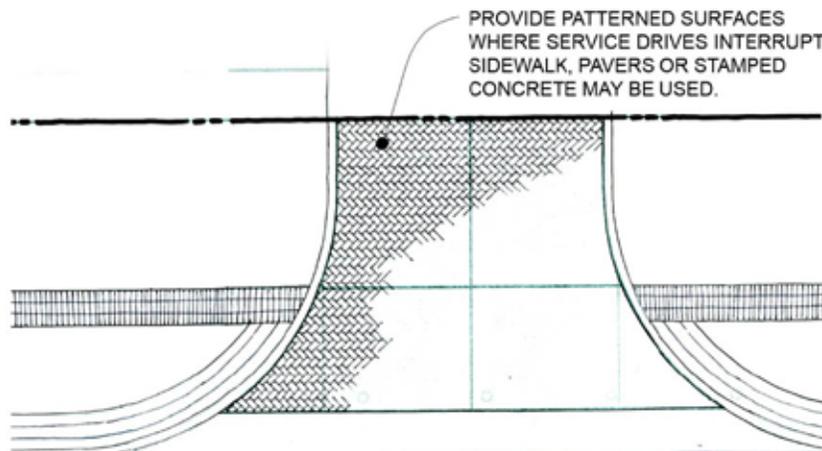
... and the principal building entrances.



An optional paving finish material at sidewalk corners is an uninterrupted field of brick arranged in a herringbone pattern.



Example of driveway aprons. Note: Federal Standards require the use of truncated dome-type warning systems. Granite warning stripes are preferred.



Driveway aprons should interrupt the clear movement zone of the sidewalk and should extend to the building frontage line.

A. Standards

1. Pedestrian ways through parks and plazas should orient the pedestrian to significant destinations, while connecting to other public ways. Pedestrian ways shall comply with the current ADA standards.
2. Along pedestrian ways, recesses resulting from building setbacks along the sidewalk should be enhanced as special urban places. These recesses may become pocket plazas, landscaped gardens, or seating areas.
3. Pedestrian paths or trails through parks and landscaped or natural areas ~~should~~ shall be a minimum of 8'-0" wide. Bicycle trails through parks and landscaped or natural areas should be a minimum of 8'-0" wide. Multi-purpose pathways, those which are intended for shared use of both bicycles and pedestrians, ~~should~~ shall be a minimum of 10'-0" wide.
4. The surface of bicycle/recreational trails through parks and landscaped or natural areas must be both smooth and durable. Acceptable materials may include concrete, asphaltic pavers, or wood planking, except for trails located within the River and Stream Corridor Resource which shall consist of a permeable material only.
5. Pedestrian pathways and trails that extend through parks and landscaped or natural areas should be provided with seating and lighting along walkways and at places of interest. Provide openings to views along pedestrian ways, with seating areas at the viewing points. ~~Provided~~ Pedestrian scale lighting will be provided sufficient to illuminate the walkway and ~~any~~ seating areas.



Pedestrian ways should frame significant views at either end, orienting the pedestrian to destination point.



This design provides universal accessibility as a site feature, well integrated with the landscaping and able to easily accommodate signage.

III. ARCADES/COLONNADES

A. Standards

1. Arcades/colonnades may be extended over sidewalks as a shading alternative to street trees. If proposed, the required clear movement zone must be maintained. Yet, the necessity of a clear movement zone should not prohibit the leasing of space within the arcade/colonnade.
2. The interiors of arcades should be adequately lit to provide the pedestrian with a continued sense of security and safety. The lighting from decorative fixtures attached to the building may be used to supplement street lighting if it is supplied in sufficient quantity. Similarly, planters and other landscaping may be used to supplement the street trees.



An arcade can provide welcome cover to the pedestrian on hot sunny days, while also enhancing the sense of entry to a building.



Arcades over the sidewalk should maintain a clear movement zone of at least 6'-0".

IV. OUTDOOR PLAZAS

A. Standards

1. Outdoor plazas may be located to highlight a main entrance to a major building or to provide a series of outdoor spaces to accommodate pedestrians. Typically, plazas are pedestrian-oriented open spaces with decorative paving, lighting, and additional street furniture. Plazas may include sculpture, fountains, and/or additional landscaping.
2. Outdoor plazas should not restrict or in any way interfere with the clear movement zone of the sidewalk. Plaza paving patterns, however, should be able to extend into the sidewalk area upon approval of the regulating authority.
3. Patterns, and finishes should coordinate with the adjoining architecture.
4. A minimum 10,000 sf Plaza shall be located within Landbay D and Landbay F as provided on the CDP creating a focal point for the community.



Plazas should not disrupt pedestrian passage in the clear movement zone of the sidewalk.



Plazas may work as their own sculptural contribution to the urban landscape while still fitting into the context.

V. SHUTTLE BUS STOPS

A. Standards

1. Shelters for shuttle stops will provide seating, trash receptacles, and protection from the elements. If shuttles are operating during the evening, lighting at adequate levels should be provided.
2. Locate shuttle stops to most conveniently service the district. Locations near parking areas/structures and major buildings, as well as, points of special interest are recommended.
3. Provide shuttle stops within walking distance to the commercial and retail areas of Kincora.



Shuttle stops create shade for waiting passengers.



Shuttle stops should match the character of Kincora while providing for the comfort of its users.

VI. OUTDOOR LIGHTING

A. Narrative

Lighting extends the use of the district beyond the daylight hours and into the evening, providing for the continued use of the streets and public spaces throughout the diurnal cycle. Lighting provides a sense of security and safety for the pedestrian, giving a sense of continuous habitation and oversight. This makes it a prerequisite to consistent pedestrian activity throughout the evening hours. A well-lit environment establishes the basis for the vitality of evening activities promoting public attendance, whether they are theatrical performances, concerts, dining, or late-night shopping. Lighting reactivates urban spaces for evening use, and allows the district to be a nighttime destination point. The adequacy of outdoor lighting is vital to securing the ongoing vibrancy of a mixed-use district. Street lighting practices which minimize the use of energy and reduce glare are encouraged.

B. Standards

1. Provide lighting for the pedestrian along the street at the sidewalk, within plazas, and along pedestrian ways and access routes within parks, as well as within landscaped gardens and natural areas. Provide signalized traffic lighting in conjunction with the development of vehicular routes and traffic patterns. Develop the design and selection of building-mounted decorative fixtures in coordination with both the street lighting and the individual buildings. Provide lighting that both enhances the character of the district and subtly reinforces the district aspects of its neighborhoods.
2. Maintain outdoor lighting at a pedestrian scale that supplies adequate illumination for both pedestrian use of the sidewalk and street, and vehicular use of the street.



Use street lighting as an additional expression of the area's unique environment.

3. Lighting at the sidewalk along local streets in Kincora should maintain a pedestrian scale. A total height (pole and light fixture) of 14'-0" is preferred. Pole and fixture design should be complementary. A consistent street fixture should be provided throughout the district.
4. Building mounted fixtures will vary from building to building, but should be complementary to the overall character of the district, as well as, its individual buildings.
5. The lighting of selected building façades should contribute and reinforce the overall sense of building organization, massing, and façade treatment through Kincora. The light sources which illuminate building façades should be located, aimed, and shielded such that light is directed only onto the building façade and not onto adjoining properties. Light fixtures should not be directed toward adjacent streets or roads. The use of shields and baffles are recommended to help mitigate light spread.
6. In plazas, pocket parks, and along pedestrian pathways, consider the use of low-level outdoor lighting integrated into plaza walls, stair side walls and/or risers, and even seat walls. The lighting levels provided should illuminate changes in elevation such as steps, ramps, and steep embankments.
7. Bollards may also be internally lit, reinforcing the visual separation of vehicular and pedestrian routes.



Provide street pole and fixture designs that complement each other.

VII. OUTDOOR FURNITURE

A. Narrative

Street furniture establishes the actual “making” of a place, contributing the physical elements of human habitation along the street. The provision of street furniture “accessorizes” the public space, refining the identity of a place. Street furniture typically includes seating, lighting, bollards, trash receptacles, bicycle racks, mail boxes, newspaper boxes, public telephone stations, and poles for signs, flags, and banners. (as permitted by the Zoning Ordinance)

Street furniture promotes pedestrian street life with amenities and conveniences which encourage the ongoing and regular use of sidewalks and pedestrian ways. It humanizes the scale of the street, placing everyday pedestrian elements within the context of the urban environment.

B. Standards

1. Street furniture will not restrict the width of the clear movement zone of the sidewalk.
2. Coherent compositions of street furniture that utilize unifying elements should be used throughout Kincora. An understandable order or pattern for the location of these elements should be provided, foreshadowing the location of these elements to the pedestrian. Furniture style, material, and colors should complement each other to produce cohesive arrangements and designs.
3. Environmental factors such as sunlight, shadow, glare reflection, wind, and rain



Public seating should provide intermediate armrests.

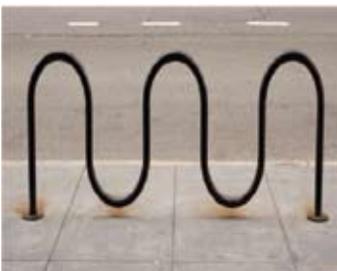


Ordering street furniture makes a more favorable presentation of the street and respects pedestrian sensibility.



should be considered in the placement of seating areas.

4. Seating areas should be considered at plazas, parks, landscaped and natural areas, viewing points, and points of special interest, as well as at transit stops, entrances to major buildings, and at entry points to parking structures, eating facilities, and vendor kiosks. Seating areas should be coordinated with the locations of bicycle racks. Seating areas ~~should~~ shall not obstruct building entrances nor restrict clear movement zones. Care should be taken to ensure that seating areas are sufficiently illuminated.
5. Individual benches should have intermediate armrests for individual seating on the bench.
6. Bicycle racks should be provided at grade level in parking structures, at plazas, and at or near the entrances to major buildings for workers and visitors alike. Bicycle racks can be readily accommodated in the recess spaces of buildings adjacent to the entrances. In addition, bicycle racks should be provided along trails and at major destination points. Bicycle racks ~~should~~ shall not obstruct building entrances nor restrict clear movement zones.
7. Bicycle racks should be of hardened steel that can withstand hacksaws and hammers. They should be securely anchored in concrete foundations or mechanically attached with bolts that cannot be readily removed. Care should be taken to ensure that bicycle racks are sufficiently illuminated.
8. Public trash receptacles should be distributed throughout Kincora. Visible and conveniently located for pedestrians. Receptacles should be placed at corners, in plazas, and possibly at mid-block locations along lengthy streets. Public trash receptacles should be located in proximity to restaurants, outdoor dining facilities, vendor kiosks, public gathering areas, and areas designated to hold scheduled public events.
9. Public trash receptacles should consist of an outer decorative shell and a replaceable, impact-resistant liner. The receptacle should coordinate with other street furniture — particularly street lights — in terms of material, color, and finish.



Bike racks should be provided at or near entrances for workers and visitors alike.



Trash receptacles should be stationary and should be provided with replaceable liners.

10. Bollards will be metal or textured concrete, stone, or a combination of these materials. While bollards are typically permanent, they may be removable where they are intended for intermittent use, such as in multifunctional spaces.
11. Sign poles, such as stop and advisory signs, should be of a uniform size and form and should be capped. The edge of the walk should conceal the anchorage.
12. Material and finish. All exposed metals should be coated or otherwise treated to withstand oxidation/corrosion, abrasion, and damage from airborne salts. Maintenance will be required at regular intervals to keep the furniture items looking well kept. All street furniture should be set plumb and level.



Metal bollards should be treated to resist the deteriorating effects of the elements.



An example of stylized metal bollards used to protect a principal entrance along a boulevard.

VIII. OUTDOOR DINING AND SIDEWALK CAFÉS

A. Narrative

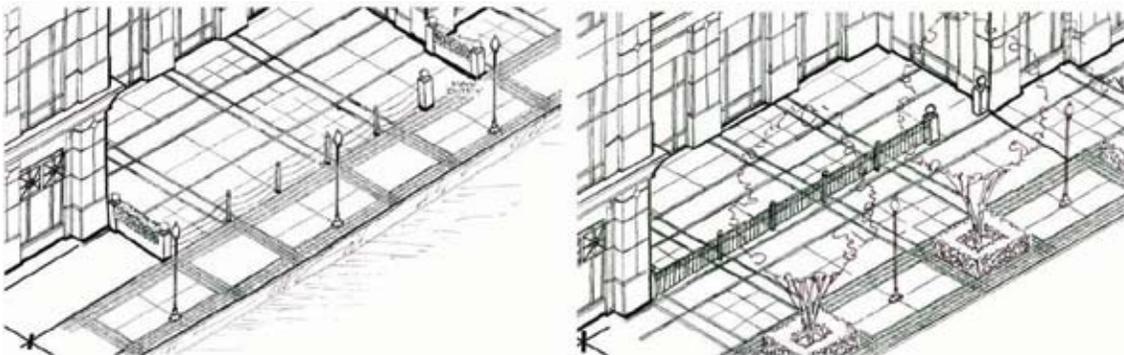
Outdoor dining/cafés are seasonal social gathering areas when weather permits. They provide safe, comfortable places where people can stop to rest, view, socialize, and relax while they dine. The development of outdoor dining areas and sidewalk cafés is encouraged when possible and where space permits. Successful outdoor dining areas activate and energize the street, attracting more people to participate in the life of the street, to see and be seen. A staple of the street life of contemporary culture, outdoor dining areas and sidewalk cafés assist in maintaining an active street scene. Their ability to regularly attract people throughout the day and evening assists in the promotion of adjoining shops and businesses.

B. Standards

1. Locate outdoor dining areas and cafés to take advantage of views, such as parks and plazas, as well as along streets with larger streetscape widths. In addition, outdoor dining areas and cafés should be considered for interior court spaces.
2. Typically, outdoor dining areas and sidewalk cafés front along the restaurant of an adjacent building and should not extend beyond the length of the lease space.



Provide canopies or umbrellas for additional sun protection at outdoor cafés.

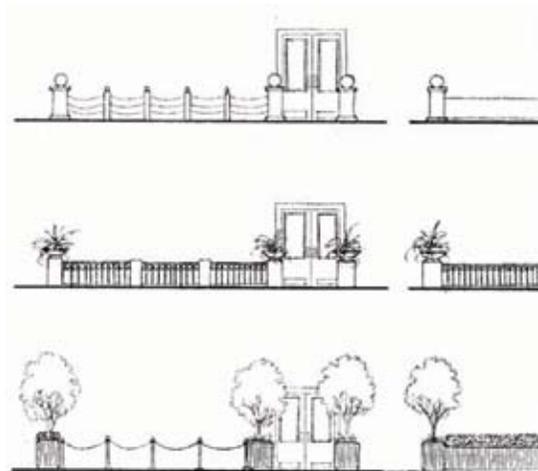


The clear movement zone of the sidewalk should be maintained at 8'-0" where outdoor cafés extend into it.

3. The design of outdoor dining areas and sidewalk cafés will be compatible to the architecture of the “parent” or “host” building. They should also be designed to complement the character of the street context.
4. No element affiliated with an outdoor dining area/sidewalk café, whether perimeter railings, fencing, planting, menu board, or other item, may obstruct the width of the required clear movement zone.
5. Canopies, awnings, or table umbrellas are encouraged and may be used to provide shading and screening for the diners.
6. Exterior flooring other than sidewalk materials may be used at outdoor dining areas set back from the established right-of-way. Paint, grass, artificial turf, carpet, platforms, and any interior finish materials or treatments are not allowed.
7. The design of perimeter railings or fencing should complement the concept and materials of the restaurant’s exterior and the context of the adjoining public realm. Railings and posts may be of metal, wood, and/or stone. Landscaping elements should also be complementary with the adjacent structures.
8. Fencing may be designed and constructed for permanent or temporary/seasonal installation. If the fencing is to be left in place during the off-season, it must be maintained in a well-kept fashion. Temporary posts and railings are not permitted to be stored within public view.
9. Except for wall sconces or bracketed light fixtures, all other furnishings, amenities, accessories, and service items should be removed from the outdoor café area off-season. When stored, any outdoor café items or furnishings will need to be concealed from public view.



Design railings to have a smooth transition around the corners and ends.



These are examples of acceptable fencing and railing.

VIII. UTILITY SERVICE

A. Narrative

Utility services should be located under the sidewalk adjoining the curb where practical. This will provide a sidewalk clear of unsightly elements impinging upon the flow of pedestrian traffic while maintaining a means of access to them.

This will also minimize the disruption to both pedestrian and vehicular flow during service and maintenance operations.

All buried wiring shall be conduit below any paved surface.

B. Standards

1. All utility connections, including electrical and telephone connections and installations of wires to buildings, should be made underground from the nearest available power source.
2. Generators, transformers, chillers, and any other mechanical or electrical equipment will be screened from public view at grade level.
3. Electric, gas, or other meters should be placed at grade and hidden from public view. Utilities placed above ground should be concealed with landscaping, with fencing, or set within the architectural form.
4. Telecommunication facilities (e.g. cell phone towers, satellite dishes, Doppler radar, etc.) are subject to county approval and mutually acceptable design standards.
5. Telecommunication devices, splice box pedestals, cable and/or satellite television antennae, etc., should be placed to allow for visual screening.
6. Security cameras and other equipment should be carefully organized and coordinated with the adjacent architecture.
7. Coordinate all landscaping with public utilities.



Utilities should not be exposed at the sidewalk because they run the risk of damage.



The utilities should be concealed within the architectural design.



ARCHITECTURAL DESIGN STANDARDS

I. BUILDING SITE PLACEMENT

A. Statements of Intent

1. Locate and orient the buildings so that a balanced environment is created for the comfort, visibility, and accessibility of both pedestrian and the automobile.
2. Ensure build-to lines and allowable building setbacks provide adequate circulation routes with sidewalk space at the street for expected pedestrian densities and intended amenities.
3. Promote greater pedestrian traffic at the street level by providing a street of adjacent buildings.
4. Promote mixed-usage of both the buildings and the street blocks.
5. Promote sufficient levels of massing and density to achieve an intensified level of pedestrian activity.
6. Provide the means for increased densities at the block while promoting light, air, and movement at the street.
7. Use building street façades to define a more pedestrian/intimate experience at street level.



B. Narrative

Building site placement is a critical element in determining how people will use the public space to get from one place to another. Its development synchronizes the layout of streets and blocks, in this case a framework of pedestrian-oriented blocks. Building site placement is essential in framing the space of a street and providing a sense of enclosure. Yet the siting of buildings also determines how accessible private spaces are from the public realm, encouraging frequent exchange between inside and outside, and enhancing pedestrian activity.

Building site placement is also one of the initiating factors of the character of a place. A consistent placement of adjoining buildings at the edge of the right-of-way gives the public realm a pedestrian sensibility. Street-walls (the vertical plane resulting from a contiguous line of buildings) are created, providing a more intimate urban form. Places are more easily accessible to pedestrians, and crossing the street feels safe because vehicles move slower in an environment that brings pedestrians and vehicles closer together. The details of everyday objects take on greater significance in this environment, as they are more readily observed. In other words, pedestrian oriented environments establish public space as the backdrop of daily human activity and experience.

Kincora unites commercial, retail, cultural, entertainment, and residential uses within a single district. Street-walls and building frontages should be designed to invite pedestrian use of the plazas and sidewalks. Framed streets and plazas will convey a sense of protection, safety, and security while providing spaces for public enjoyment.

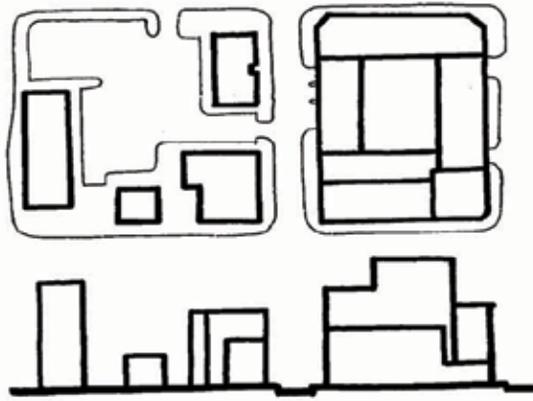


Space is framed: architectural elements and storefronts are set up to be viewed and experienced.



C. Standards

1. Building frontages shall align along the street where appropriate dual access from both the street and parking is encouraged.
2. Consider the placement and form of buildings at corners and how both factors may promote pedestrian activity.
3. Locate the district's major building structures at walkable distances from each other and distributed throughout the district. Orient their major entrances to local streets or a common gathering place.
4. Locate smaller shops, businesses and retail services in the field of the block between major office buildings and parking structures and between other significant destinations within the district.
5. Parking areas/structures should not be clustered but dispersed at walkable distances along the length of Kincora. Such placement will reduce the traffic volume within the mixed-use district by providing easy vehicular access and exit to major traffic corridors. Diffused placement will also encourage drivers and their passengers to take a short walk past stores and restaurants on the way to their intended destinations.
6. Throughout the mixed-use district, develop strings of buildings in accordance with typical zero lot line condition requirements. Buildings shall be setback from roads in accordance with the proffers.
7. For long blocks, or buildings with open interior courts, coordinate the location of openings with regard to climatic conditions, sunlight, prevailing winds, etc.



Dispersed buildings let space “leak out” — spatial definition is weakened. Buildings located close to the street and close to each other, enclose the street — space is well defined.



Buildings framing the street and creating a “view corridor,” focusing on a sculptured terminus.



Monumental sculpture on a circular base provides a focal point for the surrounding context.

II. ARCHITECTURAL MASSING

A. Statements of Intent

1. Present unified form of Kincora at both grand and human scales.
2. Highlight the significance of Kincora as seen from a distance while maintaining its human scale and approachability at the street.
3. Provide for greater densities while safeguarding the provision of light, air, and views at the street level.
4. Distinguish major buildings and parking structures within the district as destination points within the pedestrian-oriented walking environment.



Coordinated massing within the block can provide a monumental scale while also stepping down to a pedestrian scale.

B. Narrative

A coherent form results from the orchestrated placement of building masses throughout an area. Building massing simultaneously presents an overall image of a district when viewed from a distance, and involves an orderly arrangement of buildings within the district, one that allows for sun, air, and light to filter to the street level. Building masses derive not only from the programmed use of the spaces within, but also from the physical constraints of the site (zoned height limitations and required setbacks). Implicit massing relationships suggested by the adjoining context may also influence the massing of buildings.

The overall visual impression of building masses is further refined and brought into human scale through articulations of the building facade. The articulation of the facade transforms buildings from abstract volumes into backdrops for human activity. The greatest level of detail is both required and provided at the building's ground level. For it is here, at the street level, where the conduct of daily life is experienced.



C. Standards

1. Develop a coherent system of coordinated building masses. Integrate differing volumes by using similar and/or complementary materials and a coordinated system of horizontal datum lines.
2. Located buildings of smaller mass within the field of the block between major buildings and parking structures.
3. Relate building massing both to frame and reinforce view corridors and to establish gateways. Design forms for each block that create a coherent mass which presents the area as unified when viewed from a distance.
4. Maintain an adequate provision of light, air, and views at the street level. Consider the relationship of building heights at the block to the impact of solar access at the street. Consider daylight factors and access to light for businesses and stores located at or near the ground level.
5. Organize buildings to control the impact of shadows both on the other buildings and on the street, as well as to mitigate against the impact of wind currents and downdrafts.

6. Buildings may be defined in terms of their height:
 - a. A low-rise building is any building less than 35'-0" in height, measured above the grade plane.
 - b. A mid-rise building is any building 35'-0" and higher up to 75'-0". Parking structures may be mid-rise buildings, and it is recommended that they contain retail uses at the ground floor level to encourage and maintain pedestrian activity.
 - c. A high-rise building is any building greater than 75'-0" in height, measured above the grade plane. No part of the building, or any approved vertical attachment, should exceed the height limits established for air navigation safety, as long as such heights are in accordance with that permitted by the proffers. Parking structures may be incorporated into high-rise building structures both as a means of conjoining parking and vertical development and as a means of visually screening parking structures and incorporating them into the streetscape. As much as possible, retail uses should be maintained at grade level.

7. Buildings in Land Bays B, F, J and Q, with ~~frontage along, and within 100' of~~ no intervening buildings between such buildings and Pacific Blvd and Rt. 28 shall be constructed to a minimum of four stories or 50 feet in height.



The corner can offer one of the best opportunities for an establishment to gain the attention of passersby. How the building meets the corner is critical.



Coordinated massing within the block can provide a monumental scale while also stepping down to a pedestrian scale.

III. FACADE TREATMENT

A. Narrative

Building façades frame a street. In so doing, they put shops and architectural elements directly adjacent to the pedestrian's path, and well within the street level cone of vision. As such, additional features and greater detailing of the façade should be provided at the street level for the interest and comfort of the pedestrian. In addition, buildings should provide a visual, and perhaps structural, framework for the orderly presentation of street level businesses and shops. This sense of rhythm will both modulate and syncopate pedestrian travel along the street, providing discrete visual fields of focus.

In general, if a street's built environment is to remain of interest to the pedestrian, architectural forms and features need to be bold enough and clear enough to make the whole building easily comprehensible. Within the close view the pedestrian has from the street, however, the provision of detail and the layering of its presentation is essential to invite repeated daily

viewings from passersby.

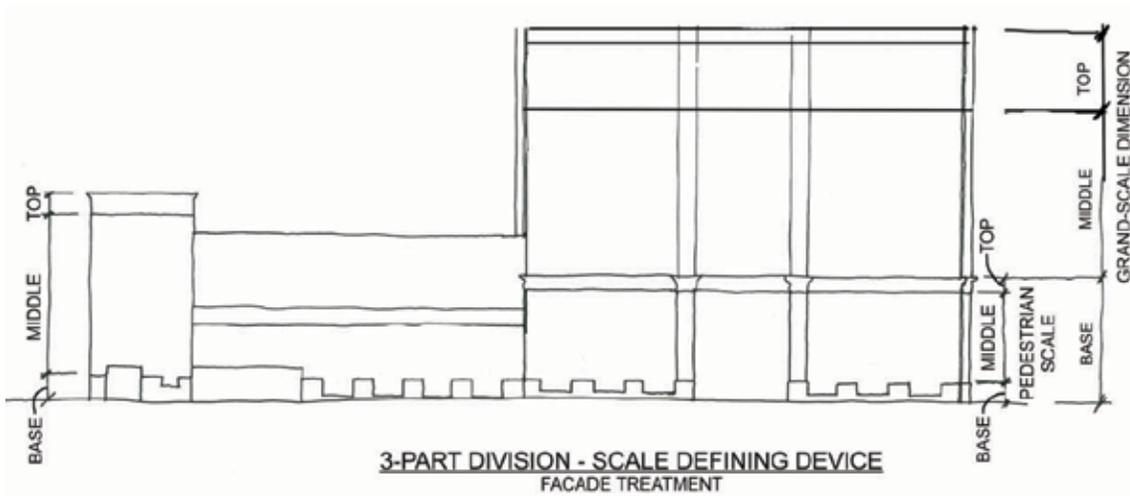
These standards are not meant to eliminate contemporary building designs, like those with glazed façades that extend unbroken from the street to the sky above. What they do encourage, however, is the considered placement of such dramatic designs or other less articulated and detailed structures. Their placements should serve as accents to the urban field rather



than become the field itself.

B. Standards

1. The ease with which a consistent human scale can be seen or sensed along the urban sidewalk will determine the comfort level and sense of security for the pedestrian at the street.
2. Provide designs that express a base, middle, and top. This provides a visual order to the building, particularly for high-rises. These simple divisions allow the pedestrian to understand the building scale in relation to himself/herself — a component of human comfort.
3. The expressed height of the base should be proportional to the overall height of the building. The vertical extent of the base lets the pedestrian understand the relative heights of the buildings along the street.
4. Horizontal projections (base, belt courses, frieze panels, cornices) and other linear elements should continue visually from one adjoining building to another. This will provide the greatest sense of enclosure and comfort to the pedestrian.
5. Linear bands need not align precisely; variation can occur — coursings can step up or down, projecting elements can be reversed, and even new lines can be added. Variations will occur, within the field of a single building or along the pan of a street block, though a sense of continuity should be maintained.
6. Provide façade treatments with the greatest amount of detail and refinement at the street. A variety of the following features should be incorporated into each building façade design:
 - Recesses or projections
 - Overhangs
 - Peaked or articulated roof forms
 - Raised corniced parapets
 - Fine architectural detailing at the building's grade level
 - Arcades
 - Arches
 - Canopies or porticos
 - Parapets over entryways
 - Display windows
 - Integrated landscaping, including the use of planters, and/or seating at



The urban building façade should be visibly divided into three parts — a top, middle, and base. This ordering device allows the pedestrian to determine a sense of scale within his/her context. Studies have found that people feel more comfortable and less alienated in spaces from which they can measure its size and their place within it.

recessed areas

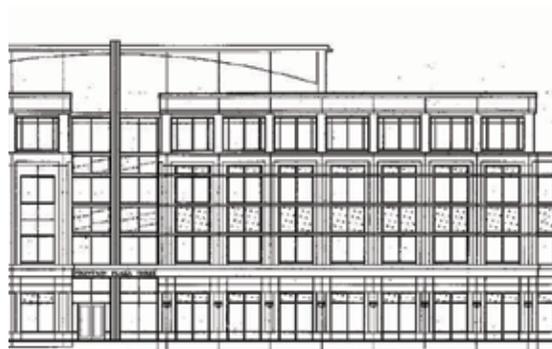
7. Facade design should vary along the street block, as opposed to presenting a single face for the block along all or great extents of the street. Long, flat facades should be discouraged.
8. Building corners should address their street corners with principal entrances, chamfered or curved building corners, or other means that distinguish the building at the corner from the field of the building façade. Towers, turrets, bay windows, or other devices are encouraged as a means of articulating street corners. However, it is not the intention of the standards that every corner have a strong “attention-getting” device.



A three-part ordering of the building face is achieved at grade with the careful application of building finishes. Note: the greater sense of weight the darker finishes provide at the base.



A rhythm of vertical elements provides the viewer with a sense of scale.



9. Building should have their principal pedestrian entrances along local streets rather than along collectors or arterials.
10. Design the exteriors of parking structures to visually integrate with their surroundings. Design parking structure façades so that the sloping floors of the interior ramp are hidden from view.
11. Dominant commercial exterior building materials (exposed to view on public rights-of-way) should be brick, natural stone, architectural metal (e.g. metals fabricated in a neat, clean, professional, and workmanlike manner). Fasteners should be concealed, unless they are expressive of an overall design concept. Additional dominant exterior materials may include architectural concrete (e.g. architectural pre-cast concrete, cast stone, or pre-cast concrete finished with an elastomeric coating system), glass, and cementitious siding (for some residential buildings). Secondary or accent exterior building materials should be anodized aluminum, stainless steel, copper, bronze, brass, or painted steel. Mortar and caulking colors should be compatible with the predominant material. Provide durable materials at the ground floor to ensure and maintain a high-quality built environment.
12. The maximum amount of glazing should be provided at the first and second levels to provide a sense of continuous human presence and of ongoing habitation and activity.
13. Integrate roof lines and articulate prominent roof tops. The tops of flat-roofed buildings should be visually articulated, with projections providing visual interest and shadow lines.
14. Rooftop equipment will be screened or concealed from public view. Rooftop amenities, such as garden terraces, restaurants, or recreational courts and pools that also conceal mechanical and other equipment are encouraged. Rooftop equipment should be neatly organized, taking into account views onto the roof from the other adjacent structures. The roof should be considered as the "fifth façade."



An architectural detailing feature at grade.



Distinguish the corner from the building face. Note: also the distinctive transition line above the second floor.

15. All buildings shall be constructed in compliance with the current applicable codes regarding acoustical requirements.
16. All buildings shall be constructed with consistent architectural treatment, materials, and colors on all 4 sides.
17. Buildings with frontage along Pacific Blvd. and Rt. 28 shall be designed so that their principal facade is oriented towards Pacific Blvd. or Rt. 28.
18. Retail uses shall not be oriented with its principal entrance towards Pacific Blvd, Rt. 28 or Gloucester Parkway.

IV. STOREFRONTS AND GRADE LEVEL SPACES

A. Statements of Intent

1. Provide the pedestrian with an inviting urban environment that encourages daily movement, evening activities, social gatherings at the street, and the viewing of shops and businesses.
2. Emphasize the importance of the pedestrian way by providing direct access and multiple primary entryways from the sidewalk to street level and at above-grade businesses.
3. Provide the pedestrian with a sense of safety and security along the full length of the street with transparent glass storefronts, particularly at the first two or three stories.

B. Narrative

Grade level businesses have a reciprocal relationship with pedestrians — each needs the other. Transparent storefronts and direct access at grade makes them both aware of each other's existence and also signals that there is a constant opportunity for meeting and exchange between the two. With transparency, communication is easy; without, products cannot be seen and spontaneous interest cannot develop. Ideally, glazing at the street forms a continuous rhythm of openings and entrances that maintain the interest of the pedestrian. When that transparent line becomes opaque, however, it should be of limited extent and designed to



maintain a sense of rhythm.

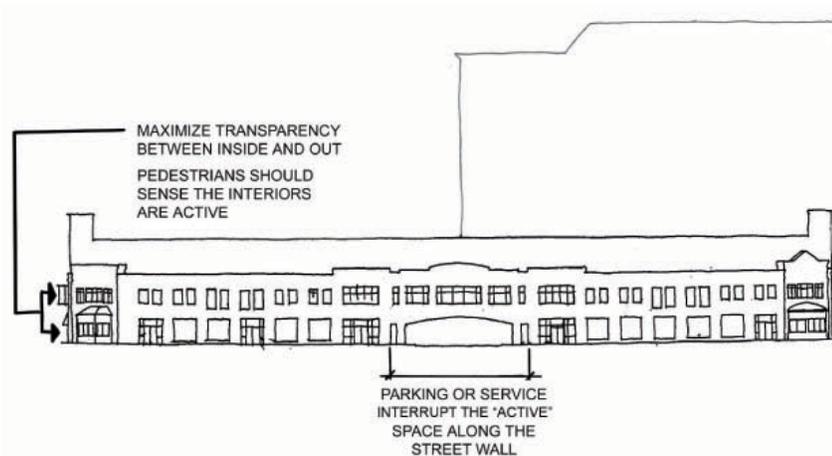
When storefronts and grade level spaces provide opportunities for pedestrians to view interesting merchandise or to view daily commercial and business activity, the public will explore the street.

C. Standards

1. Customer entrances should be clearly defined and highly visible. Provide primary entry from the street into businesses at grade, and provide additional secondary entries into the building from the street where appropriate.
2. Portions of the storefront at the building line may be set back to further articulate grade level spaces and to provide opportunities for additional pedestrian amenities. Seats, landscaping, and other pedestrian conveniences must remain out of the clear movement zone of the sidewalk. Building setbacks offer possible locations for these amenities as well as for bicycle racks.
3. Provide a pattern of transparent glazing at both grade and second floor levels to increase visual communication between inside and outside and to increase the pedestrian's sense of safety. Consider integrating transparency into building entryways located near storefronts.
4. To the greatest extent possible, maintain glazing at the street level in an interesting visual pattern. Where it is broken, the interruption should contribute visually to the overall pattern.
5. Grade level businesses should provide loading and trash collection access ways



Building transparency is a "no pressure" way to welcome pedestrians into their business establishment.



Provide a maximum line of transparency at the street level. Keep opaque building walls to a minimum.

placed between storefronts. However, trash collection, service, and loading areas should be, to the greatest extent possible, screened from public view. (See Section VII, Loading and Trash Collection Areas)

6. Grade level businesses and storefronts should will provide features and pedestrian-oriented amenities at the street, such as display windows, awnings, etc.
7. The provisions of exterior lighting along the full length of the street at storefronts and grade level businesses is encouraged. Where lighting is provided, fixtures should be attached to the façade with the bottom of the fixture at no less than 8'-0" above the finished grade.

V. RESIDENTIAL BUILDINGS AND FRONTAGES

A. Statements of Intent

1. Residential uses are encouraged throughout in Kincora Land Bays A, C, D, E, and F. Building forms and façades that are both urban and residential are encouraged. Likewise, mixed-use residential buildings, with retail space below residential units, are encouraged.
2. Building frontages and entrances are to be oriented towards the sidewalk and the street.
3. The use of intermediate spaces between the public and private realms, such as porches and balconies, is recommended.
4. Encourage design that provides the resident with a sense of privacy and the pedestrian with a sense of security resulting from visual oversight of the street by residents.

B. Narrative

Mix-use developments require residents to bring them to life and then to keep them active on a 24-hour basis. The continuous use of the streets, shops, restaurants, walks, and bike trails by residents — and those who visit — creates a comfort and interest that attracts newcomers and assures return visitors. Nothing draws people to a place like an active community. Continuous use



Minimize linear frontage of streetfront loading areas.

communicates that a place has already established itself as a safe environment, as well as one that invites repeated exploration and promises new features to discover.

The residential portions of Kincora should be designed to feel like a neighborhood that is safe and secure, yet has access to all the amenities and features an urban environment makes possible. Porches and balconies serve as “transition” elements between the private residences and the public street. Off-street parking, either in parking structures or hidden from view behind surrounding buildings, reinforce the pedestrian-oriented character of the street.

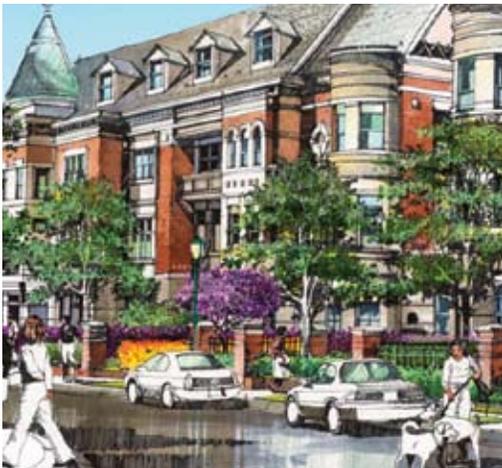
In addition, small landscaped plazas may be associated with principal entrances and corners where people can relax and observe in comfort and shade. All of these features reaffirm that residents belong in an urban environment, and that their homes can be inviting, safe, and comfortable, with an urban sensibility.

C. Standards

1. The design and scale of the architectural façade and the provision of its details and features, particularly at grade and second levels, should be residential. Provide a select combination of features, including porches, balconies, recessed entries, bay windows, trim and window detailing, brick patterning



With parking placed behind the buildings, the building front can again adjoin the sidewalk.



and belt courses, articulated corners, and cornice detailing.

2. Provide an ordered, human-scaled system of architectural elements on the building's face. Windows and doors should tend to align, and a sense of rhythm and pattern should be present.
3. Principal residential building entrances should be highlighted and made distinct from any adjoining store and business fronts.
4. Consider articulating or emphasizing building corners with quoins, medallions, patterned brick, or stonework.
5. Parking for residents may be made available in the parking courts enclosed by residential perimeter block apartment buildings, in the parking structures throughout Kincora, or as is available on the street. Parking in front of residential buildings with the exception of visitor, short term, accessible and on street parking is prohibited.

VI. CANOPIES AND AWNINGS

(Note: see Outdoor Dining Standards for additional information)

A. Statements of Intent

1. Protect the pedestrian from rain, wind, glare, direct sunlight, and reflections. Utilize systems that are multi-functional and multi-seasonal.
2. Incorporate architectural design elements in the street that serve as visual cues



to the pedestrian about nearby shops and business services.

3. Ensure that awnings and canopies complement their architectural context and are appropriate for both the individual building and the entire street, while still providing establishments with the opportunity for individual expression.

B. Narrative

The architecture along the street frames the public domain, while its detailing acknowledges those who walk along its length. The optimal street environment allows continuous communication to occur between the inside and outside, and its detailing encourages such exchanges.

Awnings and canopies are accents or exclamation points to architectural statements, and mark thresholds between inside and outside and the transition from public to private. They, therefore, should communicate on two levels: as a definer of the public realm, and as an expression of the establishment's individuality. They dramatize the context of the urban space, as well as, entice passerby into the shops and businesses they enhance. There should be opportunities for canopies and/or awnings to extend from the building façades to the curb line.

C. Standards

1. Weather protection features, such as awnings, canopies, porticos, and entry elements should be provided at building entrances. Canopies typically refer to elements extending perpendicular from a main building entry toward the street. Awnings typically refer to elements which extend over and shade storefront windows of commercial businesses. Awnings may also be used as decorative architectural features, such as in the mid-height windows of a hotel.
2. Canopies should frame entrances. Posts which support a canopy should not interfere



Awning incorporated as a decorative element reinforcing the sense of entry.



A building canopy can serve as a visual amenity as well as shelter for building occupants and pedestrians.



Awnings provide protection from the elements and draw the attention of passersby to the establishment.

with the clear movement zone of the sidewalk. Consider the design of other methods of structural support, such as cables or rods attached to the building and extend out to hold the canopy from above.

3. A series of awnings provided along an establishment's façade should maintain a consistent design.
4. Awnings may be located at grade and second level windows. The width of an awning would typically match the width of the building's opening for the window. Other locations for awnings may be considered, but are subject to review and approval.
5. Canopies and awnings should be of fire-resistant material, or of metal and/or glass treated to withstand oxidation, corrosion, and deterioration from airborne salts. Awning fabrics will vary, and the basis for selection should include color retention and durability.
6. Awnings can be of various forms and sizes, but should not extend more than 4'-0" from the face of the building and should not be lower than 8'-0" above finished grade.

VII. FENCING AND RAILINGS (AND TEMPORARY BARRICADES)

A. Narrative

Fencing in urban contexts should work with the spatial definition of the street as well as complement the adjacent architecture. It can also be used to conceal service and loading areas as well as reduce the negative impact of noise and wind on an important open space. Fencing can also convey a sense of protection and privacy.

A railing should express the character of the architectural façade to which it is attached.



A strong railing design works well with the simple lines of the architectural façade.

Railings may be located at parapets, at balconies, or act as accents over fenestration. Metal railings should be appropriately protected from deterioration, with colors and finishes that complement the architectural façade. Railing design brings scale and detailing to the building's façade and establishes a finer visual amenity at the street level.

In Kincora, fencing may be of metal, masonry, a combination of both, or any other approved materials. Metal fencing design is developed through a selection of picket styles and their repetition between posts, as well as through the detailing of the posts and various connection points. Its overall height, the thickness of the pickets, and their regular spacing will convey its particular sense of enclosure.

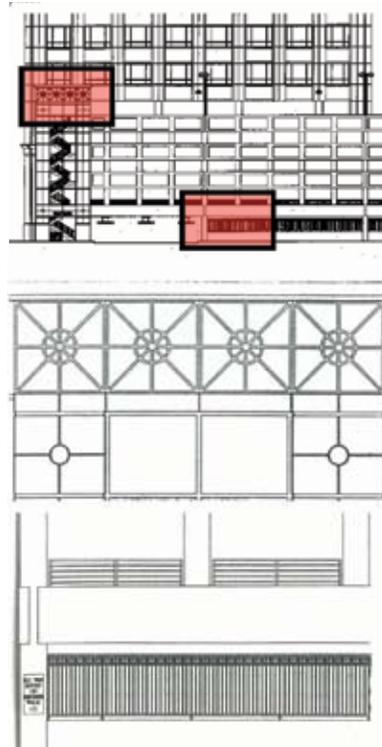
The design of a masonry "fence," or screen wall, is articulated through the choice of its brick patterning and the coordination of its colors and textures. The location and emphasis of shadow lines can also be used as a design element when the placement of brick projections is considered.

Temporary barricades, on the other hand, are used at street entrances to allow only short-term alterations of its function as a vehicular passageway. They play no permanent role in the routine life of the street, but they are critical in allowing the community to periodically claim their public realm for certain special events or festive occasions.

B. Standards

1. Railing design is typically the manipulation of durable materials into new or traditional forms that are then applied as features of the architectural façade. When placed in succession along a length of a façade, they create a pattern. In Kincora, those forms and patterns may be innovative or traditional, as well as referential to the area's historical importance.
2. Railing design should be appropriate to the adjoining architecture. Thickness should be determined by the level of refinement desired in the design and the distance or height from which it will be viewed. For any continuous fencing,

Decorative and functional railings at a parking structure. One acts as a cornice, the other secures grade level interior space.



colors should be coordinated and complementary to their architectural context.

3. Exposed metal should be treated to withstand oxidation, corrosion, and deterioration from airborne salts in coastal environments. Fencing will consist of metal, stone, masonry, or an approved combination thereof. Metals should be bronze, brass, stainless steel, steel painted of a color of of or colors which are compatible with finishes of adjacent buildings, or other approved materials.
4. Metal fencing and gates typically are made up of horizontal rails that attach to thicker metal posts. This basic framework provides an adequate structure that can then easily support a variety of picket designs and panels.
5. Fence posts may be one (1) to four (4) inches thick, of square or round tubing that is of a durable material. They are typically set in concrete footings. Fence rails may be ½" to 2" thick, of square or round tubing.
6. It should remain easy to reach all sides that require periodic paint or coating applications, mortar replacement, anchoring, inspection, and cleaning.
7. Drainage along the bases of metal fencing and screen walls should be provided so that unintended surface water does not collect behind these elements.

VIII. LOADING AND TRASH COLLECTION AREAS

A. Statements of Intent

1. The visual screening of loading and trash collection will assist to maintain the street space as an environment for pedestrian comfort and safety.
2. Building service functions should be concealed from view, preferably with either internal truck docks or screened service courts. At a minimum, landscape shielding ~~should~~ shall conceal service areas from roadways and residential uses, while maintaining materials delivery and trash collection points as functional and accessible spaces.
3. Minimize curb cuts and service access points along building frontages.
4. Minimize the linear frontage of service areas along the street and maximize the amount of storefront space.

B. Narrative

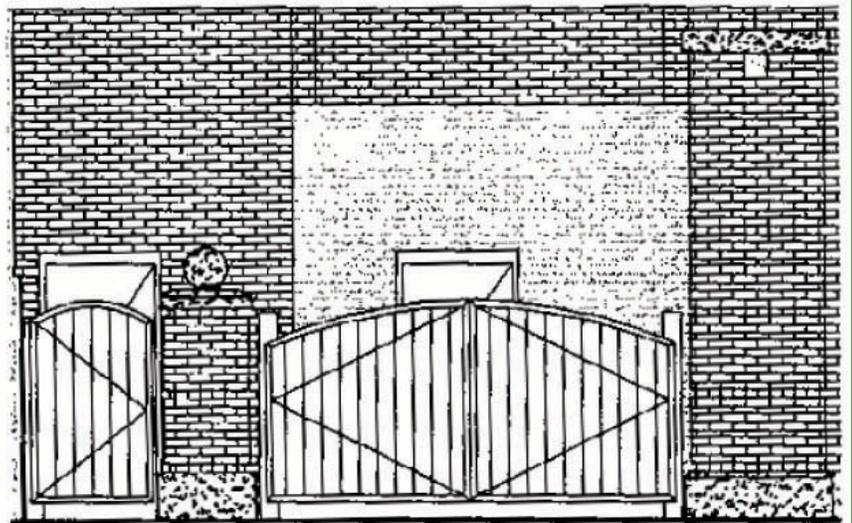
Locating loading and trash collection areas within and/or along the block should be designed to maintain a high quality public realm for pedestrians in Kincora. Distributing the minimum number of service access areas around the perimeter of the block should help to maintain the building line as continuous and unbroken at the street. The less separated one store, one office, one entrance or glazed window is from another, the more continuous the pedestrian experience will be.

Where possible, internal docks are preferred. A single service area located within the block should be accessible to the commercial, retail, and residential tenants. Otherwise, loading and trash collection areas adjacent to multiple buildings should be provided to allow the best use of shared service facilities. The streetscape remains hospitable and the most efficient use is made of the building's total square footage.

C. Standards

1. Building with Internal Docks

- a. Conceal loading and trash collection areas within the building or within the interior of the block.
- b. Disperse or consolidate service areas to minimize service area frontage along the street. Service area frontage along Roads 2, 6, 8, and 9 ~~should~~ shall be prohibited, unless appropriately shielded.
- c. Avoid or minimize service access into buildings from primary pedestrian streets within the district. Where exceptions must occur, provide screen walls or other devices to minimize the impact of the service court along the street.
- d. Link internal service areas to each other with corridors and to the floors above with service elevators.
- e. Provide recessed, automatic roll-up service door systems with unobtrusive materials or subdued, durable paint finishes on the exterior face. Metal surfaces should be coated or otherwise treated to withstand oxidation, corrosion, and other deterioration from



Fencing can be both functional and serve as a decorative architectural feature to the street.

airborne salts.

- f. The loading and trash collection spaces within the building should be arranged so that no maneuvering directly incidental to entering or leaving a loading space will be on any public street, alley, or walkway.
- g. Each loading and trash collection space should have maneuvering areas with adequate and direct access to the street and adequate vertical clearance.
- h. Loading and trash collection areas and entrances should be provided and maintained with a concrete surface.
- i. Loading and service areas should be provided with drains and wash-down facilities.

2. SERVICE COURTS AND AREAS

- a. In areas with intense loading and trash collection requirements exposed to road rights-of-way truck parking and loading, outdoor storage, trash compaction, and trash collection areas shall be screened by a combination of structures and evergreen landscaping to minimize visibility from adjacent streets and properties.
- b. Minimize the overall number of service areas by aggregating these functions into shared service courts, wherever possible.
- c. Screening structures shall be made of the same materials as the principal structures.

LANDSCAPE DESIGN STANDARDS

I. TREE AND PLANTING RECOMMENDATIONS

A. Introduction

Trees and plants serving as a buffer between the sidewalk and the street encourage regular pedestrian use of the sidewalk. The summer sun becomes less glaring with a leafy tree canopy, the vehicular traffic becomes less intrusive to the pedestrian with a buffer of green placed between them, and the environment becomes more appealing for a comfortable walk to a nearby destination.

A quick glance at the trees and plants lining a street reveals the variety of purposes they serve. Some act as buffers, keeping pedestrians at a safe distance from traffic. Others provide much desired shade on hot summer days. Still others frame points of interest along the streetscape, or call attention to a particular entrance to a building. Some may even provide a pleasant place to sit while enjoying a lunch from the neighborhood deli. In general, plants and trees enhance the street environment, reinforcing the public realm of the street as a place for the pedestrian, and as a place for social interaction.

A well-planned landscape encourages individuals to walk rather than drive when traveling distances of a quarter-mile or less. Pocket parks linked by continuous street landscaping make the street feel more comfortable. Extended throughout and between districts, street landscaping allows pedestrians to feel that the sidewalk is a realm of the pedestrian.

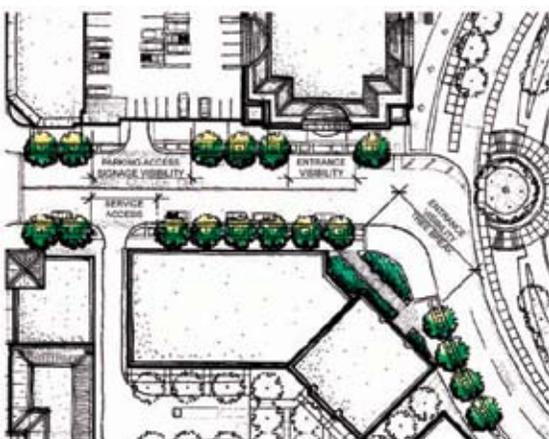
B. Standards

1. Street trees and plants selected should be appropriate for the street conditions they are placed within. Consider whether or not trees and plants will be in shade or sun most of the day, or at what times of the day they will be impacted by direct sun or shadow. Consider varying tree types or strategies on north and south sides of the same street. Consider varying tree species per street or block to avoid widespread tree blight in the future.

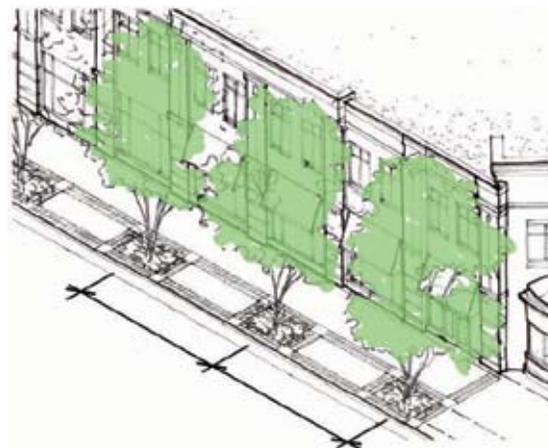


Street trees add to the pedestrian comfort level.

2. In the street furniture zone of the sidewalk, provide trees spaced at regular intervals and centered in tree wells. The spacing should not be less than 35'-0" on center where no on street parking is provided and not less than 44'-0" on center where on street parking is provided.
3. Coordinate alignment between trees on both sides of the street and maintain that alignment as much as possible. Street tree intervals may be interrupted by vehicular access ways, utility access locations, street furniture requirements, or the approved highlighting of special building signage or façade aspects.
4. Shrubs or other low plants may be used in place of street trees when tree canopies will block a view to a special building façade, architectural feature, sculpture, or signage. The alternative planting should be coordinated with the feature being highlighted.
5. Between street trees wells provide ground cover plants or shrubs that are capable of withstanding dry or drought conditions. Maintain ground cover year-round. Otherwise, the tree well becomes a depository for litter and degrades the appearance of the sidewalk and the adjacent businesses.
6. Soil conditions should be considered in the selection of tree well sizes.
7. Tree grates should be limited to sidewalks where conditions contribute to a narrow clear movement zone. ADA compliant grates for such conditions shall be utilized. Grates should be installed on ledges so that a minimum of six (6) inches of air space is maintained between the bottom of the grate and the top of the graded soil in the tree well.
8. Street trees will be 2 1/2" to 3" caliper and located in open tree pits with a mini-



The line of street trees may need to be broken where parking access, critical signage, major hotel and theatre entrances, and arcades need to be seen from the street.

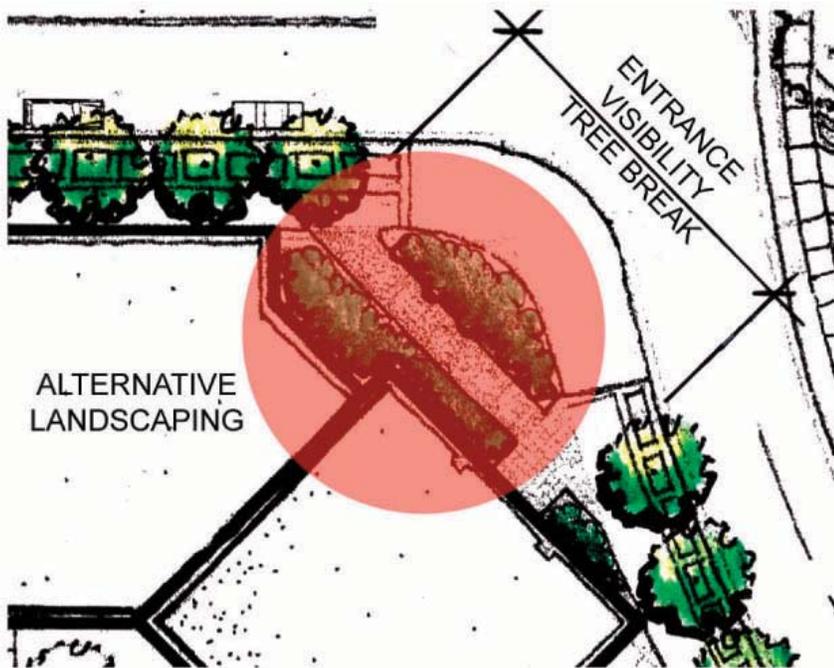


The preferred spacing of street trees is 35'-0" on center when not adjacent to on street parking and 44'-0" on center when adjacent to on street parking.

mum size of 4' x 6'. Trees with a caliper not greater than 3 1/2" to 4" should be placed in trees tree pits with a minimum size of 4' x 8'. The available rooting area for the street trees should be augmented by means of an amended soil panel that will run contiguously between tree pits under the sidewalk paving.

9. Ornamental trees should be planted no further than 12'-0" on center. They may be used to highlight special features of the landscape. They may also be used to provide color and variety to the landscape. Ornamental tree usage at street intersections can supplement regular street tree planting on the roadways with medians, greens, roundabouts, and squares.
10. All utility lines, particularly lateral sanitary sewer lines, should be designed so they will not interfere with tree well locations.

II. PARK LANDSCAPING



Provide alternate landscaping to street trees to maintain a "green line" along the sidewalk.



Consider "plant walls" as an alternative to street trees.

A. Narrative

Parks, plazas, and squares should provide Kincora with a variety of public gathering places. They should be linked by tree-lined pedestrian walkways and furnished with a range of seating types, water features, planting schemes, recreational opportunities, and attractive lighting. Parks, landscaped plazas, and squares should harmoniously blend the fabric of Kincora with nature and the public realm. They should be safe, comfortable, and interesting.

Landscape plazas should have numerous entrances and exits, be free of high hedges and walls, offer a variety of seating, and directional choices. They should provide opportunities for lavish flower and shrub beds, as well as provide for relaxation and neighborly conversations in a tree-shaded environment. Timely security checks and daily maintenance will assist in the creation of safe places for the community.

Open space should be provided to include such uses as community parks, picnic areas, a variety of passive recreation areas, pet parks, tot lots, and open lawns.



Use plazas as landscaping opportunities to carry a comfortable environment through areas where street tree lines have been broken.

III. PLANTERS

A. Introduction

Planters offer the opportunity for vegetation in spatially constricted areas. Planters bring an aesthetically pleasing element to the public realm and provide an environment encouraging and inviting to pedestrian travel. Planters offer an opportunity to present vegetation together with architectural detailing. They both add character to, and unify the character of, the public realm.

Planters are, in fact, a clear indication of the significance of pedestrian activity. They allow plants to act as sunscreens as well as wind buffers. They may serve to delineate special features within the streetscape such as entry points or small seating areas. They may also be used to provide privacy for outdoor diners, separating eating areas from travel paths.

Planters need to be selected for their association with a given context as well as their appropriateness for the plants they are intended to support. Plants and their containers need to be compatible, i.e., the container (and liner, if used) need to be of a construction, volume, form, and size to ensure the healthy life of the plant.

In summary, for planters to be successful, they must work on three levels: they must complement the architectural context in form, detailing, color, and materials; they must be appropriate to the plants they will contain; and they must be properly maintained for their continued enhancement of the public realm.



Landscaping plants, and planters should work with the architecture.

B. Standards

1. Planters, or the plants they contain, ~~should~~ shall not extend into the clear movement zone of the sidewalk. See the streetscape standards for clear movement zone widths.
2. Planter locations should coordinate with other functions at the sidewalk, pedestrian way, public plaza, and setback areas along building frontages. Planters outside the sidewalk's street furniture zone should be encouraged at the following locations in the public realm: storefronts, perimeter railings of outdoor cafés and dining areas, plazas, and building entrances.
3. Container or planter gardens may be utilized in outdoor cafés to define their outer boundaries, to soften the "feel" of the space, and to provide visual interest and enjoyment for the cafés' patrons as well as passersby.
4. Planter design, material, and construction should be appropriate for the plants they contain and sustain the plant for its expected life. Planters should provide for adequate drainage, and conversely, be able to retain adequate water amounts, depending on the requirements of the plant.
5. Planter design, materials, size, and form should complement their contexts and be of a scale appropriate to their environment. Planter shells or outer decorative covers should be stone, freeze-proof clay, decorative finished concrete, metal, select woods, or an appropriate combinations thereof. Planters shall comple-



Shade, beauty, presentation — landscaping should be both functional and aesthetic.

ment the building facade they adjoin in both color and finish materials.

6. Recommended select woods are teak, cedar, and ipe. They are to be stained, oiled, and/or clear-coated and are to be maintained with periodic refinishing. Painting of selected or approved wood for planters might also be considered.
7. Planters that are plastic or obviously plastic in nature are discouraged. Planters of composite materials may be appropriate.
8. The establishment owning and providing the plants and planters shall be responsible for the well maintained appearance and proper maintenance of the planters and the plants they contain. The owner should ensure plants and planters do not obstruct the clearance required in the clear movement zone of the sidewalk.



Planters enhance the presentation of an outdoor café and soften the line of the railing.



Planters should complement the building façade they adjoin in both color and finish materials.

SIGNAGE DESIGN STANDARDS

I. ENVIRONMENTAL SIGNAGE

A. Gateway Identification Sign

Gateways highlight the destinations. They mark the point at which a transition takes place. An ordering of gateways will direct the traveler to central or peripheral entrances and may, as well, indicate the proximity to a destination. These portals are a visitor's first and last reference to a site. As such, they should be both memorable and complementary to Kincora.

The gateways of Kincora mark its bounds. They indicate a place of unique character, and should maintain design elements common to the character of the urban center itself.

Four types of gateways are to be used along the roadways encompassing Kincora. They correspond to the scale of the street and distance from the site. The gateway types are:

- Collector Gateway Markers
- Community Entry Signage
- Pedestrian Way-Finding Signs
- Public Event/Festival Banners

These signage types should be designed such that less articulation and greater monumentality should be evident for the gateways along connector and arterial routes. Yet, for elements located at the principal entrances into the individual zones of Kincora itself, greater articulation and detail with more consideration for the pedestrian scale and the context of the street should be provided.

1. Collector Gateway Markers

Identifiable gateway elements will be provided at the main entries to Kincora. The signs are to be sized appropriately for legibility of vehicular traffic at posted speeds and distance from the roadway to ensure safe passage for pedestrians as well as vehicles at these transitions. These community signage entries will be lit to ensure visibility during nighttime hours.

2. Community Entry Signage

Masonry entry monuments may be provided at certain key access points to the individual districts of Kincora. These will be smaller scaled feature elements similar to the collector gateway signs.

3. Pedestrian Way-Finding Signage

In addition to signage elements oriented toward vehicular traffic, additional signage elements for pedestrian orientation and public celebration are also encouraged.

a. Pedestrian Way-Finding Signs

These are text-based signs used to guide pedestrians along travel routes to particular destinations. They should be located along designated street routes in the street furniture zone of the sidewalk. In green spaces, they should be located along pathways. They are encouraged to be provided at regular intervals and at significant changes in the direction of travel.

b. Area Directories

These are simplified maps, or graphic diagrams, with accompanying text used to orient the pedestrian. These elements are generally located within the street furniture zone of the sidewalk. They are encouraged to be in public plazas and at the entry points to parking areas/structures and, possibly, at transit stops and significant street intersections.

Area directories should be sized as appropriate for the scale and context of their proposed location. Lighting, whether overhead or internal, should be considered, and a “you are here” indicator should be incorporated to orient the viewer. They should be designed to the pedestrian scale and be ADA compliant.

4. Public Event/Festival Banners

Public event and festival banners are signs that provide information on upcoming public events or privately-sponsored festivals approved by the County. Such events may overlap onto portions of the right-of-way. Approved banners may be proposed for location on either public or private property as permitted by the County for display to the public. Banners are typically constructed of treated cloth, canvas, or fabric. Other light materials that are appropriate for exterior applications may also be used. Approved banners are to be installed and removed within set time periods established by the County.

Banners may be:

- On building facades
- Suspended from gateways as approved by the County, in private or public plazas on structural posts
- Temporary or permanent, erected specifically for the display of the public event/festival banner
- Within the space of the sidewalk, plaza, or other pedestrian areas, the bottom of the banner should be at least 8'-0" above the pedestrian way
- Within the space of the street, the bottom of the banner should meet the practical height requirements



Banners should draw attention to "place" as well as to its various events.

II. COMMERCIAL SIGNAGE

A. Statement of Intent

The intent of these standards is to ensure that the signage throughout Kincora is of an appropriate size and scale to its location on the individual buildings and serves to create a pleasant and harmonious environment. It is also the intent of these standards to provide order and to avoid visual clutter in the area by requiring consistency in the placement and arrangement of various types of signage.

Signage can either disrupt or reinforce a district's character. Erratic placements, uncoordinated colors, unsuitable shapes and sizes, and lighting that is too brilliant or intense for the context — all these and more can impair the cohesion underlying the urban context. However, coordinated signage can make an area understandable and easy to maneuver through. Clarity also strengthens a district's identity.

Signage has hierarchies vertically and horizontally on a building's face. Generally the higher a sign goes on a building's façade, the more monumental in scale it becomes. Signage must be exact in size, shape, lighting, color, and placement. The lower or closer to the street level, the more pedestrian in scale a sign becomes. Between these two points, signage may exist as the design of a building's façade permits. The following standards clarify what types of signage may exist where and what parameters each type must follow. The basic building classifications of high-rise (greater than 75'-0"), mid-rise (between 35'-0" to 75'-0"), and low-rise (less than 35'-0") serve as the basis for the signage criteria and allotments.

B. Definitions

A-Frame Sign: A sign which, typically, folds open to be self-supporting, and which is typically placed along a pathway to serve as a form of advertisement.

Awning Sign: A sign painted on, printed on, or attached flat against the surface of a shelter projecting from, and supported by, the exterior wall of a building constructed of nonrigid material on a supporting framework. (Illustration on page 72)

Blade Sign: A sign physically inscribed upon, or attached to, a panel which is suspended from, or supported on, brackets running perpendicular to the face of the building to which they are attached. (Illustration on page 73)

Box Sign: A three-dimensional container with four sides perpendicular to the base and with a face plate that displays the names, marks, emblems, logos, or other characters.

Building Frontage: The length or width of each side of a building which side either faces a right-of-way or provides public access into the building.

Building Identification Sign: A sign, the purpose of which is to identify, name, or provide other form of distinction to a particular building, though not to an owner or tenant of the building.

Building Sign: A sign physically inscribed upon, affixed to, or supported by a building including, without limitation, awning signs, nameplate signs, and wall signs, but excluding window signs. A sign painted on, or attached to and erected parallel to, the face of an outside wall of a building, and not projecting more than 18 inches from the wall.

Commercial/Office Directories: A non-advertising sign, attached to a wall, that lists the building occupants. No directory shall be greater than 16 square feet in depth.

Marquee: Any permanent roof-like structure projecting beyond a building or extending along and projecting beyond the wall of the building, generally designed and constructed to provide protection from the weather. No electronic message boards are permitted.

Name Plate: Professional name plates and signs denoting the name and perhaps address of

the occupants of the premises. Such signs shall also include farm or estate identification signs and signs used by churches, synagogues or civic organizations.

Projecting Sign: A sign attached to a structure wall and extending outward from the wall more than 12 inches.

Sign: Any fabricated sign or outdoor display structure consisting of any letter, figure, character, mark, oint, plane, marquee sign, design, poster, pictorial, pictures, stroke, stripe, line, trade-mark, reading matter or illuminating device, which is constructed, attached, erected, fastened, or manufactured in any manner so that the same shall be used for the attraction of the public to any place, subject, person, firm, corporation, public performance, article, machine or merchandise, and displayed in any manner out of doors for recognized advertising purposes. No electronic message boards are permitted. (Source: Uniform Statewide Building Code §3102.2)

Wall Sign: Any sign attached parallel to, but within six inches of, a wall, painted on the wall surface, or erected and confined within the limits of an outside wall of any building or structure, which is supported by such wall or building, and which displays only one sign surface.

Window Sign: A sign which is (1) physically affixed to a building window or (2) legible from any right-of-way through a building window, and within 4'-0" of the plane of the window. No window sign shall be greater than 10% of the window area. (Illustrations on page 71)

C. Prohibited Signs

1. **Discontinued Business Signs** — Any sign which advertises or publicizes any activity, business, product or service no longer produced or conducted on the premises upon which the sign is located.
2. **Permanent High Intensity Signs** — Signs which contain or consist of flags, pennants, ribbons, streamers, spinners, strings of light bulbs, flashing lights, or other similar moving devices. These devices, when not part of any sign are similarly prohibited.
3. **Snipe Signs** — Snipe signs or signs attached to trees, telephone poles, public benches, street lights or placed on any public property or right-of-way.
4. **Signs Resembling Official Signs and Signals** — Signs imitating or resembling official traffic or government signs or signals.
5. **Signs on Vehicles** — Signs placed on vehicles or trailers which are parked or located for the primary purpose of displaying such sign. This does not apply to allowed temporary signs or to signs or lettering on buses, taxis or vehicles operating during the normal course of business.
6. **Illegal activities** — signs advertising activities which are illegal under state, or county laws or regulations.
7. **Off premise signs** — unless specifically authorized by this sections.

D. General Building Signage Criteria

1. High-Rise Buildings (buildings greater than 75'-0" in height, measured above grade plane)
 - a. Building Identification Signage (adjacent to entry locations) (Illustrations on page 65)
 - I. A maximum of one (1) sign is permitted per public entry door location.
 - II. The permitted sign may be located adjacent to the public entry door location, between 2'-0" and 8'-0" above the finished floor.
 - III. The permitted sign may be located directly above the public entry door location, between 8'-0" and 15'-0" above the finished floor.
 - IV. For residential buildings, a maximum of one (1) sign per public entry door location shall be permitted.
 - b. Commercial Directories (adjacent to entry locations) (Illustrations on page 66)
 - I. A maximum of one (1) directory sign is permitted per public entry door location.
 - II. The permitted signs may be located directly adjacent to the public entry door location, between 2'-0" and 8'-0" above the finished floor.
 - III. For residential buildings, a maximum of one (1) sign per public entry door location shall be permitted.
 - c. Major Tenant Signage (atop building)
 - I. A maximum of four (4) signs are permitted on each building.
 - d. Second Floor Tenant Signage (at lower 2 floors of building)
 - I. See Signage Standards for Low-Rise Buildings.
 - e. First Floor Tenant Signage (at lower 2 floors of building)
 - I. See Signage Standards for Low-Rise Buildings.
2. Mid-Rise Buildings (buildings between 35'-0" and 75'-0" in height, measured above grade plane)
 - a. Building Identification Signage (adjacent to entry locations) (Illustrations on page 65)
 - I. A maximum of one (1) sign is permitted at each public entry door location.
 - II. The permitted sign may be located adjacent to the public entry door location, between 2'-0" and 8'-0" above the finished floor.
 - III. The permitted sign may be located directly above the public entry door location, between 8'-0" and 15'-0" above the finished floor.
 - IV. For residential buildings, a maximum of one (1) sign per public

- entry door location shall be permitted.
- b. Commercial Directories (adjacent to entry locations) (Illustration on page 66)
 - I. A maximum of one (1) directory is permitted per public entry door location.
 - II. The permitted signs may be located directly adjacent to the public entry door location, between 2'-0" and 8'-0" above finished floor.
 - III. For residential buildings, a maximum of one (1) sign per public entry door location shall be permitted.
 - c. Major Tenant Signage (atop building) (Illustrations on page 67)
 - I. A maximum of four (4) signs are permitted on each building.
 - II. A major tenant sign may be located at the top floor of the building or on top of the building.
 - d. Marquee Signage
 - I. Two (2) marquee signs are allowed per theater/conference center.
 - II. The permitted sign shall maintain a minimum clearance of at least 10'-0" over the sidewalk.
 - III. No marquee sign may be closer than 2'-0", measured in horizontal distance, from the curb line of any street.
 - IV. The sign shall be located at a public entrance to the building.
 - e. Parking Structure Signage (Illustrations on page 68)
 - I. Major Building Signage
 - i. A maximum of four (4) major building signs shall be permitted on each building.
 - ii. The major building sign shall be located at the top floor of the building or on top of the building.
 - II. Building Identification Signage (at vehicular entry locations)
 - i. A maximum of one (1) sign is permitted at each public entry location.
 - ii. The permitted sign shall be located directly above the vehicular entry location(s).
 - III. Building Identification Signage (at pedestrian entry locations)
 - i. Maximum of one (1) sign is permitted at each public entry location.
 - ii. The permitted sign may be located adjacent to the entry location, between 2'-0" and 8'-0" above the finished floor, or directly above the public entry location, between 8'-0" and 15'-0" above the finished floor.

- f. Second Floor Tenant Signage (at lower 2 floors of building)
 - I. See Signage Standards for Low-Rise Buildings
 - g. First Floor Tenant Signage (at lower 2 floors of building)
 - I. See Signage Standards for Low-Rise Buildings
3. Low-Rise Buildings (Buildings less than 35'-0" in height, measured above grade plane)
- (Note: No commercial or first floor tenant signage shall be permitted to project above the level of a residential floor)
- a. Building Identification Signage (Illustrations on page 65)
 - I. A maximum of one (1) building identification sign is permitted per public lobby entrance
 - b. Commercial Directories (Illustrations on page 66)
 - I. A maximum of one (1) directory sign is permitted per public lobby entrance.
 - II. The permitted sign may be located adjacent to the entry doors, between 2'-0" and 8'-0" above the finished floor.
 - c. Major Tenant Signage (atop building)
 - I. A major tenant sign shall be located at the top floor of the building.
 - d. Marquee Signs
 - I. Two (2) marquee signs allowed per theater/conference center.
 - II. A maximum of one (1) marquee sign shall be permitted per building face.
 - III. The permitted sign shall maintain a minimum clearance of at least 10'-0" over a sidewalk.
 - IV. No marquee sign may be closer than 2'-0", measured in horizontal distance, from the curb line of any street.
 - V. The sign shall be located at a public entrance to the building.
 - e. Second Floor Tenant Signage (Illustrations on page 69)
 - I. Commercial Directory Signage
 - i. Second floor tenants are permitted to have identification on the building commercial directories.
 - ii. The permitted identification shall be in conformance with the character of the directory.
 - f. First Floor Tenant Signage (Illustrations on page 70)

(Note: Names, marks, emblems, or logos less than two [2] square feet in area shall not be counted against the allotment of permitted signs)

 - I. First floor tenants are permitted three (3) signs.
 - II. Corner signage which establishes a visual presentation to both streets shall be counted as two (2) signs. Corner signs are only

- available for tenants that are leasing corner spaces.
- III. First floor tenants may select from the following sign types: major tenant signage, typical first floor tenant storefront signage, window signage, awning signage, and blade signage.
 - g. Major Tenant Signage (atop building on 1 and 2 story buildings, or between second floor window heads and third floor window sills, or on top, on taller buildings)
 - h. Typical First Floor Tenant Storefront Signage (above tenant entry doors yet beneath the second floor window sill)
 - I. Typical storefront signage shall be located in the signage panel provided above the first floor window head and below the second floor window sill.
 - i. Window Signage (Illustrations on page 71)
 - I. A window sign is any sign, emblem, or logo which is affixed to the storefront or suspended within 4'-0" of the front plane of the storefront.
 - II. Window signage may be located anywhere within the fenestration opening.
 - j. Awning Signage (Illustrations on page 72)
 - I. Awnings shall not be permitted to cover any portion of upper floor windows.
 - II. The minimum height on an awning sign above the sidewalk shall be 7'-6".
 - k. Blade Signage (Illustrations on page 73)
 - I. The maximum size of any blade signage shall be 10 square feet.
 - II. A blade sign shall be mounted such that the bottom edge of the sign, or supporting element, is no lower than 8'-0", and the top edge of the sign, or supporting element, is no higher than 14'-0" above the finished floor.
 - III. Blade signs shall not project more than 5'-0" from the face of the building.
 - l. Eating/Drinking Establishments Menu Display Signs (Illustrations on page 74)
 - I. A maximum of one (1) menu display sign is permitted per eating/drinking establishment.
 - II. The maximum size of any sign shall be 4 square feet.
 - III. The sign shall be orderly displayed, and compatible with the

overall design of the establishment.

E. Real Estate Signs

1. Undeveloped Sites

- a. One (1) free-standing sign shall be permitted on undeveloped sites.
- b. The permitted sign shall be no more than 64 square feet in area.
- c. The permitted sign shall be no more than 16'-0" in height.
- d. No more than one (1) sign shall be permitted per site.

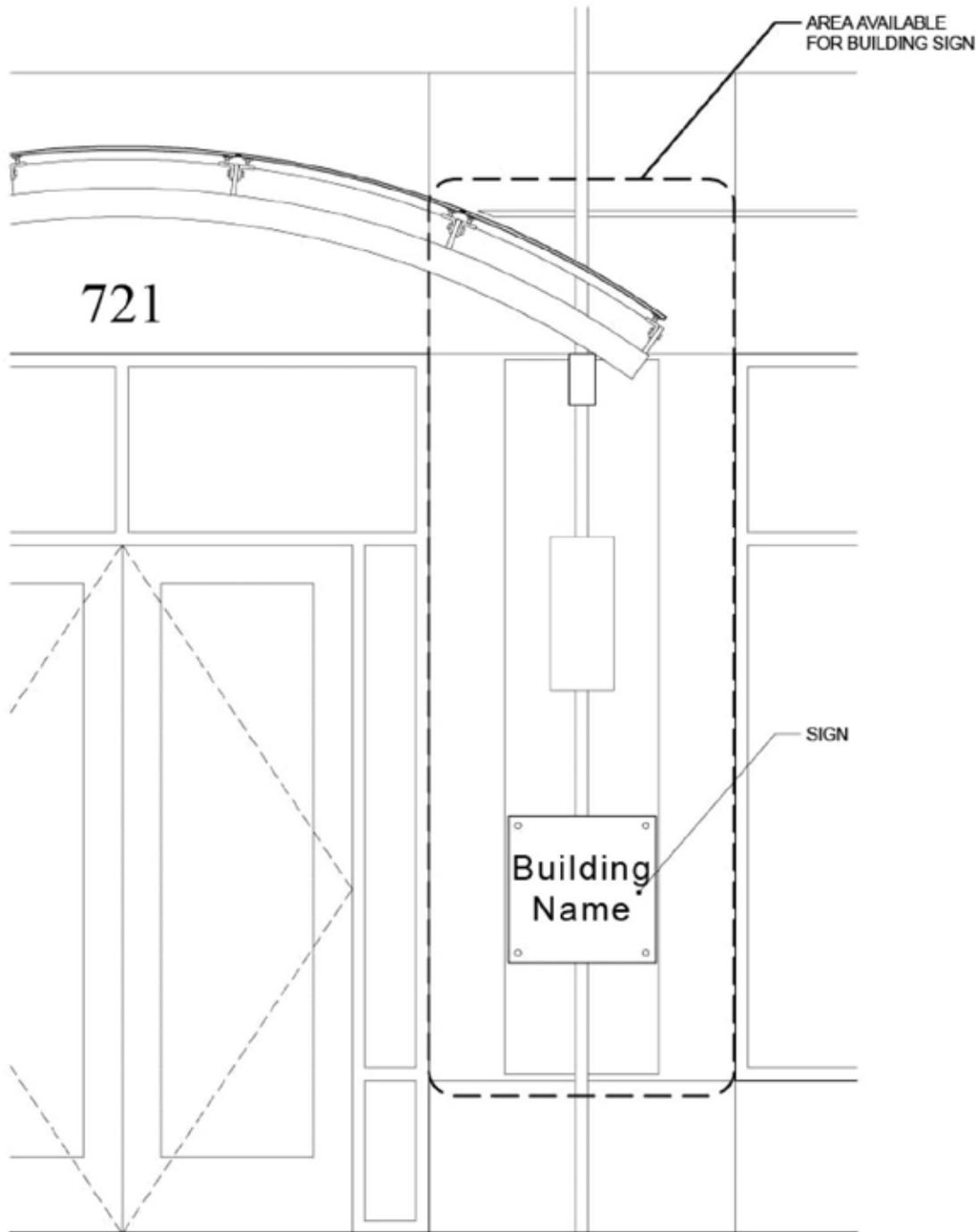
2. Developed Properties

(Note: Real estate signs for individual residential units are not permitted in any location)

- a. Only one (1) sign shall be permitted per lease unit (existing demised area) for commercial and retail property; and one (1) sign per each on-site leasing office for each residential property or complex.
- b. The permitted sign shall be removed immediately upon signing of a lease or purchase agreement for the advertised space or property.

III. SIGNAGE EXHIBITS

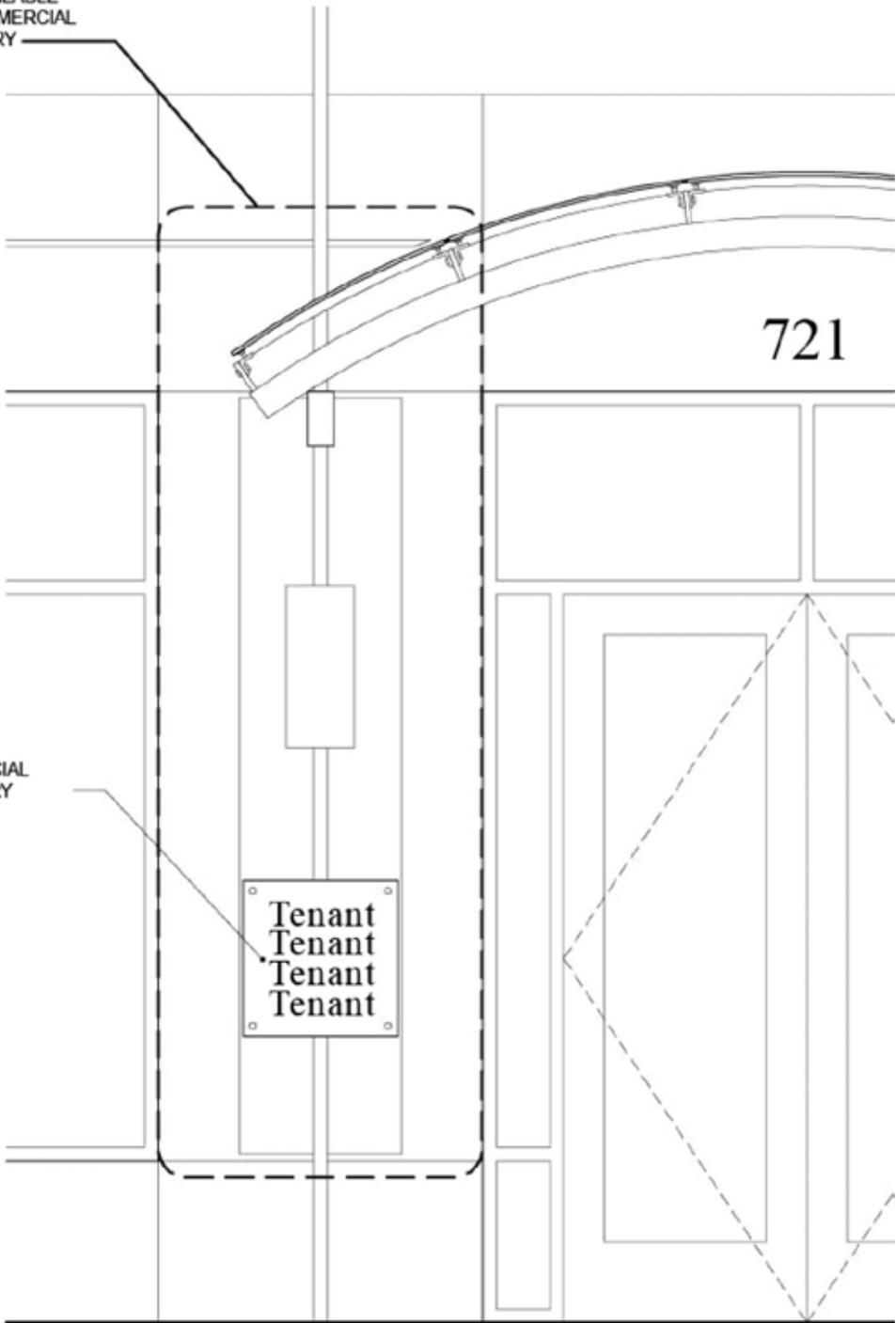
BUILDING IDENTIFICATION SIGN



COMMERCIAL DIRECTORY

AREA AVAILABLE
FOR COMMERCIAL
DIRECTORY

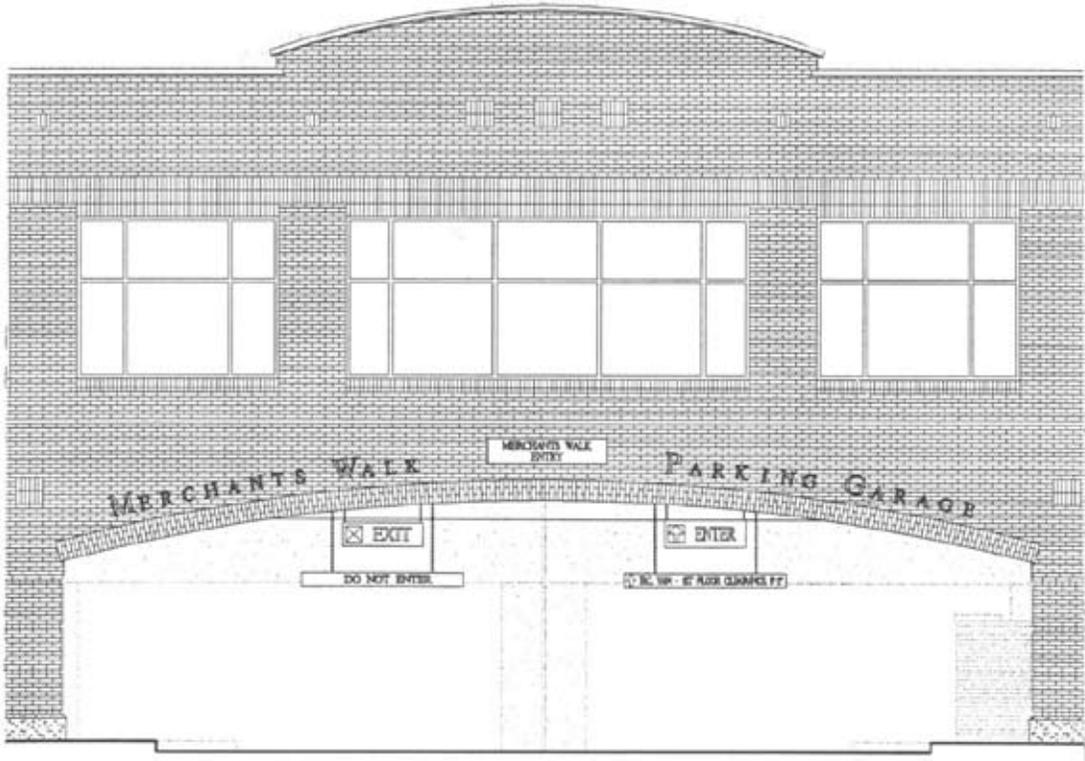
COMMERCIAL
DIRECTORY



MID-RISE BUILDING
MAJOR TENANT SIGNAGE



PARKING STRUCTURE SIGNAGE
MAJOR BUILDING SIGNAGE/BUILDING IDENTIFICATION SIGNAGE



MAJOR TENANT SIGNAGE
SECOND FLOOR TENANT



TYPICAL FIRST FLOOR TENANT STOREFRONT

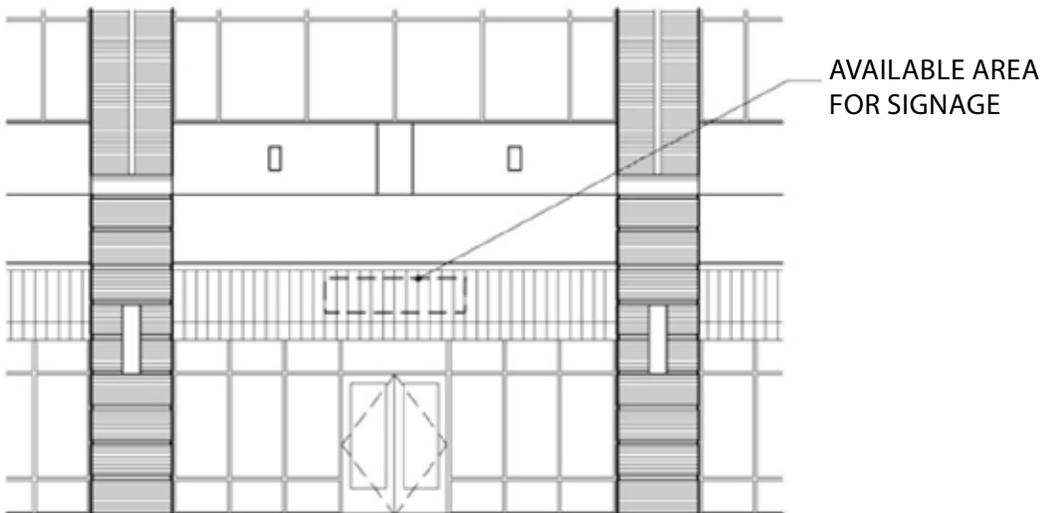


WINDOW SIGNAGE

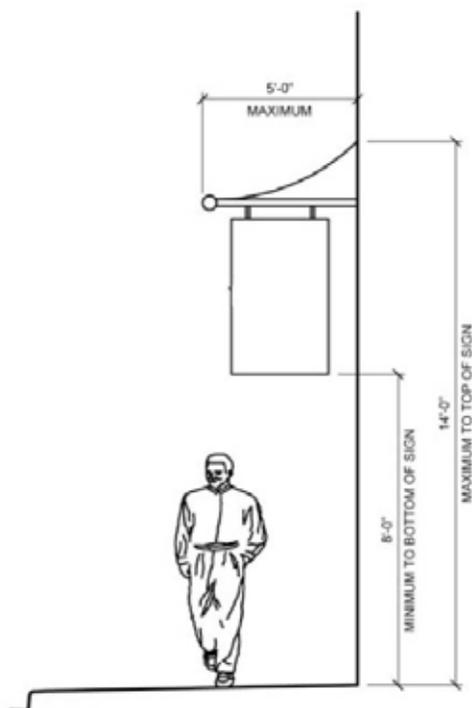


AVAILABLE AREA
FOR SIGNAGE

AWNING SIGNAGE



BLADE SIGNAGE



EATING/DRINKING ESTABLISHMENT
MENU DISPLAY SIGNS





EXHIBIT E

PD-MUB DISTRICT INCENTIVES

July 7, 2010

The PD-MUB District permits a maximum FAR of 0.5, but also includes various incentives that allow increases in the maximum permitted FAR up to 1.0. As depicted on the Concept Plan and committed to in the Proffers, this rezoning satisfies the requirements for most of the incentives. In accordance with Section 4-1359(C) of the Revised 1993 Loudoun County Zoning Ordinance, an increase in FAR for the Property above 0.5 is justified according to the following:

- 1) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if the district size is a minimum of 100 acres.**

The proposed PD-MUB District contains 334 acres, well in excess of the 100-acre minimum; therefore an increase in FAR of 0.1 is justified.

- 2) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if structured parking is provided to satisfy at least 50% of the required parking for the district. An increase of 0.2 FAR above the maximum permitted floor area ratio may be granted if 100% of the off-street parking is provided within structured parking. Such structured parking shall be designed in a manner that is integrated with nearby building architecture to minimize visual impact.**

Parking for Kincora will be phased with the development of the Property. At full build-out, at least 50% of the required parking necessary to support the uses will be provided through a combination of below and above grade parking structures. Above grade parking structures will be designed in a manner that is harmonious with the overall architectural scheme at Kincora (see Proffer V.F.). Therefore, an increase in FAR of 0.1 is justified. This additional intensity will not be available to the Owner until occupancy permits have been issued for parking structures which confirm that 50% of the total required parking will be provided as structured parking. Notwithstanding the foregoing, if a site plan is submitted for a

proposed use that could not be approved unless a density incentive associated with structured parking as set forth in the PD-MUB district regulations is granted, such site plan may be approved if the requisite amount of structured parking to qualify for the needed incentive is shown on and required to be constructed as part of such site plan.

- 3) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least 10% of the dwelling units provided are affordable to households earning up to 100% of the Washington Area Median Income (AMI), are located in vertically mixed buildings, and that covenants are recorded in favor of the County to maintain such affordability for a minimum period of 15 years.**

The Owner is committed to providing 16.25% of the total number of dwelling units constructed within Kincora as affordable to persons earning up to 100% of the AMI. This will be accomplished through the provision of a combination of affordable dwelling units (available to persons earning up to 70% of the AMI) and other unmet housing needs programs (workforce dwelling units) (available to persons earning up to 100% of the AMI). Affordable dwelling units will be provided in accordance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance. The balance of this commitment will be composed of workforce dwelling units. (See Proffers I.D. and I.E.). Therefore, an increase in FAR of 0.1 is justified. This additional intensity will not be available to the Owner until occupancy permits have been issued for such affordable dwelling units and unmet housing needs units which confirm that at least 10% of the total number of dwelling units will be made available to persons earning up to 100% of the AMI.

- 4) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least one of the following uses is provided. In addition, the floor area of such use will be excluded from the FAR calculations:**

- (a) **Hotel, full-service to include a sit-down restaurant, meeting space, and at least two of the following in house services: exercise room, room service, or concierge service.**
- (b) **Adult day care facility.**
- (c) **Theater, indoor, limited to live performances.**

Kincora proposes to include at least one full-service hotel, as well as an indoor theater for the performing arts (see Proffers I.B.2.e. and I.G.). Therefore, an increase in FAR of 0.1 is justified, and the floor area for such uses will be excluded from the FAR calculations for the Property. This additional intensity will not be available to the Owner until an

occupancy permit has been issued for either a full-service hotel or the performing arts center on the Property.

- 5) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if a local shuttle system or other public transportation improvement is provided by the applicant/landowner.**

The Owner proposes to provide a local shuttle service that will provide transportation services for employers within Kincora to destinations in the vicinity, including Dulles Town Center. (See Proffer III.L.). In addition, the Owner has proffered contributions for transit service and bus shelters to be provided along Pacific Boulevard, which will accommodate public bus service for the region once routes are established in the Route 28 corridor. (See Proffers III.I. and III.K.). Therefore, an increase in FAR of 0.1 is justified. This additional intensity will not be available to the Owner until such shuttle service is in operation and serving the Property.

- 6) The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio when at least 2 contiguous lots that existed at the time of adoption of this Ordinance with each having frontage on an arterial road, submit a single zoning map amendment application to a PD-MUB district with the CDP showing no direct access onto an arterial road from any such lot.**

The Property has frontage along an arterial road (Route 28). The rezoning application proposes to remove all existing access points onto Route 28, and will provide access to Route 28 via the Route 28/Nokes Boulevard interchange.

Kincora satisfies all the incentives described above. Therefore, the maximum FAR potential for the PD-MUB District at Kincora should be established at 1.0. Notwithstanding the maximum 1.0 FAR potential of the Kincora PD-MUB District, the Proffers and Concept Plan limit the development allowed on the Property to a maximum FAR of 0.80 with the floodplain excluded (5,240,025 square feet). The Owner shall not be permitted to exceed such maximum density and intensity of use allowed in the Proffers and on the Concept Plan unless a future application for a Zoning Concept Plan Amendment ("ZCPA") to increase those proffered limitations is approved.

EXHIBIT F

BROAD RUN RESTORATION CONCEPT PLAN

June 22, 2009

June 23, 2009

June 25, 2009

July 8, 2009

January 2010

EXHIBIT G

CENTRAL PLAZA AND DESIGN ILLUSTRATIONS

July 7, 2010

7700 Lee Park Blvd., Suite 200
Arlington, Virginia 22202
Tel: 703.241.1100
www.urban.com

Professional Seal
Professional Engineer
No. 07779
Date: 07/27/09

Client
NA Dallas Real Estate
Investor, LLC
10000 Westpark Drive, Suite 400
Dallas, Texas 75240
Tel: 972.382.1100
Fax: 972.382.1101

Project Name
KINCORA
KINCORA
VILLAGE CENTER
Street Blue Election District
Loudoun County, Virginia

Drawn By
TJ

Checked By
ESS

Project No.
08-858

Date
OCT. 2008

Scale
1" = 200'

Sheet Number
25

Sheet Title
OVERALL
TREE CANOPY
PLAN

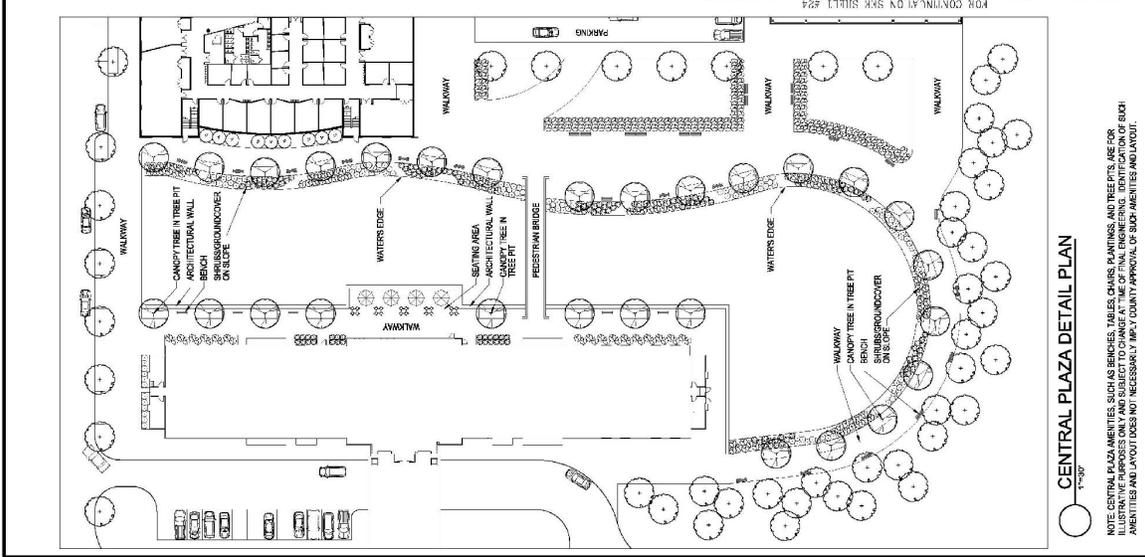
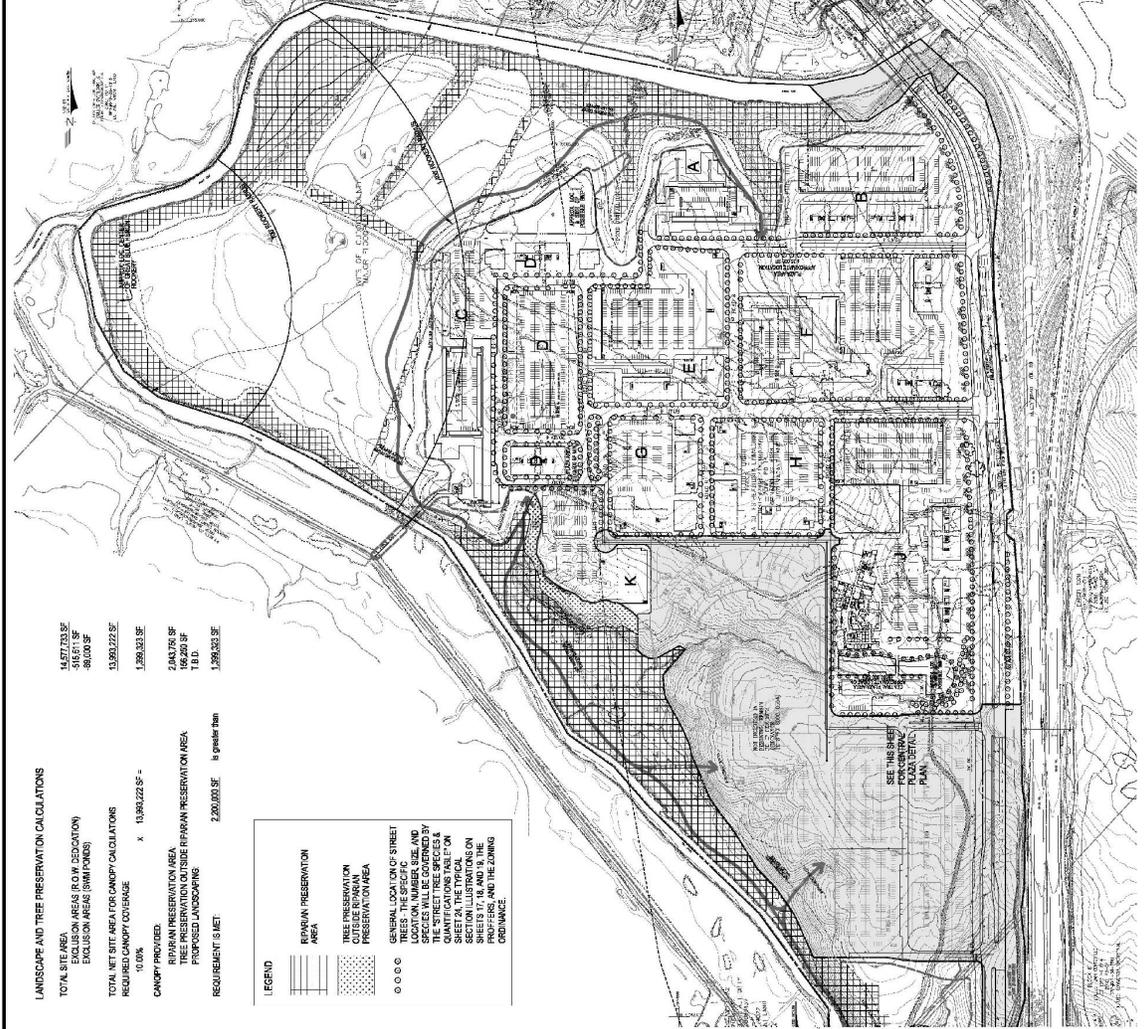


EXHIBIT H

LAND USE LINKAGE TABLE

June 4, 2010

PROFFER EXHIBIT H

USE	PHASE 1	PHASE 2	PHASE 3	TOTAL
Employment/Office (s.f.)	650,000/800,000*	700,000	1,372,200/1,222,200*	2,722,200
<i>Keynote Office</i>	<i>300,000 min.</i>	<i>700,000 min.</i>	<i>900,000 min.</i>	<i>1,900,000 min.</i>
Commercial - Retail/Service (s.f.)	195,000	105,000	93,825	393,825
<i>Employment Supportive Retail</i>	<i>100,000, min.</i>	<i>80,000 min.</i>	<i>20,000 min.</i>	<i>200,000 min.</i>
Commercial - Hotel (s.f.)	150,000	325,000		475,000
TOTAL NON-RESIDENTIAL (s.f.)	995,000/1,145,000*	1,130,000	1,466,025/1,316,025*	3,591,025
Residential Units				
<i>Market Rate</i>	<i>550</i>	<i>75</i>	<i>247</i>	<i>872</i>
<i>Market Rate Units subject to baseball stadium</i>	<i>150</i>	<i>150</i>	<i>--</i>	<i>300</i>
<i>ADUs/Workforce Dwelling Units</i>	<i>96</i>	<i>75</i>	<i>57</i>	<i>228</i>
TOTAL RESIDENTIAL UNITS	646/796*	150/300*	304	1,100/1,400*

* Applicable number if baseball stadium constructed

EXHIBIT I

TRANSPORTATION PHASING TABLE

July 7, 2010

PROFFER EXHIBIT I

TRANSPORTATION PHASING				
	TRANSP. PHASE 1A	TRANSP. PHASE 1B	TRANSP. PHASE 2	TRANSP. PHASE 3
IMPROVEMENT	½ section (2 lanes) of Pacific Blvd from Nokes Blvd/Rt. 28 interchange to entrance to land bay in which use is located	Full section of Pacific Blvd (4 lane divided) from southern property boundary to northernmost land bay site entrance	Full section of Pacific Blvd (4 lane divided) from the northernmost land bay site entrance on-site across Broad Run to Russell Branch Pkwy Final engineered design for Gloucester Pkwy submitted prior to beginning Phase 2 and approvals for permitting diligently pursued and obtained during Phase 2	Full section of Gloucester Pkwy (4 lane divided) from the Nokes Blvd/Rt. 28 interchange across Broad Run to Loudoun County Pkwy
TRIGGER (CONSTRUCT OR BOND FOR CONSTRUCTION)	Prior to 1 st record plat approval or 1 st site plan approval	Prior to zoning permit for the earliest of: <ul style="list-style-type: none"> • 300,001 s.f. non-residential, or • 301 dwelling unit 	Prior to zoning permit for the earliest of: <ul style="list-style-type: none"> • 1,145,001 s.f. non-residential (excluding LB Q), or • 797 dwelling unit 	Prior to zoning permit for 2,400,001 s.f. non-residential
MAXIMUM DEVELOPMENT	<ul style="list-style-type: none"> • 300,00 s.f. non-residential, and • 300 dwelling units 	<ul style="list-style-type: none"> • 1,145,000 s.f. non-residential (excluding LB Q), and • 796 dwelling units 	<ul style="list-style-type: none"> • 2,400,000 s.f. non-residential, and • 1,400 dwelling units 	Full build-out