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

SE 2019-PR-008 CONCURRENT WITH RZ 2019-PR-004 - Tysons MK, LLC and Tysons MK II, LLC
(Providence 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:

- RZ-2019-PR-004, subject to the execution of proffers consistent with those dated October 15, 2025;

- SE-2019-PR-008, subject to the development conditions dated October 8, 2025;

- Modification of subsection 5100.2.D(4)(C) of the Zoning Ordinance for the site distance requirements on corner lots as shown on the CDP/SE;

- Modification of subsection 2105.6.B(1) of the Zoning Ordinance to allow the minimum PTC District size to be less than 10-acres;

- Modification of subsection 4102.7.A(7)(b) of the Zoning Ordinance, pursuant to authority under section 4102.7.A(7)(c)6 and subject to the standards of section 4102.5.S(13), to permit fence heights greater than 7-feet but no greater than 30-feet around accessory uses and structures associated with interim sports courts, as shown on the CDP/SE;

- Modification of subsection 5108.4.A of the Zoning Ordinance for interior parking lot landscaping of interim (existing/to remain) surface parking lots, as shown on the CDP/SE;

- Modification of subsection 5108.4.C of the Zoning Ordinance for peripheral parking lot landscaping requirements of interim (existing/to remain) surface parking lots, as shown on the CDP/SE;

- Waiver of subsection 5108.8 of the Zoning Ordinance requiring tree conservation in favor of the landscaping shown on the CDP/SE;

- Waiver of subsection 8100.7.E(2) of the Zoning Ordinance requiring trails to be constructed in the general location provided in the Comprehensive Plan in favor of the streetscape and bike lane system shown on the CDP/SE; and

- Waiver of subsection 8100.7.E(3) of the Zoning Ordinance requiring additional travel lanes, service drives, or driveways to provide inter-parcel access to adjoining parcels, in favor of that shown on the CDP/SE.

ATTACHED DOCUMENTS:
Proffers dated October 15, 2025
Development Conditions dated October 8, 2025

MJ

County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

MEMORANDUM

October 20, 2025

TO: Fairfax County Planning Commission

FROM: Katie Quinn, Zoning Evaluation Division, DPD

SUBJECT: Revised Proffers Dated October 15, 2025
RZ-2019-PR-004, SE-2019-PR-008
Tysons MK, LLC and Tysons MK II, LLC (The Piazza)

PC HEARING: October 22, 2025

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

- **Staff Analysis:** The applicant revised the public facilities proffer to reflect continued conversations with staff (subsequent to publication of the staff report). Staff support these revisions because they improve implementation of the public facility options.

  Staff have editorial recommendations to the Lease Conditions, such as: rewording (a) and (e) of the Lease Conditions as obligations of the applicant rather than the county; and removal of the 9 months written notice requirement in (c) (the timing of written notice should be negotiated in the future lease terms rather than the proffers), but these editorial revisions do not change staff support of the proposed modifications and these changes can be made with a future lease without the need for a PCA.

  Revisions to the public facility proffer follow:

  Revised Proffer 57 (Public Facilities Contribution)
  Public Facilities Contribution. To address the Comprehensive Plan's recommendations for the provision of public facilities in Tysons, the Applicant will perform either option (a), or (b) set out in this Proffer 57:

~~a.~~ ~~*Public Facility Fund. The Applicant will establish an interest-bearing account referred to herein as the "Public Facility Fund" and deposit $1.85 for each square foot of new space constructed on the Property. The contribution will be deposited prior to the issuance of the first RUP or Non-RUP for each new building, and will be based on the site plan approved GFA for each building. Release of the funds from the Public Facility Fund will be subject to the procedures set out in Paragraph c of this Proffer.*~~

~~*b.*~~ *a. ~~Alternative~~ Public Facility Option. The CDP includes an option (Option 2) for Fairfax County to ~~a~~ lease ~~of~~ a 4,500~~027~~ square foot public facility in Building A ("Building A Public*

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Facility") with such facility to be used for public uses related to arts or cultural uses, or other such uses as the Applicant and the County may mutually agree upon during the "Discussion Period" hereafter defined, that directly engage the public daily ~~on a daily basis~~.

i. *Public Facility Election. At least ninety (90) days prior to any submission of an FDP for Building A, the Applicant must notify the Director of the Fairfax County Facilities Management Division (the "~~FC~~FMD"), and the Office of the Providence District Supervisor, of its intent to make such a submission. The Applicant must, at that time, provide ~~the~~ ~~FC~~FMD with general information relating to pricing and provision of amenities for the potential Building A Public Facility, to include vehicular parking. Upon such notification, a ninety (90) day discussion period (the "Discussion Period") must commence, during which the Applicant and ~~FC~~FMD will discuss County needs, particular proposed uses, and particular potential lease terms, to facilitate a decision by ~~FC~~FMD, acting on behalf of the Fairfax County Board of Supervisors (the "County Public Facility Election"), as to whether it desires to agree, in principle, to exercise this proffered option to lease the Building A Public Facility for the aforementioned purposes. During the Discussion Period, representatives of the Applicant will meet on a regular basis with~~and of FC~~ FMD ~~must meet on a weekly basis, unless otherwise mutually agreed.~~ Neither the failure, nor the inability, of ~~FC~~FMD and its representatives to meet must be deemed a failure on the part of the Applicant to the Applicant's commitments under these Proffers. If, at the conclusion of the Discussion Period, the Applicant and ~~FC~~FMD have both signed a letter of intent with respect to a lease of the Building A Public Facility, then the County Public Facility Election must be deemed to have been decided in the affirmative. If, at the end of the Discussion Period, the Applicant and the FCFMD have not both signed a letter of intent with respect to a lease of the Building A Public Facility, the County Public Facility Election ~~must~~ will be deemed to have been decided in the negative. The Discussion Period of ninety (90) days may be extended, at the option of either party~~upon mutual agreement,~~ by an additional period of up to thirty (30) ~~sixty (60)~~ days. The Discussion Period may be thereafter extended again, by a period of up to thirty (30) days, with the consent of both parties. At any point during the Discussion Period, the ~~FC~~FMD may, by written notice, inform the Applicant of its determination not to lease the space, at which point the County Public Facility Election ~~must~~will be deemed to have been decided in the negative. If the County Public Facility Election is decided in the negative, the Applicant will seek FDP approval of Building A Option 1 as described in CDP Development Tabulations.*

If ~~FC~~FMD, acting on behalf of the Fairfax County Board of Supervisors, makes a timely, affirmative decision with respect to the Public Facility, the Applicant will seek FDP approval of Building A Option 2 as described in CDP Development Tabulations and as set forth in Proffer 57(b)(i) through (iv). If, after the County Public Facility Election has been decided in the affirmative, and a letter of intent has been signed, and the FDP has been approved, the Fairfax County Board of Supervisors fails to sign a lease which is consonant with the letter of intent with the Applicant prior to the approval of final site plan for Building A, Fairfax County must be deemed to have performed a "Delayed Declination" to the County Public Facility Election, and the County Public Facility Election must be deemed to have been decided in the negative. ~~In the event of a Delayed Declination, the Applicant may file an~~

~~*FDPA to amend the use of the 4,027 square foot space to retail or other uses permitted pursuant to these Proffers, without the need for a PCA or CDPA.*~~

i. *Delivery of the Building A Public Facility. If the Public Facility Election is decided in the affirmative and no Delayed Declination occurs, the Applicant will construct the Building A Public Facility as a warm lit shell with provisions for connections to major utilities (electric, gas, water, and sewer). The Applicant will design the Building A Public Facility to accommodate emergency exits and other infrastructure consistent with Fire Marshal, Virginia Building Code, and ADA requirements. For the purposes of these Proffers, the Building A Public Facility will not be counted as new GFA. In the event that the cost to complete the Building A Public Facility is less than the amount that would have been contributed under Proffer 57(b), the Applicant will expend funds equivalent to the difference for interior buildout of the Building A Public Facility, or that difference will be credited toward market rent payments (to be spread out pro rata over the initial lease term), at the option of the County.*

~~ii. *Fund Credits. Any funds expended for completion of the Building A Public Facility (specifically, from a cold, grey shell to a warm, lit shell condition) will be credited towards the public facilities monetary contribution provided for by Proffer 57. In the event that the cost to complete Building A Public Facility (specifically, from a cold, grey shell to a warm, lit shell condition) is less than the required public facilities contribution, remaining funds may be used for interior buildout of the Building A Public Facility, or for credits against market rent payments (to be spread out pro rata over the initial lease term), at the option of the County. In the event that the cost to complete Building A Public Facility (specifically, from a cold, grey shell to a warm, lit shell condition) is more than the required public facilities contribution, the overage will be added to the market rent payments, and spread out pro rata over the initial lease term.*~~

~~iii.~~ii. *Lease. If the Public Facility Election is decided in the affirmative and no Delayed Declination occurs, then, ~~B~~before issuance of the first Non-RUP for Building A, the Applicant will enter into a lease with the Fairfax County Board of Supervisors on such terms as described herein, and subject to such terms as are agreed by the parties at that time (the "Lease"). The Lease will commence for a full term of 35 years (consisting of an initial 25 years followed by two automatic five-year renewals). The Lease may be revised without the need for a CDPA, FDPA, or PCA, so long as the Zoning Administrator determines that any lease revisions are in substantial conformance with the spirit and intent of this Proffer. However, any lease revisions may not: (i) materially reduce the initial lease term; (ii) add any additional costs to be paid by the County; or (iii) eliminate the County's right to make the Building A Public Facility available to other area arts and/or culture groups. The Applicant and the Fairfax County Board of Supervisors may execute the Lease at any time prior to the issuance of the first Non-RUP for Building A, and may delay commencement of the lease term until a mutually agreed upon time (agreed upon in writing) consistent with the terms of this Proffer. The Applicant acknowledges that the Fairfax County Board of Supervisors may terminate the Lease if necessary funding is not appropriated for the next*

fiscal year, in which case all the Applicant's obligations under this Proffer 57 must be deemed to have been fulfilled.

v. *Lease Conditions. Unless hereafter modified in the context of lease negotiations by mutual consent of ~~the FC~~FMD and the Applicant, the Lease must include, but not be limited to ~~inclusion of~~, the following conditions:*

(a) The County must be required to properly maintain the interior of the Building A Public Facility in a state of cleanliness and good repair, but shall not be required to maintain any building-wide systems;

(b) ~~The County must be responsible for utilities to and in the Building A Public Facility, and must directly contract with the utility companies for the same unless not separately metered, in which case, the County must reimburse the Applicant on a monthly, or other mutually agreed, basis;~~The Applicant will not be responsible for utilities in the Building A Public Facility, other than providing utility connections;

(c) The County must have the right to terminate the Lease at any time during the term, in its sole discretion, with nine (9) months' written notice to the Applicant, in which event the Applicant's obligations under this Proffer 57 must be deemed to have been fulfilled;~~which must constitute a Delayed Declination, upon which the Applicant may choose between (a) and (b) as described in Proffer 57(b)(i), above;~~

(d) ~~The County must enjoy~~ The Applicant must provide the County with access to on-site vehicular and bicycle parking on terms no less advantageous than those offered to similarly-situated tenants on the Property; and,

(e) The County must establish its ~~arts or cultural~~ uses in the Building A Public Facility and open to the public within two (2) years of the Applicant's delivery of the space to the County.

b. Cash Contribution Option. In the event that the Public Facility Election is decided in the negative, whether by Delayed Declination or not, the Applicant will:

i. Deposit $1.85 into Fairfax County fund #300-C30010 (Public Facilities in Tysons) for each new square foot already constructed for each new building on the Property at the time the Public Facility Election has been decided in the negative. For the purposes of this Proffer, 'constructed' shall mean that a RUP or Non-RUP for the building has been issued, and such new square footage shall be determined by the site plan-approved GFA for each building in question.

ii. Deposit $1.85 into Fairfax County fund #300-C30010 (Public Facilities in Tysons) for each new square foot for any building thereafter constructed on the Property, including Building A. The contribution will be deposited for each building prior to the issuance of

the first RUP or Non-RUP for that new building, and will be based on the site plan-approved GFA for each new building.

~~*c. The Applicant will not release any funds from Public Facility Fund before the County Public Facility Election has been made. If the County Public Facility Election is in the affirmative, and the Applicant will provide the Building A Public Facility, then all funds in the Public Facility Fund, including any accrued interest, will be returned back to the Applicant for use in the construction of the Building A Public Facility. If the County Public Facility Election is in the negative, and the Applicant will not provide the Building A Public Facility, then upon thirty (30) day written notice from Fairfax County, the Applicant will release the funds in the Public Facility Fund, including any accrued interest, to Fairfax County or its designee for use in the acquisition, design and construction of public facilities serving the Tysons area.*~~

Conclusion

Staff continue to recommend approval of subject applications.

Attachments

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

PROFFERS
PIAZZA AT TYSONS
RZ 2019-PR-004

October 15, 2025

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PIAZZA AT TYSONS
RZ 2019-PR-004
October 1, 2025

Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Section 8100.2.D of the Zoning Ordinance of Fairfax County (2023, as amended) (the "Zoning Ordinance"), Tysons MK, LLC and Tysons MK II, LLC both as owner and as agent for and on behalf of owners themselves, and their successors and/or assigns (collectively referred to as the "Applicant") in this Rezoning application ("RZ") proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 29-3-((1)) Parcels 50 and 51A (together, the "Property") will be in accordance with the following conditions (the "Proffers") if, and only if, Rezoning application RZ 2019-PR-004 (the "Application") is granted by the Board of Supervisors of Fairfax County, Virginia (the "Board"). In the event that the Application is denied, these Proffers will be immediately null and void and of no further force or effect on the Property.

GENERAL

1. Conceptual Development Plan/Final Development Plan. Subject to the provisions of Section 8100.2.D of the Zoning Ordinance, the Property will be developed in substantial conformance with the Conceptual Development Plan titled "PIAZZA AT TYSONS", prepared by VIKA Virginia, LLC and WDG Architecture, dated March 1, 2019, and revised through July 25, 2025 (the "CDP"), except as modified by these Proffers. In addition to the specific Proffers contained herein, the proffered elements of the CDP will be limited to the grid of streets, general location of access points to buildings, general location of the buildings, mix of uses, minimum and maximum building heights, minimum and maximum gross floor area ("GFA"), the amount and general location of urban park land, and general quality and character of the streetscape (the "Proffered Elements"). Other elements of the CDP may be adjusted or modified with approval of future Final Development Plans ("FDP") or Final Development Plan Amendments ("FDPA") in accordance with the provisions set forth in Section 8100.2.E of the Zoning Ordinance and these Proffers.

2. Minor Modifications. Minor modifications to the Proffered Elements may be permitted pursuant to Section 8100.2.E(3)(d) of the Zoning Ordinance when necessitated by sound engineering or when necessary, as part of final site design, and when such modifications are determined to be in substantial conformance with the Proffered Elements and these Proffers, as determined by the Zoning Administrator.

3. Future Applications. Any portion of the Property may be the subject of a Conceptual Development Plan ("CDP"), Conceptual Development Plan Amendment ("CPDA"), FDP, FDPA, Proffered Condition Amendment ("PCA"), Rezoning, Special Exception, Special Permit, Variance or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application complies with Section 8100.2.D(2) of the Zoning Ordinance. 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.

PROPOSED DEVELOPMENT

4. Existing and Interim Structures and Uses.

a. Existing and Interim Development.

i. Existing Development. The Property is developed with existing structures that include a service station/mini-mart, car wash, retail sales establishment, and surface parking lots, as shown on the CDP (collectively, the "Existing Development"). The Existing Development may remain in use until such time as the portion of the Property on which the existing structure(s) is located is redeveloped in accordance with this Application, or as otherwise stated in these Proffers.

(a) Existing Conditions Plans. The Existing Development is shown on Sheets C-4, C-5 and C-6 of the CDP (the "Existing Conditions Plans"). The Applicant may secure parking studies, building permits, and Non-RUPs for the development shown on the Existing Conditions Plans without triggering the need for an FDP. In the event that only a portion of the Property is redeveloped subject to an approved FDP and site plan, the Existing Development in those portions of the Property not subject to the FDP may continue in operation as shown on the Existing Conditions Plans.

ii. Minor Modifications. The Applicant may make minor modifications deemed to be in substantial conformance with the Existing Conditions Plans without the need for a CDPA or FDP.

iii. Uses.

(a) Any other use permitted in the PTC District will also be permitted as an interim use in the Existing Development, subject to the use limitations of Section 4104.4 and any limitations in these Proffers; provided, however, retail establishments-large, residential uses, and hotel uses will not be permitted.

(b) Service station/mini-mart, car wash uses (collectively the "Service Station uses" and associated signage were approved subject to SEA 94-P-045. The Service Station Uses and associated signage will continue to be permitted in the Existing Development.

iv. Additions and Modifications to Existing Development. Additions or modifications to the Existing Development beyond those deemed minor may be permitted with the approval of an FDP without requiring approval of a PCA and CDPA so long as such additions or modifications do not enlarge the existing building GFA by more than 10%. For example, with FDP approval, the Applicant may adjust the architecture, design and use

mix of the Service Station Uses to better complement any development of the adjacent property.

5. Proposed Development.

a. Density. The maximum Gross Floor Area ("GFA") permitted and proposed on the Property is 1,945,700 square feet (the "Proposed Development") as set out in the development tabulations and use mix in the CDP (the "Development Tabulations"). The Proposed Development of the Property includes four (4) buildings, which are identified on the CDP as Buildings A, B, C, and D (referred to collectively herein as the "Buildings", or individually as "Building"). The Proposed Development will replace the Existing Development over time.

b. Density Proposed by Special Exception. The Applicant has submitted SE 2019-PR-008, which seeks to increase office FAR from 2.5 to 3.643. Such additional square feet will permit Building C to include up to a total of 788,000 square feet, as set out in the Development Tabulations. The Development Tabulations also confirm that, if approved, the Proposed Development permitted by the Rezoning and Special Exception will be 1,945,700 square feet, representing a 9.009 floor area ratio ("FAR") across the Property. Any density attributable to SE 2019-PR-008 that is not used in Building C will not be transferable to other Buildings.

c. Uses and Features in the PTC District. The Proposed Development may include all uses permitted in the PTC District, subject to limitations in Section 4104.4 of the Zoning Ordinance, the Development Tabulations and these Proffers. The primary uses on the Property will be office, hotel, residential, retail (including restaurants or other non-residential uses noted in Proffer 5(d) and Proffer 57), and public facility/cultural center uses.

d. Retail Uses. Retail uses as identified in the Development Tabulations on the CDP may include any non-residential use permitted in the PTC District, exclusive of office, as limited by Section 4101.4 of the Zoning Ordinance, or uses accessory to the primary use, so long as any use-specific standards associated therewith can be satisfied in substantial conformance with the CDP. The specific type of such uses may be provided at the Applicant's sole discretion within the proposed Building(s) as shown on the FDP or FDPA submitted for each Building and will include uses that create activated store fronts. Temporarily vacant store fronts will be animated with displays, exhibits, or similar visually-interesting uses to minimize the appearance of vacancy, so long as said displays and/or exhibits do not interfere with leasing efforts.

e. Special Exceptions or Special Permits. Uses allowed by Special Exception or Special Permit in the PTC District may be authorized through a separate Special Exception or Special Permit process without the need for a PCA, CDPA, or FDPA as determined by the Zoning Administrator.

6. Development Phasing.

a. General. The Applicant will construct elements of the grid of streets, and provide pedestrian improvements, publicly-accessible parks, private amenities, public facilities and all other Proffered Elements and obligations on the Property concurrent with the development of each new Building in accordance with Sheets L-26 through L-29 of the CDP (the "Phasing Plan"), and as further described in these Proffers. In addition, interim improvements as outlined in Proffer 27, or shown on the CDP, or as may be determined at time of future FDP or FDPA approval, will be provided concurrent with the construction of each Building. The phases of development will proceed as depicted in the Phasing Plan, and each phase will include the streetscape dimensions and design depicted on the CDP or future FDPs. The Applicant will update the Phasing Plan with each future FDP in order to provide additional details, including illustrating existing structures and facilities, the anticipated order of future development, the completion of the proffered elements of the street grid, establishment of streetscapes and pedestrian elements, construction of parks, and updated interim conditions.

b. Phasing. The Proposed Development may be constructed in up to three phases, as shown on the CDP and described in these Proffers. Subject to the limitations and specifications throughout the Proffers. The Proposed Development may commence with the construction of Buildings A, B, or C, or any combination thereof, in any order, with associated improvements identified on Sheets L-26 through L-29. A more detailed description of the building phases is identified below:

- Construction of Building A. The construction of Building A and the associated improvements described in these Proffers and shown on Sheet L-26 of the CDP will include improvements to West Street, and construction of the Via Traverso. In the event that Building A is constructed prior to Building B, then the improvements associated with Building A will also include an interim park space oriented towards Leesburg Pike, complete with a pedestrian connection/linear park space connecting Leesburg Pike with West Street, as depicted on the CDP. The interim park space may be established as an offsite condition to the Building A FDP. Building D may be constructed with Building A.

- Construction of Building B. The construction of Building B and the associated improvements described in these Proffers and shown on Sheet L-27 of the CDP will include improvements to West Street and construction of the Via Traverso. In the event that Building B is constructed prior to Building A, then the improvements associated with Building B will also include an interim park space oriented towards Broad Street, complete with a pedestrian connection/linear park space connecting Leesburg Pike with West Street, as depicted on the CDP.

- Construction of Buildings A and B. The construction of Buildings A and B in a single phase will include improvements as shown on Sheet L-29 of the CDP.

- Construction of Building C. The construction of Building C and the associated improvements described in these Proffers and shown on Sheet L-28 of the CDP will include improvements to Spring Hill Road and Leesburg Pike. Improvements associated with Building C will also include construction of a portion of the Via Traverso as depicted on the CDP.

c. Definition of "Construct". For purposes of these Proffers, when used in reference to road improvements or publicly-accessible park improvements, "construct" will mean that: (1) a committed road improvement is substantially complete and is constructed so as to be available for use by the public for travel whether or not the improvement has been accepted for maintenance by VDOT; and (2) a committed publicly accessible park space improvement is substantially complete and open to use by the public whether or not the improvement has been accepted by Fairfax County and/or the Fairfax County Park Authority ("FCPA").

7. Final Development Plans. FDP and FDPA approvals may be requested from the Planning Commission in accordance with Section 8100.2.E(2) of the Zoning Ordinance with respect to each respective building site without obtaining the consent and/or joinder of the owners of the other building sites. FDPs for the Property will be in substantial conformance with the CDP and these Proffers. FDPs approved for individual Buildings on the Property will establish the minimum and maximum GFA and dwelling units for each Building within the limits established by these Proffers and the CDP. The specific GFA and number of residential units for each Building will be established at final site plan within the range of building heights, GFA, and number of units depicted on the FDP. The following information will be provided with each FDP not filed concurrently with this rezoning application:

a. Tabulation. A tabulation indicating the redevelopment status of the entire Property. The tabulation will include a listing of all Buildings, along with the GFA approved on the CDP and all approved FDPs or FDPAs and approved site plans as may be applicable. The tabulation will identify the reassignment of any GFA within the Buildings (as compared with what was originally shown on the CDP) and will be updated with each subsequent FDP, FDPA, and site plan approved for the Property.

b. Tree Canopy Calculations. A tabulation indicating the tree canopy calculations of the entire Property and demonstrating contribution towards the overall cumulative required CDP 10-year canopy credit, which will be updated with each subsequent PCA, FDP, FDPA or site plan approved for the Property.

c. Transportation Demand Management Supplement. A copy of the previous Transportation Demand Management ("TDM") Annual Report, if available, to determine progress toward attaining TDM goals and any planned modifications to the TDM program.

d. Proposed Uses. A list of the proposed uses and demonstration of how such uses meet the applicable use regulations of Section 4101.4 of the Zoning Ordinance.

e. Streetscape Elements. Graphic depiction and refinement of, and adjustments to, the activated streetscape elements, as well as submission of streetscape furnishing and materials information.

f. Build-to-Lines. Refinement of the build-to-lines based on proposed uses, location of possible outdoor dining areas, and identification of awnings and canopies that extend beyond the building zone.

g. Utilities. Approximate location of existing and proposed utilities to serve the area of the FDP including the location of utility vaults, electrical vaults, stormwater management facilities and related access/maintenance points overlaid on the Landscape Plan (as defined in Proffer 22). Modifications to the location of utility vaults, electrical vaults, stormwater management facilities and related access/maintenance points shown on the FDP may be made with the final site plan approval, provided such modifications are made in consultation with the Department of Planning and Development (DPD) and FCDOT.

h. Parking. Refinement of parking spaces and associated details, including the number, location, configuration and access of parking spaces. Assuming parking ratios in early phases exceed the maximum ratios allowed, a description and/or tabulation in the statement of justification discussing how the subject FDP and preceding FDPs are achieving the recommendations of the *Tysons Urban Center Special Area Plan* (the "Comprehensive Plan") for phased parking such that at Property build-out the maximum parking rates are not exceeded.

i. Interim Conditions. Identification of specific proposed interim conditions, including missing pedestrian links, within the FDP area and outside the FDP area, in accordance with those generally set forth on the CDP and these Proffers.

j. Landscape Plan. Detailed tree plans with alternative planting width details, as may be necessary.

k. Stormwater Management Facilities. Identification of specific stormwater management facilities and access points to underground vaults and a tabulation showing the impact of the FDP implementation on the retention and/or reuse of the first inch of rainfall on the Property.

l. Functional Drawings/Sight Distances. Functional drawings to include proposed right- of-way lines associated with existing and proposed public streets and sight distance lines at all intersections overlaid on the Landscape Plan based on existing posted and design speeds, as well as future design speeds as recommended by the *Transportation Design Standards for Tysons Corner Urban Center* dated September 13, 2011 (the "Transportation Standards") as may be amended by the Board of Supervisors.

m. Architectural Elements. Specific information on architectural elements as provided in these Proffers.

n. Phasing. Identification of specific proposed phased improvements in accordance with those generally set forth on the phasing-related exhibits contained in the CDP.

o. Garage Treatments. Proposed parking garage façade treatments.

p. Loading/Trash/Service Area Treatment. Proposed loading/trash/service area treatments.

q. Provisions for Bicycles. Bicycle parking, storage, and bicycle lane dimensions.

r. Bus Shelters/Layover Bay. Details of any proposed bus shelter and layover bay locations and designs.

s. Parks and Recreation. Specific park details, site amenities and any substitute recreation facilities.

t. Residential Amenities. Specific facilities and amenities to be provided for each residential building.

u. Workforce Dwelling Units. For residential development, the expected location of workforce dwelling units.

8. Owners' Associations.

a. Umbrella Owners' Association. Prior to the issuance of the first RUP or Non-RUP for the first Building constructed within the Proposed Development, the Applicant will establish an Umbrella Owners' Association (the "UOA"), whose members will consist of a representative of each owner of land and/or Buildings within the Property. The UOA will provide for applicable proffer, maintenance, and replacement obligations, including, but not limited to, implementation of the TDM program outlined in Proffers 50-51, maintenance of private streets, sidewalks, streetscapes, publicly accessible private park areas and facilities, stormwater management facilities not maintained as part of individual Buildings, and any private utility systems.

b. Homeowners' and Condominium Owners' Associations. For each residential Building in which units are held for sale, the Applicant will cause either a homeowners' association or a condominium owners' association ("HOA/COA"), as applicable, to be formed for that Building. Each of these associations will also be members of the UOA.

c. Disclosures. UOA and HOA/COA documents (including budgets provided in any offering or sale materials) will specify the proffer, maintenance and replacement conditions and obligations set forth in these Proffers. Purchasers will be advised in

writing of these proffer conditions and obligations prior to or concurrent with execution of a contract of sale.

d. UOA TDM Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property will be advised of their continuing obligation to the TDM Plan described in Proffers 50-51. All UOA and HOA/COA members will be informed of any funding obligations for the TDM program prior to executing a contract of sale and all such obligations will be included in UOA and HOA/COA documents.

e. UOA Expansion. Nothing in this Proffer will be construed to prohibit expansion of the UOA to include neighboring properties, at the sole election of the UOA.

9. Metrorail Tax District Buyout for Certain Residential Uses. At least sixty (60) days prior to recording residential condominium documents for any portion of the Property located within the Phase I Dulles Rail Transportation Improvement District (the "Phase I District"), 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 record condominium documents for that portion of the Property. Prior to recording the condominium documents, the Applicant will pay to Fairfax County a sum equal to the then-present value of Phase I District taxes that will be lost as a result of recording the condominium documents, in accordance with a formula approved by the Fairfax County Board of Supervisors.

10. Fire Marshal Evaluation. Changes from the CDP and future FDPs will be permitted in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA, CDPA, and/or FDPA, provided such modifications are made in consultation with DPD, FCDOT, and Forest Conservation of the Department of Land Development Services ("FCON"), and in substantial conformance with the intent of the CDP, future FDP(s) and these Proffers.

11. Festivals, Fairs or Similar Activities. The Applicant, or its designee, will be permitted to operate festivals, fairs, or similar activities, including, without limitation, farmers' markets and food vendors, on the Property, either in the interim parks or within publicly-accessible privately owned open spaces, including portions of the private streets/pedestrian ways. The Applicant will request the issuance or approval of an administrative permit for temporary uses as may be required under the Ordinance, which may include the establishment of an annual permit for continuing or seasonal events. In addition, the Applicant reserves the right to periodically close portions of the private transportation network for said activities.

BUILDING ARCHITECTURE AND DESIGN

12. Architecture.

a. Materials and Design. The architectural treatment of all Buildings within the Proposed Development will create a sense of identity and place, with a human scale at the ground plane, through the use of unifying elements, such as materials, textures, color, window treatments, decorative details, lighting, and landscaping. The Buildings will be designed with high-quality architecture and building materials that, at the time of approval, are typically used on the exterior of Class A office, residential, hotel and retail buildings, at a level of quality consistent with that illustrated by the precedential imagery in the CDP. Architectural plans, elevations, illustrations, and materials, including façade and cladding materials, may be revised subsequent to CDP and FDP approval as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the CDP and as set forth in these Proffers, as determined by the Department of Land Development Services ("LDS") in consultation with DPD.

b. Bird-friendly Building Design. At the time of site plan submission for Buildings A, B and C, a narrative of bird-friendly design strategies to be employed in the architectural design of the applicable building will be prepared and submitted to the Urban Centers Section (UCS) of DPD for review. The objective of the strategies will be to make the building visible to birds in flight and reduce reflections that distract or confuse birds through the use of appropriate glazing treatments or architectural elements, such as using color, texture, opacity, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds. The Applicant should describe the results of its studies of bird-friendly design strategies, and to what extent any of the strategies will be implemented, in a narrative at the time of building permit issuance. Upon the issuance of a building permit for each building, the provisions of this Proffer will be deemed satisfied as to such building.

13. Build-to Lines. Build-to-Lines ("BTL") have been established on the CDP to create an urban, pedestrian-oriented environment where buildings are located close to the street and pedestrian/streetscape areas are located between the buildings and the streets. In general, building façades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the BTL will be permitted, provided such modifications are in substantial conformance with the CDP and are shown on an approved FDP. Awnings and other architectural canopies attached to the building frontage that project out from the BTLs will not extend beyond the building zone, except as may be shown on an approved FDP. At the time of FDP approval, the Applicant will identify possible locations along the street level for expanded areas for outdoor dining adjacent to cafes and restaurants and will provide appropriate building zones for such uses in keeping with the Comprehensive Plan recommendations.

14. Building Heights. The minimum and maximum building height for each Building on the Property will be as identified in the Development Tabulations of the CDP. The final height will be measured in accordance with the provisions of the Zoning Ordinance as set forth in Section 5100.2.C of the Zoning Ordinance, exclusive of those structures that are excluded

from the maximum height regulations of Section 5100.2.C. Penthouses and other rooftop structures may be constructed as permitted under Section 5100.2.C of the Zoning Ordinance. The height and extent of any rooftop penthouse will be provided on the FDP for each Building, as well as any rooftop parapet, wall or fencing in excess of that permitted by the Zoning Ordinance. The final height of each Building, and specific steps in building height, may be further refined at the time of FDP, but will neither exceed the maximum building heights, nor be less than the minimum building heights shown on the CDP.

15. Activated Streetscapes and Ground Floor Elements. Activated streetscapes will be provided by designing and constructing streetscapes and exterior facades of ground floor areas adjacent to streets as generally depicted on the CDP. The ground floors of all new buildings on the Property (except the parking structures and entrances associated with said buildings), will be designed and constructed with non-residential portions of ground floors having a minimum average floor to floor height of sixteen (16) feet to accommodate potential non-residential uses, or residential amenity uses, designed to activate the streetscape. Modifications and further refinements may be permitted with the approval of future FDPs or FDPAs. In addition, the Applicant will provide for a hierarchy of activated streetscapes as delineated on the CDP and described below:

    a. Primary Pedestrian Corridors. Primary pedestrian corridors areas are designed to accommodate major pedestrian activity ("Primary Pedestrian Corridors"), as identified by the term 'Primary Pedestrian Circulation' on Sheets L-20 and L-21 of the CDP. Primary Pedestrian Corridors will generally incorporate the following elements:

        i. The ground floors of buildings will incorporate active uses along approximately 75% of the street frontage, with functioning entry doors into such applicable uses provided with a maximum separation of 75 feet, or as illustrated on the CDP, unless a greater separation is needed to accommodate larger tenant spaces and park spaces, or as may be permitted by the Zoning Administrator.

        ii. A minimum 50% of the area of the street front ground floor facades of such buildings will be constructed with glazed windows and doors, or other transparent materials.

        iii. Parking structures along the ground floor facades of buildings should be minimized, but where they occur, the general façade detailing of the building above will be continued to the ground plane, or display windows will be provided to minimize exposure of interior parking garage lighting and vehicular headlights.

        iv. Limited direct access to parking garages and loading/trash/service areas.

    b. Secondary Pedestrian Corridors. Secondary pedestrian corridors are designed to accommodate moderate activity, providing access to a variety of uses on the Property ("Secondary Pedestrian Corridors"), as depicted and identified by the term

'Secondary Pedestrian Circulation' on Sheets L-20 and L-21 of the CDP. Secondary Pedestrian Corridors will generally incorporate the following elements:

i. Where the ground floors of buildings incorporate non-residential uses, functioning entry doors into such applicable uses will be provided with a maximum separation of 75 feet or less, or as illustrated on the CDP, unless a greater separation is needed to accommodate larger tenant spaces or as may be permitted by the Zoning Administrator. A minimum 40% of the area of the street front ground floor facades of such buildings will be constructed with glazed windows and doors or other transparent materials.

ii. In residential buildings that do not incorporate non-residential uses on part or all of the ground floors, the building design of the primary facades will incorporate, to the degree feasible, recreational and amenity spaces on the ground floor with a minimum of 25% of the ground floor façade constructed with glazed windows and/or doors, or other transparent materials, and/or incorporate entries into individual dwelling units from the street level. If residential units have direct access to the streetscape from an individual unit, design features will be employed to provide interior privacy (such as having a ground floor elevation that is above the sidewalk grade).

iii. Parking structures along the ground floor facades of buildings should be minimized, but where they occur, the general façade detailing of the building above may be continued to the ground plane, or screening composed of architectural systems designed to restrict views into the garage spaces and to restrict exposure of interior parking garage lighting and vehicular headlights from street level will be applied, as described in these Proffers or illustrated on the CDP.

iv. Loading/trash/service areas along Secondary Pedestrian Corridors will be screened from public view through the use of roll down doors or similar treatment.

c. Tertiary Pedestrian Corridors. Tertiary pedestrian corridors are designed to accommodate modest pedestrian activity making connections to less intense areas or through alleys ("Tertiary Pedestrian Corridors"), as identified by the term 'Interior Pedestrian Circulation' on Sheets L-20 and L-21 of the CDP. Tertiary Pedestrian Corridors, not located along private alleys or adjacent to parks/open space, will incorporate the following elements:

i. Where the ground floors of buildings incorporate non-residential uses, a minimum 10% of the area of the ground floor facades of such buildings will be constructed with glazed windows and doors, or other transparent materials.

ii. In residential buildings that do not incorporate non-residential uses on part or all of the ground floors, efforts will be made to incorporate recreational

and amenity spaces on the ground floor with appropriate transparency and/or incorporate entries into individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit will utilize design features to provide interior privacy.

iii. Parking structures along the ground floor facades of buildings should be minimized, but where they occur, the general façade detailing of the building above may be continued to the ground plane, or screening composed of architectural systems designed to restrict views into the garage spaces from street level will be applied, as described in these Proffers or illustrated on the CDP.

iv. Loading/trash/service areas along Tertiary Pedestrian Corridors will be screened from public view through the use of roll down doors, or similar treatment.

d. Interior Pedestrian Circulation. Interior pedestrian corridors are designed to accommodate pedestrian activities generally through the Piazza level to create a unified and seamless pedestrian experience within the Proposed Development, as more specifically illustrated on Sheets L-20 and L-21 of the CDP ("Interior Pedestrian Circulation").

16. Telecommunications Equipment and Mechanical Units. Telecommunications equipment, mechanical units, and all appurtenant facilities may be placed on the rooftop of any proposed Building. Any such facilities must comply with the applicable requirements of the Zoning Ordinance, and be screened and/or set back sufficiently from the perimeter of the roof and penthouse such that they are generally not visible from the surrounding streets at street level when viewed from the property line of the Property. Other screening measures may be used such as screening with architectural features and/or landscaping compatible with the building façade architecture, including the facilities as part of the architecture of the Building(s), utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunications equipment may also be architecturally integrated onto the facades of the Building(s) where necessary to ensure on-street and/or open space coverage. Rooftop amenities such as amenity terraces, landscaping, or recreation courts may also be used to screen rooftop telecommunications equipment and mechanical units. Details of such treatments will conform to the CDP and future FDP submissions and may be further refined at site plan.

BUILDING PRACTICES

17. Non-Residential Building Certifications.

a. For each non-residential Building the Applicant will include, as part of the building plan submission for the non-residential Building to be constructed on the Property,

a list of specific credits within the project's registered version of the U.S. Green Building Council's (the "USGBC") Leadership in Energy and Environmental Design – Core and Shell ("LEED-CS") Silver rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined jointly by the Applicant and the Environmental Branch of the Fairfax County DPD), that the Applicant anticipates attaining. References to LEED or LEED rating systems herein will also refer to any substantially equivalent program, certification, or rating system, and all references to USGBC include the applicable equivalent agency, as determined by the Applicant and the County. Except as otherwise provided below in Proffer 17(e), as an alternative, a LEED or equivalent- accredited professional (the "LEED-AP") who is also a professional engineer or architect, 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 of the 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 issuance of a building permit for the Building to be constructed, the Applicant will post a "green building escrow" in the form of cash or letter(s) of credit from a financial institution acceptable to LDS, as defined in the Fairfax County Public Facilities Manual ("PFM"), in the amount of $2.00/square foot of GFA, as shown on the approved site plan. This green building escrow will be in addition to, and separate from, other bond requirements and will be released upon documentation required by Paragraph a, above.

d. At the time LEED certification is demonstrated as noted above, the escrowed funds or letters of credit pursuant to Paragraph c will be released to the Applicant.

If prior to bond extension, reduction, or final bond release for the applicable building site, whichever occurs first, the Applicant provides to the Environmental Branch of the DPD documentation demonstrating that LEED-CS Silver certification for the Building has not been attained but that the Building has been determined by the LEED-AP to fall within three points of attainment of LEED- CS Silver 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 prior to bond extension, reduction, or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to the Environmental Branch of the DPD demonstrating attainment of LEED-CS Silver certification or the Applicant provides documentation demonstrating that the Building has fallen short of LEED-CS Silver certification by three points or more,

the entirety of the 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.

In any case, if the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of documentation noted in this paragraph 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 applicable building site.

e. As an alternative to the actions outlined in Paragraphs a, b and d above, the Applicant may choose in its sole discretion to pursue a certification level higher than LEED-CS Silver, 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 specific credits will meet at least the minimum number of credits necessary to attain LEED-CS Gold.

Prior to issuance of a building permit for the Building to be constructed, the Applicant will provide documentation from the LEED-AP that will demonstrate that the building is anticipated to attain credits sufficient to attain LEED-CS Gold certification. Under this alternative, the Applicant is not required to provide a "green building escrow" pursuant to Paragraph c unless the Applicant fails to provide the above-referenced documentation.

However, if the Applicant is unable to provide the pre-certification documentation prior to building permit approval, but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit, post an escrow identical to the one described in Paragraph c above. This escrow will be released upon submission of the documentation to the Environmental Branch of the DPD from the USGBC demonstrating that the building is anticipated to attain a sufficient number of credits to attain LEED-CS Gold certification.

f. The Applicant will pursue Green Building Certification of Building D as part of a group project with Building A.

18. Residential Building Certifications.

a. For each residential Building, the Applicant will include, as part of the building plan submission for the residential Building to be constructed on the Property, a list of specific credits within the project's registered version of the USGBC's LEED New Construction ("LEED-NC") rating system, or other LEED rating system determined to be applicable by the USBGC, or its equivalent (as determined jointly by the Applicant and the Environmental Branch of the Fairfax County DPD), that the Applicant anticipates attaining. References to LEED or LEED rating systems

herein will also refer to any substantially equivalent program, certification, or rating system, and all references to USGBC include the applicable equivalent agency, as determined by the Applicant and the County.

Except as otherwise provided below in Paragraph e as an alternative, a LEED-AP, who is also a professional engineer or architect, 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-NC certification of the 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 issuance of a building permit for the Building to be constructed, the Applicant will post a "green building escrow" in the form of cash or letters of credit from a financial institution acceptable to LDS, as defined in the PFM, in the amount of $2.00/square foot of GFA as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon documentation required by Paragraph a, above.

d. At the time LEED-NC certification is demonstrated as noted above, the escrowed funds or letters of credit pursuant to Paragraph c will be released to the Applicant.

If prior to bond extension, reduction, or final bond release for the applicable building site, whichever occurs first, the Applicant provides to the Environmental Branch of the DPD documentation demonstrating that LEED-NC certification for the Building has not been attained but that the Building has been determined by the LEED-AP to fall within three points of attainment of LEED-NC 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 prior to bond extension, reduction, or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to the Environmental Branch of the DPD demonstrating attainment of LEED-NC certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED-NC certification by three (3) points or more, the entirety of the 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.

In any case, if the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of documentation noted in

this paragraph 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 applicable building site.

e. As an alternative to the actions outlined in Paragraphs a, b and d above, the Applicant may choose in its sole discretion to pursue a certification level higher than LEED-NC. If exercising this option, the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED-NC Silver certification.

Prior to issuance of a building permit for the Building to be constructed, the Applicant will provide documentation from the LEED-AP that will demonstrate that the Building is anticipated to attain credits sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" pursuant to Paragraph c unless the Applicant fails to provide the above-referenced documentation.

19. Sustainable Energy Practices. To promote efficient, renewable and sustainable energy practices, the Applicant will provide the following:

a. Electric Vehicle Charging Infrastructure. The Applicant will provide universal electric vehicle recharging stations sufficient to accommodate at least five (5) percent of the actual provided parking. The site plan for each Building that includes parking spaces will show the final locations of the electrical vehicle recharging stations, and the stations will be installed prior to the first RUP or Non-RUP for the associated Building.

b. Shared Energy. For any site plan that includes more than one Building, the Applicant will provide to the Environmental Branch of the DPD an assessment of the potential, within the area subject to the site plan, of shared energy systems, including, but not limited to combined heat and power (CHP) co-generation), micro-CHP, distributed energy resources and district heating and/or cooling, and if a shared energy strategy will not be pursued, provide a narrative discussion regarding the reasons for this outcome.

c. Energy and Water Data. To the extent there are master electric, gas, and water meters for an entire Building, upon request by the County, the Applicant will provide to the County aggregated non-proprietary energy and water consumption data, as practicable, for the Building.

BUILDING-SPECIFIC REQUIREMENTS

20. Additional Architectural Requirements.

a. Occupiable Height. The maximum building heights for the Proposed Development will be as identified by Sheets C-03 or C-03A, as applicable, of the CDP.

b. No Occupiable Floors Above 400 Feet. No occupiable floors, or uses, or bathrooms will be provided above 400 feet in Building C. The building plan will also be reviewed by DPD to determine compliance with this Proffer.

c. Sustainability. The Applicant is committed to innovative sustainability, and will provide for roof landscaping and green roof within the areas depicted on Sheet L-06 of the CDP, and further refined at FDP and/or site plan.

d. Noise Mitigation. The Applicant will provide interior noise studies for shell analyses for Buildings A, B and C, at time of site plan submission to determine specific noise attenuation measures as needed to reduce the interior day-night average sound level ("DNL") to no more than 45 dBA for residential buildings and 50 dBA for new office buildings. Such studies must be submitted to the Chief of the DRB for approval and to LDS for information only. Based on the findings of the studies, the Applicant must show noise impacted units on the site plan(s), and will provide the noise attenuation measures, supported by the findings of the refined noise study. In the event that exterior balconies of multifamily residential units are anticipated to be exposed to exterior noise levels in excess of 65 dBA, the Applicant will notify the potential tenants or purchasers of such residential units, either in the lease or sales contract, that exterior noise levels may exceed 65dBA.

21. Service Station Environmental Site Assessment.

a. An Environmental Site Assessment (ESA) of the service station must be submitted to Land Development Services (LDS) to review in consultation with the Development Review Branch (DRB) of the Department of Planning and Development (DPD), Health Department and Fire Marshal at time submission for the Site Plan for Building C. DRB will provide final approval of this study to LDS prior to approval of the site plan. In the event a Phase 2 ESA is required, the applicant must first obtain approval and/or a release letter from the Virginia Department of Environmental Quality (VDEQ) prior to submitting this study to LDS. The applicant must comply with any required on-going mitigations and/or monitoring.

SITE DESIGN AND AMENITIES

22. Conceptual Landscape Plan. The CDP includes a conceptual landscape plan for the Property consisting of an overall plan and details regarding streetscapes, plazas, publicly accessible park areas including courtyards and private amenity areas (the "Conceptual Landscape Plan"). As part of each future FDP submission, landscape plans will be provided in substantial conformance with the Conceptual Landscape Plan, with adjustments permitted so long as the quantity and quality of the landscaping provided and the function of the space remains consistent with the Conceptual Landscape Plan, as determined by the Planning Commission during FDP review.

23. Final Landscape Plan. As part of the first and all subsequent site plan submissions for the Proposed Development, the Applicant will submit to FCON for review and approval of a detailed landscape plan (each a "Final Landscape Plan") that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the approved FDP. These submissions will include, among other things, irrigation information, tree canopy calculations, and design details for tree wells and other similar planting areas on structures and along streets. These details will include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures and along streets. Adjustments to the type and location of plantings will be permitted to avoid conflicts with existing utilities and other site engineering considerations.

    a. Tree Inventory and Condition Analysis. The Applicant must submit a Tree Inventory and Condition Analysis as part of the first and all subsequent plan submissions. The Tree Inventory and Condition Analysis must be prepared by a Certified Arborist or Registered Consulting Arborist and must include elements of PFM 12-0307 deemed appropriate to the project site as determined by FCON.

    b. Tree Preservation Plan. The Applicant must submit a Tree Preservation Plan and Narrative as part of the first and all subsequent plan submissions. The Tree Preservation Plan and Narrative must be prepared by a Certified Arborist or Registered Consulting Arborist and must include elements of PFM 12-0309 deemed appropriate to the project site as determined by FCON.

24. Landscape Planting Pre-Installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plan, the Applicant will coordinate a pre-installation meeting on the site with the landscape contractor and FCON staff. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan will be provided to FCON for review and approval. Planting will not take place prior to approval by FCON. The installation of plants not approved by FCON may require submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.

    a. Tree Protection Fencing. The Applicant must provide appropriate tree protection devices, based on site conditions and proposed construction activities as reviewed and approved by FCON. Tree protection fence must consist of four-foot high welded wire attached to six-foot steel posts driven 18 inches into the ground and space no further than 10 feet apart; or super silt fence.

    b. Tree Preservation Measures. Tree preservation measures must be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets and Tree Preservation Plan. Tree preservation measures may include, but are not limited to the following: root pruning, crown pruning, mulching, watering, etc. Specifications must be provided on the plan detailing how preservation measures must be implemented. Tree preservation activities must be completed during implementation of Phase 1 of the Erosion and Sediment Control Plan.

c. Demolition. The demolition of all existing structures and site features within or adjacent to tree preservation areas must be accomplished in the least disruptive manner practical as reviewed and approved by FCON. All tree protection fencing must be in place and verified by a County representative prior to commencement of demolition activities.

d. Site Monitoring. The Applicant's Project Arborist must be present on site during implementation of the Phase 1 Erosion and Sediment Control Plan and monitor any construction activities conducted within or adjacent to areas of trees to be preserved. Construction activities include, but may not be limited to clearing, root pruning, tree protection fence installation, vegetation/tree removal, and demolition activities. During implementation of Phase 2 Erosion and Sediment Control Plan, the Project Arborist must visit the site on a regular basis to continue monitoring tree preservation measures and ensure that all activities are conducted as identified in the Tree Preservation Plan and approved by FCON. Written reports must be submitted to FCON and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan.

25. Landscaping and Tree Cover. Landscaping and tree cover requirements will be provided in accordance with Section 5108 of the Zoning Ordinance. Landscaping may be modified with future FDPs, FDPAs, and final engineered site plans, but the quantities, level of quality, and general character will remain generally consistent with that shown on the CDP and as set forth in these Proffers.

26. Streetscapes. Streetscapes will be installed throughout the Property as generally illustrated on Sheets L-22 through L-25 of the CDP. Streetscape elements will include a landscaped amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building that is designed to allow access to the building, additional landscaping adjacent to residential uses or storefront browsing, outdoor display, outdoor dining, and similar uses adjacent to retail/service uses. Streetscape elements may be adjusted at the time of future FDP approval, provided the quality and dimensions of the streetscapes are in substantial conformance with that shown on the CDP.

a. Street Trees. Tree planting sites are set forth on the CDP, subject to revision as may be approved on future FDPs or at site plan review by FCON. Where minimum planting widths of eight (8) feet cannot be provided, structural cell technology or other measures approved by FCON at the time of site plan review will be used to satisfy the following specifications for all planting sites, with variations permitted to accommodate utilities and other site constraints without the need for a PCA, CDPA or FDPA:

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, with the tree located in the center of the open area, with reasonable allowances made to avoid conflicts with utilities and other site conditions or requirements;

ii. A minimum rooting area of eight (8) feet wide (may be achieved with techniques to provide un-compacted soil below hardscape areas within the pedestrian realm), with no barrier to root growth within four feet of the base of the tree;

iii. A minimum soil depth of four (4) feet as measured to the top of the gravel base in the tree pit, as more specifically depicted in the tree planting details found on the CDP;

iv. Soil volume for Category III or IV trees (as indicated in Table 12.14 of the PFM) should be a minimum of 700 cubic feet per tree for single trees. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet should be provided. For three trees or more planted in a contiguous area, the soil volume should equal at least 500 cubic feet per tree. A contiguous area is defined as any area with a soil depth of 3-4 feet, within which lateral root growth is unrestricted However, in the event that the soil volume provided herein cannot be met, less volume may be provided per FCON review and approval;

v. Soil specifications in planting sites will be provided in the planting notes to be included in all site plan submissions;

vi. All shade trees will be a minimum of three (3) inches in caliper at the time of planting; all flowering trees will be a minimum of two (2) inch caliper at the time of planting; and all new evergreen trees will be a minimum of eight (8) feet in height at the time of planting;

vii. Tree zones may be installed with a fully automatic, drip irrigation system, and all non-bioretention tree plantings will be provided with a fully automatic, drip irrigation system; and

viii. It is expected that street trees will have to be planted within existing utility easements, subject to the approval of the dominant easement holder, and the Applicant will replace any street trees that are removed to facilitate repairs of utilities in these easements.

b. Urban Bio-retention Tree Pit Requirements. Urban bio-retention features that will be used for tree planting will meet the following minimum specifications, unless otherwise approved by FCON at the time of site plan review:

i. Filter Media Composition

(a) The filter media must consist of 50% sand, 30% topsoil, and 20% leaf compost.

(b) Each component must be clearly defined and specified in all site plan submissions, including the initial and subsequent plans.

(c) This soil mixture must be consistently used throughout the entire bio-retention area.

ii. Soil Volume and Depth Requirements

(a) Minimum soil volumes for Category III and IV trees as specified in Proffer 26(a)(iv) will be required.

(b) Each urban bio-retention tree pit must:

1) Maintain a minimum depth of four (4) feet; and,

2) Maintain this depth for at least four (4) feet in all directions, centered on the tree.

iii. Irrigation System Restrictions

(a) Permanent automatic irrigation systems are not allowed in designated bio-retention tree pits.

(b) Tree species must be carefully selected to match the growing conditions of each bio-retention tree pit.

(c) Temporary irrigation must be implemented during the tree establishment period.

iv. Maintenance Requirements

(a) Proper maintenance is critical for the establishment and longevity of trees in bio-retention pits.

(b) A detailed maintenance plan for the establishment period must be included on the site plan.

(c) The maintenance plan must comply with DCR Specification No. 9, Section 9.

c. Tree Replacement. In the event that any trees planted above any percolation trenches or bio-retention pits need to be removed for maintenance or repair of those facilities, whether located on private or public property, the Applicant will replace removed trees as determined by FCON to sustain the 10-year canopy.

d. Right-of-Way Tree Credit. The Applicant, with a qualified professional, will prepare a detailed Street Tree Maintenance Plan, including proper tree selection, seasonal installation, moisture and pest monitoring, maintenance, and pruning. The plan will be submitted with the first and all subsequent site plan submissions for Forest Conservation review and approval.

e. Non-Invasive Plant Materials. Invasive species, as defined by the Fairfax County PFM, will not be used on the Property. The plant selection will include species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides and pesticides.

f. Utility Locations. Utilities, including but not limited to water, sanitary sewer and storm sewer utility lines, will be installed within the street network to the maximum extent feasible as determined by LDS or will be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP and/or subsequent FDPs as determined by LDS. If there is no other option, utilities may be placed within open space or streetscape areas provided, that elements are integrated as seamlessly as practicable, and that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as shown on the CDP, as determined by the FCON. A conceptual utility plan depicting the location of each ductbank will be overlaid on the landscape plan submitted in the FDP. Adjustments to the type and location of plantings and the use of raised planters will be permitted to avoid conflicts with utilities and other site engineering considerations.

Maintenance access points to stormwater management facilities and electric vaults beneath the streetscape will be located outside of the clear pedestrian walkway zone of the streetscape to the extent feasible. If the access points must be located in the walkway zone, they will be designed as a lift out panel with the same paving materials as the walkway, be flush with the walkway and meet the Americans with Disabilities Act ("ADA") accessibility requirements. These maintenance points will be shown on each FDP.

g. Sanitary Sewer Capacity. At the time of FDP, the Applicant must complete a sanitary sewer capacity analysis to the extent required and identify all the sewers that need to be upsized. Should any sanitary sewer upgrades be required to serve the development, the Applicant must complete and submit to LDS a public improvement plan ("PI Plan") for the sewer enhancements, including any portions located offsite of the Property, before any Rough Grading Plan ("RGP") will be approved for work associated with the site plan. The sanitary sewers as per the PI Plan must be constructed and accepted for flow by Fairfax County prior to issuance of the first RUP or Non-RUP.

h. Sight Distance Considerations. If determined at the time of site plan review that street 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 VDOT does not approve the tree locations even after the adjustments anticipated above, the Applicant will be permitted to relocate or delete the affected street tree without the need for confirmation from DPD, subject to approval by FCON. If a deleted street tree results in a tree canopy below 10% on the Property, the street tree will be accommodated in another location on the Property, as may be approved by DPD in consultation with FCON.

i. Streetscape Furnishings and Materials. Unified and high-quality streetscape materials will be provided within the public realm, and may include, but will not be limited to, unit pavers, seat walls, tree space edging, lighting, traffic signal poles, benches, trash receptacles, and other hardscape elements. All future FDPs will include general product information and approximate locations of furnishings and materials to be located in the streetscape between the building face and the curb and in other public realm open spaces. Materials, furnishings, and lighting will be compatible with the Tysons Urban Design Guidelines and will be coordinated with any streetscape design efforts put forth by the Tysons Community Alliance, but will not be subject to approval by the Tysons Community Alliance.

j. Signage and Wayfinding. The Applicant will provide signage as permitted by Article 7 of the Zoning Ordinance, or as approved through a Comprehensive Sign Plan ("CSP"), at which time signage will be governed by such approval. The existing approved signage on the Property may remain in place until and unless it is supplanted by a new CSP, provided such sign is in accordance with Article 7 and a sign permit has been issued, if required. The placement of all signage on existing/planned public streets will be coordinated with VDOT for review and approval. Wayfinding signage and elements may be provided as part of a larger CSP for the Tysons area. Such wayfinding signage will be coordinated with the Tysons Community Alliance to facilitate a consistent wayfinding and signage system throughout the district, but will not be subject to approval by the Tysons Community Alliance. Wayfinding will provide direction to locations of prominent attractions, parks (including the above-grade parks on the Property, and in coordination with FCPA), cultural arts destinations, and other public amenities.

k. Maintenance. The Applicant, or the UOA once established, will maintain in good repair and replace in kind, as needed, all pedestrian realm elements within the Proposed Development, to include any maintenance required to maintain ADA compliance.

l. Right-of-Way Vacation. The area identified as "ROW Area To Be Vacated" on the area tabulation on Sheet C-02 of the CDP, and depicted on Sheet C-33, must be vacated prior to the approval of any final site plans for development of the Property subsequent to the approval of this rezoning by the Board.

m. Pedestrian Realm Elements. Elements to be maintained within the pedestrian realm include all areas that are between the curb and the back of the building zone whether located within the public right-of- way or on private land with public access easements (the "Pedestrian Realm"). For any publicly-owned portions of the Pedestrian Realm, the Applicant will enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other applicable public entity) to permit the Applicant to perform such maintenance. Neither the Applicant nor the UOA will be required to repair or restore any elements of the Pedestrian Realm within publicly-owned areas that are damaged by public employees, contractors, or permittees that are not acting under the direct authority of the Applicant or the UOA. An alternative maintenance agreement, such

as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant or the UOA without the requirement for a PCA. Maintenance commitments within the Pedestrian Realm will include but are not limited to:

i. All plantings, including trees, shrubs, perennials, and annuals;

ii. All associated irrigation elements;

iii. All hard surfaces, including but not limited to paving and retaining walls;

iv. All streetscape furnishings including trash and recycling receptacles, benches and bike racks and non-standard structures;

v. All lighting fixtures, brackets and poles;

vi. All special drainage features, such as Low Impact Development facilities;

vii. Snow removal;

viii. Trash, recycling and litter removal;

ix. Leaf removal;

x. Any sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes that are not VDOT standard devices;

xi. All urban park amenities in the development including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving and art; and

xii. As determined at the time of FDP approval, where the final streetscape design cannot be fully implemented during certain phases of development, the Applicant will provide interim streetscape improvements as described in Proffer 27.

27. Interim Conditions and Standards. Due to the size of the Proposed Development and the time anticipated for completion, phasing may result in various interim conditions on the Property as shown on the CDP. The anticipated interim conditions are identified on the Sheets L-26 through L-29 of the CDP and supplemented by these Proffers. At the time of each future FDP approval, the Applicant will identify the specific proposed interim conditions, if any, both within and outside the FDP area and will ensure such conditions provide reasonable pedestrian connections, vehicular circulation, temporary landscaping and streetscapes, public park treatments, and screening/treatment of exposed or partially complete above-grade parking structures.

a. If an interim condition or phase includes partial demolition of an existing structure, the FDP for that phase will include all or a portion of the existing structure, as

applicable, to ensure revisions to parking and on-site circulation for the existing structure are adequate.

b. If interim improvements not located within the FDP area are contemplated with any future FDP, such FDP will specify how and when such improvements will be constructed.

c. Interim conditions will comply with the following general standards, provided that the improvements are acceptable to Fairfax County, VDOT, and all other utility companies as may be appropriate; however, they may be modified and adjusted with FDP approval.

i. Construction of interim sidewalks a minimum of five (5) feet in width and installation of interim street lights along the interim sidewalks, as needed to ensure a safe, convenient pedestrian path to the Spring Hill Metro Pavilion;

ii. Installation of street trees, with a minimum size of two (2) inch caliper, approximately every fifty (50) feet, to the extent feasible as determined by FCON based on existing conditions and utility easements. Interim street tree planting will not be required to meet the minimum planting width/area standard for permanent street trees;

iii. Provision of interim designs for publicly accessible open spaces will include interim landscaping, pedestrian pathways, seating, signage and recreational facilities as determined at FDP. Interim public open space areas will be clearly signed as an interim or temporary facility;

iv. Provision of peripheral and interior parking lot landscaping in accordance with Section 5108.4 of the Zoning Ordinance for interim surface parking lots, unless waived or modified at the time of CDP, FDP or site plan approval;

v. Grading and seeding of areas on the Property where existing improvements are removed to accommodate a portion of the Proposed Development, and are not scheduled to commence construction within twelve (12) months; and

vi. Where appropriate, provision of attractive temporary construction fencing, which may include public art, signage or wayfinding elements. Signage will be in keeping with Article 7 of the Zoning Ordinance or alternatively in accordance with an approved CSP. Retaining walls, with or without public art, will be depicted on the individual FDPs.

vii. The proposed development may be developed in multiple phases, as shown in the CDP and as described in these Proffers. Each phase or FDP may be developed with interim conditions or elements as shown on the phasing plan and as described in these Proffers. With each subsequent FDP, updated preliminary stormwater management computations must be provided to

show and maintain compliance with the CDP for the portions of ultimate construction within the CDP boundary. Additionally, preliminary stormwater computations must be provided for interim conditions and elements in conformance with Chapter 124 of the Fairfax County Codes and the Code of Virginia only; and not any additional Comprehensive Plan recommendations. Final stormwater management calculations for both the ultimate and interim conditions must be provided at the time of each final site plan.

28. Lighting. All streetscape lighting will be energy efficient. All on-site, outdoor and parking garage lighting will not exceed that permitted under the Outdoor Lighting Standards of Section 5109 of the Zoning Ordinance, as may be amended. The same or similar street lights will be used consistently throughout the Property and be selected from those listed in the Tysons Urban Design Guidelines, or other lights as may be approved by the Department of Public Works and Environmental Services and DPD.

a. Architectural Feature Lighting. All architectural features above 400 feet on the top of the Building C will be internally illuminated and limited to avoid a "beacon effect", as illustrated on the CDP. The Applicant will not install neon, flood, spot, strobe or other, similar exterior lighting other than permitted signage as part of an approved CSP. The subtle and attractive lighting of Buildings A, B, and C is central to their design. As such, Buildings A, B, and C will be illuminated as further defined below.

i. Buildings A, B, and C.

(1) External Lighting. External lights will be limited to avoid impacts to neighboring properties and the night sky and subject to the outdoor lighting standards in Section 5109 of the Zoning Ordinance, as may be applicable. Illumination will include lighting at the base of building, lighting on the balconies, and lighting to highlight other façade details. The lighting at the base and on the balconies of buildings will be directed downward to reduce impacts on surrounding properties and the night sky. Directional control shields will be used where necessary to limit stray light. In addition, such lighting will be shielded to protect motorists and pedestrians from glare. If required by the FAA, then the Applicant may install the minimum required safety lighting to comply with Federal laws or regulations.

(2) Internal Lighting. Above 400', Buildings will only be internally illuminated (unless otherwise required by the FAA to comply with Federal laws or regulations). Lighting will be limited to avoid a "beacon effect."

(3) Lighting Narrative. The Applicant will include a lighting narrative for review and approval by DPD with building plan submission for

each building, as part of the LEED certification process of Proffers 17 and/or 18, detailing how the Applicant will comply with this Proffer.

b. Construction Lighting. During construction, the Applicant's general contractor will implement night and construction light mitigation measures such as providing appropriate light bulb shielding along the sides of the Buildings to mitigate the impact of such lighting on adjacent residences. The Applicant will also explore utilization of times and/or motion sensors during construction of these Buildings so that its temporary construction lighting might be turned off or reduced in intensity during nonworking periods. In implementing this Proffer, the Applicant and its contractors will reduce glare from superstructure lighting required by the Occupational Safety and Health Administration ("OSHA"), the Virginia Occupational Safety and Health Administration ("VOSHA"), the Virginia Uniform Statewide Building Code ("VUSBC") and local ordinance to the extent possible without violating aforementioned laws, regulations or policies. All construction lighting will be subject to Section 5109 of the Zoning Ordinance.

c. Vehicular Access Level Lighting. The Applicant will provide at FDP performance standards for the lighting along the Via Traverso, and in other public areas of the vehicular access level.

STORMWATER MANAGEMENT

29. Stormwater Management.

a. General. Stormwater Management ("SWM") measures for the Property will be designed to protect receiving waters downstream of Tysons by reducing runoff from impervious surfaces using a progressive approach. This progressive approach will, to the maximum extent practicable, retain on-site and/or reuse the first inch of rainfall. Proposed SWM and Best Management Practice ("BMP") facilities will follow a tiered approach as identified by the County that may include, but are not limited to, detention vaults, re-use cisterns, runoff reducing and other innovative BMPs, such as various forms of bioretention and vegetated roofs. Plans submitted subsequent to this rezoning will identify the use of these Low Impact Development ("LID") techniques that will aid in runoff volume reduction throughout the site.

Additionally, the SWM facilities will be designed not only to match the pre-developed (existing) peak release rates, but also strive to reduce the pre-developed (existing) runoff volumes and reduce pollutant loads in stormwater runoff as contemplated within the stormwater management-related credits of the project's registered version of the U.S. Green Building Council's applicable LEED rating system (e.g., for LEED V4.1, the Rainwater Management credit); understanding the Applicant may, at its own discretion, opt into using the most current LEED standards. The above-noted SWM facilities will be designed, to the maximum extent practicable, to meet the requirements of the stormwater management-related credits of the project's registered version (or the most current version of the U.S.

Green Building Council's applicable LEED rating system as allowed above) for each building/phase of development based upon the LEED boundary identified with each building or phase.

b. Future FDPs. With all future FDPs, the Applicant will provide calculations showing the proposed stormwater runoff volume reductions and will work cooperatively with LDS and DPD to ensure that the SWM measures that would be sufficient to meet the requirements of the aforementioned LEED credits will be provided and that the first inch of rainfall will be retained or reused to the maximum extent practicable. Supporting information will be included, as part of each FDP submission, that is of sufficient detail, subject to LDS's determination in coordination with DPD, to demonstrate the viability of the proposed SWM. This information will include the following:

   i. For any BMP involving infiltration of water into the ground, soil testing information documenting that the soil will be able to support the proposed infiltration measure(s); and

   ii. For any measure involving storage and reuse of stormwater runoff, documentation supporting assumed levels of water usage.

c. The requirements of Paragraph b may be met on an individual building basis (to include consideration of any associated parking, roadway and/or courtyard areas) or be based upon the total area of the Property. Extended detention facilities and extended release techniques may be used to augment the proposed volume reductions. It is further understood that interim or temporary SWM and BMP measures may be required during any interim phase of the Proposed Development.

   Each FDP will include the location and preliminary design of the SWM facilities including the access points to underground vaults. Access points, detailed at the time of FDP, will be located outside of the landscape amenity panel and sidewalk zone of the streetscape.

d. Interim Uses. For any interim use associated with the phased development of the Proposed Development, including interim park space, design of stormwater management improvements will be subject to Chapter 124 of the *Fairfax County Code* and the *Code of Virginia* only, and not any additional Comprehensive Plan recommendations.

e. Refined Calculations. With each subsequent site plan, the Applicant will provide refined calculations illustrating general conformance with the proposed volume reductions shown on the FDP. The specific SWM facilities will be determined at the time of site plan, and as maybe approved by the LDS. While it is anticipated that compliance with the goal of retaining and/or reusing the first inch of rainfall and meeting the requirements of the aforementioned LEED credits will be confirmed at site plan by utilizing the proposed retention credits identified by the County as part of its stormwater spreadsheet, the Applicant reserves the right to utilize any

combination of LID measures (existing and future) to meet this goal, subject to the review and approval of LDS. Similarly, if all other County suggested stormwater alternatives have been attempted, the Applicant reserves the right to over detain the runoff from a one- inch rainfall to a release rate that mimics that of a "good" forested condition.

f. Where it is the Applicant's intent to use a rainwater harvesting system ("RWHS") for stormwater credit, variations in reuse water demand may create fluctuations in draw down of the RWHS tank(s). If storage time will exceed 10 days, due to seasonal variation in demand, the Applicant will have the right to discharge excess volumes off site during non-rainfall periods in a manner and at release rates as allowed by the PFM or as approved by the Director of LDS. To the extent practicable, such discharges will mimic release rates from a good forested condition for a significant majority of rainfall events, and/or excess volume will be directed to other facilities using a "treatment train" approach, if possible, as approved by the Director of LDS. If for any reason the designed dedicated end use(s) becomes unavailable because of some change, the Applicant will provide an approved alternative end use or install a properly designed BMP treatment system to achieve runoff reduction and treatment of the runoff.

TRANSPORTATION

30. Grid of Streets. Subject to VDOT approval as necessary, the Applicant will construct the segments of road improvements as generally shown on the CDP and described in this Proffer. All improvements proposed to be constructed will be designed to be in general conformance with the standards included in Attachment D (the *Transportation Design Standards for Tysons Corner Urban Center*) of the Memorandum of Agreement approved by the Board of Supervisors on September 13, 2011, as may be amended (the "Design Standards"), subject to modifications/waivers as may be granted. The functional classification of the streets within and abutting the Property is provided below:

Street	**Classification**
Leesburg Pike (Route 7)	Low Speed Boulevard (Public)
Spring Hill Road	Avenue (Public)
Broad Street	Collector (Public)
West Street	Local Street (Private)
Via Traverso	Service Street (Private)

a. Public Streets. The Applicant will dedicate in fee simple to the Board of Supervisors right-of-way along the Property's frontages for Leesburg Pike, Spring Hill Road, and Broad Street (the "Public Streets") to a point inclusive of the landscape amenity panel and the sidewalk or to such standard as may be approved on the FDP. All improvements proposed to Public Streets will be subject to VDOT approval and designed to be in general conformance with the standards included in Attachment D (the *Transportation Design Standards for Tysons Corner Urban Center*) of the Memorandum of Agreement approved by the Board of Supervisors on September 13, 2011, as may be amended (the "Design Standards"), subject to modifications/waivers as may be granted.

The Applicant will work diligently with VDOT and the County during the FDP and site plan approval processes to ensure that the improvements proposed to existing and new public streets can be accepted by VDOT as public streets

The Applicant will diligently pursue VDOT acceptance of improvements to existing streets and new public streets, for secondary street maintenance in accordance with the process outlined in VDOT' s Secondary Street Acceptance Requirements (the "SSAR"), as amended, including VDOT's written certification that such streets and/or improvements have been constructed in a manner consistent with the VDOT approved plans and compliant with all applicable regulations ("VDOT's Written Certification"). In the event the Board of Supervisors has not requested that VDOT accept the dedicated new public streets or improvements into the secondary street network for maintenance within five (5) years of VDOT's Written Certification, such street(s) may be retained by the Applicant upon notification to, and the concurrence of FCDOT, as a private street subject to a public access and maintenance agreement in a form acceptable to the County Attorney. In such event, a PCA, CDPA and/or FDPA will not be required.

Dedication will include the area of the adjacent landscape amenity panel and sidewalk, and will occur at the time of site plan approval. The Applicant will maintain all required documentation for VDOT street acceptance of all phased and stubbed streets and will coordinate documentation with all responsible parties involved in the ultimate construction and facilitation of new public street segments for final acceptance into VDOT's Secondary Street Acceptance System.

b. Private Streets. A public access easement in a form acceptable to the Office of the County Attorney will be granted for the street and appurtenant facilities associated with any private streets/alleys as well as to facilitate County transit bus, inspection and emergency access; such public access easement to become effective upon completion of the street.

c. Definition of Construct. For purposes of these Proffers "construct" will mean that the committed road improvement is open to use by the public for travel whether or not the improvement has been accepted for maintenance by the state.

d. Naming. The Applicant reserves the right to provide different names for the streets than those shown on the CDP.

e. Street/Sidewalk Closures. The Applicant may temporarily close part or all of any streets or sidewalks to accommodate construction activity on the property provided safe and adequate pedestrian and vehicular access is maintained.

f. Parking Lanes. The Applicant will provide on street parking on the Property as generally located on the CDP.

31. Spring Hill Road.

a. The Applicant will design an extension of the existing median for Spring Hill Road to extend the median to Broad Street as shown on Sheet C-10. If the Tysons Corner Fire Station has been relocated, the median extension will be constructed prior to issuance of a Non-RUP for Building A, B, or C. In the event the Tysons Corner Fire Station has not been relocated and requires full access to Spring Hill Road, then the Applicant will extend pavement striping to delineate the lane configuration from the existing median to the Broad Street intersection and the Applicant will commence construction of the median within 180 days of the Tysons Corner Fire Station relocating, but in no event prior to the issuance of a Non-RUP for Building A. B or C.

b. The final design and extent of the construction of Spring Hill Road as generally described above will be determined in conjunction with the submission of all FDPs and site plans for those portions of the Property along Spring Hill Road. Prior to the issuance of the first RUP or Non-RUP for Building A, the Applicant will design and construct a five (5) foot wide bicycle lane along Spring Hill Road between Via Traverso and Broad Street as generally depicted on sheet C-10 of the CDP. Prior to the issuance of the first RUP or Non-RUP for Building C, the Applicant will design and construct a five (5) foot wide bicycle lane, and an eight (8) foot parking lane along the Spring Hill Road frontage between Leesburg Pike and Via Traverso, as generally depicted on Sheet C-10 of the CDP.

32. Leesburg Pike (Route 7). Prior to issuance of the first Non-RUP for Building B, the Applicant will close the easternmost existing entrance to Leesburg Pike as depicted on Sheet L-27 and L-29 of the CDP. In addition, Prior to the issuance of the first Non-RUP for Building C, the radius of the curb at the intersection of Leesburg Pike and Spring Hill Road will be reconstructed as depicted on Sheet C-11 of the CDP.

33. West Street. As West Street currently has a parking garage constructed underneath the property subject to the proffers associated with RZ 2010-PR-014A ("Georgelas A Property"), it is assumed that West Street will continue to be built and maintained as a

private local street. Of the segment of West Street between Broad Street and Leesburg Pike, approximately 28% of this planned travel way, the orientation of which was established with the approval of RZ 2010-PR-014A, is located on the Subject Property. The remainder of this private local street is planned to be located on: (i) the Georgelas A Property; and (ii) the property identified as Fairfax County 2020 Tax Map reference 29-3 ((1)) 49 ("Parcel 49"). The Applicant will design and construct portions of West Street as more particularly described in this Proffer.

a. Interim Condition. The Applicant will construct West Street along the frontage of the Subject Property as generally depicted on Sheet C-15 of the CDP (the "West Street Phasing Sheet") as further described below.

   i. With the construction of Building A, the Applicant will construct West Street between Broad Street and Via Traverso as shown in Drawing 1 on the West Street Phasing Sheet ("West Street 1"). West Street 1 will be shown on the first site plan for Building A. The Interim Condition of West Street will be constructed and a temporary public access easement for all onsite portions of West Street 1 will be granted prior to issuance of the first RUP or Non-RUP for Building A, whichever is first.

   ii. With the construction of Building B, the Applicant will construct West Street as shown in Drawing 2 on the West Street Phasing Sheet ("West Street 2"). West Street 2 will be shown on the first site plan for Building B. The Interim Condition of West Street will be constructed and a temporary public access easement for all onsite portions of West Street 2 will be granted prior to issuance of the first RUP or Non-RUP for Building B, whichever is first.

   iii. Pursuant to Proffer 18(b) of RZ 2010-PR-014A, the Owner of the Georgelas A Property was required to escrow sufficient funds and dedicate all necessary easements to allow others to improve and expand the streetscape area between the face of building on the Georgelas A Property and the eastern curb line of West Street to 16 feet ("the Georgelas A Improvements"). To the extent not already constructed, and provided that the Owner of the Georgelas A Property has escrowed all funds and dedicated all easements necessary to implement the Georgelas A Improvements, the Applicant will construct the Georgelas A Improvements with the construction of either West Street 1 or West Street 2, whichever is first, and subject to receiving escrowed funds in an amount sufficient to fully construct the Georgelas A Improvements.

b. Ultimate Condition. It is anticipated that, with the future redevelopment of Parcel 49, West Street will be extended and expanded to its ultimate configuration as shown on Sheet C-11 of the CDP. On or before issuance of the first RUP or Non-RUP for Building B, the Applicant will escrow with the County the cost of improving and expanding the segment of West Street between Via Traverso and Leesburg Pike to its ultimate centerline by constructing road improvements within

the "Ultimate Offsite Improvements Up to Centerline" area as depicted on the West Street Phasing Sheet. In connection with the establishment of this escrow, the Applicant will submit a detailed cost estimate at FDP for the cost of the "Ultimate Offsite Improvements Up to Centerline" in coordination with FCDOT. In addition, the Applicant will grant necessary easements to permit the construction of road improvements within the "Ultimate Offsite Improvements Up to Centerline" area as depicted on the West Street Phasing Sheet by others.

The Applicant reserves the right to construct: (i) the "Ultimate Offsite Improvements Up to Centerline" area as depicted on the West Street Phasing Sheet; and (ii) the "Ultimate Offsite Improvements Beyond Centerline" area as depicted on the West Street Phasing Sheet, provided that the owner of Parcel 49 provides all necessary easements to permit such construction. To the extent constructed by the Applicant, and to any extent funds escrowed by others that are provided to the Applicant are insufficient to construct the Ultimate Offsite Improvements Beyond Centerline, the Applicant may deduct and credit the costs incurred constructing the portions of West Street shown as "Ultimate Offsite Improvements Beyond Centerline" subject to FCDOT approval as depicted on the West Street Phasing Sheet against the contributions that would otherwise be due to the Tysons Grid of Streets Transportation Fund in keeping with the Grid Guidelines. If the Applicant constructs these offsite portions of West Street, the Applicant may also be entitled to a return of the escrowed funds.

With the completion of West Street, the Applicant, if requested by the County, will cooperate in the establishment of West Street as a local public street, including reasonable improvements to the street for acceptance into the VDOT Secondary System of State Highways. In the event VDOT and/or Fairfax County choose to accept West Street as a public street as designed with parking garage, stormwater management facilities and public and private utilities beneath it, the Applicant will dedicate in fee simple to the Board of Supervisors right-of-way for West Street to a point inclusive of the landscape amenity panel and sidewalk subject to a reservation of subsurface rights and easement rights for convenient access to, and the right to maintain, repair and replace, any underground parking facilities, storm water management facilities and any public or private utilities in, on or under the right-of-way.

c. Maintenance. The applicant will use commercially reasonable efforts to enter into maintenance agreement with the owners of the Georgelas A Property and Parcel 49 for the maintenance of West Street between Broad Street and Leesburg Pike ("West Street Maintenance Agreement"). Until such time that West Street Maintenance Agreement is executed by all necessary owners, the Applicant will be responsible for maintaining all constructed portions of West Street located on the Subject Property.

d. "Pork Chop" Median. The Applicant may remove the proposed median on ultimate West Street near Leesburg Pike as depicted, inter alia, on Sheet C-25, subject to approval by VDOT and FCDOT at site plan.

34. Broad Street.

a. Pre-realignment. The Applicant will design and construct streetscape improvements along Broad Street within the Property's limits as generally depicted on Sheet C-10 of the CDP prior to the issuance of the first RUP or Non-RUP for Building A, in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval. Broad Street was initially constructed as a private street with two ten and one-half (10.5) foot travel lanes, in general accordance with the interim section depicted on Sheet C-27 as a Local Street, including the existing interim streetscape. Pursuant to Proffer 18(a)(iv) of the proffers associated with RZ 2010-PR-014A, the Owner of the Georgelas A Property was required to reserve right-of-way for the ultimate configuration of Broad Street, and to grant temporary public access easements over the reserved street areas, landscape amenity panel and sidewalk until such time as the reserved right-of-way is dedicated. It is anticipated that, with future redevelopment of properties to the east, Broad Street will be widened by others generally as shown on Sheet C-09 of the CDP, as required by proffers associated with PCA 2010-PR-014E and RZ 2010-PR-014A (or as such approvals are otherwise subsequently amended) and, subsequent to such realignment, will become a public street (the "Broad Street Realignment"). The Applicant will provide evidence of either (a) dedication of Outlot C (as identified on Sheet C-05 of the CDP), or (b) recordation of a temporary public access easement across Outlot C, prior to the issuance of the first building permit for Building A.

b. Post-realignment. Subsequent to completion of the Broad Street Realignment and the dedication of Outlots A, B, C, and D (as identified on Sheet C-05 of the CDP) as public right-of-way, and subject the granting of all requisite authority from VDOT and/or Board of Supervisors, as the case may be, the Applicant will construct streetscape to the back of curb and the Piazza Northside park, as shown on Sheet C-09 of the CDP and further detailed in Proffer 53(d)(iii). The Applicant will maintain Piazza Northside Park and all adjacent areas up to the back of sidewalk on Broad Street. In the alternative, if the party constructing the Broad Street Realignment agrees to construct the realigned Broad Street streetscape adjacent to the Property, the Applicant will provide funds in the amount of the actual costs of those improvements to the constructing party. In the event that the Board of Supervisors and/or VDOT, as the case may be, determines that the land between the Property and the realigned back of sidewalk on Broad Street is surplusage, or vacates the land by any statutorily permissible means, the Applicant will continue to maintain the area between property line and back of sidewalk, so long as ownership is transferred to Applicant. In the event that the Surplusage Area is conveyed to Applicant, the Applicant will dedicate a public access easement over any such vacated right-of-way.

35. Via Traverso.

a. The Applicant will design and construct Via Traverso within the Property's limits as generally depicted on Sheet C-11 of the CDP. Via Traverso will be constructed in general accordance with the section depicted on Sheet C-27 as a Private Service Street/Alley and will include two ten (10) foot travel lanes, with a minimum vertical clearance of fourteen (14) feet.

b. The alignment of the intersection of West Street and Via Traverso will be phased as outlined in Proffer 33. One of the Potential Interim West Street Pedestrian Safety Enhancements shown on Sheet S-04 will be installed before the Via Traverso is open to traffic.

c. The final design and extent of the construction of Via Traverso as generally described above will be determined in conjunction with the submission of all FDPs and site plans for those portions of the Property along Via Traverso. Construction will be in accordance with the Phasing Exhibits which show Via Traverso with the construction of Building A and Building B and as further detailed at the time of FDP and site plan approval. The entirety of the interim section of Via Traverso from Spring Hill Road to West Street will be constructed prior to issuance of the first RUP or Non-Rup for Building A or Building B, whichever occurs first.

36. Additional Transportation Improvements. The Applicant will commit to the following safety improvements as may be necessary, as more fully described below:

a. Intersection Improvements.

i. Traffic Signal Optimization. If not already completed by others, the Applicant will coordinate with VDOT to analyze the signal operations of the Route 7/Spring Hill Road intersection and provide recommendations or optimizing signal timing to VDOT. If acceptable to VDOT, the Applicant will implement the optimization. If required by VDOT, such analyses will be provided prior to site plan approval for Building C.

37. Intersection Signalization.

a. Signal Justification Reports. If not already constructed by others, the Applicant will submit to VDOT a signal justification reports ("SJR") for the Spring Hill Road/Broad Street intersection twelve (12) months after the issuance of the first RUP or Non-RUP for Building A.

b. Signal Warranted. If VDOT approves installation of a signal at the above-referenced intersection, then such traffic signal, including pedestrian enhancements as may be required by VDOT, and any signal preemption devices as may be required by Fire and Rescue, will be designed, equipped and installed by the Applicant no later than twelve (12) months after approval of the SJR, unless delayed by others, utilizing any contributions for the signal(s) received by the County and any future escrowed contributions received by the County.

c. VDOT Review and Approval. For any signal approved by VDOT, the Applicant will provide VDOT with the requisite traffic signal plans for review and approval. All right- of-way associated with signal equipment (poles, equipment boxes, etc.) on the Property not already dedicated will be reserved for dedication in fee simple to the Board of Supervisors or put into an easement, as appropriate.

d. Zoning Administrator. If the County, upon request of the Applicant or on its own initiative, determines that such signal installation as proffered will be detrimental to traffic operations, the Zoning Administrator may: (1) agree to a later date for completion of the traffic signal installation(s); or (2) release the Applicant from further obligations related to the signal installations.

e. Pro Rata Share. If a signal at the identified intersection is not warranted within twelve (12) months after issuance of the initial RUP or Non-RUP for the last new Building to be constructed on the applicable portions of the Property, or if such signal has been installed by others, then the Applicant's obligation to design and construct such signal is deemed null and void and the Applicant will instead contribute funds to the County towards the cost of future signalization of any applicable intersection by others on a pro-rata basis.

f. Additional Intersections. Prior to build-out of the Property, the Applicant may, on its own initiative, identify intersections beyond those listed in Paragraph a where signalization may be necessary, either to address completion of grid links beyond those identified in these Proffers and/or facilitate pedestrian movements. Such signalization as may be proposed by the Applicant and coordinated with FCDOT will be subject to VDOT SJR review and, if approved for installation by VDOT, will be subject to VDOT design approval as outlined in Paragraph c. The Applicant may then install such traffic signals without the need for a PCA.

g. Acquisition of Off-Site Right-of-Way. If off-site right-of-way or easements associated with signal equipment (poles, equipment boxes, etc.) is required for the installation of warranted signals, the Applicant will seek such off-site right-of-way or easements through a cooperative agreement with the respective owners. In the event the Applicant is unable to acquire the right-of-way and/or easements necessary to install the signal through a cooperative agreement with the owner(s), then the Applicant will contribute to Fairfax County the Applicant's applicable pro rata share towards the future installation of said signal by others. In such event, the Applicant's obligation to construct or further pay for such signal will be deemed null and void; the proffered commitment with regard to said signal will be of no further effect.

38. Joint Maintenance and Reciprocal Easement Agreements. Prior to, or concurrent with, the establishment of the UOA, the Applicant will prepare and record reciprocal easements, joint maintenance agreements, or other covenants to provide for the ongoing maintenance of the private portions of the internal grid of streets.

39. Tysons Grid of Streets Transportation Fund. The Applicant will make a contribution to the County's Tysons Grid of Streets Transportation Fund for each market-rate residential unit, and each square foot of new non-residential space constructed on the Property, excluding public facilities, in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons Grid of Streets Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Grid Guidelines"). The Applicant may receive and deduct credits against the contributions as approved by the County in conformance with the Grid Guidelines. This contribution is not subject to further adjustment outlined in Proffer 64 and will not apply to the public facility described in Proffer 57. The contribution will be paid on or before the issuance of the first RUP or Non-RUP for each Building based on the actual GFA of non-residential space and/or the actual number of market-rate residential units in the respective Building.

40. Tysons-wide Transportation Contributions . The Applicant will make a contribution to the County's Tysons-wide Transportation Fund for each market-rate residential unit, and each square foot of new non-residential space constructed on the Property, excluding public facilities, in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons-wide Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Tysons-wide Guidelines"). The Applicant may receive and deduct credits against the contributions as approved by the County in conformance with the Tysons-wide Guidelines. This contribution is not subject to further adjustment outlined in Proffer 64 and will not apply to the public facility described in Proffer 57. The contribution will be paid on or before the issuance of the first RUP or Non-RUP for each Building based on the actual GFA of non-residential space and/or the actual number of market-rate residential units in the respective Building.

41. Leesburg Pike (Route 7) Improvement. The Applicant will provide a contribution toward the construction of access improvements to Leesburg Pike, equal to $0.12 for each square foot of building constructed on the Property, excluding public facilities. Said contribution to Fairfax County will be made prior to the issuance of the first RUP or Non-RUP for each new Building to be constructed on the Property and will be based on the site plan-approved GFA for each Building.

42. Construction Management Plans. The Applicant will prepare and implement a construction management plan during construction of each phase, as appropriate, through its development/construction manager, so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property (each a "Construction Management Plan").

    Each Construction Management Plan will:

    a. Specify how pedestrian and vehicular access will be provided throughout the Property and, specifically, to the Spring Hill Metro pavilion and the Spring Hill Metro Kiss and Ride, both existing and permanent, during each phase of development;

b. Identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities to minimize disturbance on the surrounding road network;

c. Address the potential for construction activities to impact Fairfax County wastewater infrastructure abutting the site. This must be completed as follows:

i. Prior to construction, the Applicant must coordinate with Fairfax County staff regarding selection of monitoring methodology to be implemented; and,

ii. The Applicant must, thereafter, design, submit for LDS approval, and implement an infrastructure monitoring program to ensure construction loads on Fairfax County structures remain within design limits.

d. Require the Applicant to coordinate its construction activities throughout construction with (as applicable) VDOT, FCDOT and WMATA; and

e. Be prepared by a qualified professional and submitted for review and comment to FCDOT and LDS upon submission of the initial site plan for each phase. In addition, the Transportation Coordinator will coordinate any adjustments to the TDM Implementation Plan (as defined in Proffer 50) as necessary to address each Construction Management Plan.

PEDESTRIAN AND BICYCLE IMPROVEMENTS

43. Bicycle Storage Facilities and Bikeshare.

a. The Applicant will provide and maintain bicycle racks, bicycle lockers, and bicycle storage areas in the general locations shown on the CDP. Locations will be finalized at time of site plan, in consultation with the FCDOT Bicycle Coordinator. The total number of storage spaces provided will be consistent with the Fairfax County Guidelines for Bicycle Parking, as amended.

b. The Applicant will construct a pad in the area depicted as "Potential Capitol Bikeshare Station Location (6'x36')" on Sheet L-07 of the CDP, for the provision of a Capital Bikeshare station (the "Bikeshare Pad"). The location of the Bikeshare Pad will be finalized at time of site plan, in consultation with the FCDOT Bicycle Coordinator. Upon completion of the Bikeshare Pad, the Applicant must grant the necessary easements for the operation and maintenance of the Bikeshare Pad in coordination with FCDOT. Upon conveyance of the easement contemplated in this Proffer 43 to Fairfax County, the Applicant will provide a monetary contribution of $60,000 for the provision of the Capital Bikeshare station.

44. Marked Crosswalks. The Applicant will install marked pedestrian crosswalks at signalized intersections adjoining the Property and at other select locations shown on the CDP or on an approved site plan, subject to VDOT approval.

PARKING

45. Parking. Parking on the Property will be provided in accordance with the parking requirements for the PTC District set forth in Section 2105.6 and Section 6100.5.E of the Zoning Ordinance. The Applicant reserves the right to pursue a parking reduction for the proposed development, as may be permitted by Section 6100.6 of the Zoning Ordinance. The exact number and location of spaces provided in each phase will be refined with the approval of each future FDP or FDPA and will be determined at the time of site plan approval based on the specific uses in each phase. If changes in the bedroom mix result in parking greater than that anticipated on the CDP, the additional parking spaces will be accommodated within the proposed below-grade parking structures, without increasing the height or mass of the parking structures above-grade.

46. Phasing of Parking. Parking will be provided in phases concurrent with the development of the Property, as shown on the CDP. Parking spaces in excess of the maximum parking rates set forth in the Zoning Ordinance may be provided in the early phases of the development of the Property, provided that at the build-out of the Property the maximum parking rates are not exceeded, as shown on the FDP or FDPA. A parking tabulation for the entire Property will be provided with each future FDP and site plan for the Property. Required off-street parking spaces and loading spaces for an individual building need not be provided on the parcel on which the building is located, but will be provided within the Property.

47. Below-Grade Parking. The below-grade parking garage will be developed concurrent with the building served by the parking, as depicted on the CDP. At full build-out, the entire below-grade parking garage will serve the Proposed Development. No portion of the below-grade parking will be located under a public street.

48. Parking Stipulations.

    a. Parking Controls. The Applicant will be permitted to install and maintain parking controls and/or fencing on its existing surface parking lots, without the requirement for a FDP, in order to control Metro-related parking by the general public. Pedestrian and vehicular traffic circulation on the Property will not be unduly impeded by such fencing.

    b. Unbundled Leasing. The lease rates of parking spaces will be "unbundled" from the lease rate of the individual rental dwelling units. In other words, a unit's lease rate will be exclusive of parking costs.

49. Future Parking Revisions.

a. Ordinance Revisions. The Applicant reserves the right to provide parking at the revised rates as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised rates may not require a CDPA or PCA, provided there is no increase in the size or height of above-grade parking structures.

b. Increases. The Applicant reserves the right to seek a special exception for an increase in parking for the Property; such special exception application may not require a CDPA or PCA, provided there is no increase in the size or height of above-grade parking structures.

TRANSPORTATION DEMAND MANAGEMENT

50. Transportation Demand Management. The Applicant will fund, implement and administer a transportation demand management program for the Property as described in this Proffer (the "TDM Program"). It is intended that the first new office or residential building to be constructed on the Property will initiate implementation of what will become a Property-wide TDM program that later Buildings to be constructed on the Property will join.

a. Implementation Plan. The proffered elements of the TDM Program as set forth below are more fully described in the TDM Plan as may be amended. It is the intent of this Proffer that the TDM Plan 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 herein. Accordingly, modifications, revisions, and supplements to the TDM Plan as may be approved by the 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.

b. Responsible Party. The Applicant, or any successor other than the UOA or its equivalent, will remain obligated under this Proffer until such time as three consecutive post Stabilization, as defined below, trip counts reveal that the applicable vehicle trip reduction goals are being met (the "Applicant Control Period"). At the end of the Applicant Control Period, the UOA or equivalent will become obligated under this Proffer and Applicant, or any successor other than the UOA or equivalent, will have no further obligation with respect to this Proffer.

c. Definitions. For purposes of this Proffer, "Stabilization" will be deemed to occur one- year following issuance of the last initial RUP or Non-RUP for the final new residential or office building to be constructed on the Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

d. Trip Reduction Objective. The objective of this TDM Program will be to reduce the vehicle trips generated by new residents and new office tenants of the Property, during weekday peak hours, by meeting the percentage vehicle trip reductions set forth below. These trip reduction percentages will be multiplied by the total number of vehicle trips that would be expected to be generated by the uses developed on the Property as determined by the application of the Institute of Traffic Engineers,

10th Edition, *Trip Generation Manual* rates and/or equations (the "ITE Trip Generation"), and the number of trips determined by the product of such equation subtracted from the total trips will be referred to herein as the "Maximum Trips After Reduction". For purposes of this calculation, the maximum number of dwelling units or gross floor area proposed to be constructed in each new residential or new office building on the Property as determined at the time of FDP approval for each building will be applied to the calculation described in the preceding sentence. The target reductions will be as follows:

Target Reduction	
Tysons-wide development level	Proposed Development (buildings within ¼ mile of station)
Up to 65 million SF of GFA	35%
65 million SF of GFA	40%
84 million SF of GFA	45%
90 million SF of GFA	48%
96 million SF of GFA	50%
105 million SF of GFA	53%
113 million SF of GFA	55%

The trip reduction goals outlined above are predicated on the achievement of specific development levels within the Tysons Urban Center as anticipated in the Comprehensive Plan. Prior to undertaking trip measurements, the TDM Program Manager ("TPM"), as defined below, will, in consultation with the County, provide a summary of the then existing development levels in Tysons (based on RUPs and Non-RUPs issued) in order to determine the appropriate vehicle trip reduction goal.

If through an amendment to the Comprehensive Plan, the Board should subsequently adopt a goal for trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer will be adjusted accordingly without requiring a PCA.

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 or UOA will appoint and continuously employ, or cause to be employed, a TPM for the Property. The TPM will be appointed by the Applicant 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 Applicant will notify FCDOT and the District Supervisor in writing within ten (10) days of the initial appointment of the TPM. Thereafter the Applicant or UOA will do the

same within ten (10) days of any change in such appointment. Following the termination of the Applicant Control Period, the UOA will be responsible for the employment of the TPM.

ii. Annual Report and Budget. The TPM will prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") and Budget no later than 180 days after issuance of the first building permit for the first new residential or office building on the Property. Every calendar year thereafter, but no later than February 1st, the TPM will submit an annual report and budget in order to incorporate any new construction on the Property, modify or enhance program elements and establish a budget to cover the costs of implementation of the program for such year ("the Annual Report"). The Annual Report will include, at a minimum:

(1) Details as to the components of the TDM program that will be put into action that year;

(2) Any revisions to the budget needed to implement the program for the coming calendar year;

(3) A summary of existing development levels in the Tysons Urban Center, as well as those specific to Property;

(4) A determination of the applicable Maximum Trips After Reduction for the Property;

(5) Provision of the specific details associated with the monitoring and reporting requirements of the TDM program in accordance with the TDM plan; and

(6) Submission of the results of any Person Surveys and Vehicular Traffic Counts conducted on the Property in conjunction with each year's Annual Report.

The Annual Report will be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report, 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 TDM Budget. The expected annual amounts of the TDM Budget are further described in the TDM Plan.

f. TDM Account. The Applicant, through the TPM, will establish an 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 initial TDMWP 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. The TDM Account will be funded by the Applicant through the TPM. The documents that establish the UOA will provide that the TDM Account will not be eliminated as a line item in the governing budget and that funds in the TDM Account will not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account will be in accordance with the budget for the TDM program elements to be implemented in the following year. In no event will the TDM Budget for the Property exceed a baseline of $125,000 (with adjustments in accordance with Proffer 64). The TPM will provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account will be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account will be managed by the TPM.

g. TDM Remedy Fund. At the same time the TPM creates and the Applicant funds the TDM Account, the TPM will establish a separate interest-bearing account (referred to as the "TDM Remedy Fund) with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund will be made one-time on a building by building basis at the rate of $0.40 per gross square foot of new office uses and $0.30 per gross square foot of new residential uses on the Property. Funding will be provided by the building owners prior to the issuance of the first RUP or Non-RUP for each applicable new building. This amount will be adjusted in accordance with Proffer 64. Funds from the TDM Remedy Fund will be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.

h. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within the Property. In addition, to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property. Such contributions will be made one time on a building by building basis at the rate of $0.02 per gross square foot of new office or residential uses to be constructed on the Property and provided prior to the issuance of the first RUP or Non-RUP for each individual building.

i. TDM Penalty Payments. Penalty payments as may be required pursuant to this Proffer for non-attainment of trip reduction goals will be secured with a letter of credit or a cash escrow. Prior to the issuance of the first RUP or Non-RUP for each new building on the Property, the TPM will deliver to the County a clean, irrevocable letter of credit issued by a banking institution approved by the County or escrow cash in an interest- bearing account with an escrow agent acceptable to LDS to secure the building owner's possible penalty obligations (the "Letter(s) of Credit or Cash Escrow(s)"). The Letter(s) of Credit or Cash Escrow(s) will be

issued in an amount equal to $0.10 for each square foot of new office GFA or $0.05 for each square foot of new residential GFA shown on the approved site plan for each new building on the Property. Until the Letter(s) of Credit or Cash Escrow(s) has been posted, the figures in the preceding sentence will be adjusted in accordance with Proffer 64. Once the Letter(s) of Credit or Cash Escrow(s) has been posted, there will be no further adjustments or increases in the amount thereof. The Letter(s) of Credit or Cash Escrow(s) will name the County as the beneficiary and will permit partial draws or a full draw. The foregoing stated amount of the Letter(s) of Credit or Cash Escrow(s) will be reduced by the sum of any and all previous draws under the Letter(s) of Credit or Cash Escrow(s) and payments by the Applicant (or TPM) into the TDM Penalty Fund.

j. 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 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 Report. 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 thereafter 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. At such time and notwithstanding the provisions 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 or Person Surveys if conditions warrant.

k. Remedies and Penalties.

i. Pre-Stabilization. If the Maximum Trips After Reduction for the Property is exceeded 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 Report.

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%	1% of Remedy fund
3.1% to 6%	2% of Remedy Fund

6.1% to 10%	4% of Remedy Fund
Over 10%	8% of Remedy Fund

(1) If the results of the Vehicular Traffic Counts conducted during Pre-Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table below, then a portion of the Remedy Fund as outlined in the same table will be released back to the building owner(s) through the TPM. The amount released will be relative to the amount contributed by those buildings constructed and occupied at the time Vehicular Traffic Counts are conducted. Any funds remaining in the Remedy Fund after such release will be carried over to the next consecutive three (3) year period.

Up to 65,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0% - 4.9%	30%
5% - 10%	50%
10.1% - 15%	65%
15.1% - 18%	80%
18.1 - 20%	90%
>20%	100%

65-84,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	50%
5% - 10%	65%
10.1% - 13%	80%
13.1% - 15%	90%
>15%	100%

84-90,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	65%
5% - 8%	80%
8.1% - 10%	90%
>10%	100%

90-96,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	80%
5% - 8%	90%
>8%	100%

96-113,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	90%
5%	100%

113,000,000+ Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
> 0.0%	100%

(2) There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund will be released to the TPM for final distribution to the owners once three consecutive annual Vehicular Traffic Counts conducted after Stabilization show that the trip reduction goals have been met.

Stabilization. If the TDM Program monitoring, as evidenced by the Vehicular Traffic Counts outlined above, reveals that the Maximum Trips After Reduction for the Property is exceeded, 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 Report and funded by the Remedy Fund (if available) as may be necessary, commensurate with the extent of deviation from the Maximum Trips After Reduction goal as set forth in accordance with the expenditure schedule outlined above.

(3) If the results of the traffic counts conducted upon and subsequent to Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table above, then any remaining Remedy Funds will be released back to the building owner(s) through the TPM.

(4) If despite the implementation of remedial efforts, the applicable Maximum Trips After Reduction (based on the existing development levels in the Tysons Corner Urban Center) are still exceeded after three (3) consecutive years, then, in addition to addressing further remedial measures as set forth in this Proffer, the TPM will be assessed a penalty according to the following:

Exceeded Trip Goals	**Penalty**
Less than 1%	No Penalty Due
3.1% to 6%	10% of Penalty Fund
6.1% to 10%	15% of Penalty Fund
Over 10%	20% of Penalty Fund

(5) The County will be authorized to withdraw the penalty amount directly from the Letter(s) of Credit or Cash Escrow(s) and use such penalty amounts for the implementation of additional TDM Program elements/incentives and/or congestion management associated with the Property, or for other TDM-related improvements or programs within Tysons.

(6) The maximum amount of penalties associated with the Property, and the maximum amount the building owners will ever be required to pay pursuant to the penalty provisions of this Proffer, including prior to and after Stabilization, will not in the aggregate exceed the amount of the Letter(s) of Credit or Cash Escrow(s) determined and computed pursuant to the provisions of this Proffer. There is no requirement to replenish the Letter(s) of Credit and/or Cash Escrow(s). Any remaining amounts in the Letter(s) of Credit and/or Cash Escrow(s) will be released to the applicable building owners once three (3) consecutive counts conducted upon Stabilization show that the Maximum Trips After Reduction have not been exceeded.

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.

ii. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined above, the TPM 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, the Maximum Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

l. Continuing Implementation. The UOA through the TPM will bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer in accordance with the timeline established in this Proffer. The UOA through the TPM will continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.

m. 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.

n. 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 or UOA, as applicable will be assessed a penalty of $100.00 per day not to exceed $36,500.00 for any one incident. Such penalty will be payable to Fairfax County to be used for multimodal, transit, transportation, or congestion management improvements within the vicinity of the Property, or in consultation with the TPM, for other TDM-related improvements or programs within Tysons.

51. Transportation Demand Management for Retail/Hotel Uses. Certain components of the TDM Plan described in these Proffers are applicable to, and will benefit, the proposed retail and hotel uses on the Property. Therefore, the Applicant will provide an additional TDM program that is tailored to specifically serve the retail and hotel uses (the "Retail/Hotel TDM Program"). In no event will monitoring or penalties be assessed against the retail or hotel uses, which may be established on the Property.

a. Goals of the Retail/Hotel TDM Program. Because tenants of the retail stores and hotels and their employees work hours that are atypical of the standard work day, these tenants and their employees do not necessarily travel to and from the Property during Peak Hours. Given this, the Retail/Hotel TDM Program will encourage retail tenants, hotel guests and the retail/hotel employees to utilize transit, carpools, walking, biking and other non-Single Occupancy Vehicle ("non-SOV") modes of transportation to travel to and from the Subject Property rather than focusing on the specific trip reductions during the weekday AM or PM Peak Hours.

b. Components of the Retail/Hotel TDM Program. The Retail/Hotel TDM Program will include, at a minimum, the components applicable to the Property that are described in this Proffer and the additional components provided below. These additional components may be subsequently amended by mutual agreement between the Applicant and FCDOT. All amendments to the components of the Retail/Hotel TDM Program contained in this Proffer will be approved by FCDOT and will not require a PCA. The Retail/Hotel TDM Program components are further described in the TDM Plan.

c. Employee/Tenant Meetings. The TPM will hold, at a minimum, an annual TDM meeting with the retail store tenants and hotel managers, and their respective employees, to review the available transit options, changes in transit service and other relevant transit-related topics. Based on these meetings, the TPM will work with Fairfax County to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to the Subject Property tenants and their employees.

d. Regional TDM Programs. The TPM will make information available to retail store tenants, hotel guests and the retail/hotel employees about regional TDM programs that promote alternative commuting options. This will include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.

e. Retail/Hotel TDM Program Participation Outreach. The TPM will endeavor in good faith to encourage participation by retail store tenants and hotel management in the Retail/Hotel TDM Program, including the encouragement of a financial participation by such tenants through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the TPM and Property management in furtherance of this objective may include dissemination of information to, and solicitation of participation from, the tenant's in-store management and executives or officers at their headquarters offices, at appropriate intervals. The TPM will include a report to the County with respect to the activities described in the TDM Proffer as part of the Annual Report to be filed with the County. This report will include detailed accounts of the outreach efforts and the feedback and response from the tenants.

PUBLIC TRANSPORTATION

52. Bus Shelters. Bus shelter locations will be evaluated for feasibility and shown at the time of future FDP and site plan approval in consultation with FCDOT and VDOT. The Applicant will provide bus shelters in FCDOT and VDOT approved locations. Identified bus shelter locations will be within the landscape amenity panel of the streetscape along Leesburg Pike (Route 7) to the extent feasible and will not impede convenient access to building entries. Bus shelter locations may necessitate adjustments to street tree locations and other street furnishings from that shown on the CDP which may be accommodated without the requirement for a CDPA or FDPA upon review by UCS and FCDOT.

PARKS AND RECREATIONAL FACILITIES

53. Publicly Accessible Parks and Recreational Facilities. The Applicant will provide park spaces and recreational facilities throughout the Property that will be open and accessible to the public as depicted on the CDP and described in the following, subject to review and approval by FCPA for substantial conformance to the CDP at the time of site plan review for each building:

a. Public Access and Use. The Applicant will retain in fee simple and perpetually and privately maintain any areas that are designated for public park purposes on the CDP, and will record public access easement(s) over them so as to permit public use and access during periods of time consistent with urban parks, subject to usual and customary rules and regulations for Fairfax County public parks as provided by FCPA. The Applicant reserves the right to reasonably restrict access for limited times and special events, repairs, or safety purposes, as agreed upon with FCPA pursuant to Proffer 53(b).

b. Agreement with FCPA. The Applicant will also enter into an agreement with FCPA, prior to site plan approval for each portion of the Property that includes publicly- accessible parks, including the interim parks detailed on Sheets L-26 through L-29, and contains details on the processes for planning and coordinating activities and special events within the publicly-accessible park areas.

c. Parks Wayfinding and Signage. Wayfinding and signage will be developed in coordination with FCPA at the time of site plan approval or CSP approval and will be installed by the Applicant as part of an approved CSP to ensure the public can easily identify and access all publicly-accessible parks. Temporary or interim signage will be provided prior to CSP approval, as necessary, and as permitted by Article 12 of the Zoning Ordinance, in consultation with FCPA.

d. Parks and Facilities.

i. Piazza Centrale (Civic Plaza). The Piazza Centrale is approximately 21,405 square feet in size and is in the general location shown on Sheets L-08, L-09 and L-09A of the CDP. This hardscaped civic plaza provides a classical heart of the Piazza and will include such features as a central focal feature,

programmable gathering space and enhanced paving. The Piazza Centrale will be phased with Buildings A and B. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. Prior to the issuance of the first RUP or Non-RUP for Building A, the Piazza Centrale will be constructed in its interim condition as shown on Sheet L-26 of the CDP as further refined in the FDP for Building A. The Piazza Centrale will be constructed to its final design shown on Sheet L-29 prior to the issuance of the first RUP or Non-RUP for second building of Buildings A and B.

ii. Grand Allee (Civic Plaza). The Grand Allee is approximately 16,660 square feet in size and is in the general location shown on Sheet L-10 of the CDP. This grand sweeping double row of trees forms the axis of the entire Piazza experience and will include the following features: decorative ribbon paving element, decorative planters, raised/mounded planters, sculptural trees and a water feature. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. Prior to the issuance of the first RUP or Non-RUP for Building A, the Grand Allee will be constructed in its interim condition as shown on Sheet L-26 of the CDP as further refined in the FDP for Building A. The Grand Allee will be further constructed to the condition shown on Sheet L-29 prior to the issuance of the first RUP or Non-RUP for second building of Buildings A and B. The Grand Allee will be constructed to its final condition prior to the issuance of the first RUP or Non-RUP for third building of Buildings A, B and C.

iii. Piazza Northside (Civic Plaza). The Piazza Northside is 5,900 square feet in size and is in the general location shown on Sheet L-10A of the CDP. This neighborhood "hang-out" space and garden room directly relates to the Piazza Grand Allee, but is also its own distinct destination providing an organic area for neighbors of the broader community to converge, talk and play. Situated adjacent to the Broad Street sidewalk and the Grand Allee, Piazza Northside is defined by its outdoor lounge-style seating and outdoor games. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. Piazza Northside will be built to its final condition subsequent to the Broad Street Realignment and dedication of the outlots shown on Sheet C-05, as described in Proffer 34(b). Any off-site park elements in the public right-of-way will be subject to VDOT approval.

iv. Piazza Southside (Civic Plaza). The Piazza Southside is approximately 4,632 square feet in size and is in the general location shown on Sheet L-10B of the CDP. This arts-oriented front yard of the Piazza Centrale on Leesburg Pike will include the following features: a linear art walk; decorative wayfinding pavement element, ornamental trees in raised pots; and flexible outdoor seating. The final park area and specific facilities will

be determined at the time of FDP for all portions of this park area included in that FDP. Prior to the issuance of the first RUP or Non-RUP for Building B, the Piazza Southside will be constructed in its interim condition as shown on Sheet L-27 of the CDP as further refined in the FDP for Building B. The Piazza Southside will be constructed to its final condition prior to the issuance of the first RUP or Non-RUP for second building of Buildings B and C.

v. Piazza Lawn (Civic Plaza). The Piazza Lawn is approximately 16,530 square feet in size and is in the general location shown on Sheet L-11 of the CDP. This broad sweep of green lawn directly relates to the Piazza Centrale, but is also its own distinct destination providing a place for picnics or evening movies on the law. The Piazza Lawn connects the Cube (Building D) to the Piazza Centrale. The Piazza lawn is defined by the following features: large planters with flowering trees and integrated lighting, central lawn area, and a flexible outdoor seating area with contrasting ground plan and movable furniture. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. At the time of the FDP that includes the Cube, performance measures will be provided to ensure any back of house/service area access for the Cube will not adversely impact the public realm. Signage on the Cube (Building D) will be the subject of a future CSP. Prior to the issuance of the first RUP or Non-RUP for Building A, the Piazza Lawn will be constructed in its interim condition as shown on Sheet L-26 of the CDP as further refined in the FDP for Building A. The Piazza Lawn will be further constructed to the condition shown on Sheet L-29 prior to the issuance of the first RUP or Non-RUP for second building of Buildings A and B. The Piazza Lawn will be constructed to its final condition prior to the issuance of the first RUP or Non-RUP for third building of Buildings A, B and C.

vi. Piazza Play Park (Civic Plaza). The Piazza Play Park is approximately 6,562 square feet in size and is in the general location shown on Sheets L-12 and L-12A of the CDP. The Piazza Play Park is split into two areas: (i) active elements (identified on Sheet L-12); and (ii) interactive elements (identified on Sheet L-12A). The Piazza Play Park offers a combination of active and experimental artistic moments designed to inspire creativity. The active elements area will include a children's play area with synthetic turf (or approved equal determined at time of FDP approval) with multiple play elements. The interactive area will include the following features terraced seating, public art including potential wall murals or ground plane art. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. Prior to the issuance of the first RUP or Non-RUP for Building A, the Piazza Play Park active elements will be constructed in its interim condition as shown on Sheet L-12 of the CDP as further refined in the FDP for Building A. The Piazza Play

Park interactive elements will be constructed as shown on Sheet L-12A, as further refined in the FDP for ultimate West Street, prior to final bond release for the realignment of interim West Street per Proffer 33.

vii. Piazza Lounge (Civic Plaza). The Piazza Lounge is approximately 6,536 square feet in size and is in the general location shown on Sheet L-14 of the CDP. This distinct garden room connects to the Central Allee and provides a luxurious lounge experience. The Piazza Lounge will be constructed as generally shown on Sheet L-14 of the CDP and include the following features: a hardscaped boardwalk, water feature, open lawn area, vegetated green walls and a flexible outdoor seating area such as cabanas, winter igloos, or fire pit seating areas. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. The Piazza Lawn will be constructed prior to the issuance of the first RUP or Non-RUP for second building of Buildings A and B.

viii. Piazza Outdoor Living Room (Civic Plaza).The Outdoor Living Room is approximately 4,000 square feet in size and is in the general location shown on Sheet L-13 of the CDP. The Piazza Outdoor Living Room is a garden room that will allow for employees, residents and the neighborhood to congregate. The Piazza Outdoor Living Room will be constructed as generally shown on Sheet L-13 of the CDP and include the following features: architectural ribbon allowing for seating and table space, movable seating, and decorative flooring. The Piazza Outdoor Living Room will be constructed to its final condition prior to the issuance of the first RUP or Non-RUP for the third building of Buildings A, B and C.

ix. Roof Level Outdoor Living Room (Civic Plaza). The Roof Level Outdoor Living Room is approximately 5,651 square feet in size and is in the general location shown on Sheet L-13A of the CDP. The Roof Level Outdoor Living Room provides great views of the Piazza Centrale and an opportunity to relax in a connected, but distinct, space. The Roof Level Outdoor Living Room will be constructed as generally shown on Sheet L-13A of the CDP and include the following features: movable seating, recreation games like ping pong, and trees in planters. The Roof Level Outdoor Living Room will be constructed to its final condition prior to the issuance of the first RUP or Non-RUP for the third building of Buildings A, B and C.

x. Ribbon Plaza (Civic Plaza). The Ribbon Plaza is approximately 4,930 square feet in size and is in the general location shown on Sheet L-15 of the CDP. The Ribbon Plaza provides a grand gesture and announcement that welcomes the community to the Piazza. The Ribbon Plaza will be constructed as generally shown on Sheet L-15 of the CDP and include the

following features: a signature interactive sculptural ribbon, sculpture/water feature, landscaped mounds, decorative paving and seating elements. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. The Ribbon Plaza will be constructed prior to the issuance of the first Non-RUP for Building C.

xi. Urban Tea Garden (Pocket Park). The Urban Tea Garden is approximately 9,081 square feet in size and is in the general location shown on Sheet L-16 of the CDP. The Urban Tea Garden provides a deliberate, mid-block pause along the Spring Hill Road Streetscape. The Urban Tea Garden will be constructed as generally shown on Sheet L-16 of the CDP and include the following features: decorative paving, landscaped mounds, interactive zen gravel feature, and sculptural elements. The final park area and specific facilities will be determined at the time of FDP for all portions of this park area included in that FDP. The portions of the Urban Tea Garden located to the north of Via Traverso will be constructed prior to the first RUP or Non-RUP for Building A. The portions of the Urban Tea Garden located to the south of Via Traverso will be constructed prior to the first Non-RUP for Building C

e. Sports Courts/Active Recreation. The Applicant or UOA will provide seasonal active recreation including, but not limited to, three (3) pickleball courts, and public playground area adjacent to Building A, as depicted on the CDP (the "Active Recreation"). The Active Recreation will be provided prior to the first RUP or Non-RUP for Building A, or Building B, whichever occurs later. The Applicant or UOA will provide equipment and outdoor storage, if required, while the Active Recreation is in operation.

f. Interim Parks.

i. Building A. If Building A is constructed first, an interim park will be constructed in the area labeled "Interim Pop-Up Park Area" as generally shown on sheet L-26. The final interim park area and specific facilities will be determined at the time of FDP for Building A. The interim park area may be processed as its own FDP or as an offsite condition to the FDP to Building A.

ii. Building B. If Building B is constructed first, an interim park will be constructed in the area labeled "Interim Pop-Up Park Area" as generally shown on sheet L-27. The final interim park area and specific facilities will be determined at the time of FDP for Building B. The interim park area may be processed as its own FDP or as an offsite condition to the FDP to Building B.

iii. To the extent that any interim sports courts are provided with interim parks as described in Proffer 53(f)(i) or Proffer 53(f)(ii) above, any

accompanying containment structures will comply with the standards of Section 4102.5.S(13) of the Zoning Ordinance, as demonstrated at FDP, and will not exceed thirty (30) feet in height.

g. Dog Waste Stations. The Applicant will provide at least four (4) dog waste stations throughout the Property, in the general locations shown on the CDP (one near the corner of Spring Hill Road and Leesburg Pike, one near the corner of Spring Hill Road and Broad Street, one near Spring Hill Road on the vehicular access level, and one near West Street near the playground). The Applicant reserves the right to adjust the location of the dog waste stations, both before and after the stations are installed, so long as the stations are distributed around the Property with similar spacing and visibility.

54. Private Amenities and Recreational Facilities for Residential Uses. The Applicant will provide on-site recreational facilities for the future residents of the Property. Pursuant to Section 2105.6.B(3)(b) of the Zoning Ordinance, the Applicant will expend a minimum of $2,150 per market-rate unit, and WDU (as defined in Proffer 61 herein) on such recreational facilities. Prior to final bond release for the final phase of the Proposed Development, the balance of any funds not expended on-site, as determined by LDS, will be contributed to the FCPA for the provision of recreational facilities serving Tysons.

Amenities to be provided may include, but will not be limited to:

a. Private exterior recreational areas or courtyards on the top of parking podiums with seating areas, specialty landscaping, lawn and/or shaded areas and hardscape areas, bocce courts, boules courts, board table games, or similar recreational facilities as may be approved with each FDP;

b. Private exterior recreational areas on the roof or podium level with a swimming pool, lounge deck, and shade structure;

c. Interior fitness center furnished with exercise equipment such as stationary bicycles, treadmills, weight machines, free weights, and other equipment, but not necessarily staffed; and/or

d. A club room and/or entertainment room for resident gatherings.

55. Tree Preservation and Planting Fund Contribution. To promote enhancement of the Fairfax County Tree Canopy through growth of trees on private and public land, the Applicant will contribute at the time of the first site plan approval $0.002 (two tenths of a cent) per square foot of the maximum proposed GFA for the Proposed Development, excluding public facilities, to the Fairfax County Tree Preservation and Planting Fund ("TPPF"). This donation to the TPPF will supply tree saplings, volunteer support, and information to landowners with which they can enhance tree canopy on their property. Additionally, this donation will enable educational activities in Fairfax County Public Schools, should they choose to participate.

56. Athletic Field. The Applicant must contribute $2.66 per square foot of new GFA for each new building constructed to the Fairfax County Park Authority for active recreation use in use in Tysons or nearby site(s) serving Tysons. The contribution will be based on the approved site plan GFA for each building and will be paid prior to the issuance of the first RUP or Non-RUP for each building. In the event that the Fairfax County Park Authority Board endorses new standard per square foot Athletic Field Fund guidance for Tysons on, or before, January 1, 2027, the Applicant will contribute the new standard or the $2.66 per square foot rate, whichever is greater.

PUBLIC FACILITIES

57. Public Facilities Contribution. To address the Comprehensive Plan's recommendations for the provision of public facilities in Tysons, the Applicant will perform either option (a), or (b) set out in this Proffer 57:

a. Public Facility Option. The CDP includes an option (Option 2) for Fairfax County to lease a 4,500 square foot public facility in Building A ("Building A Public Facility") with such facility to be used for public uses related to arts or cultural uses, or other such uses as the Applicant and the County may mutually agree upon during the "Discussion Period" hereafter defined, that directly engage the public daily.

i. Public Facility Election. At least ninety (90) days prior to any submission of an FDP for Building A, the Applicant must notify the Director of the Fairfax County Facilities Management Division (the "FMD"), and the Office of the Providence District Supervisor, of its intent to make such a submission. The Applicant must, at that time, provide FMD with general information relating to pricing and provision of amenities for the potential Building A Public Facility, to include vehicular parking. Upon such notification, a ninety (90) day discussion period (the "Discussion Period") must commence, during which the Applicant and FMD will discuss County needs, particular proposed uses, and particular potential lease terms, to facilitate a decision by FMD, acting on behalf of the Fairfax County Board of Supervisors (the "County Public Facility Election"), as to whether it desires to agree, in principle, to exercise this proffered option to lease the Building A Public Facility for the aforementioned purposes. During the Discussion Period, representatives of the Applicant will meet on a regular basis with FMD. Neither the failure, nor the inability, of FMD and its representatives to meet must be deemed a failure on the part of the Applicant to the Applicant's commitments under these Proffers. If, at the conclusion of the Discussion Period, the Applicant and FMD have both signed a letter of intent with respect to a lease of the Building A Public Facility, then the County Public Facility Election must be deemed to have been decided in the affirmative. If, at the end of the Discussion Period, the Applicant and FMD have not both signed a letter of intent with respect to a lease of the Building A Public Facility, the County Public Facility Election will be deemed to have been decided in the negative. The Discussion Period of ninety (90) days may be extended, at the option of either party, by an

additional period of up to thirty (30) days. The Discussion Period may be thereafter extended again, by a period of up to thirty (30) days, with the consent of both parties. At any point during the Discussion Period, FMD may, by written notice, inform the Applicant of its determination not to lease the space, at which point the County Public Facility Election will be deemed to have been decided in the negative. If the County Public Facility Election is decided in the negative, the Applicant will seek FDP approval of Building A Option 1 as described in CDP Development Tabulations.

If FMD, acting on behalf of the Fairfax County Board of Supervisors, makes a timely, affirmative decision with respect to the Public Facility, the Applicant will seek FDP approval of Building A Option 2 as described in CDP Development Tabulations and as set forth in Proffer 57(b)(i) through (iv). If, after the County Public Facility Election has been decided in the affirmative, and a letter of intent has been signed, and the FDP has been approved, the Fairfax County Board of Supervisors fails to sign a lease which is consonant with the letter of intent with the Applicant prior to the approval of final site plan for Building A, Fairfax County must be deemed to have performed a "Delayed Declination" to the County Public Facility Election, and the County Public Facility Election must be deemed to have been decided in the negative.

i. Delivery of the Building A Public Facility. If the Public Facility Election is decided in the affirmative and no Delayed Declination occurs, the Applicant will construct the Building A Public Facility as a warm lit shell with provisions for connections to major utilities (electric, gas, water, and sewer). The Applicant will design the Building A Public Facility to accommodate emergency exits and other infrastructure consistent with Fire Marshal, Virginia Building Code, and ADA requirements. For the purposes of these Proffers, the Building A Public Facility will not be counted as new GFA. In the event that the cost to complete the Building A Public Facility is less than the amount that would have been contributed under Proffer 57(b), the Applicant will expend funds equivalent to the difference for interior buildout of the Building A Public Facility, or that difference will be credited toward market rent payments (to be spread out pro rata over the initial lease term), at the option of the County.

ii. Lease. If the Public Facility Election is decided in the affirmative and no Delayed Declination occurs, then, before issuance of the first Non-RUP for Building A, the Applicant will enter into a lease with the Fairfax County Board of Supervisors on such terms as described herein, and subject to such terms as are agreed by the parties at that time (the "Lease"). The Lease will commence for a full term of 35 years (consisting of an initial 25 years followed by two automatic five-year renewals). The Lease may be revised without the need for a CDPA, FDPA, or PCA, so long as the Zoning Administrator determines that any lease revisions are in substantial

conformance with the spirit and intent of this Proffer. However, any lease revisions may not: (i) materially reduce the initial lease term; (ii) add any additional costs to be paid by the County; or (iii) eliminate the County's right to make the Building A Public Facility available to other area arts and/or culture groups. The Applicant and the Fairfax County Board of Supervisors may execute the Lease at any time prior to the issuance of the first Non-RUP for Building A, and may delay commencement of the lease term until a mutually agreed upon time (agreed upon in writing) consistent with the terms of this Proffer. The Applicant acknowledges that the Fairfax County Board of Supervisors may terminate the Lease if necessary funding is not appropriated for the next fiscal year, in which case all the Applicant's obligations under this Proffer 57 must be deemed to have been fulfilled.

v. Lease Conditions. Unless hereafter modified in the context of lease negotiations by mutual consent of FMD and the Applicant, the Lease must include, but not be limited to , the following conditions:

(a) The County must be required to properly maintain the interior of the Building A Public Facility in a state of cleanliness and good repair, but shall not be required to maintain any building-wide systems;

(b) The Applicant will not be responsible for utilities in the Building A Public Facility, other than providing utility connections;

(c) The County must have the right to terminate the Lease at any time during the term, in its sole discretion, with nine (9) months' written notice to the Applicant, in which event the Applicant's obligations under this Proffer 57 must be deemed to have been fulfilled;

(d) The Applicant must provide the County with access to on-site vehicular and bicycle parking on terms no less advantageous than those offered to similarly-situated tenants on the Property; and,

(e) The County must establish its uses in the Building A Public Facility and open to the public within two (2) years of the Applicant's delivery of the space to the County.

b. Cash Contribution Option. In the event that the Public Facility Election is decided in the negative, whether by Delayed Declination or not, the Applicant will:

i. Deposit $1.85 into Fairfax County fund #300-C30010 (Public Facilities in Tysons) for each new square foot already constructed for each new building on the Property at the time the Public

Facility Election has been decided in the negative. For the purposes of this Proffer, 'constructed' shall mean that a RUP or Non-RUP for the building has been issued, and such new square footage shall be determined by the site plan-approved GFA for each building in question.

ii. Deposit $1.85 into Fairfax County fund #300-C30010 (Public Facilities in Tysons) for each new square foot for any building thereafter constructed on the Property, including Building A. The contribution will be deposited for each building prior to the issuance of the first RUP or Non-RUP for that new building, and will be based on the site plan-approved GFA for each new building.

PUBLIC SCHOOLS CONTRIBUTIONS

58. Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, as revised, the Applicant will contribute $14,956 per expected student (based on a ratio of 0.108 students per residential unit) to the Fairfax County School Board to be utilized for capital improvements that serve the Tysons area. The contributions will be made on or before the issuance of building permit for each residential building on the Property, and will be based on the actual number of residential units in each Building. If, prior to the issuance of building permit for a respective residential building, Fairfax County should modify, on a County-wide basis, the expected ratio of students per subject multi-family unit or the amount of the contribution per student, the amount of the contribution will be modified for that Building to reflect the then-current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the amount of the contribution will be decreased to reflect the current ratio and/or contribution.

59. Notification of Construction. At the time of site plan submission for each residential Building or Buildings, the Applicant will notify the Fairfax County Public Schools ("FCPS") Office of Facilities Planning Services of the approximate timing for construction of the residential units and the number of residential units anticipated in each building.

AFFORDABLE AND WORKFORCE DWELLING UNITS

60. Affordable Dwelling Units. If required by the provisions of Section 5101 of the Zoning Ordinance, Affordable Dwelling Units ("ADUs") will be provided pursuant to said regulations, unless modified by the ADU Advisory Board.

61. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant will also provide for-sale and/or rental housing units in accordance with the Board of Supervisors' Tysons Corner Urban Center Workforce Dwelling Unit Administrative Policy Guidelines dated June 22, 2010 as updated by the Board of Supervisors on February 23, 2021 (the "WDU Policy Guidelines") and the guidance

provided in the Tysons Urban Center Comprehensive Plan with regard to Workforce Dwelling Units ("WDUs"), as may be amended, including the specific provisions related to high-rise condominiums. WDUs will be provided such that the total number of ADUs, if any, plus the total number of WDUs results in no less than ten percent (10%) of the total residential rental units, and no less than fourteen percent (14%) of the total for-sale residential units, constructed as part of the Proposed Development. WDU Specifications. The WDUs generated by each residential Building will be provided within such Building. The Applicant reserves the right to consolidate the WDUs into one or more Buildings with the buildout of the Property and thereby increase the number of WDU rental units in one or more Buildings beyond ten percent (10%), or beyond fourteen percent (14%) in the case of for-sale units, with a decrease in the number of WDU units in the other buildings. The WDUs will have a bedroom mix similar to that provided in the market rate units. Additionally, in the event that parking spaces are assigned to individual market rate dwelling units, at least one parking space will be designated for use by each ADU and/or WDU in the development.

a. Future Agreements. Notwithstanding the foregoing, should the Board's policies related to WDUs in Tysons be amended, the Applicant reserves the right to opt in to the new policies, in whole, without the need for a PCA. Furthermore, 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 WDUs following approval of this Application. Neither the Board nor any other County agency 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 an agreement and the provisions of this Proffer as it applies to WDUs will become null and void.

62. Non-residential Affordable Housing Contribution. The Applicant will contribute $3.00 for each square foot of non-residential space (excluding ground floor retail/service and public facility uses) built on the Property to the Fairfax County Board of Supervisors for the provision of affordable and/or workforce housing to serve Tysons. Such contribution will be made prior to the issuance of the first Non-RUP for each non-residential Building, and will be based on the actual GFA of non- residential space constructed in each Building.

MISCELLANEOUS

63. Advance Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Section 5100.2.E(5)(c) of the Zoning Ordinance for all eligible dedications described herein.

64. Escalation. All monetary contributions, except as may be further specified in these Proffers, will escalate on an annual basis from the base month of January 2025 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all Urban Consumers [1982-84=100] (not seasonally adjusted) ("CPI-U"), both as permitted by Va. Code Ann. Section 15.2-2303.3.

65. Severability. Any of the phases and/or Buildings may be the subject of a PCA, Special Exception, Special Permit, CDP, CDPA, FDP or FDPA without joinder and/or consent of the owners of the other phases or buildings, provided that such application complies with Section 8100.2.D(2) of the Zoning Ordinance. Previously approved zoning applications applicable to a particular land bay that is not the subject of such a PCA, Special Exception, Special Permit, CDP, CDPA, FDP or FDPA will otherwise remain in full force and effect.

66. 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.

67. 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 instrument.

68. Fairfax County Board of Supervisors Responsibility. The Applicant expressly acknowledges that the Board has executed these Proffers solely because, and to the extent to which, certain areas of public right-of-way are, or may be, part of the Property at the time of rezoning approval, pending the requested and anticipated vacation and abandonment of said right-of-way. The Board shall have no responsibility for implementing or fulfilling the proffered commitments made by the Applicant herein. The Applicant, as evidenced by its signature on these Proffers, hereby indemnifies and holds harmless the Board, its agents, officials and employees, against any and all third-party claims arising from the Board's signature hereto, and based on an asserted failure of the Board to implement or fulfill the proffered commitments set out herein. The indemnity and hold harmless provision of this Proffer 68 shall expire upon the recordation of the vacation and abandonment of said right-of-way, whether such recordation occurs before or after the date of the Board's signature on these Proffers.

69. 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 transportation, publicly-accessible park areas, or other proffered improvements 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, necessary easements, WMATA approval(s), site plan approval, etc.) beyond the time frames specified, the Zoning Administrator may agree to a later date for completion of these improvement(s) or Proffer(s).

[SIGNATURES BEGIN ON NEXT PAGE]

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Tysons MK, LLC

By:_____

Its:_____

[SIGNATURES CONTINUE ON NEXT PAGE]

Tysons MK II, LLC

By:_____

Its:_____

[END OF SIGNATURES]

SPECIAL EXCEPTION CONDITIONS

October 8, 2025

SE-2019-PR-008

If it is the intent of the Board of Supervisors to approve Special Exception, SE-2019-PR-008, to permit an increase Floor Area Ratio (FAR) pursuant to subsection 2105.6.B(2)(a)3 of the Zoning Ordinance, on property located on Tax Map 29-3 ((1)) 50 and 51A, staff recommends that the Board condition the approval by requiring conformance with the following development conditions.

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferrable to other land.

2. Maximum Office Use: This Special Exception is granted exclusively to permit up to 786,800 gross square feet of office use within Building C, as shown on the Conceptual Development Plan accompanying RZ-2019-PR-004, concurrent with this application. The office square footage cannot be transferred to other buildings in the development.

3. Timing: This Special Exception will automatically expire, without notice, ten (10) years after the date of approval unless, at a minimum, the core and shell final inspection(s) for the building(s) containing in the special exception floor area have been approved. The Board of Supervisors may grant additional time subject to the conditions contained in subsection 2105.6.B(2)(a)3.i. of the Zoning Ordinance.

The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by the Board of Supervisors.

This approval, contingent on the above noted conditions, will not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant is responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception will not be valid until this has been accomplished.