County of Fairfax, Virginia
Planning Commission Meeting
October 22, 2025
Planning Commission Action

PCA 2003-HM-046-04 & CDPA/FDPA 2003-HM-046-002 (RZPA-2025-HM-00004) - Union Investment Real Estate GmbH Corporation
(Dranesville District)

PLANNING COMMISSION RECOMMENDATIONS:
On October 22, 2025, the Planning Commission voted 11-0 (Commissioner Bennett was not present for the vote) to recommend to the Board of Supervisors approval of the following actions:

- PCA 2003-HM-046-04 and CDPA 2003-HM-046-002, subject to the executed proffers consistent with those dated October 21, 2025;

- Modification of subsection 5100.2.D(8)(a)2 of the Zoning Ordinance to allow commercial buildings within 75 feet of the Dulles Airport Access Road to that shown on the CDPA/FDPA;

- That proffer #10 on rebuilding LEED certification is updated to $2 per square foot; and

- Extending the sidewalk to the western property line.

In a related action, the Planning Commission voted 11-0 (Commissioner Bennett was not present for the vote) to approve FDPA 2003-HM-046-002.

ATTACHED DOCUMENTS:
Proffers dated October 21, 2025

MJ

County of Fairfax, Virginia

MEMORANDUM

DATE: October 22, 2025

TO: Members, Planning Commission

FROM: Kevin J. McMahan, Staff Coordinator
Zoning Evaluation Division, DPD

SUBJECT: **PCA 2003-HM-046-04 and CDPA/FDPA 2003-HM-046-002**
(RZPA 2025-HM-00004)
Parcel: 16-4 ((1)) 44
Union Investment Real Estate GmbH Corporation
PC Hearing on October 22, 2025

Attached are the "Clean" and "Redline" versions of the revised proffers, dated October 21, 2025, submitted by the applicant.

The applicant revised the Green Building certification commitments (Proffer 10) and the Electric Vehicle (EV) charging station commitments (Proffer 12).

Proffer 10 was updated to include a commitment to attaining LEED-CS Silver certification. Much of the language is similar to the standard Green Building proffer language, with one notable exception. In lieu of posting the green building escrow prior to site plan or building plan approval, the applicant is proposing to make a $1.00/square foot (instead of the typical $2.00/square foot) payment prior to bond extension, reduction, or final bond release for the site plan, whichever occurs first – in the event that the building fails to attain LEED-CS Silver certification.

Staff acknowledges the applicant's commitment to attain LEED-CS Silver certification, but suggests the applicant provide the $2.00/square foot escrow that is typically provided.

Proffer 12 was updated to replace the previous commitment to design the 283-space parking garage to only support the future installation of Level 2 EV charging stations for at least 10% of the spaces within the new parking garage. Instead, the applicant is now committing to actually install EV charging stations to serve six parking spaces, which is 2% of the spaces in the new, below-grade parking garage, which addresses staff's prior comment.

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However, staff recommends that the updated proffer language be further revised to:

1) Include a commitment to having the EV spaces wired and functional at the time of Non-RUP issuance; and

2) Have the new parking garage wired to support additional charging stations in the future.

Attachments:

1. Revised Proffers, dated October 21, 2025 (Clean)
2. Revised Proffers, dated October 21, 2025 (Redline)

PROFFERS

2200 WOODLAND POINTE

PCA 2003-HM-046-04

October 21, 2025

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Subsection 8100.2.D of the Zoning Ordinance of Fairfax County (2023, as amended), the applicants, the property owner and their successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as 16-4 ((1)) 44 (the "Property") will be in accordance with the following conditions if, and only if, proffered condition amendment application 2003-HM-046-04 (the "Application") is granted. Upon approval of the Application, these Proffers will replace and supersede all previous proffers and development conditions approved on the Property.

PROPOSED DEVELOPMENT

1. Conceptual Development Plan Amendment. The Property will be developed in substantial conformance with the certain elements of the 2200 Woodland Pointe Conceptual/Final Development Plan Amendment ("CDPA/FDPA") dated February 10, 2025 and revised through September 2, 2025, and prepared by VIKA.

2. Proffered CDPA Elements. It will be understood that the proffered elements of the CDPA are limited to the general location of the points of access, general location of the buildings, maximum building heights, maximum gross floor area (GFA), and the general quality and character of the streetscape (the "Proffered Elements"). The Applicant has the option to request a Final Development Plan Amendment ("FDPA") for elements other than the Proffered Elements in accordance with the provisions set forth in Subsection 8100.2.E(2) of the Fairfax County Zoning Ordinance (the "Ordinance").

3. Minor Modifications. Minor modifications to the Proffered Elements of the CDPA may be permitted when necessitated by sound engineering or that may become necessary as part of FDP approval or final site design or engineering, pursuant to subsection 8100.5 of the Ordinance. The Applicants will have the flexibility to modify the layout shown on the CDPA without requiring approval of an amended CDPA provided such changes are in substantial conformance with the CDPA as determined by the Zoning Administrator.

4. Existing Development. The existing development on the Property as of the date of approval of this Application consists of an office building consisting of approximately 195,156 square feet of GFA of office uses identified as Existing Building to Remain on the CDPA/FDPA (referred to herein as the "Existing Building"). The Existing Building, surface parking areas, driveways, internal sidewalks, trails, landscaping, and stormwater management facilities existing on the Property as of the date of approval of this Application will collectively be referred to herein as the "Existing Development." The Existing Development will remain in operation in its existing condition, subject to improvements

that the Applicant may make to the Existing Development as shown on the CDPA/FDPA and described in these Proffers. The Applicant may make minor modifications to the Existing Development in accordance with Subsection 8100.5 of the Zoning Ordinance without the need for a PCA, CDPA, or FDPA. Any modifications to the Existing Development, including but not limited to interior and exterior improvements to the Existing Building, the securing of site plan approvals, the issuance of building permits, the issuance of non-residential use permits (Non-RUPs), or any other land development approvals or permits will not trigger any monetary contributions, on-site improvements, or off-site improvements identified in these Proffers unless explicitly stated otherwise, and will not require any physical changes to the Existing Development unless otherwise stated in these proffers.

5. Proposed Development. Upon approval of this Application the Applicant will be permitted to develop the Property with a second building (referred to herein as the "Proposed Buildings") consisting of up to an additional 89,000 square feet of GFA of principal uses as further described below, for a total maximum of 284,156 square feet of GFA on the Property (inclusive of the Existing Building). The following Principal and Secondary Use may be permitted within the Existing Building and the Proposed Building as shown on the CDPA/FDPA:

   A. Principal uses limited to:

      (i) Office.

   B. All uses permitted in the PDC District may be permitted as secondary uses subject to meeting all applicable use standards in the Zoning Ordinance, or through the approval of a Special Permit or Special Exception, without the need for a separate PCA, CDPA, or FDPA provided the uses is in substantial conformance with the approved CDPA/FDPA.

   C. The maximum number of employees permitted on site at any given time is limited to 675 employees. Prior to the issuance of a Non-RUP for the Proposed Building, the Applicant will provide a written confirmation to the Department of Planning and Development (DPD) that the maximum number of employees will not exceed this limit. In order to exceed this maximum number of employees, the Applicant must either, at the Applicant's discretion: 1) provide an additional monetary contribution, to offset any transportation impacts or increased demand for athletic fields that may be generated by the additional employees in an amount to be determined in coordination with the Department of Planning and Development; or 2) obtain approval of a Proffered Condition Amendment.

6. Fire Marshal Evaluation. The Applicant has coordinated the layouts depicted on the CDPA/FDPA with the Fire Marshal. Changes to the CDPA/FDPA may be permitted without the requirement for a CDPA and/or FDPA in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and building setbacks as necessary to allow for required emergency vehicle access, provided such modifications are in substantial conformance with the CDPA, FDPAs and these Proffers.

ARCHITECTURAL DESIGN AND BUILDING PRACTICES

7. Architectural Design. The building elevations shown on the CDPA/FDPA are provided to illustrate the architectural theme and design intent of the Proposed Building. The Applicant reserves the right to modify these elevations based on final architectural design, provided that the Proposed Building includes building materials, colors, patterns, and/or other building elements that are architecturally compatible with the Existing Building. The Proposed Building will be designed with high quality architecture and building materials that are typically used on the exterior of Class A office buildings of a similar quality. Final building design will be reviewed and approved at the time of building plan by the Urban Centers Section of DPD.

8. Bird Friendly Design Features. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will include one or more bird friendly design elements in the architectural plans for the Proposed Building. The bird friendly design elements may include, but are not limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination in commercial or residential buildings, the use of decoys, and division of glass swaths. These elements will be identified in the building permit submission set for the Proposed Building. Upon the issuance of a building permit, the provisions of this Proffer will be deemed satisfied.

9. Rooftop Telecommunications Equipment. Telecommunications equipment may be placed on the rooftop of the Proposed Building. Any such facilities must comply with the applicable requirements of the Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as including the facilities as part of the architecture of the Proposed Building, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

10. Green Building Certification.

    A. The Applicant will include, as part of the building plan submission for the Proposed Building, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell ("LEED®-CS") rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined by the Applicant and Fairfax County), that the Applicant anticipates attaining. A LEED-accredited professional (LEED-AP) who is also a professional engineer or licensed architect will be provide certification statements at both the time of site plan review and at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS Silver, or equivalent, certification of the Proposed Building.

    The LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number

of credits necessary to attain LEED-CS Silver certification, or its equivalent, for the Proposed Building.

B. The Applicant will designate 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.

C. Prior to building plan approval for the Proposed Building, the Applicant will submit documentation to the Environmental Branch (EB) of DPD from the USGBC's design final review demonstrating that the Proposed Building will achieve the sufficient number of credits to attain LEED-CS Silver certification by the USGBC under the project's registered version of the LEED-CS rating system or other LEED rating system determined by the USGBC to be applicable to the Proposed Building.

D. Prior to bond extension, reduction or final bond release for the site plan, whichever occurs first, the Applicant will provide to the EB of DPD documentation demonstrating that LEED-CS Silver certification for the Proposed Building has been attained. If, prior to bond extension, reduction, or final bond release for the site plan, whichever occurs first, the Applicant provides documentation to the EB of DPD that LEED-CS Silver certification for the Proposed 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-CS Silver certification, the Applicant will provide a contribution in the amount of $1.00 per square foot of GFA in the Proposed Building as shown on the approved site plan to Fairfax County, to be posted to a fund supporting implementation of County environmental initiatives.

E. If the certification is still in progress at the time of application for 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.

F. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EB 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.

G. The Applicant may utilize an equivalent alternative program in consultation with and as approved by the EB of the DPD prior to site plan approval.

H. The requirements set forth in this Proffer 10 do not apply to the Existing Building on the Property.

11. Noise Study. The Applicant has submitted a Transportation Noise Impact Analysis of the Property prepared by Phoenix Noise & Vibration, LLC dated March 24, 2025. The analysis indicates that projected transportation noise will be greater than a day-night averaged noise level ("Ldn") of 70 decibels ("dBA") for a portion of the Proposed Building that is exposed to the Dulles Toll Road. A refined acoustical analysis, to include a Building Shell and Barrier analysis, will be submitted concurrent with the first building plan submission to LDS and the Development Review Branch (DRB) of the Department of Planning and Development for review and approval. To the extent necessary as determined by the refined acoustical analysis, mitigation measures appropriate to reduce the interior noise for office environments to DNL 50 dBA will be incorporated into the Proposed Building.

12. Electric Vehicle Charging. Per the Environmental Policy Plan in the Comprehensive Plan, Fairfax County encourages the provision of or readiness for charging stations and related infrastructure for electric vehicles within new development or redevelopment proposals. In furtherance of this objective, six (6) parking spaces in the below grade parking garage, beneath the Proposed Building will be provided with electric vehicle charging connections.

LANDSCAPING AND TREE PRESERVATION

13. Landscape Plan. The CDPA/FDPA includes a conceptual landscape plan for the Property consisting of an overall plan and details regarding new and reconfigured landscaped areas of the Property. As part of the site plan submission for each building phase, the Applicant will submit to FCON for review and approval a more detailed landscape plan that is in substantial conformance with the concepts and quality of plantings and materials shown on the CDPA/FDPA. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations subject to approval from FCON and the Zoning Evaluation, provided such adjustments are in substantial conformance with the CDPA/FDPA. The detailed landscape plan will include irrigation information, design details for tree wells and other similar planting areas on structures and along streets, and composition of planting materials.

    A. Native and Non-Invasive Species. New landscaping must be generally consistent with the quality, quantity and locations shown on the CDPA/FDPA. New plantings must include only non-invasive species and, to the extent practical, native species. New plantings must not include species that are identified in the most recent version of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation. The plant selection will, to the extent feasible, include species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides, and pesticides.

    B. Pre-Installation Meeting. Prior to the installation of plants to meet the requirements of the approved landscape plan, the Applicant will coordinate a pre-installation meeting on-site with the landscape contractor, FCON staff, and any other appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved landscape plan will be reviewed and approved by FCON prior to planting.

C. Mitigation of Soil Compaction. Except for areas where underground utilities exist, planting areas containing construction debris, rubble, compacted soil, or other unsuitable conditions for the establishment and long-term survival of landscape plants will undergo remedial action. These actions will restore the soil to meet the requirements of trees, shrubs, and groundcovers specified in the landscape planting plan. The Applicant will provide notes and details on the site plan outlining the soil restoration process for review and approval by FCON.

D. Utility Locations. New utilities for the Proposed Building, including, but not limited to water, sanitary sewer and storm sewer utility lines will, to maximum extent feasible, be installed within roadways or in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDPA/FDPA. If there is no other option, utilities may be placed within open space provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by FCON. To the extent maintenance access points to underground stormwater management facilities or electric vaults are located beneath sidewalks, they will be designed to meet ADA accessibility requirements to accommodate pedestrian traffic. To the extent known, such maintenance access points will be shown on each site plan submission.

E. Sight Distance Considerations. Sight distance requirements have been provided on the CDPA/FDPA so as to identify and avoid conflicts with street tree locations. If determined at the time of site plan review that tree locations conflict with sight distance requirements, the Applicant will investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event the Virginia Department of Transportation ("VDOT") does not approve the tree locations even after the changes anticipated above, the Applicant may be permitted to relocate the affected street tree, subject to approval by UFMD. If the deleted street tree(s) result in a tree canopy below ten percent (10%) on the Property, the street tree(s) will be accommodated in another location on the Property, as approved by UFMD.

14. Woodland View Drive Streetscape. Prior to the issuance of a Non-RUP for the Proposed Building, the Applicant will install streetscape along Woodland View Drive as shown on the CDPA/FDPA. The Streetscape will include an approximately 17 foot wide landscape amenity panel, comprised of existing vegetation on Tax Map Parcel 16-4 ((27)) H ("Parcel H"), located between the existing curb and proposed 8 foot wide sidewalk identified on the CDPA/FDPA. The existing landscaping on Parcel H will be preserved and included in the Tree Preservation Plan described in Proffer 15. At the time of site plan, the Applicant will provide a photometric lighting plan to verify that existing light fixtures on the Property provide adequate lighting for pedestrians along the proposed sidewalk.

15. Tree Preservation.

A. Tree Preservation Plan. The Applicant will submit a Tree Preservation Plan and Narrative, prepared in accordance with PFM Section 12-0309, as part of the first and all subsequent site plan submissions. The preservation plan and narrative will

be prepared by a Certified Arborist or a Registered Consulting Arborist (the "Project Arborist") certified by the International Society of Arboriculture (ISA), and will be subject to the review and approval of FCON.

The Tree Preservation Plan will include a tree inventory and condition analysis, prepared in accordance with PFM Section 12-0307, that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all trees, living or dead with trunks 12 inches in diameter and greater (measured at 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 to either side of the limits of clearing and grading. 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 CDPA/FDPA including the landscaped area on Parcel H along Woodland View Drive, and those additional areas in which trees can be preserved as a result of final engineering. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, will be included in the Tree Preservation Plan and the Erosion and Sediment Control Plan.

B. Project Arborist/Pre-Construction Meeting. Prior to the pre-construction meeting, the Applicant must mark the approved limits of clearing and grading with a continuous line of flagging. The Applicant must also retain an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist (Project Arborist) to attend the pre-construction meeting. During the meeting, the Project Arborist and Forest Conservation will review the clearing and grading limits to identify possible adjustments that could enhance tree preservation and improve the survivability of trees at the boundary. The Project Arborist must document any adjustments, and tree protection fencing must be installed under their supervision in accordance with these modifications.

C. Limits of Clearing and Grading. The Applicant will conform strictly to the limits of clearing and grading as shown on the CDPA/FDPA, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of LDS, as described herein

D. Tree Preservation Fencing. The Applicant must install appropriate tree protection devices based on site conditions and proposed construction activities, as reviewed and approved by FCON prior to the commencement of land disturbing activities on the Property.

E. Root Pruning. The Applicant will root prune, as needed to comply with the tree preservation requirements. All treatments will be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The details for these treatments will be reviewed and approved by FCON, 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, or demolition of structures.

(iii) Root pruning will be conducted with the supervision of the Project Arborist.

(iv) An FCON representative will be informed when all root pruning and tree protection fence installation is complete.

F. Demolition. The demolition of existing structures and site features on the Property within or adjacent to tree preservation areas will be carried out in the least disruptive manner possible, as reviewed and approved by FCON. All tree preservation must be installed and verified by an FCON representative before demolition activities begin.

G. Site Monitoring. The Applicant's Project Arborist must be present on-site during the implementation of all tree preservation measures and monitor any construction activities conducted within or adjacent to designated tree preservation areas. These activities include, but may not be limited to clearing, root pruning, tree protection fence installation, vegetation or tree removal, and demolition. As additional Erosion and Sediment Control devices are implemented, the Project Arborist must conduct regular site visits to monitor tree preservation efforts and ensure compliance with the Tree Preservation Plan as approved by Forest Conservation. The Project Arborist must submit written reports to Forest Conservation and the Site Development and Inspections Division Site Inspector, including dated photographs documenting site conditions. The Tree Preservation Plan must outline the monitoring schedule and reporting requirements, which must be included as part of the initial and all subsequent site plan submissions.

TRANSPORTATION, PEDESTRIAN, AND BICYCLE IMPROVEMENTS

16. Sidewalk. The Applicant will, prior to the issuance of a Non-RUP for the proposed building, construct an 8' wide sidewalk along the Property's Woodland View Drive frontage. The new sidewalk will connect with the existing sidewalk to the east as shown on the CDPA/FDPA. A public access easement in a form acceptable to the County Attorney will be recorded over the sidewalk at the time of site plan approval. At such time as the adjacent parcel identified as Tax Map Parcel 16-3 ((11)) 6D1 is redeveloped, the Applicant will provide the necessary easements and permissions at no cost, except for commercially reasonable legal and engineering fees, to allow for the extension of the sidewalk to the western property line by others.

17. Transportation Improvements. The Applicant will make a monetary contribution to the County in the amount of $200,000.00 for use towards transportation improvements in the

vicinity of the Property. The contribution will be made prior to the issuance of the first Non-RUP for the Proposed Building. This contribution is not subject to the adjustments described in Proffer 25.

18. Construction Traffic Management. The Applicant will prepare and implement a construction management plan during construction of the Proposed Building, so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways and sidewalks adjoining the Property. This construction management plan will identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with Fairfax County Department of Transportation ("FCDOT") and/or VDOT concerning construction material deliveries, lane or street closures, and/or other construction related activities to minimize disturbance on the surrounding street and sidewalk network.

    Such plans will be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and LDS with the final site plan. A copy of the construction traffic management plan will be provided to the District Supervisor.

19. Bicycle Parking. Bicycle parking will be provided in accordance with the Fairfax County Bicycle Parking Guidelines in consultation with the FCDOT Bicycle Coordinator or their designee at the time of site plan to determine the final location, quantity, and type of bicycle storage racks prior to the issuance of a Non-RUP for the Proposed Building.

20. Crosswalks. Subject to FCDOT and VDOT approval, and the provision of all necessary off-site easements, permissions, and/or right-of-way at no cost to the Applicant, the Applicant will install pedestrian crosswalks across Woodland View Drive at the two access points to the Property identified on the CDPA/FDPA. The crosswalks will be submitted to FCDOT and VDOT for review and approval at the time of site plan for the Proposed Building. The Applicant's responsibility will be limited to marking the pavement with high visibility pavement striping and the installation of curb ramps on the north side of Woodland View Drive. If the crosswalks or associated curb ramp improvements are not approved and/or permitted for construction by FCDOT or VDOT, or if such improvements require reconstruction of or adjustments to the existing curb ramps previously constructed by others on the south side of Woodland View Drive, then the Applicant's obligation to install the crosswalks under this Proffer will be null and void without the need for a PCA, CDPA or FDPA.

TRANSPORTATION DEMAND MANAGEMENT

21. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management (TDM) program that will be implemented by the Applicant 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 office use in the Proposed Building to be constructed on the Property.

A. Definitions. For the purposes of this Proffer, "Stabilization" is deemed to occur one (1) year following the issuance of the Non-RUP for the Proposed Building on the Property. "Pre-stabilization" is deeed to occur any time prior to Stabilization.

B. Transportation Demand Management Plan. The Applicant is responsible for submitting the Transportation Demand Management Work Plan (the "TDM Work Plan") to FCDOT for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in the TDM Work Plan. It is the intent of this Proffer that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community, and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the elements of the TDM Work Program as set forth below.

C. Dulles Area Transportation Association (DATA). The Applicant will join the Dulles Area Transportation Association (DATA) and participate in its efforts to reduce single occupant vehicular trips.

D. Trip Reduction Goals. The objective of the TDM Plan will be to reduce the number of weekday peak hour vehicle trips generated by the office uses located within the Proposed Building through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Work Plan. In addition, the construction of proposed pedestrian improvements shown on the CDPA/FDPA and the provision of bicycle facilities within the Proposed Building will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to employees and visitors to the Property.

(i) Baseline. The baseline number of weekday peak hour vehicle trips generated by the Property against which the TDM Goals (as defined in subparagraph D.ii) will be measured will be derived upon the gross floor area of the Proposed Building on the Property at the time traffic counts are conducted in accordance with subparagraph E. or as qualified below and using the trip generation rates/equations applicable to such office uses as set forth in the Institute of Transportation Engineers, Trip Generation for Land Use Code = 710.

(ii) TDM Goal. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of twenty five percent (25%) for the office uses within the Proposed Building.

E. 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.

(i) TDM Program Manager. The applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for Property. If not previously appointed, the TPM will be appointed by no later than sixty (60) days after the issuance of the building permit for the Proposed Building. 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 or change in the TPM.

(ii) Annual Report and Budget. Every calendar year after issuance of the Non-RUP for the Proposed Building, and no later than May 1, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget and TDM Work Plan in order to incorporate any new construction on the Subject Property. Any changes to the TDM Work Plan will be highlighted in this report.

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.

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

(iv) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the TPM will deposit contributions to fund a multimodal incentive program for lessees within the Proposed Building. Such contributions will be made one time at the rate of $0.01 per gross square foot of new office uses in the Proposed Building and provided prior to the issuance of the first Non-RUP for the Proposed Building. No contribution will be required for the Existing Building on the Property. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Subject Property.

(v) Monitoring. The TPM will verify that the trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of

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 Subject Property beginning one year following issuance of the Non-RUP for the Proposed Building to be constructed. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected biennially until the results of a Vehicular Traffic Count show that the TDM Goals for the Property have been met. Any time during which Person Survey response rates do not reach 25%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Paragraph F below, 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.

F. 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 Work 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.

G. 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 Development Condition including submission of Annual Reports.

H. Notice to Owners. All owners of the Subject 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.

I. 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 $50 per day not to exceed $18,250 for any one incident. Such penalty will be payable to Fairfax County.

J. Expiration of TDM Obligation. The terms of this Proffer and the obligations set forth herein will expire ten (10) years after the issuance of a Non-RUP for the Proposed Building.

AFFORDABLE/WORKFORCE HOUSING

22. Non-Residential Contribution for Workforce Housing. The Applicant will make a monetary contribution toward the provision of affordable and/or workforce housing. This contribution will be made to the Board of Supervisors and will be payable at the time of issuance of a Non-RUP for the Proposed Building to be constructed on the Property. The monetary contribution will consist of $3.88 for each square foot of GFA of new non-residential use in the Proposed Building, and will be directed to a housing trust fund used to create affordable housing opportunities in the vicinity of the Property. Prior to making the contribution, the Applicant will consult with HCD to confirm the amount. This Proffer will not apply to the Existing Building on the Property.

STORMWATER MANAGEMENT

23. Stormwater Management. Stormwater management for the Property is currently provided in the existing off-site wet pond identified as WP0198. As described in the stormwater narrative on Sheet C-15 of the CDPA/FDPA, stormwater management and best management practice facilities ("SWM/BMPs") will be provided through a combination of existing and proposed on- and off-site facilities to meet or exceed the minimum requirements. The type and quantity of SWM/BMPs shown on the CDPA/FDPA are conceptual in nature and are provided to indicate the types of facilities that may be required to meet minimum requirements. Final design of the SWM/BMPs, including a demonstration that County and state stormwater requirements have been met, will be provided at the time of site plan. The purchase of off-site nutrient credits is not permitted.

MISCELLANEOUS

24. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required improvements proffered have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).

25. Adjustment in Contribution Amounts. All monetary contributions, except as may be further specified in these Proffers, will adjust on a yearly basis from the base month of January 2026 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Virginia State Code Section 15.2-2303.3.

26. Severability. Pursuant to Subsection 8100.2(D) of the Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect

the other portions of the Property. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA will otherwise remain in full force and effect.

27. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their 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 the owners from time to time of any portion of the Property during the period of their ownership.

28. 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 but one and the same instrument.

[SIGNATURE BEGINS ON NEXT PAGE]

APPLICANT/TITLE OWNER OF TAX MAP 16-4 ((1)) 44

Union Investment Real Estate GmbH Corporation
(a/k/a Union Investment Real Estate GmbH)

Union Investment Real Estate GmbH, a corporation organized and existing under the laws of the Federal Republic of Germany and authorized to do business in the Commonwealth of Virginia as Union Investment Real Estate GmbH Corporation pursuant to Virginia Code Section 13.1-630

_____
By: Kai Hofmann
Its: Vice President

_____
By: Veronika Thies
Its: Senior Asset Manager

[SIGNATURE ENDS]

PROFFERS

2200 WOODLAND POINTE

PCA 2003-HM-046-04

October 21, 2025

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Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Subsection 8100.2.D of the Zoning Ordinance of Fairfax County (2023, as amended), the applicants, the property owner and their successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as 16-4 ((1)) 44 (the "Property") will be in accordance with the following conditions if, and only if, proffered condition amendment application 2003-HM-046-04 (the "Application") is granted. Upon approval of the Application, these Proffers will replace and supersede all previous proffers and development conditions approved on the Property.

PROPOSED DEVELOPMENT

1. Conceptual Development Plan Amendment. The Property will be developed in substantial conformance with the certain elements of the 2200 Woodland Pointe Conceptual/Final Development Plan Amendment ("CDPA/FDPA") dated February 10, 2025 and revised through September 2, 2025, and prepared by VIKA.

2. Proffered CDPA Elements. It will be understood that the proffered elements of the CDPA are limited to the general location of the points of access, general location of the buildings, maximum building heights, maximum gross floor area (GFA), and the general quality and character of the streetscape (the "Proffered Elements"). The Applicant has the option to request a Final Development Plan Amendment ("FDPA") for elements other than the Proffered Elements in accordance with the provisions set forth in Subsection 8100.2.E(2) of the Fairfax County Zoning Ordinance (the "Ordinance").

3. Minor Modifications. Minor modifications to the Proffered Elements of the CDPA may be permitted when necessitated by sound engineering or that may become necessary as part of FDP approval or final site design or engineering, pursuant to subsection 8100.5 of the Ordinance. The Applicants will have the flexibility to modify the layout shown on the CDPA without requiring approval of an amended CDPA provided such changes are in substantial conformance with the CDPA as determined by the Zoning Administrator.

4. Existing Development. The existing development on the Property as of the date of approval of this Application consists of an office building consisting of approximately 195,156 square feet of GFA of office uses identified as Existing Building to Remain on the CDPA/FDPA (referred to herein as the "Existing Building"). The Existing Building, surface parking areas, driveways, internal sidewalks, trails, landscaping, and stormwater management facilities existing on the Property as of the date of approval of this Application will collectively be referred to herein as the "Existing Development." The Existing Development will remain in operation in its existing condition, subject to improvements

that the Applicant may make to the Existing Development as shown on the CDPA/FDPA and described in these Proffers. The Applicant may make minor modifications to the Existing Development in accordance with Subsection 8100.5 of the Zoning Ordinance without the need for a PCA, CDPA, or FDPA. Any modifications to the Existing Development, including but not limited to interior and exterior improvements to the Existing Building, the securing of site plan approvals, the issuance of building permits, the issuance of non-residential use permits (Non-RUPs), or any other land development approvals or permits will not trigger any monetary contributions, on-site improvements, or off-site improvements identified in these Proffers unless explicitly stated otherwise, and will not require any physical changes to the Existing Development unless otherwise stated in these proffers.

5. Proposed Development. Upon approval of this Application the Applicant will be permitted to develop the Property with a second building (referred to herein as the "Proposed Buildings") consisting of up to an additional 89,000 square feet of GFA of principal uses as further described below, for a total maximum of 284,156 square feet of GFA on the Property (inclusive of the Existing Building). The following Principal and Secondary Use may be permitted within the Existing Building and the Proposed Building as shown on the CDPA/FDPA:

   A. Principal uses limited to:

      (i) Office.

   B. All uses permitted in the PDC District may be permitted as secondary uses subject to meeting all applicable use standards in the Zoning Ordinance, or through the approval of a Special Permit or Special Exception, without the need for a separate PCA, CDPA, or FDPA provided the uses is in substantial conformance with the approved CDPA/FDPA.

   C. The maximum number of employees permitted on site at any given time is limited to 675 employees. Prior to the issuance of a Non-RUP for the Proposed Building, the Applicant will provide a written confirmation to the Department of Planning and Development (DPD) that the maximum number of employees will not exceed this limit. In order to exceed this maximum number of employees, the Applicant must either, at the Applicant's discretion: 1) provide an additional monetary contribution, to offset any transportation impacts or increased demand for athletic fields that may be generated by the additional employees in an amount to be determined in coordination with the Department of Planning and Development; or 2) obtain approval of a Proffered Condition Amendment.

6. Fire Marshal Evaluation. The Applicant has coordinated the layouts depicted on the CDPA/FDPA with the Fire Marshal. Changes to the CDPA/FDPA may be permitted without the requirement for a CDPA and/or FDPA in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and building setbacks as necessary to allow for required emergency vehicle access, provided such modifications are in substantial conformance with the CDPA, FDPAs and these Proffers.

ARCHITECTURAL DESIGN AND BUILDING PRACTICES

7. Architectural Design. The building elevations shown on the CDPA/FDPA are provided to illustrate the architectural theme and design intent of the Proposed Building. The Applicant reserves the right to modify these elevations based on final architectural design, provided that the Proposed Building includes building materials, colors, patterns, and/or other building elements that are architecturally compatible with the Existing Building. The Proposed Building will be designed with high quality architecture and building materials that are typically used on the exterior of Class A office buildings of a similar quality. Final building design will be reviewed and approved at the time of building plan by the Urban Centers Section of DPD.

8. Bird Friendly Design Features. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will include one or more bird friendly design elements in the architectural plans for the Proposed Building. The bird friendly design elements may include, but are not limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination in commercial or residential buildings, the use of decoys, and division of glass swaths. These elements will be identified in the building permit submission set for the Proposed Building. Upon the issuance of a building permit, the provisions of this Proffer will be deemed satisfied.

9. Rooftop Telecommunications Equipment. Telecommunications equipment may be placed on the rooftop of the Proposed Building. Any such facilities must comply with the applicable requirements of the Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as including the facilities as part of the architecture of the Proposed Building, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

10. Green Building Certification.

A. The Applicant will include, as part of the building plan submission for the Proposed Building, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell ("LEED®-CS") rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined by the Applicant and Fairfax County), that the Applicant anticipates attaining. A LEED-accredited professional (LEED-AP) who is also a professional engineer or licensed architect will be provide certification statements at both the time of site plan review and at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS Silver, or equivalent, certification of the Proposed Building.

The LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number

of credits necessary to attain LEED-CS Silver certification, or its equivalent, for the Proposed Building.

B. The Applicant will designate 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.

C. Prior to building plan approval for the Proposed Building, the Applicant will submit documentation to the Environmental Branch (EB) of DPD from the USGBC's design final review demonstrating that the Proposed Building will achieve the sufficient number of credits to attain LEED-CS Silver certification by the USGBC under the project's registered version of the LEED-CS rating system or other LEED rating system determined by the USGBC to be applicable to the Proposed Building.

D. Prior to bond extension, reduction or final bond release for the site plan, whichever occurs first, the Applicant will provide to the EB of DPD documentation demonstrating that LEED-CS Silver certification for the Proposed Building has been attained. If, prior to bond extension, reduction, or final bond release for the site plan, whichever occurs first, the Applicant provides documentation to the EB of DPD that LEED-CS Silver certification for the Proposed 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-CS Silver certification, the Applicant will provide a contribution in the amount of $1.00 per square foot of GFA in the Proposed Building as shown on the approved site plan to Fairfax County, to be posted to a fund supporting implementation of County environmental initiatives.

E. If the certification is still in progress at the time of application for 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.

F. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EB 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.

G. The Applicant may utilize an equivalent alternative program in consultation with and as approved by the EB of the DPD prior to site plan approval.

H. The requirements set forth in this Proffer 10 do not apply to the Existing Building on the Property.

Deleted: <#>The Applicant will include, as part of the site plan and building plan submissions for the Proposed Building, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell ("LEED®-CS") rating system, New Construction ("LEED®-NC") rating system, or other LEED rating system determined to be applicable by the U.S. Green Building Council (USGBC), or its equivalent (as determined by the Applicant and Fairfax County), that the Applicant anticipates attaining. All references herein to LEED-CS include both LEED-CS or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency. ¶
A LEED-accredited professional (LEED-AP) who is a professional engineer or licensed architect will provide certification statements at the time of site plan and building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS Silver certification of the Proposed Building. ¶
¶
The Applicant will designate DPZZEDRB@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.¶
Prior to bond extension, reduction, or final bond release for the site plan for the Proposed Building, whichever occurs first, the Applicant will provide documentation to the EDRB from the USGBC that the Proposed Building has attained LEED-CS Silver certification. In the event that the costs of certification fees and consultant expenses associated with attaining LEED-CS Silver certification exceed $0.50/square foot of new GFA within the Proposed Building, the Applicant will instead provide documentation to the EDRB demonstrating that the Proposed Building as constructed has achieved the number of points necessary to attain LEED-CS Silver certification, and will contribute $0.50/square foot of new GFA to Fairfax County for posting to a fund within the County budget that supports the implementation of County environmental initiatives. ¶

11. Noise Study. The Applicant has submitted a Transportation Noise Impact Analysis of the Property prepared by Phoenix Noise & Vibration, LLC dated March 24, 2025. The analysis indicates that projected transportation noise will be greater than a day-night averaged noise level ("Ldn") of 70 decibels ("dBA") for a portion of the Proposed Building that is exposed to the Dulles Toll Road. A refined acoustical analysis, to include a Building Shell and Barrier analysis, will be submitted concurrent with the first building plan submission to LDS and the Development Review Branch (DRB) of the Department of Planning and Development for review and approval. To the extent necessary as determined by the refined acoustical analysis, mitigation measures appropriate to reduce the interior noise for office environments to DNL 50 dBA will be incorporated into the Proposed Building.

12. Electric Vehicle Charging. Per the Environmental Policy Plan in the Comprehensive Plan, Fairfax County encourages the provision of or readiness for charging stations and related infrastructure for electric vehicles within new development or redevelopment proposals. In furtherance of this objective, six (6) parking spaces in the below grade parking garage, beneath the Proposed Building will be provided with electric vehicle charging connections.

Deleted: at the time of building plan submission, the Applicant will demonstrate that the parking garage beneath the Proposed Building will be designed to support the future installation of Level 2 EV charging stations for at least ten percent (10%) of the spaces within the parking garage.

LANDSCAPING AND TREE PRESERVATION

13. Landscape Plan. The CDPA/FDPA includes a conceptual landscape plan for the Property consisting of an overall plan and details regarding new and reconfigured landscaped areas of the Property. As part of the site plan submission for each building phase, the Applicant will submit to FCON for review and approval a more detailed landscape plan that is in substantial conformance with the concepts and quality of plantings and materials shown on the CDPA/FDPA. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations subject to approval from FCON and the Zoning Evaluation, provided such adjustments are in substantial conformance with the CDPA/FDPA. The detailed landscape plan will include irrigation information, design details for tree wells and other similar planting areas on structures and along streets, and composition of planting materials.

A. Native and Non-Invasive Species. New landscaping must be generally consistent with the quality, quantity and locations shown on the CDPA/FDPA. New plantings must include only non-invasive species and, to the extent practical, native species. New plantings must not include species that are identified in the most recent version of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation. The plant selection will, to the extent feasible, include species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides, and pesticides.

B. Pre-Installation Meeting. Prior to the installation of plants to meet the requirements of the approved landscape plan, the Applicant will coordinate a pre-installation meeting on-site with the landscape contractor, FCON staff, and any other appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved landscape plan will be reviewed and approved by FCON prior to planting.

C. Mitigation of Soil Compaction. Except for areas where underground utilities exist, planting areas containing construction debris, rubble, compacted soil, or other unsuitable conditions for the establishment and long-term survival of landscape plants will undergo remedial action. These actions will restore the soil to meet the requirements of trees, shrubs, and groundcovers specified in the landscape planting plan. The Applicant will provide notes and details on the site plan outlining the soil restoration process for review and approval by FCON.

D. Utility Locations. New utilities for the Proposed Building, including, but not limited to water, sanitary sewer and storm sewer utility lines will, to maximum extent feasible, be installed within roadways or in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDPA/FDPA. If there is no other option, utilities may be placed within open space provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by FCON. To the extent maintenance access points to underground stormwater management facilities or electric vaults are located beneath sidewalks, they will be designed to meet ADA accessibility requirements to accommodate pedestrian traffic. To the extent known, such maintenance access points will be shown on each site plan submission.

E. Sight Distance Considerations. Sight distance requirements have been provided on the CDPA/FDPA so as to identify and avoid conflicts with street tree locations. If determined at the time of site plan review that tree locations conflict with sight distance requirements, the Applicant will investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event the Virginia Department of Transportation ("VDOT") does not approve the tree locations even after the changes anticipated above, the Applicant may be permitted to relocate the affected street tree, subject to approval by UFMD. If the deleted street tree(s) result in a tree canopy below ten percent (10%) on the Property, the street tree(s) will be accommodated in another location on the Property, as approved by UFMD.

14. Woodland View Drive Streetscape. Prior to the issuance of a Non-RUP for the Proposed Building, the Applicant will install streetscape along Woodland View Drive as shown on the CDPA/FDPA. The Streetscape will include an approximately 17 foot wide landscape amenity panel, comprised of existing vegetation on Tax Map Parcel 16-4 ((27)) H ("Parcel H"), located between the existing curb and proposed 8 foot wide sidewalk identified on the CDPA/FDPA. The existing landscaping on Parcel H will be preserved and included in the Tree Preservation Plan described in Proffer 15. At the time of site plan, the Applicant will provide a photometric lighting plan to verify that existing light fixtures on the Property provide adequate lighting for pedestrians along the proposed sidewalk.

15. Tree Preservation.

A. Tree Preservation Plan. The Applicant will submit a Tree Preservation Plan and Narrative, prepared in accordance with PFM Section 12-0309, as part of the first and all subsequent site plan submissions. The preservation plan and narrative will

be prepared by a Certified Arborist or a Registered Consulting Arborist (the "Project Arborist") certified by the International Society of Arboriculture (ISA), and will be subject to the review and approval of FCON.

The Tree Preservation Plan will include a tree inventory and condition analysis, prepared in accordance with PFM Section 12-0307, that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all trees, living or dead with trunks 12 inches in diameter and greater (measured at 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 to either side of the limits of clearing and grading. 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 CDPA/FDPA including the landscaped area on Parcel H along Woodland View Drive, and those additional areas in which trees can be preserved as a result of final engineering. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, will be included in the Tree Preservation Plan and the Erosion and Sediment Control Plan.

B. Project Arborist/Pre-Construction Meeting. Prior to the pre-construction meeting, the Applicant must mark the approved limits of clearing and grading with a continuous line of flagging. The Applicant must also retain an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist (Project Arborist) to attend the pre-construction meeting. During the meeting, the Project Arborist and Forest Conservation will review the clearing and grading limits to identify possible adjustments that could enhance tree preservation and improve the survivability of trees at the boundary. The Project Arborist must document any adjustments, and tree protection fencing must be installed under their supervision in accordance with these modifications.

C. Limits of Clearing and Grading. The Applicant will conform strictly to the limits of clearing and grading as shown on the CDPA/FDPA, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of LDS, as described herein

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D. Tree Preservation Fencing. The Applicant must install appropriate tree protection devices based on site conditions and proposed construction activities, as reviewed and approved by FCON prior to the commencement of land disturbing activities on the Property.

E. Root Pruning. The Applicant will root prune, as needed to comply with the tree preservation requirements. All treatments will be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The details for these treatments will be reviewed and approved by FCON, 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, or demolition of structures.

(iii) Root pruning will be conducted with the supervision of the Project Arborist.

(iv) An FCON representative will be informed when all root pruning and tree protection fence installation is complete.

F. Demolition. The demolition of existing structures and site features on the Property within or adjacent to tree preservation areas will be carried out in the least disruptive manner possible, as reviewed and approved by FCON. All tree preservation must be installed and verified by an FCON representative before demolition activities begin.

G. Site Monitoring. The Applicant's Project Arborist must be present on-site during the implementation of all tree preservation measures and monitor any construction activities conducted within or adjacent to designated tree preservation areas. These activities include, but may not be limited to clearing, root pruning, tree protection fence installation, vegetation or tree removal, and demolition. As additional Erosion and Sediment Control devices are implemented, the Project Arborist must conduct regular site visits to monitor tree preservation efforts and ensure compliance with the Tree Preservation Plan as approved by Forest Conservation. The Project Arborist must submit written reports to Forest Conservation and the Site Development and Inspections Division Site Inspector, including dated photographs documenting site conditions. The Tree Preservation Plan must outline the monitoring schedule and reporting requirements, which must be included as part of the initial and all subsequent site plan submissions.

TRANSPORTATION, PEDESTRIAN, AND BICYCLE IMPROVEMENTS

16. Sidewalk. The Applicant will, prior to the issuance of a Non-RUP for the proposed building, construct an 8' wide sidewalk along the Property's Woodland View Drive frontage. The new sidewalk will connect with the existing sidewalk to the east as shown on the CDPA/FDPA. A public access easement in a form acceptable to the County Attorney will be recorded over the sidewalk at the time of site plan approval. At such time as the adjacent parcel identified as Tax Map Parcel 16-3 ((11)) 6D1 is redeveloped, the Applicant will provide the necessary easements and permissions at no cost, except for commercially reasonable legal and engineering fees, to allow for the extension of the sidewalk to the western property line by others.

17. Transportation Improvements. The Applicant will make a monetary contribution to the County in the amount of $200,000.00 for use towards transportation improvements in the

vicinity of the Property. The contribution will be made prior to the issuance of the first Non-RUP for the Proposed Building. This contribution is not subject to the adjustments described in Proffer 25.

18. Construction Traffic Management. The Applicant will prepare and implement a construction management plan during construction of the Proposed Building, so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways and sidewalks adjoining the Property. This construction management plan will identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with Fairfax County Department of Transportation ("FCDOT") and/or VDOT concerning construction material deliveries, lane or street closures, and/or other construction related activities to minimize disturbance on the surrounding street and sidewalk network.

Such plans will be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and LDS with the final site plan. A copy of the construction traffic management plan will be provided to the District Supervisor.

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19. Bicycle Parking. Bicycle parking will be provided in accordance with the Fairfax County Bicycle Parking Guidelines in consultation with the FCDOT Bicycle Coordinator or their designee at the time of site plan to determine the final location, quantity, and type of bicycle storage racks prior to the issuance of a Non-RUP for the Proposed Building.

20. Crosswalks. Subject to FCDOT and VDOT approval, and the provision of all necessary off-site easements, permissions, and/or right-of-way at no cost to the Applicant, the Applicant will install pedestrian crosswalks across Woodland View Drive at the two access points to the Property identified on the CDPA/FDPA. The crosswalks will be submitted to FCDOT and VDOT for review and approval at the time of site plan for the Proposed Building. The Applicant's responsibility will be limited to marking the pavement with high visibility pavement striping and the installation of curb ramps on the north side of Woodland View Drive. If the crosswalks or associated curb ramp improvements are not approved and/or permitted for construction by FCDOT or VDOT, or if such improvements require reconstruction of or adjustments to the existing curb ramps previously constructed by others on the south side of Woodland View Drive, then the Applicant's obligation to install the crosswalks under this Proffer will be null and void without the need for a PCA, CDPA or FDPA.

TRANSPORTATION DEMAND MANAGEMENT

21. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management (TDM) program that will be implemented by the Applicant 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 office use in the Proposed Building to be constructed on the Property.

A. Definitions. For the purposes of this Proffer, "Stabilization" is deemed to occur one (1) year following the issuance of the Non-RUP for the Proposed Building on the Property. "Pre-stabilization" is deeed to occur any time prior to Stabilization.

B. Transportation Demand Management Plan. The Applicant is responsible for submitting the Transportation Demand Management Work Plan (the "TDM Work Plan") to FCDOT for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in the TDM Work Plan. It is the intent of this Proffer that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community, and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the elements of the TDM Work Program as set forth below.

C. Dulles Area Transportation Association (DATA). The Applicant will join the Dulles Area Transportation Association (DATA) and participate in its efforts to reduce single occupant vehicular trips.

D. Trip Reduction Goals. The objective of the TDM Plan will be to reduce the number of weekday peak hour vehicle trips generated by the office uses located within the Proposed Building through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Work Plan. In addition, the construction of proposed pedestrian improvements shown on the CDPA/FDPA and the provision of bicycle facilities within the Proposed Building will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to employees and visitors to the Property.

(i) Baseline. The baseline number of weekday peak hour vehicle trips generated by the Property against which the TDM Goals (as defined in subparagraph D.ii) will be measured will be derived upon the gross floor area of the Proposed Building on the Property at the time traffic counts are conducted in accordance with subparagraph E. or as qualified below and using the trip generation rates/equations applicable to such office uses as set forth in the Institute of Transportation Engineers, Trip Generation for Land Use Code = 710.

(ii) TDM Goal. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of twenty five percent (25%) for the office uses within the Proposed Building.

E. 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.

(i) TDM Program Manager. The applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for Property. If not previously appointed, the TPM will be appointed by no later than sixty (60) days after the issuance of the building permit for the Proposed Building. 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 or change in the TPM.

(ii) Annual Report and Budget. Every calendar year after issuance of the Non-RUP for the Proposed Building, and no later than May 1, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget and TDM Work Plan in order to incorporate any new construction on the Subject Property. Any changes to the TDM Work Plan will be highlighted in this report.

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.

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

(iv) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the TPM will deposit contributions to fund a multimodal incentive program for lessees within the Proposed Building. Such contributions will be made one time at the rate of $0.01 per gross square foot of new office uses in the Proposed Building and provided prior to the issuance of the first Non-RUP for the Proposed Building. No contribution will be required for the Existing Building on the Property. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Subject Property.

(v) Monitoring. The TPM will verify that the trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of

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 Subject Property beginning one year following issuance of the Non-RUP for the Proposed Building to be constructed. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected biennially until the results of a Vehicular Traffic Count show that the TDM Goals for the Property have been met. Any time during which Person Survey response rates do not reach 25%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Paragraph F below, 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.

F. 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 Work 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.

G. 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 Development Condition including submission of Annual Reports.

H. Notice to Owners. All owners of the Subject 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.

I. 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 $50 per day not to exceed $18,250 for any one incident. Such penalty will be payable to Fairfax County.

J. Expiration of TDM Obligation. The terms of this Proffer and the obligations set forth herein will expire ten (10) years after the issuance of a Non-RUP for the Proposed Building.

AFFORDABLE/WORKFORCE HOUSING

22. Non-Residential Contribution for Workforce Housing. The Applicant will make a monetary contribution toward the provision of affordable and/or workforce housing. This contribution will be made to the Board of Supervisors and will be payable at the time of issuance of a Non-RUP for the Proposed Building to be constructed on the Property. The monetary contribution will consist of $3.88 for each square foot of GFA of new non-residential use in the Proposed Building, and will be directed to a housing trust fund used to create affordable housing opportunities in the vicinity of the Property. Prior to making the contribution, the Applicant will consult with HCD to confirm the amount. This Proffer will not apply to the Existing Building on the Property.

STORMWATER MANAGEMENT

23. Stormwater Management. Stormwater management for the Property is currently provided in the existing off-site wet pond identified as WP0198. As described in the stormwater narrative on Sheet C-15 of the CDPA/FDPA, stormwater management and best management practice facilities ("SWM/BMPs") will be provided through a combination of existing and proposed on- and off-site facilities to meet or exceed the minimum requirements. The type and quantity of SWM/BMPs shown on the CDPA/FDPA are conceptual in nature and are provided to indicate the types of facilities that may be required to meet minimum requirements. Final design of the SWM/BMPs, including a demonstration that County and state stormwater requirements have been met, will be provided at the time of site plan. The purchase of off-site nutrient credits is not permitted.

MISCELLANEOUS

24. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required improvements proffered have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).

25. Adjustment in Contribution Amounts. All monetary contributions, except as may be further specified in these Proffers, will adjust on a yearly basis from the base month of January 2026 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Virginia State Code Section 15.2-2303.3.

26. Severability. Pursuant to Subsection 8100.2(D) of the Ordinance, any portion of the Property may be the subject of a proffered condition amendment ("PCA"), Special Exception ("SE"), Special Permit ("SP"), or Final Development Plan Amendment ("FDPA") without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect

the other portions of the Property. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA will otherwise remain in full force and effect.

27. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their 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 the owners from time to time of any portion of the Property during the period of their ownership.

28. 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 but one and the same instrument.

[SIGNATURE BEGINS ON NEXT PAGE]

APPLICANT/TITLE OWNER OF TAX MAP 16-4 ((1)) 44

Union Investment Real Estate GmbH Corporation
(a/k/a Union Investment Real Estate GmbH)

Union Investment Real Estate GmbH, a corporation organized and existing under the laws of the Federal Republic of Germany and authorized to do business in the Commonwealth of Virginia as Union Investment Real Estate GmbH Corporation pursuant to Virginia Code Section 13.1-630

_____
By: Kai Hofmann
Its: Vice President

_____
By: Veronika Thies
Its: Senior Asset Manager

[SIGNATURE ENDS]