County of Fairfax, Virginia
Planning Commission Meeting
March 11, 2026
Planning Commission Action

RZ/FDP-2024-SP-00011 CONCURRENT WITH SEA-83-P-071-03 AND PCA 77-C-111-05 AND (RZPA 2024-SP-00018) AND PCA 79-C-054 (RZPA 2024-SP-00017) – TPC FREEDOM I LC AND TPC FREEDOM II LC
(Springfield District)

PLANNING COMMISSION RECOMMENDATIONS:
On March 11, 2026, the Planning Commission voted 12-0 to recommend to the Board of Supervisors approval of the following actions:

- PCA-77-C-111-05;
- PCA-79-C-054;
- SEA-83-P-071-03;
- RZ-2024-SP-00011, subject to the execution of proffers consistent with those dated March 11, 2026;
- Parking Adjustment PKS-2025-00014 pursuant to Section 6100.6.D of the Zoning Ordinance, based on the provision of qualifying affordable housing, and subject to the conditions dated November 25, 2025, contained in Appendix 11 of the staff report;
- Modification of subsection 2105.4.C(1)(b) to allow secondary uses to exceed 75% of the gross floor area of all principal uses in the development;
- Modification of subsection 5100.2.D(4)(c) of the Zoning Ordinance for the site distance requirements on corner lots as shown on the CDP/FDP;
- Waiver of subsection 5107.3.A(2) to permit private streets less than twenty-four (24) feet in width, as shown on the CDP/FDP;
- Waiver of subsection 5107.3.A(3) to permit private streets greater than 600 feet in length, as shown on the CDP/FDP;
- Modification of subsections 5108.4.A(1) and 5108.4.A(2) for interior parking lot landscaping for the parking lot located within the existing 30-foot-wide sewer easement along the eastern property line;
- Modification of subsection 5108.4.C(1) for peripheral parking lot landscaping for the parking lot located within the existing 30-foot-wide sewer easement along the eastern property line;

- Modification of minimum parking space requirements pursuant to subsections 6100.6.D and 6100.6.C of the Zoning Ordinance;

- Modification of subsection 6101.3.A to reduce the minimum required loading spaces for Buildings A and B from two spaces each to one space each; and

- Waiver of subsection 8100.2.E(3) requiring the submission of an FDP application associated with the submission of all site plans for (1) the existing development and modifications to the existing development; and (2) ancillary roadway and infrastructure improvements to support the FDP improvements within the CDP/FDP area and/or public right-of-way.

In a related action, the Planning Commission voted 12-0 to approve FDP-2024-SP-00011.

ATTACHED DOCUMENTS:
Proffers dated March 11, 2026
Parking Adjustment Conditions dated November 25, 2025

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FAIRFAX CROSSING

RZ 2024-SP-00011
PCA-77-C-111-05
PCA-79-C-054

March 11, 2026
February 25, 2026
February 19, 2026
January 16, 2026
September 22, 2025

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and subsection 8100.2.D. of the Zoning Ordinance of Fairfax County 1978, as amended and effective as of May 10, 2023 (hereinafter referred to as the "Zoning Ordinance"), TPC FREEDOM I LC, TPC FREEDOM II LC, and INOVA HEALTH CARE SERVICES both as owners and as agents and on behalf of, and their successors and/or assigns (hereinafter referred to as the "Applicant"), in RZ 2024-SP-00011 filed on property identified as Fairfax County 2025 Tax Map 56-2 ((1)) 74B and 57-1 ((1)) 10 and 23 (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 PDC (Planned Development Commercial) 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.

GENERAL

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 Bohler Engineering dated May 17, 2024 as revised through January 16, 2026 (the "CDP/FDP"), and as further modified by these proffers. The Conceptual Development Plan (CDP) elements are limited to the grid of streets, general location of the points of access, general location of the building, general mix of uses, maximum dwelling units (DU), maximum floor area ratio, maximum building heights, build-to-lines, general location and character of urban park land and general quality and character of the streetscape. 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, including the flexibility to modify the layout shown on the CDP/FDP for all buildings provided such changes are in substantial conformance with the CDP/FDP as determined by the Zoning Administrator and do not affect the proffered elements of the CDP/PDP as specified herein.

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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 without the need for a Proffered Condition Amendment (PCA).

4. Future Applications. Any portion of the Application Property may be the subject of a Conceptual Development Plan Amendment ("CDPA"), Final Development Plan Amendment ("FDPA"), Proffered Condition Amendment ("PCA"), Rezoning ("RZ"), Special Exception ("SE"), Special Exception Amendment ("SEA"), 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 8100.2 of the Zoning Ordinance and Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application will remain in full force and effect.

5. 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.

6. 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.

PROPOSED DEVELOPMENT

7. Proposed Development. As set forth on Sheets C-4.01 of the CDP/FDP and these Proffers, the Application Property will be developed as follows:

   A. Building A: Building A will be developed as a multifamily residential building with a maximum of 280 dwelling units. The maximum GFA permitted in Building A is 322,000 square feet.

   B. Building B: Building B will be developed as a multifamily residential building with a maximum of 140 dwelling units. The maximum GFA permitted in Building B is 178,000 square feet. The Applicant will have the option to develop the Building B with either the (i) Fully Affordable Building Option; or the (ii) Affordable Housing Option as described below in Proffer 69.

8. Building C: Building C is an existing Office and Specialized Instruction Center with an existing 27,660 square feet of GFA. As shown on the tabulations on Sheet C-2.00 of the

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CDP/FDP, Building C is allocated an additional 48,771 square feet of additional GFA for a possible building expansion and may be developed with public, institutional, community uses, and commercial uses listed as either primary or secondary uses in the PDC district.

A. Stacked Townhomes: The Proposed Development includes a maximum of 286 stacked townhome units. The Applicant will be entitled to use any part, or all, of any unit, during any development phase, as a model home with a sales office, until these units are sold.

9. FDPA Development Plans. All FDPAs for the Property will be in substantial conformance with the CDP and these Proffers. FDPs approved for individual building sites on the Property will establish the approximate GFA for each building, the maximum number of residential units, and the mix of uses within the limits established by these Proffers and the CDP. In addition, the following information will be provided with each FDP/FDPA:

A. Tabulations. A tabulation indicating the development status of the Property will be provided with each FDP/FDPA and site plan submitted for the Property. The tabulation will include a listing of all existing and proposed buildings, along with the GFA, uses, number of dwelling units, and Workforce Dwelling Units ("WDUs"), and parking approved on the FDP and site plan as may be applicable. The tabulation will identify the reassignment of any excess GFA by use between other buildings on the Property (as compared with what was originally shown on the CDP) and will be updated with each subsequent FDP and site plan approved for the Property;

B. Utilities. Approximate location of existing and proposed public utilities to serve the area of the FDP overlaid on the Landscape Plan as further defined in these Proffers;

C. Architectural Elements. Information on building materials, architectural massing, and fenestration, and specific features designed to activate the streetscapes as further defined in these Proffers;

D. Building Height. The height for the proposed building(s) on the Property must conform to the heights identified in the Development Tabulations. The final height for each building will not exceed the maximum building heights, shown in the Development Tabulations, exclusive of a mechanical penthouse, rooftop amenity, and related facilities. Notwithstanding the foregoing, however, nothing will preclude the Applicant from constructing the building(s) to a lesser building height than that which is depicted in the Development Tabulations, provided the configuration of the building footprints, setbacks, and open space remain in substantial conformance with that shown on the CDP/FDP;

E. Streetscape. A graphic depiction of, and any adjustments to, the activated streetscape elements as well as submission of a "Streetscape Furnishing and Materials Plan" as further defined in these Proffers, as well as a commitment to

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pedestrian-level/scale street lighting;

F. Garage Treatments. Proposed parking garage façade treatments as further defined in these Proffers;

G. Loading Area Treatment. Proposed loading area treatments as further defined in these Proffers;

H. Parking Spaces. Refinement of the location and number of parking spaces for uses proposed within the FDP;

I. Urban Parks. Specific details on park and recreational facilities and for the area shown on the FDP and as further described in these Proffers;

J. Residential Amenities. Specific details on facilities and amenities to be provided for residential uses in the area of the FDP as further described in these Proffers;

K. Stormwater Management. Identification of specific stormwater management facilities as further described in these Proffers; and

L. Retaining Walls/Fencing. Identification of the height and materials of proposed retaining walls, fencing, screening or barriers as further described in these Proffers.

10. Existing Structures and Uses. The Application Property is developed with existing office and specialized instruction buildings and associated surface parking areas as identified on Sheet C-3.00 of the CDP/FDP (collectively, the "Existing Development"). The Existing Development may remain in use until such time as the portion of the Property on which the existing structure(s) is located is redeveloped in accordance with this Application, or as otherwise stated in these Proffers. In the event the Proposed Development is phased, as stated in these Proffers, the Applicant may secure parking studies, building permits, and Non-RUPs for the Existing Development, or portion thereof, without triggering the need for an FDPA.

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

B. Uses. Any other use permitted in the PDC District will also be permitted as an interim use in the Existing Development, subject to the use limitations of Section 4102 of the Zoning Ordinance and any limitations in these Proffers.

11. Special Exception/Special Permit Uses. Uses allowed by special exception ("SE") or special permit ("SP") in the Planned Development Commercial zoning district may be permitted on the Property in the Existing Development and the Proposed Development without the need for a Proffered Condition Amendment ("PCA"), Conceptual

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Development Plan Amendment ("CDPA") or Final Development Plan Amendment ("FDPA"), provided they are authorized through a separate requisite SE or SP process and are in substantial conformance with these Proffers and the Development Plan.

12. 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.

13. Declarations and Owners' Associations. The Applicant may cause the recordation of one or more declarations creating any necessary Umbrella Owners Association ("UOA"), Homeowners Association ("HOA"), Condominium Owners Association ("COA"), or Commercial Association ("CA") for the Property as follows:

A. Umbrella Owners' Association. At any time, the Applicant may record a declaration and/or establish a UOA 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 documents will separately identify those maintenance or proffer obligations that will or are expected to fall principally on owners or residents of the Residential Units and such obligations will be disclosed to the owners/residents in accordance with the terms of this proffer.

B. Homeowner/Condominium Owners' Association. In the event any of the Residential Units are offered for sale, the Applicant may cause an HOA/COA to be formed for any applicable building containing for-sale Residential Units. If a declaration is recorded and/or a UOA is established for the Property, the HOA/COA will be a member of the declaration and/or UOA.

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

14. Phasing. The Applicant reserves the right to construct the proposed improvements described in these proffers in three phases, as shown on Sheets C-9.00, C-9.10, and C-9.20 of the CDP/FDP (individually referred to as a "Development Phase" and collectively referred to as the "Development Phases"). The Applicant, in the Applicant's sole discretion, may elect to proceed with the Development Phases in any order and or concurrently. Such Development Phases may be further phased within that Development Phase pursuant to an approved Site Plan. Site Plans for each respective Development Phase may include offsite improvements outside the boundaries of the proposed Development Phase. The proposed expansion to Building C may proceed in any phase or as its own phase.

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BUILDING DESIGN

15. 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 Building A and Building B are in general conformance with the bulk, mass, type and quality of materials and elevations, as shown in the conceptual elevations on Sheets A-2.01, A-2.02, A-2.03, and A-2.04 of the CDP/FDP. The location and number of exterior entrances/stoops, metal awnings, and balconies on Building A will be finalized at the time of site plan approval. The Applicant reserves the right to adjust the architectural design of the multifamily residential buildings, 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 remain in general conformance with that shown on the CDP/FDP. The architectural design of the stacked townhome units must be generally consistent with the conceptual elevations as shown on Sheet A-2.05 of the CDP/FDP.

16. Building A Parking Structure. The entrance to the Building A Parking Structure on Street E may be secured by either rolling doors, gates, or other access control measures to be determined at the time of building permit for Building A. The Applicant reserves the right to build fewer levels in Building A Parking Structure, so long as minimum parking requirements for the Proposed Development are satisfied. For example, if the minimum parking requirements can be satisfied with a four-story parking structure, the Applicant will not be required to construct the fifth level shown on the CDP/FDP.

17. Building B First Level Parking Garage. The Applicant will provide architectural treatment for the Building B first level parking garage generally consistent with the character and quality of the elevations shown on Sheets A-2.03 and A-2.04 of the CDP/FDP.

18. Building A and B Transformers. The applicant will provide architectural treatment for the Building A and B transformers generally consistent with the character and quality of the elevations shown on Sheets A-2.02 and A-2.03 of the CDP/FDP.

19. Bird-Friendly Design. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will design Building A and B to include one or more bird friendly design elements, as determined by the Applicant, in the architectural plans for the proposed buildings to be constructed on the Property. The bird friendly design elements may include, but are not limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary nighttime illumination in commercial or residential buildings, the use of decoys, and division of glass swaths. These elements will be identified in the building

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permit submission set for the proposed buildings. Upon the issuance of a building permit for each proposed building, the provisions of this Proffer will be deemed satisfied. This Proffer will also apply to Building C, if the additional GFA allocated in the Tabulations is used to increase the height of Building C.

20. Retaining Walls. The proposed retaining walls will be in general conformance with the CDP/FDP. The Applicant may modify the existing/proposed retaining walls on the Application Property, subject to the approval of the Zoning Administrator without the need for a PCA or an amendment to the CDP/FDP if determined necessary at the time of site plan.

21. 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.

22. Building A Loading/Trash Area. The Applicant will screen the loading/trash area for Building A with a roll-up door as shown on Sheet A-202 of the CDP/FDP. The roll-up 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.

SUSTAINABLE BUILDING DESIGN

23. Green Building Certification for Multifamily Buildings. The Applicant will select one of the following programs, within its sole discretion, at the time of first site plan submission for the building sought to be developed with that site plan and will concurrently notify the Environmental Branch of the Department of Planning and Development (DPD) of the program selection.

A. LEED for Homes. The applicant will include, as part of the second site plan submission and building plan submission, a list of specific credits within the then current version of the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design—Homes ("LEED® for Homes"). A LEED-accredited professional (LEED-AP) who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of

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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 building plan approval, the applicant will post a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to LDS as defined in the Public Facilities Manual, in the amount of (80% of the square footage of the building multiplied by $2). This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building Council, under the most current version of the LEED® for Homes system. The provision to the Environmental Branch of DPD of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification within one year of issuance of the final RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

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.

If the applicant provides to the Environmental Branch of DPD, within one year of issuance of the final RUP for the building, documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the U.S. Green Building Council to fall within three points of attainment of LEED certification, 50% of the escrow will be released to the applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

If the applicant fails to provide, within one year of issuance of the final RUP for the building, documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification or demonstrating that the building has fallen short of certification by three points or more, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame will be extended until such time as evidence is obtained, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

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B. LEED-NC. The applicant will 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-accredited professional (LEED-AP) who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building 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 and will not be provided with the authority to modify any documentation or paperwork.

Prior to the building plan approval, the applicant will submit documentation, to the Environmental Branch of DPD and to LDS, regarding the U.S. Green Building Council's preliminary review of design-oriented credits in the LEED program. 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 project, the applicant will provide documentation to the Environmental Review Branch 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 Silver 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 Public Facilities Manual, in the amount of $2/square foot of GFA 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 Silver 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 Environmental Branch of DPD and to LDS of documentation from the U.S. Green Building Council that the building has attained LEED Silver certification will be sufficient to satisfy this commitment. At

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the time LEED Silver certification is demonstrated to the Environmental Branch 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 building site, whichever occurs first, the Applicant provides to the Environmental Branch 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 (3) points of attainment of LEED certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If 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 reduction. However, the documentation must be provided prior to the final bond release for the building site.

If prior to the bond extension, reduction or final bond release for the building site, whichever occurs first, the Applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification or demonstrating that the building has fallen short of LEED certification by three (3) points or more, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. 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 building site.

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

C. EarthCraft Multifamily. If the Applicant selects EarthCraft Multifamily, then the Applicant must provide documentation from the EarthCraft project manager demonstrating that the development has been registered, completed final inspection, and has met the requirements to attain EarthCraft Certification prior to RUP issuance for each dwelling unit. The Applicant will provide documentation to LDS and the Environmental Branch of DPD demonstrating certification prior to final bond release; or

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D. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS then the Applicant will seek certification of each dwelling unit in the development in accordance with the NGBS rating system under which the Project was registered, 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 from a home energy rater certified through Home Innovation Research Labs that demonstrates that such dwelling unit has attained the certification prior to the issuance of the RUP for each such dwelling unit. To use an energy path other than ENERGY STAR, the dwelling unit must provide both the above-referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the RUP for each such dwelling unit; or,

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

24. Stacked Townhome Units. The Applicant must seek certification for the development from one of the following programs and must notify the Environmental Branch of DPD of the program selection at time of site plan submission.

A. EarthCraft. Certification in accordance with the EarthCraft House Program as demonstrated through documentation provided to LDS and DPD prior to the issuance of a RUP for each dwelling unit. If certification is still in process at time of RUP issuance, the Applicant must provide documentation from the EarthCraft project manager demonstrating that the project has been registered, completed final inspection, and has met the requirements to attain EarthCraft certification prior to RUP issuance for each dwelling unit. The Applicant must provide documentation to LDS and DPD demonstrating that certification for the dwelling unit has been attained prior to final bond release; or

B. NGBS. Certification in accordance with the most current version of NGBS, using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to LDS and DPD from a home energy rater certified through the Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling; or

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

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ELECTRIC VEHICLE CHARGING INFRASTRUCTURE

25. Building A Garage: With Respect to the Building A Garage, the Applicant will provide for electric vehicle parking as follows:

A. Charging Stations. Concurrent with the first site plan submission, the applicant must designate at least 5% of the parking spaces to be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional at time of RUP issuance. Nothing contained in this proffer will preclude the Applicant from providing a higher percentage of recharging stations if desired.

B. Electric Vehicle-Ready Infrastructure. The parking structure for Building A will be designed to support the future installation of Level 2 EV charging stations for 25 percent of the spaces within said parking structure (the "EV Ready Spaces"). The Applicant will include within the site plan and building plan submissions, as applicable, to the satisfaction of the Environment and Development Review Branch of DPD:

i. That the electric load estimates prepared for the building(s) will account for the EV Ready Spaces. Estimates can calculate a cumulative load, where EV-ready load is added to the building service load or, alternatively, the building permit plans can demonstrate that building service loads can accommodate EV-ready loads; and

ii. That the electric room of the building will be sized to support future electrical capacity expansions for Level 2 EV charging stations for the EV Ready Spaces, including empty panel space that for EV charging that could ultimately be connected with pull string conduits to the parking; and

iii. Unless and until all EV Ready Spaces have EV charging stations installed, the Applicant will include, within closing and leasing documents, disclosure to prospective purchasers/renters of the presence of EV-ready parking spaces on the Property.

26. Building B First Level Parking Garage: With Respect to the Building B First Level Parking Garage, the Applicant will provide for electric vehicle parking as follows:

Charging Stations. Concurrent with the first site plan submission, the applicant must designate at least 5% of the parking spaces to be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional at time of RUP issuance. Nothing contained in this proffer will preclude the Applicant from providing a higher percentage of recharging stations if desired. Such requirement does not apply to external surface spaces outside of the Building B Garage.

27. Stacked Townhomes Units. The Applicant must offer initial purchasers of all residential units the option, at the purchaser's cost, to install the required electrical panels for electric vehicle ready charging, which means the provision of space, conduit banks, conduits and

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access points allowing for the easy installation of an electric vehicle charging station in the future, and does not include the installation of transformers, switches, wiring or charging.

TRANSPORTATION

28. 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 new non-residential building structure constructed and $1,667.00 per market rate 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 (the "Guidelines") as amended. Any off-site roadway projects, as defined in the Guidelines, will be creditable against this contribution in accordance with the guidelines. The value of such credit will be determined in consultation with FCDOT but will be generally consistent with the methodology established by the Fairfax Center Road Fund. This contribution will be made prior to the first RUP for building A, as set forth in Proffer 31. This contribution is not subject to the provisions of Proffer 73.

29. 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 C-4.01 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 for Building A. The improvements in this Proffer will be made pursuant to the Phasing Plan on Sheets C-9.00, C-9.10, and C-9.20 of the CDP/FDP. Prior to the issuance of the first RUP for Building A, the Applicant will construct a 10-foot-wide shared use path along Waples Mill Road as shown on the CDP/FDP, subject to VDOT approval.

30. Pender Drive. 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 Pender Drive frontage that includes the area from the property line to one foot behind the proposed sidewalk as shown on Sheet C-4.01 of the CDP/FDP. The 5-foot-wide sidewalk will be located within the public right-of-way. Dedication will be made at time of site plan approval for portions of Pender Drive included in such site plan. The improvements in this Proffer will be made pursuant to the Phasing Plan on Sheets C-9.00, C-9.10, and C-9.20 of the CDP/FDP so that each phase's respective frontage on Pender Road will be constructed with that specific phase.

A. Pender Drive Crosswalk - Subject to the provision of all necessary approvals from VDOT and/or Fairfax County, the Applicant will, prior to the first RUP for the Proposed Development, install a high visibility crosswalk across Pender Drive proximate to Street B as shown the Phasing Plan on Sheets C-9.00, C-9.10, and C-9.20 of the CDP/FDP, provided that the Applicant will not be responsible for the construction, installation, replacement, or upgrading of any other facilities within the right of way except for the installation of the high visibility crosswalk, a curb

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ramp to receive the proposed crosswalk within the existing right-of-way, and other improvements in the right-of-way as other expressly stated in the Proffers.

31. Waples Mill Road and Pender Drive Intersection: Prior to the First RUP for Building A- The Applicant will improve the Waples Mill Road and Pender Drive intersection in accordance with VDOT standards as follows:

A. Subject to VDOT and FCDOT approval, the Applicant will construct the improvements to the intersection of Waples Mill Road and Pender Drive intersection as shown on the on Sheet C-4.01 of the CDP/FDP ("Baseline Intersection Design"). These improvements include:

i. Removing the channelization of the northbound right turn lane;

ii. Providing high-visibility crosswalk striping on the southern and eastern legs of the intersection;

iii. Providing a raised median on the southern leg of the intersection that extends in front of the shared right-in-right-out site entrance on Waples Mill Road;

iv. Providing ADA compliant curb ramps on both sides of the two new crosswalks;

v. Reducing the southern leg of the intersection's crossing distance as shown on the Baseline Intersection Design

vi. Providing pedestrian signals and push-buttons for the southern and eastern legs of the intersection;

B. Prior to submission of the site plan for Building A, the Applicant will submit a lane analysis to VDOT, generally consistent with the layout shown on Sheet 4.02 of the CDP/FDP, to determine if a Northbound through lane on Waples Mill Road can be removed. Subject to Approval by VDOT and the associated improvements beyond those necessary to establish the Baseline Intersection Design being deemed creditable against the Fairfax Center Area Road Fund in Proffer 28, the Applicant will remove the travel lane prior to the First RUP for Building A.

C. Adjustments to the intersection design shown in the CDP/FDP may be made, subject to VDOT Approval so long as they are in substantial conformance with the intersection as shown on the CDP/FDP. Such improvements must comply with the minor modification provisions in Proffers 2 and 6.

32. Private Streets. The on-site private streets must be designed and constructed with materials and depth of pavement consistent with public street standards in accordance with the Public Facilities Manual (PFM), subject to Land Development Services (LDS) approval. The UOA must allocate the responsibility for maintenance of the on-site private streets.

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33. Public Access Easement. The Applicant will provide public access easements, subject to reasonable rules and regulations provided by the UOA, over all streets, sidewalks, and shared use paths located on the Application Property prior to the issuance of the first RUP for each Development Phase Such public access easement will be granted in a form acceptable to the County Attorney.

34. Interjurisdictional Connections. The Applicant, in coordination with the City of Fairfax and Fairfax County identified the preferred location of a future interjurisdictional road connection between Pender Drive/Waples Mill Road and Jermantown Road in location of Street E on the CDP/FDP. The Applicant will dedicate all right-of-way and/or easements necessary to allow for the construction and public access of this future connection as shown on Sheet C-4.03 of the CDP/FDP labeled as "Future potential connection to City of Fairfax to be completed by others." Such right-of-way/easements will be granted to the Board at the time of the approval of the Site Plan for Building B to allow for the construction of connection, by others, once the site plan for the road connection on the City of Fairfax side of the future road has been approved. Such easement will also include all easements necessary to allow for the construction and public access for an alternate interjurisdictional connection through Street B as shown on as shown on Sheet C-4.03 of the CDP/FDP labeled as "Alternate future potential connection to City of Fairfax if the connection is ultimately not located at Street E." Upon the construction of the interjurisdictional connection on either Street E or Street B, the Applicant may vacate the easements for the street connection not used. The eventual construction of one vehicular interjurisdictional connection is contemplated with this Proffer.

35. Interparcel Connection to the North. Prior to the issuance of the first RUP for the Northern Phase as shown on Sheet C-9.00, the applicant will construct the onsite vehicular and pedestrian interparcel connections as generally shown on the CDP/FDP and will make a good faith effort to coordinate with the adjacent parcel owner(s) to the north (Tax Map 47-3 ((1)) 59A) on its ultimate design and location as well as record any easements required to construct the facility and to provide access between the adjacent properties.

36. Sidewalks and Trails. Pedestrian connectivity will be provided on the Application Property consistent with the Circulation Plan shown on C-4.12 of the CDP/FDP. The Applicant must provide a comprehensive sidewalk, and trail system within the Property as generally shown on Sheet C-4.01 of the CDP/FDP. All sidewalks must be constructed in accordance with PFM and/or VDOT standards, as applicable. All sidewalks must be constructed of concrete or other similar material permitted by the PFM and/or VDOT and must be a minimum width of five feet unless otherwise required in these Proffers or depicted on the CDP/FDP. All shared use paths must be constructed of asphalt, concrete, or other similar materials permitted by the PFM and/or VDOT, and must be a minimum width of 10 feet unless otherwise required in these Proffers or depicted on the CDP/FDP.

37. Bus Stop – Waples Mill Road. Prior to the issuance of the first RUP for Building A on the Application Property, the Applicant will construct an Americans With Disabilities Act-compliant bus pad with shelter and seating, in the general vicinity of the existing

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Fairfax Connector bus stop located along the Application Property's frontage on Waples Mill Road. The location of the bus stop will be determined at time of site plan in consultation with FCDOT. Improvements will be in accordance with VDOT standards. If FCDOT determines at time of site plan that bus stop improvements are not desired at this location, the Applicant will provide a cash contribution of $25,000.00 in lieu of constructing the improvement to be used for improvement of transit facilities in Land Unit K of the Fairfax Center Suburban Center as defined in the Comprehensive Plan.

38. Bus Stop – Pender Drive. Prior to the issuance of the 215th RUP for Building stacked Townhome on the Application Property, the Applicant will construct an Americans With Disabilities Act-compliant bus pad with shelter and seating, in the general vicinity of the existing Fairfax Connector bus stop located along the Application Property's frontage on Pender Drive. The location of the bus stop will be determined at time of site plan in consultation with FCDOT. Improvements will be in accordance with VDOT standards. If FCDOT determines at time of site plan that bus stop improvements are not desired at this location, the Applicant will provide a cash contribution of $25,000.00 in lieu of constructing the improvement to be used for improvement of transit facilities in Land Unit K of the Fairfax Center Suburban Center as defined in the Comprehensive Plan.

39. 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, unless stated otherwise, the term "construct" will mean that the committed improvement is substantially complete and available for public use.

40. Bicycle Infrastructure. The Applicant will provide bicycle racks for the residents of the Proposed Development, the specific locations of which will be determined at the time of site plan subject to the approval of the Fairfax County Department of Transportation ("FCDOT"). The bicycle racks will be inverted U-style racks or other design approved by FCDOT. The total number of bicycle parking spaces will be consistent with the Fairfax County Zoning Ordinance and Guidelines for Bicycle Parking in coordination with the FCDOT Bicycle Coordinator or his designee. Long-term bicycle parking will be provided on-site in a secure location such as a bicycle room, cage, locker, or other secure parking option. The Applicant will provide directional signage within the garage to guide bicyclists to the secure bicycle storage facilities.

41. Transportation Demand Management. This proffer sets forth the programmatic elements of a Transportation Demand Management program (the "TDM Program") that will be implemented by the Applicant, and/or its successors and assigns to encourage the use of transit (Metrorail and bus), other high-occupancy vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by new buildings constructed on the Property.

A. Definitions. For purposes of this proffer, "Stabilization" will be deemed to occur one year following issuance of the last RUP. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

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i. Transportation Demand Management Plan. Concurrent with submission of the initial site plan for the Proposed Development, the Applicant will prepare and submit to FCDOT a Transportation Demand Management Plan (the "TDM Plan"). The TDM 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 Plan as coordinated with FCDOT can be made without the need for a PCA, CDPA, or FDPA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

ii. Transportation Management Association. The Applicant will participate in or otherwise become associated with a larger Transportation Management Association, should one be established for this area.

iii. 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 and new office uses located within the 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 Property.

iv. Baseline. The baseline number of weekday peak hour residential and new office vehicle trips for the proposed units within the Property against which the TDM Goals (as defined in subparagraph B) will be measured must be derived upon the number of residential units and amount of new office GFA 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 32.C.vi, or as qualified below and using the trip generation rates/equations applicable to such residential and new office uses as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code = 220, 221, and 710 respectively. In the event that at Build Out, the Applicant has constructed fewer multifamily residential units or new office GFA as part of the proposed development, then the Baseline Trip generation numbers applicable upon Build Out must be calculated as if the maximum proposed residential units or new office GFA had actually been constructed as reflected in the Comprehensive Transportation Analysis ("CTA") for the Applicant prepared by Gorove/Slade, Inc., and dated March 25, 2025.

B. TDM Goal. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of 25 percent following the

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implementation of the new residential uses. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of 35 percent for any new GFA added to Building C This Proffer does not apply to Building C's existing GFA and only applies to new GFA beyond the amount of existing GFA shown on the CDP/FDP.

i. 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, CDPA, or FDPA.

ii. TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager ("TPM") for the Property. The TPM will be appointed no later than 60 days after the issuance of the first building permit for the first new building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The TPM will notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter, the TPM will do the same within 10 days of any change in such appointment.

iii. Annual Report and Budget. Every calendar year after the first issuance of RUP or Non-RUP, on a date chosen by the Applicant between January 1st and May 15th annually, 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. 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 the 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.

iv. TDM Account. The TPM will establish a separate interest-bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 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.

v. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the new 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 on a building-by-building basis at the

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rate of $0.01 per gross square foot of new residential or non-residential uses to be constructed on the Property and provided prior to the issuance of the first initial RUP or Non-RUP for each individual building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

vi. Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Property beginning one year following issuance of the final initial RUP for the 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 buildout 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 percent, 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 years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

vii. 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.

C. 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.

D. 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. The requirements of the TDM

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Program, including the annual contribution to the TDM Program (as provided herein), will be included in all initial and subsequent purchase documents.

42. Parking.

A. Required Parking. Parking will be provided in accordance with the parking requirements of Article 6 of the Zoning Ordinance and any approved parking adjustment. Minor modifications (increases or decreases) to the number of parking spaces as shown on the CDPA/FDPA 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 adjustments 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 CDPA/FDPA.

B. Future Parking Adjustments. The Applicant further reserves the right to pursue future parking adjustments 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.

C. Future Zoning Ordinance Amendments. 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.

LANDSCAPING

43. Tree Preservation.

A. Tree Inventory and Condition Analysis. The Applicant must submit a Tree Inventory and Condition Analysis at the time of the first and all subsequent site plan submissions.

B. Tree Preservation Plan. The Applicant must submit a Tree Preservation Plan and Narrative at the time of the first and all subsequent site plan submissions. The Tree Preservation Plan and Narrative must be prepared by an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist and must be consistent with PFM 12-0309 as determined by Forest Conservation.

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

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adjustments, and tree protection fencing must be installed under their supervision in accordance with these modifications.

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

E. Tree Preservation Measures. Tree preservation measures must be clearly identified, labeled, and detailed on both the Erosion and Sediment Control Plan sheets and the Tree Preservation Plan. These measures may include, but are not limited to, root pruning, crown pruning, mulching, and watering. The plan must provide specifications on how each preservation measure will be implemented. All tree preservation activities must be completed during Phase 1 of the Erosion and Sediment Control Plan implementation under the supervision of the Project Arborist.

44. Demolition. The demolition of all existing structures and site features within or adjacent to tree preservation areas must be carried out in the least disruptive manner possible, as reviewed and approved by Forest Conservation. All tree protection fencing must be in place and verified by a County representative before demolition activities begin.

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

45. Landscape Plan. The Applicant will implement the landscape design for the Proposed Development which to be in substantial conformance with the conceptual landscape plan for the Property provided on Sheets L-3.00 and L-3.01 of the CDP/FDP (the "Conceptual Landscape Plan"), which illustrates the plantings and other features to be provided with the Proposed Development, including streetscapes and parks. The Conceptual 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 Conceptual Landscape Plan, as determined by the Zoning Administrator and the Forest Conservation Branch of the Site Development and Inspections Division of LDS ("FCON").

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A. Sustainable Elements. The landscape planting plan and specifications must incorporate sustainable techniques that reduce maintenance needs and promote a cleaner, healthier environment. These techniques should enhance air quality, improve stormwater management, and support resource conservation through the use of trees and other beneficial vegetation. Sustainable methods include:

i. Reduce turf areas to minimize mowing and the associated air pollution. Turf must not cover more than 75 percent of the pervious area of each lot (site). Mulched planting beds with grouped trees and vegetation should be incorporated to create a root zone environment that supports healthy tree and plant growth.

ii. Plant trees in strategic locations to enhance energy conservation for buildings, following the guidelines outlined in Plate 4-12 of the Public Facilities Manual (PFM).

iii. Use a diverse selection of native and non-invasive plants to support native pollinators and minimize the need for supplemental watering, chemical fertilizers, salt, herbicides, and chemical pest or disease control.

iv. Sustainable landscape planting, implemented with the subdivision/site plan should consist of grouped plantings that include larger overstory trees (Category III and IV, as listed in PFM Table 12.14), smaller understory trees (Category II), shrubs, and groundcovers. In this approach, it is acceptable for the 10-year projected canopies of overstory trees to overlap with the canopies of understory trees, shrubs, native grasses, and groundcovers, mimicking a natural, multi-layered wooded environment.

v. Mulch beds must be inspected for compliance with the approved subdivision/site plan prior to the issuance of the RUP/Non-RUP for each building or phase of the project. Once mulch areas are approved, their maintenance becomes the responsibility of the property owner, who may manage or plant these areas according to their preference.

46. Site Plan. As part of each site plan submission for each Development Phase, the Applicant will submit to FCON for review and approval a detailed landscape and tree cover plan (the " Detailed Landscape Plan") that includes, but is not limited to, the following items for the respective Development Phase: (i)design specifications for tree wells and other planting areas located above structures and along streets; (ii)Specifications for planting materials and/or structural soils used for street trees and plantings located within or atop structures, along with methods to ensure their long-term viability; and (iii) irrigation information.

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A. Planting Quality. The Detailed 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 FCON and the Zoning Evaluation Division, 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.

B. Native, Non-Invasive Species. The Applicant will use non-invasive species throughout the Proposed Development and will also use predominantly native or adapted species. The Applicant will utilize only native species in any LID measures installed on the Property.

C. Invasive Plant Species Management. At the time of site plan, the Applicant, in conjunction with the Project Arborist, will identify invasive plants within the tree preservation areas as shown on the CDP/FDP. The Applicant will coordinate with the Project Arborist and FCON for the removal of such identified invasive plants. If invasive plant species are identified, an invasive plant management plan and a revegetation plan will be provided for all preservation areas prior to site plan approval. The Applicant may use hand tools, machines, chemical means, or other removal strategies, as determined to be appropriate by FCON. Trees identified for preservation on the CDP/FDP are not to be harmed during removal activity.

D. Landscape Planting Pre-Installation Meeting. Prior to installation of any plants to meet the requirements of the approved Landscape Plan, the Applicant will coordinate a pre-installation meeting on-site with the landscape contractor, FCON, and any additional appropriate parties. The Detailed Landscape Plan is conceptual in nature and any proposed changes to the planting locations, tree/shrub planting sizes, and any proposed substitutions for the plants shown on the Detailed Landscape Plan will be reviewed and approved by FCON prior to planting. The installation of plants, to meet the requirements of the Detailed Landscape Plan that are not approved by FCON, may require the submission of a revision to the Detailed Landscape Plan, or part thereof, or removal and replacement with approved trees/shrubs prior to bond release.

E. 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.

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F. 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.

G. 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.

H. Urban Bioretention Tree Pits. Urban bioretention features designed for tree planting must meet the following minimum specifications:

(i) Filter Media Composition

- The filter media must consist of 50% sand, 30% topsoil, 20% leaf compost.
- Each component must be clearly defined and specified in all site plan submissions, including the initial and subsequent plans.
- A comprehensive narrative detailing the testing, monitoring, reporting, and installation process of the soil mixture must be included on the site plan.
- This soil mixture must be consistently used throughout the entire bio-retention area.

(ii) Soil Volume and Depth Requirements

- Minimum soil volumes for Category III and IV trees, as specified in the associated proffer, are required.
- Each urban bio-retention tree pit must:
  - Maintain a minimum depth of four (4) feet.
  - Maintain this depth for at least four (4) feet in all directions, centered on the tree.

(iii) Irrigation System Restrictions

- Permanent automatic irrigation systems are not allowed in designated bio-retention tree pits.
- Tree species must be carefully selected to match the growing conditions of each bio-retention tree pit.
- Temporary irrigation must be implemented during the tree establishment period.

(iv) Maintenance Requirements

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

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- A detailed maintenance plan for the establishment period must be included on the site plan.
- The maintenance plan must comply with DCR Specification No. 9, Section 9.

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47. Utility Locations. Utilities, including but not limited to water, sanitary sewer, and storm sewer utility lines will, to the extent feasible and as permitted by the applicable utility companies, be placed underground. Adjustments to the type and locations of plantings and the use of raised planters will be permitted to avoid conflicts with utilities and other site engineering considerations. Upon request by the Applicant, the Zoning Administrator may waive/modify the requirement to place utilities underground without approval of a PCA, CDPA, and/or FDPA upon a determination that such a requirement: (a) is infeasible or impractical; or (b) would require the Applicant to secure easements or consents from third parties that, despite having been diligently pursued by the Applicant, are not available.

48. 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.

49. 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 18-24 inches, and the addition of organic matter on top of the soil. Planting areas not used for walking or outdoor activities should be densely planted with native perennials to increase their habitat values and to avoid foot traffic and its attendant re-compaction of the amended soils. The Applicant will provide notes and details on the site/subdivision plan outlining the soil restoration process for review and approval by Forest Conservation.

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

51. Any proposed changes to planting locations, tree or shrub sizes, or species substitutions from the approved plan must be reviewed and approved by Forest Conservation before

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planting. Installing unapproved plants may require a landscape plan revision or the removal and replacement of non-compliant trees or shrubs before bond release.

ENVIRONMENTAL

52. Lighting. All on-site outdoor lighting must comply with the lighting standards set forth in Section 5109 of the Zoning Ordinance. 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. Pedestrian-scaled street light fixtures will be provided as generally shown on the CDP/FDP. The existing building mounted lights on Building C may remain until the Building C expansion occurs.

53. Asbestos-Containing Soils. If based on the soils analysis submitted as part of the site/subdivision plan approval process, LDS determines that a potential health risk exists due to the presence and associated disturbance of asbestos-containing rock on the Property, the applicant must:

A. Take the appropriate measures as required by the Occupational Safety and Health Regulations (OSHA) and enforced by the Virginia Department of Labor Industry including dust control, covered transport of removed asbestos materials, and worker protection measures, and;
B. Alert personnel working in or around this geologic area to this potential health risk.

54. Salt Management. Salt should only be applied during freezing inclement weather only to paved surfaces where and when needed for safety. When no longer needed, excess or leftover salt must be removed for reuse or disposed properly. Residual salt must not be swept or shoveled into planted landscape areas, wet ponds, or bioretention facilities. When not in use, salt should be stored in a covered area to protect it from precipitation.

STORMWATER MANAGEMENT

55. 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 satisfy applicable Fairfax County Public Facilities Manual ("PFM") 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/or 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.

56. 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

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additional stormwater management measures provided they are in substantial conformance with the CDP/FDP as allowed by the PFM and Chapter 124 of the Fairfax County Code.

57. 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

58. Pender Pump Station Upgrades. The Applicant will increase the capacity of the Pender Pump Station to a minimum of 3.00 MGD, subject to the ability to accommodate such capacity within the footprint of the existing Pender Pump Station ("Pender PS Improvements") as set forth in this Proffer. Both the (i) Pender PS Improvements and (ii) the Force Main / gravity sanitary sewer improvements ("Pender Line Improvements") are required to be constructed, pursuant to an approved Public Improvement Plan, Site Plan, Minor Site Plan, and/or Building Plan, by the applicant and the sewer enhancements must be approved for flow from Fairfax County prior to the issuance of the first Residential Use Permit ("RUP") for the Application Property, and all necessary easements for the construction of the sewer enhancements must be recorded. Any new easement(s) required to construct the improvements referenced in this Proffer will be obtained and recorded by the Applicant and there will be no obligation on the County to obtain and/or record any such easement(s). For the purposes of this Proffer, the Pender PS Improvements are to be deemed constructed when the Pender Pump Station is approved for flow from Fairfax County and connected to the broader wastewater system. If the Pender PS Improvements or the Pender Line Improvements are constructed by Others and subsequently approved for flow, the Applicant will be released from any and all obligations in this Proffer relating to the Pender PS Improvements or the Pender Line Improvements. Furthermore, if the sewer force main by pass for the Highridge Pump station referenced below in Proffer 59 is completed by others, then the Pender PS Improvements will only need to increase the capacity of the Pender Pumpstation to a minimum of 2.25 MGD.

The Pender PS Improvements and Pender Line 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. Reasonable costs associated with obtaining any and all easements necessary for the Pender PS Improvements will be reimbursed at the same ratio as the other improvements in the Reimbursement Agreement. Notwithstanding the foregoing, should the County's Sewer Reimbursement Policy be amended, the Applicant reserves the right to opt in to the new policies on the Property without the need for a PCA. Furthermore, the Applicant reserves the right to enter into a separate binding written agreement with

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the appropriate County agency as to the terms and conditions of reimbursement of the Pender PS Improvements following approval of this Application.

59. If the Pender PS Improvements are not feasible within the footprint of the existing Pender Pump Station as determined in consultation with Wastewater Management, the Applicant, in Applicant's sole discretion, must elect one of the following improvement options (a) expand the footprint of the Pender Pump Station to accommodate the capacity; or (b) increase the capacity of the Pender Pump Station to a minimum of 2.25 MGD and construct a sewer force main by-pass for Highridge Pump Station that diverts flow away from Pender Pump Station.

A. As an alternative to the options stated above in Proffer 59 and subject to approval by DPWES, the Applicant may construct a new replacement pump station on the Application Property or within Land Unit K of the Fairfax Center Suburban Center ("New Pump Station") which will serve the existing sewershed of the Pender Pump Station and have a minimum capacity of 3.0 MGD.

i. If the Applicant selects to construct the New Pump Station ("New PS Improvements") it will do so pursuant to an approved Public Improvement Plan, Site Plan, Minor Site Plan, and/or Building Plan, and the sewer enhancements must be approved for flow from Fairfax County prior to the issuance of the first Residential Use Permit ("RUP") for the Application Property, and all necessary easements for the construction of the sewer enhancements must be recorded. Any new easement(s) required to construct the improvements referenced in this Proffer will be obtained and recorded by the Applicant and there will be no obligation on the County to obtain and/or record any such easement(s). For the purposes of this Proffer, the New PS Improvements are to be deemed constructed when the New Pump Station is approved for flow by Fairfax County and connected to the broader wastewater system. The New Pump Station may be constructed without requiring a PCA, CDPA or FDPA.

ii. The New 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. Reasonable costs associated with obtaining any and all easements necessary for the New PS Improvements will be reimbursed at the same ratio as the other improvements in the Reimbursement Agreement. Notwithstanding the foregoing, should the County's Sewer Reimbursement Policy be amended, the Applicant reserves the right to opt in to the new policies on the Property without the need for a PCA. Furthermore, the Applicant reserves the right to enter into a separate binding written agreement with the

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appropriate County agency as to the terms and conditions of reimbursement of the New PS Improvements following approval of this Application.

B. DPWES Approved Alternative. Subject to consultation and approval by DPWES, the Applicant may utilize an alternative sewer capacity solution that serves the existing sewershed of the Pender Pump Station and have a minimum capacity of 3.0 MGD.

PARKS AND RECREATION

60. Park Authority Contribution – Multifamily Buildings. Prior to the issuance of the first residential use permit (RUP) for each multi-family building, the Applicant will contribute a sum equivalent to $893.00 per new resident (at 1.75 residents per dwelling unit). Said contribution must be calculated using the actual number of multi-family units constructed. The contribution must be used for park and recreation improvements in the service area of the Application Property, as determined by the Fairfax County Park Authority ("FCPA") in consultation with the Springfield District Supervisor.

61. Park Authority Contribution – Stacked Townhomes. Prior to the issuance of the first residential use permit (RUP) for a stacked townhome, the Applicant will contribute a sum equivalent to $893.00 per new resident (at 1.75 residents per dwelling unit)). Said contribution must be calculated using the actual number of units constructed. The contribution must be used for park and recreation improvements in the service area of the Application Property, as determined by FCPA in consultation with the Springfield District Supervisor.

On-Site Recreation Facilities. Pursuant to subsection 2105.4.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, 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 $2,400.00 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. Such facilities may include, but are not limited to, a pool, seating, picnic areas, grassed open areas, trails, , gathering space, pet related facilities, playgrounds, and outdoor cooking and barbeque areas, Courtyard areas, which may be located within the residential building, or in open areas, and may include pool and related bathhouse facilities, seating areas, land scaping, hardscape areas; Club rooms and/or entertainment centers for resident gatherings; Fitness centers furnished with exercise equipment that may include, but not be limited to, stationary bikes, treadmills, weight training equipment with weight, machines and free weights, but not necessarily staffed. 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. The per unit contribution does not apply to affordable dwelling units. The installation of indoor and outdoor recreation areas will be phased with construction.

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62. Publicly-Accessible Urban Parks. Publicly-accessible urban parks and open space must be provided in conformance with the concepts, locations, and minimum acreages depicted on Sheets L-2.00 through L-2.01 of the CDP/FDP and must be maintained by the Applicant. The variety and quantity of recreational facilities and amenities provided in the publicly-accessible urban parks will be in substantial conformance with that shown on the CDP/FDP, subject to refinement and adjustment at the time of site plan.

63. Central Park. The Applicant will install park improvements in the location identified as "Central Park" that is approximately 1.26 acres as depicted on Sheets L-2.00 and L-2.01 of the CDP/FDP. The Central Park will include features for active and passive recreation that may include, but are not limited to, landscaping, seating, public art, play areas, trash receptacles, bicycle racks, bicycle repair stations, informational signage, pet waste stations, pedestrian scaled lighting, temporary performance stages, and or sun shelters or gazebos. The Central Park may be used for but not limited to scheduled activities such as farmers markets, performances, and or fitness classes. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Central Park subject to final design in consultation with FCPA and FCON, provided the general character and quality of Central Park remains consistent with Sheets L-2.00 and L-2.01 of the CDP/FDP. The Applicant will construct Central Park prior to the issuance of the first RUP Building A.

64. Pocket Park 1. The Applicant will install park improvements in the location identified as "Pocket Park 1" that is approximately 0.29 acres as depicted on Sheets L-2.00 and L-2.02 of the CDP/FDP. Pocket Park 1 will include features for active and/or passive recreation that may include, but are not limited to, landscaping, seating, public art, play areas, trash receptacles, bicycle racks, bicycle repair stations, informational signage, pet waste stations, pedestrian scaled lighting, and/or sun shelters or gazebos. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Pocket Park 1 subject to final design in consultation with FCPA and FCON, provided the general character and quality of Pocket Park 1 remains consistent with Sheets L-2.00 and L-2.02 of the CDP/FDP. The Applicant will install Pocket Park 1 with the improvements on the Phasing Plan for the Northern Phase as shown on Sheet C-9.00 and will be open to the public prior to the issuance of a RUP for a stacked townhouse unit in the stick of units labeled "Stack A" on Sheet L-2.00 of the CDP/FDP.

65. Pocket Park 2. The Applicant will install park improvements in the location identified as " Pocket Park 2" that is approximately 0.23acres as depicted on Sheets L-2.00 and L-2.02 of the CDP/FDP. Pocket Park 1 will include features for active and/or passive recreation that may include, but are not limited to, landscaping, seating, public art, play areas, trash receptacles, bicycle racks, bicycle repair stations, informational signage, pet waste stations, pedestrian scaled lighting, and/or playground. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Pocket Park 2 subject to final design in consultation with FCPA and FCON, provided the general character and quality of Pocket Park 2 remains consistent with Sheets L-2.00 and L-2.02 of the CDP/FDP. The Applicant will install Pocket Park 2 with the improvements on the Phasing Plan for the Northern Phase as

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shown on Sheet C-9.00 and will be open to the public prior to the issuance of a RUP for a stacked townhouse unit in the stick of units labeled "Stack P" on Sheet L-2.00 of the CDP/FDP.

66. Pocket Park 3. The Applicant will install park improvements in the location identified as " Pocket Park 3" that is approximately 0.10 acres as depicted on Sheets L-2.00 and L-2.02 of the CDP/FDP. Pocket Park 1 will include features for active and/or passive recreation that may include, but are not limited to, landscaping, seating, public art, play areas, trash receptacles, bicycle racks, bicycle repair stations, informational signage, pet waste stations, pedestrian scaled lighting, and/or sun shelters or gazebos. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Pocket Park 3 subject to final design in consultation with FCPA and FCON, provided the general character and quality of Pocket Park 3 remains consistent with Sheets L-2.00 and L-2.02 of the CDP/FDP. The Applicant will install Pocket Park 3 with the improvements on the Phasing Plan for the Northern Phase as shown on Sheet C-9.00 and will be open to the public prior to the issuance of a RUP for a stacked townhouse unit in the sticks of units labeled "Stack D" or "Stack E" on Sheet L-2.00 of the CDP/FDP.

67. Interim Urban Parks. The Applicant will install interim urban parks as set out below to ensure the urban park provided during the phased build out satisfies requirements for the number of units that have received occupancy permits.

A. Northern Phase. The Applicant will install an interim urban park that is approximately 0.13 acres, or larger prior to the issuance of the first RUP for a stacked townhome. This interim park will include features for active and/or passive recreation that may include, but are not limited to, landscaping, seating, public art, play areas, trash receptacles, bicycle racks, bicycle repair stations, informational signage, pet waste stations, pedestrian scaled lighting, and/or sun shelters or gazebos. The exact location of this interim park will be determined at site plan to allow for optimal location with the benefit of construction plans.

B. Southeast Phase. The Applicant will install an interim urban park that is approximately 0.28 acres, or larger, prior to the issuance of the first RUP for Building B. This interim park will include features for active and/or passive recreation that may include, but are not limited to, landscaping, seating, public art, play areas, trash receptacles, bicycle racks, bicycle repair stations, informational signage, pet waste stations, pedestrian scaled lighting, and/or sun shelters or gazebos. The exact location of this interim park will be determined at site plan to allow for optimal location with the benefit of construction plans.

C. Public Access Easement. A public access easement over all publicly accessible open spaces must be recorded at time of site plan approval, in a form acceptable to the County Attorney, which must reserve to the Applicant the right to reasonably restrict access for limited times for security, maintenance and repairs, and/or safety purposes. 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

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to the public will be open for periods of time consistent with traditional County parks and subject to usual and customary rules and regulations. Pocket Park 4 may be reserved during business hours for Building C to accommodate the existing community serving use. Any public access easement granted over an interim park may be vacated prior to construction activity for a future phase occurring in the location of such interim park.

68. Private Open Space. The area labeled "Private Open Space (+/- 0.41 acres)" on Sheet L-2.00 of the CDP/FDP will be provided as generally shown on Sheet L-3.00 of the CDP/FDP prior to the issuance of the first RUP for a stacked townhouse unit in the stick of units labeled "Stack Q" and on Sheet L-2.00 of the CDP/FDP.

AFFORDABLE HOUSING

69. Affordable Housing. Upon receipt of either 42(m) Letter for 4% tax credits or a Reservation Letter for 9% tax credits, the Applicant, in the Applicant's sole discretion, may elect to proceed with either the Fully Affordable Building Option or the Affordable Housing Option for the Proposed Development as described in these Proffers ("Affordability Selection"). If the Applicant selects the Fully Affordable Building Option as its Affordability Selection, the Applicant will be relieved of requirements set forth in the Affordable Housing Option described below. If the Applicant selects the Affordable Housing Option as its Affordability Selection, the Applicant will be relieved of requirements set forth in the Fully Affordable Building Option described below. In the event a site plan for the Northern Phase, as shown on Sheet C-9.00, and/or the Southwest Phase, as shown on Sheet 9.20, is submitted before the Southeast Phase, the development of the Northern Phase is subject to Proffer 69(C) below, until such time that the ADU Selection has been made.

A. Fully Affordable Building Option. Under the Fully Affordable Building Option, the Applicant will provide all of the units in Building B as affordable dwelling ("ADUs") and/or workforce dwelling units ("WDUs") (collectively, the "Building B ADUs/WDUs") that serve an average of 60% or less of the area median income ("AMI"). The Building B ADUs/WDUs will be administered in accordance with the Guidelines for Provision of Workforce Dwelling Units approved by the Board on March 18, 2025 (the "WDU Policy Guidelines"), as may be amended, or a comparable state or federal affordable housing program. The provision of the Building B ADUs/WDUs will satisfy all ADU requirements in Section 5101 of the Zoning Ordinance and the WDUs requirements and expectations for the entire Proposed Development. If the affordability of the Building B ADUs/WDUs are provided through LIHTC commitments, the LIHTC units would meet the affordability expectations of the ADUs/WDUs. The LIHTC units will be administered exclusively in accordance with the provisions of such federal LIHTC program and these proffers.

(i) The rents of the Building B ADUs/WDUs will be controlled as set forth above for at least a period of 50 years from the date of issuance of the

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first RUP for Building B. In the event LIHTC control period restrictions expire prior to the end of the 50-year term, affordability for the remaining period shall be maintained through County-administered ADU/WDU program.

a)

B. Affordable Housing Option:

(i) Affordable Dwelling Units. Under the Affordable Housing Option, if required by the provisions of 5101 of the Zoning Ordinance, ADUs will be provided pursuant to such regulations, unless modified by the ADU Advisory Board, and to the satisfaction of the Department of Housing and Community Development. The multifamily residential buildings located on the Application Property are construction type 3 that are exempt from the provisions of the Affordable Dwelling Unit (ADU) Ordinance.

(ii) Workforce Housing. Under the Affordable Housing Option, in addition to any ADUs that may be required, the Applicant must also provide for-sale and/or rental WDUs in accordance with the Guidelines for Provision of Workforce Dwelling Units, Appendix 1 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 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 percent (8%) of the total rental housing units and twelve percent (12%) of the total for-sale housing units constructed.

a) Rental Income Tiers. 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.

b) For-sale Income Tiers. 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-

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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.

c) 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.

d) Notwithstanding the foregoing, should the Board's policies related to WDUs be amended, the Applicant reserves the right, in their sole discretion, to opt into the new policies, in part or in whole, without the need for a PCA or CDPA and, if an Applicant so opts into any such new policies, the provisions of this Proffer which relate to the new policies of the Board which the Applicant has elected to opt into shall no longer be effective.

e) When the required number of WDUs results in a fractional unit less than 0.5, the number will be rounded down to the next whole number. When the required number of WDUs results in a fractional unit equal to or greater than 0.5, the number will be rounded up to the next whole number.

(iii) Additionally, in the event that parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space shall be made available for lease by each ADU and/or WDU.

C. Limitation of Residential Use Permits: The issuance of RUPS will proceed subject the limitations set forth in Section 5101.5.E of the Zoning Ordinance in effect at the time of approval. For clarification, if the Applicant proceeds under either the Affordable Housing Option or the Fully Affordable Building Option, the RUP limitations in Section 5101.5.E and the WDU Guidelines are satisfied if no more than 215 RUPS for the Stacked Townhomes (representing 75% of the stacked Townhomes) are to be issued until at least 75% of the RUPs for the ADUs generated under the chosen option have been issued. Should the requirements of section

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5101.5.E or the WDU Guidelines be amended after approval of this Rezoning, the Applicant may apply the updated regulations without requiring a Proffered Condition Amendment.

PUBLIC SCHOOLS

70. Public Schools Contribution. Prior to the issuance of the first RUP in each phase, the Applicant will contribute the amount of $14,956.00 per new student projected to be generated by such phase 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 for such phase 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 73.

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

SIGNS

72. 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.

MISCELLANEOUS

73. 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.

74. RUP Tabulations: The Applicant will submit a running tabulation of how many RUPS have previously been issued on the Property with each application for a RUP on the Property.

75. Phased Occupancy. Notwithstanding the foregoing commitments in these Proffers, nothing will preclude the Applicant from obtaining a temporary certificate of occupancy and/or phased occupancy under the applicable provisions of the Virginia Construction Code, provided that such portion or portions of a building or structure may be occupied safely prior to full completion of the building or structure without endangering life or

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public safety and subject to the approval of the Zoning Administrator to extend or defer the timeframes for completion of any improvements and/or contributions required under these Proffers triggered by the RUP for the building or structure for which the Applicant seeks a temporary certificate of occupancy and/or phased occupancy. Notwithstanding the foregoing commitments in these Proffers, the phased occupancy will also allow for the issuance of RUPS in advance of the completion of the Pender Pump Station and the Pender Line Improvements described above in Proffer 58, so long as adequate capacity exists for the requested residential units to the satisfaction of the Fairfax County Wastewater Division.

76. 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, 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.

77. 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.

78. 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]

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APPLICANT / -TITLE OWNER OF
TAX MAP: 0571 01 0010

TPC FREEDOM I LC

_____

By:MVP Management, LLC
Its: Manager

By: Daniel McCahan
Its: Manager

[SIGNATURES CONTINUE ON THE NEXT PAGE]

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APPLICANT / -TITLE OWNER OF
TAX MAP: 0562 01 0074B

TPC FREEDOM II LC

_____

By:MVP Management, LLC
Its: Manager

By: Daniel McCahan
Its: Manager

[SIGNATURES CONTINUE ON THE NEXT PAGE]

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ATTACHMENT I

PARKING REDUCTION CONDITIONS
November 25, 2025

1. These conditions apply to the current owners and their successors and assigns (hereinafter "owner") of the parcel identified on 2025 Tax Maps 56-2 ((01)) 74B and 57-1 ((01)) 10 and 23 (hereinafter "site").

2. Off-street parking for the qualifying affordable multifamily residential building is a minimum of 1.0 spaces per unit.

3. Parking for any uses not listed in Condition #2 must be provided at no less than the minimum rates required by the Zoning Ordinance (Ordinance), subject to Condition 4.

4. If the affordable multifamily residential building is no longer feasible, the site is granted a maximum 5 percent transit-related parking adjustment in conformance with Section 6100.6.C.(1) of the Ordinance.

5. If the site is developed in substantial conformance with the approved development plan and associated rezoning application, this parking adjustment will remain in effect.

6. The conditions of approval of this parking adjustment must be incorporated into any site plan or site plan revision submitted to the Director for approval.

7. The owner must submit a parking space utilization study for review and approval by the Director promptly upon request by the Zoning Administrator or the Director at any time in the future. Following review of that study, or if a study is not submitted within 90 days after its request, the Director may require alternative measures to satisfy the on-site parking needs of the property. Such measures may include, but are not limited to, compliance with the full parking requirements specified in the Ordinance.

8. All parking utilization studies prepared in response to a request by the Zoning Administrator or the Director must be based on applicable requirements of *The Code of the County of Fairfax, Virginia,* and the Ordinance in effect at the time of the study's submission.

9. All parking provided must comply with the applicable requirements of the Ordinance and the Fairfax County Public Facilities Manual, including the provisions referencing the Americans with Disabilities Act and the Virginia Uniform Statewide Building Code.

10. These conditions of approval are binding on the owner and must be recorded in the Fairfax County Land Records in a form acceptable to the County Attorney.