County of Fairfax, Virginia
Planning Commission Meeting
May 13, 2026
Planning Commission Action

RZ/FDP-2025-PR-00014 – 1950 OG JV LLC
(Providence District)

PLANNING COMMISSION RECOMMENDATIONS:
On May 13, 2026, the Planning Commission voted 12-0 to recommend to the Board of Supervisors approval of the following actions:

- RZ-2025-PR-00014 and the associated CDP, subject to the execution of proffers consistent with those dated April 27, 2026; and

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

In a related action, the Planning Commission voted 12-0 to approve FDP-2025-PR-00014.

ATTACHED DOCUMENTS:
Proffers dated April 27, 2026

MJ

1950 and 1954 Old Gallows Road Proffer Statement

RZ-2025-PR-00014

October 22, 2025
Revised January 22, 2026
March 20, 2026
Revised April 3, 2026
Revised April 15, 2026
Revised April 21, 2026
Revised April 27, 2026

Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Section 8100.2 of the Zoning Ordinance of Fairfax County (adopted March 23, 2021, as amended) (the "Zoning Ordinance"), 1950 OG Office LLC and 1954 Old Gallows LLC, as owners, and 1950 OG JV LLC as the applicant for and on behalf of the owners themselves, and their successors and/or assigns (collectively referred to as the "Applicant") in this Rezoning application ("RZ") proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map Parcels 39-2((15))3, 39-2((14))1,39-2-((14))1A, 39-2((1))17, and Fairfax County rights-of-way (together, the "Property") will be in accordance with the following conditions (the "Proffers") if, and only if, Rezoning application RZ-2025-PR-00014 (the "Application") is granted by the Board of Supervisors of Fairfax County, Virginia (the "Board"). If granted, these Proffers will be the only proffers applicable to the Property. In the event that the Application is denied, these Proffers will be immediately null and void and of no further force or effect on the Property.

GENERAL

1. Conceptual Development Plan/Final Development Plan. Subject to the provisions of Section 8100.2 of the Zoning Ordinance, the Property will be developed in substantial conformance with the Conceptual Development Plan and Final Development Plan titled "1950 & 1954 Old Gallows Road", prepared by Bowman Consulting Group LTD., dated May 29, 2025 as revised through April 3, 2026 (the "CDP/FDP"), as further described below.

2. CDP Elements. Notwithstanding that the Conceptual Development Plan and the Final Development Plan are presented on the same sheets as defined as the CDP/FDP in Proffer 1, it will be understood that the CDP consists of (i) points of access to the Property and accompanying pedestrian and vehicular circulation through the Property; (ii) general location of the buildings; (iii) maximum building heights; and (iv) gross floor area ("GFA") as shown on the CDP/FDP (collectively, the "CDP Elements"). The Applicant reserves the right to request approval from the Planning Commission of a Final

Development Plan Amendment ("FDPA") pursuant to subsection 8100.2 (E)(2) of the Zoning Ordinance for elements other than the CDP elements and these Proffers.

3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted by the Zoning Administrator pursuant to subsection 8100.5 (A) of the Zoning Ordinance when necessitated by sound engineering or when necessary as part of final site design.

4. Existing and Proposed Development, Uses, Density, and Height.

   A. Existing Development. The Existing Building, surface parking areas, driveways, sidewalks, trails, landscaping, and stormwater management facilities existing on the Property as of the date of the approval of this Application will collectively be referred to herein as the "Existing Development." The Existing Development is shown on Sheet C5.0. The Existing Development may remain in operation in its existing condition, subject to improvements the Applicant may make to the Existing Development as shown on the CDP/FDP and described in these Proffers. The Applicant may make minor modifications to the Existing Development in accordance with Section 8100.5.A of the Zoning Ordinance without the need for a PCA, CDPA, or FDPA. Any modifications or improvements to the Existing Development, including but not limited to interior and exterior improvements (including "re-skinning" the Existing Buildings), the securing of site plan approvals, the issuance of building permits, the issuance of non-residential use permits, or any other land development approvals or permits will not trigger any monetary contributions, on-site improvements, or off-site improvements identified in these Proffers unless explicitly stated otherwise and will not require any physical changes to the Existing Development unless stated otherwise in these Proffers.

   B. Proposed Development. The development proposed with the Application is comprised of one multifamily residential building, consisting of up to 304 dwelling units. Accessory and temporary uses pursuant to Table 4101.2 of the Zoning Ordinance may also be permitted.

   C. Gross Floor Area. The maximum Gross Floor Area ("GFA") permitted on the Property is 313,923 square feet as set forth in the development tabulations on Sheet C-03.0 of the CDP/FDP.

   D. Building Height. Building height for the Proposed Development will be a maximum of ninety-five (95) feet. Building height includes elevator shafts. Building heights will be measured in accordance with subsection 5100.2 of the Zoning Ordinance.

5. Phasing. The Property will be developed in a single phase.

6. Portion of Tax Map 39-2((15))9. In the event that the adjacent property to the north redevelops and as part of that redevelopment Boone Blvd right-of-way is dedicated or taken, the Applicant will cooperate and work in good faith with the owner of that property to facilitate the owner's redevelopment of the southeastern corner of that parcel

directly adjacent to the subject ("Potential Future Boone Blvd Remnant Parcel"). This may take the form of the granting of temporary grading or construction easements to allow redevelopment activities or collaboration on an integrated development plan for the Potential Future Boone Blvd. Remnant Parcel. In no event does this proffer obligate the Applicant to acquire or improve any of the Potential Future Boone Blvd. Remnant Parcel.

7. Fire Marshal Evaluation. Changes from the CDP/FDP and any future FDPs will be permitted in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA, CDPA, and/or FDPA, provided such modifications are made in consultation with, and subject to the approval of, DPD, FCON and in substantial conformance with the intent of the CDP/FDP, future FDP(s) and these Proffers.

ENVIRONMENT

8. Green Building. 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 the time of site plan submission.

   A. LEED New Construction. If the Applicant selects the Green Building Council ("USGBC") Leadership in Energy and Environmental Design – New Construction ("LEED-NC") rating system, then the Applicant will pursue certification for such buildings under the project's registered version of the LEED-NC rating system, or other LEED rating system as determined to be applicable by the USGBC.

      i. Project Checklist. The Applicant will include, as part of the building plan submission for each applicable residential building to be constructed, a list of specific credits the Applicant anticipates attaining for such building within the project's registered version of the USGBC's LEED-NC rating system.

      ii. Certification Statements. A LEED- accredited professional ("LEED-AP") who is also a professional engineer or licensed architect will provide certification statements at 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-NC certification of such building.

      iii. County Team Member. Prior to site 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.

iv. Green Building Escrow. Prior to building plan approval for each applicable residential building to be constructed on the Property, the Applicant will post a "Green Building Escrow" in the form of cash or letters of credit from a financial institution acceptable to Land Development Services (LDS), as defined in the Public Facilities Manual (PFM), in the amount of $2.00/square foot of GFA as shown on the approved site plan. The Green Building Escrow will be in addition to and separate from other bond requirements.

a. The Green Building Escrow will be released upon demonstration of attainment of LEED certification by the USGBC, under the applicable LEED rating system. The provision to EDRB of documentation from the USGBC that such residential building has attained LEED certification will be sufficient to satisfy this commitment.

b. If, prior to bond extension, bond reduction, or final bond release for the applicable building site, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for such building has not been attained but the building has been determined by the LEED-AP to fall within three (3) points of attainment of LEED-NC certification, 50 percent of the green building escrow will be released to the Applicant; the other 50 percent will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

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

d. Extension of Time. For any of the above under Proffer iv Green Building Escrow, if the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of documentation for such building will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release for the applicable building site.

e. Certification Level Above LEED-NC. The Applicant may choose in its sole discretion to pursue a certification level higher than LEED-NC. If exercising this option, the LEED-AP must provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits

necessary to attain LEED-NC Silver certification. Prior to issuance of a building permit for such building, the Applicant must provide documentation from the LEED - AP that demonstrates that the building is anticipated to attain credits sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "Green Building Escrow" pursuant to Proffer iv. Green Building Escrow unless the Applicant fails to provide the above-referenced documentation.

B. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS for the residential buildings, the Applicant will seek certification of each unit in the applicable residential building in accordance with the most recent version of 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 that demonstrates each unit in the applicable residential building has attained certification prior to the issuance of the RUP for each such building. 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 residential use permit (RUP) for each dwelling unit/building.

C. Equivalent Alternatives. The Applicant is permitted to select an equivalent program, certification, or rating system that will be determined jointly by the Applicant and EDRB. The alternative program, certification, or rating system must be approved by EDRB at the time of site plan submission.

9. Electric Vehicle Charging Infrastructure. Concurrent with the first site plan submission, the Applicant will designate a minimum of between two and five percent of all parking spaces provided to be equipped with universal, Level 2 or higher electric vehicle charging stations. Notwithstanding the potential locations identified on the CDP/FDP, the final locations of electric vehicle charging stations will be determined at the time of site plan. The electric vehicle charging stations will be fully wired and functional prior to the issuance of the first RUP. Nothing contained in this proffer will preclude the Applicant from providing a higher percentage of recharging stations at the Applicant's sole discretion, or from installing additional electric vehicle charging infrastructure, wiring, or conduit in the future without the need for a PCA, CDPA or FDPA.

10. Noise Attenuation. The Applicant will make reasonable efforts to incorporate construction measures consistent with those found in the Noise Report by Hush Acoustics dated October 8, 2025 to ensure that interior noise in dwelling units will not be in excess of DNL 45 dBA. If mitigation measures are required, then site and building plans for each building/unit that is subject to noise mitigation must depict the final noise contours as determined by the noise study; measures that will be incorporated must be included on site/building plans.

Notifications. The Applicant will notify potential tenants of individual residential units with balconies, through notes on floor plans and marketing materials, that exterior noise levels may exceed DNL 65 dBA. Rooftop decks will not be constructed in areas where the noise level is projected to exceed DNL 65 dBA unless the aforementioned notification is provided to potential residents.

Refined Acoustical Analysis. A refined acoustical analysis, to include a Building Shell and Barrier analysis, will be submitted concurrent with the first site/subdivision plan submission to LDS for distribution to the Development Review Branch (DRB) of the Department of Planning and Development (DPD) for review and approval. Mitigation measures appropriate to reduce indoor noise for residential units to no more than DNL 45 dBA consistent with the sound attenuation recommendations in the study must be incorporated into the development. All residential units will be outside of the DNL 75 dBA. The noise contours of DNL 65 dBA and greater affecting residential units must be shown on the site plan and will be identified on the building plans.

11. Bird Friendly Design. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will include one or more bird friendly design elements, as determined by the Applicant, in the architectural and/or landscape plans of the new buildings to be constructed on the Property. The bird friendly design elements may include, but not be limited to, the incorporation of native overstory trees, understory trees, shrubs, and perennials to provide habitat for birds, as well as other wildlife, the incorporation of building materials and construction features to limit bird collision hazards and to reduce bird mortality, regardless of the window height, a reduction in the amount of window glazing and the provision of additional articulation in the building design, such as the use of covered balconies, and in order to result in less reflectivity, use of a surface texture that breaks up continuous reflections, minimizing or eliminating the "mirror" glass effect (such as textured glass, channel glass, and etched glass), use of a bird-safe pattern or design that conforms to the "2x4 rule," in which horizontal design elements (i.e. lines or dots) are spaced no more than 2" from each other and vertical design elements are spaced no more than 4" apart, or a combination of the two. Specific bird-friendly designs will be noted on the building plans, as applicable. These elements will be identified in the building permit submission set. Upon the issuance of a building permit for the building, the provisions of the Proffer will be deemed satisfied as to the building.

LANDSCAPING

12. Landscape Plan. The Applicant will implement the landscaping for the Proposed Development shown on Sheets L.03. L.04, L.10, L.11, L.12, L.13, L.14 of the CDP/FDP (the “Landscape Plan”). The 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 are of a similar quantity and quality to the landscape plantings shown on said sheets. As part of the first and all subsequent site plan submissions for the Proposed Development, the Applicant will submit a detailed

landscape plan (each a "Landscape Plan") which will be submitted to FCON for review and approval, which will include, among other things: irrigation information, tree canopy calculations, and design details for tree wells and other similar planting areas on structures and along streets. Any landscape plans which also include urban park areas (Common Green Urban Park and Western Connector) will also be submitted to the Fairfax County Park Authority (FCPA) for review and approval. These details will include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures and along streets. Adjustments to the type and location of plantings will be permitted to avoid conflicts with existing utilities and other site engineering considerations.

13. Native, Non-Invasive Species. Landscaping must be generally consistent with the quality, quantity, and locations shown on the CDP/FDP. All landscaping provided must be native to the mid-Atlantic region to the extent available and feasible, and must be non-invasive (meaning the Applicant must not use any plant species identified in the 2014, or latest version, of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). Where feasible, companion plantings of native overstory tree, understory tree, shrub, and perennial plantings will be used to create ecological structure in the landscape, improve the site's aesthetics, increase the habitat value of the site, increase the viability of the plantings, and protect the soil from erosion and extreme temperature fluctuations. The Applicant reserves the right, in consultation with and approval by FCON to modify the exact species to be used, such as when plant materials are not available or have been deemed by FCON to no longer be appropriate.

14. Landscape Planting Pre-Installation Meeting. Prior to the Applicant's installation of any plants to meet the requirements of the approved landscape planting plan and these proffers, the Applicant will coordinate an on-site pre-installation meeting with the landscape contractor and FCON staff. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan will be provided to FCON for review and approval. Planting by the Applicant will not take place prior to approval by FCON. The installation of plants not approved by FCON may require submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release, so long as said plants are in substantial conformance with the CDP/FDP.

15. Streetscapes and Landscape Details. Subject to approval by FCON, FCDOT, and VDOT, the Applicant will provide landscape details, streetscapes, streetscape plantings, seating, tables, trash receptacles, planters, signage, bike racks, planters, and lighting fixtures, as applicable, as shown on Sheets L.20, L.21, L.22, L.30, L.31 of the CDP/FDP ("Streetscape Elements" and "Landscape Details"). Furnishings and lighting will be compatible with the Tysons Urban Design Guidelines to the extent practicable. The Applicant may adjust the Streetscape Elements and Landscape Details at the time of site plan approval and as approved by the Zoning Administrator, provided the quality of the Streetscape Elements and Landscape Details are consistent with that shown on said

Sheets, and such adjustments otherwise are in substantial conformance with that shown on the CDP/FDP.

16. Tree Plantings. The Applicant will provide tree plantings as shown on Sheet L.40 of the CDP/FDP, subject to revision as may be approved on future FDPs or at site plan review by FCON in accordance with these proffers. Where minimum planting widths of eight (8) feet cannot be provided, structural cell technology or other measures approved by FCON at the time of site plan review will be used to satisfy the following specifications for planting sites as identified on Sheet L.40 of the CDP/FDP, with variations permitted to accommodate utilities and other site constraints without the need for a PCA, CDPA or FDPA. The structural cells will be accurately depicted on the site plan for both location and orientation.

17. Soil Remediation. Soil in planting areas, excluding turf areas, that contain construction debris and rubble, are compacted, or are unsuitable for the establishment and long-term survival of landscape plants, will be the subject of remedial action to restore planting areas to satisfy cultural requirements of trees, shrubs, and groundcovers specified in the Landscape Plan, with attention to deep soil aeration, the addition of organic matter throughout the soil profile to at least twelve (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 and approval by FCON. Soil remediation will take place only after site disturbance is complete, including all vehicle and equipment traffic, but before placement of topsoil.

18. Tree Preservation Plan. The Applicant must submit a Tree Preservation Plan and Narrative as part of the first and all subsequent plan submissions. The Tree Preservation Plan and Narrative must be prepared by a Certified Arborist or Registered Consulting Arborist and must include elements of PFM 12-0309 deemed appropriate to the project site as determined by FCON. Tree preservation measures must be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets and Tree Preservation Plan. Tree preservation measures may include, but are not limited to the following: root pruning, crown pruning, mulching, watering, etc. Specifications must be provided on the plan detailing how preservation measures must be implemented. Tree preservation activities must be completed during implementation the Erosion and Sediment Control Plan.

19. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting, the Applicant must have the approved limits of clearing and grading flagged with a continuous line of flagging. The Applicant must retain the services of a Certified Arborist or Registered Consulting Arborist (Project Arborist) to attend the pre-construction meeting to review the limits of clearing and grading with an FCON representative to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation and/or to increase the survivability of trees at the limits of clearing and grading. Such adjustments must be fully documented by the Project Arborist which will be reported to SDID and FCON in the initial Project Arborist report and tree protection

fencing must be implemented under the Phase 1 Project Arborist's supervision based on these adjustments.

20. Tree Protection Fencing. The Applicant must provide appropriate tree protection devices, based on site conditions and proposed construction activities as reviewed and approved by FCON. Tree protection fence must consist of four-foot-high welded wire attached to six-foot steel posts driven 18 inches into the ground and space no further than 10 feet apart; or super silt fence.

21. Demolition. The demolition of any existing structures and site features within or adjacent to tree preservation areas must be accomplished in the least disruptive manner practical as reviewed and approved by FCON. All tree protection fencing must be in place and verified by a County representative prior to commencement of demolition activities.

22. Site Monitoring. The Applicant's Project Arborist must be present on-site during implementation of the Phase 1 Erosion and Sediment Control Plan and monitor any construction activities conducted within or adjacent to areas of trees to be preserved. Construction activities include, but may not be limited to clearing, root pruning, tree protection fence installation, vegetation/tree removal, and demolition activities. During implementation of Phase 2 Erosion and Sediment Control Plan, the Project Arborist must visit the site on a regular basis to continue monitoring tree preservation measures and ensure that all activities are conducted as identified in the Tree Preservation Plan and approved by FCON. Written reports must be submitted to FCON and Site Development & Inspections Division ("SDID") site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan.

23. Structural Cells. At the time of site plan submission, if structural cells are determined to be necessary to provide soil volume for street trees, the Applicant will include a technical description in the landscape plan detailing the use of structural cell technology for 10-year canopy coverage credit. The plan will specify the cell type, orientation, and quantity at each tree planting location, as well as the qualified professional responsible for monitoring installation and reporting to Forest Conservation and SDID Site Inspections. Additionally, the Applicant will provide a tree planting narrative requiring a pre-installation meeting before cell installation.

24. Street Tree Maintenance Plan. A detailed Street Tree Maintenance Plan will be submitted with the first and all subsequent site plans to FCON for review approval.

25. Street Trees. Tree planting sites are depicted on the CDP/FDP but remain subject to revision as may be approved by FCON at the time of future FDPAs and site plan review. The Applicant will retain the services of a certified arborist or Registered Consulting Arborist to monitor the design and inspect the planting of the street trees and the installation of any structural cells described in this Proffer. The Applicant or its Contractor will notify FCON in writing or by electronic mail prior to tree pit construction to allow for County inspection. For trees not planted within an eight (8) foot wide

minimum planting area, or that do not meet the minimum planting areas required by the PFM, the Applicant will provide details for alternative designs showing how the proposed planting spaces will provide for adequate tree growth and performance by installing structural cells or an equivalent solution acceptable to FCON to meet the following specifications:

(i) All trees proposed to be planted to meet the ten-year canopy coverage for the Subject Property must be provided in a planting area with a minimum of six (6) feet open surface width and thirty-six (36) square feet open surface area for Category III and Category IV trees (as defined in Table 12.17 of the PFM), with the tree centered in the opening to the degree feasible, to allow for basal area expansion.

(ii) A minimum subsurface rooting area of eight (8) feet in width, which may be achieved using techniques to provide non-compacted soil below hardscape areas, with no barrier to root growth within four (4) feet of the base of the tree.

(iii) Where minimum planting widths of eight (8) feet cannot be provided, structural cell technology or other measures acceptable to FCON and VDOT will be provided. A minimum soil depth of four (4) feet as measured to the shallowest point of the tree pit will be provided.

(iv) Soil volume for Category III and Category IV trees (as defined in Table 12.17 of the PFM) will be 700 cubic feet for single trees. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet will be provided. For three (3) or more trees planted in a contiguous area, the soil volume will equal at least 500 cubic feet per tree. However, in the event that these soil volumes cannot be met due to existing utilities or other features existing or required on the site, the Applicant will provide the greatest volume possible, as reviewed and approved by FCON. Where possible, planting spaces with reduced soil volumes will be made contiguous to provide for the roots of multiple trees to share the space(s). A contiguous planting area containing multiple trees will be included in any area that provides soil conditions favorable for root growth throughout the entire area.

(v) Soil specifications in tree planting sites will be as specified in planting notes to be included in all site plans reviewed and approved by FCON.

(vi) Trees planted within existing utility easements that are removed to facilitate repairs of utilities in these easements will be replaced by the Applicant.

26. Urban Bioretention Tree Pits. Any urban bio-retention tree pits to be utilized on the Property will meet the following minimum specifications:

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

ii. Soil Volume and Depth Requirements – Minimum soil volumes for Category III and IV trees will be utilized. Each urban bio-retention pit must maintain a minimum depth of four (4) feet in all directions, centered on the tree.

iii. Irrigation System Restrictions – Permanent automatic irrigation systems will not be used in bio-retention areas. Tree species will be selected to match the growing conditions of each bio-retention tree pit. Temporary irrigation will be implemented during the tree establishment period.

27. Lighting. All new streetscape lighting provided with the Proposed Development will comply with the Outdoor Lighting Standards of Section 5109 of the Zoning Ordinance. In the public right-of-way, the same or similar new lighting fixtures will be used consistently throughout and be selected from those listed in the Tysons Urban Design Guidelines or as depicted on Sheets L.30 and L.31 of the CDP/FDP, or other lights as may be approved by DPWES and DPD.

28. Stormwater Management. As described in the stormwater narrative on Sheets C11.2 through C11.9 of the CDP/FDP, stormwater management and best management practice ("SWM/BMP") facilities will be provided as required to meet or exceed the minimum requirement for SWM/BMPs at the time of Application approval. The type and quantity of SWM/BMPs shown on the CDP/FDP are conceptual in nature and are only provided to indicate the types of facilities that may be provided to meet the minimum requirements. The Applicant will implement onsite SWM/BMP techniques to control the quantity and quality of storm water runoff from the Property in accordance with all federal, state, and county regulations and standards in effect at the time of site plan approval for the Property.

    At the time of site plan the Applicant will identify the use of Low Impact Development (LID) techniques that will aid in runoff volume reduction and promote reuse throughout the site. The LID techniques will include bioretention facilities and stormwater detention vault as identified on the CDP/FDP, and may include additional techniques such as stormwater planters and other techniques at the discretion of the Applicant, with a result of retaining at least an inch of rainfall depth as discussed in the Stormwater Management/Best Management Practice Narratives and Computations provided on Sheet C11.4 of the CDP/FDP.

29. Streetscapes. Streetscaping will be installed throughout the property as illustrated on Sheets L.03 through L.40 of the CDP/FDP. Streetscape elements will include: a landscape amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building that is designed to allow access to the building and/or additional landscaping adjacent to residential uses. Streetscaping elements may be adjusted at the time of FDP and/or site plan approval, provided the quality and dimensions of the streetscape are consistent with that shown on the CDP/FDP.

    A. Gallows Road will be designed with:

(i) An interim turfed area next to the curb, as shown on the CDP/FDP;
(ii) An eight (8) foot wide landscape amenity panel;
(iii) An eight (8) foot wide clear pedestrian sidewalk;
(iv) The Urban Green Park Space which varies in width.

B. Gallows Branch Road will be designed with:
(i) A minimum of eight (8) foot wide landscape amenity panel adjacent to Gallows Branch Road;
(ii) An eight (8) foot wide clear pedestrian sidewalk;
(iii) The Urban Green Park Space which varies in width.

C. Old Gallows Road will be designed with:
(i) A minimum of eight (8) foot wide landscape amenity panel adjacent to Gallows Road;
(ii) A six (6) foot wide sidewalk;
(iii) A minimum (4) foot wide building zone.

30. Furnishings and Materials. The Applicant will provide landscape details, streetscapes, seating, tables trash receptacles, planters, signage, bike racks, planters, and lighting fixtures, as applicable, as shown on Sheets L.20, L.21, L.22, L.30, L.31 of the CDP/FDP ("Streetscape Elements" and "Landscape Details"). Furnishings and lighting will be per the Tysons Urban Design Guidelines. The Applicant may adjust the Streetscape Elements and Landscape Details at the time of site plan approval and as approved by the Zoning Administrator, provided the quality of the Streetscape Elements and Landscape Details are consistent with that shown on said Sheets, and such adjustments otherwise are in substantial conformance with that shown on the CDP/FDP.

31. Utility Locations. Utilities, including, but not limited to water, sanitary sewer and storm sewer utility lines, will be installed within the street network to the maximum extent feasible as determined by LDS or will be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP/FDP as determined by LDS. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as outlined in these proffers, as determined by FCON. A conceptual utility plan will be overlaid on the landscape plan submitted in the FDP at site plan. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations.

Maintenance access points to SWM Facilities and electric vaults beneath the streetscape should be located outside clear pedestrian walkway zone of the streetscape when feasible. If the access points must be located in the walkway zone, they will be designed as a lift out panel with the same paving materials as the walkway (subject to ADA requirements), be flush with the walkway, and meet ADA accessibility requirements.

32. Signage and Wayfinding. Signage for the Subject Property will be provided in accordance with the requirements of Article 7 of the Zoning Ordinance. Alternatively, the Applicant may seek approval of a Special Exception ("SE"). The placement of traffic control signage on public streets will be subject to the review and approval of VDOT.

Details of signage, including any signage associated with Proffer 64, and wayfinding elements at public entry points to the publicly accessible park spaces will be subject to review and approval by FCPA.

33. Farmers Markets, Special Events, or Similar Activities. The Applicant, or its designee, is permitted to provide on the Property festivals, fairs, special events, or similar activities including, but not limited to, farmers' markets and food vendors, without the need for issuance or approval of an "Administrative Permit" in accordance with the following provisions:
    A. Maximum of 45 events per year;
    B. May be provided with or without admission or other fees from attendees;
    C. Sponsored by the Applicant, or its designee, a civic organization, public entity including the Fairfax County Park Authority (FCPA), the Tysons Community Alliance, local chamber of commerce, charitable organization, service club, on-profit, or similar entity,
    D. Complies with all Health Department, Fire Marshall, Noise, Building Code, and any other applicable local or state agency regulations.

34. Salt Management. Salt should only be applied during freezing inclement weather and 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 of properly.

BUILDING ARCHITECTURE AND DESIGN

35. Architecture and Design. The quality and character of the architectural design and building materials for the Proposed Development will be in general conformance with architectural elevations shown on Sheets A.30, A.31 and A.40 of the CDP/FDP. Exterior building materials for new construction in the Proposed Development may include, but will not be limited to: brick, masonry/stone, aluminum, glass, cementitious paneling and siding, aluminum or vinyl. The Applicant reserves the right to adjust or modify the architectural design, including, but not limited to, the building materials, articulation, balconies, and fenestration, as part of final architectural design and engineering without requiring approval of a CDPA, FDPA, or PCA, provided the quality and character of the architectural design and building materials remain in substantial conformance with that shown on the CDP/FDP, as determined by the Zoning Administrator.

36. Activated Streetscape and Ground Floor Elements. The applicant will provide activated streetscapes as shown in the CDP/FDP. Ground floor uses on the east and south facades will be per Sheet A.11 and will include a shared community room at the southeast corner and along Old Gallows Road, along with an equivalent number of walk-up residential units opening to the street and/or the Common Green/Urban Park. Size and height of storefront windows at the ground floor will generally match building elevations on Sheet A.30.

37. Garage Screening. The applicant will screen the parking garage entry on Old Gallows Road with the motor court architectural features shown on the CDP/FDP on Sheets A.30, A.31 and A.40. The remainder of the parking garage will be screened with landscaping and physical screens as shown on Sheets A.41 and A.42.

38. Transformer Screening. The Applicant will provide transformer enclosures as shown on the CDP/FDP on Sheet A.32 at the southwest corner of the proposed building. The applicant reserves the right to alter the design of the enclosure provided that same quality materials and level of screening as that shown on the CDP/FDP is attained. Final design is subject to review and approval by the Urban Centers Section.

39. Cell on Wheels (COW) Antenna. A temporary COW antenna may be located in the area of the Common Green Urban Park during construction to support public safety as a replacement for the antenna on the existing building.

40. Telecommunications Equipment and Mechanical Units. The Applicant may place telecommunications equipment, mechanical units, and all appurtenant facilities on the rooftop of the Building. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or set back sufficiently from the perimeter of the roof and penthouse such that they are generally not visible from the surrounding streets at street level. Other screening measures may be used such as screening such facilities with architectural features and/or landscaping compatible with the building façade architecture, including such facilities as part of the architecture of the Building, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. The Applicant may also integrate telecommunications equipment architecturally into building facades where necessary to ensure on-street and/or open space coverage.

TRANSPORTATION IMPROVEMENTS

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 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 within the Proposed Development:

    A. Definitions. For purposes of this Proffer, "Stabilization" will be deemed to occur one (1) year following issuance of the first RUP of proposed development. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

    B. Transportation Demand Management Plan. The elements of the proffered TDM Program as set forth below will be more fully described in Property's Transportation Demand Management Plan, (the "TDM Plan"). It is the intent of this proffer 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 elements of the TDM Program as set forth below.

i. Transportation Management Association. The Applicant will make a contribution to the County for the operations of the transportation management association (the "TMA") established for the Tysons Urban Center. Such contribution(s) will be made on a building by building basis at the rate of $0.05 per gross square foot of new residential uses and will be provided prior to site plan approval for the applicable building.

   The Applicant may, in its sole discretion, join or otherwise become associated with the TMA and transfer some functions of its TDM Program to the TMA. Further, if determined by FCDOT that a TDM program is no longer necessary, the TDM structure in Proffer 41 may be rendered null and void in whole or in part without the need for a PCA.

C. Trip Reduction Goals. The objective of the TDM Plan will be to reduce the number of weekday peak hour vehicle trips generated by the residential uses located within the Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Plan.

i. Baseline. The baseline number of weekday peak hour residential vehicle trips for the Property against which the TDM Goals (as defined in subparagraph d.ii) will be measured will be derived from the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code = 220.

ii. Trip Reduction Objective. The objective of this TDM Program will be to reduce the vehicle trips generated by residents of the Property during weekday peak hours associated with the adjacent streets as more fully described in the TDM Plan, by meeting the percentage vehicle trip reductions established by the Comprehensive Plan as set forth below. These trip reduction percentages will be multiplied by the total number of residential vehicle trips that would be expected to be generated by the Proposed Development as determined by the application of the Institute of Traffic Engineers, 11th Edition, Trip Generation rates and/or equations (the “ITE Trip Generation”), and the number of trips determined by the product of such equation will be referred to herein as the “Maximum Trips After Reduction.” For purposes of this calculation, the maximum number of dwelling units proposed to be constructed in each building on the Property as determined at the time of site plan approval for each building will be applied to the calculation described in the preceding sentence. The target reductions are based on the following table:

Square Feet of GFA in Tysons	*Distance to Metro Beyond 1/2 Mile Trip Reduction Goals*
Up to 65,000,000	***25%***
65,000,000	***30%***
84,000,000	***35%***
90,000,000	***38%***
96,000,000	***40%***
105,000,000	***43%***
113,000,000+	***45%***

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

i. TDM Program Manager. The applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Property. If not previously appointed, the TPM will be appointed no later than sixty (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 Applicant will do the same within ten (10) days of any change in such appointment.

ii. Annual Report and Budget. Every calendar year, no later than May 15th, the TPM will submit an Annual Report to FCDOT, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. Any changes to the TDM Plan will be highlighted in this report.

iii. The Annual Report and Budget will be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM will submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

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 initial 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 Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM will establish a separate interest-bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund will be made one time on a building-by-building basis at the rate of $0.30 per gross square foot of new residential use on the Property. Funding will be provided by the Applicant prior to the issuance of the first initial RUP for the new building. This amount will be adjusted annually in accordance with Proffer 69. Funds from the TDM Remedy Fund will be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.

vi. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees. Such contributions will be made one time on a building by building basis at the rate of $0.02 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 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.

vii. TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the TPM will deposit penalty payments as may be required to be paid pursuant to this Proffer for non-attainment of trip reduction goals. The County may withdraw funds from the TDM Penalty Fund for the implementation of additional TDM Program elements/incentives and/or congestion management associated with the Old Courthouse District, or for other TDM-related improvements or programs within Tysons. To secure the Applicant's obligations to make payments into the TDM Penalty Fund, the TPM will provide the County with a letter of credit or a cash escrow as further described below.

Prior to the issuance of the first RUP or for the new building on the Property, the TPM will:

a. Establish the TDM Penalty Fund, if not previously established by the TPM, and/or
b. Deliver to the County a clean, irrevocable letter of credit issued by a banking institution approved by the County or escrow cash in an interest-bearing account with an escrow agent acceptable to LDS to secure the Applicant's obligations to make payments into the TDM Penalty Fund (the "Letter of Credit or Cash Escrow"). The Letter of Credit or Cash Escrow will be issued in an amount equal to $0.05 for each square foot of new residential GFA shown on the approved site plan for the Property. Until the Letter of Credit or

Cash Escrow has been posted, the figures in the preceding sentence will be adjusted annually in accordance with Proffer 69. Once the Letter of Credit or Cash Escrow has been posted, there will be no further adjustments or increases in the amount thereof. The Letter of Credit or Cash Escrow will name the County as the beneficiary and will permit partial draws or a full draw. The foregoing stated amount of the Letter of Credit or Cash Escrow will be reduced by the sum of any and all previous draws under the Letter of Credit or Cash Escrow and payments by the TPM into the TDM Penalty Fund as provided below.

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

E. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM will meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.

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

G. Notice to Owners. All owners of the Property will be advised of the TDM Program set forth in this Proffer. The then current owner will advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this

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

H. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicants will be subject to a penalty of $100.00 per day not to exceed $36,500.00 for any one incident. Such penalty will be payable to Fairfax County to be used for transit, transportation, or congestion management improvements within the vicinity of the Property.

42. Right-of-Way Dedication. The Applicant will dedicate and convey to the Fairfax County Board of Supervisors in fee simple right-of-way along Gallows Road, Gallows Branch Road, and Old Gallows Road, inclusive of the adjacent landscape amenity panel and sidewalk as shown on Sheet C06.0 of the CDP/FDP prior to site plan approval.

43. Right of Way Vacation. The area identified as "ROW vacation" on Sheet C06.0 of the CDP/FDP must be vacated prior to the approval of any final site plans for development on the Property.

44. Boone Boulevard Extension. The Applicant will reserve approximately 4,827 square feet of right-of-way as depicted on Sheet C09.0 of the CDP/FDP. Dedication of the right-of-way reservation will occur upon written demand by VDOT and/or the County. The Applicant will maintain this area until the right-of-way is dedicated. The Applicant will provide and maintain pedestrian connections as shown on Sheet C07.0 of the CDP/FDP and landscaping as shown on Sheet L.03 of the CDP/FDP as an interim condition until such time as the remainder of the right-of-way is provided on the adjacent property to the north and the ultimate condition is completed by others. In lieu of construction of the half-section of the Boone Boulevard Extension on the Property, the Applicant will provide a one-time monetary contribution of $127,812 for the cost of constructing the half section of Boone Boulevard as depicted on Sheet C09.0 of the CDP/FDP. The one-time monetary contribution will be provided prior to the issuance of the first RUP.

45. Tysons Grid of Streets Fund. The Applicant will make a contribution to the County's Tysons Grid of Streets Transportation Fund for each residential unit constructed on the Property in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons Grid of Streets Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Grid Guidelines"). The Applicant may receive and deduct credits against the contributions as approved by the County in conformance with the Grid Guidelines. This contribution is not subject to further adjustment outlined in Proffer 62. The contribution will be paid on or before the issuance of the first RUP and will be based on the actual number of residential units in the proposed development.

46. Tysons-wide Transportation Contributions – Table 7 Improvements. The Applicant will make a contribution to the County's Tysons-wide Transportation Fund for each residential unit constructed on the Property in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons-wide Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Tysons-wide Guidelines"). The Applicant may receive and deduct credits against the contributions as approved by the County in conformance with the Tysons-wide Guidelines. This contribution is not subject to further adjustment outlined in Proffer 69. The contribution will be paid on or before the issuance of the first RUP and will be based on the actual number of residential units in the proposed development.

47. Bicycle Storage Facilities. The Applicant will provide and maintain bicycle racks and bicycle storage areas as generally shown on Sheet A.10 of the CDP/FDP. The total number of bike parking/storage spaces will be consistent with Section 6100.2 of the Fairfax County 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. Further, the Applicant reserves the right to convert vehicular parking spaces that are not needed to satisfy parking minimums to bike storage.

48. Gallows Road/Gallows Branch Road Intersection Improvements. Subject to VDOT approval and prior to issuance of the first RUP on the Property, the Applicant will construct the following improvements at the intersection of Gallows Road and Gallows Branch Road as shown on Sheet C08.0 of the CDP/FDP:

    - Crosswalks, curb ramps, and pedestrian signal push buttons at each intersection leg, but does not include replacement of existing poles and guidewires
    - Construction of concrete pedestrian refuges on the north and south approaches on Gallows Road;
    - Striping to remove one southbound left turn lane on Gallows Road; and
    - Restriping of Gallows Branch Road to two exclusive left turn lanes and one exclusive right turn lane. (collectively, the "Proffered Gallows Road Improvements").

    The configuration of the above elements as shown on the CDP/FDP may be refined/revised based on final review by VDOT.

    If at any time prior to construction of the Proffered Gallows Road Improvements VDOT requires additional improvements at the intersection of Gallows Road and Gallows Branch Road (i.e. replacement of existing traffic signal infrastructure) or changes to the Proffered Gallows Road Improvements which expand the scope of work listed above and shown/noted on the CDP/FDP, the Applicant will construct those improvements if the cost to do so does not exceed a construction cost of $241,236 which is 100% more than

the estimated cost of construction of the improvements listed above and shown on the CDP/FDP. If the improvements required by VDOT are estimated to exceed $241,236, the Applicant may in its sole discretion construct those additional improvements or alternatively make a monetary contribution to Fairfax County of $120,618 in lieu of constructing the Proffered Gallows Road Improvements.

Additionally, if off-site easements are required for the installation of curb ramps and pedestrian signals on the south side of Gallows Road and such easements cannot be obtained after diligent and good faith efforts and at no cost, then as an alternative to construction, the Applicant may make a monetary contribution to Fairfax County in an amount equivalent to the cost of any Proffered Gallows Road Improvements that cannot be installed.

49. Old Gallows Road/Gallows Branch Road. Subject to VDOT approval and if the right-of-way vacation along Old Gallows Road shown on Sheet C10/0 of the CDP/FDP is approved by Fairfax County, then prior to issuance of the first RUP for the Property the Applicant will construct the following improvements at the intersection of Old Gallows Road and Gallows Branch Road as shown on Sheets C08.0 and C08.2of the CDP/FDP:

    - Alter the curbline along the Property frontage at the intersection of Old Gallows Road and Gallow Branch Road, including construction of streetscape and sidewalk improvements;
    - Restripe the two existing crosswalks, provide a new curb ramp along the site frontage, and relocate existing pedestrian signal pole along the site frontage: and
    - Restripe Old Gallows Road at its intersection with Gallows Branch Road to remove one northbound lane and install one dual left/right southbound lane as shown on Sheets C08.0 and C08.2of the CDP/FDP. (collectively, the Proffered Gallows Branch Improvements).

    If at any time prior to construction of the Proffered Gallows Branch Improvements VDOT requires any other improvements at the intersection of Old Gallows Road and Gallows Branch Road (i.e. replacement of existing traffic signal infrastructure) or changes to the Proffered Gallows Branch Improvements which expand the scope of work beyond what is listed above and shown/noted on the CDP/FDP, the Applicant will construct those improvements if the cost to do so does not exceed a construction cost of $140,000 which is 100% more than the cost of construction of the improvements listed above and shown on the CDP/FDP. If the improvements required by VDOT are estimated to exceed $140,000, the Applicant may in its sole discretion construct those additional improvements or alternatively make a monetary contribution to Fairfax County of $70,000 in lieu of constructing the Proffered Gallows Branch Improvements.

50. Old Gallows Road. Subject to VDOT approval and prior to issuance of the first RUP on the Property, the Applicant will install a mid-block pedestrian crosswalk across Old Gallows Road, inclusive of a maximum of two accessible curb ramps within the existing right-of-way, as shown on Sheet C09.0 of the CDP/FDP (the "Proffered Improvements"). In the event VDOT requires a significant expansion of the scope of work, defined as

work equating to a cost estimate of $50,000 over the cost estimate of the Proffered Improvements, the Applicant will, in lieu of constructing the Proffered Improvements, contribute the cost estimate of the Proffered Improvements~~. The cost of the Proffered Improvements is currently estimated at $20,000~~ to the County. The final cost estimate will be calculated at site plan utilizing the County's Unit Pricing in coordination with FCDOT.

51. Lane Reconfiguration. Subject to VDOT approval and prior to the issuance of the first RUP on the Property, the Applicant will restripe the travel lanes on Old Gallows Road to create one southbound and two northbound lanes as shown on Sheet C-08.2 of the CDP/FDP.

52. 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 reduction. 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 reductions approved by the Board or otherwise allowed by Ordinance; and (2) that the location and configuration of the parking remains in substantial conformance with that on the CDP/FDP.

    B. Future Parking Reductions. The Applicant further reserves the right to pursue future parking reductions and shared parking arrangements for the Property as may be permitted by the Fairfax County Zoning Ordinance without the need for a PCA or CDPA/FDPA.

    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.

    D. The Applicant may provide an equivalent number of compact parking spaces as that which currently exists in the existing garage. However, these spaces will not count towards the minimum number of parking spaces required by the Zoning Ordinance.

53. Construction/Congestion Management Plan.

    The Applicant will prepare and implement a construction congestion management plan during construction on the Application Property, as appropriate, through its development/construction manager (or TDM Project Manager) so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Application Property and on the public roadways adjoining the Application Property (a "Congestion Management Plan").

    The Congestion Management Plan will identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination

with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities to minimize disturbance on the surrounding road network.

The Congestion Management Plan will also require the Applicant to coordinate its construction activities throughout construction with VDOT and FCDOT. Such Congestion Management Plan will be submitted in connection with the VDOT permit for construction on the Application Property. In addition, the development/construction manager (or TDM Project Manager) will coordinate any adjustments to the TDM Plan as necessary to address each Congestion Management Plan.

54. Capital Bike Share. The Applicant will designate an area on the site plan, appropriately sized for the installation of up to an eight-bike Capital Bikeshare station in the general area of the Common Green Urban Park. While a potential location is shown on the CDP/FDP, the Applicant will work with FCDOT to determine the final location to ensure that it is appropriate for Capital Bike Share's needs, but also does not conflict with other elements of the CDP/FDP. The final location will be shown on the site plan.

55. Gallows Road Improvement Contribution. The Applicant will make a contribution to a fund, administered by FCDOT, of $111,075 for the future improvements of Gallows Road along the Property's frontage. The contribution will be paid on or before the issuance of the first RUP.

(ii) Tysons Community Circuit. To support future enhancements to the Community Circuit as the circuit becomes more connected, the Applicant will make a contribution to a fund, administered by FCDOT, to be used for signage, wayfinding elements, specialized crosswalks, branding, technology applications, or other elements that support the implementation and objectives of the Community Circuit, as may be deemed appropriate by Fairfax County. The contribution will be in the amount of $30.00 per linear foot of Community Circuit located on the Property's frontage. Such contribution will be made prior to the issuance of the first RUP.

PARKS AND RECREATIONAL FACILITIES

56. Publicly Accessible Parks. The Applicant will provide publicly accessible outdoor open spaces and recreational amenities/facilities within the Property as described below and will maintain all elements within the park spaces with the exception of the Capital Bike Share facility referenced in Proffer 54. The Applicant reserves the right to modify the programming of these spaces as long as the quality of use and the quantity of amenities remains as shown on Sheets L.10, .11, .14, .30, .31, subject to review and approval by FCPA. Both parks below will be open to the public, as provided for in Proffer 57, prior to the issuance of the final RUP.

A. Common Green Urban Park. This park, of approximately 25,500 square feet, is intended to be a gathering place for the community and will include a flexible use

gathering areas that may be programmed for various neighborhood events. The park will include a flexible use lawn area, seating of various kinds, picnic areas, children's play area, numerous paths, and significant landscaping (trees, shrubs perennials and grasses) which will create smaller "rooms" for gathering and play and provide shade and habitat. The indoor shared community room at the southeast corner of the building will have doors that open to the park. The community room will be managed by the building management company and the Applicant reserves the right to establish reasonable parameters for the use of the community room such as usage, hours of operation and fees/security deposits.

B. Western Connector. The Western Connector, which will be a minimum of 10,500 square feet, is intended to enhance the public's park experience by providing a integrated connection to the public park on the adjacent property to the west. Two pedestrian connections into the neighboring park will be provided, as shown on the CDP/FDP, provided an amendment to the governing legislative approval (RZ-2021-PR-012) or the associated site plan is not required. Additionally, several teardrop-shaped pollinator habitat gardens that mimic the shapes found in the adjacent park will also be installed. Various seating areas will be provided to encourage rest, social interaction, and appreciation of the natural elements.

57. Public Access. As part of site plan approval for the Proposed Development, the Applicant will grant public access easements for the Common Green/Urban Park and the Western Connector (collectively, the "Parks"). The public access easements will at a minimum, be open to the general public during periods of time consistent with urban parks (including closing the park from dusk to sunrise), subject to usual and customary rules and regulations of the FCPA, provided that the Applicant reserves the right to: (i) establish reasonable rules and regulations governing the use of the Parks, (ii) temporarily limited access to the Parks for reasonable periods of time for purposes of construction and/or maintenance, and (iii) temporarily limit access to the Parks as may be necessary to host programmed events for the local community. The Applicant will install Privately Owned Public Spaces (POPS) signs in the area of the Common Green Urban Park and the Western Connector which, at a minimum, indicate the hours that the parks are open to the public. Such signage will be situated at a minimum of two entrance points from the public sidewalk into the park. The final locations will be shown on the site plan.

58. Recreational Facilities. Pursuant to Sect. 2105.6.B(3) of the Zoning Ordinance, the Applicant will expend a minimum of $2,150.00 per non-affordable dwelling unit (ADU) residential units on recreational facilities/urban parks on the Property. Prior to final bond release for the Property, the balance of any funds not expended for on-site recreational facilities, as determined by Land Development Services (LDS) will be contributed to the FCPA for the provision of recreational facilities serving Tysons.

59. Athletic Field Contribution. To address the Comprehensive Plan's recommendations regarding the provision of athletic fields in Tysons, the Applicant must contribute $2.54 per square foot of actual gross floor area (GFA) constructed on the Property to FCPA for the acquisition and/or development of parks and recreation facilities serving the Tysons

area. Such contribution will be made prior to the issuance of the first RUP for the building.

PUBLIC FACILITES

60. Public Facilities Contribution. The Applicant will contribute $2.28 for each square foot of GFA to be constructed on the Property to the County (the "Public Facilities Contribution"). The Public Facilities Contribution will be made prior to the issuance of the first RUP for the building.

PUBLIC SCHOOLS

61. Public Schools Contribution. Prior to the issuance of the building permit for the Property, the Applicant will contribute $14,956.00 per expected student to the Fairfax County School Board to be utilized for capital improvements to schools that serve the Property. The contributions will be based on the actual number of residential units in the Building at a rate of 0.108 per unit. At the time of site plan submission, the Applicant will notify Fairfax County Public Schools ("FCPS") Office of Facilities Planning Services in the Department of Facilities and Transportation Services of the approximate timing for construction of the residential units and the number of residential units anticipated in the building.

62. Sanitary Sewer. The Applicant has submitted an initial sanitary sewer capacity analysis and identified two existing sanitary sewers that need to be upsized to serve the proposed development. The Applicant will submit a final, site-specific sanitary sewer analysis outlining sanitary sewer capacity with the public improvement plan (PI) submission. Sanitary sewers upgrades are required to serve the additional flow generated by the Proposed Development. Applicant will submit the required sanitary sewer improvements at the time of PI plan submission and will bond such improvements at the time of permitting. Any improvements required must be constructed and accepted by Fairfax County prior to the issuance of the first RUP for the Property

AFFORDABLE DWELLING UNITS

63. Workforce Dwelling Units (WDU). The Applicant will provide workforce dwelling units in accordance with the Workforce Dwelling Unit Policy Guidelines, adopted September 10, 2024 and the Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines dated March 18, 2025, (the "WDU Policy Guidelines") and to the satisfaction of the Department of Housing and Community Development. The WDUs will be dispersed among the market rate dwelling units. Additionally, in the event that parking spaces are assigned to individual market rate dwelling units, at least one (1) parking space will be designated for use by each WDU in the development.

Notwithstanding the foregoing, the Applicant reserves the right to opt into the new policies, in whole or in part, without the need for a PCA. Furthermore, 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 WDUs following approval of this Application. Neither the Board nor any other County agency 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 as it applies to WDUs will become null and void.

HERITAGE RESOURCES

64. Commemorative Installation. Prior to the issuance of the residential use permit, the Applicant will fund and install a commemorative installation, such as a historical marker or interpretive signage, which will be visible to the public and located on the subject property, potentially in the Common Green Urban Park at the southeast corner of the Property. The installation will commemorate the prior existence of the post-World War II Worthington Heights subdivision which previously occupied the Property, and the house currently located at 1954 Old Gallows Road, which is the subdivision's last surviving structure. Possible themes may include, but are not limited to: (a) Fairfax County's post-war housing shortage; (b) the Veterans Emergency Housing Program created by the Truman administration to expedite construction of affordable housing for veterans; (c) the post-war low-scale residential nature of Tyson's Corner; and (d) Worthington Heights developer and builder George W. Offutt, III. The specific location, language, and visual display of the installation will be determined in consultation with the Fairfax County History Commission and DPD-Heritage Resources ("DPD-Heritage Resources") prior to site plan approval. The location of the commemorative installation will be shown on the site plan.

    The Applicant will submit the memorandum/study dated May 5, 2025 drafted by EHT Traceries which documents the history of the property to the Virginia Room of the Fairfax County Regional Library.

MISCELLANOUS

65. 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 these Proffers will include within its meaning and will be binding upon the Applicant's successor(s) in interest and/or developer(s) of the Property. If the Property is sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and will no longer be
    binding on the seller or other transferor.

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

67. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration that, despite good faith and diligent efforts or due to factors beyond the Applicant's control(including, but not limited to, construction schedules, availability of financing, weather delays, duration of approval process, market conditions, inability to secure necessary easements, licenses, or permission from other private or public entities for utility relocations and traffic improvements, etc.), proffered commitments have been delayed beyond the timeframes specified herein, the Zoning Administrator may extend the timeframes for completion to a later date as determined by the Zoning Administrator.

68. Severability/Future Applications. Pursuant to subsection 8100.2.D of the Zoning Ordinance, any portion of the Property may be the subject of a PCA, SE, SP, or FDPA without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDP A does not materially adversely affect the other phases.

69. Annual Adjustment Clause. All monetary contributions, with the exception of Proffer 59 related to public school contributions, will adjust on a yearly basis from the base month of January 2026 and change effective each January 1st thereafter, as permitted by Va. Code Ann. § 15.2-2303.3.

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[Signatures Begin on Next Page]

TITLE OWNER OF TAX MAP 39-2((14))1

1950 OG OFFICE LLC

_____

By: _____

Title:_____

TITLE OWNER OF TAX MAPS
39-2((15))3; 39-2((1))17; 39-2((14))1A

1954 Old Gallows Road LLC

_____

By: _____

Title:_____

CONTRACT PURCHASER/APPLICANT OF TAX MAPS
39-2((15))3; 39-2((1))17; 39-2((14))1, 1A and Right-of-Way

1950 OG JV LLC, a Delaware limited liability company

By: 1950 OG Project Company LLC, a Delaware limited liability company, its managing member

By: 1950 OG Member LLC, a Virginia limited liability company, its managing member

By: _____
Printed Name: Sarah A. Davidson
Title: Authorized Member

211804790_2

BOARD OF SUPERVISORS OF FAIRFAX COUNTY, Virginia
Title Owner of the Public Right-of-Way

By: _____

Name: Bryan J. Hill

Title: _____ County Executive

~~211804790_2~~

Summary report: Litera Compare for Word 11.14.0.42 Document comparison done on 4/27/2026 12:57:32 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://dmsus.mwllp.dom/active/221299440/1 - Clean 4.21.26 proffers.1.docx	
Modified DMS: iw://dmsus.mwllp.dom/active/221289338/1 - Clean 4.27.26 proffers.docx	
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~~Delete~~	6
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Move To	1
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~~Table Delete~~	0
Table moves to	0
~~Table moves from~~	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	24