County of Fairfax, Virginia
Planning Commission Meeting
July 15, 2026
Planning Commission Action

PCA 84-L-020-29/CDPA 84-L-020-10/ FDPA 84 - L-020-02-18 (RZPA 2025-FR-00035) – BP KINGSTOWNE OFFICE BUILDING T LLC
(Franconia District)

PLANNING COMMISSION RECOMMENDATIONS:
On July 15, 2026, the Planning Commission voted 10-0 (Commissioners Spain and Wang were absent from the meeting) to recommend to the Board of Supervisors approval of the following actions:

- PCA-84-L-020-29, subject to the execution of proffers consistent with those dated July 7, 2026;

- CDPA-84-L-020-10; and

- Modification of subsection 5100.2(C)(5) of the Zoning Ordinance to permit the existing 4-foot-tall parapet walls to remain without counting towards maximum building height.

In a related action, the Planning Commission voted 10-0 (Commissioners Spain and Wang were absent from the meeting) to approve FDPA-84-L-020-02-18.

ATTACHED DOCUMENTS:
Proffers Dated July 7, 2026

MJ

BP KINGSTOWNE OFFICE BUILDING T LLC
PROFFER STATEMENT
PCA 84-L-020-29

June 20, 2025
Revised October 6, 2025
Revised April 17, 2026
Revised May 21, 2026
Revised June 22, 2026
Revised July 7, 2026

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Pursuant to Section 15.2-2303 (A) of the Code of Virginia (1950, as amended) and Section 8100.2.D of the Fairfax County Zoning Ordinance (2023, as amended) (the "Zoning Ordinance"), the property owner and applicant, for themselves and their successors and assigns (collectively the "Applicant"), in this rezoning application proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Map as 91-2 ((1)) 36C (the "Property") must be in accordance with the following conditions ("Proffers") if, and only if, PCA 84-L-020-29 (the "Application") is granted. In the event that this Application is denied, these Proffers must be immediately null and void and of no further force or effect and the proffers approved with PCA 84-L-020-23 must remain in full force and effect.

GENERAL

1. Conceptual Development Plan Amendment/Final Development Plan Amendment. The Property must be developed in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA") dated May 21, 2026, prepared by Bohler, and consisting of 45 sheets, as further described below.

2. CDP Elements. Notwithstanding that the Conceptual Development Plan Amendment and the Final Development Plan Amendment are presented on the same sheets and defined as the CDPA/FDPA in Proffer 1, it must be understood that the CDPA consists of (i) the maximum square footage of permitted development on the Property, including the proposed mix and locations of uses as set forth on the CDPA/FDPA and as qualified under Proffers 6 and 7; (ii) the amount and general location and character of open space and general quality and character of the streetscape; (iii) the general location and arrangement, build-to lines, and maximum and minimum building heights of the building on the Property as shown on the CDPA/FDPA; and (iv) the points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property (collectively, the "CDPA Elements"). A future amendment to the CDPA Elements must require a Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). Other elements of the CDPA may be adjusted or modified with approval of future Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in Section 8100.2.E(2) of the Zoning Ordinance.

3. Minor Modifications. Minor modifications to the CDPA/FDPA may be permitted by the Zoning Administrator pursuant to Section 8100.5 of the Zoning Ordinance when necessitated by

sound engineering or when necessary, as part of final site design or engineering. Minor modifications to the Proffers may be permitted by the Zoning Administrator pursuant to Section 8100.2.D.2 of the Zoning Ordinance. Building footprints may be decreased, interior layouts and details may be revised, and the number of units and square footage within each Phase (as applicable) may be adjusted, as long as the minimum open space tabulations provided in the CDPA/FDPA are not reduced, the minimum building setbacks from the property lines as shown on the CDPA/FDPA are maintained, and the number of residential units and the building heights do not exceed the maximums indicated in the CDPA/FDPA and these Proffers.

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

5. Future Applications. Any portion of the Property may be the subject of a CDPA, FDPA, PCA, Rezoning, Special Exception ("SE"), Special Permit ("SP"), Variance or other zoning action without the joinder and/or consent of the owner(s) of the other land area(s), provided that such application complies with Section 8100.2 of the Zoning Ordinance and Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application must remain in full force and effect.

PROPOSED DEVELOPMENT

6. Existing Uses (Phase I). Existing office uses on the site, consisting of an approximately 150,000-square foot office building, may remain and continue operation, until such time as Phase II, as defined in Proffer 7 commences construction. The FDPA depicts the existing office uses as Phase I, subject to the minor modification provisions of Proffer 3. Prior to commencement of Phase II, Phase I may also include public uses, financial institutions, and business service uses.

7. Phase II. The development proposed with this Application will include the conversion of the existing office building to a multi-family residential building, as well as an addition with multi-family residential units above the existing parking structure, which together will total a maximum of 280 multi-family residential units (the “Proposed Development” and/or the "Residential Units"). The Applicant reserves the right to employ a phased occupancy of the residential units.

8. Owners Associations.

A. Kingstowne Commercial Owners Corporation. In both Phase I and II, the Applicant must continue to be a member of the existing Kingstowne Commercial Owners Corporation.

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

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

9. Building Height. Building heights for Phases I and II will not exceed the maximum building heights shown on Sheet C-2 of the CDPA/FDPA. Building heights will be measured in accordance with the provisions of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing will preclude the Applicant from constructing the Phase II to lesser building heights than those which are represented on the CDPA/FDPA, provided the configuration of the building footprints remain in substantial conformance with those shown on the CDPA/FDPA.

10. Architectural Design and Building Materials. The quality and character of the exterior architectural design and building materials for Phase II will be in substantial conformance with the elevations shown on Sheets A-2 and A-3 of the CDPA/FDPA. Exterior building materials may include, but will not be limited to, glass, metal, brick masonry, architectural pre-cast, stone masonry, cementitious siding and panels, architectural concrete, and/or other materials of similar quality that are typically used on the exterior of residential buildings of similar quality. Final architectural treatments, colors, and other exterior details will be subject to final review and approval by the Kingstowne Commercial Owners Corporation Architectural Review Committee, as required in the Kingstowne Commercial Covenants.

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

12. Pedestrian Scale Lighting. Pedestrian scale lighting will be provided in the public realm as part of Phase II consistent with that shown on Sheet L-7 of the CDP/FDP.

13. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to inflight collisions with the building, as part of Phase II the Applicant will design the building to (i) avoid use of mirrored or highly-reflective glass, (ii) use fritting, frosting, spandrel, or other patterns to visually separate large, uninterrupted expanses of exposed glass located above the ground floor, and (iii) use downward-directed lighting on building exteriors. At the time of building plan submission for Phase II, the specific bird-friendly design strategies will be noted on such building plan, as applicable.

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

PARKING

14. Zoning Ordinance Parking Requirements. Parking will be provided in accordance with the parking requirements and provisions of Article 6 (including Table 6100.7) of the Zoning Ordinance, as determined by the Land Development Services ("LDS"), for the uses within Phase II, as reflected in the tabulations shown on Sheet C-2 of the CDPA/FDPA.

A. Unbundled Parking. All for-sale residential units, including Workforce Dwelling Units ("WDUs") will be offered exclusive of parking (i.e. parking at a separate cost). All leases for residential units, including WDUs. Parking will be made available for purchase/lease on a first-come, first-served basis, subject to availability at the time of purchase/lease. The Applicant will not lease or purport to lease more than 380 spaces at any one time and will include language to that effect in all lease applications.

15. Electric Vehicle Charging Facilities. As part of Phase II, the Applicant will provide universal, Level 2 electric vehicle recharging stations sufficient to accommodate at least two percent (2%) of the actual provided parking. The site plan for Phase II will show the final locations of the electrical vehicle recharging stations, and the stations will be installed and operational prior to the issuance of the first RUP for the Phase II. In addition, subject to Dominion Energy's ability to provide the required power, electric service to facilitate the provision of additional Level 2 electric vehicle recharging stations sufficient to accommodate at least an additional three percent (3%) of the actual parking will be provided.

16. Bicycle Parking. Bicycle parking will be provided in conformance with Article 6 of the Zoning Ordinance. As part of the first site plan approval for the Phase II, the Applicant must designate on the site plan and install secure bicycle storage in locations generally shown on the CDPA/FDPA. Long-term bicycle parking must be in a secure location such as a bicycle room, cage, locker, or other secure parking option approved by the Fairfax County Department of Transportation ("FCDOT"). The Applicant also must provide signage within the Property to guide bicyclists to the secure bicycle storage facilities.

The final design, location, and number of short-term and long-term bicycle parking and storage and bicycle signage must be determined at site plan in consultation with the FCDOT Bicycle Coordinator or his/her designee prior to site plan approval for Phase II. The final design, location and number of bicycle parking spaces must be consistent with the Fairfax County Guidelines for Bicycle Parking. The bicycle parking and storage facilities designated on the site plan and the bicycle signage must be installed prior to the issuance of the first Residential Use Permit ("RUP") for the Residential Units.

LANDSCAPE

17. Landscape Plan. The CDPA/FDPA includes a conceptual landscape plan for the Property illustrating the trees and other features to be provided with Phase II. As part of each site plan submission for Phase II, the Applicant must submit to the Forest Conservation Branch ("FCON") of

LDS for review and approval a detailed tree plan (the "Landscape Plan"), which must be consistent with the location, quality and quantity of plantings and materials shown on the CDPA/FDPA. The Landscape Plan will include design specifications for tree wells and other planting areas located above structures and along streets, as well the specifications for planting materials and/or structural soils used for street tress and plantings located within or atop structures, along with methods to ensure their long-term viability. Any elements of the conceptual landscape plan that are located within the Virginia Department of Transportation ("VDOT") right-of-way are subject to the approval of VDOT.

A. Non-Invasive Plants and Native Species. Landscaping for Phase II must be generally consistent with the quality, quantity and the locations shown on the development plans and must be non-invasive, predominantly native species and include a plant selection that includes species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides and pesticides. The Applicant will use trees that are adaptive and predominately native. The Applicant will not use any plant species identified on the latest version of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation. The Applicant reserves the right to select as part of site plan approval the exact tree species to be used, provided that FCON will be consulted.

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

C. Fire Marshal Review. If it is determined during site plan review that elements of the streetscape improvements, plantings, and tree preservation areas, as well as any elements of the open space designs, conflict with subsequent comments from the Fire Marshal, the Applicant must first make efforts to obtain the Fire Marshal's approval by making minor adjustments to such elements. If the Fire Marshal does not approve such adjustments, the Applicant must be permitted to relocate, remove, or modify the conflicting elements of the streetscape improvements, plantings, tree preservation areas, and/or the open space designs, in consultation with, and subject to approval by, FCON and DPD, in accordance with Proffer 3, without the need for a PCA, CDPA, or FDPA, as long as the changes are in substantial conformance with the approval.

D. Soil Remediation. Soil in planting areas that contain construction debris and rubble, are compacted or are unsuitable for the establishment and long-term survival of landscape plants as determined by FCON, 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 Soil in all planting areas and under adjacent walkways must be the subject of remedial action to restore planting areas to satisfy the cultural requirements of trees, shrubs and groundcovers specified in the landscape planting plan, with attention to deep soil aeration, the addition of organic matter throughout the soil profile to at least 24 inches, and the addition of organic matter on top of the soil. The Applicant will provide notes and details on the Landscape Plan that specify how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by FCON.

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

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

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

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

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

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

F. Landscape Planting. Pre-installation Meeting. Before installing any plants required by the approved Landscape Plan, the contractor or developer will coordinate an on-site pre-installation meeting with the landscape contractor, Forest Conservation, and SDID Site Inspections. Any proposed changes to planting locations, tree or shrub

sizes, or species substitutions from the approved plan must be reviewed and approved by Forest Conservation before planting. Installing unapproved plants may require a landscape plan revision or the removal and replacement of non-compliant trees or shrubs before bond release.

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

18. Tree Inventory and Condition Analysis. The Applicant must submit a Tree Inventory and Condition Analysis at the time of the first and all subsequent site plan submissions for Phase II. The Tree Inventory and Condition Analysis must be prepared by an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist and must be consistent with PFM 12-0307 as determined by Forest Conservation.

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

20. Project Arborist/Pre-Construction Meeting. If tree preservation is identified on the approved site plan, then prior to the pre-construction meeting, the Applicant must mark the approved limits of clearing and grading with a continuous line of flagging. The Applicant must also retain an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist (Project Arborist) to attend the pre-construction meeting. During the meeting, the Project Arborist and Forest Conservation will review the clearing and grading limits to identify possible adjustments that could enhance tree preservation and improve the survivability of trees at the boundary. The Project Arborist must document any adjustments, and tree protection fencing must be installed under their supervision in accordance with these modifications.

21. Tree Protection Fencing. If tree preservation is identified on the approved site plan for Phase II, the Applicant must install appropriate tree protection devices based on site conditions and proposed construction activities, as reviewed and approved by Forest Conservation prior to the commencement of land disturbing activities.

22. Site Monitoring. If tree preservation is identified on the approved site plan for Phase II, the Applicant's Project Arborist must be present on-site during the implementation of all tree preservation measures and monitor any construction activities conducted within or adjacent to designated tree preservation areas. These activities include, but may not be limited to clearing, root pruning, tree protection fence installation, vegetation or tree removal, and demolition. As additional Erosion and Sediment Control devices are implemented, the Project Arborist must conduct regular site visits to monitor tree preservation efforts and ensure compliance with the Tree Preservation Plan

as approved by Forest Conservation. The Project Arborist must submit written reports to Forest Conservation and the Site Development and Inspections Division Site Inspector, including dated photographs documenting site conditions. The Tree Preservation Plan must outline the monitoring schedule and reporting requirements, which must be included as part of the initial and all subsequent site plan submissions

23. Streetscape. Concurrent with Phase II, the Applicant will install streetscape throughout the Property as conceptually shown in the CDPA/FDPA for Phase II and in accordance with the conditions described in these Proffers. Streetscapes may be adjusted at the time of site plan approval in consultation with the DPD and FCON provided the quality of the streetscape is consistent with that shown on the CDPA/FDPA. Notwithstanding Section A-A on Sheet C-7A, the typical streetscape section of a 5'-wide sidewalk and a 4' landscape buffer between the sidewalk and curb must be provided.

STORMWATER MANAGEMENT

24. Stormwater Management. With Phase II, the Applicant will provide stormwater detention consistent with the Public Facilities Manual ("PFM"), including but not limited to utilizing the as-built capacity of the Kingstowne Lake and/or the facilities depicted on Sheets C-10 to C-12 of the CDPA/FDPA, to be determined at the time of final site plan. The Applicant reserves the right to change the type of Best Management Practices ("BMP") facilities, and/or Low-Impact Development ("LID)" facilities used, consistent with the PFM, and as depicted on the CDPA/FDPA. These may include, but will not be limited to, other manufactured filtering devices. The purchase of off-site nutrient credits will not be permitted to meet this Proffer.

TRANSPORTATION

25. Kingstowne Village Parkway Right-Turn Lane. Prior to site plan approval for Phase II, the Applicant will submit to and process with VDOT a warrant analysis for the removal of the right-turn lane along the Property's Kingstowne Village Parkway frontage for the purposes of providing additional urban park square footage.

If neither a right-turn lane nor right-turn taper is warranted, subject to VDOT approval of the warrant analysis, the Applicant will remove the right turn lane and will design and construct the improvements depicted on Sheet C-5A of the CDPA/FDPA for the purpose of providing additional urban park space per Proffer 31.

If a right-turn lane or right-turn taper is warranted, the Applicant will submit a turn lane waiver request to VDOT. Subject to VDOT approval of the waiver request, the Applicant will remove the right-turn lane and will design and construction the improvements depicted on Sheet C-5A of the CDPA/FDPA for the purpose of providing additional urban park space per Proffer 31. In the event that VDOT does not approve the waiver request, the Applicant will design and construct the improvements depicted on Sheet C-5B of the CDPA/FDPA.

The Applicant will enter into a perpetual maintenance agreement to maintain the urban park facilities within the right-of-way.

26. Kingstowne Village Parkway Crosswalk. Prior to site plan approval, the Applicant will submit and process with VDOT a warrant study for the addition of a crosswalk across Kingstowne Village Parkway at its intersection with Kingstowne Towne Center. Should the study determine that a pedestrian crosswalk is warranted, the Applicant will make a contribution of $20,000 to the Fairfax County Department of Transportation towards the installation of the crosswalk.

27. Kingstowne Village Parkway Curb Ramps. Subject to the approval by VDOT, the Applicant must modify the CG-12 ramps along Kingstowne Village Parkway adjacent to the site to be perpendicular with the roadway and bring them up to VDOT and Public Right-of-Way Accessibility Guideline standards, assuming the Applicant is granted access and temporary construction easements at no cost for work that must be done on private property owned by others to correct the orientation of those ramps. In event that the off-site CG-12 ramps are already compliant, the Applicant is relieved of the obligation to obtain the easements and construct that portion of the improvements. In the event that the off-site CG-12 ramps are not compliant with the current standards and the off-site easements for these improvements cannot be obtained by the Applicant at no cost, a cash-in-lieu contribution will be made to Fairfax County for local pedestrian improvements in the amount of $5,000 per ramp.

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

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

B. Transportation Demand Management Plan. The Applicant must be responsible for submitting the Transportation Demand Management Plan (the "TDM Plan") to FCDOT for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in this plan. It is the intent of this Proffer 28 that the TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below. If FCDOT has not responded with any comments within sixty (60) days after submission, then then TDM Plan shall be deemed approved.

C. Transportation Management Association. The Applicant will continue to participate in or otherwise become associated with a larger Transportation Management Association should one be established for the area. The Applicant reserves the right to form a private Transportation Management Association or its equivalent to administer transportation demand management for the Property and others under its ownership or control

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

i. Baseline. The baseline number of weekday peak hour residential vehicle trips for the Residential Units within the Property against which the TDM Goals (as defined in subparagraph D) will be measured must be derived upon the number of Residential Units site plan approved, constructed and occupied on the Property as part of Phase II at the time traffic counts are conducted in accordance with subparagraph F, or as qualified below and using the trip generation rates/equations applicable to such Residential Units as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code = 221. If at the completion of development of the Property under this Application ("Build Out"), the Applicant has constructed fewer than 280 Residential Units as part of Phase II, then the Baseline Trip generation numbers applicable upon Build Out will be calculated as if 280 Residential Units had actually been constructed.

ii. TDM Goal. The TDM strategies must be utilized to reduce the peak hour vehicular trips by a minimum of fifteen percent (15%) for the Residential Units as measured for the PM peak hour.

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

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

writing within 10 days of the

appointment of the TPM. Thereafter the Property/POA/COA must do the same within ten (10) days of any change in such appointment.

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

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

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

v. Monitoring. The TPM must verify that the proffered trip reduction goal for the Residential Units is being met through the completion of surveys of the residents of the Residential Units ("Person Surveys"), vehicular traffic counts of the Residential Units ("Vehicular Traffic Counts"), and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts must be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts must be conducted for the Property beginning one year following issuance of the final initial RUP for the new residential building to be constructed on the Property. Person Surveys must be conducted every three (3) years and Vehicular Traffic Counts must be collected annually until

the results of three consecutive annual traffic counts conducted upon Stabilization show that the applicable trip reduction goal for the Property has been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding Paragraph F below, Person Surveys and Vehicular Traffic Counts must thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

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

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

H. Notice to Owners or Renters. All owners or renters of the Property 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.

RECREATIONAL FACILITIES

29. Parks Contribution. Prior to the issuance of the first RUP for Phase II, the Applicant will contribute $1,562.75 per Residential Unit constructed in that building (based on 1.75 residents per unit multiplied by $893.00 per resident) to the Fairfax County Park Authority for public parks in the service area of the Property.

30. Private Recreational Amenities/Facilities. Pursuant to Section 2105.4.B(4)(b) of the Zoning Ordinance, the Applicant will provide on-site recreational facilities for the future residents of Phase II as outlined below in this Proffer and will expend a minimum of $2,400.00 per non-ADU residential unit on such recreational facilities. Prior to final bond release, the balance of any funds not expended on-site, as determined by LDS will be contributed to the Fairfax County Park

Authority for recreational facility construction at one or more park sites in the service area of the Property.

A. Courtyard. The Applicant must provide an approximately 5,000 square-foot private outdoor courtyard space for the use of the residents of Phase II in the location and configuration shown on Sheets C-6A and C-6B of the CDPA/FDPA (the "Outdoor Amenity Area"). The Outdoor Amenity Area may include features such as but not limited to:

- outdoor seating areas
- sundeck with covered lounge areas
- activity lawn
- grills and/or fireplace
- focal water feature

B. Interior Areas. The Applicant must provide private interior amenities for the use of residents of Phase II (the "Interior Amenity Areas"). The Interior Amenity Areas may include but not be limited to a fitness center with exercise equipment, a business center/co-working space, dog washing station, and other various common/club rooms.

31. Public Recreational Amenities/Facilities.

A. Urban Park. Prior to the issuance of the first RUP for Phase II, the Applicant will install an urban park in substantial conformance with the design and quality as depicted on Sheets C-6B and L-6B of the CDPA/FDPA. (the "Urban Park Improvements"). The Urban Park Improvements must be no less than 0.46 acres in size. Subject to VDOT's approval of the right turn lane closure and execution of a perpetual maintenance agreement as outlined in Proffer 25, the Applicant will provide and maintain an additional 0.14 acres of Urban Park Improvements as depicted on Sheets C-6A and L-6A the CDPA/FDPA. The Urban Park Improvements will include amenities consistent with the character and quality of those depicted on Sheets L-6A and L-6B, which will include but not be limited to:

- A dog run, including
  - Signage indicating the run is open for public use and outlining the hours and rules of operation
  - A water station for humans and animals
  - Dog waste receptables
- Street furniture, including benches and/or table seating
- Pedestrian-scale bollard lighting and/or accent lighting features
- Pollinator gardens
- Ornamental and perennial plantings
- Specialty paving and/or scored/patterned concrete
- Public art

B. Signage. The Applicant will provide urban park identification signs for the Urban Park Improvements consistent with the Fairfax County Park Authority signage guidelines for privately owned publicly accessible urban parks, to include the signage referenced in Proffer 30.A stating that the dog run is open to the public.

C. Public Access Easement. Prior to the approval of the site plan for Phase II the Applicant will grant a public access easement for the Urban Park Improvements to Fairfax County. The public access easements will provide that the Urban Park Improvements will, at a minimum, be open to the general public from 6:00 AM to 10:00 PM, provided that the Applicant reserves the right to: (i) establish reasonable rules and regulations governing the use of the Urban Park Improvements; (ii) temporarily limit access to the Urban Park Improvements for reasonable periods of time for the purposes of construction and/or maintenance, and (iii) temporarily limit access to the Urban Park Improvements as may be necessary to host programmed events for the residents of Phase II and/or the local community.

D. Urban Park Contribution. In the event that VDOT approves the removal of the right-turn lane as outlined in Proffer 25, the Applicant will contribute $128,745.94 to the Fairfax County Park Authority ("FCPA") for off-site recreational facilities. In the event that VDOT denies the removal of the right-turn lane, the Applicant will make an additional contribution of $200,271.46. This contribution will be paid prior to the issuance of the first Residential Use Permit. At the time of site plan review, should the proposed number of dwelling units be less than 280, then the contribution to FCPA will be adjusted to reflect the revised shortfall (in square feet) of onsite urban park space as determined by FCPA, multiplied at $32.84 (the Property's 2026 per-square-foot land value).

NOISE ATTENUATION

32. Noise Attenuation. Concurrent with the initial submission of a site plan for Phase II, the Applicant must submit to the County an acoustical analysis detailing the projected noise impacts on the Property and proposed mitigation techniques (the "Noise Study"). The Noise Study for Phase II is to be prepared by a qualified acoustical consultant. A copy of the Noise Study for Phase II is to be included with the submission of the building permit applications for the building. The building plans for Phase II must identify the noise-affected spaces, and the noise attenuation measures, including materials, to be provided to ensure that each such affected occupied space meets the standards outlined below.

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

the Environmental Branch of DPD has approved the applicable Indoor Noise Study. Based on the findings of the studies, the Applicant will show noise affected units on the applicable site plan(s), must depict the final noise contours as determined by the noise study and will provide noise attenuation measures as recommended by the findings of the applicable refined interior noise study, and as approved by the Environmental Branch of DPD.

B. Notification of Interior Noise Levels. The Applicant will notify potential tenants or purchasers of individual Residential Units, either in the lease or sales contract, where projected noise impacts at the building facades of such Residential Units will exceed 75 dBA Ldn that exterior noise levels may exceed 75 dBA. Such disclosure statements must identify the mitigated and unmitigated noise levels for the interior space of such Residential Units.

C. Notification of Exterior Noise Levels. The Applicant will notify potential tenants or purchasers of individual Residential Units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, which is the policy established by the County for outdoor recreation in residential areas impacted by high noise levels. The Applicant will not provide balconies for any individual Residential Units that will be affected by noise levels exceeding 75 dBA as determined by a Refined Noise Study.

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

PUBLIC SCHOOLS CONTRIBUTION

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

AFFORDABLE HOUSING

34. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 5101 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant will provide Affordable Dwelling Units ("ADUs") pursuant to the ADU Ordinance and the Administrative Regulations Concerning the Sale and Rental of Affordable Dwelling Units, as amended.

35. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 33, the Applicant also will provide for-sale and/or rental housing units with Phase II to be sold/rented as Workforce Dwelling Units ("WDUs") in accordance with the Guidelines for provision of Workforce Dwelling Units, Appendix 1 in the Housing Element of the Comprehensive Plan's Policy Plan and the Area Plans, as amended, as well as the "Fairfax County Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines" adopted on March 18, 2025, in effect as of the approval date of this Application (the "Policy Guidelines"), such that a minimum of twelve percent (12%) of the total number of residential units constructed as part of Phase II are sold as WDUs or a minimum of eight percent (8%) of the total number of residential units constructed as part of Phase II are rented as WDUs.

A. Income Tiers. The distribution of affordability will depend on the tenure of the units developed as provided below:

   i. For Sale Income Tiers. Should the units be sold, the breakdown of WDU's will be as follows: 4% of the total units to be developed at up to 70% of AMI, 4% at up to 80% of AMI, and 4% at up to 100% of AMI.

   ii. Rental Income Tiers. Should the units be rented, the breakdown will be as follows: 2% of the total units to be developed at up to 60% of AMI, 2% at up to 70% of AMI, and 4% at up to 80% of AMI.

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

B. Parking. If parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space must be made available for lease by each ADU and/or WDU.

C. Alternative Administration. The Applicant reserves the right to enter into a separate binding written agreement with the Department of Housing and Community Development as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a PCA. Such an

agreement will be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement and the provisions of this proffer will become null and void.

GREEN BUILDING

36. Green Building for the Residential Units. The Applicant must select one of the following programs to be implemented and will inform the Environment Branch of DPD which program the Applicant has chosen as part of the first site plan submission for Phase II. The Applicant may update this selection prior to final site plan approval.

A. LEED Multifamily Midrise or LEED New Construction. If the Applicant selects the U.S. Green Building Council ("USGBC") Leadership in Energy and Environmental Design ("LEED") Multifamily Midrise ("LEED Multifamily Midrise") or LEED New Construction ("LEED-NC") rating system, then the Applicant must pursue LEED Silver certification under the most recent version of the applicable LEED rating system, or other applicable LEED rating system as determined in consultation with the Environmental Branch of DPD, in effect at the time the Applicant registers the project with the USGBC.

i. Project Checklist. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits that the Applicant anticipates attaining for Phase II (or portion thereof) under the applicable LEED Silver rating system. A professional engineer or licensed architect will provide certification statements at both the time of site plan and the time of building plan review for the building(s) for which certification is sought confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification of the project

ii. LEED-AP. The Applicant will include a LEED accredited professional ("LEED-AP") as a member of the design team. The LEED-AP must also be a professional engineer or licensed architect and will work with the design team confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification of the project At the time of site plan submission, the Applicant will provide documentation to the Environmental Branch of DPD demonstrating compliance with the commitment to engage such a professional.

iii. Green Building Escrow. If the Applicant selects LEED-NC Silver, prior to building plan approval, the Applicant must submit documentation, to the Environmental Branch of DPD, regarding the U.S. Green Building Council's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a

sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-NC Silver certification. Prior to release of the bond for the project, the applicant must provide documentation to the Environmental Branch of DPD and to LDS demonstrating the status of attainment of LEED Silver certification or a higher level of certification from the U.S. Green Building Council for the building.

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

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

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

b. If prior to bond extension, reduction, or final bond release for the building site, whichever occurs first, the Applicant provides to Environmental Branch of DPD documentation demonstrating that LEED Multifamily Midrise or LEED-NC Silver certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED Multifamily Midrise or LEED-NC Silver certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will

be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above must be automatically extended to the time of the next bond extension or extension. However, the documentation must be provided prior to the final bond release for the building site.

c. If prior to the bond extension, reduction or final bond release for the building site, whichever occurs first, the Applicant fails to provide documentation to Environmental Branch of DPD demonstrating attainment of LEED Multifamily Midrise or LEED-NC Silver certification or demonstrating that the building has fallen short of LEED Multifamily Midrise or LEED-NC Silver certification by three (3) points or more, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the time frame for the provision of the documentation described above must be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the building site.

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

B. EarthCraft. If the Applicant selects EarthCraft, then the Applicant must provide documentation to LDS and DPD that the residential building has been awarded certification in accordance with the EarthCraft House Program prior to the issuance of the first RUP for Phase II.

MISCELLANEOUS PROFFERS

37. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in this proffer statement must include within its meaning and must be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

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

39. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, the contribution and/or budget amount must escalate or de-escalate, as applicable, on a yearly basis from the base year of 2026 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

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

[Signature pages follow]

OWNER/APPLICANT

BP KINGSTOWNE OFFICE BUILDING T LLC,
a Virginia limited liability company

By: _____
Name: Peter Otteni
Title: