

**VOLUNTARY CONCESSIONS, COMMUNITY BENEFITS,  
TERMS, AND CONDITIONS**

West Falls Church Economic Development Project (“West Falls”)

Senior Housing Building – Block D-1

Special Exception Entitlement Site Plan (SESP)

TC MIDATLANTIC DEVELOPMENT, INC.

Approved: August 8, 2022

The following Voluntary Concessions, Community Benefits, Terms, and Conditions (“Voluntary Concessions”) are voluntarily proffered by the Owner for the benefit of the community and for the City of Falls Church, Virginia. These Voluntary Concessions are proffered in association with the Senior Housing Building Special Exception Site Plan (“SESP”) Application filed with the City of Falls Church on November 30, 2021 and revised through August 8, 2022, for the development of a Senior Housing Building located on Block D-1 of the West Falls development at 7124 Leesburg Pike in the City of Falls Church (portions of RPC #51 221 007 and 008). The Senior Housing Building subject to this SESP approval is more specifically shown on the attached Exhibit A. As used herein, “Owner” shall refer to the applicant, any contract owner, the property owner, and any successors or assignees.

The Owner agrees that these Voluntary Proffered Concessions will apply to and be binding upon all future owners, and upon all heirs, successors, and assigns of any owner of any portion of the Senior Housing Building, and the Owner further agrees that it will provide a copy of these Voluntary Proffered Conditions to any such future owner, heir, successor, and assign prior to transferring any interest in any part of the Senior Housing Building to any such person, firm, corporation, or other entity.

The Owner acknowledges that this Senior Housing Building Special Exception Site Plan is part of the Special Exception Entitlement (“SEE”) for the Subject Property, having an original approval date of July 8, 2019 and amended on August 9, 2021. The SEE, together with this SESP, has granted additional height and certain bonuses and other benefits in return for its agreements, as set forth in the SEE and these SESP Voluntary Concessions. The City’s approval of the SEE is based upon the final drawings and documentation submitted as part of that SEE application on June 8, 2019 and as amended on August 9, 2021. This SESP approval is based on the SEE approval and final drawings and documents submitted as part of this SESP application. The Owner understands and agrees that the SEE approval governs the general location of the building; the maximum height of the building; the general location, type, and amount of individual uses on the site; the infrastructure and transportation on the site; the public facilities and utilities; and other aspects of the future approvals and development of the Senior Housing Building. The Owner further understands and agrees that this Senior Housing SESP application governs more specific features, design elements, uses, services, or amenities voluntarily offered by the Owner. These features may include but will not be limited to, site design, public improvements, environmentally sustainable

and energy-efficient building design, affordable housing creation, and other contributions as part of the development.

Development on the Senior Housing Building shall be done in a manner that conforms to the general terms of the SEE and Senior Housing SESP approval, as they may be amended through City Council approval from time-to-time. In addition, Owner agrees that Voluntary Concessions approved for SEE shall apply, together with Voluntary Concessions approved as part of this SESP application, and that both will govern the project. In the event of an irreconcilable conflict between the two, Voluntary Concessions approved as part of the SESP shall govern.

**1. Conformance with SEE and SESP Senior Housing Building Applications:**

The Owner agrees to develop the Senior Housing Building in conformance with (a) final drawings and documentation of the SEE application and associated materials approved per Section 48-488(B)(1) and (2) on July 8, 2019, as thereafter amended on August 9, 2021, (b) the SESP plans dated [insert date] as prepared by Perkins Eastman architects and Walter L. Philips civil engineers, (c) the Transportation Demand Management (TDM) Plan dated June 15, 2022, and (d) the 11x17 Supplemental Drawing Package and 24x36 Drawing Package. The City Manager may approve minor deviations from conformance with these documents, as requested by the Owner, provided the deviations do not conflict with what is specifically agreed to in these Voluntary Concessions, are consistent with the purpose and intent of the City Council's approval of the SEE and SESP, and are either (i) necessary to permit reasonable construction of the project, or (ii) as determined by the City Manager, improve the project's overall functioning or benefit to the City. The Owner may appeal an adverse decision by the City Manager to the City Council.

**2. Uses:**

Uses shall be as shown on [Sheet A-D1-400 Architectural Project Data] of the approved SESP for the Senior Housing Building, and as listed in the approved SEE.

**3. Commercial Space:**

**Prohibited Uses:**

The Owner agrees that the commercial uses listed in the SEE Voluntary Concessions shall not be permitted on the Subject Property.

**Design Requirements:**

In addition to the design standards approved as part of the SEE, the Owner agrees that the following design standards shall be met for all retail spaces identified as part of the Senior Housing Building SESP Application:

- Façade and other design enhancements shall be consistent with the approved architectural elevations, Placemaking and Amenity Plan, and Comprehensive Signage Plan and Retail Guidelines.

**4. Affordable Housing Contribution:**

For the Senior Housing Building, in lieu of providing on-site ADUs, Owner and City

Manager have agreed that Owner will provide an annual payment starting in the amount of \$228,412. The first payment shall be due to City upon issuance of first Certificate of Occupancy for the Senior Housing component and then escalate at 3% annually each anniversary thereafter.

**5. Pedestrian-Oriented Design Elements:**

The Owner agrees to provide the pedestrian-oriented design elements for streetscape, accessibility, signage, The Commons, and undergrounding of utilities as described in the approved SEE Voluntary Concessions and applicable SESP plan sheets.

**6. Environmental Improvements:**

The Owner agrees to provide the environmental improvements for green building criteria, future solar panels, stormwater drainage and runoff, and removal of contaminated soil, as described in the approved SEE Voluntary Concessions and applicable SESP plan sheet. Additionally, the Owner agrees to provide the following environmental improvements:

- A. All appliances installed within the Senior Housing Building residential units shall be electric. This requirement shall not apply to appliances installed within retail spaces or to centralized building systems (such as, but not limited to, emergency generators).
- B. The building shall achieve a 20% net energy utilization reduction from the 2010 ASHRAE 90.1 baseline standard.
- C. Owner shall provide, or cause to be provided, a minimum of four (4) electric vehicle charging spaces within the parking spaces required for the Senior Housing Building (as further detailed in Voluntary Concession #9).

**7. Installation of Vegetation:**

The Owner agrees to provide the installation of vegetation, as described in the approved SEE Voluntary Concessions and applicable SESP plan sheets.

**8. Lighting:**

The Owner agrees to provide lighting, as described in the approved SEE Voluntary Concessions and applicable SESP plan sheet.

**9. Parking Garages:**

Owner shall acquire, lease, or otherwise secure access to a minimum of one hundred and twenty-five (125) parking spaces in the adjacent parking garage located on Block D-2. The location of such parking spaces shall be generally consistent with the garage floor plans attached to the Parking Allocation Narrative dated **May 20, 2022**. To the extent the Owner determines that some amount of the currently designed above-grade parking is no longer needed, the Owner can request to amend the SEE and SESP, as appropriate, to seek permission from the City to reduce the amount of required parking for the Senior Housing Building.

**10. Transportation Demand Management (TDM) Plan**

The Owner agrees to implement the TDM Plan submitted with the SESP Application materials. The Owner further agrees that the parking spaces serving the Senior Housing Building will meet all City parking standards in effect at the time of SESP approval, except as otherwise modified by these Voluntary Concessions and the parking minimum and maximums outlined in the SEE application.

**Access to Property for Monitoring of Parking Utilization and Monitoring of TDM and Parking Management Plans:**

The Owner agrees that City of Falls Church staff, upon prior written notice to the Owner's designated representative, shall be allowed to access the parking areas reserved for Senior Housing use in Garage D-2, in order to conduct parking utilization counts and to monitor compliance with the TDM Plan.

**11. Construction Management:**

The Owner agrees that this Senior Housing Building SESP shall include, by way of illustration and not limitation, a commitment to a Construction Management Plan developed in coordination with the City and Falls Church City Public Schools, as agreed to in the SEE approval.

**12. Public Safety:**

The Owner agrees to fulfill the commitments to Public Safety, as agreed to in the approved SEE.

**13. Easements:**

The Owner agrees to provide such Easements to the City, in a form and substance as approved by the City Manager, as are shown on the SEE and/or SESP or otherwise called for in these Voluntary Concessions.

**14. Other Terms and Conditions:**

**Collaboration with FCCPS:**

The Owner acknowledges the importance of the relationship between FCCPS activities and the site activities. The Owner shall designate a member of its property management staff as a liaison to FCCPS for purposes of facilitating open communication. Additionally, the Owner shall encourage its property management team to actively engage with FCCPS staff to develop appropriate multi-generational programming opportunities.

**Owner Acknowledgments:**

The Owner acknowledges, understands and agrees that the Senior Housing Building will be developed in accordance with the applications approved by the City Council for the Senior Housing Building and in full compliance with all applicable laws, codes, ordinances, charters, statutes, rules, regulations, agreements, and commitments. The Owner acknowledges and agrees that the SESP, as granted, runs with the land and is not transferable to other land.

- A. Execution of the Developer's Voluntary Concessions, Community Benefits, Terms and Conditions, dated [insert date] ("Voluntary Concessions"), for the Senior Housing Building Special Exception Site Plan, shall be a condition for the approval of the Special Exception Site Plan, and the City Manager is hereby authorized and directed to execute the Voluntary Concessions, as submitted, on behalf of the City; and
- B. No development shall occur on the site except for that which was approved by this Special Exception Site Plan ("SESP") within the specified portion of the site subject to this SESP. Such SESP shall be consistent with this SEE approval, including without limitation, general locations of the buildings; the height of buildings; the location, type, and amount of individual uses on the site; the infrastructure and transportation on the site; the public facilities; and the utilities, as the same may be amended from time to time; and
- C. Phasing of construction of the development of the site will be in accordance with the SEE approval, approved on July 8, 2019 and as amended on August, 9 2021, and its associated Voluntary Concessions; and
- D. Violation of any of the conditions of this Special Exception Site Plan shall be grounds for revocation of the Special Exception Site Plan approval by City Council.

**Access for Commissioner of Revenue:**

The Owner agrees that the City of Falls Church Commissioner of Revenue (CoR) and/or his designated staff, upon prior written notice to an Owner designated representative, shall have access to the parking areas serving the Senior Housing Building located within the adjacent Block D-2 parking garage at all times for inspection of window stickers related to personal property taxes for vehicles. The CoR and staff will be provided all credentials necessary to have access to such areas of the Block D-2 parking garage at all times. In the event the access credentials are changed or updated, the CoR will be provided notice and updated access credentials within thirty (30) calendar days.

**Terms and Conditions Incorporated in Resolution:**

The Owner voluntarily submits the foregoing concessions, terms, and conditions to the City Council to be incorporated by reference into the Resolution for the Special Exception, should City Council grant the applications for Special Exception with the conditions set forth in this submission.

**TC MIDATLANTIC DEVELOPMENT V, LLC**

By: \_\_\_\_\_(SEAL)  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**EXHIBIT A**

Final Preliminary Plat with Block D-1 Identified

(See Attached)