County of Fairfax, Virginia
Planning Commission Meeting
June 24, 2026
Planning Commission Action

RZ/FDP-2024-MA-00013 – 6200 WILSON LLC
(Mason District)

PLANNING COMMISSION RECOMMENDATIONS:
On June 24, 2026, the Planning Commission voted 12-0 to recommend to the Board of Supervisors approval of the following actions:

- RZ-2024-MA-00013 and the associated CDP, subject to the execution of the proffers consistent with those dated June 16, 2026;

- Waiver of the interparcel access requirement in Subsection 8100.7.E of the Zoning Ordinance; and

- Modification of the street frontage landscaping requirement along Wilson Boulevard in Subsection 5108.3.A(2) of the Zoning Ordinance in favor of that shown on the CDP/FDP.

In a related action, the Planning Commission voted 12-0 to approve FDP-2024-MA-00013 subject to the Board's approval of the concurrent rezoning application.

ATTACHED DOCUMENTS:
Proffers dated June 16, 2026

MJ

DRAFT PROFFER STATEMENT
CAVALIER CLUB
RZ-2024-MA-00013

December 19, 2025
March 23, 2026
May 18, 2026
June 3, 2026
June 5, 2026
June 16, 2026

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 8100.2 of the Fairfax County Zoning Ordinance (2023, as amended) (the "Zoning Ordinance"), Cavalier Club, LLC, as the owner, for itself and its successors and assigns ("Owner") and 6200 Wilson LLC, as the applicant ("Applicant"), in this rezoning application hereby proffer that the development of the property identified as Fairfax County Tax Map Reference 51-3 ((1)) 43 (the "Property") will be in accordance with the following conditions ("Proffers") if, and only if, the Fairfax County Board of Supervisors approves RZ-2024-MA-00013 (the "Application"). In the event the Board of Supervisors denies the Application, the Proffers will immediately be null and void, and any and all existing development conditions applicable to the Property will remain in full force and effect.

GENERAL

1. Substantial Conformance. The Property will be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP") dated May 31, 2024, and revised through June 3, 2026, prepared by Walter L. Phillips, Inc., and consisting of fifty-eight (58) sheets, as further described below.

2. CDP Elements. Notwithstanding that the Conceptual Development Plan and the Final Development Plan are presented on the same sheets and defined as the CDP/FDP in Proffer 1, it will be understood that the proffered elements of the CDP are limited to the general location of access to the Property, general location of the buildings, mix of uses, maximum building heights, maximum gross floor area ("GFA"), the amount and general location of urban park land, and general quality and character of the streetscape (collectively "CDP Elements"). The Applicant reserves the right to request approval from the Fairfax County Planning Commission of a Final Development Plan Amendment ("FDPA") pursuant to 8100.2.E(2) of the Zoning Ordinance for elements other than CDP Elements for all or a portion of the Property and the CDP/FDP provided such FDPA is in substantial conformance with these Proffers.

3. Minor Modifications and Minor Variations. Minor modifications to the CDP/FDP and these Proffers will be permitted 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 variations to the CDP/FDP and/or Proffers may be permitted by approval of the Board of Supervisors with public notice, and may not need a public

hearing or a Conceptual Development Plan Amendment ("CDPA"), FDPA, or Proffered Condition Amendment ("PCA"), pursuant to Section 8100.5 of the Zoning Ordinance.

4. Existing and Proposed Development.

   A. Existing and Proposed Development.

      i. Existing Development. The Property is developed with an existing multifamily building with accessory uses comprised of approximately 266,148 square feet of GFA as shown on the CDP/FDP (the "Existing Development"). The Existing Development will remain and may be expanded by the Owner up to a maximum 820 square feet of GFA as generally shown on Sheet P-0302 of the CDP/FDP (the "Existing Development Expansion").

         1. Additions and Modifications. Additions or modifications to the Existing Development beyond the Existing Development Expansion identified on the CDP/FDP and beyond those deemed minor may be permitted with the approval of an FDP without requiring approval of a PCA and CDPA so long as such additions or modifications do not enlarge the Existing Development Expansion by more than 10% GFA.

      ii. Proposed Development. The Applicant may develop the Property with a new mixed-use building with a maximum of 229,000 square feet of GFA, exclusive of the GFA for bonus GFA associated with the provision of workforce dwelling units ("WDUs") ("Proposed Residential") and a freestanding parking garage (the "Proposed Garage") (collectively, the "Proposed Development"). The Proposed Residential may be comprised of up to 224,000 square feet of residential use and up to 5,000 square feet of non-residential use which may include any non-residential use permitted in the PRM District, subject to any Use Restrictions in the Zoning Ordinance.

5. Future Applications. Any portion of the Property may be the subject of a CDPA, FDPA, PCA, Rezoning ("RZ"), 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.

6. Phasing. Construction may proceed in phases as shown on Sheet P-0301 of the CDP/FDP.

BUILDING DESIGN

7. Architecture. Prior to the issuance of a building permit for the Proposed Residential, it will be demonstrated to the satisfaction of Land Development Services ("LDS") that the final architectural design is in substantial conformance with the general type, quality, and proportion of materials depicted on Sheets A.00 through AG.05 of the CDP/FDP.

8. Parking Garage. Prior to the issuance of the first Residential Use Permit ("RUP") or Non-Residential Use Permit ("Non-RUP") for the Proposed Residential, the Applicant will install solar collection systems on the Proposed Garage and will screen the eastern and southern facades of the Proposed Garage in a manner similar to the examples depicted on Sheet AG.05 of the CDP/FDP. Screening will be provided for a minimum of thirty percent (30%) of the southern façade and a minimum of thirty percent (30%) of the eastern façade in the general locations identified on Sheet AG.04. Prior to installation, the Applicant will identify final screening locations and provide the final design to the Community Revitalization Section (CRS).

9. Screening. Prior to the issuance of the first RUP or Non-RUP for the Proposed Residential, loading, trash, cooling towers, and/or service areas will be screened from public view in a manner similar to the example included on Sheet L802 of the CDP/FDP.

10. Green Building. The Applicant must seek certification for the Proposed Residential from one of the following programs.

    A. LEED. The Applicant will attain the U.S. Green Building Council (USGBC) Leadership in Energy and Environmental Design New Construction (LEED-NC), Core and Shell (LEED-CS), or other LEED rating system determined to be applicable to the building(s) by the USGBC at the Certified level through the following process:

        i. Prior to the approval of the building plan for the Proposed Residential, the Applicant will grant the DPZEDRB@fairfaxcounty.gov access to the project's USGBC LEED Online System for the purposes of verification of the condition/proffer items, unless an equivalent rating system is chosen.

        ii. Prior to the approval of the building plan for the Proposed Residential, the Applicant will post a green building escrow of $2/sq. ft. The escrow may be waived if the project's information on LEED Online demonstrates that the project has completed the design-phase review and with the anticipated construction-related credits has sufficient credits to attain LEED Silver certification.

        iii. Prior to final bond release for the Proposed Residential, the Applicant will submit final certification documentation for the building from USGBC to the Environmental Branch of DPD and to LDS. If the certification level meets or exceeds the target, the entire green building escrow will be returned. If the building fails to achieve certification but is

within three points of the minimum point level for the expected certification (e.g. 37, 38, or 39 for a 40-point total), 50% of the escrow will be returned to the Applicant. If the point total for the building is more than three (3) points below the minimum point level for the expected certification, none of the escrow will be returned to the Applicant. All forfeited escrow money will be posted to a County fund for environmental projects and initiatives.

B. NGBS. Certification in accordance with the most current version of National Green Building Standard (NGBS), as demonstrated through documentation submitted to LDS and DPD from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the first RUP for the Proposed Residential.

C. EarthCraft Multifamily. The Applicant will seek certification of the Proposed Residential in accordance with the EarthCraft Multifamily Program as demonstrated through documentation provided to LDS and DPD prior to the issuance of the first RUP for the Proposed Residential. If certification is still in process at the 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 Multifamily certification. The Applicant must provide documentation to LDS and DPD demonstrating that the certification for the Proposed Development has been attained prior to final bond release.

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

11. Electric Vehicle Charging. Concurrent with site plan submission for the Proposed Residential, the Applicant must designate at least 2% of the parking spaces to be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional prior to the issuance of the first RUP or Non-RUP for the Proposed Residential.

12. Noise Attenuation. The Applicant must incorporate construction measures consistent with those found in *Cavalier Club—Multifamily Building Transportation Noise Impact Analysis* prepared by Phoenix Noise and Vibration dated December 15, 2025, to ensure that interior noise in dwelling units in the Proposed Residential will not be in excess of DNL 45 dBA and outdoor recreation areas will not exceed DNL 65 dBA, with the exception of the Wilson Boulevard Gateway Plaza shown on Sheet L304. 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.

A. Refined Acoustical Analysis. A refined acoustical analysis, to include a Building Shell and Barrier analysis, will be submitted concurrent with the building plan submission for the Proposed Residential to LDS for review and approval and distribution to the Public Facilities and Development Review Branch ("PFDRB") of DPD for review and approval. Mitigation measures appropriate to reduce indoor noise for residential units to no more than DNL 45 dBA, outdoor recreation areas to DNL 65 dBA, with the exception of the Wilson Boulevard Gateway Plaza, 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 noise contour. The noise contours of DNL 65 dBA and greater affecting residential units in the Proposed Residential will be identified on the building plans.

HOUSING PRESERVATION AND WORKFORCE HOUSING

13. Existing Development.

A. The Applicant will pursue a binding, written agreement with the Fairfax County Redevelopment and Housing Authority ("FCRHA") that will define the detailed terms of conditions of providing preserved affordable units ("PAUs") in the Existing Development ("PAU Agreement"). The PAU Agreement must be mutually acceptable to the Applicant and FCRHA. In consideration of the current financing structure of the Existing Development, the PAU Agreement will be subject to approval by the Applicant's lender, which the Applicant will proactively pursue subsequent to approval of this Application. If the PAU Agreement is executed by all applicable parties, the Applicant will provide no fewer than twenty-three (23) bedrooms that are affordable to households earning 60% of Area Median Income ("AMI") or below. The PAUs will be administered solely in accordance with the PAU Agreement.

A. ~~i.~~ The Applicant's pursuit of the PAU Agreement will not preclude or delay the issuance of any land development permit, building permit, and/or RUP or Non-RUP for the Existing Development or the Proposed Garage.

B. If the PAU Agreement is not executed prior to the issuance of the first RUP for the Proposed Residential, then PAUs must be provided as Workforce Dwelling Units ("WDUs") in the Proposed Residential, as outlined in Proffer 14(B).

C. ~~ii.~~ The Applicant will have the right to opt into any further changes to the County Housing Preservation Policy (or interpretation of the same) that may occur subsequent to this approval, without a PCA being required.

D. ~~i.~~ The existence of PAUs within the Existing Development will not preclude or otherwise restrict any future development of the Existing ~~Building~~Development as may be proposed under a separate zoning application.

14. Proposed Residential. The Applicant will provide housing within the Proposed Residential in accordance with the Guidelines for Provision of Workforce Dwelling

Units, Appendix 1 in the Housing Element of the Comprehensive Plan's Policy Plan and the Area Plans, as amended, as well as the Fairfax County Board of Supervisor's Workforce Dwelling Unit Administrative Policy Guidelines, approved by the Board March 18, 2025 (the "WDU Guidelines") and to the satisfaction of the Fairfax County Department of Housing and Community Development ("HCD"). WDUs will be provided such that the total number of WDUs provided will be no less than ten percent (10%) of the units constructed in the Proposed Residential. Notwithstanding the above, ~~all~~ WDUs will be provided as ~~affordable to 80% of AMI.~~ follows:

A. If the PAU Agreement is executed prior to the issuance of the first RUP for the Proposed Residential, all WDUs will be provided as affordable to 80% of AMI.

B. If the PAU Agreement is not executed prior to the issuance of the first RUP for the Proposed Residential, no less than one-third (1/3) of the WDUs will be provided as affordable to 60% of AMI, no less than one-third (1/3) of the WDUs will be provided as affordable to 70% of AMI, and the remainder of the WDUs will be provided as affordable to 80% of AMI.

C. ~~A.~~ If parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space will be made available for lease by each WDU.

D. ~~B.~~ Future Agreements. Notwithstanding the foregoing, 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 the approval of this application. Neither the Board nor any other County agency will be obligated to execute such agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such agreement and the provisions of this Proffer as it applies to the Proposed Development will become null and void. The Applicant further reserves the right to opt into any changes to the WDU Policy, or the interpretation of the same, that may occur subsequent to this approval at its sole election. Such election will not require a PCA.

15. Notice to Tenants. The Applicant will implement measures to minimize construction-related impacts on the Existing Development associated with the Proposed Garage and Proposed Residential. At a minimum, the Applicant will provide written notification to all tenants in the Existing Development regarding potential construction impacts including, but not limited to, utility interruptions that may be associated with the Proposed Garage and/or Proposed Residential.

LANDSCAPING AND TREE PRESERVATION

16. Landscape Plan. As part of the first and all subsequent site plan submissions, the Applicant must include a landscape planting plan and specifications for review and approval by the Forest Conservation Branch ("FCON") of the Site Development and

Inspections Division ("SDID") of LDS, which at a minimum must provide an equivalent quantity and quality of plantings shown on the CDP/FDP ("Landscape Plan"). Landscaping must be non-invasive and predominantly native species. All landscaping must be installed prior to the issuance of the final RUP or Non-RUP for the Proposed Residential. Adjustments to the type and location of vegetation and the design of the landscaped areas and streetscape improvements/plantings are permitted provided there is no diminution in quality or quantity of plantings from the CDP/FDP and provided that all proposed plants are considered non-invasive.

A. Pre-Installation Meeting. Prior to the installation of plants to meet the requirements of the approved Landscape Plan and these Proffers, the Applicant will coordinate a pre-installation meeting on site with the landscape contractor and a representative of FCON to review the landscape requirements of the approved Landscape Plan. Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions of species specified on the approved Landscape Plan will be reviewed at this time and must be approved by FCON prior to planting.

B. Tree Preservation Plan. The Applicant must submit a Tree Preservation Plan and Narrative as part of the first and all subsequent plan submissions for the Proposed Development. 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, Demolition, 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 of Phase 1 of the Erosion and Sediment Control Plan.

C. Tree Protection Fencing. The Applicant must provide appropriate tree protection devices, based upon site conditions and proposed construction activities as reviewed and approved by FCON. Tree protection fencing may be in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart, or super silt fence.

D. 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, exterior site demolition activities, and new landscape and hardscape installation within the approximate location of the existing trees. During

implementation of the 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 as approved by FCON. Written reports must be submitted to a FCON and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan.

E. Invasive Plant Species Management. At the time of site plan submission, the Applicant will provide a management narrative for review and approval by FCON specifying the common and scientific name of invasive species proposed for management, the target area along the limits of clearing and within any tree preservation areas located inside of the clearing limits for management efforts, methods of control and disposal of invasive plants, timing of treatments and monitoring, duration of the management program, and potential replanting along the limits of clearing as may be needed.

F. Soil Remediation. Planting areas containing construction debris, rubble, compacted soil, or other unsuitable conditions for the establishment and long-term survival of landscape plants will undergo remedial action. These actions will restore the soil to meet the requirements of trees, shrubs, and groundcovers specified in the landscape planting plan. The Applicant will provide notes and details on the site/subdivision plan outlining the soil restoration process for review and approval by FCON.

G. Demolition. The demolition of all 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.

H. Seasonal Planting Requirements. The Applicant may defer installation of trees and/or landscaping due to seasonal planting schedules intended to maximize survivability of such plantings, provided that such plantings are complete prior to final bond release for the improvements shown on the applicable site plan and/or public improvement plan.

PARKS AND OPEN SPACES

17. Publicly Accessible Urban Parks. The Applicant will construct and maintain in perpetuity a minimum of 0.64 acre of publicly accessible parks to provide active and passive recreation areas for residents of the Proposed Residential and for the benefit of the public, generally as shown on the CDP/FDP (collectively, the "Park Spaces"). The Park Spaces will be subject to review and approval by the Fairfax County Park Authority (FCPA) and the Community Revitalization Section (CRS) at time of site plan review. Prior to site plan approval for the Proposed Residential, the Applicant will record a public access easement over the Park Spaces in a form acceptable to the Office

of the County Attorney among the land records of Fairfax County with the record plat associated with the site plan showing the public access easement. The Park Spaces will include, but not be limited to, the following:

A. Cavalier Club Park (Park A). Prior to the issuance of the first RUP for the Proposed Residential, the Applicant will construct an approximately 0.50-acre publicly-accessible community gathering space as shown on Sheets L-302 and L-303 of the CDP/FDP to accommodate passive and active uses for the Proposed Residential, Existing Development, and neighboring communities. Cavalier Club Park will include a multi-purpose lawn for free play/lawn games and informal recreation, focal element, seating areas, covered walkway/shade structure, and landscaping. Cavalier Club Park will be available for public use between dawn and dusk, subject to reasonable rules and regulations established by the Applicant.

B. Wilson Boulevard Gateway Plaza (Park B). Prior to issuance of the first RUP for the Proposed Residential, the Applicant will construct an approximately 0.13-acre publicly-accessible area as shown on Sheets L-302 and L-304. The Wilson Boulevard Gateway Plaza will include lawn panel, landscaping/planters, sculptural seat, shade structure, focal element, seating, and landscaping. Wilson Boulevard Gateway Plaza will be available for use by the public between 6:00 a.m. and 10:00 p.m., subject to reasonable rules and regulations established by the Applicant. For purposes of this Proffer, "construct" will mean that the Wilson Boulevard Gateway Plaza is substantially complete, exclusive of any focal elements (art/interactive sculptures), landscaping, and shade structures, and open to use by the public.

18. Park Spaces Signage. Prior to the issuance of the first RUP for the Proposed Residential, the Applicant will provide permanent wayfinding signage directing the public to publicly accessible parks and a minimum of one (1) park identification sign per urban park, consistent with the FCPA guidelines for Privately Owned Public Space (POPS) signage, subject to review by the FCPA at the time of site plan review.

19. Private Amenities and Recreation Facilities for Residents. Pursuant to Section 2105.5.B(4)(b) of the Zoning Ordinance, the Applicant will provide on-site recreational facilities for the future residents of the Proposed Residential and will expend a minimum of $2,400.00 per non-ADU residential unit constructed within the Proposed Residential on such recreational facilities. In the event the total cost of recreational facilities constructed on the Property is demonstrated to be less than $2,400.00 per non-ADU unit, the Applicant will contribute the balance of any funds not expended for on-site recreational facilities to the Fairfax County Park Authority ("FCPA") prior to bond release for the Proposed Residential for the provision of recreational facilities in the vicinity of the Property.

20. Recreation Contribution. Prior to issuance of the first RUP for the Proposed Residential, the Applicant will contribute a lump sum of $893 per resident of the Proposed Residential. The number of residents will be based on the published

household sizes in the most recent Fairfax County Demographic reports and, based on the number of units on the approved site plan for the Proposed Residential. The contribution will be made to the FCPA for use at off-site recreational facilities intended to serve the future residents of the Mason District, as determined by the FCPA in consultation with the Mason District Supervisor.

PARKING

21. Parking and Future Parking Reductions. Parking will be provided in accordance with the parking requirements of Article 6 of the Zoning Ordinance, provided that the Applicant may elect to adjust its parking rates in response to amendments to the same adopted by the Board of Supervisors from time to time. The Applicant reserves the right to reduce the number of parking spaces shown on the CDP/FDP so long as the minimum number of parking spaces required by the Zoning Ordinance is provided. The Applicant further reserves the right to pursue a parking reduction, as may be permitted by Article 6 of the Zoning Ordinance and approved by the Board of Supervisors.

TRANSPORTATION IMPROVEMENTS

22. Right-of-Way Dedication. Prior to site plan approval for the Proposed Residential, the Applicant will dedicate right-of-way along Wilson Boulevard and McKinley Road as shown on Sheet P-302 of the CDP/FDP in fee simple to the Board of Supervisors.

23. Wilson Boulevard Improvements. Prior to the issuance of the first RUP for the Proposed Residential, and subject to approval of VDOT and FCDOT, the Applicant will construct improvements and modify Wilson Boulevard as shown on Sheet P-0302. If required by VDOT and FCDOT at time of site plan, the Applicant will modify the design of Wilson Boulevard to provide the Alternative shown on Sheet P-0606 of the CDP/FDP.

24. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management program that will be implemented by the Applicant, and subsequently, as appropriate, the property owner, 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 Proposed Residential constructed on the Property

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

    B. Transportation Demand Management Plan. The Applicant will be responsible for submitting the Transportation Demand Management Work Plan (the "TDM Work

Plan") to FCDOT for approval prior to site plan approval for the Proposed Residential. The proffered elements of the TDM Program set forth below are more fully described in this plan. It is the intent of this Proffer that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Work Plan continues to reflect the proffered elements of the TDM Program as set forth below.

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

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 Proposed Residential 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 Proposed Residential against which the TDM Goals will be derived upon the number of Proposed Residential units constructed and occupied on the Property as part of the Proposed Residential at the time traffic counts are conducted in accordance with subparagraph E.vi or as qualified below and using the trip generation rates/equations applicable to such residential and commercial uses as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code = 221 for Multifamily Housing (Mid-Rise).

ii. TDM Goal. The TDM strategies will be utilized to reduce the peak hour vehicular trips by a minimum of twenty-five percent (25%) for the Proposed Residential subject to this TDM proffer.

E. 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 Proposed Residential. The Applicant reserves the right to hire a TPM or

appoint a transportation demand management association. The TPM is expressly permitted to manage multiple TDM programs on the Property and other sites. If not previously appointed, the TPM will be appointed by no later than sixty (60) days after the issuance of the first building permit for the Proposed Residential. The TPM duties may be part of other duties associated with the appointee. The TPM will notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter the TPM will do the same within ten (10) days of any change in such appointment.

ii. Annual Report and Budget. Every calendar year after the first issuance of RUP or Non-RUP for the Proposed Residential, and no later than May 15 of each subsequent year, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. Any changes to the TDM Plan will be highlighted in this report.

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

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

Funding of the TDM Account will be in accordance with the budget for the TDM Program elements to be implemented in a year's TDMWP. In no event will the TDM Budget exceed $5,000. The TPM will provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account will be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account will be managed by the TPM.

iv. TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM must 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 at the rate of $0.01 per gross square foot of residential use

within the Proposed Residential. Funding will be provided by the building owner prior to the issuance of the first initial RUP or Non-RUP for the Proposed Residential. This amount will be adjusted annually from the date of rezoning approval of the Property (the "Base Year") and will be adjusted on each anniversary thereafter of the Base Year as permitted by VA. Code Ann. Section 15.2-2303.3. 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.

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

vi. Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Proposed Residential beginning one year following issuance of the final RUP or Non-RUP for the Proposed Residential. Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected annually until the results of three (3) consecutive annual traffic counts conducted after Stabilization show that the applicable trip reduction goals for the Proposed Residential have been met. 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.

F. Remedies.

i. If the Maximum Trips After Reduction for the Proposed Residential is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and annual TDMWP.

a) Such remedial measures will be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Remedy Expenditure
Up to 1%	No Remedy needed
1.1% to 3%	3% of Remedy fund
3.1% to 6%	6% of Remedy Fund
6.1% to 10%	10% of Remedy Fund
Over 10%	15% of Remedy Fund

b) There is no requirement to replenish the TDM Remedy Fund at any time. If the results of the traffic counts conducted upon and subsequent to Stabilization show that the trip reduction goals have been met for the Proposed Residential for three (3) consecutive years in accordance with the goals outlined above, then any remaining TDM Remedy Fund will be released to the Applicant through the TPM.

G. 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.

H. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined in this proffer, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Proposed Residential and set a revised lower goal for the Proposed Residential consistent with the results of such surveys and vehicular traffic counts provided for by this Proffer. In the event a revised lower goal is established for the Proposed Residential, the Maximum Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

I. 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.

J. 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 Applicant will be subject to a penalty of $75 per day not to exceed $27,375 for any one incident. Such penalty must be payable to Fairfax County.

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

L. Reasonable Relief. In the event transit services that serve the Property are operating at less than full capacity, including but not limited to Metro rail and bus service, reasonable relief will be provided to the TDM commitments outlined in this proffer for the duration of the time when transit services are not operating at full capacity, in consultation with FCDOT.

25. Bicycle Parking. T he Applicant will provide bicycle parking consistent with the Fairfax County Zoning Ordinance and Bicycle Parking Guidelines prior to the issuance of the first RUP for the Proposed Residential. The final locations of the bicycle parking will be determined prior to site plan approval for the Proposed Residential in consultation with FCDOT.

26. Pedestrian Transition Zone. Prior to the issuance of the first RUP or Non-RUP for the Proposed Residential, the Applicant will install enhanced paving, raised area, and pedestrian bollards as shown on Sheet L-101 of the CDP/FDP.

27. Interparcel Access.

A. Prior to the issuance of the first RUP for the Proposed Residential, the Applicant will use good faith efforts to acquire an interparcel access easement to the property identified as RPC# 53-218-002 (“Parcel A”) as shown on Sheet P-302 of the CDP/FDP, record an easement in a form acceptable to the County Attorney, and construct a connection to Parcel A. The interparcel access easement will be subject to the approval of the owner of Parcel A and provided at no greater than reasonable cost to the Applicant.

B. As an Alternative to 27.A above, prior to the issuance of the first RUP for the Proposed Residential, the Applicant will use good faith efforts to acquire an interparcel access easement to the property identified as Tax Map Reference 51-3 ((1)) 38 (“Parcel 38”), as shown on Sheet P-302 of the CDP/FDP, record an easement in a form acceptable to the County Attorney, and construct a connection to Parcel 38. The interparcel access easement will be subject to the approval of the owner of Parcel 38 and provided at no greater than reasonable cost to the Applicant. Notwithstanding the foregoing, the Applicant will prioritize acquisition of an easement and construction of a connection to Parcel A identified in Proffer 27.A.

C. Equivalent Alternative. In the event that using good faith efforts the Applicant is unable to acquire an off-site easement at no greater than reasonable cost to the Applicant from the owner of Parcel A or Parcel 38 prior to issuance of the first RUP for the Proposed Residential, the Applicant will construct public access to the Property boundary with Parcel A, record a public access easement up to the Property boundary with Parcel A in a form acceptable to the County Attorney, and escrow $50,000 for use by Fairfax County to support future construction of interparcel access.

28. Public Access Easements. Prior to site plan approval for the Proposed Residential, the Applicant will record a Public Access easement across private streets, drive-aisles, and sidewalks where public travel to park spaces may occur. All such easements must be in a form approved by the Fairfax County Attorney.

STORMWATER MANAGEMENT

29. Stormwater Management Design. As part of site plan approval for the Proposed Development, the Applicant will demonstrate that it will meet applicable Fairfax County Public Facilities Manual ("PFM") requirements for stormwater quantity and stormwater quality in effect at the time of the approval of this Application. Stormwater management facilities/Best Management Practices ("BMPs") will be provided as generally depicted on the CDP/FDP. The Applicant reserves the right to pursue additional or alternative stormwater measures provided the same are in substantial conformance with the CDP/FDP. No offsite nutrient credits will be purchased.

30. Impact of New Regulations. Should new stormwater management regulations be issued affecting the Property, or if the Applicant determines to install alternate water quantity and quality control facilities, the Applicant reserves the right to accommodate necessary changes to its stormwater facility designs without necessitating a PCA, CDPA, or FDPA, provided the facility designs substantially conform to the CDP/FDP and does not result in an expansion of the limits of clearing.

31. Stormwater Maintenance. Prior to site plan approval for the Proposed Development, the Applicant will execute an agreement with the County in a form satisfactory to the Office of the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the stormwater management facilities that are part of the Proposed Residential (the "SWM Facilities"). Should future County policy permit all or part of the SWM Facilities on the Property to be eligible for County Maintenance, then the Applicant or the successors may request County maintenance for eligible facilities.

32. Salt Management. Salt should only be applied during freezing inclement weather only to paved surfaces where and when needed for safety. When no longer needed, the Applicant will direct its maintenance personnel to remove excess or leftover salt for reuse or proper disposal. Residual salt must not be swept or shoveled into planted landscape areas. When not in use, salt should be stored in a covered area to protect it from precipitation.

33. Dumpster and/or Trash Compactor Monitoring. The Applicant will regularly monitor all dumpsters and/or trash compacters to ensure that they are covered and properly maintained.

SANITARY SEWER

34. Sanitary Sewer. At time of site plan for the Proposed Residential, the Applicant will have the option to either a) connect to an existing sanitary sewer in Arlington County to the northeast of the Property; or b) connect to the sanitary sewer within Wilson Boulevard that exists in Fairfax County. Should sanitary sewer upgrades in Fairfax County be required to serve the additional flow generated by the Proposed Residential, the Applicant will complete, submit, and bond a public improvement ("PI") plan for the sanitary sewer improvements. The PI plan must be approved and bonded prior to technical approval of the site plan. Any required improvements must be constructed and obtain field approval from Fairfax County prior to issuance of the first RUP for the Proposed Residential. To the extent that sanitary sewer improvements are constructed by the Applicant, the Applicant will seek reimbursement in accordance with the Department of Public Works and Environmental Services "Statement of Policy Regarding Sewage Disposal," as amended, as well as the Fairfax County Reimbursement Agreement for Enlarged Sewage Facilities. Notwithstanding the foregoing, should the County's Sewer Reimbursement Policy be amended, the Applicant reserves the right to opt in to the new policies on the Property without the need for a PCA. Furthermore, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate County agency as to the terms and conditions of the reimbursement following the approval of this Application.

PUBLIC SCHOOLS CONTRIBUTION

35. Fairfax County Public Schools Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, as amended, the Applicant will contribute $14,956 per new expected student from the Proposed Residential based on a ratio of 0.108 students per multifamily dwelling unit. Said contribution is to be utilized by FCPS for capital improvements to schools that serve the Property. Such contribution will be made prior to the issuance of a building permit and will be based upon the actual number of dwelling units in the Proposed Residential included on the approved site plan. At the time of site plan submission for the Proposed Residential, the Applicant will notify the Office of Facilities Planning Services in the Department of Facilities and Transportation Services of FCPS of the approximate timing for construction of the Proposed Residential.

MISCELLANEOUS

36. Transformer Locations. The Applicant will install transformers to serve the Proposed Residential. The final locations of the transformers will be determined prior to site plan

approval for the Proposed Residential in accordance with the design requirements of Dominion Energy Virginia or other utility provider(s). The siting of the transformers will not require approval of a PCA, CDPA, or FDPA provided the Proposed Residential otherwise remains in substantial conformance with the CDP/FDP and these Proffers.

37. Telecommunications Equipment. Telecommunications equipment, and all appurtenant facilities, may be placed on the rooftop of the Existing Development or Proposed Development. All 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 so that such equipment and facilities generally are not visible when viewed 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 architecture, screening with rooftop amenities, incorporating such facilities as part of the architecture of the buildings, utilizing compatible colors, or telecommunications screening material and flush-mounted antennas. The Applicant also may integrate telecommunications equipment architecturally into building facades where necessary to ensure on-street and/or open space coverage.

38. Density Credit. The Applicant hereby reserves all intensity/density credit attributable to any eligible dedications and/or conveyances of land pursuant to these Proffers or as may be required by Fairfax County or VDOT in accordance with applicable provisions of the Zoning Ordinance.

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

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

41. Escalation in Contribution Amounts. All monetary contributions specified in these Proffers, with the exception of Proffer 35 Public School Contributions, the contribution amount will escalate or de-escalate, as applicable, on a yearly basis from the base year of 2026 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended. No escalation will occur subsequent to approval of a site plan for the Proposed Residential.

42. Zoning Administrator Extensions. Notwithstanding the foregoing commitments in these Proffers, upon demonstration by the Applicant, despite diligent efforts by the Applicant

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 timeframes 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.

[SIGNATURES ON FOLLOWING PAGES]

TITLE OWNER

CAVALIER CLUB, LLC

_____

[SIGNATURES CONTINUE ON NEXT PAGE]

APPLICANT/CONTRACT PURCHASER

6200 Wilson LLC

By: _____

Name: _____

Title: _____

[SIGNATURES END]

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