County of Fairfax, Virginia
Planning Commission Meeting
February 25, 2026
Planning Commission Action

RZ/FDP-2025-DR-00016 – BEVERLY & ELM DEVELOPMENT, LLC
(Dranesville District)

PLANNING COMMISSION RECOMMENDATIONS:
On February 25, 2026, the Planning Commission voted 10-1 (Commissioner Hancock was absent from the meeting. Commissioner Landgraf voted in opposition.) to recommend to the Board of Supervisors approval of the following actions:

- RZ-2025-DR-00016 and the associated CDP, subject to the execution of the proffers consistent with those dated February 24, 2026; and

- Waiver of the minimum district size for the PRM District.

In a related action, the Planning Commission voted 10-1 (Commissioner Hancock was absent from the meeting. Commissioner Landgraf voted in opposition.) to approve FDP-2025-DR-00016.

ATTACHED DOCUMENTS:
Proffers dated February 24, 2026

CD

County of Fairfax, Virginia

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

MEMORANDUM

February 24, 2026

TO: Planning Commission

FROM: Sunny Yang, Staff Coordinator
Zoning Evaluation Division, DPD

SUBJECT: Changes to Proffers for RZ/FDP 2025-DR-00016 scheduled for public hearing on February 25, 2026

The applicant added a proffer (Proffer #18) for bus stop improvements. The added proffer is highlighted and the most recent proffer date is February 24, 2026.

Attachment:

1. Revised Proffers dated February 24, 2026

Department of Planning and Development
Zoning Evaluation Division
12055 Government Center Parkway, Suite 801
Fairfax, Virginia, 22035-5509
Phone: 703 324-1290 / Fax: 703 324-3924
www.fairfaxcounty.gov/planning-development/

PROFFERS
BEVERLY & ELM DEVELOPMENT LLC
RZ 2025-DR-00016

February 24, 2026

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and subsection 8100.2.D of the Zoning Ordinance of Fairfax County (2023, as amended) (the "Zoning Ordinance"), Beverly & Elm Development LLC, for and on behalf of itself, and its successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffers that the parcel under consideration and shown on the Fairfax County 2025 Tax Map as 30-2 ((1)) (6) 9 (the "Property") will be developed in accordance with the following proffered conditions (the "Proffers") if, and only if, rezoning application RZ 2025-DR-00016 (the "Application") is approved by the Board of Supervisors (the "Board"). If the Application is approved by the Board, the Proffers below supersede all previously approved proffered conditions applicable to the Property. In the event this Application is denied by the Board, these Proffers will immediately be null and void.

I. GENERAL

1. Substantial Conformance. Subject to the provisions of Section 8100.2.D of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Property will be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP"), prepared by VIKA Virginia, LLC dated June 16, 2025, revised through February 5, 2026, as further described below.

2. Proposed Development.

   A. Proposed Building. As shown on the CDP/FDP, the proposed development consists of one building on the Property (the "Building"), with a maximum height of 89 feet, comprised of up to 56 multifamily residential units together with residential amenity space, a maximum gross floor area ("GFA") of 87,116 square feet and up to 2,120 square feet of secondary uses, together with site and ground-level improvements (the "Proposed Development").

   B. Principal and Secondary Uses. The principal uses on the Property will be multifamily residential dwellings, as identified on the CDP/FDP. Spaces delineated as non-residential uses on the CDP (the "Ground Floor Non-Residential Space") may include any use referenced in Proffer 2.D below.

   C. Special Exception/Special Permit Uses. The Proposed Development will consist of a mix of uses. Uses allowed by special exception ("SE") or special permit ("SP") in the PRM zoning district may be permitted on the Property without the

need for a proffered condition amendment ("PCA") or a Final Development Plan Amendment ("FDPA") or Conceptual Development Plan Amendment ("CDPA"), provided they are authorized through a separate requisite SE or SP process and are in substantial conformance with these Proffers and the CDP.

D. Ground Floor Non-Residential Uses.

i. All ground-floor commercial uses marked on the CDP/FDP as "non-residential" ("Ground Floor Non-Residential Space") will have a minimum sixteen-foot (16') floor to floor height.

ii. The Applicant will use its "best efforts" (defined below) to locate Retail Sales, General; Restaurant; or Restaurant, Carryout tenants for the Ground Floor Non-Residential Space. In the event the Applicant, despite its best efforts, is unable to secure such tenants in some or all of the Ground Floor Non-Residential Space, then the Ground Floor Non-Residential Space (or any remaining portion thereof) may be used for other uses, including but not limited to, residential amenity space and those uses listed under Personal Service and Business Services; Community, Cultural, and Education Facilities; Office and Financial Institutions; Production of Goods ("Ground Floor Interim Uses"). All Ground Floor Interim Uses must include features or characteristics intended to animate the storefront, draw attention to the building and convey a sense of activity for pedestrians. "Best efforts", for purposes of this Proffer, will include retaining a qualified retail broker or internal leasing agent and marketing the Ground Floor Non-Residential Space for at least twenty-four (24) months following submission of a building permit application for the Building. In connection with such leasing efforts, the Applicant will also consult with the McLean Planning Committee ("MPC"), the Greater McLean Chamber of Commerce ("GMCC") and the office of the Dranesville District Supervisor, and will provide periodic written reports, at least once every six (6) months, to the MPC, GMCC, and Dranesville District Supervisor's office outlining the Applicant's leasing activities and the corresponding results.

3. Elements of the CDP. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the elements that are components of the CDP are limited to the points of perimeter access, the internal circulation, the maximum number and type of dwelling units, the maximum square footage, the maximum building heights, the minimum percentage and general location of open space,

the location of the limits of clearing and grading, the setbacks from peripheral lot lines and the general location of buildings, and only a future amendment to such elements will require a CDPA or a Proffered Condition Amendment ("PCA").

4. Future Plan Amendments. The Applicant reserves the right to request a Final Development Plan Amendment for elements other than CDP elements listed above from the Planning Commission for all or a portion of the FDP in accordance with Section 8100.2.E.2.D of the Ordinance if such amendment is in accordance with these Proffers as determined by the Fairfax County Zoning Administrator. Additionally, any portion of the Property may be the subject of a CDPA, FDPA, PCA, Rezoning, Special Exception ("SE"), Special Exception Amendment ("SEA"), Special Exception for Sign Modifications, Special Permit ("SP"), Variance or other zoning action without the joinder and/or consent of the owner(s) of the other land area(s), provided that such application complies with Section 8100.1.B.1.J 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 is not the subject of such future application will remain in full force and effect.

5. Minor Modifications. Minor modifications to the CDP/FDP will be permitted pursuant to Section 8100.5.A of the Zoning Ordinance when necessitated by sound engineering or when necessary as part of final site plan design or engineering. Minor modifications to the 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, and may not need a public hearing or a CDPA, FDPA, or PCA, pursuant to Section 8100.5.A.2 of the Zoning Ordinance.

6. Establishment of Property Owners/Condominium Association. The Applicant may cause the recordation of one or more declarations creating any necessary Umbrella Owners Association ("UOA") or Home Owners Association ("HOA") for the Property to address the general maintenance and other obligations (including stormwater management and transportation demand management) of the owner(s) (and their successors and assigns), including the fulfillment of these Proffers. If recorded or established, the declaration and/or UOA/HOA documents will separately identify those maintenance or proffer obligations that will or are expected to fall principally on owners or residents of the dwelling units, and such obligations (including budgets provided in any

offering or sale materials) will be disclosed to the owners/residents prior to entering into a contract of sale.

7. Publicly Accessible Open Space. Prior to the issuance of the first RUP, the Applicant will provide approximately 3,000 square feet of publicly accessible open space and approximately 3,920 square feet of urban park space (the "Onsite Urban Park") in the area delineated and identified as Urban Park on Sheets L-02 and L-02A of the CDP/FDP, which will be maintained by the applicable entity described in Proffer 6. The Applicant will: (a) retain the Onsite Urban Park in fee simple; (b) record public access easements in a form acceptable to the Office of the County Attorney ("OCA") prior to the issuance of the first RUP ensuring that the Onsite Urban Park is open to the public from 6 am-10 pm and subject to usual and customary rules and regulations; and (c) provide for perpetual private maintenance for the Onsite Urban Park. While public access easements to the Board will be granted for the Onsite Urban Park, the Applicant reserves the right to reasonably restrict access for limited times for security, maintenance and repairs, and/or safety purposes. The Onsite Urban Park will include planters with seat walls, lighting elements, specialty lighting, specialty hardscaping/pavers, artwork, benches, umbrellas, tables and chairs, consistent with the CDP/FDP and as may be further advanced at the time of site plan in consultation with FCPA and CRS. Wayfinding signage directing the public to the Onsite Urban Park will be provided, and such signage will state that it is open to the public and that any seating and/or tables located in the Onsite Urban Park are available for use by members of the general public during the hours the Onsite Urban Park is open to the public.

8. Architectural Design. The architectural design of the Building will be in conformance with the bulk, mass and type and quality of materials and elevations shown on the CDP/FDP. The primary building materials, exclusive of trim and windows will be brick, stone, cementitious siding, cementitious panels, stucco, metal, glass or other similar materials. The Applicant reserves the right to adjust the architectural design details of the residential building, including but not limited to, the building materials, articulation, and fenestration, as part of the final architectural design and engineering without requiring approvals of the PCA or FDPA provided (a) the maximum building height is not increased, (b) the minimum amount and character of the open space is not decreased, and (c) the quality of the architectural design and the quality of the building materials remain in general conformance with that shown on the CDP/FDP, as determined by the Zoning Administrator. Bay windows, balconies, awnings and other architectural features may be provided along any façade of the Building and may extend beyond the building footprint

shown on the CDP/FDP as permitted by the Zoning Ordinance. Final architectural design review at the building plan submission will be coordinated with Community Revitalization Section ("CRS") of the Department of Planning and Zoning ("DPD").

9. Screening of Rooftop Mechanical Equipment. The Applicant will screen and/or set back sufficiently from the perimeter of the roof any rooftop mechanical/HVAC equipment on the Building so that such equipment is generally not visible from the surrounding streets. 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 Building, or utilizing compatible colors.

10. Public Art. The Applicant will provide a minimum of one (1) piece of interactive art within the publicly accessible open space at the corner of Elm Street and Beverly Road, not to exceed an aggregate cost of $50,000.00. For purposes of this proffer, interactive art means artwork that may include, but not be necessarily limited to, art-integrated seating, sculptural elements, or other durable public art features designed to encourage public engagement. The Applicant will coordinate with the McLean Planning Committee and the McLean Project for the Arts for recommendations, suggestions, and input with respect to the selection of the public art. The public art will not be located within the right-of-way, will not block the public sidewalk, and will be maintained by the entity described in Proffer 6. The location of the public art will be determined by the Applicant in consultation with the McLean Planning Committee and the McLean Project for the Arts.

11. Construction Hours and Parking.

    A. Construction Hours. Any outdoor construction activity will comply with Chapter 4 of the Code of the County of Fairfax (the "Code"). All employees and subcontractors will be notified of the hours of operation stipulated in the Code and will ensure that the hours of operation are respected by all employees and subcontractors. The construction hours and the telephone number of the site superintendent that will be present on-site during construction will
    be posted on site in both English and Spanish.

    B. Construction Parking Plan. Prior to approval of the site plan, the Applicant will submit a Construction Parking Plan to Land Development Services for review,

the Applicant will implement the Construction Parking Plan for the time period beginning with the approval and issuance of the Land Disturbance Permit and ending with County's approval to utilize the proposed garage, or portion thereof, to meet the minimum parking requirements onsite (the "Construction Period"). The Construction Parking Plan will provide the required number of parking spaces for construction worker vehicles in a combination of on-site and/or off-site parking spaces which may include tandem and/or vehicle lift structures for the stacking and parking of vehicles as may be approved by the County. The final elements of the parking plan are subject to the County approval and may include, but will not be limited to, a combination of the following parking management strategies:

i. A parking utilization study to confirm current on-site parking needs by time of day, together with a parking study indicating all current uses on site and the corresponding parking requirements per the Zoning Ordinance. The results of the parking utilization study will be used in determining the number and location of spaces needed during construction period in addition to determining the Zoning Ordinance requirements for parking.

ii. Exhibits indicating number and location of on-site spaces which will be available for use on-site during each phase of construction.

iii. Letters of intent which indicate that the Applicant has the right to use off- site parking spaces which, in combination with the spaces maintained on- site, will be sufficient to meet the parking requirements on site.

iv. A map with radius and exact locations of off-site parking spaces with the hours of their availability which will be used to demonstrate the general walkability of certain off-site locations. Off-site parking spaces not served by parking attendants or shuttle/taxi service must generally be within a 500-foot walking path from the building entrance.

v. A program to ensure that all construction workers, tradesmen, contractors, subcontractors and any others associated with construction work on the Property do not park on the Property or on the immediately adjacent or proximate public streets but rather utilize a predetermined and approved offsite location at all times with the exception of parking on a short term basis on the street frontages directly adjacent to the Property to facilitate the construction activities such as drop off or pick

up of materials, tools, etc. If necessary, a shuttle will be provided to coordinate shift changes to and from the off-site parking area.

vi. The requirement to post signs at the site warning of the possibility of towing if construction workers, tenants or patrons park on adjacent or proximate properties.

vii. Utilization of the partial or full garage, as soon as feasible, for construction worker parking and cars parked by the valet service.

12. Pre-Construction Meeting. Prior to the commencement of construction, the Applicant will hold a meeting and will invite the abutting commercial property owners to provide information regarding planned construction activities for the Proposed Development. The Dranesville District Supervisor's Office will also be informed of the date and time of this meeting. The information will include: (a) the anticipated phasing of construction, (b) a preliminary schedule for each phase of construction, (c) a preliminary plan for the routing of construction trucks, and (d) planned measures to minimize off-site dirt and debris in accordance with applicable law. In addition, the Applicant will provide the name, email address, and telephone number of a contact person responsible for managing construction activities on the Property to the Dranesville District Supervisor prior to the commencement of construction.

13. Signage. Signage for the Property will be provided in accordance with the requirements of Article 7 of the Zoning Ordinance. The Applicant reserves the right to file a Special Exception for Sign Modifications at a later time in accordance with Section 7102 of the Zoning Ordinance.

II. TRANSPORTATION

14. VDOT Review and Approval.
Any improvements shown or proffered to be located within the Virginia Department of Transportation ("VDOT") right-of-way are conceptual in nature and subject to review and approval by VDOT. If VDOT requires modifications to the location, design, or configuration of such improvements, those modifications may be incorporated into the final engineered site plan(s) without the need for a Proffered Condition Amendment ("PCA"), Conceptual Development Plan Amendment ("CDPA"), Final Development Plan Amendment ("FDPA"), or interpretation of substantial conformance, provided such modifications are otherwise in general conformance with the CDP/FDP, as determined by the Zoning Administrator.

15. Roadway Striping. The interim roadway striping improvements (eleven (11)-foot sharrow, eleven (11)-foot turn lane, and six (6)-foot bike lane) and any markings for appropriate transitions and on-street parking shown on Sheet C-06 the CDP/FDP will be provided prior to the issuance of the first RUP.

16. Interior Bicycle Storage. The Applicant must provide and maintain a bicycle storage area as generally shown on Sheet A-10 of the CDP/FDP in accordance with the Fairfax County Bicycle Parking Guidelines. The bicycle storage area location must be finalized at the time of site plan submission and installed prior to the issuance of the first RUP.

17. Bicycle Racks. The Applicant must provide and maintain exterior bicycle racks as generally shown on the CDP/FDP in accordance with the Fairfax County Bicycle Parking Guidelines. The final location, quantity, and type of bicycle racks must be determined in consultation with the Fairfax County Bicycle Coordinator or his/her designee prior to site plan approval. Said racks to be installed prior to the issuance of the first RUP.

18. Bus Stop Improvements. Prior to the issuance of the first Residential Use Permit (RUP) for the Building, the Applicant will construct an Americans with Disabilities Act (ADA)-compliant bus pad and install a bench in the general vicinity of the existing Fairfax Connector bus stop located along the Property's frontage on Beverly Road. The final location and design of the bus stop improvements will be determined at the time of site plan approval in consultation with the Fairfax County Department of Transportation (FCDOT) and, if applicable, the Virginia Department of Transportation (VDOT). If required by FCDOT and/or VDOT, the Applicant will enter into any necessary license, permit, or maintenance agreement for improvements located within the public right-of-way.

19. Marked Crosswalks. Subject to the granting of all necessary off-site easements and right-of-way (at no cost to Applicant), prior to the first RUP or Non-RUP for the Property, the Applicant will install crosswalks and the curb extension across Elm Street and Beverly Road in the locations shown on the CDP/FDP. The crosswalks will be submitted to both VDOT and FCDOT for review and approval as part of the first site plan for the Property. If any of the crosswalks, parking nub, or associated accessibility ramps are not approved and/or subsequently permitted for construction by VDOT and/or FCDOT or require adjusted locations to secure approval, then the elimination or adjustment of said improvements from the scope of this Proffer or the adjustment of the location of said improvements will be permitted without the need for a PCA, CDPA, FDPA, and/or interpretation of

substantial conformance.

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20. Right-of-way Dedication. Right of way will be dedicated to the Board of Supervisors up to the one foot maintenance strip along Elm Street and Beverly Road as shown on Sheet C-03 of the CDP/FDP at the time of site plan approval.

21. Public Right-of-Way Improvements and Approvals.

    A. Pavement markings located within the public right-of-way, including but not limited to lane use designations, bicycle facilities (including shared lane markings), parking markings, and related striping, are conceptual in nature and may be modified at the time of future applications and/or final engineered site plan(s).

    B. The curb extension shown on Sheet C-06 of the CDP/FDP will be provided subject to VDOT review and approval. It will continue the same brick pattern except in curb ramp areas.

    C. All entrances on public streets must generally be constructed in accordance with VDOT Standard CG-11 or CG-13 unless otherwise approved by VDOT at the time of future applications and/or final engineered site plan(s).

    D. The location and design of accessible ramps and on-street accessible parking spaces shown on the CDP/FDP are preliminary and may be modified at the time of future applications and/or final engineered site plan(s).

    E. The location and design of crosswalks shown on the CDP/FDP are preliminary and may be modified at the time of future applications and/or final engineered site plan(s).

    F. Landscaping and tree root barriers must be provided for tree pits adjacent to public streets and travel ways as determined by VDOT at the time of future applications and/or final engineered site plan(s).

    G. Modifications to the improvements described in this Proffer are permitted without the need for a Proffered Condition Amendment provided such modifications are deemed to be in substantial conformance with the CDP/FDP as determined by the Zoning Administrator pursuant to Section 8100.2.E.3 of the Zoning Ordinance.

22. Vehicle Parking and Loading.

A. Parking and Future Parking Reductions. Parking for the proposed development will be provided in accordance with the parking requirements of Article 6 of the Zoning Ordinance and any approved parking reduction. Minor modifications (increases or decreases) to the number of parking spaces as shown on the CDP/FDP are permitted provided that (1) the number of parking spaces is compliant with the minimum parking requirements for the approved uses established by the Zoning Ordinance and any associated reductions approved by the Board or otherwise allowed by Ordinance; and (2) that the location and configuration of the parking remains in substantial conformance with that on the CDP/FDP. The Applicant further reserves the right to pursue future parking reductions and shared parking arrangements for the Property as may be permitted by the Fairfax County Zoning Ordinance without the need for a PCA or CDPA/FDPA. The Applicant may at its discretion opt into any Zoning Ordinance revisions to the minimum parking requirements without the need for a PCA or CDPA/FDPA.

B. Bicycle Parking. The Applicant will provide the number of bicycle spaces in conformance with Article 6 of the Zoning Ordinance.

C. Electric Vehicle Charging Facilities. The Applicant will provide universal, Level 2 electric vehicle recharging stations sufficient to accommodate at least two percent (2%) of the actual provided parking. The site plan for the Building 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 Building. In addition, subject to Dominion Energy's ability to provide the required power, electric service to facilitate the provision of additional universal, Level 2 electric vehicle recharging stations sufficient to accommodate at least an additional three percent (3%) of the actual parking will be provided.

D. Short-Term Loading. Prior to site plan approval, the Applicant will designate one short-term, standard size surface parking space for loading (defined as Universal Size Car Spaces per the PFM), delivery, and service vehicles within the first-floor parking structure. The short-term loading space must be in addition to the minimum parking requirements. The short-term loading space will be designated with signage and/or stenciling or paint on the space.

23. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management ("TDM") program that will be implemented by the Applicant to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential use constructed on the Property.

A. Definitions. For purposes of this Proffer, "Stabilization" will be deemed to occur one (1) year following issuance of the last initial RUP for the new Building to be constructed on the Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

B. Transportation Demand Management Plan. The Applicant will be responsible for submitting the Transportation Demand Management Work Plan (the "TDM Work Plan") to the Fairfax County Department of Transportation ("FCDOT") for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in this 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 Plan will be to reduce the number of weekday peak hour vehicle trips generated by the residential uses on the Property through the use of mass transit, ridesharing and other strategies including but not limited to those to be 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 proposed units within the Property against which the TDM Goals (as defined in subparagraph C.ii) will be

measured will be derived upon the number of residential units site plan approved, constructed and occupied on the Property as part of the proposed development at the time traffic counts are conducted in accordance with subparagraph D.v or as qualified below and using the trip generation rates/equations applicable to such residential uses as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code = 221. In the event at Build Out, the Applicant has constructed fewer than 56 multifamily residential units as part of the proposed development, then the Baseline Trip generation numbers applicable upon Build Out will be calculated as if 56 residential units had actually been constructed as reflected in the Traffic Impact Study submitted in connection with this rezoning application.

ii. TDM Goal. The TDM strategies will be utilized to reduce the peak hour vehicular trips by a minimum of fifteen percent (15%) for the residential use.

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 Building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The TPM will notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter, the TPM will do the same within ten (10) days of any change in such appointment.

ii. Annual Report and Budget. Every calendar year after the first issuance of a RUP, and no later than May 15, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. Any changes to the TDM Plan will be highlighted in this report. The Annual Report and Budget will be reviewed by FCDOT. If FCDOT has not responded with any

comments within sixty (60) days after submission, then the Annual Report and Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM will submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

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

iv. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees. Such contributions will be made one time at the rate of $0.01 per gross square foot of new residential uses to be constructed on the Property and provided prior to the issuance of the first RUP for the Building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

v. 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 uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Property beginning one year following issuance of the final initial RUP for the Building to be constructed on the Property. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected biennially until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goals for the Property have been met. Any time during which Person

Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time Person Surveys and Vehicular Traffic Counts will thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

E. 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.

F. 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.

G. 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.

H. 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 D.2 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 UOA, as applicable, will be subject to a penalty of $50 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.

III. ENVIRONMENTAL

24. Bird-Friendly Design. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant will design the first three (3) floors of the 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 the Building. 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 the Building, the provisions of this Proffer will be deemed satisfied.

25. Sustainable Building Design. The Applicant commits to certification of the building to one of the following programs:

A. LEED – Multi-Family.

i. The Applicant must include a LEED®-accredited professional as a member of the design team. This professional must also be a professional engineer or licensed architect. The LEED accredited professional must work with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED certification. At the time of site plan submission, the Applicant must provide documentation to the Environmental Branch of DPD and LDS demonstrating compliance with the commitment to engage such a professional.

ii. Prior to building plan 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. The Applicant must include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version of the U.S. Green Building Council's ("USGBC") LEED-Multi-family rating system that the Applicant anticipates attaining. A professional engineer or licensed architect must provide certification statements at both the time of site plan and building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project. Prior to approval of the building plan for the Building, the Applicant must post a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to LDS as defined in the PFM, in the amount of 80% of the square footage of the Building multiplied by $2.00. This escrow must be in addition to and separate from other bond requirements and must be released upon demonstration of attainment of certification, by the USGBC, under the most current and appropriate version of the USGBC LEED rating system. The provision to the Environmental Branch of DPD and LDS of documentation from the USGBC that the 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.

If the Applicant provides to the Environmental Branch of DPD and LDS, 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 USGBC to fall within three (3) points of attainment of LEED certification, 50% of the escrow must be released to the Applicant; the other 50% must 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 fails to provide, within one year of issuance of the final RUP for the Building, documentation to the Environmental Branch of DPD and LDS demonstrating attainment of LEED

certification or demonstrating that the Building has fallen short of certification by more than three points, the entirety of the escrow for the Building must be released to Fairfax County and must 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 and LDS, 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 must 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. NGBS. 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, as demonstrated through documentation submitted to the Environmental Branch of DPD and LDS from a home energy rater certified through Home Innovation Research Labs that demonstrates that the Building has attained the certification prior to the issuance of a RUP. To use an energy path other than ENERGY STAR, the Applicant must provide both the above-described certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the RUP for the Building. A green building escrow is not required if the Applicant seeks certification using the provisions of this Proffer.

C. Equivalent Program. The Applicant reserves the right to utilize an equivalent program, such as EarthCraft, in consultation with and approved by the Environmental Branch of DPD prior to site plan approval.

26. Landscaping. The Applicant will implement the landscape design for the Proposed Development as depicted on L-02 of the CDP/FDP (the "Landscape Plan"), which illustrates the plantings and other features to be provided with the Proposed Development, including streetscapes and parks. A landscape plan must be submitted with the first and all subsequent submission of the site plan for the review and approval of FCON, LDS. The Landscape Plan may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality of landscaping as that shown on the Landscape Site Plan and the CDP/FDP, as determined by FCON ("Forest Conservation") of LDS. The Applicant will work with FCON at the time of site

plan to either: (1) select tree species with columnar or upright growth habits; or (2) commit to a long-term maintenance and pruning program to ensure adequate clearance between the tree branches and building facades as the trees mature.

A. Sustainable Elements. The landscape planting plan and specifications must 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. Methods include:

   i. Reduce turf areas to minimize mowing operations and the resulting air pollution. Turf must be no more than (75) percent of the pervious area of each of lot (site). Mulched planting beds incorporating groups of trees and other vegetation must be used to provide a root zone environment favorable to trees and other vegetation;

   ii. Plant trees in areas to contribute to energy conservation for the Building, as depicted in Plate 4-12 of the Public Facilities Manual;

   iii. Provide a diverse selection of native and non-invasive plants to encourage native pollinators and reduce the need for supplemental watering, and the use of chemical fertilizers, salt, herbicides and chemical control of harmful insects and disease. Native plant species must be native to the Mid-Atlantic region to the extent possible;

   iv. Sustainable landscape planting implemented with the site plan must be made up of groups of trees including larger overstory trees (Category III and IV as listed in PFM Table 12.17) together smaller understory trees, (Category II) shrubs and groundcovers. In this application, it is acceptable for the 10-year projected canopies of overstory trees to overlap the canopies of understory trees as well as shrubs, native grasses, groundcovers, as may occur in a multi-layer, wooded environment; and

   v. Inspection of mulch beds for conformance with the approved site plan must be conducted at the time that the RUP/Non-RUP is issued for the Building. After mulch areas have been accepted, they must become the responsibility of the property owner who must not be precluded from managing or planting these areas according to their preference.

B. Non-Invasive/Native Species. The Applicant will use non-invasive species throughout the Proposed Development and will also use predominately native or adapted species.

C. Site Plan. As part of the initial site plan submission for, the Applicant will submit to Forest Conservation for review and approval a detailed landscape and tree cover plan (the "Landscape Plan"), for review and approval, which will include, among other things:

i. Irrigation information;

ii. Design details for tree wells and other similar planting areas above structures and along streets; and

iii. Composition of the planting materials and/or structural soils used for street trees or where plantings are to be located within or on top of structures and other methods to be used to ensure the viability of the proposed plantings.

D. Planting Quality. The Landscape Plan will be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP and may include the use of additional shade trees and other plant materials as determined by the Applicant. The Applicant may adjust the type and location of vegetation and the design of the public spaces, courtyard areas and streetscape improvements and plantings as approved by ZED and Forest Conservation, provided such adjustments otherwise are in substantial conformance with the CDP/FDP. Adjustments to the type and location of plantings may be permitted to avoid conflicts with utilities and other site engineering considerations.

E. Landscape Planting Pre-installation Meeting. Prior to installation of any plants to meet the requirements of the approved Landscape Plan, the contractor/developer will coordinate a preinstallation meeting on the site with the landscape contractor, Forest Conservation staff, SDID Site Inspections, and any additional appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan will be reviewed and must be approved by Forest Conservation staff prior to planting. The installation of plants not approved by Forest Conservation may require the submission of a revision to the landscape plan or removal and replacement of non-compliant trees or

shrubs with approved trees/shrubs prior to bond release.

F. Tree Planting Installation Observation. The registered landscape architect of record will be on-site during all critical phases of landscape work, including soil preparation, remediation, structural cell installation, bioretention plantings, plant delivery, temporary storage, preparation (removing wires, tags, wrappings, and girdling roots), planting (ensuring proper depth and spacing), irrigation installation, substitution requests to Forest Conservation, and the final bond release inspection to verify plant quantity and quality. The landscape architect must document each phase in reports submitted to Forest Conservation and SDID Site Inspections, with the reporting schedule and method outlined at the final Site Plan submission.

G. Tree Stake-Out. To ensure compliance with the approved landscape plan, the Applicant must stake out tree locations as shown on the plan before the Landscape Pre-installation meeting. Forest Conservation will review these locations in the field during the meeting before planting begins.

H. Species Confirmation. To verify compliance with 10-year tree canopy credit, the Applicant must submit a purchase order confirming that the tree species match those approved on the landscape plan. This documentation will be reviewed during the bond release inspection.

I. Soil Remediation. Soil in all planting areas and under adjacent walkways that contain construction debris and rubble, compacted soil, or are unsuitable for the establishment and long-term survival of landscape plants, will be the subject of remedial action to restore planting areas to satisfy 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 on the site plan specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by Forest Conservation.

27. Streetscape Perpetual Maintenance Covenant. The Applicant must provide for perpetual maintenance of the streetscape improvements along the public right-of-way and within any VDOT-controlled right-of-way fronting the Property, including but not limited to landscaping, irrigation systems, street trees, sidewalks, street furniture, street lighting (if privately maintained), park amenities referenced in Proffer 7, and related streetscape features ("Streetscape

Improvements"). Prior to or concurrent with the issuance of the first RUP, the Owner must execute and record with the Clerk of the Circuit Court of Fairfax County, Virginia, a Covenant of Perpetual Maintenance in favor of VDOT and the Board of Supervisors of Fairfax County, in a form acceptable to VDOT, obligating the Owner and its successors and assigns to maintain the Streetscape Improvements at its sole cost and expense in perpetuity. The Covenant will run with the land and will provide that, if any of the Streetscape Improvements are damaged or deteriorate, the Owner, and its successors and assigns, will repair or replace them to the original or equivalent condition. The Covenant will provide that VDOT will not be responsible for any maintenance or repair of such Streetscape Improvements. Evidence of recordation of the Covenant will be provided to the Zoning Administrator prior to issuance of any occupancy permits.

28. Streetscaping. As shown on Sheet L-01 of the CDP/FDP, and as generally illustrated on Sheets L-02, and L-02A, the Applicant will construct streetscape improvements and plantings ("Streetscape"), subject to approval by FCDOT and VDOT. Sidewalks within the Streetscape will be constructed prior to the issuance of the first RUP or Non-RUP for the Building. If requested by FCDOT and/or VDOT as part of any such approval, 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 26 that are located within the right-of-way.

    Notwithstanding the foregoing, the Applicant may make minor modifications to the Streetscape, including adjusting the tree species and shifting the locations of street trees, to accommodate final architectural designs, sight distance concerns and utilities, as well as to facilitate outdoor elements in the Proposed Development, provided that such changes are otherwise in substantial conformance with these Proffers and the CDP/FDP and are approved by FCON.

29. Stormwater Management Facilities and Best Management Practices. Stormwater management (SWM) will be provided as generally depicted on the CDP/FDP and as approved by LDS. The requirements for maintaining non-County maintained SWM improvements will be in a standard maintenance agreement between the County and the Applicant, its successor and assigns. This agreement will be recorded in the County land records and run with the land. Should future County policy permit all or part of the SWM facilities on the Property to be eligible for County Maintenance, then the Applicant or the successor association pursuant to Proffer 6 may request County maintenance for eligible facilities. In no case will the County be responsible for maintenance of the vegetated green roof,

stormwater planters, or underground detention vault shown on Sheet C-13 of the CDP/FDP.

As part of site plan approval for the Proposed Development, the Applicant will demonstrate that the Proposed Development will meet applicable requirements of Chapter 124.1 of the County Code and the Virginia DEQ Stormwater Design Specification BMP Handbook for stormwater quantity and stormwater quality in effect at the time of site plan approval. The site plan will include strategies for addressing both water quantity and water quality management issues, including detailed mitigation measures to be implemented as part of construction. Stormwater detention and Best Management Practices ("BMPs") facilities will be provided in an appropriate system per the PFM and may include, but are not limited to, an underground detention vault or similar facility, and Low Impact Development ("LID") facilities, all as generally set forth on the CDP/FDP. The Applicant also may include LID techniques such as tree box filters, bio-retention areas, pervious hardscapes/streetscapes, and stormwater reuse for landscape irrigation and air conditioning unit makeup water. The specific SWM facilities will be identified at the time of site plan approval and approved by DPWES. The Applicant will construct stormwater quantity and quality measures in accordance with the site plan (and each subsequent revision thereto) such that the stormwater management goals outlined below will be achieved. The Applicant will not pursue off-site nutrient credits.

A. Stormwater Management Commitments. Using a series of structural and non-structural stormwater management and/or Best Management Practices ("BMP") facilities shown on Sheet C-13 of the CDP/FDP, the Applicant will demonstrate the Proposed Development's conformance with applicable PFM requirements for stormwater quantity and stormwater quality in effect at the time of site plan approval for the Proposed Development. The Applicant will install micro-bioretention devices in a minimum of three (3) of the landscaping planters adjacent to the Building along the Elm Street frontage and a vegetated green roof as shown on the CDP/FDP. The peak runoff rate released from the Property in the post-developed condition for the 10-year, 24-hour storm will be at least 25% less than the peak runoff rate released in the existing condition for the same 10-year, 24-hour storm. McLean Community Business Center Plan guidance for stormwater will be met with the measures shown on the CDP/FDP.

B. Maintenance Responsibility. Prior to 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 stormwater management facilities that are part of the Proposed Development ("SWM Facilities"). The SWM Agreement will require the Applicant (or its successors) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided on 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, as needed, for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

C. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management regulations affecting the Proposed Development, the Applicant will have the right to accommodate necessary changes to its stormwater management designs without the need for a 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 general conformance with the CDP/FDP.

30. 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, as shown on the CDP/FDP and consistent with the McLean Design Guidelines. All proposed parking garage and building mounted lighting in the Proposed Development will utilize full cut-off lighting fixtures. The Applicant will coordinate with Dominion Energy and CRS to select the street light poles that are structurally capable of supporting banners and the associated hardware.

31. Noise.

A. Noise Mitigation. The Applicant will obtain a Noise Analysis and Acoustical Design study of the Property to be submitted at time of site plan to determine specific noise attenuation measures as needed to reduce the interior DNL to no more than 45 dBA for residential units, 50 dBA for office, and 65 dBA for outdoor recreation areas. Such studies will be submitted to the Development Review Branch of DPD for approval and to

LDS for information only. Based on the findings of the studies, the Applicant will show noise contours of DNL 65 dBA and greater, noise impacted units on the site plan(s) and building plan(s) and will provide the noise attenuation measures, supported by the findings of the noise study.

B. 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.

32. Utility Undergrounding. The Applicant will place the overhead utility lines underground along the Beverly Road and Elm Street frontages of the Property as shown on the CDP/FDP. The existing, off-site utility poles to the west of the Property and on the opposite side of Elm Street, and the overhead utility lines between those two poles, will remain in place. Upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the undergrounding of utilities cannot be completed, the Zoning Administrator may permit a contribution of funds equivalent to the cost of undergrounding as described above to the Fairfax County Board of Supervisors to be utilized for the undergrounding of utility lines in the McLean CBC so long as it can be found that all other proffers, including streetscape, can still be satisfied. The contribution amount will be coordinated with the Zoning Administrator, the contribution amount will be determined by estimates provided by the Applicant from a third-party utility specialist, subject to approval by the Zoning Administrator.

33. Sanitary Sewer. Prior to site plan submission, the Applicant will submit a site-specific sanitary sewer analysis. Should sanitary sewer upgrades be required to serve the additional flow generated by the proposed development, the Applicant will complete, submit and bond a public improvement (PI) plan for the sanitary sewer improvements. If PI plan is required for the sanitary sewer improvement, site plan cannot be approved until PI plan is approved and bonded. Any necessary improvements identified by the PI Plan must be constructed and accepted by Fairfax County prior to the issuance of the first RUP for the Property.

IV. HERITAGE RESOURCES

34. Architectural Survey. Prior to the issuance of a demolition permit for the Property, the Applicant must conduct a Phase I Architectural Survey of the 1934

structure known as the Corner House in accordance with the Virginia Department of Historic Resources' Guidelines for Conducting Historic Resources Survey in Virginia, as revised in 2017 (https://www.dhr.virginia.gov/pdf_files/SurveyManual_2017.pdf). The Phase I survey report will focus on the Property's association with Charlotte Troughton Corner and the McLean area's early 20th century development. A draft of the Phase I report will be submitted to the Department of Planning and Development, Heritage Resources Branch (DPD-HRB) for 30-day review and comment. The final survey report will be submitted to DPD-HRB and the Virginia Room of the City of Fairfax Regional Library prior to the issuance of a demolition permit. No demolition, construction, or land disturbance activities will be conducted on the Property until the final survey report is submitted to DPD-HRB and the Virginia Room.

35. Interpretation. Prior to the issuance of a residential or non-residential use permit, the Applicant will provide funding, up to $5,000, to the Fairfax County History Commission (FCHC) for the development, fabrication, and installation of a historic marker or other interpretive signage commemorating the Corner House and Charlotte Troughton Corner. The marker will be located on the Property. The final location of the marker will be determined through coordination with the Department of Planning and Development, Heritage Resource Branch, the FCHC, and the Virginia Department of Transportation, if applicable, and will appear on the site plan.

V. CONTRIBUTIONS

36. 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 Ordinance and the Administrative Regulations Concerning the Sale and Rental of Affordable Dwelling Units, as amended, unless modified by the ADU Advisory Board, and to the satisfaction of the Department of Housing and Community Development.

37. Workforce Dwelling Units (WDUs). In addition to any ADUs that may be required, the Applicant must also provide for-sale and/or rental WDUs in accordance with the Board's Guidelines for the provision of Workforce Dwelling Units Appendix 1 in the Housing Elements of the Comprehensive Plan's Policy Plan as well as the Board Workforce Dwelling Unit Administration Policy Guidelines, adopted March 18, 2025, and to the satisfaction of the Department of Housing and Community Development. The total number of WDUs will result in not less than eight (8) percent of the total rental housing units and twelve percent (12%) of the total for-sale housing units constructed.

A. Income Tiers. The distribution of affordability will depend on the tenure of the units developed as provided below:

i. Rental Income Tiers. If developed as rental units, the Applicant will provide the total number of WDUs to be provided on the Property pursuant to this proffer as follows: (i) twenty-five percent (25%) to persons/households making sixty (60%) of the Washington Metropolitan region's Area Median Income ("AMI"), (ii) twenty-five percent (25%) of the WDUs to persons/households making seventy percent (70%) of the regional AMI, and (iii) fifty percent (50%) of the WDUs to persons/households making eighty percent (80%) of the regional AMI.

ii. For-sale Income Tiers. If developed as for-sale units, the Applicant will provide the total number of WDUs to be provided on the Property pursuant to this proffer as follows: (i) thirty-three percent (33%) to persons/households making seventy (70%) of the Washington Metropolitan region's Area Median Income ("AMI"), (ii) thirty-three percent (33%) of the WDUs to persons/households making eighty percent (80%) of the regional AMI, and (iii) thirty-three percent (33%) of the WDUs to persons/households making hundred percent (100%) of the regional AMI.

B. Parking. If parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space will be made available for lease by each ADU and/or WDU.

C. Alternative Administration. 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 Rezoning. Such an agreement will be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Rezoning. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement.

38. Parks and Recreation.

A. Onsite Recreation Facilities. 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. In the event the total cost of recreational facilities constructed on the Property is demonstrated to be less than $2,150.00 per non-ADU unit, the Applicant will contribute the balance of any funds not expended for on-site recreational facilities to the Fairfax County Park Authority ("FCPA") prior to bond release for the Proposed Development for recreational facility construction at one or more park sites in the service area of the Proposed Development.

B. Parks Contribution. Prior to the issuance of the first residential use permit for the multifamily dwelling units, the Applicant or Owner will contribute $893 per resident based on the number of multifamily units as shown on the final approved building permit and the current published household size for the appropriate Planning District to the Fairfax County Park Authority for use at off-site recreational facilities intended to serve the future residents of the Dranesville District, as determined by the Fairfax County Park Authority in consultation with the Dranesville District Supervisor.

C. Urban Park Contribution. The Applicant will provide the Onsite Urban Park, as stated in Proffer 7. To address the proposed onsite urban park space deficiency, the Applicant will contribute $138,541 to the Fairfax County Park Authority (FCPA) for off-site recreational facilities intended to serve the McLean CBC or sites within the Dranesville District or nearby serving the McLean CBC. The contribution will be paid prior to the issuance of the first Residential Use Permit (RUP). At the time of site plan review, should the proposed number of dwelling units be less than 56 units, then the contribution to FCPA will be adjusted to reflect the revised shortfall of onsite urban park space as determined by FCPA, multiplied by $53 (the Property's 2025 assessed per-square-foot land value).

39. Public School Contribution. Prior to issuance of the first building permit for the Building, the Applicant or Owner will contribute $14,956 per expected student associated with the Building to the Board of Supervisors for transfer to FCPS for capital improvements to Fairfax County public schools to address impacts on the school division resulting from the proposed Building. Such contributions will be adjusted on a pro rata basis if the number of units actually built is less than the maximum allowed under this rezoning. Following approval of this Application and prior to the Applicant's payment of the amount set forth in this Proffer, if Fairfax County should increase the ratio of students per unit or the amount of the

contribution per student, the Applicant will increase the amount of the contribution for that phase of development to reflect the then-current contribution. In addition, notification will be given to the FCPS Office of Facilities Planning Services when construction is anticipated to commence to assist FCPS by allowing for the timely projection of future students as a part of the Capital Improvement Program.

40. Escalation. All monetary contributions required by these proffers, with the exception of the proffer relating to the public school contribution, will escalate on a yearly basis from the base year of 2026, and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Virginia State Code Section 15.2-2303.3.3.

41. Binding Effect. These proffers will bind and inure to the benefit of the Applicant or Owner and his/her successors and assigns. Each reference to "Applicant" in this proffer statement will include within its meaning and will be binding upon the Applicant's successor(s) in interest and/or developer(s) of the Property or any portion of the Property. If any portion of the Property is sold or otherwise transferred, the associated Proffers become the obligation of the purchaser or other transferee and will no longer be binding on the seller or other transferor.

42. 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.

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

[SIGNATURES ON FOLLOWING PAGES]

BEVERLY & ELM DEVELOPMENT LLC
APPLICANT

BY:
Printed Names:

BLUFF VENTURES LLC
OWNER

BY:
Printed Name: