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

RZ/FDP-2025-SP-00003 – HIGH RIDGE TEI EQUITIES LLC
(Springfield District)

PLANNING COMMISSION RECOMMENDATIONS:
On February 25, 2026, the Planning Commission voted 11-0 (Commissioner Hancock was absent from the meeting) to recommend to the Board of Supervisors approval of the following actions:

- RZ-2025-SP-00003 and its associated Conceptual Development Plan, subject to proffers consistent with those dated February 24, 2026; and

- Waiver of the interior parking lot landscaping requirement for the above-grade parking structure in favor of landscaping as shown on CDP/FDP.

In a related action, the Planning Commission voted 11-0 (Commissioner Hancock was absent from the meeting) to approve FDP-2025-SP-00003, subject to the Board of Supervisors' approval of the concurrent rezoning application.

ATTACHED DOCUMENTS:
Proffers dated February 24, 2026

CD

County of Fairfax, Virginia

MEMORANDUM

DATE: February 24, 2026

TO: Members, Fairfax County Planning Commission

FROM: Nick Cicero, Staff Coordinator
Zoning Evaluation Division, Department of Planning and Development

SUBJECT: Revised Proffers
RZ/FDP 2025-SP-00003
High Ridge TEI Equities LLC
Planning Commission Public Hearing: February 25, 2026

Please find the attached revised proffers dated February 24, 2026, for the application for RZ/FDP 2025-SP-00003; submitted by High Ridge TEI Equities LLC. The updated proffers are highlighted with changes in black line from those in the Staff Report. The following changes were included:

Proffer Revisions

- Proffer #23 – The applicant has revised the Road Improvement proffers to separate the Site Plan and Public Improvement Plan process for the improvements shown on the CDP. DPD, FCDOT, and LDS support the proffers as submitted.

- The date of the proffers was revised to reflect the updates.

These revisions resolve staff proffer concerns highlighted in the staff report. Overall, the application continues to be in conformance with the Zoning Ordinance and Comprehensive Plan.

Department of Planning and Development
Zoning Evaluation Division
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Fairfax, Virginia 22035-5505
Phone 703-324-1290 • TTY 711 • FAX 703-324-3924

DRAFT PROFFERS

HIGH RIDGE TEI EQUITIES LLC

RZ 2025-SP-00003

February ~~6~~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 1978, as amended and effective as of May 10, 2023 (hereinafter referred to as the "Zoning Ordinance"), High Ridge TEI Equities LLC for and on behalf of itself, and its successors and/or assigns (hereinafter referred to as the "Applicant"), in RZ 2025-SP-00003 filed on property identified as Fairfax County 2025 Tax Map 46-4 ((1)) 15B and 56-2 ((1)) 15C and 15D (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Fairfax County Board of Supervisors (the "Board") approves a rezoning of the Application Property to the PRM (Planned Residential Mixed-Use) District. Upon approval of the rezoning, these proffers will replace and supersede all previous proffers approved on the Application Property. In the event this rezoning is denied by the Board, these proffers and conditions will immediately be null and void.

DEVELOPMENT PLAN

1. Development Plan. Subject to the provisions of subsection 8100.2.E.(1) and (2) of the Zoning Ordinance, the Application Property will be developed in substantial conformance with the Conceptual/Final Development Plan, prepared by Walter L. Phillips, Inc. dated February 7, 2025 as revised through February 4, 2026 (the "CDP/FDP"), and as further modified by these proffers. The Conceptual Development Plan (CDP) elements are limited to: the points of access and accompanying pedestrian and vehicular circulation routes through the Application Property; the minimum amount, and general quality, character and location of publicly accessible open space and urban parks; the general location and character of the building; maximum building height; the maximum number of dwelling units; and the building setbacks from the property lines. The remaining elements are Final Development Plan (FDP) elements.

2. Minor Modifications. Minor modifications to the CDP/FDP may be permitted as determined by the Fairfax County Zoning Administrator (the "Zoning Administrator") in accordance with subsection 8100.5.A.(1) of the Zoning Ordinance.

3. Minor Variations. Minor variations to these proffered conditions and the CDP/FDP may be approved in accordance with the provisions of subsection 8100.5.A.(2) of the Zoning Ordinance.

PROPOSED DEVELOPMENT

4. Proposed Development. The Application Property will be developed with a multifamily residential building with a maximum of 400 dwelling units and up to 5,500 square feet community-serving commercial uses (the "Proposed Development"). The maximum

gross floor area permitted on the Application Property is 409,000 square feet, inclusive of bonus density, as shown on the CDP/FDP. The community-serving commercial uses may include, but not limited to, public uses, restaurants, personal services, business services, financial institutions, and convenience stores.

5. Existing Structures and Uses. The Application Property is developed with an existing office building and associate surface and garage parking areas as identified on Sheet P-0201 of the CDP (the "Office Building"). The Office Building may remain in operation in its current form until such time as the Applicant implements the Proposed Development. The Applicant may make minor modifications to the Office Building, (which may require site plans, building permits, or other approvals) and may make interior and exterior improvements to the Office Building without requiring approval of a Proffer Condition Amendment (PCA) or an amendment to the CDP/FDP.

6. Intensity/Density Credit. All intensity/density attributable to land area dedicated from the Application Property as designated on the CDP/FDP and/or conveyed at no cost to the Board or any other public entity pursuant to these proffers, or as may be required at site plan, will be subject to the provisions of subsection 5100.2.E.(5)(c) of the Zoning Ordinance and is hereby reserved to the Application Property.

7. Fire Marshal Evaluation. Changes to the CDP/FDP may be permitted in response to the review of site plans by the Fire Marshal as necessary to allow for required emergency vehicle access, without requiring approval of a PCA or an amendment to the CDP/FDP provided such modifications are approved by the Zoning Administrator in consultation with other applicable agencies as determined by the Zoning Administrator and are in substantial conformance with the CDP/FDP and these proffers.

8. VDOT Evaluation. Changes to the CDP/FDP may be permitted in response to the review of site plans by the Virginia Department of Transportation (VDOT) as necessary without requiring approval of a PCA or an amendment to the CDP/FDP provided such modifications are approved by the Zoning Administrator in consultation with other applicable agencies as determined by the Zoning Administrator and are in substantial conformance with the CDP/FDP and these proffers.

BUILDING DESIGN

9. Architecture. The Applicant will determine the final architectural design and building materials upon submission of a building permit. Prior to the issuance of a building permit, the Applicant will demonstrate to Land Development Services (LDS) that the architectural design of the multifamily residential building is in general conformance with the bulk, mass, type and quality of materials and elevations, as shown in the elevations on Sheets P-0602 and P-0603 of the CDP/FDP. The building materials, exclusive of trim, will include high-quality materials such as, but not limited to, brick veneer, corrugated metal panels, and composite wood cladding/panels. The location and number of exterior entrances/stoops, metal awnings, and balconies are illustrative and will be finalized at the time of site plan approval. The Applicant reserves the right to adjust the architectural design of the multifamily residential building, including, but not

limited to, materials, articulation and fenestration as part of the final architectural design and engineering provided the maximum building height is not increased; the open space is not decreased; and the quality of the design materials and the building footprint remain in general conformance with that shown on the CDP/FDP.

10. Commercial Uses. Community-serving commercial uses will be provided on the ground floor of the multifamily residential building as generally shown on Sheet P-0604 the CDP/FDP. Each commercial space will feature a minimum finished floor-to-ceiling height of 12 feet. The commercial facades will incorporate architectural elements such as, but not limited to, canopies, overhangs, exterior doors, storefront glazing, signage, murals, seating, special paving, landscaping, and lighting to activate the streetscape.

11. Parking Structure. The Applicant will provide architectural treatment for the parking structure generally consistent with the character and quality of the elevations shown on Sheets P-0602 and P-0603 of the CDP/FDP.

12. Parking. Residents of the multifamily residential building will access parking spaces in the parking structure as well as the adjacent parking garage located on the property identified among the Fairfax County tax assessment records as 56-2 ((1)) 18A subject to terms and conditions as specified in an agreement recorded among the Fairfax County land records in Deed Book 23511 at page 810.

13. Bird-Friendly Design. In an effort to reduce bird injury and death due to inflight collisions with the building, the Applicant will design the multifamily residential building to avoid use of mirrored or highly-reflective glass and use downward-directed lighting on building exteriors. At the time of building plan submission for the multifamily residential building located on the Application Property, a narrative of bird-friendly design strategies to be employed with this building will be submitted to LDS.

    Additional bird-friendly design elements may include, but not be limited to, the use of color, texture, opacity, louvers, screens, or ultraviolet materials on the exterior or interior of windows that are visible to birds; interior window treatments; curbing of excessive or unnecessary night-time illumination of the building; and recessed balconies and roof setbacks. Upon issuance of a building permit for the multifamily residential building, the provisions of this proffer will be deemed satisfied.

14. Sustainable Design. The Applicant will select one of the following programs, within its sole discretion, at the time of first site plan submission and will concurrently notify the Environmental Branch (EB) of the Department of Planning and Development (DPD) of the program selection.

    A. LEED. The Applicant must include a LEED®-accredited professional (LEED-AP) as a member of the design team. This professional must also be a professional engineer or licensed architect. The LEED-AP 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 EB

of DPD and LDS demonstrating compliance with the commitment to engage such a professional.

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 Leadership in Energy and Environmental Design – New Construction (LEED®-NC) rating system, or other LEED rating system determined to be applicable to the building(s) by the U.S. Green Building Council ("USGBC"), that the Applicant anticipates attaining. A LEED-AP must provide certification statements at the time of site plan review 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.

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

Prior to building permit approval, the Applicant will submit documentation from the U.S. Green Building Council's preliminary review of design-oriented credits of the LEED program to the EB of DPD and to LDS. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED certification. Prior to release of the bond for the Application Property, the Applicant will provide documentation to the EB of DPD and to LDS demonstrating the status of attainment of LEED Certified or a higher level of certification from the U.S. Green Building Council for the building.

As an alternative to the actions outlined in the above paragraphs, or if the U.S. Green Building Council review of design-oriented credits indicates that the project is not anticipated to attain a sufficient number of design-related credits to support attainment of LEED certification, the Applicant will post, a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to LDS as defined in the Fairfax County Public Facilities Manual ("PFM"), in the amount of $2.00 per square foot of gross floor area for the building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification, or higher level of certification, by the U.S. Green Building Council, under the most current version of the LEED-NC rating system or other LEED rating system determined, by the U.S. Green Building Council. The provision to the EB of DPD and to LDS of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the EB of DPD, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

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

If prior to the bond extension, reduction or final bond release for the Application Property, whichever occurs first, the Applicant fails to provide documentation to the EB of DPD demonstrating attainment of LEED certification or demonstrating that the building has fallen short of LEED 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 certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Application Property.

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

B. National Green Building Standard (NGBS). Certification in accordance with the most current version of NGBS in place at the time of site plan submission, must be demonstrated through documentation submitted to DPD and LDS. The documentation must be submitted by a home energy rater certified through Home Innovation Research Labs. The documentation must demonstrate that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling.

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

15. Electric Vehicle (EV) Charging. To promote efficient, renewable and sustainable energy practices, the Applicant will provide a minimum of two percent of the parking spaces in

the structured parking garage with universal, Level 2 or equivalent electric vehicle charging connections that are fully wired and functional at time of the issuance of the first RUP or Non-Residential Use Permit (Non-RUP) for the Application Property. The Applicant will designate the electric vehicle charging stations in the structured parking garage at the time of site plan. The Applicant reserves the right to install additional recharging stations and conduits within its discretion at the time of site plan.

16. Loading/Trash Area. The Applicant will screen the loading/trash area with a roll down door, architectural screening and treatments compatible in materials and design of the multifamily residential building as shown on Sheet P-0603 of the CDP/FDP. The roll down door will be kept closed unless a vehicle or truck is using the loading/trash area. The Applicant will appoint an authorized employee of the building management to oversee loading operations. It will be the employee's responsibility to minimize loading conflicts; keep the loading/trash area clean; and ensure the screening doors are closed except during active use.

17. Retaining Walls. The proposed retaining walls will be in general conformance with the CDP/FDP. The Applicant reserves the right to install additional retaining walls and to modify the existing retaining walls on the Application Property, subject to the approval of LDS without the need for a PCA or an amendment to the CDP/FDP if determined necessary at the time of site plan. The design of the retaining walls will be in general conformance with the precedent images shown on Sheet P-0612 of the CDP/FDP and include finished materials and landscaping.

18. Telecommunications Equipment. Telecommunications equipment may be placed on the rooftops and façades of the multifamily residential building on the Application Property without a need for a PCA or an amendment to the CDP/FDP. Any such facilities will comply with the applicable requirements of the Zoning Ordinance, will not be included in calculations of maximum building height depicted on the CDP/FDP, and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as, but not limited to, facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunication equipment may also be architecturally integrated onto façades of the building where necessary to ensure on-street and/or open space coverage.

TRANSPORTATION

19. Fairfax Center Area Road Fund. The Applicant will make a contribution to the Fairfax County Fairfax Center Area Road Fund (the "Road Fund") of $7.52 per square foot of non-residential building floor area and $1,667.00 per residential unit constructed on the Application Property in accordance with the Guidelines for the Fairfax Center Area Road Fund endorsed by the Board on November 22, 1982, as amended (the "Guidelines"). The Applicant will make said contribution to the Board in accordance with the Guidelines. For non-residential building floor area, the Applicant will contribute 10 percent of the total contribution prior to site plan approval and the remaining 90 percent of the total

contribution before the issuance of the first Non-RUP. For residential development, the Applicant will contribute the total contribution before the issuance of each RUP. This contribution is not subject to the provisions of Proffer 58.

20. Waples Mill Road. Subject to VDOT and Fairfax County Department of Transportation (FCDOT) approval, the Applicant will dedicate at no cost and convey in fee simple with no liens to the Board, right-of-way along the Application Property's Waples Mill Road frontage that includes the area from the property line to three feet behind the proposed shared use path as shown on Sheet P-0301 of the CDP/FDP. The shared use path will be located within the public right-of-way. Dedication will be made at time of site plan approval.

21. Fairfax Ridge Road. Subject to VDOT and FCDOT approval, the Applicant will dedicate at no cost and convey in fee simple with no liens to the Board, right-of-way along the Application Property's Fairfax Ridge Road frontage that includes the area from the property line to one foot behind the proposed sidewalk as shown on Sheet P-0301 of the CDP/FDP. The sidewalk will be located within the public right-of-way. Dedication will be made at time of site plan approval.

22. Bus Stop. Prior to the issuance of the first RUP or Non-RUP, the Applicant will contribute the amount of $25,000.00 for the construction of a bus pad with shelter and seating to FCDOT. The location of the bus stop will be in the general vicinity of the existing bus stop located along the west side of Fairfax Ridge Road as determined by FCDOT, subject to VDOT approval.

23. ~~Street Improvements~~Road Improvements. The Applicant will construct improvements to Waples Mill Road and a mid-block crosswalk in Fairfax Ridge Road (the "Road Improvements") as shown on the CDP/FDP prior to the issuance of the first RUP on the Application Property, ~~the following street improvements as shown on the CDP/FDP,~~ subject to VDOT approval, as described herein.

A. ~~Waples Mill Road.~~ The Road Improvements will be wholly located within the VDOT right-of-way or the Application Property. The Applicant will make modifications to ensure that the Road Improvements are wholly located within the VDOT right-of-way or the Application Property without the necessity of a PCA or amendments to the CDP/FDP.

~~(.) Road Improvements. Prior to issuance of the first RUP or Non-RUP, the Applicant will construct street improvements wholly within the VDOT right-of-way or the Application Property that will include a median, curb bump-out, curb ramps, and road restriping (if required) to narrow Waples Mill Road as depicted on Sheet P-0303 of the CDP/FDP, subject to VDOT approval. The Applicant may modify the final design of the improvements, in consultation with FCDOT, to ensure that all improvements remain within the VDOT right-of-way and/or the Application Property without the necessity of a PCA or amendment to the CDP/FDP. To implement the street improvements, the Applicant may~~

~~submit a Public Improvement (PI) plan in advance of the first site plan submission or concurrently with the site plan. If VDOT supports the design depicted on the CDP/FDP, as may be modified, at the time of the first round comments to the plan, the Applicant will diligently address all outstanding VDOT comments and file any required waivers and/or modifications to implement those improvements. If VDOT does not support the improvements as depicted on the CDP/FDP, as may be modified, at the time of receipt of first round comments to the plan, the Applicant will pursue alternative improvements as described in Proffer 23.A.(ii).~~

~~(.) Alternative Road Improvements and Treatments. If VDOT approves the construction of some, but not all, of the street improvements within the Application Property and/or VDOT right-of-way depicted on Sheet P-0303 of the CDP/FDP, in consultation with FCDOT, at the time of receipt of first round comments to the plan, the Applicant will diligently address all outstanding VDOT comments and file any required waivers and/or modifications to implement those alternative improvements. Said alternative improvements may consist of a painted or striped median and/or painted or striped curb bumpouts. Said improvements will be constructed without the necessity of a PCA or amendment to the CDP/FDP.~~

~~(.) Should VDOT not accept any of the improvements or alternatives as described in Proffers 23.A.(i) and 23.A.(ii) within 180 days of the submission of a PI plan or site plan showing the improvements depicted on the CDP/FDP, as may be modified, this proffer obligation is rendered null and void without the necessity of a PCA or an amendment to the CDP/FDP.~~

~~F.~~B. ~~Crosswalks. Prior to issuance of the first RUP or Non-RUP, the Applicant will construct crosswalks across Fairfax Ridge Road and Waples Mill Road wholly within the VDOT right-of-way, subject to VDOT approval. Prior to site plan submission, the Applicant will submit a crosswalk study for a mid-block crosswalk across Fairfax Ridge Road and Waples Mill Road to VDOT for review and approval. The Applicant will install high visibility striping and curb ramps as depicted on Sheet P-0301 and P-0303 of the CDP/FDP, subject to the approval of VDOT. If VDOT does not approve the crosswalk study in 180 days of submission as indicated on the CDP/FDP, this proffer obligation is rendered null and void without the necessity of a PCA or an amendment to the CDP/FDP. In the event VDOT approves the curb ramps, but not the high visibility crosswalk striping, the Applicant's obligation will be limited to the construction of the curb ramps only.~~ To implement the Road Improvements, the Applicant will submit a separate Public Improvement (PI) Plan(s) in advance of the first site plan submission. The Applicant will submit any required studies, waivers and/or modifications necessary to implement the Road Improvements prior to or concurrent with the PI Plan(s) submission, or as a result of VDOT comments

based on its review of the PI Plan(s). Approval of the PI Plan(s) is not a prerequisite of site plan approval or building permit issuance.

C. The Applicant will pursue approval of the PI Plan(s) diligently and in good faith, working transparently and cooperatively with VDOT and FCDOT throughout the process. If VDOT is not willing to accept certain components of the Road Improvements, the Applicant will continue to pursue approval and implementation of acceptable components. At a minimum, crosswalk and curb ramps will be pursued and implemented in locations as shown on the CDP/FDP. That said, if VDOT has not approved all or some of the Road Improvements by the time of building permit issuance for the Application Property, then the Applicant's obligation to continue pursuit will conclude and the Applicant will contribute $40,000.00 to Fairfax County for multimodal improvements within the immediate area.

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24. Maintenance. The Applicant will maintain all pedestrian realm elements within the public right-of-way adjacent to the Application Property. The pedestrian realm includes all areas between the back of curb and the right-of-way line including the shared use path, sidewalk, and landscaping. At the time of site plan, the Applicant will enter into an agreement, in a form approved by the Fairfax County Office of the County Attorney, with Fairfax County (or other public entity, as needed) to permit the Applicant to perform such maintenance.

25. Meaning of Construct. The improvements provided for in these proffers will be constructed as further qualified in these proffers and/or as determined at the time of site plan. For purposes of these proffers, the term "construct" will mean that the committed improvement is substantially complete and available for public use.

26. 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, 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 uses constructed on the Application Property.

A. Definitions. For purposes of this proffer, "Stabilization" will be deemed to occur one year following issuance of the last initial RUP on the Application 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 FCDOT 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 Application 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 Work Plan continues to reflect the proffered elements of the TDM Program as set forth below.

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

(i.) Baseline. The baseline number of weekday peak hour residential vehicle trips for the proposed units within the Application Property against which the TDM Goal (as defined in Proffer 26.C.ii) will be measured must be derived upon the number of residential units at the time of site plan approval, constructed and occupied on the Application Property as part of the Proposed Development at the time traffic counts are conducted in accordance with Proffer 26.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 Manual, 11th Edition for Land Use Code 221. In the event at build out the Applicant has constructed fewer residential units as part of the Proposed Development, then the Baseline Trip generation numbers applicable upon build out will be calculated as if the maximum proposed residential units had actually been constructed as reflected in the Comprehensive Transportation Analysis ("CTA") prepared by Galloway & Company, LLC, for the Applicant and dated March 27, 2025.

(ii.) TDM Goal. The TDM strategies will be utilized to reduce the weekday peak hour vehicular trips by a minimum of 20 percent for the new residential uses.

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 Application Property. If not previously appointed, the TPM will be appointed by no later than 60 days after the issuance of the first building permit on the Application Property. The TPM duties may be part of other duties associated with the Application Property. The TPM will notify FCDOT in writing within 10 days of the appointment of the TPM.

Thereafter, the Applicant will do the same within 10 days of any change in such appointment.

(ii.) Annual Report and Budget. Every calendar year after the issuance of the first 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 Application 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 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 15 days of receipt of Fairfax County's comments. Thereafter, but in any event, no later than 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 Applicant/building owner(s), 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 Application Property and provided prior to the issuance of the first RUP. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Application 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 Application Property beginning one year following issuance of the final RUP on the Application Property. Person Surveys will be conducted every three years and Vehicular Traffic Counts will be collected annually until the results of three consecutive annual

traffic counts conducted upon build out show that the applicable trip reduction goal for the Application Property have been met. Any time during which Person Survey response rates do not reach 20 percent, 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 years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend Vehicular 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. Review of Trip Reduction Goals. At any time, the Applicant may request that FCDOT review the vehicle trip reduction goal established for the Application Property and set a revised lower goal for the Application Property consistent with the results of such surveys and vehicular traffic counts provided for by this proffer. In the event a revised lower goal is established for the Application Property, the Maximum Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

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

I. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this proffer, the TPM will have 60 days within which to cure such violation. If after such 60-day period the TPM has not submitted the delinquent report, then the Applicant will be subject to a penalty of $50.00 per day not to exceed $18,250.00 for any one incident.

PEDESTRIAN AND BICYCLE FACILITIES

27. Pedestrian Circulation. Pedestrian connectivity will be provided on the Application Property consistent with the Circulation Plan shown on Sheet P-0501 of the CDP/FDP. The pedestrian facilities on the Application Property shown on Sheet P-0501 of the CDP/FDP will be located within a public access easement in a form approved by the County Attorney, and recorded among the land records of Fairfax County at the time of site plan. Such public access easement will provide for perpetual private maintenance of the publicly accessible pedestrian facilities on the Application Property.

28. Shared Use Path. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant will install a 10-foot-wide asphalt shared use path along Waples Mill Road as shown on Sheet P-0301 of the CDP/FDP, subject to VDOT approval.

29. Sidewalk. Prior to the issuance of the first RUP or Non-RUP for the Application Property, the Applicant will install a five-foot-wide concrete sidewalk along Fairfax Ridge Road as shown on Sheet P-0301 of the CDP/FDP, subject to VDOT approval.

30. Bicycle Storage. The Applicant will provide and maintain a bicycle storage area in the structured parking garage as generally shown on Sheet P-0601 of the CDP/FDP, which will be designed in accordance with the Zoning Ordinance. The location and size of the bicycle storage area will be determined in consultation with the Fairfax County Bicycle Coordinator or his/her designee prior to site plan approval and installed prior to the issuance of the first RUP or Non-RUP for the Application Property.

31. Bicycle Racks. The Applicant will provide outdoor bicycle racks as shown on Sheet P-0301 of the CDP/FDP in accordance with the Zoning Ordinance. The final location, quantity, and type of bicycle racks will be determined in consultation with the Fairfax County Bicycle Coordinator or his/her designee prior to site plan approval. The bike racks will be installed prior to the issuance of the first RUP or Non-RUP for the Application Property.

LANDSCAPING

32. Landscape Plan. The CDP/FDP includes a landscape plan for the Application Property and detail sheets illustrating the plantings and other features to be provided. As part of each site plan submission, the Applicant will submit to the Forest Conservation Branch (FCON) for review and approval a detailed landscape plan (the "Landscape Plan"), which will be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP. The Applicant will incorporate understory plantings in non-turf areas on the Landscape Plan at the time of site plan submission in consultation with FCON. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings may be permitted in consultation with DPD, and as approved by FCON. All landscaping will be installed prior to the issuance of the first RUP or Non-RUP on the Application Property, or as determined by FCON for this specific project.

33. Native Species. Landscaping will be non-invasive, predominately native species, and include plant species that will reduce the need for supplemental watering and the use of

chemical fertilizers, herbicides and pesticides. All landscaping provided will 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 FCON, to modify the exact species to be used, such as when plant materials are not available or have been deemed by FCON to no longer be appropriate. All temporary and permanent stabilization for erosion and sediment control will exclude any non-native invasive species. All seed mixes provided with the site plan, including seed mixes uses for temporary and permanent stabilization will be native to Northern Virginia to the maximum extent possible.

34. Certified Arborist. A certified arborist must participate in the design of the landscape plan, and in the pre-installation meeting to ensure conformance with the proffered commitments.

35. Pre-installation Meeting. Prior to the installation of any plants or landscaping in accordance with the approved landscape plan, the Applicant or the landscape contractor must schedule an on-site pre-installation meeting with the landscape contractor, certified arborist, FCON, and any additional appropriate parties. Any proposed changes to the approved landscape plan regarding planting locations, tree/shrub planting sizes and/or species substitutions will be reviewed and approved by FCON prior to planting. While the location of proposed trees may be modified, the quantity of trees will remain as shown on the CDP/FDP. The installation of plants not approved by FCON may require the submission of a revised landscape plan or removal and replacement with approved trees or shrubs prior to bond release.

36. Soil Remediation. Soil in all planting areas and under adjacent walkways 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.

37. Asbestos-Containing Soils. If LDS determines that a potential health risk exists due to the presence and associated disturbance of asbestos-containing rock on the Application Property at the time of site plan, the Applicant must: take the appropriate measures, as required by the Occupational Safety and Health Regulations (OSHA) and enforced by the Virginia Department of Labor Industry, including, but not limited to, dust control, covered transport of asbestos materials removed, and protection measures; and, alert personnel working in or around the Application Property to this potential health risk.

ENVIRONMENTAL

38. Noise Attenuation. The Applicant must incorporate mitigation measures consistent with those found in the 3877 Fairfax Ridge Road Traffic Noise Analysis Report No. TIME-

3877-25-1861-1B to ensure that interior noise in residential dwelling units will not be in excess of DNL 45 dBA and outdoor recreation areas will not exceed DNL 65 dBA. If mitigation measures are required, then the recommended measures will be incorporated into the associated site and building plan for each unit that requires noise mitigation.

A. Refined Acoustical Analysis. A refined acoustical analysis, to include a Building Shell and Barrier analysis, will be submitted concurrent with the site plan to LDS for review and approval, and distributed to the Development Review Branch of DPD for review and approval. Mitigation measures appropriate to reduce indoor noise for residential dwelling units to no more than DNL 45 dBA and outdoor recreation areas to DNL 65 dBA, consistent with the sound attenuation recommendations in the refined analysis, will be incorporated into the Proposed Development. The Applicant will depict the final noise contours as determined by the refined acoustical analysis on the site and building plans.

B. Notification. 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. Balconies 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.

39. Lighting. All on-site outdoor lighting must comply with the lighting standards set forth in Section 5109 of the Zoning Ordinance. Outdoor lighting will be limited to a Correlated Color Temperature (CCT) of 3000 Kelvin or less. All parking and building mounted security lighting on the Application Property must utilize full cut-off fixtures and LED lighting must be used for all streetlights.

40. Salt Management. Salt must be stored in a covered area and only applied to paved surfaces during freezing inclement weather. The company that maintains common open space will be directed not to sweep or shovel salt into landscape areas or stormwater management facilities and to properly dispose of the salt.

STORMWATER MANAGEMENT

41. Stormwater Management. Subject to the approval of LDS, the Applicant will implement a Stormwater Management (SWM) and Best Management Practices (BMP) plan to control the quantity and quality of stormwater runoff from the Application Property. The Applicant will demonstrate that it will meet applicable PFM and Chapter 124.1 of the Fairfax County Code requirements for stormwater quantity and stormwater quality in effect at the time of the approval of this Application. The Applicant will provide stormwater management BMP facilities and Low Impact Development (LID) facilities as shown on the CDP/FDP or by other types of water quantity and quality control facilities as permitted by the PFM with the site plan. The Applicant will not purchase off-site nutrient credits to meet the stormwater management requirements.

42. Modifications to Facilities. The Applicant reserves the right to reconfigure the location and types of stormwater management measures shown on the CDP/FDP or pursue

additional stormwater management measures provided they are in substantial conformance with the CDP/FDP as allowed by the PFM and Chapter 124.1 of the Fairfax County Code.

43. New Regulations. Should new stormwater management regulations be issued affecting the Application Property, the Applicant will have the right to accommodate necessary changes to its stormwater/BMP facility designs without the requirement of a PCA, an amendment to the CDP/FDP, or approval of any administrative modifications to the CDP/FDP or proffers, provided the stormwater facility design substantially conforms with the CDP/FDP.

SANITARY SEWER

44. High Ridge Pump Station Upgrades. Prior to the issuance of any land disturbance permit for the Application Property, the Applicant must submit, obtain approval for, and bond a site plan, or minor site plan and/or, if applicable, a public improvement plan to increase the capacity of the High Ridge Pump Station to a firm capacity of .75 MGD ("High Ridge PS Improvements"). A land disturbance permit does not include sheeting and shoring permits, footing and foundation permits, or rough grading plans.

If improvements to the Pender Pump Station to increase its firm capacity to 3.0 MGD are not bonded by others prior to the issuance of permits for the High Ridge PS Improvements, the Applicant will construct a sewer force main by-pass that diverts sewer flow away from the Pender Pump Station as part of the High Ridge PS Improvements. In the alternative, the Applicant may elect to construct improvements to the Pender Pump Station to increase its firm capacity to 3.0 MGD.

The High Ridge PS Improvements are required to be constructed, the sewer enhancements approved for flow by Fairfax County, and all necessary easements for construction duly recorded prior to the issuance of the first RUP for the Application Property. For the purposes of this proffer, the High Ridge PS Improvements are to be deemed constructed when the High Ridge Pump Station is online and connected to the broader wastewater system. If the High Ridge PS Improvements (or portions thereof) are constructed by others (such as landowners that are developing, or are planning to develop, in Land Unit K, as defined in the Comprehensive Plan) prior to the submission of a site plan, or minor site plan and/or public improvement plan for the High Ridge PS Improvements, the Applicant will be released from any and all obligations of this proffer.

The High Ridge PS Improvements will be made subject to a Reimbursement Agreement prepared in accordance with the Fairfax County Sewer Reimbursement Policy and as reviewed and approved by the Fairfax County Wastewater Division.

PARKS AND RECREATION

45. Park Authority Contribution. Prior to the issuance of the first RUP on the Application Property, the Applicant will contribute a sum equivalent to $893.00 per new resident generated by the multifamily residential building to Fairfax County Park Authority

(FCPA). Said contribution must be calculated using the actual number of residential units constructed. The contribution must be used for off-site park and recreation improvements in the service area of the Application Property, as determined by FCPA in consultation with the Springfield District Supervisor.

46. On-Site Recreation Facilities. Pursuant to subsection 2105.5.B.(4)(b) of the Zoning Ordinance, the Applicant will provide amenity areas and facilities designed to meet the on-site recreational needs of the future residents of the Application Property. The specific design of these areas may be adjusted at the time of site plan submission in consultation with FCPA, provided the quality and character of the amenity areas and facilities are generally consistent with those shown on the CDP/FDP. The Applicant will expend a minimum of $2,150.00 per market rate residential dwelling unit toward said recreational facilities. Said expenditure will be based on the actual number of residential dwelling units constructed on the Application Property. If all funds are not expended on the Application Property, the Applicant will contribute the balance to FCPA for use at parks in the vicinity of the Application Property in consultation with the Springfield District Supervisor.

47. Public Recreation. The urban park shown on Sheet P-0403 of the CDP/FDP for the Application Property must be located within a public access easement in a form approved by the County Attorney, and recorded among the land records of Fairfax County with the record plat associated with said site plan showing the public access easement, and will be subject to the review and approval of FCPA. Such public access easement will provide for perpetual private maintenance of the publicly accessible outdoor recreation facilities. The Applicant reserves the right to set reasonable rules, regulations, and hours of operation for use of all outdoor recreation areas. Park spaces that are open to the public will be open for periods of time consistent with traditional Fairfax County parks and subject to usual and customary rules and regulations. Signage will state that such areas are open to the public.

    A. Linear Park. The Applicant will install a linear park along Waples Mill Road and Fairfax Ridge Road as shown the CDP/FDP. The linear park will include features such as, but not limited to: benches/seating areas, playable art, public art, shade structures, pet stations, bike racks, hardscape/pavers, signage, sidewalks and/or trails, landscape areas, and similar features and amenities as conceptually shown on Sheets P-0610 through P-0612 of the CDP/FDP. The Applicant may adjust the type and location of landscaping, the design of the open spaces, and the features/amenities comprising the linear park subject to final design in consultation with FCPA and FCON, provided the general character and quality of the features/amenities remain consistent with that shown on Sheets P-0610 through P-0612 of the CDP/FDP. The Applicant will complete the linear park prior to the issuance of the final RUP.

    B. Plazas. The Applicant will install a plaza adjacent to each community-serving commercial use as shown the CDP/FDP. The plazas will include features such as, but are not limited to: benches/seating areas, public art, bike racks, hardscape/pavers, signage, landscape areas, and similar features and amenities as

conceptually shown on Sheets P-0610 through P-0612 of the CDP/FDP. The Applicant may adjust the type and location of landscaping and seating areas, and the features/amenities comprising the plazas subject to final design in consultation with FCPA and FCON, provided the general character and quality of the features/amenities remain consistent with that shown on Sheets P-0610 through P-0612 of the CDP/FDP. The Applicant will complete the plazas prior to the issuance of the final RUP.

AFFORDABLE HOUSING

48. Affordable Dwelling Units (ADUs). The multifamily residential building located on the Application Property is a construction type that is exempt from the provisions of the ADU Ordinance. The Applicant will provide ADUs in accordance with Section 5101 of the Zoning Ordinance if required.

49. Workforce Dwelling Units (WDUs). In addition to any ADUs that may be required, the Applicant will provide a minimum of eight percent of the total number of rental units constructed or 12 percent of the total number of for-sale units constructed as WDUs on the Application Property in accordance with the Guidelines for Provision of Workforce Dwelling Units, ~~contained~~ in Appendix 1 ~~of~~in the Housing Element of the Comprehensive Plan's Policy Plan and the Area Plans, as amended, as well as the Board's Workforce Dwelling Unit Administrative Policy Guidelines adopted ~~by the Board~~ on March 18, 2025.

A. Rental Income Tiers. The Applicant will provide approximately one-fourth (1/4) of the rental WDUs at 60 percent of the Washington Metropolitan region's Average Median Income ("AMI") income tier; one-fourth (1/4) of the WDUs at 70 percent of the AMI income tier; and one-half (1/2) of the WDUs at 80 percent of the AMI income tier. The number of rental WDUs will be distributed among the three income tiers to the extent possible based on the actual number of dwelling units constructed on the Application Property with the Applicant determining the final allocation in coordination with the Department of Housing and Community Development (DHCD).

B. For-sale Income Tiers. The Applicant will provide approximately one-third (1/3) of the for-sale WDUs at 70 percent of the AMI income tier; one-third (1/3) of the WDUs at 80 percent of the AMI income tier; and one-third (1/3) of the WDUs at 100 percent of the AMI income tier. The number of for-sale WDUs will be distributed among the three income tiers to the extent possible based on the actual number of dwelling units constructed on the Application Property with the Applicant determining the final allocation in coordination with DHCD.

50. WDU Agreement. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application (the "WDU Agreement"). Such an agreement will be on terms mutually acceptable to both the Applicant and Fairfax County and may only become effective after the approval of

this Application. Neither the Board nor Fairfax County will be obligated to execute such an agreement. If the WDU Agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with the WDU Agreement and the provisions of this proffer, as it applies to WDUs, will become null and void.

PUBLIC SCHOOLS

51. Public Schools Contribution. Prior to the issuance of the first RUP, the Applicant will contribute the amount of $14,956.00 per new student projected to be generated by the multifamily residential building to the Board for the construction of capital improvements to Fairfax County Public Schools (FCPS) to which the students generated by the residential units are scheduled to attend. The total amount of the contribution will be determined at time of site plan submission based on the actual number of new residential dwelling units to be constructed on the Application Property. Following approval of this application and prior to the Applicant's submission of a site plan, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant must pay the modified contribution amount to reflect the then and current ratio and/or contribution. This contribution is not subject to the provisions of Proffer 58.

52. Notification. The Applicant will notify FCPS Office of Facilities Planning Services when a site plan is filed with Fairfax County.

SIGNS

53. Signage. Signs for the Application Property must be provided in accordance with the requirements of Article 7 of the Zoning Ordinance or pursuant to a special exception approved by the Board.

CONSTRUCTION MANAGEMENT

54. Construction Management Plan. Prior to site plan approval, the Applicant will prepare a construction management plan ("Construction Management Plan") which may include, but not limited to, a point of contact; construction hours; parking management; and construction mitigation measures. Prior to the commencement of construction activities on the Application Property ("Commencement of Construction"), the Applicant will request a pre-construction meeting with the Fairfax Ridge Condominiums to discuss the Construction Management Plan.

55. Point of Contact. The Applicant will designate a point of contact for all construction-related matters. The contact information for the designated individual will be provided to a representative of the Fairfax Ridge Condominiums and the Springfield District Supervisors office prior to the Commencement of Construction.

56. Construction Hours. Notwithstanding the provisions of the Fairfax County Code that allow construction until 9:00 p.m., the Applicant will limit the construction hours on the Application Property between the hours of 7:00 a.m. and 7:00 p.m., Monday through

Saturday, and between the hours of 9:00 a.m. and 7:00 p.m. on Federal Holidays, exclusive of Thanksgiving, Christmas, New Year's Day, Memorial Day, and Labor Day.

57. Parking Management. Construction workers will either park on the Application Property, Waples Mill Road, or at a remote location during construction hours. Construction workers will not be permitted to park on Fairfax Ridge Road, which will be enforced by the general contractor.

MISCELLANEOUS

58. Escalation. The Park Authority and On-site Recreation Facilities monetary contributions, except for the contributions associated with Public Schools and the Fairfax Center Area Road Fund, 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 Va. Code Ann. Section 15.2-2303.3.

59. Due Diligence. Notwithstanding the foregoing, upon demonstration that despite diligent efforts or due to factors beyond an Applicant's control, such as, but not limited to, construction schedules, availability of financing, availability of materials, weather delays, timing of planting, and duration of approval process on market conditions, proffered improvements have been delayed beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvements without the necessity of a PCA or an amendment to the CDP/FDP.

60. Severability/Future Applications. Any portion of the Application Property may be the subject of a rezoning, special exception, special permit, variance, FDPA, PCA, or other zoning action without the joinder and/or consent of the applicant/owner(s) of the remaining land area provided that such application compiles with the Zoning Ordinance. Previously approved proffered conditions or development conditions applicable to a particular portion of the Application Property that is not the subject of such an application will remain in full force and effect.

61. 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 the Applicant’s successor(s) in interest and/or the owners from time to time of any portion of the Application Property during the period of their ownership. Once portions of the Application Property are 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.

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

[SIGNATURES BEGIN ON FOLLOWING PAGE]

APPLICANT / CO-TITLE OWNER AND
TENANT-IN-COMMON OF
TAX MAP 56-2 ((1)) 15D, 15C AND 46-4 ((1)) 15B

HIGH RIDGE TEI EQUITIES LLC
a Virginia limited liability company,
as a Tenant in Common

_____
By: Robert A. Kantor
Its: Co-Manager

[SIGNATURES CONTINUE ON THE NEXT PAGE]

CO-TITLE OWNER AND
TENANT-IN-COMMON OF
TAX MAP 56-2 ((1)) 15D, 15C AND 46-4 ((1)) 15B

HIGH RIDGE 134 WEST 93 LLC,
a Virginia limited liability company,
as a Tenant in Common

_____
By: Robert A. Kantor
Its: Co-Manager

[SIGNATURES CONTINUE ON THE NEXT PAGE]

CO-TITLE OWNER AND
TENANT-IN-COMMON OF
TAX MAP 56-2 ((1)) 15D, 15C AND 46-4 ((1)) 15B

HIGH RIDGE WHITNEY LLC
a Virginia limited liability company,
as a Tenant in Common

_____
By: Robert A. Kantor
Its: Co-Manager

[SIGNATURES CONTINUE ON THE NEXT PAGE]

CO-TITLE OWNER AND
TENANT-IN-COMMON OF
TAX MAP 56-2 ((1)) 15D, 15C AND 46-4 ((1)) 15B

HIGH RIDGE MADAN LLC
a Virginia limited liability company,
as a Tenant in Common

_____

By: Robert A. Kantor
Its: Co-Manager

[SIGNATURES END]