County of Fairfax, Virginia
Planning Commission Meeting
March 18, 2026
Planning Commission Action

PCA 84-L-020-28 /CDPA-84-L-020- 09/ FDPA-84-L-020-02-17 (RZPA-2024-FR-00030) – KINGSTOWNE M&N LP AND FEDERAL REALTY PARTNERS LP
(Franconia District)

PLANNING COMMISSION RECOMMENDATIONS:
On March 18, 2026, the Planning Commission voted 10-0 (Commissioners Batchelor-Causey and Thomas were absent from the meeting) to recommend to the Board of Supervisors approval of PCA 84-L-020-28 and the associated Conceptual Development Plan Amendment CDPA 84-L-020-09, consistent with proffers dated February 25, 2026.

In a related action, the Planning Commission voted 10-0 (Commissioners Batchelor-Causey and Thomas were absent from the meeting) to approve FDPA 84-L-020-02-17, subject to the development conditions dated March 18, 2026.

ATTACHED DOCUMENTS:
Proffers Dated February 25, 2026
Development Conditions Dated March 18, 2026

MJ

PROPOSED DEVELOPMENT CONDITION

MARCH 18, 2026

FDPA 84-L-020-02-17

If it is the intent of the Planning Commission to approve Final Development Plan FDPA 84-L-020-02-17 to allow a multifamily residential development on property located at Tax Maps 91-2 ((1)) 36B and 36G (portion), staff recommend that the Planning Commission conditions the approval by requiring conformance with the following development conditions. This condition is in addition to the proffered commitments approved with PCA 84-L-020-28.

1. Any plan submitted pursuant to this final development plan shall be in substantial conformance with the approved CDPA/FDPA entitled " Kingstowne Towne Centre, RZPA -2024-FR-00030, Proffered Condition Amendment (PCA 84-L-020-28), Conceptual Development Plan Amendment (CDPA 84-L-020-09), Final Development Plan Amendment (FDPA 84-L-020-02-17)," and prepared by Tri Tek Engineering, dated September 30, 2024, as revised through February 25, 2026, and these conditions. Minor modifications may be permitted pursuant to Section 8100.5 of the Zoning Ordinance.

2. All on-site pedestrian facilities will be designed and constructed to meet all Public Facilities Manual (PFM) and Americans With Disabilities Act (ADA) requirements.

KINGSTOWNE M&N LP
FEDERAL REALTY PARTNERS LP
PROFFER STATEMENT
PCA 84-L-020-28

February 25, 2026

Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) and Section 8100.2.D of the Zoning Ordinance of Fairfax County (1978, as amended) (the "Zoning Ordinance"), the property owners and applicants, for themselves and their successors and assigns (collectively the "Applicant"), in this rezoning application proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Map as 91-2 ((1)) 36B and 36G (part) (the "Property") must be in accordance with the following conditions ("Proffers") if, and only if, PCA 84-L-020-28 (the "Application") is granted. In the event that this Application is denied, these Proffers must be immediately null and void and of no further force or effect and the proffers approved with PCA 84-L-020-26 must remain in full force and effect.

GENERAL

1. Conceptual Development Plan Amendment/Final Development Plan Amendment. The Property must be developed in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA") dated September 6, 2024, and revised through February 25, 2026, prepared by Tri-Tek Engineering, and consisting of 34 sheets, as further described below.

2. CDP Elements. Notwithstanding that the Conceptual Development Plan Amendment and the Final Development Plan Amendment are presented on the same sheets and defined as the CDPA/FDPA in Proffer 1, it must be understood that the CDPA consists of (i) the maximum square footage of permitted development on the Property as shown on the CDPA/FDPA and as described under Proffer 6 below,; (ii) the minimum amount and general location and character of open space and general quality and character of the streetscape; (iii) the general location and arrangement, build-to lines, and maximum and minimum building heights of the buildings on the Property as shown on the CDPA/FDPA; and (iv) the grid of streets, the points of access to the Property, and accompanying pedestrian and vehicular circulation routes through the Property (collectively, the "CDPA Elements"). A future amendment to the CDPA Elements must require a Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). Other elements of the CDPA may be adjusted or modified with approval of future Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in Section 8100.2.E(2) of the Zoning Ordinance.

3. Minor Modifications. Minor modifications to the CDPA/FDPA may be permitted by the Zoning Administrator pursuant to Section 8100.5 of the Zoning Ordinance when necessitated by sound engineering or when necessary, as part of final site design or engineering. Minor

modifications to the Proffers may be permitted by the Zoning Administrator pursuant to Section 8100.2.D.2 of the Zoning Ordinance.

4. Minor Variations. Minor variations to the CDPA/FDPA and/or Proffers may be permitted by approval of the Board of Supervisors with public notice, but without the need for a public hearing or a PCA, CDPA, or FDPA, pursuant to Section 8100.5.A(2) of the Zoning Ordinance.

5. Future Applications. Any portion of the Property may be the subject of a CDPA, FDPA, PCA, Rezoning, Special Exception ("SE"), 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 must remain in full force and effect.

PROPOSED DEVELOPMENT

6. Proposed Development. The development proposed with this Application will include two multi-family residential buildings as further described below containing up to a maximum of 646 multi-family residential units (the "Residential Units").

A. Building M. A multi-family building consisting of up to 379,280 square feet of gross floor area of residential uses and up to 318 dwelling units with the building identified as Building M on the CDPA/FDPA ("Building M").

B. Building N. A multi-family building consisting of up to 377,966 square feet of gross floor area of residential uses and up to 328 dwelling units with the building identified as Building N on the CDPA/FDPA ("Building N").

C. Phasing.

i. Phase I. Phase I will consist of Building N and its associated parking garage, the Pedestrian Plaza, and the Building N – Pocket Park. If Phase II does not immediately follow Phase I, as depicted on Sheet 7 of the CPDA/FDPA, contractor storage and laydown activities on Parcel M must cease no later than 90 days following the issuance of the final RUP for Building N. At that time, Parcel M must be stabilized with temporary seeding until Phase II commences.

ii. Phase II. Phase II will consist of Building M and its associated parking garage and the Building M – Pocket Park.

7. Owners Associations.

A. Kingstowne Commercial Owners Corporation. The Applicant must continue to be a member of the existing Kingstowne Commercial Owners Corporation.

B. Homeowner and Condominium Owners' Association. In the event any of the Residential Units are held for sale, the Applicant must cause a homeowners association and/or condominium owners association ("HOA/COA") to be formed for such building containing for-sale Residential Units.

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

8. Build-To Lines. A Build-To Line has been established on the CDPA/FDPA to create a pedestrian-oriented environment. In general, the building facades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the Build-To Line may be permitted, provided such modifications are in general conformance with the CDPA/FDPA.

9. Building Height. Building heights for the Proposed Development will not exceed the maximum building height of 150 feet nor be reduced below the minimum building height of 65 feet as shown on Sheet 2 of the CDPA/FDPA. Building heights will be measured in accordance with the provisions of the Zoning Ordinance.

10. Architectural Design and Building Materials. The quality and character of the architectural design and building materials for the Proposed Development will be in substantial conformance with the elevations shown on Sheet 8 of the CDPA/FDPA. Exterior building materials may include, but will not be limited to, glass, metal, brick masonry, architectural pre-cast, stone masonry, cementitious siding and panels, architectural concrete, and/or other materials of similar quality that are typically used on the exterior of residential and retail buildings of similar quality.

11. Screening of Rooftop Mechanical Equipment. The Applicant must screen and/or set back sufficiently from the perimeter of the roof any rooftop mechanical/HVAC equipment on the buildings so that such equipment generally is not visible from the surrounding streets at street level when viewed at a reasonable distance from the property line of the Property.

12. Parking Garage.

A. Southern Elevation. The exposed portion of the parking garage will be architecturally similar to other parking garages in the Kingstowne Towne Centre as depicted on Sheet 7 of the CDPA/FDPA.

B. Phase I Western Elevation Interim Condition. Upon the completion of Phase I, and until such time as Phase II is under construction, the Applicant will paint the western elevation of the garage as shown on Sheet 7 of the CDPA/FDPA. If a site plan for Phase II has been submitted prior to the completion of Phase I, the Applicant will not be obligated to provide the interim condition, and this Proffer will be considered met.

13. Accessibility. A minimum of two percent (2%) above the code-required two percent (2%) (for a total of 4%) of the total number of Residential Units constructed on the Property must be designed and constructed per the most current version of the ICC A117.1 ANSI Accessible and Useable Buildings and Facilities Manual (the "ANSI Manual") (the "Accessible Units"). The Applicant must provide one (1) handicapped-accessible parking space for each of the additional 2% Accessible Units provided under this proffer in addition to the residential handicapped-accessible parking required by the Fairfax County Zoning Ordinance and Building Code.

14. Signage. Signage for the Proposed Development will be provided in accordance with the requirements of Article 7 of the Zoning Ordinance or pursuant to a special exception approved by the Board of Supervisors in accordance with Article 7 of the Zoning Ordinance.

A. Temporary Signage. No temporary signs (including "Popsicle" style paper or cardboard signs) which are prohibited by Article 7 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia must be placed on or off-site by the Applicant or at the Applicant's direction to assist in the initial marketing and sale or lease of residential units on the Property. Furthermore, the Applicant must direct its agents and employees involved in marketing and/or rental/sales for the Property to adhere to this Proffer.

15. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant will design each new residential building to avoid use of mirrored or highly reflective glass and use downward-directed lighting on building exteriors. At the time of building plan submission for each multi-family building on the Property, the specific bird-friendly design strategies will be noted on such building plan, as applicable.

Additional bird-friendly design elements may be included such as the use of color, texture, opacity, louvers, screens, or ultraviolet materials on the exterior of windows that are visible to birds, interior window treatments, and curbing of excessive or unnecessary night-time illumination of the building. Upon the issuance of a building permit for each building, the provisions of this Proffer will be deemed satisfied as to such building.

PARKING

16. Zoning Ordinance Parking Requirements. Parking will be provided in accordance with the parking requirements of Article 6 of the Zoning Ordinance, as determined by Land Development Services ("LDS"), for the uses within the Proposed Development, as reflected in the tabulations shown on Sheet 2 of the CDPA/FDPA.

A. Unbundled Parking for Residential Uses. All for-sale residential units, including Workforce Dwelling Units ("WDUs"), will be offered exclusive of parking (i.e. parking at a separate cost). All leases for residential use, including WDUs, will be offered exclusive of parking (i.e. parking at a separate cost). Parking will be made available for purchase/lease on a first-come, first-serve basis, subject to availability at the time of purchase/lease. The Applicant will not lease or purport to lease more

than 894 spaces at any one time and will include language to that effect in all lease applications.

17. Future Parking Reductions. The Applicant may pursue a parking reduction for the Proposed Development, as may be permitted by Article 6 of the Zoning Ordinance and approved by the Board of Supervisors.

18. Electric Vehicle Charging Facilities. For purposes of this Proffer 18, "electric vehicle-ready" or "EV-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of electric vehicle charging stations in the future, space for potential future installation of increased transformer capacity, and space within the electrical room to accommodate future electric capacity, and does not include the installation of transformers, switches, wiring or charging.

A. Each new parking structure provided as part of the Proposed Development will be designed to support the future installation of universal Level 2 electric vehicle ("EV") charging infrastructure for a minimum of two percent (2%) of the spaces within such structure. that will be fully wired and functional at the time of RUP issuance. Additional infrastructure may be provided if the market supports the same. The Applicant will include within site plan and building plan submissions, as applicable, the identification of spaces within the parking structure that will be EV-ready, as well as information demonstrating the following, to the satisfaction of the Environmental Branch of the Department of Planning and Development ("DPD"):

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

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

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

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

19. Bicycle Parking. The Applicant will provide and maintain bicycle racks and bicycle storage areas as generally shown on the CDPA/FDPA. The total number of bicycle parking/storage spaces will be consistent with Section 6102 of the Zoning Ordinance and will

be confirmed at the time of site plan approval in consultation with the FCDOT Bicycle Coordinator. Bicycle racks located outside of the building and parking garage will be inverted U-style racks or other design consistent with the Fairfax County Bicycle Parking Guidelines and approved by FCDOT. The Applicant may provide any necessary refinements to the number and/or location of the facilities as approved by FCDOT and without the need for an amendment to any CDP, FDP or proffer. The bicycle storage facilities designated on the site plan for each multi-family building will be installed prior to the issuance of the first RUP for such building. Further, the Applicant reserves the right to convert vehicular parking spaces that are not needed to satisfy parking minimums to bicycle storage.

LANDSCAPE

20. Landscape Plan. The CDPA/FDPA includes a conceptual landscape plan for the Property illustrating the trees and other features to be provided with the Proposed Development, including streetscapes, plazas, and parks. As part of each site plan submission, the Applicant must submit to the Forest Conservation Branch ("FCON") of LDS for review and approval a detailed tree plan (the "Landscape Plan"), which must be consistent with the quality and quantity of plantings and materials shown on the CDPA/FDPA. The conceptual landscape plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality and quantity of landscape plantings and materials as that shown on the conceptual landscape plan. Any elements of the conceptual landscape plan that are located within the Virginia Department of Transportation ("VDOT") right-of-way are subject to the approval of VDOT.

A. Non-Invasive Plants and Native Species. The Applicant will use trees that are adaptive and predominately native. The Applicant will not use any plant species identified on the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation. The Applicant reserves the right to select as part of site plan approval the exact tree species to be used, provided that FCON will be consulted.

B. Site Plan(s). As part of the initial site plan submission for each building within the Proposed Development, the Applicant must submit to FCON for review and approval a detailed landscape and tree cover plan (the "Landscape Plan") for such building(s), which must include, among other things:

i. Irrigation Information.

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

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

iv. Information demonstrating that the Landscape Plans are consistent with and are part of the implementation of the stormwater management plan as further defined in these Proffers.

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

D. Geotechnical Review. Prior to site/subdivision plan approval and in accordance with the provisions of the Public Facilities Manual ("PFM"), the Applicant will submit a supporting geotechnical study of the proposed development to the Geotechnical Review Board ("GRB") through LDS/SDID. Following the GRB's and SDID's review and approval of the study and its recommendations, the Applicant will implement appropriate engineering practices into the project design to address potential geotechnical and geo-structural problems, to the satisfaction of LDS.

E. Planting Quality. Each Landscape Plan will be consistent with the quality and quantity of trees and materials shown on the conceptual Landscape Plan, as may be modified by the Applicant as described above and may include the use of additional shade trees and other plant materials as determined by the Applicant. As part of final engineering and site design, the Applicant may adjust the type and location of vegetation and the design of the plantings and improvements within the open spaces, streetscapes, courtyards, plazas, and parks as approved by the Zoning Administrator and FCON, provided such adjustments otherwise are in substantial conformance with the CDPA/FDPA.

F. Native Landscaping. The Applicant will use trees that are adaptive and predominately native. The Applicant will not use any plant species identified on the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation. The Applicant reserves the right, in consultation with and approval by the Forest Conservation Branch ("FCON") of LDS, to modify the exact species to be used, such as when plant materials are not available or have been deemed by FCON to no longer be appropriate.

G. Fire Marshal Review. The Applicant has coordinated with the Fire Marshal regarding the site design and layout of the Proposed Development. Notwithstanding such coordination, however, if it is determined during site plan review that elements of the streetscape improvements, plantings, and tree preservation areas, as well as any elements of the open space designs, conflict with subsequent comments from the

Fire Marshal, the Applicant must first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements. If the Fire Marshal does not approve such adjustments, the Applicant must be permitted to relocate, remove, or modify the conflicting elements of the streetscape improvements, plantings, tree preservation areas, and/or the open space designs, in consultation with, and subject to approval by, FCON and DPD, in accordance with Proffer 3, without the need for a PCA, CDPA, or FDPA.

21. Streetscape. The Applicant must provide streetscape improvements and plantings("Streetscape") as indicated on the Conceptual Landscape Plan of the CDPA/FDPA subject to approval by FCDOT and VDOT if required. If requested by FCDOT and/or VDOT as part of any such approval, the Applicant must enter into a maintenance agreement with FCDOT and/or VDOT, as applicable, for the maintenance, by the Applicant, of any Streetscape elements required under these proffers that are located within VDOT right-of-way. Notwithstanding the foregoing the Applicant may make minor modifications to the Streetscape, including adjusting the tree species and shifting the locations of street trees, to accommodate final architectural designs, sight distance concerns and utilities, as well as to facilitate outdoor elements in the Proposed Development, provided that such changes otherwise are in substantial conformance with these Proffers and the CDPA/FDPA and are approved by FCON.

STORMWATER MANAGEMENT

22. Stormwater Management. The Applicant will provide stormwater detention consistent with the PFM, including but not limited to utilizing the capacity of the Kingstowne Lake and/or the facilities depicted on Sheet 2A of the CDPA/FDPA, to be determined at the time of final site plan. The Applicant reserves the right to change the type of Best Management Practices ("BMP") facilities, and/or Low-Impact Development ("LID)" facilities used, consistent with the PFM, and as depicted on the CDPA/FDPA. These may include, but will not be limited to, other manufactured filtering devices. The purchase of non-point source nutrient credits will not be permitted to meet this Proffer.

TRANSPORTATION

23. Transportation Improvements. Subject to VDOT approval, the Applicant will construct the following transportation improvements (the "Improvements"). The Improvements must be completed and open to traffic prior to issuance of the first RUP for Proposed Development.

A. Manchester Boulevard. The Applicant must extend the left turn storage bay for eastbound Manchester Boulevard at Kingstowne Village Parkway by shortening the westbound left turn bay on Manchester Boulevard at Manchester Lakes Drive to a length of approximately one hundred (100) feet.Kingstowne Village Parkway/Left Turn Lane at South Van Dorn Street. The Applicant must extend the eastbound Kingstowne Village Parkway left turn lane at South Van Dorn Street by a distance of at least two hundred fifty (250) feet.Right Turn Lane at South Van Dorn Street at Kingstowne Village Parkway. The Applicant must extend the southbound right turn lane on South Van Dorn Street by a distance of at least three hundred fifty (350) feet,

to include three hundred (300) feet for the turn lane extension and fifty (50) feet for the taper.

D. Right Turn Lane on Kingstowne Village Parkway. The Applicant reserves the right, subject to VDOT approval, to remove the eastbound, right turn lane on Kingstowne Village Parkway along the Property's frontage without the need for a PCA, CDPA, or FDPA.

24. Pedestrian Improvements. Subject to the approval by VDOT, the Applicant must construct the following improvements to the intersection of Kingstowne Village Parkway and Kingstowne Towne Center adjacent to the existing Safeway grocery store (the "Pedestrian Improvements"). Subject to approval by VDOT, the Pedestrian Improvements must be completed and open to traffic prior to the issuance of the first RUP for the Proposed Development.

A. The Applicant must remove the existing traffic island and right-turn only sign. The right-turn only sign must be relocated to the existing stop sign pole.

B. The Applicant must install, in place of the existing traffic island a crosswalk that connects the sidewalk along Kingstowne Village Parkway across the Kingstowne Towne Center entrance.

C. The Applicant must reconstruct the orientation of the existing sidewalk ramps on either side of the Kingstowne Towne Center entrance to create a more direct path from sidewalk to sidewalk across the street.

D. The Applicant must install, subject to sight distance approval, a stop-line before the existing stop sign to ensure the safety of pedestrians crossing at the crosswalk described in this Proffer.

E. The Applicant must modify the CG-12 ramps along Kingstowne Village Parkway adjacent to the site to be perpendicular with the roadway, assuming the Applicant is granted access and temporary construction easements at no cost for work that must be done on private property owned by others to correct the orientation of those ramps. In the event that off-site easements for these improvements cannot be obtained by the Applicant at no cost, a cash-in-lieu contribution will be made to Fairfax County for local pedestrian improvements in the amount of $5,000 per ramp.

F. The Applicant must install a five (5) foot wide sidewalk and a four (4)-foot wide buffer strip along Property's frontage on Kingstowne Village Parkway, as depicted on Sheet 5 of the CDPA/FDPA

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

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

B. Transportation Demand Management Plan. The Applicant must be responsible for submitting the Transportation Demand Management Plan (the "TDM Plan") to FCDOT for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in this plan. It is the intent of this Proffer 25 that 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 provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

C. Transportation Management Association. The Applicant must participate in or otherwise become associated with a larger Transportation Management Association should one be established for the area.

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

i. Baseline. The baseline number of weekday peak hour residential vehicle trips for the Residential Units within the Property against which the TDM Goals (as defined in subparagraph D) will be measured must be derived upon the number of Residential Units site plan approved, constructed and occupied on the Property as part of the Proposed Development at the time traffic counts are conducted in accordance with subparagraph F, or as qualified below and using the trip generation rates/equations applicable to such Residential Units as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition for Land Use Code = 221. If at the completion of development of the Property under this Application ("Build Out"), the Applicant has constructed fewer than 646 Residential Units as part of the Proposed Development, then the Baseline Trip generation numbers applicable upon Build Out will be calculated as if 646 Residential Units had actually been constructed as reflected in the Traffic Impact Study

for Kingstowne Towne Center Parcels M&N and O prepared by Wells + Associates, Inc. dated April 23, 2019.

ii. TDM Goal. The TDM strategies must be utilized to reduce the peak hour vehicular trips by a minimum of twenty percent (20%) for the Residential Units as measured for the PM peak hour.

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

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

ii. Annual Report and Budget. Every calendar year after the issuance of the first RUP, and no later than February 1, the TPM must submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. Any changes to the TDM Plan must be highlighted in this report. The Annual Report and Budget must be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget must be deemed approved, and the program elements must be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM must submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

iii. TDM Account. The TPM must 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 must remain in the TDM Account and must be used by the TPM for TDM purposes.

iv. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the residential building owners, through the TPM, must deposit contributions to fund a multimodal incentive program for initial

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

v. Monitoring. The TPM must verify that the proffered trip reduction goal for the Residential Units is being met through the completion of surveys of the residents of the Residential Units ("Person Surveys"), vehicular traffic counts of the Residential Units ("Vehicular Traffic Counts"), and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts must be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts must be conducted for the Property beginning one year following issuance of the final initial RUP for the new residential building to be constructed on the Property. Person Surveys must be conducted every three (3) years and Vehicular Traffic Counts must be collected biennially until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goal for the Property has been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Paragraph F below, Person Surveys and Vehicular Traffic Counts must thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

F. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction 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 must meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

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

H. Notice to Owners or Renters. All owners or renters of the Property must be advised of the TDM Program set forth in this Proffer. The then-current owner must advise

all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), must be included in all initial and subsequent purchase documents.

RECREATIONAL FACILITIES

26. Parks Contribution. Prior to the issuance of the first RUP for each building in the Proposed Development, the Applicant will contribute a sum equivalent to $893.00 per resident estimated to be generated by the Proposed Development to the Fairfax County Park Authority ("FCPA") for use at off-site recreational facilities intended to serve the future residents of the Franconia District, as determined by FCPA in consultation with the Franconia District Supervisor.

27. Private Recreational Amenities/Facilities. Pursuant to the Zoning Ordinance regarding developed recreational facilities, the Applicant will provide recreational facilities to serve the Property as shown on the CDPA/FDPA. At the time of site plan review, the Applicant must demonstrate that the value of the proposed recreational amenities is equivalent to a minimum of $2,150 per non-ADU residential unit. In the event it is demonstrated that the proposed facilities do not have sufficient value, prior to the first RUP, the Applicant must contribute funds in the amount needed to achieve the overall proffered amount of $2,150 per non-ADU residential unit to FCPA for off-site recreational facilities and/or athletic field improvements intended to serve the future residents within the Franconia District.

A. Courtyard. The Applicant must provide private outdoor courtyard spaces for the use of residents of the Proposed Development in the location and configuration shown on the CDPA/FDPA (the "Outdoor Amenity Areas"). Each building must contain a minimum of 5,000 square feet of Outdoor Amenity Areas. A minimum of two (2) of each the following features for passive and active recreation must be provided in the Outdoor Amenity Areas within the Proposed Development across the two (2) buildings:

i. Swimming pool

ii. Seating area with chairs and/or benches

iii. Sun deck and covered lounge area

iv. Activity lawn an/or grill and fireplace.

The Applicant must provide such features with the intent to create private outdoor recreation areas to serve the residents of the Proposed Development. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Outdoor Amenity Areas provided the general character and quality are consistent with that shown on the CDPA/FDPA.

B. Interior Areas. The Applicant must provide private interior amenities for the use of residents of the Proposed Development (the "Interior Amenity Areas"). Each building must contain a minimum of 5,000 square feet of Interior Amenity Areas. A minimum of two (2) of each of the following features for passive and active recreation and resident convenience must be provided in the Interior Amenity Areas within the Proposed Development across the two (2) buildings:

i. Fitness center with exercise equipment such as stationary bikes, treadmills, weight machines, free weights

ii. Business center with conference room

iii. Lounge with coffee bar

iv. Club room with billiards and/or game tables

v. Dog washing area

28. Public Recreational Amenities/Facilities.Plaza Improvements. In furtherance of its intent to provide active and passive recreation opportunities for residents of the Proposed Development and the surrounding office, retail, and residential developments, the Applicant, will install landscaping, hardscape areas, sidewalks, and other amenities in the public plaza south of Building N in substantial conformance with the designs set forth on Sheet 6A of the CDPA/FDPA (the "Plaza Improvements"), subject to the review and approval of FCPA.

i. Amenities. The Plaza Improvements will include, but not be limited to, a turf activity lawn, a seasonal fountain feature, moveable tables and chairs for outdoor dining, informal seating, shade structure(s) and/or shaded area(s), kid play area, and a platform bench/informal stage. The Plaza Improvements must be substantially complete and open for use prior to issuance of the first RUP for the Proposed Development, with the understanding that the fountain feature is a seasonal amenity and is only required to be turned on during the spring and summer seasons. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Plaza Improvements provided the general character and quality are consistent with Sheet 6A of the CDPA/FDPA, subject to approval of the Zoning Administrator in consultation with the FCPA.

B. Building N – Pocket Park. The Applicant will install park improvements in the location identified as “Building N – Pocket Park” and as depicted on Sheets 5 and 7B of the CDPA/FDPA. Building N – Pocket Park will include features for passive recreation that will include, but are not limited to, a lawn, benches, pet waste station, bike rake, landscaping, and similar features and amenities as conceptually shown on Sheet 7B of the CDPA/FDPA. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Building N – Pocket Park as approved by the Zoning Administrator in consultation with the Fairfax County Park

Authority ("FCPA"), provided the general character and quality of Building N – Pocket Park remains consistent with Sheet 7B of the CDPA/FDPA. The Applicant will install Building N – Pocket Park prior to the issuance of the first RUP for Building N.

C. Building M – Pocket Park. The Applicant will install park improvements in the location identified as "Building M – Pocket Park" and as depicted on Sheets 5 and 7B of the CDPA/FDPA. Building M – Pocket Park will include features for passive recreation that will include, but are not limited to, a lawn, benches, pet waste station, bike rake, landscaping, and similar features and amenities as conceptually shown on Sheet 7B of the CDPA/FDPA. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising Building M – Pocket Park as approved by the Zoning Administrator in consultation with the Fairfax County Park Authority ("FCPA"), provided the general character and quality of Building M – Pocket Park remains consistent with Sheet 7B of the CDPA/FDPA. The Applicant will install Building M – Pocket Park prior to the issuance of the first RUP for Building M.

D. Signage. The Applicant will provide an urban park identification sign for the Plaza Improvements consistent with the FCPA POPs signage guidelines. The Applicant will provide signage that states the Outdoor Seating / Flexible Dining Area in the Park Plaza, identified as "G" in the site legend of the Proposed Design Response Plan on Sheet 6A of the CDPA/FDPA, is open to the public.

NOISE ATTENUATION

30. Noise Attenuation. Concurrent with the initial submission of a site plan for the Property, the Applicant must submit to the County an acoustic analysis detailing the projected noise impacts on the Property and proposed mitigation techniques (the "Noise Study"). The Noise Study is to be prepared by a qualified acoustic consultant. A copy of the Noise Study is to be included with the submission of the building permit applications for the buildings. The Noise Study must include noise contours on the most up-to-date site plan, cross section views of the source of noise in relation to the residential buildings, the affected residential units, and the affected outdoor areas, and the acoustic consultant's recommendations for appropriate noise attenuation measures as shown on the site plan, rather than existing topography and conditions, to ensure that the affected areas meet the standards outlined below. The building plan must identify the noise-affected spaces, and the noise attenuation measures, including materials, to be provided to ensure that each such affected occupied space meets the standards outlined below.

A. Indoor Noise Attenuation. At the time of building plan application for the full shell building permit, the Applicant will submit to the Environmental Branch of DPD for approval, and LDS for information only, a supplemental acoustical analysis and/or shell analysis prepared by a qualified acoustical consultant (the "Refined Noise Study") addressing indoor noise levels, including development phasing, proposed noise attenuation measures, and proposed materials to ensure compliance with the interior DNL limit of 45 dBA, as appropriate. The Applicant will not obtain full-shell building permits until the Environmental Branch of DPD has approved the applicable Indoor Noise Study. Based on the finding of the findings

of the studies, the Applicant will show noise affected units on the applicable site plan(s) and will provide noise attenuation measures as recommended by the findings of the applicable refined interior noise study, and as approved by the Environmental Branch of DPD.

B. Notification of Exterior Noise Levels. The Applicant will notify potential tenants or purchasers of individual Residential Units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, which is the policy established by the County for outdoor recreation in residential areas impacted by high noise levels.

C. Alternative Measures. As an alternative to the noise attenuation measures described above, the Applicant reserves the right to pursue other methods of mitigating highway related noise impacts that can be demonstrated prior to the filing of a building permit, through an additional noise study as reviewed and approved by LDS and DPD, provided such methods will be effective in reducing interior noise levels to no more than 45 dBA DNL and outdoor noise to no more than 65 dBA DNL to the extent feasible.

PUBLIC SCHOOLS CONTRIBUTION

31. Public Schools Contribution. Prior to site plan approval for each building of the Proposed Development, the Applicant will contribute $14,956.00 per expected student (based on a ratio of 0.108 student per residential unit) to the Fairfax County Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to the schools in the school pyramid serving the Property. Such contribution will be based on the actual number of units to be constructed as shown on the site plan. Following approval of this Application and prior to the Applicant's payment of the amount set forth in this Proffer, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution. Prior to the commencement of construction for the Proposed Development, the Applicant will notify the Fairfax County Public Schools Office of Facilities Planning Services of the intended construction and anticipated completion date for the multi-family residential buildings on the Property.

AFFORDABLE HOUSING

32. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 5101 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant will provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance unless modified by the ADU Advisory Board, and to the satisfaction of the Department of Housing and Community Development.

33. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 31, the Applicant also will provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs") in accordance with the Board of Supervisors' Workforce Dwelling Unit Policy Guidelines adopted on adopted on September 10,

2024 (the "Policy Guidelines"), as administered through the Board of Supervisor's Countywide and Tysons Urban Center Workforce Dwelling Unit Administrative Policy Guidelines adopted on March 18, 2025 (the "Administrative Guidelines"). A minimum of twelve percent (12%) of the total number of residential units constructed as part of the Proposed Development are sold as WDUs or a minimum of eight percent (8%) of the total number of residential units constructed as part of the Proposed Development are rented as WDUs. Should the units be sold, the breakdown of WDU's will be as follows: 4% at up to 70% of AMI, 4% at up to 80% of AMI, and 4% at up to 100% of AMI. Should the units be rented, the breakdown will be as follows: 2% at up to 60% of AMI, 2% at up to 70% of AMI, and 4% at up to 80% of AMI. Such WDUs will be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of required ADUs and WDUs will not be required to exceed twelve percent (12%) of the total number of for-sale residential units or eight percent (8%) of the total number of rental residential units constructed as part of the Proposed Development. When the required number of WDUs results in a fractional unit less than 0.5, the number will be rounded down to the next whole number. When the required number of WDUs results in a fractional unit equal to or greater than 0.5, the number will be rounded up to the next whole number. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a PCA. Such an agreement will be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement and the provisions of this Proffer will become null and void.

GREEN BUILDING

34. Green Building for the Residential Units. The Applicant must select one of the following programs to be implemented and will inform the Environment Branch of DPD which program the Applicant has chosen as part of the first site plan submission for the Proposed Development.

A. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS, then the Applicant must seek certification of each unit in the residential buildings in accordance with the NGBS rating system 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 Center that demonstrates each unit in the residential buildings has attained certification prior to the issuance of the RUP for each such unit.

B. LEED Multifamily Midrise or LEED New Construction. If the Applicant selects the U.S. Green Building Council ("USGBC") Leadership in Energy and Environmental Design ("LEED") Multifamily Midrise ("LEED Multifamily Midrise") or LEED New Construction ("LEED-NC") rating system, then the Applicant must pursue LEED certification under the most recent version of the applicable LEED rating system, or other applicable LEED rating system as

determined in consultation with the Environmental Branch of DPD, in effect at the time the Applicant registers the project with the USGBC.

i. Project Checklist. The Applicant will include, as part of the site plan submission and building 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), Core and Shell (LEED®-CS) rating system that the Applicant anticipates attaining for the Proposed Development (or portion thereof) under the applicable LEED rating system. A LEED-accredited professional (LEED-AP) who is also professional engineer or licensed architect will provide certification statements at both the time of building plan review for the building(s) for which certification is sought confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

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

iii. Green Building Escrow. If the Applicant selects LEED-NC, prior to building plan approval, the Applicant must 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 Silver certification. Prior to release of the bond for the project, the applicant must provide documentation to the Environmental Branch of DPD demonstrating the status of attainment of LEED certification or a higher level of certification from the U.S. Green Building Council for the building.

If the Applicant selects LEED Multifamily Midrise, or as an alternative to the pre-certification outlined in the above paragraph for LEED-NC, or if the U.S. Green Building Council review of design-related credits indicates that the project is not anticipated to attain a sufficient number of design-related credits to support attainment of LEED-NC Silver certification, the Applicant must post, for the applicable building(s), 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 eighty percent (80%) of the gross square footage for each such residential building multiplied by $2 per square foot. This escrow will be in addition to, and separate from, other bond requirements and will be released upon demonstration of attainment of LEED certification by the USGBC under the applicable version of the LEED rating system. The provision to the Environmental Branch of DPD of documentation from the USGBC that such building has attained LEED certification will be sufficient to satisfy this commitment.

iv. Release of Green Building Escrow. The Green Building Escrow for each building, as applicable, must be released in accordance with the following:

a. If prior to bond extension, reduction, or final bond release for the building site, whichever occurs first, the Applicant provides to Environmental Branch of DPD documentation demonstrating that LEED Multifamily Midrise or LEED-NC certification has been attained, the entirety of the Green Building Escrow for such building(s) must be released to the Applicant.

b. If prior to bond extension, reduction, or final bond release for the building site, whichever occurs first, the Applicant provides to Environmental Branch of DPD documentation demonstrating that LEED Multifamily Midrise or LEED-NC 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 Multifamily Midrise or LEED-NC certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If 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 must be automatically extended to the time of the next bond extension or extension. However, the documentation must be provided prior to the final bond release for the building site.

c. 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 Environmental Branch of DPD demonstrating attainment of LEED Multifamily Midrise or LEED-NC certification or demonstrating that the building has fallen short of LEED Multifamily Midrise or LEED-NC certification by three (3) points or less, 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 must 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.

d. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC's 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 must be made to the Applicant or to the County during the extension.

C. EarthCraft. If the Applicant selects EarthCraft, then the Applicant must provide documentation to LDS and DPD that the residential buildings have been awarded certification in accordance with the EarthCraft House Program prior to the issuance of the first RUP for each residential building. 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 Proposed Development has been attained prior to final bond release.

FIRE SAFETY

35. Traffic Signal Preemption Equipment. Prior to the approval of the first site plan for the Proposed Development, the Applicant must contribute $25,000.00 to the Capital Project titled "Traffic Light Signals — FRD Proffers in Fund 300-C30070, Public Safety Construction" for use in the installation of preemptive signal devices on traffic signals within the Franconia Magisterial District, as determined by the Fire and Rescue Department. The Applicant must have no obligation for the installation or maintenance of the devices.

MISCELLANEOUS PROFFERS

36. 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 must include within its meaning and must be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

37. 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.

38. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, except for Proffer 31, the contribution and/or budget amount must escalate or de-

escalate, as applicable, on a yearly basis from the base year of 2026 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

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

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

[Signature pages follow]