County of Fairfax, Virginia
Planning Commission Meeting
September 17, 2025
Planning Commission Action

PCA-86-C-119-09/PRCA-86-C-119-03/ DPA-86-C-119-05 (RZPA-2024-HM-00019) – BOSTON PROPERTIES LIMITED PARTNERSHIP
(Hunter Mill District)

PLANNING COMMISSION RECOMMENDATIONS:
On September 17, 2025, the Planning Commission voted 11-0 (Commissioner Clarke was absent from the meeting) to recommend to the Board of Supervisors approval of the following actions:

- PCA-86-C-119-09, DPA-86-C-119-05, and PRCA-86-C-119-03, subject to the execution of proffers consistent with those dated September 15, 2025; and

- Modification of Zoning Ordinance subsection 5100.2.D(4)(c) for the sight distance requirements on a corner lot as shown on the DPA/PRCA for Block J.

ATTACHED DOCUMENTS:
Proffers dated September 15, 2025

CD

MEMORANDUM

September 16, 2025

TO: Fairfax County Planning Commission

FROM: Katie Quinn, Zoning Evaluation Division, DPD

SUBJECT: Revised Proffers Dated September 15, 2025
DPA-86-C-119-05, PCA-86-C-119-09, and
PRCA-86-C-119-03 (RZPA-2024-HM-00019)
Boston Properties Limited Partnership (RTC Next)

PC HEARING: September 17, 2025

Attached are revised proffers dated September 15, 2025. A summary of proffer revisions follows.

- **Revised Proffer 29Ei (*Sunset Hills Road Improvements*)**
  Prior to the issuance of the first Non-RUP for each new Building on Blocks G1 and J, respectively, and the construction of East Park, the Applicant will construct the ~~appropriate portions of~~portion of the proposed improvements to Sunset Hills Road corresponding with each Building's frontage on Sunset Hills Road as shown on in Sections 3 and 4 on Sheet C12A and on Sheet A0.60 of the DPA/PRC Plan, which include three (3) through westbound travel lanes and associated landscape amenity panel, shared use path and building zone, from Town Center Parkway to Reston Parkway (collectively, the "Phase II Sunset Hills Road Improvements"), subject to approval from Fairfax County and VDOT. The Applicant will continue to coordinate with FCDOT and VDOT to revise the VDOT B(2) standards to ~~allow for this streetscape~~permit the Applicant to construct the Phase II Sunset Hills Road Improvements as shown on the DPA/PRC Plan. Notwithstanding the foregoing sentences, in the event FCDOT and/or VDOT do not approve or permit construction of the Phase II Sunset Hills Road Improvements as shown on the DPA/PRC Plan, the Applicant may adjust the design of such improvements to accommodate the VDOT B(2) standards existing as of the date this Application is approved or any modifications thereto agreed to by the Applicant and as required by FCDOT and/or VDOT, such as the continuation of the existing on-road bike lane in lieu of the shared use path and the retention/establishment of dedicated right turn lanes from Sunset Hills Road onto northbound Town Center Parkway and/or Agility Street.

  Staff Analysis: Staff support the revision because it better solidifies the streetscape improvements shown on the DPA/PRCA and the alternative option if VDOT does not approve modifications to current B2 streetscape standards.

PLANNING & DEVELOPMENT

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- **Revised Proffer 29Eii (*Elevated Pedestrian Crossing to Sunset Hills Road*)**
  ~~*Subject to*~~*Concurrent with site plan approval for Building G1, the Aplicant will design and pursue approvals from Fairfax County, WMATA, VDOT, etc.,* ~~*and if it is deemed to be eligible for road fund credits against the Applicant's Reston Road Fund Contribution (as defined below), the Applicant may construct*~~*of an elevated pedestrian connection from the elevated Reston Town Center Metrorail Station platform across Sunset Hills Road to connect with Block H (the "Elevated Pedestrian Connection"). Subject to securing all necessary approvals and acquiring all necessary rights-of-way and easements from all approving parties, the Applicant will construct the Elevated Pedestrian Connection prior to the issuance of the first Non-RUP for Building G1 except as may be permitted pursuant to Proffer 47 below. Following its completion of the Elevated Pedestrian Connection, the Applicant will be entitled to a credit(s) against the Applicant's required Reston Road Fund Contribution (as defined below) for its hard and soft costs incurred to design and construct the Elevated Pedestrian Connection and the costs of any underlying land acquisition, if any.*

  Staff Analysis: Staff support this revision because the applicant has been working with the Hunter Mill Supervisor's office on road fund credit edibility for the pedestrian bridge. The proffer revisions would make the pedestrian bridge eligible for road fund credits and would require the applicant to construct the bridge (instead of being optional). The proffer also specifies a trigger for construction (prior to the first Non-RUP issuance for Building G1). Because of the bridge's importance to pedestrian connectivity and placemaking, staff would have also preferred bridge construction to be required prior to the first RUP/non-RUP for the third building constructed onsite (in case Building G1 is constructed last).

- **Revised Proffer 29Fii (Construction of Onsite Portions of Library Street Extended)**
  Construction of Onsite Portions of Library Street Extended. Concurrent with its development of Blocks J and F, respectively, the Applicant will construct the onsite portions of Library Street Extended to which such improvement abuts, as shown on Sheet A0.60, provided that the Applicant may, in its sole discretion, expedite and construct the entire length of the onsite portion of Library Street Extended in advance of development of the other Block so as to provide access to the existing office Buildings on Blocks K and L. Under either option, the Applicant may defer installation of the ultimate streetscape elements along the portion(s) of any Block fronting Library Street Extended until both the onsite and offsite portions of Library Street Extended are completed and opened to traffic. To the extent the Applicant constructs Library Street Extended across both Blocks J and F concurrently, ~~*if it is deemed to be eligible for road fund credits the Applicant may*~~*will be entitled to receive credit(s) against its expected Reston Road Fund Contribution (as defined below) for all costs incurred to complete the onsite portions of Library Street Extended consistent with the letter from FCDOT Director Tom Biesiadny dated August 9, 2018.*

Staff Analysis: Staff support this revision because it clarifies that the applicant is eligible to use road fund credits for onsite construction of the Library Street extension.

- **Revised Proffer 29Fiii (Construction of Offsite Portions of Library Street Extended)**
Subject to (a) receipt of all necessary approvals from the Approving Authorities, and (b) the acquisition of all necessary rights-of-way and easements to permit construction of the improvements, ~~and (c) and if it is deemed to be eligible for road fund credits, the Applicant may receive credit against its expected Reston Road Fund Contribution (as defined below) for all costs incurred per the letter from FCDOT Director Tom Biesiadny dated August 9, 2018,~~ the Applicant will construct the offsite portion of Library Street Extended prior to the issuance of the first RUP or Non-RUP for the later to develop of Blocks J, F1 or F2. The Applicant will be entitled to receive credit against its expected Reston Road Fund Contribution (as defined below) for all costs incurred per the letter from FCDOT Director Tom Biesiadny dated August 9, 2018,

Staff Analysis: Staff support this revision because it clarifies that the applicant is eligible to use road fund credits for offsite construction of the Library Street extension.

- **Revised Proffer 30 (*Reston Road Fund Contribution*)**
The Applicant will contribute to the County's Reston Road Fund as set forth in the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, and as amended, for each residential unit and each square foot of new non-residential square footage actually constructed on the Property (exclusive of Buildings that are to remain) (the "Reston Road Fund Contribution"). Such contribution will be payable on a Building-by-Building basis on or before the issuance of the initial non-RUP or RUP for such Building. ~~Except as set forth above, and in~~In accordance with the Reston Transportation Funding Plan, the Applicant may be entitled to a credit against its Reston Road Fund Contribution for the pursuit, design, construction and land acquisition costs, if any, related to completion of any ~~offsite improvement, or such other improvements as FCDOT may agree.~~improvements deemed eligible for such credits as determined by FCDOT or the Board of Supervisors, provided that the total amount of such credit(s) due to the Applicant must not exceed the sum total of payments to the Reston Road Fund that the Applicant otherwise would have been obligated to make for the number of dwelling units and/or nonresidential square footage actually constructed on the Property following the date this Application is approved by the Board of Supervisors.

Staff Analysis: Staff supports the revision because it stipulates that the amount of road fund credit given to the applicant cannot exceed the sum of road fund credits that the applicant would have to pay into for the Phase II development. This modification was made in coordination with the Hunter Mill Supervisor's office regarding conditions of road fund credit edibility.

- **Revised Proffer 31 (*Bicycle Parking*)**
  ~~*As part of the site plan approval for each new Building within the Proposed Development, the*~~*The Applicant will provide bicycle parking in accordance with Zoning Ordinance Section 6102 and designate* ~~*on that site plan*~~ *secure bicycle storage locations convenient to the tenants, residents and visitors to such Building. Short-term bicycle parking will be publicly accessible and may be located anywhere within the Property. Long-term bicycle parking may be private and will be in a secure location such as a bicycle room, parking structure, cage, locker, or other secure parking option approved by the FCDOT. The Applicant also will provide signage within the Property to guide bicyclists to the secure bicycle storage facilities.*

  ….

  A. Consultation with FCDOT

  …

  ii. Interior Bicycle Storage & Racks: The Applicant will determine the final locations of the secure bicycle storage, short-term bicycle racks, the type of bicycle racks, and bicycle signage, located interior to each Building in the Proposed Development in consultation with the FCDOT Bicycle Coordinator in conjunction with the review of the building permit for each Building within the Proposed Development. To the extent such information is then-available, the Applicant will provide this information ~~*concurrent*~~ *as part of site plan approval for each Building within the Proposed Development.*

  Staff Analysis: Staff is not opposed to simplified language revision.

- **Revised Proffer 33 (*Block J Controlled Access*)**
  ~~*The Applicant will.*~~ *Prior to the issuance of the first Non-RUP for Block J, the Applicant will install signage indicating that "No Left Turn" from Agility Street is permitted into the loading dock serving the Building to be constructed on Block J. The Applicant also will employ or cause its property management company to employ a staff member or "dockmaster" tasked with (among other duties) enforcing the turning restrictions whenever the loading dock* ~~*traffic control and/or a dockmaster to oversee management of*~~*is in use and to otherwise manage loading operations for Block J.* ~~*The dockmaster will be responsible for a) prohibiting left turns into the loading entrance for Block J and b) will provide loading dock traffic control at this location to ensure sufficient circulation for northbound traffic in order to prevent the spillback of traffic onto Sunset Hills Road.*~~ *This proffer will be deemed to be satisfied once the Applicant* ~~*notifies in writing*~~*provides written notification to the Zoning Administrator, no later than bond release for Block J,* ~~*that a staff member will provide loading dock traffic control or serve as*~~*of the designation of the dockmaster* ~~*and will be on duty as determined by the Applicant's professional discretion*~~*.*

Staff Analysis: Staff supports this revision because "No Left Turn" signage was requested by staff to reduce vehicular circulation impacts of the Block J loading entrance and because the revisions simplify proffer language regarding a dockmaster.

- **Revised Proffer 39 (*Parks and Open Space*)**
  Parks and Open Spaces. In accordance with the phasing plan set forth on Sheet A0.60 of the DPA/PRC Plan and as further described in these Proffers, the Applicant will construct publicly-accessible, at-grade, open space areas in conformance with the concepts, locations and minimum acreages depicted on Sheet L0.01 of the DPA/PRC Plan, provided that such areas and the elements described below may be adjusted, modified, reconfigured or replaced at the time of site plan to allow for final engineering and design considerations, as determined by the Zoning Administrator in consultation with the Fairfax County Park Authority ("FCPA"). As used in this proffer, the term "construct" means an improvement is substantially complete and open to use by the public but trees and/or landscaping may not yet be fully installed due to seasonal planting schedules intended to maximize survivability of such plantings. While public access easements will be granted for these areas, the Applicant will retain them in private ownership and reserves the right to reasonably restrict access for limited times and special events, security, maintenance and repairs and/or safety purposes. The Proposed Development includes the following distinct urban park spaces:

  Staff Analysis: Staff support this revision because it permits FCPA to review park design at site plan, when they otherwise may not be included, but would have preferred for the text "*in consultation with*" to be replaced with "*subject to approval of*."

- **Revised Proffer 39Av (*Metro Park*)**
  Prior to issuance of the first initial Non-RUP for Block G1/G2, whichever is first, the Applicant will provide an approximately ~~0.57~~0.62-acre publicly-accessible park in between Blocks A and G consisting of features such as a lawn area, sitting grove, and event space that are integrated with the future metro pavilion similar to that shown on Sheet A4.10 as "Metro Pavillion," all as shown conceptually on Sheet L3.03 of the DPA/PRC Plan. This park space is acknowledged to be within an area including sound levels exceeding DNL 65dBA.

  Staff Analysis: Staff support this correction because it clarifies how much park space is to be provided by matching the park acreage in the proffer to that shown on the DPA/PRCA.

- **Revised Proffer 42F and G (*Performing Arts Center*)**
  ~~*F. In the event the Board of Supervisors elects not to construct and operate the Arts Center (by providing written notice of the same from the County Executive), the right of the Applicant or its designee to either (i) convert at its expense Block G2 into a permanent publicly-accessible park and thereafter maintain such park consistent with the standards for private parks within the Proposed Development, or (ii) repurchase Block*~~

~~*G2 from the Board of Supervisors at fair market value and pursue development of Block G2 subject to approval of a future amendment of this Application; and*~~

~~*G*~~*F. The Applicant may, subject to the consent of the Board of Supervisors as to design and extent, and at the Applicant's cost, use Block G2 for construction staging and/or make interim physical improvements to Block G2, generally as shown on Sheet L3.08 of the DPA/PRC Plan, including but not limited to the construction of a publicly accessible park (the "Block G2 Park"), in coordination with the office of the Hunter Mill District supervisor and as approved by FCPA, prior to construction commencing for ~~either (i)~~ the Arts Center ~~or (ii) the County's park~~. The Applicant will be responsible for obtaining all site plan and/or building plan approvals (but no further PRC Plan approval(s)) necessary to construct ~~such interim improvements~~the Block G2 Park and will be responsible for maintaining the ~~County's park~~Block G2 Park until construction commences for the Arts Center. ~~The Applicant will maintain the County's Park. The Applicant will provide notice to the Supervisor's office prior to applying for the applicable site plan approval necessary to construct the County's park.;~~ and*

G. In the event the Board of Supervisors elects not to construct and operate the Arts Center (by providing written notice of the same from the County Executive), the right of the Applicant or its designee to repurchase Block G2 from the Board of Supervisors at fair market value and pursue development of Block G2 subject to approval of a future amendment of this Application.

Staff Analysis: Staff support this revision because it clarifies the applicant's responsibility to construct and maintain the interim park space on Block G2 prior to the County's construction of the performing arts center.

Staff also support the revision that renumbered Proffer 42F to Proffer 42G and simplified the proffer text that gives the applicant the right to repurchase Block G2 from the Board of Supervisors if the Board decides not to construct the performing arts center.

Conclusion

Staff continue to recommend approval of subject applications.

Attachments

1. Draft Proffered Conditions (Redlined)
2. Draft Proffered Conditions (Clean)

RTC NEXT
PHASE II PROFFER STATEMENT
PCA 86-C-119-09/DPA 86-C-119-05

~~August 26~~September 15, 2025

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RTC NEXT
PHASE II PROFFER STATEMENT
PCA 86-C-119-09/DPA 86-C-119-05

~~August 26~~September 12, 2025

Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) and Sect. 8100.2 of the Fairfax County Zoning Ordinance (2023, as amended) (the "Zoning Ordinance"), Reston Corporate Center Limited Partnership, owner of 17-3 ((22)) 0003 ("RCC LP"); Reston Gateway Condo D1, LLC, owner of 17-3 ((22)) 10001 ("Reston Gateway Condo"); Reston Town Center Office Park Phase One Limited Partnership, owner of parcel 17-3 ((01)) 0029A ("RTC Office Park Phase I"); and Discovery Square, LLC, owner of 17-3 ((01)) 0005 and 17-3 ((01)) 0005 H1 ("Discovery") (collectively, RCC LP, Reston Gateway Condo, RTC Office Park Phase I and Discovery are the "Applicant"), for themselves and their successors and assigns, proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Map as a portion of 17-3 ((22)) 0003; a portion of 17-3 ((22)) 01-0001; 17-3 ((01)) 0029A; and a portion of 17-3 ((1)) 5 and 5H1 (collectively the "Property") will be in accordance with the following conditions ("Proffers"), which will replace and supersede any and all existing proffered conditions and/or development conditions applicable to the Property if, and only if, PCA 86-C-119-09/DPA 86-C-119-05 (collectively, the "Application") is granted. In the event the Application is denied, these Proffers will immediately be null and void, and any and all existing proffered conditions and/or development conditions applicable to the Property will remain in full force and effect.

GENERAL

1. Substantial Conformance. The Property will be developed in substantial conformance with the Development Plan Amendment/Proffered Condition Amendment/PRC Plan (collectively, the "DPA/PRC Plan") dated June 21, 2024, as revised through July 14, 2025, prepared by Urban, Ltd. and consisting of 95 sheets.2. Development Plan and PRC Plan Elements. Notwithstanding that the (a) development plan for the Property, and (b) PRC Plan for the development of Phase II (consisting of Sheets C9 through C10 and defined as the "PRC Plan") are presented in the same plan set and collectively defined as the DPA/PRC Plan in Proffer 1, for purposes of these Proffers there is a distinction between those elements that constitute (i) the development plan for the Property and (ii) the PRC Plan elements for the Phase II redevelopment. The proffered elements of the development plan are limited to the maximum square footage of permitted development on the Property, the general location of buildings and open spaces as shown on Sheets C7 and C8, the maximum building heights for each Block (as defined below), the principal points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property as shown on Sheets C7 and C8 (collectively, the "DPA Elements"). Except as set forth in these Proffers, all other elements of the DPA/PRC Plan may be amended or adjusted as part of a future PRC Plan or PRC Plan amendment, provided such PRC Plan or PRC Plan amendment is in substantial conformance with these Proffers. Subject to the limitations set forth below, the square footage within each Block (as defined below) may be adjusted up or down so long as the maximum square footage for the Property is not exceeded and the minimum overall open space on the Property is not reduced.3. Minor Modifications and Minor Variations. The Applicant may make minor modifications and/or minor variations to the DPA/PRC Plan and/or Proffers pursuant to Section 8100.5 of the Zoning Ordinance as part of final site design or engineering. Modifications to the Build-to-Lines shown on Sheet C-7 of the DPA/PRC Plan to reflect final building architecture and internal building layouts are permitted as part of final engineering and design provided they do not materially reduce the sidewalk and/or building zone dimensions of any Building (as defined below) that are shown on an approved site plan.4. Future Applications. Any portion of the Property, including but not limited to, any Block or Phase (as defined below), may be the subject

of a revised DPA, PRC Plan, Proffered Condition Amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP") or other zoning action without the joinder and/or consent of the owner(s) of the other Blocks, or Phases provided that such application complies with Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application will remain in full force and effect.5. Declarations and Owners' Associations.

A. Umbrella Owners' Association. At any time, the Applicant may record a new or supplemental declaration and/or establish an umbrella owners' association (the "UOA") for the Property to address the general maintenance and other obligations (including stormwater management and transportation demand management) of the owner(s) (and their successors and assigns), including the fulfillment of these Proffers. If recorded or established, the declaration and/or UOA documents will separately identify those maintenance or proffer obligations that will or are expected to fall principally on owners or residents of any owner-occupied Residential Building (as defined below) and such obligations will be disclosed to the owners/residents in accordance with the terms of this proffer.B. Homeowner and Condominium Owners' Association. In the event any of the units in the Residential Buildings (as defined below) are held for sale, the Applicant will cause either a homeowners association and/or a condominium owners association ("HOA/COA") to be formed for such Residential Building(s). If a declaration is recorded and/or a UOA is established for the Property, the HOA/COA will be a member of the declaration and/or UOA.C. Commercial Association(s). The Applicant may cause a new or supplemental commercial association ("CA") to be formed for the existing and/or new non-residential Buildings (as defined below) or uses located on the Property. In the event individual units in the Residential Buildings (as defined below) are leased as rental units and not for sale, the Applicant may include such Building (as defined below) in the CA. If a new or supplemental declaration is recorded and/or a UOA is established for the Property, each CA will be a member of the declaration and/or UOA, as applicable.D. Disclosures. The declaration establishing any HOA/COA/CA on the Property (including budgets provided in any offering or sale materials) will specify the proffer and maintenance conditions and obligations set forth in these Proffers. Purchasers of individual residential units will be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.E. Additional Associations. In addition to the UOA/HOA/COA/CAs described above, the Applicant may join any existing associations, record any additional declarations, and/or establish any additional associations, such as, but not limited to, a master condominium owners association and/or condominium owners associations for any of the individual uses within the Proposed Development (as defined herein), as may be deemed necessary by the Applicant.

PROPOSED DEVELOPMENT

6. Proposed Development. As more particularly set forth below and as shown on the DPA/PRC Plan, the Applicant has divided the new development proposed for the Property into six (6) separate development "blocks," which are identified on the DPA/PRC Plan as Blocks E, F1/F2, G1, G2, H and J, while the existing offices that are to remain are identified as Block K and L (each a "Block," with Block "I" intentionally omitted to avoid confusion) (collectively, the "Proposed Development," "Phase II", the "Project" or "RTC Next"). Blocks A, B, C, and D, the majority of which are offsite of the application Property, will continue to develop in accordance with the DPA/PRC Plan and proffers approved for Reston Gateway with PCA 86-C-119-07/DPA 86-C-119-03 and PCA 86-C-121-08/DPA 86-C-121-05 ("Phase I"). Development of each Block within the Proposed Development and/or the buildings and parking structures within the Blocks (each a

"Building," or "Parking Structure," as applicable) may proceed in any order, provided that all proffers that apply to any such Block, Building and/or Parking Structure are addressed with the development of that Block, Building and/or Parking Structure unless otherwise specified by these Proffers or modified by the Zoning Administrator. The Applicant reserves the right to transfer within and between the Phase I and Phase II developments (i) square footage of the same use from one Block to another Block of the same use, and (ii) unbuilt square footage of the same use between Phase II and Phase I, so long as any such adjustment maintains an urban form of development on Blocks E, F1/F2, G1, G2, H and J (as reflected on the DPA/PRC Plan and generally defined as multiple story buildings with both Ground Floor Uses (as defined below) and additional uses located above), does not exceed the maximum building height(s) for such Block or the following maximum square footages of individual uses:

Office Uses: 2,437,000 GSF (inclusive of existing offices on Blocks K and L that are to remain)
Residential Uses: 1,735,000 GSF
Hotel Uses: 208,000 GSF
Ground Floor Uses (as defined below): 154,600 GSF

A. Phase II. Subject to the reservations set forth in these Proffers, the Applicant anticipates development of Blocks E, F1/F2, G1, G2, H and J will consist of the following mix of uses, subject to final engineering and design and market conditions:

	Ground Floor	**Office**	**Hotel**	**Residential**	**Total**
Park	2,500 SF				
E	8,300 SF			400,000 SF	
F1/F2	5,600 SF			793,000 SF	
G1	4,000 SF	525,000 SF			
G2	60,000 SF				
H	2,500 SF				
J	4,000 SF	405,000 SF			
SUBTOTAL	**86,900 SF**	**930,000 SF**		**1,193,000 SF**	**2,209,900 SF**

7. Mix of Uses. The Proposed Development will consist of a mix of uses and may include any use permitted by right or by special exception or special permit (without the need to obtain separate approval of the same) in the PRC Town Center Zoning District under Section 4101.4 of the Zoning Ordinance except for the following uses, which are prohibited within the Proposed Development unless otherwise approved as part of a separate special exception or special permit application: golf courses; country clubs; helipads/heliports; marinas, docks and boating facilities, commercial; stand-alone car washes, stand-alone drive-through uses (financial institutions, restaurants or pharmacies); service stations and service stations with mini-marts; vehicle light service establishments; and funeral homes.

A. Ground Floor Uses. For purposes of these Proffers, "Ground Floor Use" means any separately-permitted use that generally is located on the first and second floors of any Building and may be accessed directly from the street, including, but not limited to, business service and supply service establishments, restaurants, financial institutions, bank teller machines, commercial recreation restaurants, dwellings, child care facilities, garment cleaning establishments, offices, private schools of general education, private schools of special education, personal service establishments, health clubs, public uses, repair service establishments, retail sales establishments and theaters.

B. Short-Term Hotels. Any Building developed as a for-rent multi-family Residential Building may, during the initial two-year lease-up period following completion of the Residential Building, be occupied as a short-term hotel use, provided that not more than fifty percent (50%) of the units of such building are used as a hotel and the building otherwise complies with required elements of the Virginia Uniform Statewide Building Code. In order to assist the County in its research regarding short-term hotels, each year for the initial two-year lease up period, the Applicant will provide data to the Department of Planning and Development ("DPD") regarding the rate of lease-up of any multi-family Residential Building that includes short-term hotel uses, including the number of units dedicated to such short-term hotels during such period and the average length of stay.

ARCHITECTURAL DESIGN

8. Architectural Design and Building Materials. The architectural design of the Proposed Development will be in substantial conformance with the architectural site sections shown on the DPA/PRC Plan. The character and quality of the architectural design for Phase II will be in substantial conformance with the building elevations and perspectives shown on the PRC Plan within the DPA/PRC Plan. Exterior building materials for the Proposed Development may, but will not be required to, include and will not be limited to brick, masonry/stone, aluminum, steel, glass, cementitious paneling and siding, stucco, composite insulated panels, and aluminum/vinyl windows, provided that final architectural details, roofs, and accents may include other materials as approved by the DRB (as defined below). Bay windows, balconies, awnings, and other permanent architectural features may be provided along the façade of any Building and may extend beyond the Build-to-Lines, but not the right-of-way, shown on the DPA/PRC Plan, provided that any such features are constructed no less than ten feet (10') above the ground below and do not interfere with proposed tree canopy. The Applicant reserves the right as part of final engineering and design to adjust the average grade and finished floor elevation of each Building without requiring approval of a DPA, PCA, or PRC Plan amendment.

Prior to or concurrent with submission of site plans and/or building permit plans for each Building, as applicable, the Applicant will submit copies of the proposed building architecture, including the materials or features intended to activate the Ground Floor Uses and/or streetscape for each Building, to the Zoning Administrator for review and comment. Notwithstanding anything to the contrary contained in this Proffer 8, final building architecture and design for the Proposed Development is subject to review and approval by the Reston Town Center Association Design Review Board ("DRB"), and the Applicant may develop the Proposed Development in accordance with approvals granted by the DRB without the need to secure a DPA, PCA, or PRC Plan amendment, or a determination by the Zoning Administrator, provided such designs otherwise are in substantial conformance with the DPA/PRC Plan and these Proffers.

9. Building Heights. The building heights for the Proposed Development will not exceed the maximum building heights shown on the DPA/PRC Plan. Building heights will be measured in accordance with the provisions of the Zoning Ordinance and will be exclusive of those structures that are excluded from the maximum building height regulations as set forth in Section 5100.2.C of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing will preclude the Applicant from constructing a Building to a lesser building height than the maximum building height indicated on the DPA/PRC Plan without requiring a future DPA or PRC Plan amendment, provided that the Building otherwise maintains the urban, mixed-use form of development envisioned by the Comprehensive Plan, the DPA/PRC Plan and these Proffers.

10. Activated Streetscapes. The Applicant will provide activated streetscapes throughout the Property through incorporation of architectural elements, screening and active uses that may include, but are not limited to, Ground Floor Uses, urban parks, plazas, residential units with direct street access and/or activated lobbies and amenity spaces as generally shown on the DPA/PRC Plan and subsequent site plans and building plan/permit applications, as applicable. In addition, the tenants of Ground Floor Uses will create an external streetscape presence by providing architectural techniques such as transparent exterior storefront facades, landscaping, seating areas, canopy and awning shade elements, and/or other techniques that create building facades that provide interest to pedestrians and vehicles. Placemaking elements, including elements similar to those shown in Sheet L7.00, contributing to an urban environment consistent with the precedent images as shown on A4.00, will be incorporated along building facades to provide interest to pedestrians and vehicles. As set forth in Proffer 8 above, applicable details concerning the proposed streetscape activation will be shown on the materials presented to the Zoning Administrator in connection with site plans and/or building permit approvals for each Building.

11. Parking Structure Facades. The Applicant will treat and/or screen any exposed, above-grade parking structure that fronts onto a roadway and be designed to engage pedestrian interest at the ground level, by providing elements at key locations including, but not limited to, public art, sculptural elements, landscaping features, ventilated openings, metal or fabric panels, and/or other materials generally as shown on Sheet A4.00 of the DPA/PRC Plan, which delineates a range of screening objectives and options based on the location of each garage, its visibility by the public and the expected location of Ground Floor Uses. Architectural treatment and/or screening details for each such parking structure will be provided to the Supervisor's office and the UCS Section of DPD as part of the building plan review process with the County.

    A. In the event the Applicant constructs an above-grade parking structure in phases, such that the internal portion of the garage is exposed and visible on a temporary basis until the second phase of the garage is completed (e.g., the garage serving Blocks F1/F2), the Applicant will apply a screening system (which may be removable) to the portion of the structure that is exposed at phase lines to partially obscure the exposed structure until the next phase is constructed. The screening system will be applied to all levels above grade and will be composed of an architecturally designed system that may reflect basic architectural lines of the permanent facades. The specific screening system to be utilized for each Building will be determined at the time of building plan approval and graphically depicted in the plan(s). Alternate temporary garage screening and the use of banners and or temporary art works as a part of the screening system may be approved with building plan approval.

12. Loading/Trash/Service Areas. The Applicant will screen above-grade loading/trash/service areas from public view through the use of roll down doors, architectural styles or similar treatments. The Applicant will design the screening/treatments to be compatible with the style of architecture, materials and colors for the building(s) in which it is located. Depending on the screening technique chosen, the Applicant will provide preliminary details concerning the anticipated screening/treatment for any above-grade loading/trash/service area with the site plan for each new Building, as applicable, as well as provide final selections for the loading/trash/service treatment for all new Buildings as part of the building plan elevations submitted to the Zoning Administrator pursuant to Proffer 8 above.

    A. Pedestrian Treatment Across Garage and Loading Entries. The Applicant will provide at the entrance/driveway to each off-street parking garage and loading area driveway aprons that maintain a flush condition with the adjacent sidewalk or that incorporate design

features such as special pavement markings, rumble strips, lighting, or other treatments designed to alert pedestrians of the potential conflicts with vehicles accessing the garage or loading area.

B. Loading Entry Clearance. As part of building plan approval for each Building containing a loading dock/bay, the Applicant will demonstrate that the proposed design provides sufficient vertical clearance to permit trash trucks to access the dumpster(s) or other trash receptacles in accordance with the trash removal system chosen for such Building (e.g., roll-away dumpsters to be accessed outside the Building may require no vertical clearance).

13. Bird Friendly Design. To reduce the potential for bird injury and death due to inflight collisions with buildings, the Applicant will engage a design consultant during the design phase of each Building to identify bird-friendly architectural designs or other features to be implemented with the construction of such Building and, if recommended, will design each Building to incorporate one or more of the following techniques: (i) avoid use of mirrored or highly-reflective glass; (ii) use fritting, frosting, or other patterns on large, uninterrupted expanses of exposed glass located above the ground floor; (iii) use downward-directed lighting on building exteriors; or (iv) any other recommendations from the design consultant. Specific bird-friendly designs will be noted on building plans for each Building for which such measures are proposed. The Applicant will submit documentation of any recommendations and final mitigation measures to Fairfax County (the "County") building plan review staff at the time of building permit issuance for each Building.

GREEN BUILDING PRACTICES

14. Green Building for the Residential Buildings. The Applicant will implement one of the following programs for each Residential Building and will inform the Environmental Branch of DPD as to which program the Applicant has chosen as part of the first site plan submission for any such Residential Building.

A. LEED-NC or LEED-MF. If the Applicant selects the U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED") — New Construction ("LEED-NC") or the LEED for Homes, Multifamily ("LEED-MF") rating system, as part of the initial site plan submission and initial building plan submission for each Residential Building, as applicable, the Applicant will include a preliminary list of projected credits within the most current version of the LEED-NC or LEED-MF rating system that the Applicant expects to incorporate into the design or construction of such Building to help attain certification from the U.S. Green Building Council ("USGBC"). The Applicant will employ or retain the services of a LEED-accredited professional ("LEED-AP") who is also a professional engineer or licensed architect to provide pre-certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list, if and when implemented, will meet at least the minimum number of credits necessary to attain LEED certification of the Building.

i. In addition, prior to site plan approval, the Applicant will designate the DPZEDRB@fairfaxcounty.gov as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

ii. Prior to release of the bond for the Proposed Development, the Applicant will provide documentation to the Environmental Review Branch of DPD and to LDS

demonstrating the attainment by the Building of LEED certification or to a higher level of certification from the USGBC.

iii. As an alternative to the actions outlined in the above paragraphs of this Proffer 14(A), the Applicant will post, a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to LDS, as defined in the Public Facilities Manual, in the amount of $2/square foot of GFA for the Building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification by the USGBC. The provision to the Environmental Branch of DPD and to LDS of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification (or a higher level of certification) is demonstrated to the Environmental Branch of DPD, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

iv. If prior to bond extension, reduction or final bond release for the Building, whichever occurs first, the Applicant provides to the Environmental Branch of DPD documentation demonstrating that LEED certification for the Building has not been attained but that the Building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Proposed Development.

v. If, prior to final bond release for the Proposed Development, the Applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification or demonstrating that the Building has fallen short of LEED certification by three (3) points or more, the entirety of the green building escrow for that Building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

vi. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

B. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS for any Residential Building, the Applicant will seek certification of each dwelling unit in the applicable Residential Building in accordance with the most recent NGBS rating system (as determined at the time of registration) using either the ENERGY STAR® Qualified Homes path for energy performance or another approved energy performance path, as

demonstrated through documentation submitted to the Environmental Branch of DPD from a home energy rater certified through Home Innovation Research Labs that demonstrates that such dwelling unit has attained the certification prior to the issuance of the Residential Use Permit ("RUP") for each such dwelling unit in the applicable Residential Building. To use an energy path other than ENERGY STAR, the dwelling unit must provide both the above-referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the RUP for each such dwelling unit.

15. Green Building for Non-Residential Buildings. The Applicant will pursue LEED Silver certification for any new Non-Residential Building constructed on the Property excluding any uses in Central Park North or Central Park South as identified on the DPA/PRC Plan. Such certification will be under the most recent version of either the LEED Core and Shell ("LEED-CS") or LEED-NC rating system, or such other applicable LEED rating system as the Applicant determines in consultation with the Environmental Branch of DPD, in effect at the time the Applicant registers the Non-Residential Building with the USGBC. Except as set forth below, the process for attaining and appropriately documenting LEED Silver certification for any Non-Residential Building is the same as that for a Residential Building as set forth above, including the posting of a green building escrow and the corresponding release of such escrow.

A. As an alternative to providing a green building escrow for any Non-Residential Building, the Applicant may choose to pursue LEED Gold certification for such Building, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of expected credits will meet at least the minimum number of credits necessary to attain LEED Gold certification for such Building. Under this alternative, the Applicant will not be required to provide a green building escrow unless it fails to provide the above-referenced documentation of expected certification.

16. Equivalent Rating Systems. As an alternative to the actions outlined in Proffers 14 and 15, the Applicant may also elect, subject to approval by the Environmental Branch of DPD, to proceed with an alternate green building rating system that is not specifically outlined in these Proffers, provided the Applicant obtains the required approval prior to site plan approval for the Building(s) for which the Applicant intends to use an alternate green building rating system. In the event the Applicant proceeds with any alternate rating system, the Applicant will provide a completed checklist of the anticipated options to be pursued for the specified rating system at the time of building plan review for such Building. The Applicant must also demonstrate attainment of the selected and approved certification from a rater recognized through the selected alternate rating system prior to the issuance of the first RUP or Non-RUP for the applicable Building. In the event certification is dependent on the post-occupancy operation of such Building, the Applicant will notify the Environmental Branch of DPD and LDS of the delay and demonstrate attainment of the selected certification prior to final bond release.17. Electric Vehicle Charging Facilities.

A. Electric Vehicle Charging Spaces. As part of site plan approval for each Building, the Applicant must designate at least two percent (2%) of the parking spaces in such Building to be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional at time of RUP/Non-RUP issuance.

B. Electric Vehicle Ready Infrastructure. The Applicant will design and construct each parking structure in the Proposed Development to support the future installation of Level 2 EV charging stations at not less than five percent (5%) of the total parking spaces within such parking structure (the "EV Ready Spaces"). The Applicant will identify the location

of EV and EV Ready spaces at the time of site plan submission. The Applicant will provide information demonstrating the following at the time of building permit submission:

i. That the electric load estimates prepared for the Building(s) will account for the EV Ready Spaces. Estimates can calculate a cumulative load, where EV-ready load is added to the building service load or, alternatively, the building permit plans can demonstrate that building service loads can accommodate EV-ready loads; and

ii. That the electric room of the Building is sufficiently sized to support future electrical capacity expansions for Level 2 EV charging stations for the EV Ready Spaces, including space for the future installation of empty panels that could ultimately be connected with pull string conduits to the parking spaces.

C. Following approval of this Application, the Applicant may request approval from the Environmental Branch of DPD and LDS to reduce or eliminate the requirement to install/maintain EV-ready spaces in any Building upon demonstration that, due to changes in technology or other market conditions beyond the Applicant's control, demand for EV Ready Spaces has diminished below the number of spaces this proffer otherwise would require the Applicant to maintain.

18. Noise.

A. Noise Attenuation. The Applicant must incorporate design or construction measures for each Building and/or urban park space with direct frontage on Sunset Hills Road to ensure that (i) interior noise in dwelling units will not be in excess of DNL 45 dBA, (ii) interior noise in office space will not exceed DNL 50 dBA, and (iii) ambient noise in all urban park spaces other than Metro Park and part of East Park will not exceed DNL 65 dBA. Portions of Metro Park and East Park are anticipated to be exposed to noise levels up to DNL 75dBA, and this is permitted provided that the subject portions of Metro Park and East Park are designed as transitory spaces as reflected on the site plan(s) for each such urban park, as consistent with the DPA/PRC Plan. All dwelling units will be located outside of any DNL 75 dBA noise contour.

B. Refined Acoustical Analysis. The Applicant will submit a refined acoustical analysis, to include a Building Shell and Barrier analysis, to LDS and the Development Review Branch of DPD for review and approval as part of site plan approval for each Building and/or park space with direct frontage on Sunset Hills Road demonstrating that such Building and/or park space meets the noise attenuation standards set forth above or proposing mitigation measures appropriate to achieve such attenuation standards. The noise contours of DNL 65 dBA and greater affecting residential units must be shown on the site plan and will be identified on the building plans.

SITE DESIGN

19. Overall Landscape Plan. The Applicant will implement the landscape design for the Proposed Development as shown on Sheets L2.0 and L2.1 of the DPA/PRC Plan (the "Overall Landscape Plan"), which illustrates the plantings and other features to be provided with the Proposed Development. Tree species and planting locations may be modified by the Applicant in conjunction with site plan submissions and as part of final engineering and building design, provided that the quantity and quality of plantings shown on the DPA/PRC Plan is maintained.

20. Detailed Landscape Plans. As part of the first and all subsequent site plan submission(s) for each new Building or Block, the Applicant will submit to the Forest Conservation branch within LDS ("Forest Conservation") for review and approval a detailed landscape plan to include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets as well as tree canopy calculations the Property. Adjustments to the type and location of plantings will be permitted by the Zoning Administrator and Forest Conservation to avoid conflicts with utilities and other site engineering considerations, provided that the general quality and quantity of plantings is maintained.

A. Placemaking. Subject to approval by VDOT as to non-standard streetscape elements in the public right-of-way and in addition to the streetscape and street trees described below and shown on the DPA/PRC Plan, the Applicant will incorporate into each site plan for the Proposed Development placemaking elements as shown in the Street Materials and Furnishings Palette, Sheet L7.00 (including but not limited to pedestrian-oriented street lights, and street furniture such as benches, refuse and recycling receptacles) (collectively, "Placemaking Elements") within or abutting the landscape amenity panels in accordance with the Comprehensive Plan's General Streetscape Design Recommendations.

B. Streetscapes. Prior to issuance of the first initial RUP or Non-RUP for each new Building on a Block, the Applicant will construct the streetscapes along the applicable frontage of such Block as shown on the DPA/PRC Plan and in accordance with the conditions described herein. However, the Applicant may, in its sole discretion, elect to expedite construction of any portion or all of the streetscapes within the Proposed Development. Streetscapes may be adjusted as part of final engineering and design at the time of site plan approval for each building, provided the quality of the streetscape is consistent with that shown on the DPA/PRC Plan.

Streetscape elements for Sunset Hills Road, Navigator Way, Agility Street, Opportunity Way, Inspiration Street, Progress Street and Library Street will all include a landscape amenity panel located immediately behind the face of curb, a clear pedestrian sidewalk adjacent to the landscape amenity panel and a variable width building zone (minimum four (4) feet in width) between the pedestrian sidewalk and the face of the Building, conforming to Sheets L6.0 through L6.5 of the DPA/PRC Plan. The building zone is designed to allow access to each Building and may incorporate such elements as additional landscaping, entry stoops, store-front browsing, outdoor displays, outdoor dining and similar uses. Details concerning the Applicant's final streetscape selections (exclusive of architectural elements associated with a Building) will be included on each site plan for the Building or Block to which it is appurtenant and submitted to the Zoning Administrator for review and comment.

C. Reston-Specific Streetscape. In satisfaction of the Comprehensive Plan's expectations for the provision of Reston-specific streetscape elements, the Applicant will provide enhanced streetscape features, such as varied tree species, varied street tree spacing or similar elements, along Sunset Hills Road across Blocks H, G1, J and East Park (collectively, the "Reston Streetscape Elements") as generally shown on the DPA/PRC Plan, Sheets L6.00 to L6.04. Reston Streetscape Elements will be constructed in phases concurrent with the development/redevelopment of the adjacent Block in accordance with the Sheet A.60 (the "Phasing Plan").

D. Street Trees. The Applicant will install street trees consistent with the streetscape plans included on Sheets L4.0 & L4.1 of the DPA/PRC Plan (the "Tree Plan"). To the extent

feasible, the Applicant will provide the street trees on the Internal Roads (as defined below) with spacing approximately thirty (30) feet on-center beginning thirty (30) feet from the adjacent, perpendicular curb. For trees not planted within an eight (8)-foot wide minimum planting area, and that otherwise do not meet the minimum planting area required by the Public Facilities Manual (the "PFM"), the Applicant will provide details for alternative designs showing how the proposed planting spaces will provide for adequate tree growth and performance by installing structural cells or an equivalent solution acceptable to Forest Conservation to meet the following specifications:

i. A minimum of six (6) feet open surface width and thirty-six (36) square feet open surface area for Category III and Category IV trees (as defined in Table 12.17 of the PFM). The Applicant will provide a chart with the specified soil volume for each tree pit that has less than eight feet (8') in width as part of each site plan approval where such tree is shown.

ii. A minimum rooting area of eight (8) feet in width, which may be achieved in instances in which open surface area is less than eight (8) feet with techniques such as, but not limited to, structural cell technology, to provide non-compacted soil below paved surfaces and walkways.

iii. Soil volume for Category III or IV trees (as indicated in Table 12.17 of the PFM) will be: for a single tree, a minimum of 700 cubic feet per tree; for two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet; for three (3) or more trees planted in a contiguous area, the soil volume will equal at least 500 cubic feet per tree, all of which may be reduced to a minimum of 400 cubic feet where utility locations preclude greater soil volume.

iv. Soil in planting sites will be as specified in planting notes to be included in all site plans reviewed and approved by Forest Conservation.

v. The Applicant will enter into a maintenance agreement with VDOT for the maintenance or replacement, in-kind, by the Applicant of streetscape elements installed by the Applicant that are located in the public right-of-way. For purposes of maintenance and replacement, streetscape elements will be limited to trees, shrubs, sidewalks, benches and other street furniture, and trashcans. All existing or proposed street trees provided adjacent to the Property on Sunset Hills Road regardless of whether located in the public right of way or easements, will be credited toward the tree canopy coverage requirement for the Property. Should any existing trees located within the existing or proposed right-of-way need to be removed to accommodate required transportation improvements, the Applicant will replace such trees elsewhere on the Property to the extent feasible.

vi. In the event that the Applicant installs street trees within five (5') feet of a stormwater easement that contains pipes, the Applicant will provide a root protection fabric, such as a biobarrier or equivalent, around the utilities within the tree planting areas or pits, which the Applicant will note on each site plan where such condition exists.

vii. The Applicant will contact Forest Conservation at least three (3) business days prior to installation of structural cells or other equivalent alternative to provide

opportunity for Forest Conservation staff to verify conformance with these requirements.

E. Non-Invasive Plants and Native Species. The Applicant will use non-invasive plants and, wherever viable, species native to the Mid-Atlantic Region throughout the Proposed Development (meaning the Applicant must not use any plant species identified in the 2014, or latest version, of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). The Applicant reserves the right to select as part of site plan approval the exact species to be used, provided Forest Conservation (FCON) is consulted and approves as to the tree species to be installed. The landscaping will include a plant selection that includes species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides and pesticides to the extent feasible. The Applicant will encourage the UOA/COA/CA to minimize the use of herbicides and pesticides as part of landscape maintenance. The Applicant reserves the right, in consultation with and approval by FCON to modify the exact species to be used, such as when plant materials are not available or have been deemed by FCON to no longer be appropriate.

F. Soil Compaction. The Applicant will properly prepare soil in all planting areas and adjacent walkways that have become compacted in excess of 85% relative compaction due to construction activities to alleviate the compacted conditions, taking care to avoid all existing subsurface utilities, drainage, etc., with attention to deep soil aeration, the addition of organic matter throughout the soil profile to 12-24 inches, and the addition of organic matter on top of the soil. The Applicant will provide specifications for alleviating soil compaction in planting areas at time of site plan approval.

G. Shrub, Ground Cover, Perennial Plants. Within areas shown as "Shrub, Ground Cover, and Perennial" on Sheets L4.00 and L4.01, the Applicant will use a plant selection that includes layered mix of shrubs, ground covers, perennials, and ornamental grasses, providing year-round interest with seasonal color changes, varied textures, and heights, contributing to a diverse, naturalistic aesthetic. The design intent is to create a visually engaging, ecologically balanced landscape that integrates well with Phase 1 and the overall site.

H. Landscape Replacement. The Applicant shall maintain and replace landscaping in accordance with the requirements of Section 5108.7 of the Zoning Ordinance.

21. Invasive Plant Species Management. At the time of site plan submission, the Applicant will provide a management narrative for review and approval by FCON specifying the common and scientific name of existing invasive species located on the Property that is proposed for management, the target area along the limits of clearing and within any tree preservation areas located inside of the clearing limits for management efforts, methods of control and disposal of invasive plants, timing of treatments and monitoring, duration of the management program, and potential replanting along the limits of clearing as may be needed. The Applicant must monitor the managed areas for a period of five (5) years upon substantial completion of the Proposed Development.

22. Landscape Planting Pre-Installation Meeting. Prior to installing any plants to meet the requirements of the approved Detailed Landscape Plans, the Applicant will coordinate a pre-installation meeting with its landscape contractor, Forest Conservation staff and any additional appropriate parties on the Property. Any proposed changes to planting locations, tree-/shrub planting sizes and species substitutions shown on the approved Detailed Landscape Plan will be reviewed and approved by Forest Conservation staff prior to planting, but neither a DPA, PCA,

PRC Plan amendment, or site plan amendment will be required for changes approved by Forest Conservation. Any proposed plants not approved by Forest Conservation may require a revision to the Detailed Landscape Plan or removal and/or replacements of the proposed planting with approved trees/shrubs prior to bond release for the Proposed Development.

23. Utility Locations. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, electric transformers, gas meters and/or service regulators, and traffic signal cabinets will be installed within the roadways or will be placed in locations that do not conflict with the pedestrian realm, landscaped areas and streetscape elements shown on the DPA/PRC Plan to the maximum extent feasible and as permitted by VDOT, provided, however, below grade utilities may be placed within these areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as outlined in these Proffers, as determined by the Forest Conservation. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations. If, at the time of site plan approval, street trees shown on the DPA/PRC Plan are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to Forest Conservation cannot be accommodated, the Applicant may delete such trees without the need for approval from the Zoning Administrator of a minor modification and without a DPA, PCA, or PRC Plan amendment, provided that the Applicant plant a comparable replacement tree on the Property for each street tree deleted. Maintenance access points to SWM Facilities and electric vaults beneath the streetscape should be located outside the clear pedestrian sidewalk zone of the streetscape to the extent feasible. If they must be located in the sidewalk zone, they will be designed to meet ADA accessibility requirements to accommodate pedestrian traffic and as a lift out panel with the same paving materials as the surrounding sidewalk. To the extent known, such maintenance access points will be shown on each site plan.

A. Conceptual Utility Master Plans. A conceptual utility master plan overlaid on a landscape plan will be submitted with each site plan and will include general locations for all stormwater cisterns and vaults, electrical vaults, storm sewer lines, sanitary sewer lines, and conceptual locations for other utilities. Adjustments to the type and location of utilities may be permitted at the time of site plan approval to avoid conflicts with street trees, utilities and other site engineering considerations.

B. Electric Transformers. Electric transformers will be located to minimize impact on the pedestrian realm, such as within a building, parking structure, or in or beneath sidewalk areas, subject to VDOT approval. When located in the building zone, they will be enclosed with decorative walls and/or screening made of compatible materials as the building architecture. Public art may also be incorporated into walls and screens.

24. Sight Distance Considerations. Sight distance requirements will be provided on the Detailed Landscape Plan submitted with each site plan so as to identify and avoid conflicts with street tree locations. If at the time of site plan approval street tree locations approved on the DPA/PRC Plan are determined to conflict with sight distance requirements, the Applicant will make efforts to gain approval of said trees by Forest Conservation by making minor adjustments to their locations or by removing their lower branches. In the event VDOT, FCDOT or any applicable utility company does not approve the tree locations even after the changes anticipated above, the Applicant will be permitted to relocate the affected street tree elsewhere on the Property without the need for approval from the Zoning Administrator of a minor modification, subject to approval by the Forest Conservation. If a tree that is deleted due to VDOT, FCDOT or any applicable utility company requirements would result in a tree canopy below the percentage required for the Property, the

tree(s) will be accommodated in another location on the Property, as approved by Forest Conservation.

25. Lighting. All proposed on-site outdoor lighting within the Proposed Development will comply with the Outdoor Lighting Standards of Section 5109 of the Zoning Ordinance. Streetlighting will be scaled for pedestrians and vehicles as shown on Sheet L7.00.

26. Fire Marshal Review. The Applicant has coordinated with the Fire Marshal regarding the general site design and layout of the Proposed Development. Notwithstanding such coordination, however, if it is determined during site plan review those elements of the landscape/streetscape conflict with subsequent comments from the Fire Marshal, the Applicant will first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements of the landscape/streetscape. If the Fire Marshal does not approve such adjustments, the Applicant may relocate, remove, or modify the conflicting elements of the landscape/streetscape in consultation with, and subject to approval by, Forest Conservation and the Zoning Administrator, in accordance with Proffers 19 and 23 above without the need for a DPA, PCA, or PRC Plan amendment.

27. Retaining Walls. The Applicant will design and construct any retaining walls within the Proposed Development to include architectural treatments and/or building materials consistent in character with the streetscape, placemaking, and/or building architecture used throughout the Proposed Development. Details concerning the selected architectural treatments and/or building materials will be provided as part of site plan approval for such retaining wall.

SIGNAGE

28. Signage. Signage for the Proposed Development will be provided in accordance with the Zoning Ordinance or pursuant to a separate Special Exception in accordance with Section 7102 of the Zoning Ordinance. The placement of traffic control signage on the public streets will be subject to VDOT review and approval.

TRANSPORTATION IMPROVEMENTS

29. Transportation Improvements and Phasing. Subject to acquisition of all necessary offsite rights-of-way and easements and approval by the Fairfax County Department of Transportation ("FCDOT") and the Virginia Department of Transportation ("VDOT"), the Applicant will construct the road, pedestrian and frontage improvements shown on the DPA/PRC Plan and described below. For purposes of this proffer, "construct" means that the required improvement is open to use by the public for travel, but not necessarily accepted into the Secondary Street system for maintenance by VDOT or released from bond. Final design and configuration of the improvements set forth below will be determined as part of site plan approval for the proposed improvements and as approved by VDOT and/or FCDOT. The Applicant may, at its sole discretion, elect to include the proffered road, pedestrian and similar improvements on a single site plan or on multiple site plans.

A. Right-of-Way Dedication for Existing Public Streets.

i. Initial Right-of-Way on Sunset Hills Road. As part of site plan approval for each new Building that fronts Sunset Hills Road (between Visionary Way and Reston Parkway), the Applicant will, if not previously dedicated, dedicate and convey to the Board of Supervisors in fee simple right-of-way along the frontage of such streets to a location eighteen inches (18") behind the back of the curb shown on

the proposed site plan, the general locations of which are shown on the DPA/PRC Plan, (the "Initial Right-of-Way").

ii. Ultimate Dedication Along Sunset Hills Road. Concurrent with the dedication of the Initial Right-of-Way along Sunset Hills Road, the Applicant will reserve for future dedication to the Board of Supervisors additional right-of-way along the frontage of such streets extending from the Initial Right-of-Way to the back of the proposed shared use path or to such lesser area as the Applicant and FCDOT mutually may agree to avoid features or utilities that may not be accepted by VDOT into the Secondary Street system for maintenance (such area being the "Ultimate Dedication"). Concurrent with the reservation of the Ultimate Dedication along Sunset Hills Road, the Applicant will record a public access easement across the Ultimate Dedication (i.e., to the back of proposed shared use path). If not previously dedicated, and except as set forth below, the Applicant will dedicate and convey the Ultimate Dedication to the Board of Supervisors in fee simple prior to final bond release for the improvements shown on the site plan to which such right-of-way is adjacent. If it is determined prior to conveyance of the Ultimate Dedication or following final Secondary Street acceptance inspection that the dimensions of the shared use path, stormwater management facilities, dry utilities, and/or other facilities would prevent VDOT from accepting all or a portion of the Ultimate Dedication into the Secondary Street system for maintenance, then the affected portion of the dedication reservation will be vacated, as applicable, and a maintenance agreement will be provided in a form acceptable to the Office of the County Attorney. In all such circumstances, no DPA, PCA, or PRC Plan amendment is required.

B. Right-of-Way for Progress Street and Library Street. Notwithstanding any deviations from VDOT's Secondary Street Acceptance Requirements ("SSAR") regulations in effect as of the date of these Proffers, Progress Street and Library Street are intended to be public streets, as further described below.i. At the time of site plan approval for the first new Building in each Block to which Progress Street and Library Street are adjacent, the Applicant will reserve for future dedication to the Board of Supervisors the adjacent right-of-way from 18 inches back of curb to 18 inches back of curb as shown on the DPA/PRC Plan (the "New Right-of-Way") together with additional right-of-way for non-vehicular improvements, extending to the back of the sidewalk or shared use path, as applicable, or to such lesser area as the Applicant and FCDOT mutually may agree to avoid features or utilities that may not be accepted by VDOT into the Secondary Street system for maintenance (the "Pedestrian Realm") (the New Right-of-Way and the Pedestrian Realm collectively being the "Right-of-Way"). Concurrent with each reservation of Right-of-Way, the Applicant will record a public access easement over the Right-of-Way.

ii. If, at the time of final bond release for the improvements shown on the site plan, it is determined that VDOT will accept all or a portion of the Right-of-Way for Progress Street and/or Library Street depicted on the site plan into the Secondary Street system for maintenance, then the Applicant will dedicate and convey that portion of the Right-of-Way to Fairfax County in fee simple and diligently pursue VDOT acceptance of the dedicated Right-of-Way into the Secondary Street system for maintenance.

iii. If, at the time of final bond release for the improvements shown on the site plan, it is determined that Dominion Virginia Power easements, the dimension(s) of the

sidewalk or shared use path, stormwater management facilities, dry utilities and/or other facilities in the Right-of-Way will prevent VDOT from accepting the Right-of-Way for Progress Street and/or Library Street as shown on the site plan, then the Applicant will request approval from VDOT of the SSAR waivers needed to permit acceptance of such Right-of-Way into the Secondary Street system for maintenance. If the necessary SSAR waivers are not approved, then the applicable portion of the Right-of-Way that VDOT is prevented from accepting will remain private, subject to the recorded public access easement.

iv. Notwithstanding the foregoing paragraph, in the event VDOT changes the SSAR regulations and/or adopts new standards at any time prior to bond release for the final segment of Progress Street and/or Library Street, upon petition by the County and demonstration that the entirety of the Right-of-Way for Progress Street and/or Library Street (as applicable) will be accepted by VDOT in its then-existing condition, then the Applicant will dedicate and convey the Right-of-Way to Fairfax County in fee simple and diligently pursue VDOT acceptance of the dedicated Right-of-Way into the Secondary Street system for maintenance, provided that the Applicant will have no obligation to repair/upgrade/improve any portion of Progress Street or Library Street previously constructed as part of the Proposed Development to facilitate such acceptance of the Right-of-Way by VDOT.

v. If at the time of final street acceptance inspection for the last segment of each of Progress Street and Library Street, as applicable, the Applicant determines that the Right-of-Way will not be accepted by VDOT into the Secondary Street system for maintenance, then the Applicant will vacate the dedication reservation but not the public access easement.

C. Access Easements Over Inspiration Street. As part of site plan approval for each Building to which Inspiration Street is adjacent, the Applicant will record a public access easement extending across the roadway from 18 inches back of curb to 18 inches back of curb as shown on the DPA/PRC Plan (the "Access Easement"), along with a sidewalk easement extending from the Access Easement to the back of the sidewalk or to such lesser area as the Applicant and FCDOT mutually may agree (the "Sidewalk Easement").D. Construction of the Internal Roads. Concurrent with the construction of each new Building or Block, the Applicant will construct the appropriate portions of Inspiration Street, Opportunity Way, Navigator Way and/or Agility Street (collectively the "Internal Roads"), including the streetscape sections abutting such Building or Block, all as shown on Sheet A0.60 of the DPA/PRC Plan and as more particularly described below. The Applicant will construct the Internal Roads of a material and depth of pavement consistent with public street standards and in accordance with the PFM. Notwithstanding the timeframes specified herein for completion of the Internal Roads, the Applicant may, in its sole discretion, expedite and construct any portion or all of the Internal Roads identified below in advance of such specified timeframes, including extending internal streets across multiple Blocks to accommodate vehicle turnarounds and emergency vehicle access.

i. Navigator Way. Prior to issuance of the first RUP or Non-RUP for each of Blocks E and G2, respectively, the Applicant will construct in phases the full curb-to-curb section of portions of Navigator Way abutting such Block (i.e., between Opportunity Way and Inspiration Street (Block G) and between Inspiration Street and Progress Street (Block E)), as shown on the DPA/PRC Plan. The Applicant will design Navigator Way as a curb-less roadway or comparable condition such

as special pavement markings, rumble strips, lighting, or other treatments designed to emphasize pedestrian access.

ii. Inspiration Street. Prior to issuance of the first RUP or Non-RUP for Block E, the Applicant will construct the full curb-to-curb section of the portion of Inspiration Street from Visionary Way to Agility Street as shown on the DPA/PRC Plan. Prior to issuance of the first RUP or Non-RUP for Block F1, the Applicant will construct the full curb-to-curb section of the portion of Inspiration Street between Agility Street and Library Street, as shown on the DPA/PRC Plan.

iii. Progress Street. The Applicant will, if not previously constructed, construct Progress Street between Visionary Way and Agility Street (Block E) and between Agility Street and Library Street (Block F) prior to issuance of the first RUP or Non-RUP for Blocks E and F2, respectively, all as shown on the DPA/PRC Plan.

E. Sunset Hills Road.

i. Sunset Hills Road Improvements. Prior to the issuance of the first Non-RUP for each new Building on Blocks G1 and J, respectively, and the construction of East Park, the Applicant will construct the ~~appropriate portions of~~portion of the proposed improvements to Sunset Hills Road corresponding with each Building's frontage on Sunset Hills Road as shown on in Sections 3 and 4 on Sheet C12A and on Sheet A0.60 of the DPA/PRC Plan, which include three (3) through westbound travel lanes and associated landscape amenity panel, shared use path and building zone, from Town Center Parkway to Reston Parkway (collectively, the "Phase II Sunset Hills Road Improvements"), subject to approval from Fairfax County and VDOT. The Applicant will continue to coordinate with FCDOT and VDOT to revise the VDOT B(2) standards to ~~allow for this streetscape~~permit the Applicant to construct the Phase II Sunset Hills Road Improvements as shown on the DPA/PRC Plan. Notwithstanding the foregoing sentences, in the event FCDOT and/or VDOT do not approve or permit construction of the Phase II Sunset Hills Road Improvements as shown on the DPA/PRC Plan, the Applicant may adjust the design of such improvements to accommodate the VDOT B(2) standards existing as of the date this Application is approved or any modifications thereto agreed to by the Applicant and as required by FCDOT and/or VDOT, such as the continuation of the existing on-road bike lane in lieu of the shared use path and the retention/establishment of dedicated right turn lanes from Sunset Hills Road onto northbound Town Center Parkway and/or Agility Street.

ii. Elevated Pedestrian Crossing of Sunset Hills Road. ~~Subject to~~Concurrent with site plan approval for Building G1, the Aplicant will design and pursue approvals from Fairfax County, WMATA, VDOT, etc., ~~and if it is deemed to be eligible for road fund credits against the Applicant's Reston Road Fund Contribution (as defined below), the Applicant may construct~~of an elevated pedestrian connection from the elevated Reston Town Center Metrorail Station platform across Sunset Hills Road to connect with Block H (the "Elevated Pedestrian Connection"). Subject to securing all necessary approvals and acquiring all necessary rights-of-way and easements from all approving parties, the Applicant will construct the Elevated Pedestrian Connection prior to the issuance of the first Non-RUP for Building G1 except as may be permitted pursuant to Proffer 47 below. Following its completion of the Elevated Pedestrian Connection, the Applicant will be entitled to a credit(s)

against the Applicant's required Reston Road Fund Contribution (as defined below) for its hard and soft costs incurred to design and construct the Elevated Pedestrian Connection and the costs of any underlying land acquisition, if any.

F. Library Street Extended. The Applicant has designed the Proposed Development in anticipation that the existing Library Street located in the Urban Core of the Reston Town Center will be extended south through the existing Fairfax County Bus Transit Station and across the Washington and Old Dominion ("W&OD") Trail to connect through the Proposed Development to Sunset Hills Road, all as more particularly shown on Sheet C8 of the DPA/PRC Plan ("Library Street Extended"). To that end, the Applicant will take the following steps to facilitate completion of Library Street Extended:

i. Design of Library Street Extended. As part of site plan approval for development of the earlier of Blocks J or F2, the Applicant will coordinate the final design of both the onsite and offsite portions of Library Street Extended with, as applicable or appropriate, FCDOT, VDOT, Northern Virginia Regional Park Authority ("NVRPA"), Dominion Virginia Power ("DVP") and any other public or private entities having jurisdiction over the right-of-way for, as well as the construction, and maintenance of, the improvements needed to complete Library Street Extended (individually and collectively, the "Approving Authorities"). As part of developing the final design for Library Street Extended, the Applicant will address the following objectives with the Approving Authorities, which objectives, to the extent feasible, will be incorporated into the design and construction of the offsite portions of Library Street Extended, subject to approval of the Approving Authorities:

a. Library Street Extended should be designed and constructed in accordance with VDOT standards for public streets with the expectation that the improvements will be accepted into the VDOT system for maintenance;

b. Library Street Extended should have a continuous sidewalk at least eight feet (8') in width along its west side between Bluemont Way and Sunset Hills Road;

c. Library Street Extended should have a shared use path ten feet (10') in width along its east side between Bluemont Way and Sunset Hills Road;

d. Library Street Extended should reconfigure and/or reconstruct portions of the existing Bus Transit Station on Bluemont Way to eliminate conflicts and address bus circulation through the transit center following completion of the offsite improvements;

e. Library Street Extended should maintain or enhance the existing pedestrian connection from Bluemont Way to the W&OD Trail following completion of the improvements;

f. Library Street Extended should consider impacts of any bridge crossings on the existing overhead transmission lines, use of the W&OD Trail (including clearance heights), the location and design of bridge abutments, and the potential relocation of any existing utilities that may conflict with or be impacted by the construction of Library Street Extended;

g. Library Street Extended should address adjustments to and incorporation of stormwater management facilities needed to serve or impacted by the improvements;

h. Library Street Extended should maintain, to the extent feasible, direct access to the existing parking and other facilities constructed on the north sides of Block K and L; and

i. Library Street Extended should address maintenance of traffic and pedestrian circulation during construction of Library Street Extended, including the existing Bus Transit Station on Bluemont Way.

ii. Construction of Onsite Portions of Library Street Extended. Concurrent with its development of Blocks J and F, respectively, the Applicant will construct the onsite portions of Library Street Extended to which such improvement abuts, as shown on Sheet A0.60, provided that the Applicant may, in its sole discretion, expedite and construct the entire length of the onsite portion of Library Street Extended in advance of development of the other Block so as to provide access to the existing office Buildings on Blocks K and L. Under either option, the Applicant may defer installation of the ultimate streetscape elements along the portion(s) of any Block fronting Library Street Extended until both the onsite and offsite portions of Library Street Extended are completed and opened to traffic. To the extent the Applicant constructs Library Street Extended across both Blocks J and F concurrently, ~~if it is deemed to be eligible for road fund credits~~ the Applicant ~~may~~will be entitled to receive credit(s) against its expected Reston Road Fund Contribution (as defined below) for all costs incurred to complete the onsite portions of Library Street Extended consistent with the letter from FCDOT Director Tom Biesiadny dated August 9, 2018.

iii. Construction of Offsite Library Street Extended. Subject to (a) receipt of all necessary approvals from the Approving Authorities, and (b) the acquisition of all necessary rights-of-way and easements to permit construction of the improvements, ~~and (c) and if it is deemed to be eligible for road fund credits, the Applicant may receive credit against its expected Reston Road Fund Contribution (as defined below) for all costs incurred per the letter from FCDOT Director Tom Biesiadny dated August 9, 2018,~~ the Applicant will construct the offsite portion of Library Street Extended prior to the issuance of the first RUP or Non-RUP for the later to develop of Blocks J, F1 or F2. The Applicant will be entitled to receive credit against its expected Reston Road Fund Contribution (as defined below) for all costs incurred per the letter from FCDOT Director Tom Biesiadny dated August 9, 2018.

30. Reston Road Fund Contribution. The Applicant will contribute to the County's Reston Road Fund as set forth in the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, and as amended, for each residential unit and each square foot of new non-residential square footage actually constructed on the Property (exclusive of Buildings that are to remain) (the "Reston Road Fund Contribution"). Such contribution will be payable on a Building-by-Building basis on or before the issuance of the initial non-RUP or RUP for such Building. ~~Except as set forth above, and in~~In accordance with the Reston Transportation Funding Plan, the Applicant may be entitled to a credit against its Reston Road Fund Contribution for the pursuit, design, construction and land acquisition costs, if any, related to completion of any ~~offsite improvement,~~

~~or such other improvements as FCDOT may agree.~~improvements deemed eligible for such credits as determined by FCDOT or the Board of Supervisors, provided that the total amount of such credit(s) due to the Applicant must not exceed the sum total of payments to the Reston Road Fund that the Applicant otherwise would have been obligated to make for the number of dwelling units and/or nonresidential square footage actually constructed on the Property following the date this Application is approved by the Board of Supervisors. **BICYCLE FACILITIES**

31. Bicycle Parking. ~~As part of the site plan approval for each new Building within the Proposed Development, the~~The Applicant will provide bicycle parking in accordance with Zoning Ordinance Section 6102 and designate ~~on that site plan~~ secure bicycle storage locations convenient to the tenants, residents and visitors to such Building. Short-term bicycle parking will be publicly accessible and may be located anywhere within the Property. Long-term bicycle parking may be private and will be in a secure location such as a bicycle room, parking structure, cage, locker, or other secure parking option approved by the FCDOT. The Applicant also will provide signage within the Property to guide bicyclists to the secure bicycle storage facilities.

A. Consultation with FCDOT.

i. Exterior Bicycle Storage & Racks: The Applicant will determine the final locations of the secure bicycle storage, short-term bicycle racks, the type of bicycle racks, and bicycle signage, located exterior to each Building in the Proposed Development in consultation with the FCDOT Bicycle Coordinator in conjunction with the review of the site plan for each Building within the Proposed Development.

ii. Interior Bicycle Storage & Racks: The Applicant will determine the final locations of the secure bicycle storage, short-term bicycle racks, the type of bicycle racks, and bicycle signage, located interior to each Building in the Proposed Development in consultation with the FCDOT Bicycle Coordinator in conjunction with the review of the building permit for each Building within the Proposed Development. To the extent such information is then-available, the Applicant will provide this information ~~concurrent~~ as part of site plan approval for each Building within the Proposed Development.

iii. The bicycle storage facilities designated on each site plan or building permit, as applicable in accordance with this proffer, for dwelling units will be installed prior to the issuance of the first RUP for that Residential Building. The bicycle storage facilities designated on the site plan for a new office Building will be installed prior to the issuance of the first Non-RUP for that new Building. The bicycle signage for each residential or new office Building will be installed prior to the issuance of the earlier of the first RUP or Non-RUP for such Building, as applicable.

PARKING

32. Parking. Upon build-out of the Proposed Development, the Applicant will provide parking in accordance with Article 6 of the Zoning Ordinance and/or in accordance with applicable parking reductions or shared parking agreements pursuant to subsection G below.

A. Parking Ratios. As changes in the mix of uses, residential unit types or Ground Floor Uses may result in more or less parking than shown on the DPA/PRC Plan, the exact number of parking spaces to be provided for each Building or Block will be refined with each site

plan approval for that Building or Block. The Applicant will submit with each site plan a running tabulation of the parking spaces constructed on the Property.

B. Unbundled Residential Parking. To discourage vehicle trips and promote transit usage, the Applicant will unbundle residential parking spaces from each lease or unit purchase agreement, such that each tenant or purchaser may rent/purchase a unit without having to lease/secure a parking space.

C. Phasing. The Applicant may provide more or less parking than required by the Zoning Ordinance for the uses established on any Block so long as the minimum parking spaces set forth on the DPA/PRC Plan are achieved when redevelopment of Phases I and II are complete.

D. On-Street Parking. On-street parking may be provided on the Internal Roads and Library Street Extended to meet the parking requirements of the Zoning Ordinance, so long as such spaces are striped and meet the dimension requirements of the PFM, subject to approval of any necessary waivers and/or modifications, if any. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant. On-street parking spaces along any private streets and future public streets prior to dedication that otherwise are not required to satisfy the parking requirements may be used as temporary or short term parking, car-sharing parking and/or similar uses. The Applicant may relocate on-street parking shown on the DPA/PRC Plan as being on one side of a street to the other side of the street without need for a DPA, PCA, or PRC Plan amendment, provided the required streetscape section is not reduced.

E. On-Street Short-Term Loading and Service Vehicle Parking. As part of site plan approval for each Block and/or Building, the Applicant will designate at least one (1) standard-size parking space near the front door of each Building for use as a short-term, loading or service vehicle parking space during the hours of 7:00 a.m. to 5:00 p.m., as well as designate at least two additional such spaces within the parking structure serving each Building.

F. Parking Reductions. Given (a) the character of the Proposed Development as a mixed-use, pedestrian-friendly development in the Transit Station Area (TSA), (b) the Property's proximity to the existing Reston Town Center Metro Station, and (c) the Transportation Demand Management Plan ("TDM Plan") for the Project detailed in Proffer 33, the Applicant reserves the right to enter into one or more shared parking agreement(s) and/or pursue parking reduction(s) for the Proposed Development, as necessary.

33. Block J Controlled Access~~. The Applicant will~~. Prior to the issuance of the first Non-RUP for Block J, the Applicant will install signage indicating that "No Left Turn" from Agility Street is permitted into the loading dock serving the Building to be constructed on Block J. The Applicant also will employ or cause its property management company to employ a staff member or "dockmaster" tasked with (among other duties) enforcing the turning restrictions whenever the loading dock ~~traffic control and/or a dockmaster to oversee management of~~is in use and to otherwise manage loading operations for Block J. ~~The dockmaster will be responsible for a) prohibiting left turns into the loading entrance for Block J and b) will provide loading dock traffic control at this location to ensure sufficient circulation for northbound traffic in order to prevent the spillback of traffic onto Sunset Hills Road.~~ This proffer will be deemed to be satisfied once the Applicant ~~notifies in writing~~provides written notification to the Zoning Administrator, no later than bond release for Block J, ~~that a staff member will provide loading dock traffic control or serve as~~of

the designation of the dockmaster ~~and will be on duty as determined by the Applicant's professional discretion~~.

TRANSPORTATION DEMAND MANAGEMENT

34. Transportation Demand Management. This proffer sets forth the programmatic elements of the TDM Program that will be implemented by the Applicant, and/or its successors and assigns, which may include any UOA/HOA/COA/CA or other association established for the Property, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the Project.

A. Definitions. For purposes of this proffer, "Stabilization" will be deemed to occur one (1) year following issuance of the first initial RUP or Non-RUP for the final Building with residential units or final new office Building to be constructed on the Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

i. Applicant Control Period for Residential Units. The "Applicant Control Period for Residential Units" is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the final residential Building reaches Stabilization show that vehicle trips generated by the residential Buildings are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period for Residential Units, the Applicant may assign responsibility for the ongoing implementation of the residential portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the Residential Units, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant will have no further obligations under this Proffer 33 with respect to the Residential Units.

ii. Applicant Control Period for Office Uses. The "Applicant Control Period for Office Uses" is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the office Buildings reach Stabilization show that vehicle trips generated by the office uses are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period for Office Uses, the Applicant may assign responsibility for the ongoing implementation of the office portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the office Buildings, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant will have no further obligations under this proffer with respect to the Office Uses.

iii. Transportation Demand Management Plan. Prior to issuance of the first building permit application (core and shell) for the first new Building in the Proposed Development, the Applicant will prepare and submit to FCDOT a TDM Plan that either incorporates the Proposed Development into the TDM Plan established for Phase I or proposes a new TDM Plan applicable solely to Phase II. The TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting

the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

iv. Transportation Management Association. The Applicant will participate in LINK or otherwise become associated with a new Transportation Management Association ("TMA") should one be established for this area.

v. Trip Reduction Goals, The objective of the TDM Plan will be to reduce the number of weekday peak hour vehicle trips generated by the residential and new office uses located within the Property through the use of strategies including, but not limited to, mass transit and ridesharing. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.

vi. Baseline. The baseline number of weekday peak hour trips for the Property against which the TDM Goals (as defined in subparagraph B below) will be measured based upon the trip generation rates/equations applicable to the (a) total number of residential permitted to be developed across Phase I and Phase II, combined, and as determined in the Institute of Transportation Engineers, Trip Generation, 10th Edition, (Land Use Code 220) and (b) total square footage of office uses permitted to be developed across Phase I and Phase II, combined, and as determined in the Institute of Transportation Engineers, Trip Generation, 9th Edition, (Land Use Code 710) shown on the DPA/PRC Plan.

B. TDM Goal. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of forty-five percent (45%) following Stabilization.

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

ii. TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Property/UOA/HOA/COA/CA. If not previously appointed, the TPM will be appointed by no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The TPM will notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter the TPM will do the same within ten (10) days of any change in such appointment.

iii. Work Plan, Annual Report and Budget. The TMP will prepare and submit to FCDOT an initial TDM Work Plan (a "TDMWP") and initial Annual Budget no later than 180 days prior to issuance of the first RUP or Non-RUP for the first residential Building or new office Building constructed on the Property. Every calendar year thereafter, but no later than February 1 of each year, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which

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

iv. Residential TDM Account. The Applicant will establish a separate interest-bearing account with a bank or other financial institution qualified to do business in Virginia (the "Residential TDM Account") within sixty (60) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal will remain in the Residential TDM Account and will be used by the TPM for residential TDM purposes. The Residential TDM Account will be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the Residential TDM Account may not be utilized for purposes other than to fund residential TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Residential TDM Account will be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The applicable TPM will provide written documentation to FCDOT demonstrating the establishment of the Residential TDM Account within ten (10) days of its establishment. The Residential TDM Account will be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.

v. Office TDM Account. The Applicant will establish a separate interest-bearing account with a bank or other financial institution qualified to do business in Virginia (the "Office TDM Account") within sixty (60) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal will remain in the Office TDM Account and will be used by the TPM for office TDM purposes. The Office TDM Account will be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the Office TDM Account may not be utilized for purposes other than to fund office TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Office TDM Account will be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The TPM will provide written documentation to FCDOT demonstrating the establishment of the Office TDM Account within ten (10) days of its establishment. The Office TDM Account will be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.

vi. Residential TDM Remedy Fund. Prior to the issuance of the first RUP for the first residential Building, the Applicant will establish a separate, interest-bearing account (referred to as the "Residential TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Thereafter, concurrent with the issuance of the first building permit for each new residential Building, the

Applicant will contribute to the Residential TDM Remedy Fund $0.10 per gross square foot of residential square footage to be constructed in such Building. The amount of the per-Building funding for the Residential TDM Remedy Fund will escalate annually from the date of the approval of this Application in accordance with Proffer 49 below.

vii. Office TDM Remedy Fund. Prior to the issuance of the first Non-RUP for the first new office Building, the Applicant will establish a separate, interest-bearing account (referred to as the "Office TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Thereafter, concurrent with the issuance of the first Non-RUP for each new office Building, the Applicant will contribute $0.20 per gross square feet of new office uses to the Office TDM Remedy Fund. The amount of the per-Building funding for the Office TDM Remedy Fund will escalate annually from the date of the approval of this Application in accordance with Proffer 49 below.

viii. Residential TDM Incentive Fund. The "Residential TDM Incentive Fund" is an account into which the Applicant will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees of the residential units within the Property. Prior to issuance of the first RUP for each residential Building, the Applicant will contribute into the fund $0.02 per gross square foot of residential uses. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

ix. Office TDM Incentive Fund. The "Office TDM Incentive Fund" is an account into which the Applicant will deposit contributions to fund a multimodal incentive program for the tenants and employees of the office uses within the Property. Prior to issuance of the first Non-RUP for each new office Building, the Applicant will contribute into the fund $0.02 per gross square foot of office uses. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

x. Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or new office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new Building to be constructed on the Property. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected annually until the results of three consecutive annual traffic counts conducted upon Stabilization show that the applicable trip reduction goals for the Property have been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time, Person Surveys and Vehicular Traffic Counts will thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

xi. Remedies.

a. If the Trip Reduction Goals are not met as evidenced by the Vehicular Traffic Counts outlined above, then the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and annual TDMWP. Such remedial measures will be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

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

b. There is no requirement to replenish either the Residential TDM Remedy Fund or the Office TDM Remedy Fund at any time. Upon Stabilization, the Applicant will transfer any funds remaining in either or both remedy funds to the UOA/HOA/COA/CA or successor developer/management company for TDM purposes.

xii. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM will meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

xiii. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined herein, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and vehicular traffic counts provided for by this proffer. In the event a revised lower goal is established for the Property, such change may be made without the need for a PCA.

xiv. Continuing Implementation. The TPM will bear sole responsibility for continuing implementation of the TDM Program and compliance with this proffer. The TPM will continue to administer the TDM Program in the ordinary course in accordance with this proffer including submission of Annual Reports.

xv. Notice to Owners. All owners of the Property will be advised of the TDM Program set forth in this proffer. The then-current owner will advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), will be included in all initial and subsequent purchase documents.

xvi. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the applicant will be subject to a penalty of Seventy-Five Dollars ($75.00) per day not to exceed Twenty-Seven Thousand Three Hundred Seventy-Five Dollars ($27,375.00) for any one incident. Such penalty will be payable to Fairfax County.

AFFORDABLE HOUSING

35. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 5101.3 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant will provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance.

36. Workforce Dwelling Units. In addition to the number of ADUs required pursuant to the ADU Ordinance and except as set forth below, the Applicant also will provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs"), such that a total of sixteen percent (16%) of the total number of residential units actually constructed on the Property are sold/rented as either ADUs or WDUs. Such WDUs will be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of ADUs and WDUs does not exceed sixteen percent (16%) of the total number of residential units constructed on the Property. When the required number of WDUs results in a fractional unit less than 0.5, the number will be rounded down to the next whole number. When the required number of WDUs results in a fractional unit greater than or equal to 0.5, the number will be rounded up to the next whole number.

A. WDU Administration. The Applicant will administer the WDUs in accordance with the "Board of Supervisors' Countywide and Tysons Urban Center Workforce Dwelling Unit Administrative Policy Guidelines" adopted on February 23, 2021 (the "Policy Guidelines"), in effect as of the date of these Proffers. Notwithstanding the foregoing sentence, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such agreement and the provisions of this proffer will become null and void. Such an agreement and any modifications thereto will be recorded in the land records of Fairfax County.

B. Rental Income Tiers. Notwithstanding the Policy Guidelines, the Applicant will provide (i) twenty-five percent (25%) of the WDUs to persons/households making seventy percent (70%) of the Washington Metropolitan region's AMI, (ii) twenty-five percent (25%) of the WDUs to persons/households making eighty percent (80%) of the regional AMI, and (iii) fifty percent (50%) of the WDUs to persons/households making ninety percent (90%) of the regional AMI.

37. Parking for WDUs.

A. For-Rent WDUs. The Applicant will make available a minimum of one parking space for each for-rental WDU (each a "Reserved Space") at a price that is discounted at a rate commensurate with the percentage of reduction in rent or sales price for that WDU based on the income tier within which such WDU will be provided. The Applicant will otherwise

offer each Reserved Space on the same terms as the parking spaces offered to the renters or owners of the market-rate units.

B. For-Sale WDUs. The Applicant will make available a minimum of one parking space for each For-Sale WDU and will price the For-Sale WDUs in accordance with the provisions Fairfax County's "Workforce Dwelling Unit (WDU) Program: 2024 Maximum For-Sale Pricing."

38. Non-Residential Contribution for Workforce Housing. The Applicant will either (i) make a one-time contribution of three dollars and eighty eight cents ($3.88) to the Board of Supervisors for each square foot of new office square footage actually constructed within Phase I and Phase II, combined, above and beyond the 1,264,980 square feet of office square footage permitted in Phase I and Phase II prior to approval of each respective phase; or (ii) make an annual contribution for sixteen (16) consecutive years to the Board of Supervisors of twenty-five cents ($0.25) for each square foot of new office square footage actually constructed on the Property within Phase I and Phase II, combined, above and beyond the 1,264,980 square feet of office square footage permitted in Phase I and Phase II prior to approval of each respective phase, such contributions to be used for the provision of affordable and/or workforce housing benefitting residents in the Reston area. If the Applicant elects the one-time contribution, such contribution will be made prior to the issuance of the first Non-RUP for each new office Building and will be based on the actual gross floor area of office uses constructed in each such Building. If the Applicant elects the annual contributions, the first payment will be made prior to issuance of the first Non-RUP for each new office Building and continue every year thereafter for 15 additional years. This proffer will not apply to any retail located in office, hotel or residential Buildings, educational uses, institutional uses or governmental or quasi-governmental uses.

PARK AND RECREATIONAL FACILITIES

39. Parks and Open Spaces. In accordance with the phasing plan set forth on Sheet A0.60 of the DPA/PRC Plan and as further described in these Proffers, the Applicant will construct publicly-accessible, at-grade, open space areas in conformance with the concepts, locations and minimum acreages depicted on Sheet L0.01 of the DPA/PRC Plan, provided that such areas and the elements described below may be adjusted, modified, reconfigured or replaced at the time of site plan to allow for final engineering and design considerations, as determined by the Zoning Administrator in consultation with the Fairfax County Park Authority ("FCPA"). As used in this proffer, the term "construct" means an improvement is substantially complete and open to use by the public but trees and/or landscaping may not yet be fully installed due to seasonal planting schedules intended to maximize survivability of such plantings. While public access easements will be granted for these areas, the Applicant will retain them in private ownership and reserves the right to reasonably restrict access for limited times and special events, security, maintenance and repairs and/or safety purposes. The Proposed Development includes the following distinct urban park spaces:

A. Phase II.

i. North Park East A. Subject to the acquisition of all necessary rights-of-way and/or easements from the Approving Authorities, prior to issuance of the first initial RUP or Non-RUP for Block E or F2, whichever is first, the Applicant will provide an approximately 1.1-acre publicly accessible park north of Blocks E and F. North Park East A will connect to the pedestrian bridge to Reston Town Center by a stairwell and ramp and feature a fitness station and park, a dog park, walking trails, and vegetation as shown conceptually on Sheet L3.04 of the DPA/PRC Plan.

ii. North Park East B and C. Subject to the acquisition of all necessary rights-of-way and/or easements from the Approving Authorities, prior to issuance of the first initial RUP or Non-RUP for Block F, the Applicant will provide an approximately 1.09-acre publicly-accessible park north of Blocks K and L. North Park East B and C will feature active recreation areas with fitness equipment, passive recreation areas with informal lawns, seating areas, WIFI, and lawn games, as shown conceptually on Sheet L3.06 of the DPA/PRC Plan. Following completion of both North Park East A and North Park East B-C, the Applicant will have constructed the full length of the fitness trail connecting Town Center Parkway with Reston Parkway as shown on the DPA/PRC Plan.

iii. Central Park North. Prior to issuance of the first initial RUP or Non-RUP for Block E, whichever is first, the Applicant will provide an approximately 0.88-acre publicly-accessible park in between Blocks D and E.The character of Central Park North is intended to reflect its location between residential Buildings, which means it will be programmed to meet the expectations of neighboring residents through the provision of an urban play area and flexible hardscape with an optional water feature, a lawn area for events or lawn games, a community pavilion similar to that shown on Sheet A4.10 as "North Central Pavillion," landscaping, special paving, moveable furniture, and seating areas, all as shown conceptually on Sheet L3.01 of the DPA/PRC Plan.

iv. Central Park South. Prior to issuance of the first initial Non-RUP for Block G1, the Applicant will provide an approximately 0.55-acre publicly-accessible park in between Blocks C and G. Central Park South is intended to be more of a flexible space that can be used for multiple purposes and will contain elements such as an open lawn for recreation or events, public art, and a retail pavilion that ties Blocks C and G together, similar to that shown on Sheet A4.10 as "South Central Pavillion," all as shown conceptually on Sheet L3.02 of the DPA/PRC Plan.

v. Metro Park. Prior to issuance of the first initial Non-RUP for Block G1/G2, whichever is first, the Applicant will provide an approximately ~~0.57~~0.62-acre publicly-accessible park in between Blocks A and G consisting of features such as a lawn area, sitting grove, and event space that are integrated with the future metro pavilion similar to that shown on Sheet A4.10 as "Metro Pavillion," all as shown conceptually on Sheet L3.03 of the DPA/PRC Plan. This park space is acknowledged to be within an area including sound levels exceeding DNL 65dBA.

vi. East Park. Prior to issuance of the first initial RUP or Non-RUP for Block F or Block J, whichever is first, the Applicant will provide an approximately 1.34-acre publicly-accessible park east of Blocks F and J. East Park is intended to have both active and passive elements to serve both residents and office tenants, and its programming reflects this intent, which will include at least three (3) flexible sport courts (such as volleyball courts), a flexible lawn area located above an underground stormwater management facility and which could be striped for active recreation purposes, landscaping, a walkway, special paving and other features, all as shown conceptually on Sheet L3.05 of the DPA/PRC Plan. Notwithstanding the features and designs shown Sheet L3.05, and subject to FCPA and LDS approval, the Applicant may modify and/or relocate elements of East Park to address conflicts between the existing or planned SWM Facilities (as defined below) or other utilities without the need for a DPA, PCA or PRC Plan

amendment. This park space is acknowledged to be within an area including sound levels exceeding DNL 65dBA.

vii. Block L Pocket Park. Prior to issuance of the first initial RUP or Non-RUP for Block J or F, whichever is first, the Applicant will provide an approximately 0.23-acre publicly-accessible pocket park on Block L consisting of such features as bosque seating, flexible lawn area, bocce or similar recreation amenities, WIFI and other features as shown on Sheet L3.07 of the DPA/PRC Plan.

40. Private Amenities and Recreational Facilities for Residents. The Applicant will provide on-site recreational facilities for the future residents of the Property, as shown on the DPA/PRC Plan. Recreational facilities such as rooftop amenities and pool facilities may be separately designated for the residents of the individual Residential Buildings; or, more common facilities such as a business or fitness center may be shared between them. The Applicant will expend a minimum of $2,150.00 per market-rate and workforce residential unit on such recreational facilities. Prior to final bond release for each Residential Building, the balance of any funds not expended on recreational amenities for that Residential Building, as determined by LDS, will be contributed to the FCPA for the provision of recreational facilities serving Reston.

PUBLIC FACILITIES

41. Public Art. Prior to approval of building permit plans for the first Building constructed in the Proposed Development, the Applicant will coordinate with Public Art – Reston ("PAR") to obtain its recommendations regarding options for the Applicant's provision of public art, the type of public art to be provided, and the location of the public art within the Property. Following such consultation, the Applicant will provide public art within the Proposed Development, with the Applicant making the final selection of the public art to be incorporated.

42. Performing Arts Center. The Applicant and the County have identified Block G2 as a preferred location for a community-based performing arts facility to serve Reston and Fairfax County (the "Arts Center"). The Applicant also has developed conceptual floor plans and massing illustrations of the Arts Center as shown on Sheets A2.00, A3.10, and A.3.20 of the DPA/PRC Plan to demonstrate the expected quality of design for the Arts Center once constructed. In furtherance of provision of the Arts Center, the Applicant will reserve for future dedication and thereafter dedicate Block G2 in fee simple to the Board of Supervisors or such other County entity as the Board may designate for the establishment, by others, of the Arts Center in accordance with the requirements of this proffer. The Applicant will record a deed of reservation for Block G2 in a form approved by the Office of the County Attorney prior to site plan approval for development of the planned office Building on Block G1. The Applicant will convey Block G2 to the Board of Supervisors along with rights to up to 60,000 gross square feet of development density (the "Conveyance Deed") no later than twelve (12) months following the earlier to occur of (i) issuance of the first RUP or Non-RUP for the last new Building (Blocks E, F1, F2, GI, J) to be constructed on the Property or (ii) written notice provided by the County Executive confirming that sufficient funds to design, construct and operate the Arts Center have been secured by the County or such other party as the Board of Supervisors may designate. The Conveyance Deed also may include, among other things, the following provisions:

A. Block G2 may only be used for the Arts Center or as a park open to the public, except as set forth below;

B. The final design for the Arts Center must be approved by the Reston Town Center Design Review Board (which is an existing requirement for all development subject to the Reston Town Center covenants, including the Property) and will be an appropriate design within the context of a Class-A mixed-use development;

C. The Applicant and the Board of Supervisors (or its designee) will reasonably cooperate with one another to develop a construction plan and associated construction schedule for the timely completion of the Arts Center that minimizes disruptions to and interference with ongoing operations of the Proposed Development during the period of construction;

D. The parties will grant and convey to one another (as applicable) all necessary temporary and permanent easements to permit the maintenance, construction and operation of the Arts Center (or the park, as applicable) in accordance with this proffer, including use of the underground garage as shown on either or both of Blocks G1 and/or Block J as shown on Sheet C7;

E. The Applicant and the Board of Supervisors (or their respective designees) agree to regularly scheduled meetings to review and coordinate the initial construction and, thereafter, ongoing programming and operation of the Arts Center;

~~F. In the event the Board of Supervisors elects not to construct and operate the Arts Center (by providing written notice of the same from the County Executive), the right of the Applicant or its designee to either (i) convert at its expense Block G2 into a permanent publicly-accessible park and thereafter maintain such park consistent with the standards for private parks within the Proposed Development, or (ii) repurchase Block G2 from the Board of Supervisors at fair market value and pursue development of Block G2 subject to approval of a future amendment of this Application; and~~

~~G~~F. The Applicant may, subject to the consent of the Board of Supervisors as to design and extent, and at the Applicant's cost, use Block G2 for construction staging and/or make interim physical improvements to Block G2, generally as shown on Sheet L3.08 of the DPA/PRC Plan, including but not limited to the construction of a publicly accessible park (the "Block G2 Park"), in coordination with the office of the Hunter Mill District supervisor and as approved by FCPA, prior to construction commencing for ~~either (i)~~ the Arts Center ~~or (ii) the County's park~~. The Applicant will be responsible for obtaining all site plan and/or building plan approvals (but no further PRC Plan approval(s)) necessary to construct ~~such interim improvements~~the Block G2 Park and will be responsible for maintaining the ~~County's park~~Block G2 Park until construction commences for the Arts Center~~. The Applicant will maintain the County's Park. The Applicant will provide notice to the Supervisor's office prior to applying for the applicable site plan approval necessary to construct the County's park.~~; and

G. In the event the Board of Supervisors elects not to construct and operate the Arts Center (by providing written notice of the same from the County Executive), the right of the Applicant or its designee to repurchase Block G2 from the Board of Supervisors at fair market value and pursue development of Block G2 subject to approval of a future amendment of this Application.

By proffering to convey Block G2 to the Board of Supervisors, and in lieu of either constructing or providing separate funding for one or more athletic fields, the Applicant fully satisfies the Comprehensive Plan's expectations for the provision of recreation facilities to serve future

residents and tenants of Reston and the Proposed Development, and the Applicant will have no further obligations in this regard.

43. Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, prior to issuance of the first RUP or Non-RUP for each residential Building constructed on the Property, the Applicant will contribute funds (at an assumed rate of 0.108 students per residential unit designated on such site plan multiplied by $14,956.00 per student generated) to the Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to Fairfax County public schools to address impacts on the school division resulting from the Application. The contributions will be based on actual number of units constructed, so the total amount may vary. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this proffer, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution. The Applicant will notify the FCPS Office of Facilities Planning Services at such time as each site plan for a residential Building is approved to allow it to plan and prepare for future student growth.

STORMWATER MANAGEMENT

44. Stormwater Management. The Applicant will demonstrate on each site plan and provide on-site stormwater management measures designed to control the quantity and quality of stormwater runoff from the Proposed Development in accordance with the DPA/PRC Plan and these Proffers. The Applicant will provide stormwater detention facilities, Best Management Practices ("BMP") facilities, and/or Low Impact Development ("LID") facilities in an appropriate system per the requirements of the PFM, which may include, but will not be limited to, intensive green roofs, tree box filters, bio-retention areas, permeable pavers/hardscape, infiltration measures, and stormwater reuse for landscape irrigation and air conditioning unit makeup water generally as set forth on DPA/PRC Plan. The specific stormwater management facilities will be identified at the time of each site plan approval and approved by LDS. The Applicant will construct stormwater quantity and quality measures in accordance with the site plan(s) (and each subsequent revision thereto) for the Proposed Development, such that the stormwater management goals outlined below will be achieved.

A. Stormwater Management Goals. The Applicant will design and construct the SWM Facilities (as defined below) to reduce, upon completion of the Proposed Development, the peak flow rate for the two-year, 24-hour storm event (in addition to the one-year storm event) by thirty percent (30%) based on the energy balance equation set forth in the Fairfax County Stormwater Management Ordinance, which means that additional over-detention of the peak runoff rate will be provided.

B. Maintenance Responsibility. Prior to the initial site plan approval for each Building within the Proposed Development, the Applicant will execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the stormwater management facilities to be delivered with such Building and shown on that site plan ("SWM Facilities"). The SWM Agreement will require the Applicant (or its successor UOA/HOA/COA/CA) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided in the approved site plan, and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of LDS, provided LDS requests such a maintenance report. The SWM Agreement also will address

easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

C. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management regulations affecting the Proposed Development, the Applicant will have the right to accommodate necessary changes to its stormwater management designs without the need for a DPA, PCA, or PRC Plan amendment, provided such stormwater management changes do not materially affect the limits of clearing and grading, building locations, or road layouts and otherwise are in general conformance with the DPA/PRC Plan.

TREE PRESERVATION

45. Tree Preservation. As part of each site plan approval for any new Building in the Proposed Development, as applicable, the Applicant will demonstrate that construction of such Building will meet applicable Fairfax County requirements for tree preservation and the requirements of this proffer.

A. Tree Preservation. As applicable, the Applicant will submit a tree preservation plan (each a "Tree Preservation Plan") as part of the first and all subsequent site plan submissions for construction of any new Building in the Proposed Development.

i. The Tree Preservation Plan will be prepared by a professional with experience in the preparation of tree preservation plans, such as a Certified Arborist or Registered Consulting Arborist, and will be subject to the review and approval of Forest Conservation. The Tree Preservation Plan will consist of a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all trees to be preserved, as well as all on- and off-site trees, living or dead, with trunks twelve (12) inches in diameter and greater (measured 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet of the limits of clearing and grading shown on the DPA/PRC Plan.

ii. The Tree Preservation Plan will provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the DPA/PRC Plan, and those additional areas in which trees can be preserved as a result of final engineering. The Tree Preservation Plan will include all items specified in PFM 12-0507 and 12-0509.

iii. The Tree Preservation Plan will include the following elements:

a. Establishment of an area for treatments designed to enhance root growth and vitality and the establishment of limits of disturbance for the Proposed Development at this boundary.

b. Implementation of treatments designed to enhance root systems, which may include, but will not be limited to, treatments to aerate the soil, provide nutrients, increase soil organic matter content, and increase water infiltration.

c. For tree preservation areas near or within park spaces, root protection areas will be delineated (typically areas of mulch and ground covers) from more active use areas (turf). The plan will be labeled to indicate planned use of areas within the park. Due to the potential for increased use of the park to further impact existing trees, plans for the layout and use of the park will demonstrate how impacts to existing trees will be minimized and how the design will contribute toward the improved health and condition of existing trees by separating higher use areas from tree root zones.

d. Supplemental planting using a diverse selection of over story and understory species to replace the tree canopy as existing trees decline and die. For best survivability and to minimize disturbance, it is suggested that trees planted within the treatment area of the root zones be no larger than two inches caliper for deciduous over story trees and one – one and one-half inches caliper for understory species at the time of planting.

B. Tree Preservation Walk-Through. The Applicant will retain the services of a Certified Arborist or Registered Consulting Arborist, and will have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's Certified Arborist or Registered Consulting Arborist will walk the limits of clearing and grading with a representative of Forest Conservation to determine, in Forest Conservation's reasonable judgment, whether any adjustments to the clearing limits should be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustments, if any, will be memorialized in writing and implemented by the Applicant. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated will be removed using a chain saw and such removal will be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this will be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

C. Limits of Clearing and Grading. The Applicant will conform strictly to the limits of clearing and grading as shown on the site plan, subject to allowances specified in these Proffers and for the installation of utilities and/or trails as determined necessary by the Director of LDS, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the site plan, they will be located in the least disruptive manner necessary as determined by the Applicant and Forest Conservation. The Applicant will develop and implement a replanting plan, subject to approval by Forest Conservation, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities. Alteration of the limits of clearing and grading due to the circumstances described above will not require the approval of a DPA, PCA, or PRC Plan amendment.

D. Tree Preservation Fencing. All trees shown to be preserved on the Tree Preservation Plan will be protected by tree protection fencing. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart, or super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, will be erected at the limits of clearing and grading. All tree protection fencing will be installed

after the tree preservation walk-through meeting but prior to any clearing and grading activities. The installation of all tree protection fencing will be performed under the direct supervision of a Certified Arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing and grading activities, but subsequent to the installation of the tree protection devices, the Applicant will provide Forest Conservation notice and the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the tree preservation fencing has not been installed correctly, no grading or construction activities will occur until the fencing is installed correctly, as determined by Forest Conservation.

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

i. Root pruning will be done with a trencher or vibratory plow to a depth of 18 inches;

ii. Root pruning will take place prior to any clearing and grading;

iii. Root pruning will be conducted under the supervision of a Certified Arborist; and,

iv. A Forest Conservation representative will be informed when all root pruning and tree protection fence installation is complete.

F. Site Monitoring. During any clearing or tree/vegetation removal on the Property, a representative of the Applicant will be present to monitor the process and ensure that the activities are conducted in accordance with these Proffers and as approved by Forest Conservation. The Applicant will retain the services of a Certified Arborist or Registered Consulting Arborist to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers and Forest Conservation approvals. The monitoring schedule will be described and detailed in the Tree Preservation Plan and reviewed and approved by Forest Conservation.

G. Mulching. Mulched areas will be provided across the critical root zone for existing trees designated for preservation and maintained during the life of the tree. Where these areas overlap across multiple trees, a continuous mulched bed may be provided. Mulch will consist of material as specified in the Tree Preservation Plan.

MISCELLANEOUS PROFFERS

46. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in this proffer statement will include within its meaning and will be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

47. Delay. Notwithstanding the foregoing commitments in these Proffers, upon demonstration by the Applicant that, despite diligent efforts by the Applicant or due to factors beyond the Applicant's control, any improvements and/or contributions required under these Proffers have been delayed

or will be delayed beyond the time frames specified for the completion of such improvements and/or contributions, the Zoning Administrator may extend the timeframes for completion to a later date as determined by the Zoning Administrator.

48. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered will be deemed an original, and all of which taken together will constitute one and the same instrument.

49. Annual Escalation Clause. For all Proffers in this document specifying monetary contributions, the contribution and/or budget amount will escalate or de-escalate, as applicable, on a yearly basis from the base year of 2025 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

50. Advanced Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Section 5100.2.E of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or the Virginia Department of Transportation.

51. Phase II Dulles Rail Tax District Buy-Out for Multi-Family Units. At least sixty days prior to registration with the Common Interest Community Board of any residential condominium documents that would change the use of all or any portion of the Property located within the Phase II Dulles Rail Transportation Improvement District (the "Phase II District") that either (i) is zoned to permit multi-family residential use but is not yet used for that purpose or (ii) from use as a multi-family residential real property that is primarily leased or rented to residential tenants or other occupants by an owner who is engaged in such a business, in either case therefore taxable for purposes of the now existing Phase II District to a use that is not subject to the Phase II District tax, the Applicant will provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to register such condominium documents for that portion of the Property. Prior to registering the condominium documents, the Applicant will pay to Fairfax County a sum equal to the then-present value of Phase II District taxes estimated by the County in accordance with a formula approved by the Board of Supervisors to be lost as a result of that change in use. Any special improvement taxes paid in the year the Rezoning is approved will be credited toward the one-time payment on a prorated basis.

52. Development Phasing. Development of the Property may occur in phases, in any order at the Applicant's sole discretion, and will be in accordance with the Phasing Plan and consistent with phased improvements as identified elsewhere in these Proffers. Except as set forth above, sidewalks and streetscape improvements along the frontages of each building will be provided concurrently with the construction of each building. The Applicant will adhere to the Phasing Plan and to the extent there is no sidewalk in Phase I available to provide access between a development phase and the Reston Town Center Metro Station, the Applicant will provide a temporary sidewalk in Phase II to connect the development phase and the Reston Town Center Metro Station.

[Signature pages follow]

RESTON GATEWAY CONDO D1, LLC.,
a Delaware limited liability company

By: Boston Properties Limited Partnership,
a Delaware limited partnership, its sole member

By: BXP, Inc.,
a Delaware corporation,
its general partner

By: _____
Name: Peter V. Otteni
Title: Executive Vice President, Co-Head of the Washington, DC Region

DISCOVERY SQUARE, L.L.C.,
a Delaware limited liability company

By: Boston Properties Limited Partnership
a Delaware limited partnership,
its sole member

By: BXP, Inc.,
a Delaware corporation,
its general partner

By: _____
Name: Peter V. Otteni
Title: Executive Vice President, Co-Head of the Washington, DC Region

RESTON CORPORATE CENTER LIMITED PARTNERSHIP,
a Virginia limited partnership

By: Boston Properties LLC,
a Delaware limited liability company,
its general partner

By: Boston Properties Limited Partnership,
a Delaware limited partnership,
its managing member

By: BXP, Inc.,
a Delaware corporation,
its general partner

By: _____
Name: Peter V. Otteni
Title: Executive Vice President, Co-Head of the Washington, DC Region

RESTON TOWN CENTER OFFICE PARK PHASE ONE LIMITED PARTNERSHIP,

a Virginia limited partnership

By: Boston Properties LLC,
a Delaware limited liability company,
its general partner

By: Boston Properties Limited Partnership,
a Delaware limited partnership,
its managing member

By: BXP, Inc.,
a Delaware corporation,
its general partner

By: _____
Name: Peter V. Otteni
Title: Executive Vice President, Co-Head of the Washington, DC Region

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Move To	0
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RTC NEXT
PHASE II PROFFER STATEMENT
PCA 86-C-119-09/DPA 86-C-119-05

September 15, 2025

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PHASE II PROFFER STATEMENT
PCA 86-C-119-09/DPA 86-C-119-05

September 12, 2025

Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) and Sect. 8100.2 of the Fairfax County Zoning Ordinance (2023, as amended) (the "Zoning Ordinance"), Reston Corporate Center Limited Partnership, owner of 17-3 ((22)) 0003 ("RCC LP"); Reston Gateway Condo D1, LLC, owner of 17-3 ((22)) 10001 ("Reston Gateway Condo"); Reston Town Center Office Park Phase One Limited Partnership, owner of parcel 17-3 ((01)) 0029A ("RTC Office Park Phase I"); and Discovery Square, LLC, owner of 17-3 ((01)) 0005 and 17-3 ((01)) 0005 H1 ("Discovery") (collectively, RCC LP, Reston Gateway Condo, RTC Office Park Phase I and Discovery are the "Applicant"), for themselves and their successors and assigns, proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Map as a portion of 17-3 ((22)) 0003; a portion of 17-3 ((22)) 01-0001; 17-3 ((01)) 0029A; and a portion of 17-3 ((1)) 5 and 5H1 (collectively the "Property") will be in accordance with the following conditions ("Proffers"), which will replace and supersede any and all existing proffered conditions and/or development conditions applicable to the Property if, and only if, PCA 86-C-119-09/DPA 86-C-119-05 (collectively, the "Application") is granted. In the event the Application is denied, these Proffers will immediately be null and void, and any and all existing proffered conditions and/or development conditions applicable to the Property will remain in full force and effect.

GENERAL

1. Substantial Conformance. The Property will be developed in substantial conformance with the Development Plan Amendment/Proffered Condition Amendment/PRC Plan (collectively, the "DPA/PRC Plan") dated June 21, 2024, as revised through July 14, 2025, prepared by Urban, Ltd. and consisting of 95 sheets.Development Plan and PRC Plan Elements. Notwithstanding that the (a) development plan for the Property, and (b) PRC Plan for the development of Phase II (consisting of Sheets C9 through C10 and defined as the "PRC Plan") are presented in the same plan set and collectively defined as the DPA/PRC Plan in Proffer 1, for purposes of these Proffers there is a distinction between those elements that constitute (i) the development plan for the Property and (ii) the PRC Plan elements for the Phase II redevelopment. The proffered elements of the development plan are limited to the maximum square footage of permitted development on the Property, the general location of buildings and open spaces as shown on Sheets C7 and C8, the maximum building heights for each Block (as defined below), the principal points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property as shown on Sheets C7 and C8 (collectively, the "DPA Elements"). Except as set forth in these Proffers, all other elements of the DPA/PRC Plan may be amended or adjusted as part of a future PRC Plan or PRC Plan amendment, provided such PRC Plan or PRC Plan amendment is in substantial conformance with these Proffers. Subject to the limitations set forth below, the square footage within each Block (as defined below) may be adjusted up or down so long as the maximum square footage for the Property is not exceeded and the minimum overall open space on the Property is not reduced.Minor Modifications and Minor Variations. The Applicant may make minor modifications and/or minor variations to the DPA/PRC Plan and/or Proffers pursuant to Section 8100.5 of the Zoning Ordinance as part of final site design or engineering. Modifications to the Build-to-Lines shown on Sheet C-7 of the DPA/PRC Plan to reflect final building architecture and internal building layouts are permitted as part of final engineering and design provided they do not materially reduce the sidewalk and/or building zone dimensions of any Building (as defined below) that are shown on an approved site plan.Future Applications. Any portion of the Property, including but not limited to, any Block or Phase (as defined below), may be the subject of a revised

DPA, PRC Plan, Proffered Condition Amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP") or other zoning action without the joinder and/or consent of the owner(s) of the other Blocks, or Phases provided that such application complies with Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application will remain in full force and effect.Declarations and Owners' Associations.

A. Umbrella Owners' Association. At any time, the Applicant may record a new or supplemental declaration and/or establish an umbrella owners' association (the "UOA") for the Property to address the general maintenance and other obligations (including stormwater management and transportation demand management) of the owner(s) (and their successors and assigns), including the fulfillment of these Proffers. If recorded or established, the declaration and/or UOA documents will separately identify those maintenance or proffer obligations that will or are expected to fall principally on owners or residents of any owner-occupied Residential Building (as defined below) and such obligations will be disclosed to the owners/residents in accordance with the terms of this proffer.Homeowner and Condominium Owners' Association. In the event any of the units in the Residential Buildings (as defined below) are held for sale, the Applicant will cause either a homeowners association and/or a condominium owners association ("HOA/COA") to be formed for such Residential Building(s). If a declaration is recorded and/or a UOA is established for the Property, the HOA/COA will be a member of the declaration and/or UOA.Commercial Association(s). The Applicant may cause a new or supplemental commercial association ("CA") to be formed for the existing and/or new non-residential Buildings (as defined below) or uses located on the Property. In the event individual units in the Residential Buildings (as defined below) are leased as rental units and not for sale, the Applicant may include such Building (as defined below) in the CA. If a new or supplemental declaration is recorded and/or a UOA is established for the Property, each CA will be a member of the declaration and/or UOA, as applicable.Disclosures. The declaration establishing any HOA/COA/CA on the Property (including budgets provided in any offering or sale materials) will specify the proffer and maintenance conditions and obligations set forth in these Proffers. Purchasers of individual residential units will be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.Additional Associations. In addition to the UOA/HOA/COA/CAs described above, the Applicant may join any existing associations, record any additional declarations, and/or establish any additional associations, such as, but not limited to, a master condominium owners association and/or condominium owners associations for any of the individual uses within the Proposed Development (as defined herein), as may be deemed necessary by the Applicant.

PROPOSED DEVELOPMENT

6. Proposed Development. As more particularly set forth below and as shown on the DPA/PRC Plan, the Applicant has divided the new development proposed for the Property into six (6) separate development "blocks," which are identified on the DPA/PRC Plan as Blocks E, F1/F2, G1, G2, H and J, while the existing offices that are to remain are identified as Block K and L (each a "Block," with Block "I" intentionally omitted to avoid confusion) (collectively, the "Proposed Development," "Phase II", the "Project" or "RTC Next"). Blocks A, B, C, and D, the majority of which are offsite of the application Property, will continue to develop in accordance with the DPA/PRC Plan and proffers approved for Reston Gateway with PCA 86-C-119-07/DPA 86-C-119-03 and PCA 86-C-121-08/DPA 86-C-121-05 ("Phase I"). Development of each Block within the Proposed Development and/or the buildings and parking structures within the Blocks (each a

"Building," or "Parking Structure," as applicable) may proceed in any order, provided that all proffers that apply to any such Block, Building and/or Parking Structure are addressed with the development of that Block, Building and/or Parking Structure unless otherwise specified by these Proffers or modified by the Zoning Administrator. The Applicant reserves the right to transfer within and between the Phase I and Phase II developments (i) square footage of the same use from one Block to another Block of the same use, and (ii) unbuilt square footage of the same use between Phase II and Phase I, so long as any such adjustment maintains an urban form of development on Blocks E, F1/F2, G1, G2, H and J (as reflected on the DPA/PRC Plan and generally defined as multiple story buildings with both Ground Floor Uses (as defined below) and additional uses located above), does not exceed the maximum building height(s) for such Block or the following maximum square footages of individual uses:

Office Uses: 2,437,000 GSF (inclusive of existing offices on Blocks K and L that are to remain)
Residential Uses: 1,735,000 GSF
Hotel Uses: 208,000 GSF
Ground Floor Uses (as defined below): 154,600 GSF

A. Phase II. Subject to the reservations set forth in these Proffers, the Applicant anticipates development of Blocks E, F1/F2, G1, G2, H and J will consist of the following mix of uses, subject to final engineering and design and market conditions:

	Ground Floor	**Office**	**Hotel**	**Residential**	**Total**
Park	2,500 SF				
E	8,300 SF			400,000 SF	
F1/F2	5,600 SF			793,000 SF	
G1	4,000 SF	525,000 SF			
G2	60,000 SF				
H	2,500 SF				
J	4,000 SF	405,000 SF			
SUBTOTAL	**86,900 SF**	**930,000 SF**		**1,193,000 SF**	**2,209,900 SF**

7. Mix of Uses. The Proposed Development will consist of a mix of uses and may include any use permitted by right or by special exception or special permit (without the need to obtain separate approval of the same) in the PRC Town Center Zoning District under Section 4101.4 of the Zoning Ordinance except for the following uses, which are prohibited within the Proposed Development unless otherwise approved as part of a separate special exception or special permit application: golf courses; country clubs; helipads/heliports; marinas, docks and boating facilities, commercial; stand-alone car washes, stand-alone drive-through uses (financial institutions, restaurants or pharmacies); service stations and service stations with mini-marts; vehicle light service establishments; and funeral homes.

A. Ground Floor Uses. For purposes of these Proffers, "Ground Floor Use" means any separately-permitted use that generally is located on the first and second floors of any Building and may be accessed directly from the street, including, but not limited to, business service and supply service establishments, restaurants, financial institutions, bank teller machines, commercial recreation restaurants, dwellings, child care facilities, garment cleaning establishments, offices, private schools of general education, private schools of special education, personal service establishments, health clubs, public uses, repair service establishments, retail sales establishments and theaters.

B. Short-Term Hotels. Any Building developed as a for-rent multi-family Residential Building may, during the initial two-year lease-up period following completion of the Residential Building, be occupied as a short-term hotel use, provided that not more than fifty percent (50%) of the units of such building are used as a hotel and the building otherwise complies with required elements of the Virginia Uniform Statewide Building Code. In order to assist the County in its research regarding short-term hotels, each year for the initial two-year lease up period, the Applicant will provide data to the Department of Planning and Development ("DPD") regarding the rate of lease-up of any multi-family Residential Building that includes short-term hotel uses, including the number of units dedicated to such short-term hotels during such period and the average length of stay.

ARCHITECTURAL DESIGN

8. Architectural Design and Building Materials. The architectural design of the Proposed Development will be in substantial conformance with the architectural site sections shown on the DPA/PRC Plan. The character and quality of the architectural design for Phase II will be in substantial conformance with the building elevations and perspectives shown on the PRC Plan within the DPA/PRC Plan. Exterior building materials for the Proposed Development may, but will not be required to, include and will not be limited to brick, masonry/stone, aluminum, steel, glass, cementitious paneling and siding, stucco, composite insulated panels, and aluminum/vinyl windows, provided that final architectural details, roofs, and accents may include other materials as approved by the DRB (as defined below). Bay windows, balconies, awnings, and other permanent architectural features may be provided along the façade of any Building and may extend beyond the Build-to-Lines, but not the right-of-way, shown on the DPA/PRC Plan, provided that any such features are constructed no less than ten feet (10') above the ground below and do not interfere with proposed tree canopy. The Applicant reserves the right as part of final engineering and design to adjust the average grade and finished floor elevation of each Building without requiring approval of a DPA, PCA, or PRC Plan amendment.

Prior to or concurrent with submission of site plans and/or building permit plans for each Building, as applicable, the Applicant will submit copies of the proposed building architecture, including the materials or features intended to activate the Ground Floor Uses and/or streetscape for each Building, to the Zoning Administrator for review and comment. Notwithstanding anything to the contrary contained in this Proffer 8, final building architecture and design for the Proposed Development is subject to review and approval by the Reston Town Center Association Design Review Board ("DRB"), and the Applicant may develop the Proposed Development in accordance with approvals granted by the DRB without the need to secure a DPA, PCA, or PRC Plan amendment, or a determination by the Zoning Administrator, provided such designs otherwise are in substantial conformance with the DPA/PRC Plan and these Proffers.

9. Building Heights. The building heights for the Proposed Development will not exceed the maximum building heights shown on the DPA/PRC Plan. Building heights will be measured in accordance with the provisions of the Zoning Ordinance and will be exclusive of those structures that are excluded from the maximum building height regulations as set forth in Section 5100.2.C of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing will preclude the Applicant from constructing a Building to a lesser building height than the maximum building height indicated on the DPA/PRC Plan without requiring a future DPA or PRC Plan amendment, provided that the Building otherwise maintains the urban, mixed-use form of development envisioned by the Comprehensive Plan, the DPA/PRC Plan and these Proffers.

10. Activated Streetscapes. The Applicant will provide activated streetscapes throughout the Property through incorporation of architectural elements, screening and active uses that may include, but are not limited to, Ground Floor Uses, urban parks, plazas, residential units with direct street access and/or activated lobbies and amenity spaces as generally shown on the DPA/PRC Plan and subsequent site plans and building plan/permit applications, as applicable. In addition, the tenants of Ground Floor Uses will create an external streetscape presence by providing architectural techniques such as transparent exterior storefront facades, landscaping, seating areas, canopy and awning shade elements, and/or other techniques that create building facades that provide interest to pedestrians and vehicles. Placemaking elements, including elements similar to those shown in Sheet L7.00, contributing to an urban environment consistent with the precedent images as shown on A4.00, will be incorporated along building facades to provide interest to pedestrians and vehicles. As set forth in Proffer 8 above, applicable details concerning the proposed streetscape activation will be shown on the materials presented to the Zoning Administrator in connection with site plans and/or building permit approvals for each Building.

11. Parking Structure Facades. The Applicant will treat and/or screen any exposed, above-grade parking structure that fronts onto a roadway and be designed to engage pedestrian interest at the ground level, by providing elements at key locations including, but not limited to, public art, sculptural elements, landscaping features, ventilated openings, metal or fabric panels, and/or other materials generally as shown on Sheet A4.00 of the DPA/PRC Plan, which delineates a range of screening objectives and options based on the location of each garage, its visibility by the public and the expected location of Ground Floor Uses. Architectural treatment and/or screening details for each such parking structure will be provided to the Supervisor's office and the UCS Section of DPD as part of the building plan review process with the County.

    A. In the event the Applicant constructs an above-grade parking structure in phases, such that the internal portion of the garage is exposed and visible on a temporary basis until the second phase of the garage is completed (e.g., the garage serving Blocks F1/F2), the Applicant will apply a screening system (which may be removable) to the portion of the structure that is exposed at phase lines to partially obscure the exposed structure until the next phase is constructed. The screening system will be applied to all levels above grade and will be composed of an architecturally designed system that may reflect basic architectural lines of the permanent facades. The specific screening system to be utilized for each Building will be determined at the time of building plan approval and graphically depicted in the plan(s). Alternate temporary garage screening and the use of banners and or temporary art works as a part of the screening system may be approved with building plan approval.

12. Loading/Trash/Service Areas. The Applicant will screen above-grade loading/trash/service areas from public view through the use of roll down doors, architectural styles or similar treatments. The Applicant will design the screening/treatments to be compatible with the style of architecture, materials and colors for the building(s) in which it is located. Depending on the screening technique chosen, the Applicant will provide preliminary details concerning the anticipated screening/treatment for any above-grade loading/trash/service area with the site plan for each new Building, as applicable, as well as provide final selections for the loading/trash/service treatment for all new Buildings as part of the building plan elevations submitted to the Zoning Administrator pursuant to Proffer 8 above.

    A. Pedestrian Treatment Across Garage and Loading Entries. The Applicant will provide at the entrance/driveway to each off-street parking garage and loading area driveway aprons that maintain a flush condition with the adjacent sidewalk or that incorporate design

features such as special pavement markings, rumble strips, lighting, or other treatments designed to alert pedestrians of the potential conflicts with vehicles accessing the garage or loading area.

B. Loading Entry Clearance. As part of building plan approval for each Building containing a loading dock/bay, the Applicant will demonstrate that the proposed design provides sufficient vertical clearance to permit trash trucks to access the dumpster(s) or other trash receptacles in accordance with the trash removal system chosen for such Building (e.g., roll-away dumpsters to be accessed outside the Building may require no vertical clearance).

13. Bird Friendly Design. To reduce the potential for bird injury and death due to inflight collisions with buildings, the Applicant will engage a design consultant during the design phase of each Building to identify bird-friendly architectural designs or other features to be implemented with the construction of such Building and, if recommended, will design each Building to incorporate one or more of the following techniques: (i) avoid use of mirrored or highly-reflective glass; (ii) use fritting, frosting, or other patterns on large, uninterrupted expanses of exposed glass located above the ground floor; (iii) use downward-directed lighting on building exteriors; or (iv) any other recommendations from the design consultant. Specific bird-friendly designs will be noted on building plans for each Building for which such measures are proposed. The Applicant will submit documentation of any recommendations and final mitigation measures to Fairfax County (the "County") building plan review staff at the time of building permit issuance for each Building.

GREEN BUILDING PRACTICES

14. Green Building for the Residential Buildings. The Applicant will implement one of the following programs for each Residential Building and will inform the Environmental Branch of DPD as to which program the Applicant has chosen as part of the first site plan submission for any such Residential Building.

A. LEED-NC or LEED-MF. If the Applicant selects the U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED") — New Construction ("LEED-NC") or the LEED for Homes, Multifamily ("LEED-MF") rating system, as part of the initial site plan submission and initial building plan submission for each Residential Building, as applicable, the Applicant will include a preliminary list of projected credits within the most current version of the LEED-NC or LEED-MF rating system that the Applicant expects to incorporate into the design or construction of such Building to help attain certification from the U.S. Green Building Council ("USGBC"). The Applicant will employ or retain the services of a LEED-accredited professional ("LEED-AP") who is also a professional engineer or licensed architect to provide pre-certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list, if and when implemented, will meet at least the minimum number of credits necessary to attain LEED certification of the Building.

i. In addition, prior to site plan approval, the Applicant will designate the DPZEDRB@fairfaxcounty.gov as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

ii. Prior to release of the bond for the Proposed Development, the Applicant will provide documentation to the Environmental Review Branch of DPD and to LDS

demonstrating the attainment by the Building of LEED certification or to a higher level of certification from the USGBC.

iii. As an alternative to the actions outlined in the above paragraphs of this Proffer 14(A), the Applicant will post, a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to LDS, as defined in the Public Facilities Manual, in the amount of $2/square foot of GFA for the Building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification by the USGBC. The provision to the Environmental Branch of DPD and to LDS of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification (or a higher level of certification) is demonstrated to the Environmental Branch of DPD, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

iv. If prior to bond extension, reduction or final bond release for the Building, whichever occurs first, the Applicant provides to the Environmental Branch of DPD documentation demonstrating that LEED certification for the Building has not been attained but that the Building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Proposed Development.

v. If, prior to final bond release for the Proposed Development, the Applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification or demonstrating that the Building has fallen short of LEED certification by three (3) points or more, the entirety of the green building escrow for that Building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

vi. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

B. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS for any Residential Building, the Applicant will seek certification of each dwelling unit in the applicable Residential Building in accordance with the most recent NGBS rating system (as determined at the time of registration) using either the ENERGY STAR® Qualified Homes path for energy performance or another approved energy performance path, as

demonstrated through documentation submitted to the Environmental Branch of DPD from a home energy rater certified through Home Innovation Research Labs that demonstrates that such dwelling unit has attained the certification prior to the issuance of the Residential Use Permit ("RUP") for each such dwelling unit in the applicable Residential Building. To use an energy path other than ENERGY STAR, the dwelling unit must provide both the above-referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the RUP for each such dwelling unit.

15. Green Building for Non-Residential Buildings. The Applicant will pursue LEED Silver certification for any new Non-Residential Building constructed on the Property excluding any uses in Central Park North or Central Park South as identified on the DPA/PRC Plan. Such certification will be under the most recent version of either the LEED Core and Shell ("LEED-CS") or LEED-NC rating system, or such other applicable LEED rating system as the Applicant determines in consultation with the Environmental Branch of DPD, in effect at the time the Applicant registers the Non-Residential Building with the USGBC. Except as set forth below, the process for attaining and appropriately documenting LEED Silver certification for any Non-Residential Building is the same as that for a Residential Building as set forth above, including the posting of a green building escrow and the corresponding release of such escrow.

    A. As an alternative to providing a green building escrow for any Non-Residential Building, the Applicant may choose to pursue LEED Gold certification for such Building, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of expected credits will meet at least the minimum number of credits necessary to attain LEED Gold certification for such Building. Under this alternative, the Applicant will not be required to provide a green building escrow unless it fails to provide the above-referenced documentation of expected certification.

16. Equivalent Rating Systems. As an alternative to the actions outlined in Proffers 14 and 15, the Applicant may also elect, subject to approval by the Environmental Branch of DPD, to proceed with an alternate green building rating system that is not specifically outlined in these Proffers, provided the Applicant obtains the required approval prior to site plan approval for the Building(s) for which the Applicant intends to use an alternate green building rating system. In the event the Applicant proceeds with any alternate rating system, the Applicant will provide a completed checklist of the anticipated options to be pursued for the specified rating system at the time of building plan review for such Building. The Applicant must also demonstrate attainment of the selected and approved certification from a rater recognized through the selected alternate rating system prior to the issuance of the first RUP or Non-RUP for the applicable Building. In the event certification is dependent on the post-occupancy operation of such Building, the Applicant will notify the Environmental Branch of DPD and LDS of the delay and demonstrate attainment of the selected certification prior to final bond release.Electric Vehicle Charging Facilities.

    A. Electric Vehicle Charging Spaces. As part of site plan approval for each Building, the Applicant must designate at least two percent (2%) of the parking spaces in such Building to be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional at time of RUP/Non-RUP issuance.

    B. Electric Vehicle Ready Infrastructure. The Applicant will design and construct each parking structure in the Proposed Development to support the future installation of Level 2 EV charging stations at not less than five percent (5%) of the total parking spaces within such parking structure (the "EV Ready Spaces"). The Applicant will identify the location

of EV and EV Ready spaces at the time of site plan submission. The Applicant will provide information demonstrating the following at the time of building permit submission:

i. That the electric load estimates prepared for the Building(s) will account for the EV Ready Spaces. Estimates can calculate a cumulative load, where EV-ready load is added to the building service load or, alternatively, the building permit plans can demonstrate that building service loads can accommodate EV-ready loads; and

ii. That the electric room of the Building is sufficiently sized to support future electrical capacity expansions for Level 2 EV charging stations for the EV Ready Spaces, including space for the future installation of empty panels that could ultimately be connected with pull string conduits to the parking spaces.

C. Following approval of this Application, the Applicant may request approval from the Environmental Branch of DPD and LDS to reduce or eliminate the requirement to install/maintain EV-ready spaces in any Building upon demonstration that, due to changes in technology or other market conditions beyond the Applicant's control, demand for EV Ready Spaces has diminished below the number of spaces this proffer otherwise would require the Applicant to maintain.

18. Noise.

A. Noise Attenuation. The Applicant must incorporate design or construction measures for each Building and/or urban park space with direct frontage on Sunset Hills Road to ensure that (i) interior noise in dwelling units will not be in excess of DNL 45 dBA, (ii) interior noise in office space will not exceed DNL 50 dBA, and (iii) ambient noise in all urban park spaces other than Metro Park and part of East Park will not exceed DNL 65 dBA. Portions of Metro Park and East Park are anticipated to be exposed to noise levels up to DNL 75dBA, and this is permitted provided that the subject portions of Metro Park and East Park are designed as transitory spaces as reflected on the site plan(s) for each such urban park, as consistent with the DPA/PRC Plan. All dwelling units will be located outside of any DNL 75 dBA noise contour.

B. Refined Acoustical Analysis. The Applicant will submit a refined acoustical analysis, to include a Building Shell and Barrier analysis, to LDS and the Development Review Branch of DPD for review and approval as part of site plan approval for each Building and/or park space with direct frontage on Sunset Hills Road demonstrating that such Building and/or park space meets the noise attenuation standards set forth above or proposing mitigation measures appropriate to achieve such attenuation standards. The noise contours of DNL 65 dBA and greater affecting residential units must be shown on the site plan and will be identified on the building plans.

SITE DESIGN

19. Overall Landscape Plan. The Applicant will implement the landscape design for the Proposed Development as shown on Sheets L2.0 and L2.1 of the DPA/PRC Plan (the "Overall Landscape Plan"), which illustrates the plantings and other features to be provided with the Proposed Development. Tree species and planting locations may be modified by the Applicant in conjunction with site plan submissions and as part of final engineering and building design, provided that the quantity and quality of plantings shown on the DPA/PRC Plan is maintained.

20. Detailed Landscape Plans. As part of the first and all subsequent site plan submission(s) for each new Building or Block, the Applicant will submit to the Forest Conservation branch within LDS ("Forest Conservation") for review and approval a detailed landscape plan to include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets as well as tree canopy calculations the Property. Adjustments to the type and location of plantings will be permitted by the Zoning Administrator and Forest Conservation to avoid conflicts with utilities and other site engineering considerations, provided that the general quality and quantity of plantings is maintained.

A. Placemaking. Subject to approval by VDOT as to non-standard streetscape elements in the public right-of-way and in addition to the streetscape and street trees described below and shown on the DPA/PRC Plan, the Applicant will incorporate into each site plan for the Proposed Development placemaking elements as shown in the Street Materials and Furnishings Palette, Sheet L7.00 (including but not limited to pedestrian-oriented street lights, and street furniture such as benches, refuse and recycling receptacles) (collectively, "Placemaking Elements") within or abutting the landscape amenity panels in accordance with the Comprehensive Plan's General Streetscape Design Recommendations.

B. Streetscapes. Prior to issuance of the first initial RUP or Non-RUP for each new Building on a Block, the Applicant will construct the streetscapes along the applicable frontage of such Block as shown on the DPA/PRC Plan and in accordance with the conditions described herein. However, the Applicant may, in its sole discretion, elect to expedite construction of any portion or all of the streetscapes within the Proposed Development. Streetscapes may be adjusted as part of final engineering and design at the time of site plan approval for each building, provided the quality of the streetscape is consistent with that shown on the DPA/PRC Plan.

Streetscape elements for Sunset Hills Road, Navigator Way, Agility Street, Opportunity Way, Inspiration Street, Progress Street and Library Street will all include a landscape amenity panel located immediately behind the face of curb, a clear pedestrian sidewalk adjacent to the landscape amenity panel and a variable width building zone (minimum four (4) feet in width) between the pedestrian sidewalk and the face of the Building, conforming to Sheets L6.0 through L6.5 of the DPA/PRC Plan. The building zone is designed to allow access to each Building and may incorporate such elements as additional landscaping, entry stoops, store-front browsing, outdoor displays, outdoor dining and similar uses. Details concerning the Applicant's final streetscape selections (exclusive of architectural elements associated with a Building) will be included on each site plan for the Building or Block to which it is appurtenant and submitted to the Zoning Administrator for review and comment.

C. Reston-Specific Streetscape. In satisfaction of the Comprehensive Plan's expectations for the provision of Reston-specific streetscape elements, the Applicant will provide enhanced streetscape features, such as varied tree species, varied street tree spacing or similar elements, along Sunset Hills Road across Blocks H, G1, J and East Park (collectively, the "Reston Streetscape Elements") as generally shown on the DPA/PRC Plan, Sheets L6.00 to L6.04. Reston Streetscape Elements will be constructed in phases concurrent with the development/redevelopment of the adjacent Block in accordance with the Sheet A.60 (the "Phasing Plan").

D. Street Trees. The Applicant will install street trees consistent with the streetscape plans included on Sheets L4.0 & L4.1 of the DPA/PRC Plan (the "Tree Plan"). To the extent

feasible, the Applicant will provide the street trees on the Internal Roads (as defined below) with spacing approximately thirty (30) feet on-center beginning thirty (30) feet from the adjacent, perpendicular curb. For trees not planted within an eight (8)-foot wide minimum planting area, and that otherwise do not meet the minimum planting area required by the Public Facilities Manual (the "PFM"), the Applicant will provide details for alternative designs showing how the proposed planting spaces will provide for adequate tree growth and performance by installing structural cells or an equivalent solution acceptable to Forest Conservation to meet the following specifications:

i. A minimum of six (6) feet open surface width and thirty-six (36) square feet open surface area for Category III and Category IV trees (as defined in Table 12.17 of the PFM). The Applicant will provide a chart with the specified soil volume for each tree pit that has less than eight feet (8') in width as part of each site plan approval where such tree is shown.

ii. A minimum rooting area of eight (8) feet in width, which may be achieved in instances in which open surface area is less than eight (8) feet with techniques such as, but not limited to, structural cell technology, to provide non-compacted soil below paved surfaces and walkways.

iii. Soil volume for Category III or IV trees (as indicated in Table 12.17 of the PFM) will be: for a single tree, a minimum of 700 cubic feet per tree; for two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet; for three (3) or more trees planted in a contiguous area, the soil volume will equal at least 500 cubic feet per tree, all of which may be reduced to a minimum of 400 cubic feet where utility locations preclude greater soil volume.

iv. Soil in planting sites will be as specified in planting notes to be included in all site plans reviewed and approved by Forest Conservation.

v. The Applicant will enter into a maintenance agreement with VDOT for the maintenance or replacement, in-kind, by the Applicant of streetscape elements installed by the Applicant that are located in the public right-of-way. For purposes of maintenance and replacement, streetscape elements will be limited to trees, shrubs, sidewalks, benches and other street furniture, and trashcans. All existing or proposed street trees provided adjacent to the Property on Sunset Hills Road regardless of whether located in the public right of way or easements, will be credited toward the tree canopy coverage requirement for the Property. Should any existing trees located within the existing or proposed right-of-way need to be removed to accommodate required transportation improvements, the Applicant will replace such trees elsewhere on the Property to the extent feasible.

vi. In the event that the Applicant installs street trees within five (5') feet of a stormwater easement that contains pipes, the Applicant will provide a root protection fabric, such as a biobarrier or equivalent, around the utilities within the tree planting areas or pits, which the Applicant will note on each site plan where such condition exists.

vii. The Applicant will contact Forest Conservation at least three (3) business days prior to installation of structural cells or other equivalent alternative to provide

opportunity for Forest Conservation staff to verify conformance with these requirements.

E. Non-Invasive Plants and Native Species. The Applicant will use non-invasive plants and, wherever viable, species native to the Mid-Atlantic Region throughout the Proposed Development (meaning the Applicant must not use any plant species identified in the 2014, or latest version, of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). The Applicant reserves the right to select as part of site plan approval the exact species to be used, provided Forest Conservation (FCON) is consulted and approves as to the tree species to be installed. The landscaping will include a plant selection that includes species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides and pesticides to the extent feasible. The Applicant will encourage the UOA/COA/CA to minimize the use of herbicides and pesticides as part of landscape maintenance. The Applicant reserves the right, in consultation with and approval by FCON to modify the exact species to be used, such as when plant materials are not available or have been deemed by FCON to no longer be appropriate.

F. Soil Compaction. The Applicant will properly prepare soil in all planting areas and adjacent walkways that have become compacted in excess of 85% relative compaction due to construction activities to alleviate the compacted conditions, taking care to avoid all existing subsurface utilities, drainage, etc., with attention to deep soil aeration, the addition of organic matter throughout the soil profile to 12-24 inches, and the addition of organic matter on top of the soil. The Applicant will provide specifications for alleviating soil compaction in planting areas at time of site plan approval.

G. Shrub, Ground Cover, Perennial Plants. Within areas shown as "Shrub, Ground Cover, and Perennial" on Sheets L4.00 and L4.01, the Applicant will use a plant selection that includes layered mix of shrubs, ground covers, perennials, and ornamental grasses, providing year-round interest with seasonal color changes, varied textures, and heights, contributing to a diverse, naturalistic aesthetic. The design intent is to create a visually engaging, ecologically balanced landscape that integrates well with Phase 1 and the overall site.

H. Landscape Replacement. The Applicant shall maintain and replace landscaping in accordance with the requirements of Section 5108.7 of the Zoning Ordinance.

21. Invasive Plant Species Management. At the time of site plan submission, the Applicant will provide a management narrative for review and approval by FCON specifying the common and scientific name of existing invasive species located on the Property that is proposed for management, the target area along the limits of clearing and within any tree preservation areas located inside of the clearing limits for management efforts, methods of control and disposal of invasive plants, timing of treatments and monitoring, duration of the management program, and potential replanting along the limits of clearing as may be needed. The Applicant must monitor the managed areas for a period of five (5) years upon substantial completion of the Proposed Development.

22. Landscape Planting Pre-Installation Meeting. Prior to installing any plants to meet the requirements of the approved Detailed Landscape Plans, the Applicant will coordinate a pre-installation meeting with its landscape contractor, Forest Conservation staff and any additional appropriate parties on the Property. Any proposed changes to planting locations, tree-/shrub planting sizes and species substitutions shown on the approved Detailed Landscape Plan will be reviewed and approved by Forest Conservation staff prior to planting, but neither a DPA, PCA,

PRC Plan amendment, or site plan amendment will be required for changes approved by Forest Conservation. Any proposed plants not approved by Forest Conservation may require a revision to the Detailed Landscape Plan or removal and/or replacements of the proposed planting with approved trees/shrubs prior to bond release for the Proposed Development.

23. Utility Locations. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, electric transformers, gas meters and/or service regulators, and traffic signal cabinets will be installed within the roadways or will be placed in locations that do not conflict with the pedestrian realm, landscaped areas and streetscape elements shown on the DPA/PRC Plan to the maximum extent feasible and as permitted by VDOT, provided, however, below grade utilities may be placed within these areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as outlined in these Proffers, as determined by the Forest Conservation. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations. If, at the time of site plan approval, street trees shown on the DPA/PRC Plan are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to Forest Conservation cannot be accommodated, the Applicant may delete such trees without the need for approval from the Zoning Administrator of a minor modification and without a DPA, PCA, or PRC Plan amendment, provided that the Applicant plant a comparable replacement tree on the Property for each street tree deleted. Maintenance access points to SWM Facilities and electric vaults beneath the streetscape should be located outside the clear pedestrian sidewalk zone of the streetscape to the extent feasible. If they must be located in the sidewalk zone, they will be designed to meet ADA accessibility requirements to accommodate pedestrian traffic and as a lift out panel with the same paving materials as the surrounding sidewalk. To the extent known, such maintenance access points will be shown on each site plan.

A. Conceptual Utility Master Plans. A conceptual utility master plan overlaid on a landscape plan will be submitted with each site plan and will include general locations for all stormwater cisterns and vaults, electrical vaults, storm sewer lines, sanitary sewer lines, and conceptual locations for other utilities. Adjustments to the type and location of utilities may be permitted at the time of site plan approval to avoid conflicts with street trees, utilities and other site engineering considerations.

B. Electric Transformers. Electric transformers will be located to minimize impact on the pedestrian realm, such as within a building, parking structure, or in or beneath sidewalk areas, subject to VDOT approval. When located in the building zone, they will be enclosed with decorative walls and/or screening made of compatible materials as the building architecture. Public art may also be incorporated into walls and screens.

24. Sight Distance Considerations. Sight distance requirements will be provided on the Detailed Landscape Plan submitted with each site plan so as to identify and avoid conflicts with street tree locations. If at the time of site plan approval street tree locations approved on the DPA/PRC Plan are determined to conflict with sight distance requirements, the Applicant will make efforts to gain approval of said trees by Forest Conservation by making minor adjustments to their locations or by removing their lower branches. In the event VDOT, FCDOT or any applicable utility company does not approve the tree locations even after the changes anticipated above, the Applicant will be permitted to relocate the affected street tree elsewhere on the Property without the need for approval from the Zoning Administrator of a minor modification, subject to approval by the Forest Conservation. If a tree that is deleted due to VDOT, FCDOT or any applicable utility company requirements would result in a tree canopy below the percentage required for the Property, the

tree(s) will be accommodated in another location on the Property, as approved by Forest Conservation.

25. Lighting. All proposed on-site outdoor lighting within the Proposed Development will comply with the Outdoor Lighting Standards of Section 5109 of the Zoning Ordinance. Streetlighting will be scaled for pedestrians and vehicles as shown on Sheet L7.00.

26. Fire Marshal Review. The Applicant has coordinated with the Fire Marshal regarding the general site design and layout of the Proposed Development. Notwithstanding such coordination, however, if it is determined during site plan review those elements of the landscape/streetscape conflict with subsequent comments from the Fire Marshal, the Applicant will first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements of the landscape/streetscape. If the Fire Marshal does not approve such adjustments, the Applicant may relocate, remove, or modify the conflicting elements of the landscape/streetscape in consultation with, and subject to approval by, Forest Conservation and the Zoning Administrator, in accordance with Proffers 19 and 23 above without the need for a DPA, PCA, or PRC Plan amendment.

27. Retaining Walls. The Applicant will design and construct any retaining walls within the Proposed Development to include architectural treatments and/or building materials consistent in character with the streetscape, placemaking, and/or building architecture used throughout the Proposed Development. Details concerning the selected architectural treatments and/or building materials will be provided as part of site plan approval for such retaining wall.

SIGNAGE

28. Signage. Signage for the Proposed Development will be provided in accordance with the Zoning Ordinance or pursuant to a separate Special Exception in accordance with Section 7102 of the Zoning Ordinance. The placement of traffic control signage on the public streets will be subject to VDOT review and approval.

TRANSPORTATION IMPROVEMENTS

29. Transportation Improvements and Phasing. Subject to acquisition of all necessary offsite rights-of-way and easements and approval by the Fairfax County Department of Transportation ("FCDOT") and the Virginia Department of Transportation ("VDOT"), the Applicant will construct the road, pedestrian and frontage improvements shown on the DPA/PRC Plan and described below. For purposes of this proffer, "construct" means that the required improvement is open to use by the public for travel, but not necessarily accepted into the Secondary Street system for maintenance by VDOT or released from bond. Final design and configuration of the improvements set forth below will be determined as part of site plan approval for the proposed improvements and as approved by VDOT and/or FCDOT. The Applicant may, at its sole discretion, elect to include the proffered road, pedestrian and similar improvements on a single site plan or on multiple site plans.

A. Right-of-Way Dedication for Existing Public Streets.

i. Initial Right-of-Way on Sunset Hills Road. As part of site plan approval for each new Building that fronts Sunset Hills Road (between Visionary Way and Reston Parkway), the Applicant will, if not previously dedicated, dedicate and convey to the Board of Supervisors in fee simple right-of-way along the frontage of such streets to a location eighteen inches (18") behind the back of the curb shown on

the proposed site plan, the general locations of which are shown on the DPA/PRC Plan, (the "Initial Right-of-Way").

ii. Ultimate Dedication Along Sunset Hills Road. Concurrent with the dedication of the Initial Right-of-Way along Sunset Hills Road, the Applicant will reserve for future dedication to the Board of Supervisors additional right-of-way along the frontage of such streets extending from the Initial Right-of-Way to the back of the proposed shared use path or to such lesser area as the Applicant and FCDOT mutually may agree to avoid features or utilities that may not be accepted by VDOT into the Secondary Street system for maintenance (such area being the "Ultimate Dedication"). Concurrent with the reservation of the Ultimate Dedication along Sunset Hills Road, the Applicant will record a public access easement across the Ultimate Dedication (i.e., to the back of proposed shared use path). If not previously dedicated, and except as set forth below, the Applicant will dedicate and convey the Ultimate Dedication to the Board of Supervisors in fee simple prior to final bond release for the improvements shown on the site plan to which such right-of-way is adjacent. If it is determined prior to conveyance of the Ultimate Dedication or following final Secondary Street acceptance inspection that the dimensions of the shared use path, stormwater management facilities, dry utilities, and/or other facilities would prevent VDOT from accepting all or a portion of the Ultimate Dedication into the Secondary Street system for maintenance, then the affected portion of the dedication reservation will be vacated, as applicable, and a maintenance agreement will be provided in a form acceptable to the Office of the County Attorney. In all such circumstances, no DPA, PCA, or PRC Plan amendment is required.

B. Right-of-Way for Progress Street and Library Street. Notwithstanding any deviations from VDOT's Secondary Street Acceptance Requirements ("SSAR") regulations in effect as of the date of these Proffers, Progress Street and Library Street are intended to be public streets, as further described below.At the time of site plan approval for the first new Building in each Block to which Progress Street and Library Street are adjacent, the Applicant will reserve for future dedication to the Board of Supervisors the adjacent right-of-way from 18 inches back of curb to 18 inches back of curb as shown on the DPA/PRC Plan (the "New Right-of-Way") together with additional right-of-way for non-vehicular improvements, extending to the back of the sidewalk or shared use path, as applicable, or to such lesser area as the Applicant and FCDOT mutually may agree to avoid features or utilities that may not be accepted by VDOT into the Secondary Street system for maintenance (the "Pedestrian Realm") (the New Right-of-Way and the Pedestrian Realm collectively being the "Right-of-Way"). Concurrent with each reservation of Right-of-Way, the Applicant will record a public access easement over the Right-of-Way.

ii. If, at the time of final bond release for the improvements shown on the site plan, it is determined that VDOT will accept all or a portion of the Right-of-Way for Progress Street and/or Library Street depicted on the site plan into the Secondary Street system for maintenance, then the Applicant will dedicate and convey that portion of the Right-of-Way to Fairfax County in fee simple and diligently pursue VDOT acceptance of the dedicated Right-of-Way into the Secondary Street system for maintenance.

iii. If, at the time of final bond release for the improvements shown on the site plan, it is determined that Dominion Virginia Power easements, the dimension(s) of the

sidewalk or shared use path, stormwater management facilities, dry utilities and/or other facilities in the Right-of-Way will prevent VDOT from accepting the Right-of-Way for Progress Street and/or Library Street as shown on the site plan, then the Applicant will request approval from VDOT of the SSAR waivers needed to permit acceptance of such Right-of-Way into the Secondary Street system for maintenance. If the necessary SSAR waivers are not approved, then the applicable portion of the Right-of-Way that VDOT is prevented from accepting will remain private, subject to the recorded public access easement.

iv. Notwithstanding the foregoing paragraph, in the event VDOT changes the SSAR regulations and/or adopts new standards at any time prior to bond release for the final segment of Progress Street and/or Library Street, upon petition by the County and demonstration that the entirety of the Right-of-Way for Progress Street and/or Library Street (as applicable) will be accepted by VDOT in its then-existing condition, then the Applicant will dedicate and convey the Right-of-Way to Fairfax County in fee simple and diligently pursue VDOT acceptance of the dedicated Right-of-Way into the Secondary Street system for maintenance, provided that the Applicant will have no obligation to repair/upgrade/improve any portion of Progress Street or Library Street previously constructed as part of the Proposed Development to facilitate such acceptance of the Right-of-Way by VDOT.

v. If at the time of final street acceptance inspection for the last segment of each of Progress Street and Library Street, as applicable, the Applicant determines that the Right-of-Way will not be accepted by VDOT into the Secondary Street system for maintenance, then the Applicant will vacate the dedication reservation but not the public access easement.

C. Access Easements Over Inspiration Street. As part of site plan approval for each Building to which Inspiration Street is adjacent, the Applicant will record a public access easement extending across the roadway from 18 inches back of curb to 18 inches back of curb as shown on the DPA/PRC Plan (the "Access Easement"), along with a sidewalk easement extending from the Access Easement to the back of the sidewalk or to such lesser area as the Applicant and FCDOT mutually may agree (the "Sidewalk Easement").Construction of the Internal Roads. Concurrent with the construction of each new Building or Block, the Applicant will construct the appropriate portions of Inspiration Street, Opportunity Way, Navigator Way and/or Agility Street (collectively the "Internal Roads"), including the streetscape sections abutting such Building or Block, all as shown on Sheet A0.60 of the DPA/PRC Plan and as more particularly described below. The Applicant will construct the Internal Roads of a material and depth of pavement consistent with public street standards and in accordance with the PFM. Notwithstanding the timeframes specified herein for completion of the Internal Roads, the Applicant may, in its sole discretion, expedite and construct any portion or all of the Internal Roads identified below in advance of such specified timeframes, including extending internal streets across multiple Blocks to accommodate vehicle turnarounds and emergency vehicle access.

i. Navigator Way. Prior to issuance of the first RUP or Non-RUP for each of Blocks E and G2, respectively, the Applicant will construct in phases the full curb-to-curb section of portions of Navigator Way abutting such Block (i.e., between Opportunity Way and Inspiration Street (Block G) and between Inspiration Street and Progress Street (Block E)), as shown on the DPA/PRC Plan. The Applicant will design Navigator Way as a curb-less roadway or comparable condition such

as special pavement markings, rumble strips, lighting, or other treatments designed to emphasize pedestrian access.

ii. Inspiration Street. Prior to issuance of the first RUP or Non-RUP for Block E, the Applicant will construct the full curb-to-curb section of the portion of Inspiration Street from Visionary Way to Agility Street as shown on the DPA/PRC Plan. Prior to issuance of the first RUP or Non-RUP for Block F1, the Applicant will construct the full curb-to-curb section of the portion of Inspiration Street between Agility Street and Library Street, as shown on the DPA/PRC Plan.

iii. Progress Street. The Applicant will, if not previously constructed, construct Progress Street between Visionary Way and Agility Street (Block E) and between Agility Street and Library Street (Block F) prior to issuance of the first RUP or Non-RUP for Blocks E and F2, respectively, all as shown on the DPA/PRC Plan.

E. Sunset Hills Road.

i. Sunset Hills Road Improvements. Prior to the issuance of the first Non-RUP for each new Building on Blocks G1 and J, respectively, and the construction of East Park, the Applicant will construct the portion of the proposed improvements to Sunset Hills Road corresponding with each Building's frontage on Sunset Hills Road as shown on in Sections 3 and 4 on Sheet C12A and on Sheet A0.60 of the DPA/PRC Plan, which include three (3) through westbound travel lanes and associated landscape amenity panel, shared use path and building zone, from Town Center Parkway to Reston Parkway (collectively, the "Phase II Sunset Hills Road Improvements"), subject to approval from Fairfax County and VDOT. The Applicant will continue to coordinate with FCDOT and VDOT to revise the VDOT B(2) standards to permit the Applicant to construct the Phase II Sunset Hills Road Improvements as shown on the DPA/PRC Plan. Notwithstanding the foregoing sentences, in the event FCDOT and/or VDOT do not approve or permit construction of the Phase II Sunset Hills Road Improvements as shown on the DPA/PRC Plan, the Applicant may adjust the design of such improvements to accommodate the VDOT B(2) standards existing as of the date this Application is approved or any modifications thereto agreed to by the Applicant and as required by FCDOT and/or VDOT, such as the continuation of the existing on-road bike lane in lieu of the shared use path and the retention/establishment of dedicated right turn lanes from Sunset Hills Road onto northbound Town Center Parkway and/or Agility Street.

ii. Elevated Pedestrian Crossing of Sunset Hills Road. Concurrent with site plan approval for Building G1, the Aplicant will design and pursue approvals from Fairfax County, WMATA, VDOT, etc., of an elevated pedestrian connection from the elevated Reston Town Center Metrorail Station platform across Sunset Hills Road to connect with Block H (the "Elevated Pedestrian Connection"). Subject to securing all necessary approvals and acquiring all necessary rights-of-way and easements from all approving parties, the Applicant will construct the Elevated Pedestrian Connection prior to the issuance of the first Non-RUP for Building G1 except as may be permitted pursuant to Proffer 47 below. Following its completion of the Elevated Pedestrian Connection, the Applicant will be entitled to a credit(s) against the Applicant's required Reston Road Fund Contribution (as defined

below) for its hard and soft costs incurred to design and construct the Elevated Pedestrian Connection and the costs of any underlying land acquisition, if any.

F. Library Street Extended. The Applicant has designed the Proposed Development in anticipation that the existing Library Street located in the Urban Core of the Reston Town Center will be extended south through the existing Fairfax County Bus Transit Station and across the Washington and Old Dominion ("W&OD") Trail to connect through the Proposed Development to Sunset Hills Road, all as more particularly shown on Sheet C8 of the DPA/PRC Plan ("Library Street Extended"). To that end, the Applicant will take the following steps to facilitate completion of Library Street Extended:

i. Design of Library Street Extended. As part of site plan approval for development of the earlier of Blocks J or F2, the Applicant will coordinate the final design of both the onsite and offsite portions of Library Street Extended with, as applicable or appropriate, FCDOT, VDOT, Northern Virginia Regional Park Authority ("NVRPA"), Dominion Virginia Power ("DVP") and any other public or private entities having jurisdiction over the right-of-way for, as well as the construction, and maintenance of, the improvements needed to complete Library Street Extended (individually and collectively, the "Approving Authorities"). As part of developing the final design for Library Street Extended, the Applicant will address the following objectives with the Approving Authorities, which objectives, to the extent feasible, will be incorporated into the design and construction of the offsite portions of Library Street Extended, subject to approval of the Approving Authorities:

a. Library Street Extended should be designed and constructed in accordance with VDOT standards for public streets with the expectation that the improvements will be accepted into the VDOT system for maintenance;

b. Library Street Extended should have a continuous sidewalk at least eight feet (8') in width along its west side between Bluemont Way and Sunset Hills Road;

c. Library Street Extended should have a shared use path ten feet (10') in width along its east side between Bluemont Way and Sunset Hills Road;

d. Library Street Extended should reconfigure and/or reconstruct portions of the existing Bus Transit Station on Bluemont Way to eliminate conflicts and address bus circulation through the transit center following completion of the offsite improvements;

e. Library Street Extended should maintain or enhance the existing pedestrian connection from Bluemont Way to the W&OD Trail following completion of the improvements;

f. Library Street Extended should consider impacts of any bridge crossings on the existing overhead transmission lines, use of the W&OD Trail (including clearance heights), the location and design of bridge abutments, and the potential relocation of any existing utilities that may conflict with or be impacted by the construction of Library Street Extended;

g. Library Street Extended should address adjustments to and incorporation of stormwater management facilities needed to serve or impacted by the improvements;

h. Library Street Extended should maintain, to the extent feasible, direct access to the existing parking and other facilities constructed on the north sides of Block K and L; and

i. Library Street Extended should address maintenance of traffic and pedestrian circulation during construction of Library Street Extended, including the existing Bus Transit Station on Bluemont Way.

ii. Construction of Onsite Portions of Library Street Extended. Concurrent with its development of Blocks J and F, respectively, the Applicant will construct the onsite portions of Library Street Extended to which such improvement abuts, as shown on Sheet A0.60, provided that the Applicant may, in its sole discretion, expedite and construct the entire length of the onsite portion of Library Street Extended in advance of development of the other Block so as to provide access to the existing office Buildings on Blocks K and L. Under either option, the Applicant may defer installation of the ultimate streetscape elements along the portion(s) of any Block fronting Library Street Extended until both the onsite and offsite portions of Library Street Extended are completed and opened to traffic. To the extent the Applicant constructs Library Street Extended across both Blocks J and F concurrently, the Applicant will be entitled to receive credit(s) against its expected Reston Road Fund Contribution (as defined below) for all costs incurred to complete the onsite portions of Library Street Extended consistent with the letter from FCDOT Director Tom Biesiadny dated August 9, 2018.

iii. Construction of Offsite Library Street Extended. Subject to (a) receipt of all necessary approvals from the Approving Authorities, and (b) the acquisition of all necessary rights-of-way and easements to permit construction of the improvements, the Applicant will construct the offsite portion of Library Street Extended prior to the issuance of the first RUP or Non-RUP for the later to develop of Blocks J, F1 or F2. The Applicant will be entitled to receive credit against its expected Reston Road Fund Contribution (as defined below) for all costs incurred per the letter from FCDOT Director Tom Biesiadny dated August 9, 2018,

30. Reston Road Fund Contribution. The Applicant will contribute to the County's Reston Road Fund as set forth in the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, and as amended, for each residential unit and each square foot of new non-residential square footage actually constructed on the Property (exclusive of Buildings that are to remain) (the "Reston Road Fund Contribution"). Such contribution will be payable on a Building-by-Building basis on or before the issuance of the initial non-RUP or RUP for such Building. In accordance with the Reston Transportation Funding Plan, the Applicant may be entitled to a credit against its Reston Road Fund Contribution for the pursuit, design, construction and land acquisition costs, if any, related to completion of any improvements deemed eligible for such credits as determined by FCDOT or the Board of Supervisors, provided that the total amount of such credit(s) due to the Applicant must not exceed the sum total of payments to the Reston Road Fund that the Applicant otherwise would have been obligated to make for the number of dwelling units and/or nonresidential square footage actually constructed on the Property following the date this Application is approved by the Board of Supervisors. **BICYCLE FACILITIES**

31. Bicycle Parking. The Applicant will provide bicycle parking in accordance with Zoning Ordinance Section 6102 and designate secure bicycle storage locations convenient to the tenants, residents and visitors to such Building. Short-term bicycle parking will be publicly accessible and may be located anywhere within the Property. Long-term bicycle parking may be private and will be in a secure location such as a bicycle room, parking structure, cage, locker, or other secure parking option approved by the FCDOT. The Applicant also will provide signage within the Property to guide bicyclists to the secure bicycle storage facilities.

A. Consultation with FCDOT.

i. Exterior Bicycle Storage & Racks: The Applicant will determine the final locations of the secure bicycle storage, short-term bicycle racks, the type of bicycle racks, and bicycle signage, located exterior to each Building in the Proposed Development in consultation with the FCDOT Bicycle Coordinator in conjunction with the review of the site plan for each Building within the Proposed Development.

ii. Interior Bicycle Storage & Racks: The Applicant will determine the final locations of the secure bicycle storage, short-term bicycle racks, the type of bicycle racks, and bicycle signage, located interior to each Building in the Proposed Development in consultation with the FCDOT Bicycle Coordinator in conjunction with the review of the building permit for each Building within the Proposed Development. To the extent such information is then-available, the Applicant will provide this information as part of site plan approval for each Building within the Proposed Development.

iii. The bicycle storage facilities designated on each site plan or building permit, as applicable in accordance with this proffer, for dwelling units will be installed prior to the issuance of the first RUP for that Residential Building. The bicycle storage facilities designated on the site plan for a new office Building will be installed prior to the issuance of the first Non-RUP for that new Building. The bicycle signage for each residential or new office Building will be installed prior to the issuance of the earlier of the first RUP or Non-RUP for such Building, as applicable.

PARKING

32. Parking. Upon build-out of the Proposed Development, the Applicant will provide parking in accordance with Article 6 of the Zoning Ordinance and/or in accordance with applicable parking reductions or shared parking agreements pursuant to subsection G below.

A. Parking Ratios. As changes in the mix of uses, residential unit types or Ground Floor Uses may result in more or less parking than shown on the DPA/PRC Plan, the exact number of parking spaces to be provided for each Building or Block will be refined with each site plan approval for that Building or Block. The Applicant will submit with each site plan a running tabulation of the parking spaces constructed on the Property.

B. Unbundled Residential Parking. To discourage vehicle trips and promote transit usage, the Applicant will unbundle residential parking spaces from each lease or unit purchase agreement, such that each tenant or purchaser may rent/purchase a unit without having to lease/secure a parking space.

C. Phasing. The Applicant may provide more or less parking than required by the Zoning Ordinance for the uses established on any Block so long as the minimum parking spaces set forth on the DPA/PRC Plan are achieved when redevelopment of Phases I and II are complete.

D. On-Street Parking. On-street parking may be provided on the Internal Roads and Library Street Extended to meet the parking requirements of the Zoning Ordinance, so long as such spaces are striped and meet the dimension requirements of the PFM, subject to approval of any necessary waivers and/or modifications, if any. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant. On-street parking spaces along any private streets and future public streets prior to dedication that otherwise are not required to satisfy the parking requirements may be used as temporary or short term parking, car-sharing parking and/or similar uses. The Applicant may relocate on-street parking shown on the DPA/PRC Plan as being on one side of a street to the other side of the street without need for a DPA, PCA, or PRC Plan amendment, provided the required streetscape section is not reduced.

E. On-Street Short-Term Loading and Service Vehicle Parking. As part of site plan approval for each Block and/or Building, the Applicant will designate at least one (1) standard-size parking space near the front door of each Building for use as a short-term, loading or service vehicle parking space during the hours of 7:00 a.m. to 5:00 p.m., as well as designate at least two additional such spaces within the parking structure serving each Building.

F. Parking Reductions. Given (a) the character of the Proposed Development as a mixed-use, pedestrian-friendly development in the Transit Station Area (TSA), (b) the Property's proximity to the existing Reston Town Center Metro Station, and (c) the Transportation Demand Management Plan ("TDM Plan") for the Project detailed in Proffer 33, the Applicant reserves the right to enter into one or more shared parking agreement(s) and/or pursue parking reduction(s) for the Proposed Development, as necessary.

33. Block J Controlled Access. Prior to the issuance of the first Non-RUP for Block J, the Applicant will install signage indicating that "No Left Turn" from Agility Street is permitted into the loading dock serving the Building to be constructed on Block J. The Applicant also will employ or cause its property management company to employ a staff member or "dockmaster" tasked with (among other duties) enforcing the turning restrictions whenever the loading dock is in use and to otherwise manage loading operations for Block J. This proffer will be deemed to be satisfied once the Applicant provides written notification to the Zoning Administrator, no later than bond release for Block J, of the designation of the dockmaster.

TRANSPORTATION DEMAND MANAGEMENT

34. Transportation Demand Management. This proffer sets forth the programmatic elements of the TDM Program that will be implemented by the Applicant, and/or its successors and assigns, which may include any UOA/HOA/COA/CA or other association established for the Property, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the Project.

A. Definitions. For purposes of this proffer, "Stabilization" will be deemed to occur one (1) year following issuance of the first initial RUP or Non-RUP for the final Building with

residential units or final new office Building to be constructed on the Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

i. Applicant Control Period for Residential Units. The "Applicant Control Period for Residential Units" is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the final residential Building reaches Stabilization show that vehicle trips generated by the residential Buildings are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period for Residential Units, the Applicant may assign responsibility for the ongoing implementation of the residential portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the Residential Units, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant will have no further obligations under this Proffer 33 with respect to the Residential Units.

ii. Applicant Control Period for Office Uses. The "Applicant Control Period for Office Uses" is the period starting immediately following approval of this Application and ending on the date when three (3) consecutive Trip Counts conducted starting at least one (1) full calendar year after the office Buildings reach Stabilization show that vehicle trips generated by the office uses are less than or equal to the TDM Goal (as defined herein). Upon expiration of the Applicant Control Period for Office Uses, the Applicant may assign responsibility for the ongoing implementation of the office portion of the TDM Program to a UOA/HOA/COA/CA, in the event such an association is created that includes the office Buildings, provided the Applicant gives written notice to FCDOT within ten (10) days of any such assignment. Upon such an assignment, the Applicant will have no further obligations under this proffer with respect to the Office Uses.

iii. Transportation Demand Management Plan. Prior to issuance of the first building permit application (core and shell) for the first new Building in the Proposed Development, the Applicant will prepare and submit to FCDOT a TDM Plan that either incorporates the Proposed Development into the TDM Plan established for Phase I or proposes a new TDM Plan applicable solely to Phase II. The TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

iv. Transportation Management Association. The Applicant will participate in LINK or otherwise become associated with a new Transportation Management Association ("TMA") should one be established for this area.

v. Trip Reduction Goals, The objective of the TDM Plan will be to reduce the number of weekday peak hour vehicle trips generated by the residential and new office uses located within the Property through the use of strategies including, but not limited to, mass transit and ridesharing. In addition, the implementation of

enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.

vi. Baseline. The baseline number of weekday peak hour trips for the Property against which the TDM Goals (as defined in subparagraph B below) will be measured based upon the trip generation rates/equations applicable to the (a) total number of residential permitted to be developed across Phase I and Phase II, combined, and as determined in the Institute of Transportation Engineers, Trip Generation, 10th Edition, (Land Use Code 220) and (b) total square footage of office uses permitted to be developed across Phase I and Phase II, combined, and as determined in the Institute of Transportation Engineers, Trip Generation, 9th Edition, (Land Use Code 710) shown on the DPA/PRC Plan.

B. TDM Goal. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of forty-five percent (45%) following Stabilization.

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

ii. TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Property/UOA/HOA/COA/CA. If not previously appointed, the TPM will be appointed by no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The TPM will notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter the TPM will do the same within ten (10) days of any change in such appointment.

iii. Work Plan, Annual Report and Budget. The TMP will prepare and submit to FCDOT an initial TDM Work Plan (a "TDMWP") and initial Annual Budget no later than 180 days prior to issuance of the first RUP or Non-RUP for the first residential Building or new office Building constructed on the Property. Every calendar year thereafter, but no later than February 1 of each year, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. The Annual Report and Budget will be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM will submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

iv. Residential TDM Account. The Applicant will establish a separate interest-bearing account with a bank or other financial institution qualified to do business

in Virginia (the "Residential TDM Account") within sixty (60) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal will remain in the Residential TDM Account and will be used by the TPM for residential TDM purposes. The Residential TDM Account will be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the Residential TDM Account may not be utilized for purposes other than to fund residential TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Residential TDM Account will be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The applicable TPM will provide written documentation to FCDOT demonstrating the establishment of the Residential TDM Account within ten (10) days of its establishment. The Residential TDM Account will be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.

v. Office TDM Account. The Applicant will establish a separate interest-bearing account with a bank or other financial institution qualified to do business in Virginia (the "Office TDM Account") within sixty (60) days of the approval of the TDM Work Plan and the first Annual Budget. All interest earned on the principal will remain in the Office TDM Account and will be used by the TPM for office TDM purposes. The Office TDM Account will be funded by the Applicant, or any successors and assigns, which may include any UOA/HOA/COA/CA, as applicable. Funds in the Office TDM Account may not be utilized for purposes other than to fund office TDM strategies and/or specific infrastructure needs as may be approved in consultation with FCDOT. Funding of the Office TDM Account will be in accordance with the Annual Budget for the TDM Program elements to be implemented in each calendar year. The TPM will provide written documentation to FCDOT demonstrating the establishment of the Office TDM Account within ten (10) days of its establishment. The Office TDM Account will be replenished annually following the establishment of each year's Annual Budget and submission of the Annual Report.

vi. Residential TDM Remedy Fund. Prior to the issuance of the first RUP for the first residential Building, the Applicant will establish a separate, interest-bearing account (referred to as the "Residential TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Thereafter, concurrent with the issuance of the first building permit for each new residential Building, the Applicant will contribute to the Residential TDM Remedy Fund $0.10 per gross square foot of residential square footage to be constructed in such Building. The amount of the per-Building funding for the Residential TDM Remedy Fund will escalate annually from the date of the approval of this Application in accordance with Proffer 49 below.

vii. Office TDM Remedy Fund. Prior to the issuance of the first Non-RUP for the first new office Building, the Applicant will establish a separate, interest-bearing account (referred to as the "Office TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Thereafter, concurrent with the issuance of the first Non-RUP for each new office Building, the Applicant will contribute $0.20 per gross square feet of new office uses to the Office TDM Remedy Fund. The amount of the per-Building funding for the Office TDM

Remedy Fund will escalate annually from the date of the approval of this Application in accordance with Proffer 49 below.

viii. Residential TDM Incentive Fund. The "Residential TDM Incentive Fund" is an account into which the Applicant will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees of the residential units within the Property. Prior to issuance of the first RUP for each residential Building, the Applicant will contribute into the fund $0.02 per gross square foot of residential uses. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

ix. Office TDM Incentive Fund. The "Office TDM Incentive Fund" is an account into which the Applicant will deposit contributions to fund a multimodal incentive program for the tenants and employees of the office uses within the Property. Prior to issuance of the first Non-RUP for each new office Building, the Applicant will contribute into the fund $0.02 per gross square foot of office uses. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

x. Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or new office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new Building to be constructed on the Property. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected annually until the results of three consecutive annual traffic counts conducted upon Stabilization show that the applicable trip reduction goals for the Property have been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time, Person Surveys and Vehicular Traffic Counts will thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

xi. Remedies.

a. If the Trip Reduction Goals are not met as evidenced by the Vehicular Traffic Counts outlined above, then the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and annual TDMWP. Such remedial measures will be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Remedy Expenditure
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund

6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

b. There is no requirement to replenish either the Residential TDM Remedy Fund or the Office TDM Remedy Fund at any time. Upon Stabilization, the Applicant will transfer any funds remaining in either or both remedy funds to the UOA/HOA/COA/CA or successor developer/management company for TDM purposes.

xii. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM will meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

xiii. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined herein, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and vehicular traffic counts provided for by this proffer. In the event a revised lower goal is established for the Property, such change may be made without the need for a PCA.

xiv. Continuing Implementation. The TPM will bear sole responsibility for continuing implementation of the TDM Program and compliance with this proffer. The TPM will continue to administer the TDM Program in the ordinary course in accordance with this proffer including submission of Annual Reports.

xv. Notice to Owners. All owners of the Property will be advised of the TDM Program set forth in this proffer. The then-current owner will advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), will be included in all initial and subsequent purchase documents.

xvi. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the applicant will be subject to a penalty of Seventy-Five Dollars ($75.00) per day not to exceed Twenty-Seven Thousand Three Hundred Seventy-Five Dollars ($27,375.00) for any one incident. Such penalty will be payable to Fairfax County.

AFFORDABLE HOUSING

35. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 5101.3 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant will provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance.

36. Workforce Dwelling Units. In addition to the number of ADUs required pursuant to the ADU Ordinance and except as set forth below, the Applicant also will provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs"), such that a total of sixteen percent (16%) of the total number of residential units actually constructed on the Property are sold/rented as either ADUs or WDUs. Such WDUs will be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of ADUs and WDUs does not exceed sixteen percent (16%) of the total number of residential units constructed on the Property. When the required number of WDUs results in a fractional unit less than 0.5, the number will be rounded down to the next whole number. When the required number of WDUs results in a fractional unit greater than or equal to 0.5, the number will be rounded up to the next whole number.

A. WDU Administration. The Applicant will administer the WDUs in accordance with the "Board of Supervisors' Countywide and Tysons Urban Center Workforce Dwelling Unit Administrative Policy Guidelines" adopted on February 23, 2021 (the "Policy Guidelines"), in effect as of the date of these Proffers. Notwithstanding the foregoing sentence, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such agreement and the provisions of this proffer will become null and void. Such an agreement and any modifications thereto will be recorded in the land records of Fairfax County.

B. Rental Income Tiers. Notwithstanding the Policy Guidelines, the Applicant will provide (i) twenty-five percent (25%) of the WDUs to persons/households making seventy percent (70%) of the Washington Metropolitan region's AMI, (ii) twenty-five percent (25%) of the WDUs to persons/households making eighty percent (80%) of the regional AMI, and (iii) fifty percent (50%) of the WDUs to persons/households making ninety percent (90%) of the regional AMI.

37. Parking for WDUs.

A. For-Rent WDUs. The Applicant will make available a minimum of one parking space for each for-rental WDU (each a "Reserved Space") at a price that is discounted at a rate commensurate with the percentage of reduction in rent or sales price for that WDU based on the income tier within which such WDU will be provided. The Applicant will otherwise offer each Reserved Space on the same terms as the parking spaces offered to the renters or owners of the market-rate units.

B. For-Sale WDUs. The Applicant will make available a minimum of one parking space for each For-Sale WDU and will price the For-Sale WDUs in accordance with the provisions Fairfax County's "Workforce Dwelling Unit (WDU) Program: 2024 Maximum For-Sale Pricing."

38. Non-Residential Contribution for Workforce Housing. The Applicant will either (i) make a one-time contribution of three dollars and eighty eight cents ($3.88) to the Board of Supervisors for each square foot of new office square footage actually constructed within Phase I and Phase II, combined, above and beyond the 1,264,980 square feet of office square footage permitted in Phase I and Phase II prior to approval of each respective phase; or (ii) make an annual contribution for

sixteen (16) consecutive years to the Board of Supervisors of twenty-five cents ($0.25) for each square foot of new office square footage actually constructed on the Property within Phase I and Phase II, combined, above and beyond the 1,264,980 square feet of office square footage permitted in Phase I and Phase II prior to approval of each respective phase, such contributions to be used for the provision of affordable and/or workforce housing benefitting residents in the Reston area. If the Applicant elects the one-time contribution, such contribution will be made prior to the issuance of the first Non-RUP for each new office Building and will be based on the actual gross floor area of office uses constructed in each such Building. If the Applicant elects the annual contributions, the first payment will be made prior to issuance of the first Non-RUP for each new office Building and continue every year thereafter for 15 additional years. This proffer will not apply to any retail located in office, hotel or residential Buildings, educational uses, institutional uses or governmental or quasi-governmental uses.

PARK AND RECREATIONAL FACILITIES

39. Parks and Open Spaces. In accordance with the phasing plan set forth on Sheet A0.60 of the DPA/PRC Plan and as further described in these Proffers, the Applicant will construct publicly-accessible, at-grade, open space areas in conformance with the concepts, locations and minimum acreages depicted on Sheet L0.01 of the DPA/PRC Plan, provided that such areas and the elements described below may be adjusted, modified, reconfigured or replaced at the time of site plan to allow for final engineering and design considerations, as determined by the Zoning Administrator in consultation with the Fairfax County Park Authority ("FCPA"). As used in this proffer, the term "construct" means an improvement is substantially complete and open to use by the public but trees and/or landscaping may not yet be fully installed due to seasonal planting schedules intended to maximize survivability of such plantings. While public access easements will be granted for these areas, the Applicant will retain them in private ownership and reserves the right to reasonably restrict access for limited times and special events, security, maintenance and repairs and/or safety purposes. The Proposed Development includes the following distinct urban park spaces:

A. Phase II.

i. North Park East A. Subject to the acquisition of all necessary rights-of-way and/or easements from the Approving Authorities, prior to issuance of the first initial RUP or Non-RUP for Block E or F2, whichever is first, the Applicant will provide an approximately 1.1-acre publicly accessible park north of Blocks E and F. North Park East A will connect to the pedestrian bridge to Reston Town Center by a stairwell and ramp and feature a fitness station and park, a dog park, walking trails, and vegetation as shown conceptually on Sheet L3.04 of the DPA/PRC Plan.

ii. North Park East B and C. Subject to the acquisition of all necessary rights-of-way and/or easements from the Approving Authorities, prior to issuance of the first initial RUP or Non-RUP for Block F, the Applicant will provide an approximately 1.09-acre publicly-accessible park north of Blocks K and L. North Park East B and C will feature active recreation areas with fitness equipment, passive recreation areas with informal lawns, seating areas, WIFI, and lawn games, as shown conceptually on Sheet L3.06 of the DPA/PRC Plan. Following completion of both North Park East A and North Park East B-C, the Applicant will have constructed the full length of the fitness trail connecting Town Center Parkway with Reston Parkway as shown on the DPA/PRC Plan.

iii. Central Park North. Prior to issuance of the first initial RUP or Non-RUP for Block E, whichever is first, the Applicant will provide an approximately 0.88-acre publicly-accessible park in between Blocks D and E.The character of Central Park North is intended to reflect its location between residential Buildings, which means it will be programmed to meet the expectations of neighboring residents through the provision of an urban play area and flexible hardscape with an optional water feature, a lawn area for events or lawn games, a community pavilion similar to that shown on Sheet A4.10 as "North Central Pavillion," landscaping, special paving, moveable furniture, and seating areas, all as shown conceptually on Sheet L3.01 of the DPA/PRC Plan.

iv. Central Park South. Prior to issuance of the first initial Non-RUP for Block G1, the Applicant will provide an approximately 0.55-acre publicly-accessible park in between Blocks C and G. Central Park South is intended to be more of a flexible space that can be used for multiple purposes and will contain elements such as an open lawn for recreation or events, public art, and a retail pavilion that ties Blocks C and G together, similar to that shown on Sheet A4.10 as "South Central Pavillion," all as shown conceptually on Sheet L3.02 of the DPA/PRC Plan.

v. Metro Park. Prior to issuance of the first initial Non-RUP for Block G1/G2, whichever is first, the Applicant will provide an approximately 0.62-acre publicly-accessible park in between Blocks A and G consisting of features such as a lawn area, sitting grove, and event space that are integrated with the future metro pavilion similar to that shown on Sheet A4.10 as "Metro Pavillion," all as shown conceptually on Sheet L3.03 of the DPA/PRC Plan. This park space is acknowledged to be within an area including sound levels exceeding DNL 65dBA.

vi. East Park. Prior to issuance of the first initial RUP or Non-RUP for Block F or Block J, whichever is first, the Applicant will provide an approximately 1.34-acre publicly-accessible park east of Blocks F and J. East Park is intended to have both active and passive elements to serve both residents and office tenants, and its programming reflects this intent, which will include at least three (3) flexible sport courts (such as volleyball courts), a flexible lawn area located above an underground stormwater management facility and which could be striped for active recreation purposes, landscaping, a walkway, special paving and other features, all as shown conceptually on Sheet L3.05 of the DPA/PRC Plan. Notwithstanding the features and designs shown Sheet L3.05, and subject to FCPA and LDS approval, the Applicant may modify and/or relocate elements of East Park to address conflicts between the existing or planned SWM Facilities (as defined below) or other utilities without the need for a DPA, PCA or PRC Plan amendment. This park space is acknowledged to be within an area including sound levels exceeding DNL 65dBA.

vii. Block L Pocket Park. Prior to issuance of the first initial RUP or Non-RUP for Block J or F, whichever is first, the Applicant will provide an approximately 0.23-acre publicly-accessible pocket park on Block L consisting of such features as bosque seating, flexible lawn area, bocce or similar recreation amenities, WIFI and other features as shown on Sheet L3.07 of the DPA/PRC Plan.

40. Private Amenities and Recreational Facilities for Residents. The Applicant will provide on-site recreational facilities for the future residents of the Property, as shown on the DPA/PRC Plan.

Recreational facilities such as rooftop amenities and pool facilities may be separately designated for the residents of the individual Residential Buildings; or, more common facilities such as a business or fitness center may be shared between them. The Applicant will expend a minimum of $2,150.00 per market-rate and workforce residential unit on such recreational facilities. Prior to final bond release for each Residential Building, the balance of any funds not expended on recreational amenities for that Residential Building, as determined by LDS, will be contributed to the FCPA for the provision of recreational facilities serving Reston.

PUBLIC FACILITIES

41. Public Art. Prior to approval of building permit plans for the first Building constructed in the Proposed Development, the Applicant will coordinate with Public Art – Reston ("PAR") to obtain its recommendations regarding options for the Applicant's provision of public art, the type of public art to be provided, and the location of the public art within the Property. Following such consultation, the Applicant will provide public art within the Proposed Development, with the Applicant making the final selection of the public art to be incorporated.

42. Performing Arts Center. The Applicant and the County have identified Block G2 as a preferred location for a community-based performing arts facility to serve Reston and Fairfax County (the "Arts Center"). The Applicant also has developed conceptual floor plans and massing illustrations of the Arts Center as shown on Sheets A2.00, A3.10, and A.3.20 of the DPA/PRC Plan to demonstrate the expected quality of design for the Arts Center once constructed. In furtherance of provision of the Arts Center, the Applicant will reserve for future dedication and thereafter dedicate Block G2 in fee simple to the Board of Supervisors or such other County entity as the Board may designate for the establishment, by others, of the Arts Center in accordance with the requirements of this proffer. The Applicant will record a deed of reservation for Block G2 in a form approved by the Office of the County Attorney prior to site plan approval for development of the planned office Building on Block G1. The Applicant will convey Block G2 to the Board of Supervisors along with rights to up to 60,000 gross square feet of development density (the "Conveyance Deed") no later than twelve (12) months following the earlier to occur of (i) issuance of the first RUP or Non-RUP for the last new Building (Blocks E, F1, F2, GI, J) to be constructed on the Property or (ii) written notice provided by the County Executive confirming that sufficient funds to design, construct and operate the Arts Center have been secured by the County or such other party as the Board of Supervisors may designate. The Conveyance Deed also may include, among other things, the following provisions:

A. Block G2 may only be used for the Arts Center or as a park open to the public, except as set forth below;

B. The final design for the Arts Center must be approved by the Reston Town Center Design Review Board (which is an existing requirement for all development subject to the Reston Town Center covenants, including the Property) and will be an appropriate design within the context of a Class-A mixed-use development;

C. The Applicant and the Board of Supervisors (or its designee) will reasonably cooperate with one another to develop a construction plan and associated construction schedule for the timely completion of the Arts Center that minimizes disruptions to and interference with ongoing operations of the Proposed Development during the period of construction;

D. The parties will grant and convey to one another (as applicable) all necessary temporary and permanent easements to permit the maintenance, construction and operation of the Arts

Center (or the park, as applicable) in accordance with this proffer, including use of the underground garage as shown on either or both of Blocks G1 and/or Block J as shown on Sheet C7;

E. The Applicant and the Board of Supervisors (or their respective designees) agree to regularly scheduled meetings to review and coordinate the initial construction and, thereafter, ongoing programming and operation of the Arts Center;

F. The Applicant may, subject to the consent of the Board of Supervisors as to design and extent, and at the Applicant's cost, use Block G2 for construction staging and/or make interim physical improvements to Block G2, generally as shown on Sheet L3.08 of the DPA/PRC Plan, including but not limited to the construction of a publicly accessible park (the "Block G2 Park"), in coordination with the office of the Hunter Mill District supervisor and as approved by FCPA, prior to construction commencing for the Arts Center. The Applicant will be responsible for obtaining all site plan and/or building plan approvals (but no further PRC Plan approval(s)) necessary to construct the Block G2 Park and will be responsible for maintaining the Block G2 Park until construction commences for the Arts Center; and

G. In the event the Board of Supervisors elects not to construct and operate the Arts Center (by providing written notice of the same from the County Executive), the right of the Applicant or its designee to repurchase Block G2 from the Board of Supervisors at fair market value and pursue development of Block G2 subject to approval of a future amendment of this Application.

By proffering to convey Block G2 to the Board of Supervisors, and in lieu of either constructing or providing separate funding for one or more athletic fields, the Applicant fully satisfies the Comprehensive Plan's expectations for the provision of recreation facilities to serve future residents and tenants of Reston and the Proposed Development, and the Applicant will have no further obligations in this regard.

43. Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, prior to issuance of the first RUP or Non-RUP for each residential Building constructed on the Property, the Applicant will contribute funds (at an assumed rate of 0.108 students per residential unit designated on such site plan multiplied by $14,956.00 per student generated) to the Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to Fairfax County public schools to address impacts on the school division resulting from the Application. The contributions will be based on actual number of units constructed, so the total amount may vary. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this proffer, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution. The Applicant will notify the FCPS Office of Facilities Planning Services at such time as each site plan for a residential Building is approved to allow it to plan and prepare for future student growth.

STORMWATER MANAGEMENT

44. Stormwater Management. The Applicant will demonstrate on each site plan and provide on-site stormwater management measures designed to control the quantity and quality of stormwater runoff from the Proposed Development in accordance with the DPA/PRC Plan and these Proffers.

The Applicant will provide stormwater detention facilities, Best Management Practices ("BMP") facilities, and/or Low Impact Development ("LID") facilities in an appropriate system per the requirements of the PFM, which may include, but will not be limited to, intensive green roofs, tree box filters, bio-retention areas, permeable pavers/hardscape, infiltration measures, and stormwater reuse for landscape irrigation and air conditioning unit makeup water generally as set forth on DPA/PRC Plan. The specific stormwater management facilities will be identified at the time of each site plan approval and approved by LDS. The Applicant will construct stormwater quantity and quality measures in accordance with the site plan(s) (and each subsequent revision thereto) for the Proposed Development, such that the stormwater management goals outlined below will be achieved.

A. Stormwater Management Goals. The Applicant will design and construct the SWM Facilities (as defined below) to reduce, upon completion of the Proposed Development, the peak flow rate for the two-year, 24-hour storm event (in addition to the one-year storm event) by thirty percent (30%) based on the energy balance equation set forth in the Fairfax County Stormwater Management Ordinance, which means that additional over-detention of the peak runoff rate will be provided.

B. Maintenance Responsibility. Prior to the initial site plan approval for each Building within the Proposed Development, the Applicant will execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the stormwater management facilities to be delivered with such Building and shown on that site plan ("SWM Facilities"). The SWM Agreement will require the Applicant (or its successor UOA/HOA/COA/CA) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided in the approved site plan, and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of LDS, provided LDS requests such a maintenance report. The SWM Agreement also will address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

C. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management regulations affecting the Proposed Development, the Applicant will have the right to accommodate necessary changes to its stormwater management designs without the need for a DPA, PCA, or PRC Plan amendment, provided such stormwater management changes do not materially affect the limits of clearing and grading, building locations, or road layouts and otherwise are in general conformance with the DPA/PRC Plan.

TREE PRESERVATION

45. Tree Preservation. As part of each site plan approval for any new Building in the Proposed Development, as applicable, the Applicant will demonstrate that construction of such Building will meet applicable Fairfax County requirements for tree preservation and the requirements of this proffer.

A. Tree Preservation. As applicable, the Applicant will submit a tree preservation plan (each a "Tree Preservation Plan") as part of the first and all subsequent site plan submissions for construction of any new Building in the Proposed Development.

i. The Tree Preservation Plan will be prepared by a professional with experience in the preparation of tree preservation plans, such as a Certified Arborist or Registered Consulting Arborist, and will be subject to the review and approval of Forest Conservation. The Tree Preservation Plan will consist of a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all trees to be preserved, as well as all on- and off-site trees, living or dead, with trunks twelve (12) inches in diameter and greater (measured 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet of the limits of clearing and grading shown on the DPA/PRC Plan.

ii. The Tree Preservation Plan will provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the DPA/PRC Plan, and those additional areas in which trees can be preserved as a result of final engineering. The Tree Preservation Plan will include all items specified in PFM 12-0507 and 12-0509.

iii. The Tree Preservation Plan will include the following elements:

a. Establishment of an area for treatments designed to enhance root growth and vitality and the establishment of limits of disturbance for the Proposed Development at this boundary.

b. Implementation of treatments designed to enhance root systems, which may include, but will not be limited to, treatments to aerate the soil, provide nutrients, increase soil organic matter content, and increase water infiltration.

c. For tree preservation areas near or within park spaces, root protection areas will be delineated (typically areas of mulch and ground covers) from more active use areas (turf). The plan will be labeled to indicate planned use of areas within the park. Due to the potential for increased use of the park to further impact existing trees, plans for the layout and use of the park will demonstrate how impacts to existing trees will be minimized and how the design will contribute toward the improved health and condition of existing trees by separating higher use areas from tree root zones.

d. Supplemental planting using a diverse selection of over story and understory species to replace the tree canopy as existing trees decline and die. For best survivability and to minimize disturbance, it is suggested that trees planted within the treatment area of the root zones be no larger than two inches caliper for deciduous over story trees and one – one and one-half inches caliper for understory species at the time of planting.

B. Tree Preservation Walk-Through. The Applicant will retain the services of a Certified Arborist or Registered Consulting Arborist, and will have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's Certified Arborist or Registered Consulting Arborist will walk the limits of clearing and grading with a representative of Forest Conservation to determine, in Forest Conservation's reasonable judgment, whether

any adjustments to the clearing limits should be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustments, if any, will be memorialized in writing and implemented by the Applicant. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated will be removed using a chain saw and such removal will be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this will be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

C. Limits of Clearing and Grading. The Applicant will conform strictly to the limits of clearing and grading as shown on the site plan, subject to allowances specified in these Proffers and for the installation of utilities and/or trails as determined necessary by the Director of LDS, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the site plan, they will be located in the least disruptive manner necessary as determined by the Applicant and Forest Conservation. The Applicant will develop and implement a replanting plan, subject to approval by Forest Conservation, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities. Alteration of the limits of clearing and grading due to the circumstances described above will not require the approval of a DPA, PCA, or PRC Plan amendment.

D. Tree Preservation Fencing. All trees shown to be preserved on the Tree Preservation Plan will be protected by tree protection fencing. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart, or super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, will be erected at the limits of clearing and grading. All tree protection fencing will be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities. The installation of all tree protection fencing will be performed under the direct supervision of a Certified Arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing and grading activities, but subsequent to the installation of the tree protection devices, the Applicant will provide Forest Conservation notice and the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the tree preservation fencing has not been installed correctly, no grading or construction activities will occur until the fencing is installed correctly, as determined by Forest Conservation.

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

i. Root pruning will be done with a trencher or vibratory plow to a depth of 18 inches;

ii. Root pruning will take place prior to any clearing and grading;

iii. Root pruning will be conducted under the supervision of a Certified Arborist; and,

iv. A Forest Conservation representative will be informed when all root pruning and tree protection fence installation is complete.

F. Site Monitoring. During any clearing or tree/vegetation removal on the Property, a representative of the Applicant will be present to monitor the process and ensure that the activities are conducted in accordance with these Proffers and as approved by Forest Conservation. The Applicant will retain the services of a Certified Arborist or Registered Consulting Arborist to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers and Forest Conservation approvals. The monitoring schedule will be described and detailed in the Tree Preservation Plan and reviewed and approved by Forest Conservation.

G. Mulching. Mulched areas will be provided across the critical root zone for existing trees designated for preservation and maintained during the life of the tree. Where these areas overlap across multiple trees, a continuous mulched bed may be provided. Mulch will consist of material as specified in the Tree Preservation Plan.

MISCELLANEOUS PROFFERS

46. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in this proffer statement will include within its meaning and will be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

47. Delay. Notwithstanding the foregoing commitments in these Proffers, upon demonstration by the Applicant that, despite diligent efforts by the Applicant or due to factors beyond the Applicant's control, any improvements and/or contributions required under these Proffers have been delayed or will be delayed beyond the time frames specified for the completion of such improvements and/or contributions, the Zoning Administrator may extend the timeframes for completion to a later date as determined by the Zoning Administrator.

48. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered will be deemed an original, and all of which taken together will constitute one and the same instrument.

49. Annual Escalation Clause. For all Proffers in this document specifying monetary contributions, the contribution and/or budget amount will escalate or de-escalate, as applicable, on a yearly basis from the base year of 2025 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

50. Advanced Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Section 5100.2.E of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or the Virginia Department of Transportation.

51. Phase II Dulles Rail Tax District Buy-Out for Multi-Family Units. At least sixty days prior to registration with the Common Interest Community Board of any residential condominium documents that would change the use of all or any portion of the Property located within the Phase II Dulles Rail Transportation Improvement District (the "Phase II District") that either (i) is zoned to permit multi-family residential use but is not yet used for that purpose or (ii) from use as a multi-

family residential real property that is primarily leased or rented to residential tenants or other occupants by an owner who is engaged in such a business, in either case therefore taxable for purposes of the now existing Phase II District to a use that is not subject to the Phase II District tax, the Applicant will provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to register such condominium documents for that portion of the Property. Prior to registering the condominium documents, the Applicant will pay to Fairfax County a sum equal to the then-present value of Phase II District taxes estimated by the County in accordance with a formula approved by the Board of Supervisors to be lost as a result of that change in use. Any special improvement taxes paid in the year the Rezoning is approved will be credited toward the one-time payment on a prorated basis.

52. Development Phasing. Development of the Property may occur in phases, in any order at the Applicant's sole discretion, and will be in accordance with the Phasing Plan and consistent with phased improvements as identified elsewhere in these Proffers. Except as set forth above, sidewalks and streetscape improvements along the frontages of each building will be provided concurrently with the construction of each building. The Applicant will adhere to the Phasing Plan and to the extent there is no sidewalk in Phase I available to provide access between a development phase and the Reston Town Center Metro Station, the Applicant will provide a temporary sidewalk in Phase II to connect the development phase and the Reston Town Center Metro Station.

[Signature pages follow]