County of Fairfax, Virginia
Planning Commission Meeting
December 10, 2025
Planning Commission Action

RZ/FDP 2024-DR-00019 CONCURRENT WITH PCA 79-C-037-010 (RZPA 2024-DR-00047) – MCP DULLES TECH CENTER LLC
(Dranesville District)

PLANNING COMMISSION RECOMMENDATIONS:
On December 10, 2025, the Planning Commission voted 11-0 (Commissioner Thomas was absent from the meeting) to recommend to the Board of Supervisors approval of the following actions:

- RZ 2024-DR-00019 and its associated CDP, subject to the execution of proffers consistent with those dated December 10, 2025;
- PCA 79-C-037-010;
- Waiver of the 200-square foot privacy yard requirement for the single-family attached dwelling units in lieu of the community open space; and
- Waiver of the private street length limitation of 600 feet.

In a related action, the Planning Commission voted 11-0 (Commissioner Thomas was absent from the meeting) to approve FDP 2024-DR-00019, subject to the Board of Supervisors' approval of the concurrent rezoning application.

ATTACHED DOCUMENTS:
Proffers dated December 10, 2025

CD

VALLEY DRIVE VILLAGE
PROFFER STATEMENT
RZ-2024-DR-00019

December 10, 2025

Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) and Sect. 8100.2 of the Zoning Ordinance of Fairfax County (May 10, 2023, as amended) (the "Zoning Ordinance"), the property owner and applicant, for itself and its successors and assigns (the "Applicant"), in this rezoning application from the I-4 to PRM District proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Map as parcel 16-3 ((1)) 31 (the "Property") will be in accordance with the following conditions ("Proffers") if, and only if, RZ 2024-DR-00019 (the "Application") is granted. In the event that this Application is denied, these Proffers will be immediately null and void and of no further force or effect. Upon approval, these Proffers supersede any and all previously approved proffers and development conditions associated with RZ-79-C-037, and any subsequent amendments, as they apply to the Property.

GENERAL

1. Conceptual Development Plan/Final Development Plan. The Property will be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP") dated December 3, 2024, and revised through November 7, 2025, prepared by Bowman Consulting Group LTD, and consisting of 47 sheets, as further described below.

2. CDP Elements. Notwithstanding that the Conceptual Development Plan and the Final Development Plan are presented on the same sheets and defined as the CDP/FDP in Proffer 1, it will be understood that the CDP consists of; (i) the maximum square footage of development permitted on the Property as shown on the CDP/FDP and as described under Proffer 5 below, (ii) the minimum proposed open space; (ii) the general location and arrangement, minimum setbacks, and maximum building height of the buildings on the Property as shown on the CDP/FDP; (iii) the points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property as shown on the CDP/FDP; and (iv) the general quality and character of the streetscape as shown on the CDP/FDP (collectively, the "CDP Elements"). The Applicant reserves the right to request approval from the Planning Commission of a Final Development Plan Amendment ("FDPA") pursuant to Section 8100.2.E(2) of the Zoning Ordinance for elements other than the CDP Elements for all or a portion of the Property and the CDP/FDP, provided such FDPA is in substantial conformance with these Proffers.

3. Minor Modifications and Minor Variations. Minor modifications to the CDP/FDP and/or Proffers may be permitted by the Zoning Administrator pursuant to Section 8100.5.A(1) of the Zoning Ordinance. Minor variations to the CDP/FDP and/or Proffers may be permitted by approval of the Board of Supervisors with public notice, but without the need for a public hearing or a Conceptual Development Plan Amendment ("CDPA"),

FDPA, or Proffered Condition Amendment ("PCA"), pursuant to Section 8100.5.A(2) of the Zoning Ordinance.

4. Future Applications. Any portion of the Property may be the subject of a CDPA, FDPA, PCA, Rezoning ("RZ"), Special Exception ("SE"), Special Permit ("SP"), 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 of the Zoning Ordinance and Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application will remain in full force and effect.

PROPOSED DEVELOPMENT

5. Proposed Development. The development proposed with this Application includes a maximum of 200 single-family attached dwelling units and 244 multi-family dwelling units (the "Proposed Development") as shown on the CDP/FDP.

6. Architecture. The quality and character of the architectural design and building materials for the Proposed Development will be in general conformance with the architectural elevations shown on Sheets 27, A8, and A9 of the CDP/FDP. Exterior building materials for the Proposed Development may include, but will not be limited to brick, masonry/stone, aluminum, steel, glass, cementitious paneling and siding, stucco, metal panels, composite insulated panels, and aluminum/vinyl windows, provided that final architectural details, roofs, and accents may include other materials. Bay windows, balconies, awnings, and other architectural features may be provided along the façade of any building and may extend beyond the building footprints shown on the CDP/FDP as permitted under Section 5100.2.D(5) of the Zoning Ordinance. The Applicant reserves the right to adjust or modify the architectural design, including, but not limited to, the building materials, articulation, balconies, and fenestration, as part of final architectural design and engineering without requiring approval of a CDPA, FDPA, or PCA, provided the quality and character of the architectural design and building materials remain in general conformance with that shown on the CDP/FDP, as determined by the Zoning Administrator.

7. Building Height. Building heights for the Proposed Development will not exceed the maximum building heights shown on Sheet 2 of the CDP/FDP. Building heights will be measured in accordance with the provisions of the Zoning Ordinance and will be exclusive of those structures that are excluded from the maximum building height regulations as set forth in Section 5100.2.C of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing will preclude the Applicant from constructing the Proposed Development to lesser building heights than those which are represented on the CDP/FDP, provided the configuration of the building footprints and the quality and character of the architectural design and building materials referenced in Proffer 6 remain in substantial conformance with those shown on the CDP/FDP.

8. Declarations and Owners' Associations. Prior to the issuance of the first Residential Use Permit ("RUP") for the Proposed Development, the Applicant may cause the recordation of one or more declarations creating any necessary Property Owners Association ("POA"), Homeowners Association ("HOA"), or Condominium Owners Association ("COA") for the Property as follows:

A. Property Owners' Association. At any time, the Applicant may record a declaration and/or establish POA to govern the Property in accordance with Virginia law. The declaration establishing the POA will include any covenants, easements, restrictions, and agreements necessary to establish the governance of the Property and address the obligations under these Proffers for the maintenance and operation of the common facilities and amenities within the Property, including, without limitation, the private roadways, sidewalks, trails, stormwater management facilities, open space/landscaping, streetscape trees, and the amenity areas. The initial POA documents will include a ten-year budget, and the budget will include a line item for contributions for future maintenance of such common facilities and amenities. Concurrent with the recordation of the POA declaration, the Applicant will make a contribution of $20,000.00 to an account held by the POA for the purpose of providing initial working capital to fund the POA's maintenance and operation of the common facilities and amenities within the Property.

B. Homeowner and Condominium Owners' Association. In the event any of the residential dwelling units are held for sale, the Applicant may cause an HOA/COA to be formed for any applicable for-sale multi-family dwelling units and/or for-sale single-family attached dwelling units. If a declaration is recorded and/or a POA is established for the Property, the HOA/COA will be a member of the declaration and/or POA.

C. Disclosures. The declaration establishing any HOA/COA on the Property (including budgets provided in any offering or sale materials) will specify the proffer and maintenance conditions and obligations set forth in these Proffers. Purchasers will be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.

D. Additional Associations. In addition to the POA/HOA/COAs described above, the Applicant may join any existing associations, record any additional declarations, and/or establish any additional associations as may be deemed necessary by the Applicant.

PARKING

9. Zoning Ordinance Parking Requirements. Parking will be provided in accordance with the parking requirements of Section 6100 of the Fairfax County Zoning Ordinance, as determined by the Department of Land Development Services ("LDS"), for the uses within the Proposed Development or in accordance with a parking reduction as may be approved by the Director of LDS under Section 6100.6(B) and (C) of the Zoning

Ordinance or approved by the Board of Supervisors under Section 6100.6 of the Zoning Ordinance. In the event that a parking reduction is not approved or is approved and not implemented by the Applicant: (a) the number of parking spaces serving the Proposed Development may be less than shown on the CDP/FDP provided the number of parking spaces comply with the minimum requirements of Section 6100 of the Zoning Ordinance in effect as of the date of these Proffers or as such parking requirements under Article 6 of the Zoning Ordinance may be reduced by the Board of Supervisors in the future or in accordance with a future or amended parking reduction as may be approved by the Director of LDS or the Board of Supervisors, and (b) the Applicant will have the right to provide additional parking beyond the minimum number of parking spaces required under Article 6 of the Zoning Ordinance, provided there is no net loss of useable open space and required landscaping. In the event the Fairfax County Board of Supervisors modifies the provisions of Article 6 to reduce the parking requirements for the uses within the Proposed Development, the Applicant may elect to implement the lesser of the two parking requirements, and any such election will be deemed in substantial conformance with these Proffers and the CDP/FDP.

10. On-Street Parking Spaces. On-street parking may be provided on the private streets as shown on the CDP/FDP and as may be adjusted at the time of site plan approval. On-street parking spaces along any private streets that otherwise are not required to satisfy the parking requirements may be used as temporary or short-term parking, car-sharing parking, valet parking, and/or similar uses.

11. Electric Vehicle Charging Facilities. For purposes of this Proffer 11, "electric vehicle-ready" or "EV-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of electric vehicle charging stations in the future, space for potential future installation of increased transformer capacity, and space within the electrical room to accommodate future electric capacity, and does not include the installation of transformers, switches, wiring or charging.

A. Townhouse Units.

i. Electric Vehicle Charging. The Applicant will install the required electrical panels for Level 2 electric vehicle charging within the garage of each residential unit as necessary to support EV-ready charging infrastructure. Further, the Applicant will provide the initial purchaser of each residential unit an option for the installation of electric vehicle charging facilities, at the purchaser's expense.

B. Multi-Family Building.

i. Electric Vehicle Charging Stations. The Applicant will provide fully wired and functional Level 2 electric vehicle ("EV") charging stations serving a minimum of ten percent (10%) of the parking spaces within the parking structure for the multi-family building. Such EV charging stations will be

installed and available for use in the parking structure prior to the issuance of the first RUP for the multi-family building.

ii. Electric Vehicle Ready Infrastructure. The parking structure for the multi-family building will be designed to support the future installation of Level 2 electric vehicle ("EV") charging infrastructure for a minimum of twenty percent (20%) of the spaces within such structure and may provide additional infrastructure if the market supports the same. The Applicant will include within site plan and building plan submissions, as applicable, the identification of spaces within the parking structure that will be EV-ready, as well as information demonstrating the following, to the satisfaction of the Development Review Branch ("DRB") of the Department of Planning & Development ("DPD").

1) That conduits with pull strings and access points will be installed sufficient to support the future installation of an EV charging station at each of the EV-ready spaces;

2) That electric load estimates prepared for the building will account for EV-ready spaces. Estimates can calculate a cumulative load, where EV-ready load is added to building service load, or, alternately, the building permit plans can demonstrate that building service load can accommodate EV-ready loads for the EV-ready spaces identified above; and

3) That the electrical room of the building will be sized to support future electrical capacity expansions for a Level 2 EV charging station for each identified space within the parking facility, including empty panel space for EV charging that could ultimately be connected with pull string conduits to the parking.

4) In addition, unless and until all EV-ready spaces will have EV charging stations installed, the Applicant will include, within closing and leasing documents, disclosure to prospective purchasers/renters the presence of EV-ready parking spaces on the property.

12. Bicycle Parking. The applicant will provide bicycle parking to include short-term spaces near the multi-family building entrances as well as secure long-term spaces. The final location, quantity, and type of bicycle parking spaces will be determined at site plan in consultation with the FCDOT Bicycle Coordinator or their designee and in accordance with the Fairfax County Bicycle Parking Guidelines (Endorsed June 2024), as amended. The bicycle storage facilities designated on the site plan for each multi-family building will be installed prior to the issuance of the RUP for such building.

LANDSCAPE

13. Landscape Plan. The Applicant will implement the landscape design for the Proposed Development shown on Sheet A1 of the CDP/FDP (the "Landscape Plan"), which illustrate the plantings and other features to be provided with the Proposed Development, including open space, streetscapes, courtyards, plazas and parks. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality and quantity of landscape plantings and materials as that shown on the Conceptual Landscape Plan. Any elements of the Conceptual Landscape Plan that are located within Virginia Department of Transportation ("VDOT") right-of-way are subject to the approval of VDOT.

A. Native Landscaping. Landscaping must be generally consistent with the quality, quantity and the locations shown on the development plans and must be non-invasive, predominantly native species. All landscaping provided must be native to the mid-Atlantic region to the extent available and feasible and must be non-invasive (meaning the Applicant must not use any plant species identified in the 2014, or latest version, of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). The Applicant reserves the right, in consultation with and approval by the Forest Conservation Branch ("FCON") of LDS, to modify the exact species to be used, such as when plant materials are not available or have been deemed by FCON to no longer be appropriate.

B. Sustainable Landscape Techniques. The Conceptual Landscape Plan will incorporate sustainable landscape planting techniques designed to reduce maintenance requirements and contribute to a cleaner and healthier environment with improved air quality, stormwater management, and resource conservation capabilities that can be provided by trees and other desirable vegetation, which may include, among other things:

i. Reduce turf areas to a maximum of seventy-five percent (75%) of the open space area associated within the Proposed Development.

ii. Plant trees that provide additional environmental benefits per Chapter 12 of the Public Facilities Manual ("PFM").

iii. Group plantings together in contiguous mulched beds to build communities of vegetation and a layered canopy and root zone.

C. Planting Quality. Each Landscape Plan will be consistent with the quality and quantity of plantings and materials shown on the Conceptual Landscape Plan, as may be modified by the Applicant as described above and may include the use of additional shade trees and other plant materials as determined by the Applicant. As part of final engineering and site design, the Applicant may adjust the type and

location of vegetation and the design of the plantings and improvements within the open spaces, streetscapes, courtyards, plazas, and parks as approved by the Zoning Administrator and FCON, provided such adjustments otherwise are in substantial conformance with the CDP/FDP.

D. Soil Remediation. Soil in all planting areas must be tested for drainage, compaction, and nutrient levels and if found deficient must be the subject of remedial action to restore planting areas to satisfy the cultural requirements of trees, shrubs and groundcovers specified in the landscape planting plan, with attention to deep soil aeration, the addition of organic matter throughout the soil profile to at least 12 inches, and the addition of organic matter on top of the soil. The Applicant will provide notes and details specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review by FCON.

E. Landscape Pre-Installation Meeting. Prior to the installation of plants to meet the requirements of the approved Landscape Plan and these Proffers, the Applicant will coordinate a pre-installation meeting on site with the landscape contractor and a representative of FCON to review the landscape requirements of the approved Landscape Plan. Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions of species specified on the approved Landscape Plan will be reviewed at this time and must be approved by FCON prior to planting. The installation of plants not specified on the approved Landscape Plan and not previously approved by FCON may require the submission of a revision to the approved Landscape Plan or removal and replacement with the approved plants prior to bond release. The Applicant will provide notice to FCON not less than 72 hours prior to the Applicant's implementation of the tree planting.

F. Open Space Designs. As part of final engineering and design, and subject to review and approval by the Zoning Administrator, the Applicant may elect to modify the designs of the various open space areas from the designs shown on Sheets A1 and A3 through A7 of the CDP/FDP and as generally described in Proffer 26 below, provided that such modifications offer a similar quality of design and quantity of plantings, materials, and improvements as those shown on the CDP/FDP and otherwise are in accordance with Section 2105.4(B)4 of the Zoning Ordinance.

14. Streetscape. Subject to approval by FCON, FCDOT, and VDOT as applicable, the Applicant will provide streetscape plantings and improvements as conceptually illustrated on the Conceptual Landscape Plan and Sheets 6 and 6A of the CDP/FDP. Streetscape elements will include: a landscape amenity panel located immediately behind the face of curb; a pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building(s) that is designed to allow access to the building, steps, stoops, and/or additional landscaping. If requested by FCDOT and/or VDOT, the Applicant will enter into a

maintenance agreement with FCDOT and/or VDOT, as applicable, for the maintenance, by the Applicant, of any streetscape elements required under this Proffer 14 that are located within VDOT right-of-way. If determined at the time of site plan review, that street tree locations will conflict with sight distance requirements, the Applicant will make necessary adjustments to alleviate sight distance concerns. Any elements of the streetscape that are located within VDOT right-of-way are subject to the approval of VDOT. The Applicant may adjust the streetscape elements at the time of site plan as approved by the Zoning Administrator and FCON without the need for a CDPA, FDPA, or PCA, provided the quality of the streetscape and minimum sidewalks are consistent with that shown on the Landscape Plan and Sheets 6 and 6A of the CDP/FDP, and such adjustments otherwise are in substantial conformance with the CDP/FDP.

A. Street Trees. Tree planting sites are set forth on the Landscape Plan, subject to revisions as may be approved at the time of site plan review by FCON in accordance with these Proffers. The Applicant will retain the services of a certified landscape architect, certified arborist or Registered Consulting Arborist to monitor the design and inspect the planting of the street trees and will notify FCON in writing or by electronic mail no later than three business days prior to tree pit construction to allow for County inspection. In the event the Applicant needs to provide plantings within public utility easements, the Applicant will be responsible for replacement of the proposed landscaping if it is removed by the public utility company for maintenance.

B. Utility Locations. Utilities, including, but not limited to water, electric, transformer boxes, gas, cable, telephone, sanitary sewer, and storm sewer lines will, to the maximum extent feasible, be installed in the street network and/or placed in underground locations that do not conflict with above-ground elements of the open spaces, streetscapes, and/or parks shown on the CDP/FDP as determined by FCDOT and FCON. Utilities may be placed within open spaces, streetscapes, courtyards, plazas, and/or parks provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by FCON. The Applicant will be permitted to relocate, remove, or modify elements of the open spaces, streetscapes, and/or parks to avoid conflicts with utilities without the need for a CDPA, FDPA, or PCA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, the Zoning Administrator, (ii) with the intent to provide the elements of the open spaces, streetscapes, and/or parks shown on the CDP/FDP to the extent possible given the utility needs, and (iii) the overall tree canopy and the quality of the open spaces, streetscapes, and/or parks shown on the CDP/FDP is not reduced. Gas meter locations are subject to Washington Gas requirements. The locations of the gas meters will be coordinated with Washington Gas at the time of site plan.

C. Maintenance. The Applicant, or any successor associations or equivalent once established, will maintain and replace in kind all pedestrian realm elements

identified on the CDP/FDP regardless of whether such pedestrian realm elements are located within areas to be dedicated as public right-of-way or on private land with public access easements. The pedestrian realm includes all areas between the back of 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 Applicant will enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County and/or VDOT (or other public entity, as needed) to permit the Applicant to perform such maintenance within public right-of-way.

15. Fire Marshal Coordination. The Applicant will coordinate with the Fire Marshal regarding the site design and layout of the Proposed Development and the Fire Plan shown on Sheet 12 of the CDP/FDP. Notwithstanding such coordination, however, if it is determined during site plan review that elements of the open spaces, streetscapes, and/or parks conflict with subsequent comments from the Fire Marshal, the Applicant will first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements. If the Fire Marshal does not approve such adjustments, the Applicant will be permitted to relocate, remove, or modify such conflicting elements in response to the Fire Marshal's comments without the need for a CDPA, FDPA, or PCA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, the Zoning Administrator and FCON, (ii) with the intent to provide the open spaces, streetscapes, and/or parks shown on the CDP/FDP to the extent possible given the Fire Marshal's comments, and (iii) the overall tree canopy shown on the CDP/FDP is not reduced.

STORMWATER MANAGEMENT

16. Stormwater Management.

A. Stormwater Management Measures. The Applicant will provide on-site stormwater management ("SWM") measures designed to control the quality of stormwater runoff from the Property in accordance with the CDP/FDP. Best Management Practices ("BMP") facilities must be provided in an appropriate system per the requirements of the PFM and may include, but are not limited to, Low Impact Development ("LID") facilities such as bio-retention areas generally as set forth on the CDP/FDP (collectively, the "SWM Facilities"). As part of site plan approval, the Applicant must demonstrate that the Proposed Development will meet applicable PFM requirements for stormwater quality in effect at the time of site plan approval. Onsite measures will be provided to meet the PFM requirements and State detention requirements. The Applicant may utilize the existing off-site stormwater detention facility (1636DP) serving the Dulles Technology Center development to satisfy detention requirements if it can be demonstrated at the time of site plan that this existing detention facility has sufficient capacity.

B. Maintenance Responsibility. Prior to the initial site plan approval for the Proposed Development, the Applicant will execute an agreement with the

County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all SWM Facilities that are part of the Proposed Development. The SWM Agreement will require the Applicant (or its successor POA/HOA/COA) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided in the approved site plan, and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES, provided DPWES requests such a maintenance report. The SWM Agreement also will address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

C. Alternate or Additional SWM. The Applicant reserves the right to pursue alternate and/or additional stormwater management measures provided the same are in substantial conformance with the CDP/FDP as allowed by the Public Facilities Manual and Chapter 124 of the Fairfax County Code.

D. Rainwater Management Credit. In addition, the Applicant must implement measures to meet the LEED rainwater management credit of LEED-NC or LEED-CS in accordance with the provisions of the Comprehensive Plan. Documentation demonstrating compliance will be provided at the time of final site plan. The Applicant may utilize the existing off-site stormwater detention facility (1636DP) serving the Dulles Technology Center development to satisfy the LEED rainwater management credit in accordance with the provisions of the Comprehensive Plan.

E. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management regulations that affect the Proposed Development, the Applicant will have the right to accommodate necessary changes to its stormwater management designs without the need for a CDPA, FDPA, or PCA, provided such stormwater management changes do not materially affect the limits of clearing and grading, building locations, or road layouts and otherwise are in substantial conformance with the CDP/FDP. Such changes will be made only, if necessary, as a result of any new or additional regulations that affect the Proposed Development.

TRANSPORTATION IMPROVEMENTS

17. Sunrise Valley Drive Improvements.

A. Right-of-Way Dedication. As part of the first site plan approval for the Proposed Development, the Applicant will dedicate the right-of-way along the Property's Sunrise Valley Drive frontage to accommodate the Shared Use Path in accordance with VDOT's standards as generally shown as "Prop. ROW" on Sheet 8 of the CDP/FDP in fee simple to the Board of Supervisors for public street purposes.

B. Shared Use Path. Subject to the provision of all necessary approvals from VDOT and/or Fairfax County, the Applicant will install a ten (10) foot shared use path ("SUP") along the entirety of the Property's Sunrise Valley Drive frontage as shown on Sheet 8 of the CDP/FDP prior to the issuance of the first RUP for Proposed Development. The Applicant will construct the SUP in accordance with VDOT standards per the requirements of the PFM.

18. Sayward Boulevard Improvements.

A. Construction of Sayward Boulevard Phase 1 Interim Improvements. Subject to VDOT approval, the Applicant will construct the Phase 1 interim improvements to Sayward Boulevard and as shown on Sheet 8 of the CDP/FDP prior to the issuance of the first RUP for the Proposed Development. Such improvements will consist of two 11-foot travel lanes, a 7-foot landscape amenity panel, and a 6-foot sidewalk, as shown on Sheet 6A of the CDP/FDP. Sayward Boulevard will be constructed of materials and depth of pavement in accordance with VDOT standards. A public access easement and an emergency access easement in a form acceptable to Office of the County Attorney will be recorded over the interim private street and associated sidewalk at the time of site plan approval. With the construction of the Sayward Boulevard Phase 1 interim improvement, the Applicant will remove the communication structures in the triangle-shaped area along the southern property line in coordination with Verizon as shown on Sheet 8 of the CDP/FDP. In the event the structures cannot be removed or permission to remove the structures is not granted during Phase 1, the Applicant will remove the communication structures upon request by Fairfax County.

B. Sayward Boulevard Reservation for Future Dedication. Subject to VDOT approval, as part of the site plan approval for the Proposed Development, the Applicant will reserve for future dedication to the Board of Supervisors right-of-way shown as "PROP. ROW RESV. ESMT." on Sheet 8 of the CDP/FDP (the "Reservation Area"). The Applicant will dedicate such right-of-way in fee simple to the Board of Supervisors within 180 days of a request from the County. Once the right-of-way has been conveyed to the Board of Supervisors, the maintenance of the public street will no longer be the Applicant's responsibility. If it is determined prior to such dedication that stormwater management facilities, electrical vaults, dry utilities, and/or other similar facilities would prevent VDOT from accepting a portion of the Reservation Area into the State system for maintenance, then a maintenance agreement and public access easement will be provided for such area in a form acceptable to the Office of the County Attorney. In all such circumstances, a PCA, CDPA and/or FDPA will not be required.

C. Temporary Construction Easements. If necessary to facilitate the construction of the ultimate condition of Sayward Boulevard in the future by others, the Applicant will grant temporary construction easements in the locations generally shown on Sheet 8 of the CDP/FDP.

19. Dulles Technology Drive Improvements.

A. Right-of-Way Dedication. As part of the first site plan approval for the Proposed Development, the Applicant will dedicate the right-of-way along the Property's Dulles Technology Drive frontage as generally shown as "Prop. ROW Dedication" on Sheet 8 of the CDP/FDP in fee simple to the Board of Supervisors for public street purposes.

B. Crosswalks Across Dulles Technology Drive. Subject to the provision of all necessary approvals from VDOT and/or Fairfax County (which the Applicant will request as part of the site plan for the Proposed Development), the Applicant will, prior to the issuance of the first RUP for the Proposed Development, install the four marked crosswalks across Dulles Technology Drive at the intersections as shown on Sheet 8 of the CDP/FDP.

20. Private Street A Improvements. The Applicant will construct improvements to Private Street A as shown on Sheet 8 of the CDP/FDP prior to the issuance of the first RUP for the Proposed Development. Such improvements will consist of 11-foot travel lanes, 7-foot parking lanes, 7-foot landscape amenity panels, and 6-foot sidewalks, as shown on Sheet 6 of the CDP/FDP. Private Street A will be constructed of materials and depth of pavement consistent with that required by the PFM. A public access easement and an emergency access easement in a form acceptable to Office of the County Attorney will be recorded over the private street and associated sidewalk at the time of site plan approval.

21. Curb Ramps. The Applicant will install CG-12 curb ramps at the street intersections within the Property and along the Property's frontages in accordance with VDOT standards, and as generally located on Sheet 8 of the CDP/FDP. Any CG-12 curb ramps located within the right-of-way or reservation for future right-of-way dedication are subject to the approval of VDOT.

22. Private Alleys. The private alleys on the Property will be constructed of materials and depth of pavement consistent with that required by the PFM, as generally shown on the CDP/FDP.

23. Contribution Towards Innovation Center Transportation Improvements. The Applicant will contribute $1,000.00 per residential unit to Fairfax County for transportation improvements in the Innovation Center Area. The contribution will be based on the actual number of units to be constructed as shown on the site plan. The contribution for the residential units will occur on a per unit basis at the issuance of RUPs.

24. Bus Stop/Shelter. Prior to the issuance of the first RUP, the Applicant will construct an ADA-compliant bus stop/shelter, lighting, and a trash receptable at the location of the two existing bus stops along the frontage of Dulles Technology Drive in the general locations as shown on Sheet 8 of the CDP/FDP. As part of the first site plan for the

Proposed Development, the Applicant will coordinate with FCDOT (and with VDOT if the bus stop/shelter is to be located within public right-of-way) to identify the final location of the bus stop/shelter as part of the approval of the site plan. Any adjustments to the locations of the bus stop/shelter made by the Applicant in consultation with FCDOT and VDOT will not require approval of a PCA, CDPA, or FDPA. The Applicant will not be responsible for maintenance of the lighting and/or trash receptables at the bus stops. At its sole discretion, FCDOT may request that the Applicant provide a cash contribution in lieu of constructing one or both bus stop/shelter to be used for the improvement of transit facilities within the Dranesville District. The cash contribution will not exceed $32,764.00 per bus shelter or a total of $65,528.00.

TRANSPORTATION DEMAND MANAGEMENT

25. Transportation Demand Management. This proffer sets forth the programmatic elements of a transportation demand management program (the "TDM Program") that will be implemented by the Applicant, and subsequently, as appropriate, the property owner or POA/HOA/COA, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the Proposed Development constructed on the Property.

A. Definitions. For purposes of this Proffer, "Build Out" of the Proposed Development will be deemed to occur one (1) year following issuance of the last initial RUP for the multi-family building to be constructed on the Property. "Pre-Build Out" will be deemed to occur any time prior to Build Out.

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

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

(i) Baseline. The baseline number of weekday peak hour residential vehicle trips for the multi-family residential units within the Property against which the TDM Goals (as defined in subparagraph C.ii) will be measured will be derived using the number of residential units site plan approved and constructed on the Property as part of the Proposed Development at the time traffic counts are conducted as qualified below and using the trip generation rates/equations applicable to such residential units as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition. In the event at Build Out, the Applicant has constructed fewer 244 multi-family dwelling units as part of the Proposed Development, then the Baseline Trip generation numbers applicable upon Build Out will be calculated as if 244 multi-family dwelling units had actually been constructed.

(ii) TDM Goal. The TDM strategies will be utilized to reduce the peak hour vehicular trips by a minimum of thirty-five percent (35%) for the residential units.

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

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

(ii) Annual Report and Annual Budget. The Applicant will prepare and submit to FCDOT the initial TDM Work Plan and an initial TDM budget for one (1) calendar year of implementation of the TDM Work Plan (the "Annual Budget") prior to approval of the first occupancy permit for the residential units. Every calendar year after the first issuance of a RUP, and no later than May 15, the TPM will submit an annual report on the TDM Program (the "Annual Report"), based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. Any changes to the TDM Work Plan will be highlighted in this report.

(iii) Review of Annual Report and Annual Budget. The Annual Report and Annual Budget will be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the

Annual Report and Annual Budget will be deemed approved, and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Annual Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM will submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved Annual Budget.

(iv) TDM Account. The TPM will establish a separate interest-bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within thirty (30) days after approval of the TDM Plan and TDM Budget. All interest earned on the principal will remain in the TDM Account and will be used by the TPM for TDM purposes. Funding of the TDM Account will be in accordance with the budget for the TDM Program elements to be implemented in a year's TDM Work Program. In no event will the TDM Budget exceed Twenty Thousand Dollars ($20,000.00). 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.

(v) 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 of the Residential Units. Such contributions will be made one time on a building-by-building basis at the rate of $0.01 per gross square foot of new residential units to be constructed on the Property and provided prior to the issuance of the first RUP for each individual building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

(vi) TDM Remedy Fund. At the same time the TPM creates and 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 $0.05 per gross square foot of residential uses on the Property. Funding will be provided by the building owners prior to the issuance of the first initial RUP for each applicable new building. 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. The TDM Incentive Fund and TDM Remedy Fund may be combined into one single account so long as the contributions and withdrawals for each fund are tracked separately.

(vii) Monitoring. The TPM will verify that the proffered trip reduction goal for the residential units is being met through the completion of surveys of the residents of the residential units ("Person Surveys"), vehicular trip counts of the residential units ("Vehicular Traffic Counts"), 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 Reports. Person Surveys and Vehicular Traffic Counts will be conducted for residential units beginning one year following issuance of the final initial RUP for the first new building to be constructed on the Property. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected annually until the results of three consecutive annual Vehicular Traffic Counts conducted upon Build Out show that the applicable trip reduction goal for the residential units has been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Paragraph E 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 Build Out, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

E. Remedies.

a. If the Maximum Trips After Reduction for a building subject to the TDM Work Plan 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 for such building as may be identified in the TDM Work Plan.

a. Such remedial measures will be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

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

b. There is no requirement to replenish the TDM Remedy Fund at any time. Upon Build Out, the TPM will transfer any funds remaining in the Remedy Fund applicable to such building to the Applicant, the POA/HOA/COA, or other successor developer/management company for TDM purposes.

F. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goal is 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 trip reduction goal is being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goal is not being met, then the TPM will meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Work Plan to address the surplus of trips.

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

H. 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.

I. Enforcement. If the TPM fails to timely submit the Annual Report to FCDOT as required by this proffer, the County may thereafter issue the TPM a notice stating that the TPM has violated the terms of this proffer and providing the TPM sixty (60) days after receipt of said notice within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent Annual Report, then, the Applicant and/or POA/HOA/COA, as applicable, will be subject to a penalty of $75.00 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.

RECREATIONAL FACILITIES

26. Public Recreational Amenities/Facilities. The Applicant will provide public outdoor open spaces and recreational amenities/facilities within the Property as follows:

A. Park A: Expansion Park. The Applicant will install park improvements in the location identified as "Park A" and as depicted on Sheets A3 and A4 of the CDP/FDP. Park A will include features for active and passive recreation that will include, but are not limited to, benches/seating areas, a picnic area lawn, future trail extension, outdoor workout equipment, meandering paths, and amenities as conceptually shown on Sheets A3 and A4 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open

spaces, and the features/amenities comprising Park A as approved by the Zoning Administrator in consultation with FCPA, provided the general character and quality of Park A remains consistent with Sheet A4 of the CDP/FDP. The Applicant will install Park A prior to the issuance of the first RUP for the multi-family building as shown on the Phasing Exhibits on Sheets 8A and 8B.

B. Park B: Plaza and Linear Park. The Applicant will install park improvements in the locations identified as "Park B" and "Linear Park" and as depicted on Sheets A3 and A5 of the CDP/FDP. Park B and the Linear Park will include features for active and passive recreation that will include, but are not limited to, a park entry feature, an open plaza, a lawn area, tables and chairs, shade structures, a pavilion, meandering walking paths, playground, gathering space with grill, and similar features and amenities as conceptually shown on Sheets A3 and A5 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Park B and the Linear Park as approved by the Zoning Administrator in consultation with FCPA, provided the general character and quality of Park B and the Linear Park remains consistent with Sheet A5 of the CDP/FDP. The Applicant will install Park B prior to the issuance of the first RUP for the multi-family building as shown on the Phasing Exhibits on Sheets 8A and 8B. The Applicant will install the Linear Park prior to the first RUP for the multi-family building or West Side Townhomes, whichever comes first, as shown on the Phasing Exhibits on Sheets 8A and 8B.

C. Park C: Central Gathering Area. The Applicant will install park improvements in the location identified as "Park C" and as depicted on Sheets A3 and A6 of the CDP/FDP. Park C will include features for passive recreation that will include, but are not limited to, a gathering space, seating area, custom bench, and similar features and amenities as conceptually shown on Sheet A6 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Park C as approved by the Zoning Administrator in consultation with the Fairfax County Park Authority ("FCPA"), provided the general character and quality of Park C remains consistent with Sheet A6 of the CDP/FDP. The Applicant will install Park C prior to the issuance of the first RUP for the West Side Townhomes as shown on the Phasing Exhibits on Sheets 8A and 8B.

D. Park D: Family Park. The Applicant will install park improvements in the location identified as "Park D" and as depicted on Sheets A3 and A7 of the CDP/FDP. Park D will include features for active recreation that will include, but are not limited to, open park area, benches/seating areas, landscaping, and similar features and amenities as conceptually shown on Sheet A7 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Park D as approved by the Zoning Administrator in consultation with FCPA, provided the general character and quality of Park D remains consistent with Sheet A7 of the

CDP/FDP. The Applicant will install Park D prior to the issuance of the first RUP for the East Side Townhomes as shown on the Phasing Exhibits on Sheets 8A and 8B.

E. Public Access. As part of site plan approval for the Proposed Development, the Applicant will grant to the Board of Supervisors public access easements as generally shown on Sheet A1.1 of the CDP/FDP, in a form acceptable to the County Attorney, for: (i) Park A, (ii) Park B, (iii) Park C, (iv) Park D; and (v) Linear Park (collectively, the "Public Recreational Amenities") that will, at a minimum, be open to the general public from 6:00 AM to 10:00 PM, provided that the public access easements will reserve to the Applicant the right to: (i) establish reasonable rules and regulations governing the use of the Public Recreational Amenities, (ii) temporarily limit access to the Public Recreation Amenities for reasonable periods of time for purposes of construction and/or maintenance, and (iii) temporarily limit access to the Public Recreational Amenities as may be necessary to host programmed events for residents of the Proposed Development and/or the local community.

F. Wayfinding and Identification Signage. The Applicant will provide wayfinding and identification signage at a minimum rate of one sign per proffered urban park, consistent with FCPA POPs signage guidelines, subject to review and approval by FCPA at the time of site plan review.

27. Private Recreational Amenities/Facilities. Pursuant to Section 2105.2.B(4) of the Zoning Ordinance, the Applicant will provide on-site recreational facilities for the future residents of the Property and will expend a minimum of $2,150.00 per non-ADU residential unit on such recreational facilities. For such on-site recreational facilities, the Applicant will provide an executed security package with the County in accordance with Section 8100.2.E(4) of the Zoning Ordinance. For any contributions to be made in lieu of providing on-site recreational facilities, the Applicant will make such contributions to the FCPA on a per unit basis prior to the issuance the RUP for each such residential unit in accordance with Section 8100.2.E(4) of the Zoning Ordinance.

28. Park Authority Contribution. Prior to the issuance of the first RUP for the Proposed Development, the Applicant must contribute to the FCPA a sum equivalent to $893.00 per new resident generated by the number of residential units constructed as determined by FCPA in accordance with Demographic Reports prepared by Fairfax County. The contribution will be used for off-site recreational facilities at FCPA parks serving residents of the Dranesville District, as determined by FCPA.

PUBLIC SCHOOLS CONTRIBUTION

29. Fairfax County Public Schools Contribution.

A. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, the Applicant will contribute $14,956.00

per new student generated by the Proposed Development to the Fairfax County Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to Fairfax County public schools to address impacts on the school division resulting from the Proposed Development.

i. Single-Family Attached Units: Prior to site plan approval for the single-family attached dwelling units, the Applicant will contribute funds based on a student yield of .254, .072 and .141 for elementary, middle and high school, respectively. Such contributions will be based on the actual number of units to be constructed as shown on the site plan, so the total amount of the contributions may vary. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this Proffer, if Fairfax County should modify the ratio of students per single-family attached unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution.

ii. Multi-Family Units: Prior to site plan approval for the multi-family dwelling units, the Applicant will contribute funds based on a student yield of .061, .019, and .028 for elementary, middle and high school, respectively. Such contributions will be based on the actual number of units to be constructed as shown on the site plan, so the total amount of the contributions may vary. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this Proffer, if Fairfax County should modify the ratio of students per multi-family unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution.

B. In addition to the contribution in Proffer 29.A, prior to the issuance of the first RUP for each new dwelling unit, the Applicant will contribute $1,250.00 per dwelling unit to the Board of Supervisors for transfer to FCPS to be utilized for the acquisition of property and construction of new schools serving the property.

C. Prior to the commencement of construction for the Proposed Development, the Applicant will notify the Fairfax County Public Schools Office of Facilities Planning Services of the intended construction and anticipated completion date for the Proposed Development on the Property.

AFFORDABLE HOUSING

30. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 5101 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant will provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance.

31. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 30, the Applicant will provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs") in accordance with the Board of Supervisors' Workforce Dwelling Unit Policy Guidelines adopted on adopted on September 10, 2024 (the "Policy Guidelines"), as administered through the Board of Supervisor's Countywide and Tysons Urban Center Workforce Dwelling Unit Administrative Policy Guidelines adopted on February 23, 2021 (the "Administrative Guidelines"). In accordance with the Fairfax County Comprehensive Plan, Dulles Suburban Center's Land Unit Recommendations, a minimum of 12.8 percent (12.8%) of the total number of residential units constructed as part of the Proposed Development are to be sold/rented as WDUs. Such WDUs will be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of required ADUs and WDUs will not be required to exceed 12.8 percent (12.8%) of the total number of residential units constructed as part of the Proposed Development. When the required number of WDUs results in a fractional unit less than 0.5, the number will be rounded down to the next whole number. When the required number of WDUs results in a fractional unit equal to or greater than 0.5, the number will be rounded up to the next whole number. The Applicant reserves the right to enter into a separate binding written agreement with the Department of Housing and Community Development as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a PCA. Such an agreement will be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor the Applicant 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 will become null and void.

A. Income Tiers for For-Sale WDUs. To the extent the Applicant offers the residential units as for-sale dwelling units, the Applicant will provide for-sale WDUs in the Proposed Development distributed evenly among three (3) income tiers of up to seventy percent (70%) of Area Median Income ("AMI"), eighty percent (80%) of AMI, and one hundred percent (100%) of AMI.

B. Income Tiers for Rental WDUs. To the extent the Applicants offers the residential units as rental dwelling units, the Applicant will provide rental WDUs in the Proposed Development distributed among three (3) income tiers with fifty percent (50%) of the WDUs offered to households whose income is up of up to eighty percent (80%) of AMI, twenty five percent (25%) of the WDUs offered to households whose income is up of up seventy percent (70%) of AMI, and twenty five percent (25%) of the WDUs offered to households whose income is up to sixty percent (60%) of AMI.

C. Integration of WDUs. The Applicant will integrate and disperse any required WDUs throughout the development in accordance with Section 1 of the Policy

Guidelines, so as to avoid the concentration of WDUs on any one floor or in any one building or area of the Property.

GREEN BUILDING

32. Green Building for the Residential Units. In order to promote energy conservation and green building techniques for the residential units, the Applicant will select one of the following programs to be implemented for the townhomes and multi-family residential building and will inform the Environmental Branch of DPD which program the Applicant has chosen as part of the first site plan submission for the townhomes and multi-family building.

A. LEED for Homes. If the Applicant selects the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design for Homes ("LEED for Homes") rating system for any residential building, then the Applicant will pursue certification for such residential building under the most recent version of the LEED for Homes rating system, or other applicable LEED rating system as determined in consultation with the Environmental Branch of DPD, in effect at the time the Applicant registers the project with the USGBC.

i. Project Checklist. The Applicant will include, as part of the site plan submission and building permit submission, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—Homes. A LEED-accredited professional ("LEED-AP") who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building permit review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification for the Proposed Development.

ii. County Team Member. Prior to building permit approval, 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.

iii. Green Building Escrow. Prior to building permit approval, the Applicant post a "Green Building Escrow" in the form of cash or a letter of credit from a financial institute acceptable to LDS as defined in the Public Facilities Manual, in the amount of (80% of the square footage of the building multiplied by $2.00). This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building

Council, under the most current version of the U.S. Green Building Council's (USGBC) Leadership in Energy and Environmental Design for Homes (LEED® for Homes) rating system. The provision to the Environmental Branch of DPD of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification within one year of issuance of the final RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

iv. Release of Green Building Escrow. The Green Building Escrow will be released in accordance with the following:

1) If the Applicant provides to the Environmental Branch of DPD, within one year of issuance of the final RUP for the building, documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the U.S. Green Building Council to fall within three points of attainment of LEED certification, 50% of the 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.

2) If the Applicant fails to provide, within one year of issuance of the final RUP for the building, documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification or demonstrating that the building has fallen short of 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. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame will be extended until such time as evidence is obtained, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

B. National Green Building Standard ("NGBS") for Single-Family Attached Structures. If the Applicant selects NGBS for the single-family attached dwelling units, then the Applicant will provide certification in accordance with

the most current version of NGBS using the ENERGY STAR® Qualified Homes path for energy performance. Certification will be demonstrated through documentation submitted to the Environmental Branch of DPD from a home energy rater certified through Home Innovation Research Labs that demonstrates that each residential unit has attained the certification prior to the issuance of its RUP.

C. National Green Building Standard ("NGBS") for Multi-Family Structures. If the Applicant selects NGBS for the multi-family dwelling units, then the Applicant will provide certification in accordance with the most current version of National Green Building Standard (NGBS) using either the ENERGY STAR® Qualified Homes path for energy performance, or another approved energy performance path. Certification will be demonstrated through documentation submitted to the Environmental Branch of DPD from a home energy rater certified through Home Innovation Research Labs that demonstrates that the residential unit has attained the certification prior to the issuance of the RUP for each residential unit. To use an energy path other than ENERGY STAR, the residential unit must provide both the above referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the RUP for each residential unit.

D. EarthCraft. If the Applicant selects EarthCraft House or Multi-Family Program, then the Applicant will provide documentation to the Environmental Branch of DPD demonstrating certification for the applicable residential units under the EarthCraft Program prior to the issuance of the RUP for each such residential unit for which certification is sought. If certification is still in process at the time of RUP issuance, the Applicant must provide documentation from the EarthCraft project manager demonstrating that the project has been registered, completed final inspection, and has met the requirements to attain EarthCraft Certification prior to RUP issuance for each residential unit. The Applicant must provide documentation to Environmental Branch of DPD demonstrating that certification for the Proposed Development has been attained prior to final bond release.

E. The Applicant may utilize an equivalent alternative program selected in consultation with and approved by the Environmental Branch of DPD prior to the site plan approval.

NOISE ATTENUATION

33. Noise Attenuation. The Applicant completed an acoustical analysis ("Noise Study") for the Proposed Development and submitted the Noise Study to DRB for review. As part of the first submission of the site plan for the Proposed Development, the Applicant will submit to LDS for distribution to the DRB a refined acoustical analysis, to include a building shell and barrier analysis (the "Refined Noise Study") for review and approval. The Applicant will provide noise mitigation measures appropriate to reduce indoor

noise for the residential units to no more than DNL 45 dBA consistent with the sound attenuation recommendations of the Refined Noise Study. Residential units must be located outside of the DNL 75 dBA noise contour. The noise contours of DNL 65 dBA and greater affecting residential units must be shown on the site plan and will be identified on the building plans.

34. Notifications. The Applicant will notify potential tenants or purchasers of individual residential units with balconies, either in their leases or sales contracts, as applicable, if exterior noise levels may exceed DNL 65 dBA. Rooftop decks will not be constructed in areas where the noise level is projected to exceed DNL 65 dBA unless notification is provided to prospective and future residents.

MISCELLANEOUS PROFFERS

35. Route 28 Tax District Buyout. In accordance with Section 15.2-4608(C) of the Code of Virginia (set out at 2002 Va. Acts Ch. 770), the Applicant will prepay in full the taxes that would have been attributable to the Property under its current I-4 zoning classification (that is, the special improvements taxes estimated by Fairfax County to be lost as a result of the change in zoning classification requested in this Application.) Such amount will be determined in accordance with the formula and provisions adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District pursuant to Section 15.2-4608 of the Code of Virginia. The Applicant must make such payment to Fairfax County in full within sixty (60) days after the Board of Supervisors approves this Application using immediately available funds, and the effective date of the ordinance approving this Application will be deferred until such payment is made in full. The Applicant recognizes that failure to provide payment to Fairfax County in the full amount determined by the adopted formula within sixty (60) days of the Board of Supervisors approval of this Application will mean that the rezoning will not become effective and that both the ordinance rezoning the Property and the Board of Supervisors rezoning decisions will be void in accordance with Section 15.2-4608(C) of the Code of Virginia.

36. Phase II Dulles Rail Tax District Buyout. At least sixty (60) days prior to recording for-sale residential condominium documents for any portion of the Property located within the Phase II Dulles Rail Transportation Improvement District (the "Phase II District"), the Applicant will provide 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 and requesting a lump sum payment amount that represents the then-present value of the future special improvement taxes that would have been payable to the Phase II District attributable to that portion of the Property under its current I-4 zoning classification. Such an amount will be determined in accordance with a formula approved by the Board of Supervisors. The Applicant will pay Fairfax County such sum prior to recording the condominium documents for that portion of the Property. Any special improvement taxes paid in the year the Application is approved will be credited toward the on-time payment on a pro-rated basis.

37. Telecommunications Equipment and Mechanical Units. The Applicant may place telecommunications equipment, mechanical units, and appurtenant facilities on the rooftop of any buildings within the Proposed Development. 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 such that they generally are not visible when viewed from the property line at street level. Other screening measures may be used such as screening such facilities with architectural features and/or landscaping compatible with the building architecture, screening with rooftop amenities, incorporating such facilities as part of the architecture of the buildings, utilizing compatible colors, or telecommunications screening material and flush-mounted antennas. The Applicant also may integrate telecommunications equipment architecturally into building facades where necessary to ensure on-street and/or open space coverage.

38. Townhome Garage Use Restrictions. Garages will only be used for purposes that do not interfere with parking vehicles. Any conversion or use of garages that precludes the parking of vehicles and the storage of trash and recycling containers within such garages is prohibited. Owners of residential units will be required to store trash and recycling containers inside their garages, except on collection days. A covenant setting forth these restrictions will be recorded among the land records of Fairfax County in a form approved by the County Attorney, which may be part of any recorded POA/HOA declaration, prior to the sale of any dwelling units and will run to the benefit of the POA/HOA and the Board of Supervisors. These restrictions will be included in the marketing materials for the initial sales of the residential units and disclosed in the POA/HOA documents. Prospective purchasers will be advised of these restrictions, in writing, prior to entering into a contract of sale. Such disclosure also must include information regarding the exact dimensions of the garages with a graphic depicting the area available for parking. Notwithstanding the above, within the model unit for a particular phase, the Applicant will be entitled to use such garage space for a temporary sales office until such unit is sold. Prior to occupancy of such unit, the garage space must be converted to garage space and will be subject to this proffer.

39. Advance Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Section 5100.2.E of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

40. 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 Property or any portion of the Property.

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

42. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, except for Proffers 23 and 29, the contribution and/or budget amount will escalate or de-escalate, as applicable, on a yearly basis from the base year of 2025 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

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

44. Phased Occupancy. Notwithstanding the foregoing commitments in these Proffers, nothing will preclude the Applicant from obtaining a temporary certificate of occupancy and/or phased occupancy under the applicable provisions of the Virginia Construction Code, provided that such portion or portions of a building or structure may be occupied safely prior to full completion of the building or structure without endangering life or public safety and subject to the approval of the Zoning Administrator to extend or defer the timeframes for completion of any improvements and/or contributions required under these Proffers triggered by the RUP for the building or structure for which the Applicant seeks a temporary certificate of occupancy and/or phased occupancy.

45. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant will design each new multi-family building to (i) avoid use of mirrored or highly reflective glass, (ii) use fritting, frosting, or other patterns on large, uninterrupted expanses of exposed glass located above the ground floor, and (iii) use downward-directed lighting on building exteriors. Specific bird-friendly designs will be noted on building plans for each multi-family building for which such measures are proposed, as applicable. Additional bird-friendly design elements may be included such as the use of color, texture, opacity, louvers, screens, or ultraviolet materials on the exterior of windows that are visible to birds, curbing of excessive or unnecessary night-time illumination of commercial buildings, recessed balconies and roof setbacks, and breaking up of glass swaths. Upon the issuance of a building permit for each multi-family building, the provisions of this Proffer will be deemed satisfied as to such building.

46. Sanitary Sewer. The Applicant has submitted an initial sanitary sewer capacity analysis. The Applicant will submit a final, site-specific sanitary sewer analysis outlining sanitary sewer capacity with the site plan submission. Should sanitary sewer upgrades be required to serve the additional flow generated by the Proposed Development, the Applicant will complete, submit, and bond the required sanitary sewer improvements at the time of construction plan submission (which may be included on the site plan, a public improvement plan, or other applicable plan). Any required improvements must be

constructed and accepted by Fairfax County prior to the issuance of the first RUP for the Property. To the extent sanitary sewer improvements are constructed by the Applicant, the Applicant will be eligible for reimbursement in accordance with the Department of Public Works and Environmental Services "Statement of Policy Regarding Sewage Disposal," as amended.

47. Universal Design.

A. At the time of initial purchase for residential units that are for sale and construction has not yet started, the Applicant will make available upon request to each purchaser the following Universal Design options at no additional cost:

i. Blocking for reinforcement of grab bars in accordance with the Fair Housing Accessibility Guidelines.

ii. Front entrance doors that are a minimum of 36 inches wide.

iii. Light switches and thermostats that are a maximum of 48 inches high, as measured from the floor to the bottom of the fixture.

iv. Electrical outlets that are a minimum of 15 inches high, as measured from the floor to the bottom of the fixture.

B. At the time of initial purchase for residential units that are for sale and construction has not yet started, the Applicant will make available upon request to each purchaser additional Universal Design options at the purchaser's sole cost. These additional options may include, but are not limited to the following:

i. If shown on the approved site plan, step-less entry from the garage to the house to the extent permitted by the then current edition of the Virginia Statewide Building Code and to the extent lot and site grading conditions allow.

ii. A shower with a maximum curb of 2 inches high.

iii. For units that are 20 feet wide or greater, a bathroom on the entry level, which meets the accessibility specifications for a Type A bathroom under the Fair Housing Accessibility Guidelines. This will not be construed to require step-less entry from the exterior into the house.

iv. Strobe lights as smoke alarms for hearing-impaired residents.

v. Fold-away "stair master" type chairs to allow those with limited mobility access to all floors of their homes.

vi. Lever door handles and faucets instead of knobs.

vii. Clear knee space of 27 inches under the kitchen sink.

[Signature page follows]