County of Fairfax, Virginia
Planning Commission Meeting
July 22, 2026
Planning Commission Action

RZ-2017-HM-020 CONCURRENT WITH PRC-2017-HM-020 (RZPA-2025-HM-00031), PRC-86-C-121-8 (RZPA-2025-HM-00043), CP-86-C-121-16 (RZPA-2025-HM-00033), PRC-86-C-121-7 (RZPA-HM-00044), CPA-86-121-14-02 (RZPA-2025-HM-00032) PCA-74-2-113-05 – INOVA HEALTH CARE SERVICES AND THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY
(Hunter Mill District)

PLANNING COMMISSION RECOMMENDATIONS:
On July 22, 2026, the Planning Commission voted 10-0 (Commissioner Batchelor-Causey was absent from the meeting. Commissioner Thomas was not present for the vote.) to recommend to the Board of Supervisors approval of the following and adoption of the proposed ordinance amending the Zoning Ordinance and reflecting approval of these applications:

- PCA-74-2-113-05;
- RZ/PRC-2017-HM-020 and the associated development plan and PRC Plan, subject to the execution of proffers consistent with those dated July 7, 2026;
- CP-86-C-121-16 and PRC-86-C-121-8, and the associated Conceptual Plan and PRC Plan;
- CPA-86-121-14-02 and PRC-86-C-121-7, and the associated Conceptual Plan Amendment and PRC Plan;
- Modification of subsection 5108.5.B and C of the Zoning Ordinance for the transitional screening and barrier requirements for the Hunter Mill Government Center site; and
- Waiver of subsection 8100.7.E(2) of the Zoning Ordinance requiring trails or walkways be constructed in accordance with the general location shown on the Comprehensive Plan in favor of what is shown on the DP/PRC Plan.

ATTACHED DOCUMENTS:
Proffers dated July 7, 2026

CD

RESTON TOWN CENTER NORTH

PROFFERS

RZ 2017-HM-020

Draft dated July 7, 2026

TABLE OF CONTENTS

1. Interpretation and Definition of Certain Terms 2
2. Reserved 3
3. Related Applications 3
4. Scope of the Applications 3
5. DP/PRC Plan 9
6. Minor Modifications 9
7. Uses 9
8. Maximum Residential 10
9. Maximum Non-Residential 11
10. Building Heights 11
11. Phasing of Redevelopment 11
12. Signs 11
13. Telecommunications Equipment 12
14. Owners' Association 12
15. Building Design to be reflected in Later PRC Plans 13
16. Green Building for the Residential Buildings 14
17. Green Building for Non-Residential Buildings and Uses 19
18. Electric Vehicle Charging Facilities 21
19. Affordable Dwelling Units 22
20. Workforce Dwelling Units 22
21. WDU Administration 23
22. Reserved 23
23. Non-residential Contributions 23
24. Transportation Improvements Generally 24
25. On-Site Grid of Streets; Streetscape; Right of Way 24
26. Frontage/Intersection Improvements 27
27. Transportation Demand Management 32
28. Streetscape 38
29. Urban Parks - General 45
30. Open Space – General 45
31. Central Green 45
32. Parcel 3F 48
33. Athletic Field. 48
34. Public Recreational Facility 49

35. Private Amenities and Recreational Facilities for Residents 49
36. Final Landscape 49
37. Reston Regional Library 51
38. Embry Rucker Shelter 51
39. North County Health and Human Services Center 51
40. RTCN Public School 51
41. Hunter Mill Governmental Center 51
42. Public School Contribution 52
43. Public Art 52
44. Stormwater Management 52
46. Parking and Loading 55
47. Noise Attenuation 56
48. Limits of Clearing and Grading 57
49. Tree Preservation. 57
50. Timing Consideration 59
51. Offsite Improvements 59
52. Advanced Density/Intensity Credit 59
53. Compliance with Federal, State, and Other Local Laws/Severability 60
54. Severability/Future Applications 60
55. Adjustment in Contribution Amounts 60
56. Successors and Assigns 60
57. Counterparts 60

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RESTON TOWN CENTER NORTH

PROFFERS

RZ 2017-HM-020

Draft dated July 7, 2026

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 8100.2(D) of the Zoning Ordinance of Fairfax County (1978, as amended), INOVA HEALTH CARE SERVICES ("Inova Applicant") and the FAIRFAX COUNTY BOARD OF SUPERVISORS in its proprietary capacity and not in its regulatory capacity ("FCBOS Applicant"), for themselves as the property owners, and their respective successors and assigns (hereinafter collectively referred to as the "Applicant"), hereby proffer that the development of the property under consideration and shown on the 2025 Fairfax County tax map as Tax Map 17-1 ((1)) 14A, 14B, 14C, 14D, 14E, 14F, 3F, 12, and 13 (the "Application Property") will be in accordance with the following conditions (each a "Proffer" and collectively, the "Proffers") upon approval of rezoning application RZ 2017-HM-020, together with approval of the DP/PRC Plan (defined in Proffer 1.A. below) and related application PCA 74-2-113-5 (collectively, the "Applications") by the Fairfax County Board of Supervisors acting in its regulatory capacity. Upon approval of the Applications, all previous proffers and development conditions applicable to the Application Property are null and void and of no further force or effect on the Application Property. In the event the Applications are not so approved, then these Proffers are null and void and all previous proffers and development conditions applicable to the Application Property remain in full force and effect.

RESTON ASSOCIATION

The Application Property was made subject to certain of the covenants set forth in the so-called Deed of Dedication of Reston (the "Reston Deed"), including certain covenants concerning design review by the Reston Association Design Review Board (the "Reston Association DRB"). These Proffers neither expand nor contract the obligations of the Applicant under the Reston Deed, and the Applicant understands that approval of the Applications by the Fairfax County Board of Supervisors does not obviate obligations the Applicant may have under the Reston Deed. In the event the Reston Association DRB conditions any approval in a manner that conflicts with these Proffers, it is the responsibility of the Applicant to reconcile such conflict. Notwithstanding anything in these Proffers to the contrary, the Applicant reserves the right to develop the Application Property in accordance with Reston Association DRB approvals without requiring an amendment to the Applications or Later Applications, provided such development is otherwise in substantial conformance with the DP/PRC Plan, these Proffers, and applicable Later Applications as determined by the Zoning Administrator.

GENERAL

1. Interpretation and Definition of Certain Terms.

   A. As used in these Proffers, the term "DP/PRC Plan" means the "Reston Town Center North PRC Development Plan / PRC Development Plan Amendment / Concept Plan Amendment / Concept Plan / PRC Plans" dated February 28, 2017 and revised through July 7, 2026 prepared by Urban, Ltd. and LandDesign, Inc., consisting of Sheets C-1 through A-1C.

   B. As used in these Proffers, the word "Redevelopment" and its derivatives refers to new development within the Blocks (as defined in Proffer 4.A.) other than the Approved Interior Block Construction Elements (as defined in Proffer 4.C(i)).

   C. With respect to obligations established by these Proffers to apply at the time of "site plan", the term "site plan" is inclusive of "public improvement plan", as applicable, such that the particular obligation applies to the respective site plan or public improvement plan, as applicable. With respect to obligations established by these Proffers to apply in connection with the issuance of a residential use permit ("RUP") or a non-residential use permit ("Non-RUP"), the term "RUP" or "Non-RUP" as applicable means the RUP or Non-RUP issued for a tenant or other occupant for occupancy and not that issued in connection with a building core and shell permit or other pre-occupancy permit.

   D. For purposes of these Proffers, the obligation to "construct" any improvement for use by the public means that the respective improvement is substantially complete and available for use by the public for its intended purposes whether or not the improvement has been accepted for maintenance by the respective governmental authority.

   E. As used in these Proffers, the word "includes" and its derivatives are intended in all cases to mean "includes, but is not limited to" and corresponding derivative expressions.

   F. Examples used in these Proffers are not construed to limit, expressly or by implication, the matter they illustrate.

   G. Unless the context otherwise requires, the singular includes the plural, and the plural includes the singular.

   H. Unless otherwise stated any reference to an ordinance or statutory provision is a reference to such provision in effect as of the date of approval of the Applications; provided, that the Applicant, in its sole judgement, may elect to apply the provisions of any such ordinance or statutory provision as it may be amended or re-enacted or as modified by other statutory provisions from time to time.

I. Use of the term "cost" or "expense" will mean "cost and expense" and one will not be exclusive of the other.

2. Reserved.

3. Related Applications.

A. A portion of the Application Property (specifically, those parcels identified as Tax Map 17-1 ((1)) 14A, 14B, 14C, 14D, 14E, 14F, 3F, and 12) is subject to related application partial PCA 74-2-113-5, the purpose of which is to remove such portion of the Application Property from RZ 74-2-113, as amended. Existing proffers applicable to RZ 74-2-113, as amended, will continue in full force and effect with respect to all other property that remains subject to that application.

B. In addition, parcels adjacent to the Application Property identified as Tax Map Tax Map 17-1 ((17)) 4 and 5A ("Parcels 4 and 5A") are subject to CPA-86-C-121-14-02 and its related PRC Plan, PRC 86-C-121-7, and CP-86-C-121-16 and its related PRC Plan, PRC 86-C-121-8 (the "Parcels 4 and 5A Applications"), the purpose of which are to allow for Redevelopment of such parcels in coordination with the Application Property as shown on the DP/PRC Plan. All portions of the DP/PRC Plan that depict or otherwise relate to Parcels 4 and 5A comprise the Concept Plan Amendment / Concept Plan (and related PRC Plans) applicable to Parcels 4 and 5A. Notwithstanding anything to the contrary, density credit for Parcels 4 and 5A remains associated with RZ 86-C-121, as amended, and the land area of Parcels 4 and 5A is not included in the density calculation or in the calculation of publicly accessible open space or tree preservation in connection with RZ 2017-HM-020. Further notwithstanding anything to the contrary, Parcels 4 and 5A will be consolidated into Block 7 and/or Block 8 as shown on the DP/PRC Plan and Redeveloped in coordination with such Blocks. Reference is made to the Reston Town Center North Notes - CPA-86-C-121-14-02 and CP-86-C-121-16 set forth on Sheets C-3A-1 and C-3A-2 of the DP/PRC Plan.

4. Scope of the Applications.

A. "Phase 1 Zoning". The Applications represent the so-called "Phase 1 Zoning" as described in the Amended and Restated Interim Real Estate Exchange Agreement by and between Inova Health Care Services and the Board of Supervisors of Fairfax County acting in its proprietary capacity, dated September 23, 2024, as the same may be amended. The summary purpose of the Applications is to establish certain development rights and obligations for the Application Property as set forth in these Proffers and as shown on the DP/PRC Plan, with the expectation that the Application Property will then be subdivided (at once or in multiple steps over time) generally in conformance with the layout of blocks (each, a "Block") shown on the DP/PRC Plan. By way of illustration but not as a proffered commitment: the Applicants presently intend to subdivide the Application Property initially such that the FCBOS Applicant would own Blocks 1, 3, 5, 7, and 8, as well as the Hunter

Mill Governmental Center Block and Parcel 3F and the Inova Applicant would own Blocks 2, 4, and 6, as well as the Central Green.

B. Current Approvals. The approval of the Applications allows the Applicant to proceed with construction of the following, subject to site plan / public improvement plan approval (as applicable): (i) the Grid of Streets and all on- and off-site road and transportation related improvements (See Proffer 25.A), (ii) the Final Streetscape (See Proffer 25.B); (iii) the Central Green in interim and final conditions (See Proffer 31), (iv) the Interim Streetscape (See Proffer 25.B) and other interim conditions shown on the DP/PRC Plan or described in these Proffers that would result from the phased Redevelopment of the Blocks, (v) the modifications to the vehicular circulation pattern in and around the existing fueling station, parking area, and sidewalks on the Hunter Mill Governmental Center Block, and (vi) stormwater and other utility infrastructure shown on the DP/PRC Plan or described in these Proffers, including modifications to existing such improvements (collectively, those items described in (i) – (vi) above are referred to in these Proffers as the "PRC Approved Elements"). Approval of the Applications also establishes, among other things, the maximum density/intensity of development, minimum and maximum building heights, and the uses that exist and may be Redeveloped within the Application Property, including specifically the dwelling units described in the Development Tabulations set forth on Sheet 2 of the DP/PRC Plan (the "Development Tabulations"), all as shown on the DP/PRC Plan or as addressed in these Proffers. For purposes of Zoning Ordinance Section 2105.3.B(4)(a) and any other applicable density cap or limitation, approval of the Applications includes the right of the owner(s) of Blocks 2, 4 and 6 (and such owner(s)' successors) to construct the maximum number of dwelling units shown on the DP/PRC Plan and addressed in these Proffers.

C. Later Approvals.

(i) As a general proposition: approval of the Applications does not allow the Applicant to proceed with construction within the Blocks, and approval for construction within the Blocks will require approval of one or more proffered condition amendment and PRC plan amendment, or new PRC Plan (and, if applicable as provided in Proffer 4.C(ii) below, PRC development plan amendment), specific to the respective Blocks (each, as applicable, a "Later Application"). The exception to that general proposition is that approval of the Applications does allow the Applicant to proceed with construction of the following improvements within the Blocks, subject to site plan / public improvement plan approval (as applicable) (collectively, the "Approved Interior Block Construction Elements"): (i) PRC Approved Elements (e.g., the Central Green, the Streetscape, and the modifications to the vehicular circulation pattern in and around the existing fueling station, parking area, and sidewalks on the Hunter Mill Governmental Center Block are examples of construction that will occur within a Block without requiring a Later Application), (ii)

modifications to existing improvements within the Blocks made to provide for construction of the PRC Approved Elements (e.g., resolving the existing surface parking lots on Block 1 in connection with the construction of the Grid of Streets is an example of construction that will occur within a Block to provide for the construction of a PRC Approved Element without requiring a Later Application), and (iii) other allowable modifications to existing or interim uses and improvements (e.g., construction of PRC Approved Elements (e.g. Grid of Streets and Streetscape) may extend within the Blocks without requiring a Later Application so long as such construction remains within the limits of clearing and grading shown on the DP/PRC Plan).

(ii) Notwithstanding that the DP/PRC Plan is presented as one set of plans and applies to the entirety of the Application Property, the proffered elements of the PRC Development Plan are limited to (a) the general location of roads and Blocks, (b) the maximum number of dwelling units, (c) the maximum gross floor area ("GFA") of non-residential uses, and (d) the minimum and maximum building heights (collectively, those items described in (a) – (d) above are referred to in these Proffers as the "DP Elements"). A PRC development plan amendment will be required if a Later Application proposes a material modification to one or more DP Element.

(iii) Content of Later PRC Plans. PRC Plan Amendments, or new PRC Plans, submitted as Later Applications (each a "Later PRC Plan") will establish the limits of clearing for Redevelopment within the respective Block as well as the development program for the respective Block within the applicable ranges set forth on the Development Tabulations. In addition to meeting all the requirements of the Zoning Ordinance applicable to a particular Later PRC Plan, the following information will be provided with each Later PRC Plan:

(a) Running Tabulations. Later PRC Plans and site plans for Redevelopment of the Blocks will include running tabulations (overall and on a Block-specific basis) that identify:

a. existing and proposed buildings, along with the non-residential GFA, dwelling unit count (including market units, ADUs and WDUs), and uses of such buildings, including as applicable the reassignment of any excess non-residential GFA or dwelling units (as compared with what is shown on the Development Tabulations);

b. existing and proposed urban parks and other publicly accessible open spaces as well as existing and proposed open spaces as defined in that certain Memorandum of Understanding for Reston Town Center North Open Space

dated October 4, 2016 by and between the Applicant and the Reston Association (as the same may be amended) on file among the records of the Office of the County Attorney ("OCA");

c. tree canopy calculations;

d. the status of any requirements for Redevelopment of the Application Property to be met in phases over time; and

e. any adjustments to the land area of the Application Property based on right of way dedication.

(b) Phasing/Interim Connectivity. Later PRC Plans will include a phasing plan describing which of the Grid of Streets, Final Streetscape, and, as applicable, Interim Streetscape, will be constructed in connection with Redevelopment within the respective Block. In all events, Redevelopment within a Block will provide for Streetscape (either Final or Interim) to ensure pedestrian connectivity between (i) the subject Block and existing uses that will remain and (ii) the surrounding pedestrian network. In all events, appropriate streetlighting will be installed on both sides of the respective components of the Grid of Streets, including on Blocks that are not included in the Later Application proposing the respective component of the Grid of Streets.

(c) Vehicular Access Points. Later PRC Plans will depict vehicular access points to new buildings. There will be no vehicular access points directly to new buildings from either Baron Cameron Avenue or Town Center Parkway; provided, however, that right-in only ingress may be reestablished from Baron Cameron Avenue into Block 2 for emergency vehicle only access, subject to VDOT approval, should Block 2 be developed with a medical use having emergency vehicle service. Subject to VDOT approval, the existing vehicular access points from Bowman Towne Drive to Block 7 may remain to serve existing and interim conditions within, and to serve as construction access to, Blocks 7 and 8. Such existing vehicular access points will be removed in connection with the Redevelopment of the first of Block 7 or Block 8. The Applicant will prioritize locating new vehicle entrances to the Blocks (for parking and loading functions) away from the Library Street frontage on Block 2 south of Street A, the Library Street frontage on Block 4, the Cameron Glen Drive frontage on Block 5, and the Street C frontage on Block 3. As a general principle, vehicular access points will be minimized and provided in relation to the expected trip generation of the proposed use of the respective Block. No more

than two vehicular access points per Block frontage will be permitted. The specific location of such access points will be determined at the time of Later PRC Plans in coordination with the Fairfax County Department of Transportation ("FCDOT") in consideration of, among other factors, (i) building and site layout and design, (ii) proximity to road intersections, and (iii) adjacency and alignment with other existing or proposed vehicular access points to buildings.

(d) Utilities. Later PRC Plans will show the approximate location of existing and proposed utilities to serve Redevelopment on the respective Blocks, including the location of any utility vaults, electrical vaults, above ground transformers, stormwater management facilities, and related access/maintenance points overlaid on the landscape plan submitted as part of the Later PRC Plan.

(e) Architectural Plans. Later PRC Plans will include the following architectural concept plans:

a. Massing diagrams that show proposed buildings in context, including bird's-eye views of surrounding existing and approved structures;

b. Sections that demonstrate relationships between existing buildings and site elevation and features;

c. Shadow studies assessing the impact of the proposed Redevelopment on public spaces and existing development;

d. Conceptual elevations for major façades, highlighting articulation, possible materials, and other architectural treatments;

e. Elevation drawings for façades that feature long expanses without openings, indicating how architectural or other treatments will mitigate blank walls; and

f. Minimum and maximum heights of major building elements, including height at stepbacks, rooflines, penthouse and podiums, if any.

(f) Ground Level Concept Plans. Later PRC Plans will include the following ground level concept plans:

a. A diagram showing potential ground-floor uses and building entrances in relation to the pedestrian network;

b. Minimum floor-to-ceiling heights; and

c. Transparent glazing percentages.

(g) Turning Movements. Later PRC Plans will include plans showing turning patterns (internal and external) of service vehicles.

(h) Streetscape. Later PRC Plans will include a graphic depiction of, and any adjustments to, Interim Streetscape (if any) and Final Streetscape elements, including the location of possible LID facilities, on-street parking, service delivery drop-off areas, outdoor dining areas, and identification of awnings and canopies.

(i) Garage Treatments. Later PRC Plans will show proposed parking garage façade treatments for the respective Block.

(j) Loading / Trash/Service Area Treatment. Later PRC Plans will show proposed loading/trash/service area treatments for the respective Block.

(k) Landscaping. Later PRC Plans will include landscape plans illustrating the general layout and character of planting areas for the respective Block.

(l) Interim Conditions. Later PRC Plans will identify specific proposed interim conditions within the respective Block and on contiguous Blocks, including the treatment of any portions of existing structures to remain, and the provision of Interim Streetscape, if any, on contiguous Blocks.

(m) Parking Spaces. Later PRC Plans will identify the number of parking spaces provided for the respective Block.

(n) Provisions for Bicycles. Later PRC Plans will identify bicycle parking or storage for the respective Block.

(o) Residential Amenities. Later PRC Plans will describe specific facilities and amenities to be provided for each new residential building proposed by the Later PRC Plan.

(p) Stormwater Management. Later PRC Plans will identify specific stormwater management facilities for the respective Block.

(q) Fire Access. Later PRC Plans will identify fire access for the respective Block.

(iv) Substance of Later Applications; Guiding Principles. While the design and construction of new buildings within the Blocks is subject to approval of Later Applications, see Proffer 15 for certain substantive commitments that Later PRC Plans will provide. Further, in order to promote cohesive Redevelopment and strong sense of place with Redevelopment of the Application Property, Later Applications will be guided and informed by the Reston Town Center North Vision and Guiding Principles attached as Sheet L-7.10 of the DP/PRC Plan (the "Guiding Principles"). The Guiding Principles are provided for information purposes only. The Guiding Principles are not proffered, and they may be modified and varied at the time of Later Applications, final building design, and site plans. The Applicant will provide a copy of any updates to the Guiding Principles to the Department of Planning and Development ("DPD").

PROPOSED REDEVELOPMENT

5. DP/PRC Plan. Subject to these Proffers, the Application Property will be developed in substantial conformance with the DP/PRC Plan. Notwithstanding that the DP/PRC Plan is presented on multiple Sheets, it is understood that all or portions of the PRC Development Plan, the PRC Development Plan Amendment, and the PRC Plans may be amended independent of the other through applicable processes as set forth in the Zoning Ordinance.

6. Minor Modifications. Pursuant to Section 8100.5(A)(1) of the Zoning Ordinance, minor modifications to the DP/PRC Plan and these Proffers may be permitted as determined by the Zoning Administrator. Pursuant to Section 8100.5(A)(2) of the Zoning Ordinance, minor variations to the DP/PRC Plan and these proffers may be approved by the Board of Supervisors.

7. Uses.

A. Proposed Uses. The Application Property may include any use permitted in the PRC Town Center Zoning District under Section 4101.4 of the Zoning Ordinance, and all uses accessory thereto, including all existing uses. Without limiting the foregoing, Blocks 2, 4, and 6 will be Redeveloped with residential dwelling units (among other permitted uses) as shown on the Development Tabulations and as referenced in these Proffers. Other uses for Blocks 2, 4, and 6, as well as uses for the Redevelopment of the other Blocks, will be addressed more specifically in Later Applications. Residential uses, other permitted uses, and medical care facility uses are considered "shown on PRC development plan" for Blocks 2, 4, and 6 for purposes of Section 4101.4 of the Zoning Ordinance. Anticipated uses for Blocks 1, 3, 5, 7, and 8 are described in Proffers 33, 34, 37, 38, 39, and 40, respectively. Public uses (and any other use designation encompassing the anticipated use of Blocks 1, 3, 5, 7, and 8 as described in these Proffers) are considered "shown on PRC development plan" for Blocks 1, 3, 5, 7, and 8 for purposes of Section 4101.4 of the Zoning Ordinance. Later Applications proposing medical care facilities uses

will be subject to review by the Health Care Advisory Board as provided in the Zoning Ordinance.

B. Existing Uses/Structures. The Applicant reserves the right to occupy existing buildings on the Application Property with any use permitted under these Proffers (subject to applicable use limitations set forth in the Zoning Ordinance including the requirement, if applicable, to obtain special exception or special permit approval) and to make minor modifications to existing buildings or other improvements as may be approved by the Zoning Administrator without requiring an amendment to the Applications. Existing structures on the Application Property as shown on the DP/PRC Plan (and the reconstruction in the event of casualty of the same as permitted in the Zoning Ordinance), may remain until such time as the portion of the Application Property on which the existing structure is located is Redeveloped in accordance with the Applications or Later Applications as may be required. Existing structures may be partially or entirely demolished, without requiring an amendment to the Applications. In such event, the portion of the existing structures to remain will be included in associated Later Applications, if any, for the purposes of coordinating site access, circulation and parking, and ensuring appropriate interim conditions and pedestrian improvements.

C. Interim Surface Parking. Existing surface parking supporting existing uses on the Blocks may be reconfigured on an interim basis. Additional temporary surface parking may be constructed within the Blocks on an interim basis to support existing uses and to support Redevelopment on other Blocks as may be approved by a Later PRC Plan.

8. Maximum Residential. Blocks 2, 4, and 6 may be Redeveloped with up to 1,000 dwelling units prior to the application of the ADU Ordinance and the calculation of ADUs, WDUs, and allowable bonuses as proffered herein (See Proffers 19-21), with the understanding that the actual unit count may exceed 1,000 dwelling units following the application of such provisions. The allocation of dwelling units among Blocks 2, 4 and 6 will occur within the following ranges, with the upper end of the respective ranges representing the maximum number of dwelling units that may be constructed on the respective Block: (x) Block 2: zero to 400 dwelling units, (y) Block 4: zero to 375 dwelling units, and (z) Block 6: zero to 600 dwelling units (with all values stated in (x) – (z) of this sentence determined prior to the application of the ADU Ordinance and the calculation of ADUs, WDUs, and allowable bonuses as proffered herein). The Development Tabulations represent an illustrative allocation of dwelling units only. Dwelling units constructed on Block 2 will be single family attached dwelling units, multifamily dwelling units, or a combination thereof. Dwelling units constructed on Blocks 4 and 6 will be multifamily dwelling units. The Applicant reserves the right to provide fewer than the maximum number of allowable dwelling units. The actual number of ADUs, if any, and/or WDUs (and respective bonus units) will be determined based on the actual number of market rate dwelling units provided as demonstrated at the time of site plan approval.

9. Maximum Non-Residential. The Application Property may be Redeveloped with up to 673,000 square feet of non-residential GFA, allocated among the respective Blocks within the ranges shown on the Development Tabulations. Among that total, a maximum of 150,000 square feet of non-residential GFA may be constructed among Blocks 2, 4, and 6. The Applicant may reallocate non-residential GFA among the Blocks without requiring an amendment to the Applications so long as (i) the non-residential GFA on a respective Block remains within the respective range shown on the Development Tabulations, (ii) the total maximum non-residential GFA for the Application Property (and that for Blocks 2, 4, and 6) is not exceeded; (iii) building heights remain within the respective ranges shown on the Development Tabulations, and (iv) any other changes to the DP/PRC Plan or and Later PRC Plan, are approved as a minor modification by the Zoning Administrator. The Applicant reserves the right to seek site plan approval for and construct fewer than the maximum amount of non-residential GFA shown on the DP/PRC Plan. Cellar space does not count as GFA. The actual non-residential GFA of each building, if any, will be determined at the time of Later Applications.

10. Building Heights. Buildings on the Application Property will be constructed within the range of building heights shown on the Development Tabulations for the respective Blocks, measured in accordance with the provisions of the Zoning Ordinance exclusive of those structures that are excluded from the maximum building height regulations as set forth in Section 5100.2.C of the Zoning Ordinance. The maximum building heights shown on the Development Tabulations include parking podiums. The proposed height of each building will be determined at the time of Later Applications.

11. Phasing of Redevelopment. The Applicant reserves the right to Redevelop the Application Property in one or more phases over time, both among and internal to the Blocks. The Applicant does not proffer any order, sequence, or timing to the phased Redevelopment of the Application Property. Later Applications and site plans / public improvement plans (as applicable) may be submitted for each Block or any combination of Blocks. The Applicant anticipates (but does not proffer) that the first phase of Redevelopment will include Block 3, Block 5, and the Central Green in its interim condition, together with Library Street from Bowman Towne Drive to Street A, Street A, Street C, Cameron Glen Drive from Town Center Parkway to Library Street, and the proposed improvements to the Hunter Mill Governmental Center Block (collectively, "Anticipated Phase 1"). Anticipated Phase 1 is depicted on Sheet L-6.10 of the DP/PRC Plan. The phasing diagrams shown on Sheets L-6.11 – L.6.12 of the DP/PRC Plan illustrate which of the Grid of Streets would, at a minimum, be constructed if, in each event, the respective remaining Block were the next to Redevelop following Anticipated Phase 1. The Applicant makes no attempt to describe the sequence of subsequent phases. Sheets L-6.10 – L.6.12 of the DP/PRC Plan are referred to in these Proffers as the "Phasing Diagrams". See Proffer 4.C(iii)(b) describing the phasing of streetscape.

12. Signs. Signs for the Application Property will be provided in accordance with the Zoning Ordinance or pursuant to a separate Special Exception approved in accordance with Section 7102 of the Zoning Ordinance. The placement of traffic control signs on the public streets will be subject to Virginia Department of Transportation ("VDOT") review and approval.

The Applicant will coordinate with the Fairfax County Park Authority ("FCPA") in the determination of sign locations and design, as applicable, for urban parks wayfinding and identification signs within the Central Green in its final condition and other possible future urban park spaces that may be located within the Blocks as may be identified in Later Applications. The Applicant will provide for a coordinated system of wayfinding signs to serve pedestrians and motorists.

13. Telecommunications Equipment. Telecommunications equipment may be placed on building rooftops. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened or setback sufficiently from the perimeter of the roofs and penthouses such that they are not visible from the streets surrounding the respective Block. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunications equipment may also be architecturally integrated onto the facades of the buildings.

OWNERS' ASSOCIATION

14. Owners' Association. Prior to the first transfer of the fee interest in any portion of the Application Property to a person or entity that is unaffiliated with either the Inova Applicant or the FCBOS Applicant (but not including any transfer by way of dedication for public purposes or in connection with the mortgaging of any portion of the Application Property), the Applicant will establish an owners' association (commonly referred to as an "umbrella" owners' association), or the equivalent in the form of one or more reciprocal easement or joint maintenance or joint development agreements, and other governance documents as necessary to provide for, among other things, compliance with these Proffers. Such association, or its equivalent, is referred to in these Proffers as the "UOA". The Applicant will submit governance documents for the UOA to the Office of the County Attorney to ensure they provide for the various Proffers and maintenance obligations not otherwise covered by separate agreement. The UOA may initially, but is not required to, include all of the Application Property, together with Parcels 4 and 5A. If the UOA does not initially include all of the Application Property and Parcels 4 and 5A, the UOA will be expandable to include any portions of the Application Property and Parcels 4 and 5A that are not initially included such that upon full Redevelopment of the Application Property all portions of the Application Property and Parcels 4 and 5A will be included in the UOA. Such expansions of the UOA will occur prior to issuance of the first RUP or Non-RUP for the first of the buildings to be constructed within the respective subsequent phase. No portion of the Application Property or Parcels 4 and 5A is required to become part of the UOA prior to its Redevelopment. The Applicant may establish separate condominium associations or other sub-associations within the "umbrella" of the UOA for one or more phases of Redevelopment. If the UOA is a property owners' association, then it will be a "cluster association" under Reston Association, and the establishment of such a "cluster association" pursuant to the Reston Deed will satisfy the requirements of this Proffer 14. If the UOA is in the form of one or more reciprocal easement or joint maintenance or joint development agreements, then the UOA will not be considered a "cluster association" under Reston Association. In the event individual units in residential buildings are leased

as rental units and not for sale, the Applicant may include such residential building, and not the individual units, in the UOA.

DESIGN OF FUTURE BUILDINGS

15. Building Design to be reflected in Later PRC Plans. The design and construction of new buildings within the Blocks is subject to approval of Later Applications. Later PRC Plans will provide for the following in connection with all new buildings:

A. Architectural Design and Building Materials. The architectural design of new buildings will be in substantial conformance with the architectural site sections shown on Later PRC Plans. The character and quality of the architectural design of new buildings will be in substantial conformance with the building elevations and perspectives shown on Later PRC Plans. Exterior building materials for new buildings may, but are not required to, include brick, precast concrete, masonry/stone, aluminum, steel, glass, terracotta, cementitious paneling and siding, stucco, composite insulated panels, and aluminum/vinyl windows. Bay windows, balconies, awnings, and other architectural features may be provided above the ground-plane along the façade of any building and may extend beyond the building footprints (but not further than the back of Streetscape) shown on Later PRC Plans. The Applicant reserves the right as part of final engineering and design to adjust the average grade and finished floor elevation of each building without requiring an amendment to the Applications or Later Applications. Cool roofing treatments will be considered to support downstream stormwater resources.

B. Activated Street Frontages. Later PRC Plans will support activated street frontages as informed by the Guiding Principles.

C. Parking Structure Facades. The Applicant will prioritize locating occupiable building area (and not parking structures) along primary pedestrian corridors (as shown on the DP/PRC Plan). Where parking structures within the Application Property would be exposed to view from the adjacent street level, one or more of the following techniques will be employed to screen such areas: (i) inclusion of an active layer of occupied space; (ii) application of architectural screening materials such as metal framing systems with inserted panels of wire mesh, metal, glass or other materials, and precast concrete or masonry spandrels designed to minimize views into the garage spaces from street level, or other such treatment as may be approved as part of a Later PRC Plan; (iii) continuation of the general façade detailing of non-garage spaces; or (iv) extension of retail signs and architectural expressions above a retail level (as applicable), as may be permitted by the Zoning Ordinance or by an approved Special Exception for sign modifications.

D. Loading/Trash/Service Areas. To minimize visual impact from adjacent streetscape, the Applicant will prioritize locating access to loading/trash/service areas away from Library Street frontages on Blocks 2, 4, and 6 and away from

primary site access points on other frontages. Loading/trash/service areas will be located internal to a building or a Block. The Applicant will screen above-grade loading/trash/service areas from public view through the use of roll down doors, architectural styles or similar treatments. The Applicant will design the screening/treatments to be compatible with the style of architecture, materials and colors for the building(s) in which it is located. The Applicant will provide preliminary details concerning the anticipated screening/treatment for any above-grade loading/trash/service area at the time of building permit submission for each new building, as applicable.

E. Pedestrian Treatment Across Garage and Loading Entries. Subject to Zoning Administrator and FCDOT / VDOT approvals, as applicable, the Applicant will design and construct the entries/driveways to each off-street parking garage and loading area to have driveway aprons that maintain a flush condition with the adjacent sidewalk or otherwise provide special pavement markings or other treatments to alert motorists and pedestrians of the potential conflicts.

F. Loading Entry Clearance. As part of building plan approval for each new building containing a loading dock/bay, the Applicant will demonstrate that the proposed design provides sufficient vertical clearance to permit trash trucks to access the dumpster(s) or other trash receptacles in accordance with the trash removal system chosen for such building (e.g., roll-away dumpsters to be accessed outside the building may require no vertical clearance).

G. Bird Friendly Design. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant will design each new building to (i) avoid use of mirrored or highly reflective glass, (ii) use fritting, frosting, or other patterns on large, uninterrupted expanses of exposed glass located above the ground floor, and (iii) use downward-directed lighting on building exteriors. Specific bird-friendly designs will be noted on building plans for each building for which such measures are proposed, 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, curbing of excessive or unnecessary night-time illumination of commercial buildings, recessed balconies, and roof setbacks, and breaking up of glass swaths. Upon the issuance of a building permit for each building, the provisions of this Proffer will be deemed satisfied as to such building.

GREEN BUILDING PRACTICES

16. Green Building for the Residential Buildings. The Applicant will implement one of the following programs for each multi-family residential building and any single family attached dwelling units and will inform the Environment and Development Review Branch ("EDRB") of the Department of Planning and Development ("DPD") as to which program the Applicant has chosen as part of the first site plan submission for any such residential building.

A. LEED for Homes, Multifamily.

(i) If the Applicant selects the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design for Homes ("LEED® for Homes") or LEED for Multifamily ("LEED-MF") rating system for any multi-family residential building, then the Applicant will include, as part of the site plan/subdivision plan submission and building plan submission for that residential building, a list of specific credits within the most current version (as determined at the time of registration) of the applicable LEED rating system that the Applicant anticipates attaining based on the elements shown on such plan submission. A LEED®-accredited professional will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the residential building.

(ii) The Applicant will include a LEED®-accredited professional ("LEED-AP") as a member of the design team for the applicable residential buildings. The LEED-accredited professional will work with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having such residential building attain LEED certification. At the time of site plan submission for the residential building, the Applicant will provide documentation to EDRB demonstrating compliance with the commitment to engage such a professional.

(iii) Prior to approval of the building permit for the applicable residential building, the Applicant will post, for that residential building, a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to the Department of Land Development Services ("LDS") as defined in the Public Facilities Manual ("PFM"), in the amount of $2.00 multiplied by 80% of the square footage of such residential building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the USGBC, under the most current version of the USGBC's LEED® for Homes or LEED-MF rating system. The provision to the EDRB of documentation from the USBGC that the residential building has attained LEED certification will be sufficient to satisfy this commitment.

(iv) If prior to bond extension, reduction or final bond release for the applicable residential building, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for such residential building has not been attained but that the residential building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the green building escrow for that residential building 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 timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or extension. However, the documentation will be provided prior to the final bond release.

(v) If prior to the bond extension, reduction or final bond release for the applicable residential building, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED certification or demonstrating that such residential building has fallen short of LEED certification by three (3) points or less, the entirety of the escrow for that residential 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 timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

(vi) As an alternative to the actions outlined in this Proffer 16.A above, the Applicant may choose to pursue a certification higher than LEED certification for any residential building, in which case the LEED-AP will submit documentation to EDRB at the time of building plan review confirming that the list of specific design-oriented credits in the LEED program credits identified by the LEED-AP will meet at least the minimum number of credits necessary to attain LEED Silver certification for that residential building. This documentation will demonstrate that the residential building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Under this alternative, the Applicant will not be required to provide a "green building escrow" unless it fails to provide the above referenced documentation that the Residential Building is anticipated to attain LEED Silver certification. However, if the Applicant is unable to provide the design- and construction-related credit documentation prior to the building permit approval for the applicable residential building but does anticipate submitting the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit for such residential building, post an escrow identical to the one described above in this Proffer 16.A. This escrow will be released upon submission of the documentation to EDRB demonstrating that such residential building is anticipated to attain a sufficient number of credits to attain LEED certification.

B. National Green Building Standard ("NGBS"). If the Applicant selects the NGBS for any multi-family residential building or single family attached dwelling units,

then the Applicant will seek certification of each dwelling unit in the applicable residential building in accordance with the most recent NGBS rating system (as determined at the time of registration) using either the ENERGY STAR® Qualified Homes path for energy performance, or another approved energy performance path, as demonstrated through documentation submitted to EDRB from a home energy rater certified through Home Innovation Research Labs that demonstrates that such dwelling unit has attained the certification prior to the issuance of the RUP for each such dwelling unit in the applicable residential building. To use an energy path other than ENERGY STAR, the dwelling unit must provide both the above-referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the RUP for each such dwelling unit.

C. EarthCraft. If the Applicant selects EarthCraft for any single-family attached dwelling units, then the Applicant will provide documentation to DPWES and DPZ demonstrating certification for the applicable residential units under the EarthCraft Program prior to the issuance of the first RUP for each such residential unit for which certification is sought.

D. LEED New Construction.

(i) If the Applicant selects the USGBC LEED – New Construction ("LEED-NC") rating system for any multi-family residential building, then the Applicant will include, as part of the site plan submission for such residential building, a list of specific credits within the most recent version (determined at the time of registration) of the LEED®-NC) rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined jointly by the Applicant and Fairfax County), that the Applicant anticipates attaining based on the elements shown on such plan submission. All references herein to LEED include both LEED or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.

(ii) Except as otherwise provided below as an alternative, the LEED-AP will provide a certification statement at the time of site plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the residential building.

(iii) Prior to building plan approval for the applicable residential building, the Applicant will designate the Chief of the EDRB as a team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

(iv) Prior to the building plan approval for the applicable residential building, the Applicant will post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to LDS as defined in the PFM, in the amount of $2.00/square foot multiplied by 80% of the square footage of such residential building, as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification, by the USGBC, under the registered version of the LEED-NC rating system or other LEED rating system determined, by the USGBC, to be applicable to each applicable residential building. The provision to EDRB of documentation from the USGBC that such residential building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the EDRB, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

(v) If prior to bond extension, reduction or final bond release for the applicable residential building, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for such Residential Building has not been attained but that the residential building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the green building escrow for that residential building 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 timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or extension. However, the documentation will be provided prior to the final bond release.

(vi) If prior to the bond extension, reduction or final bond release for the applicable residential building, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED certification or demonstrating that such residential building has fallen short of LEED certification by three (3) points or less, the entirety of the escrow for the residential 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 timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

(vii) As an alternative to the actions outlined above, the Applicant may choose to pursue a certification higher than LEED-NC certification for any

residential building, in which case the LEED-AP will submit documentation to EDRB at the time of building plan review confirming that the list of specific design-oriented credits in the LEED program credits identified by the LEED-AP will meet at least the minimum number of credits necessary to attain LEED Silver certification for that residential building. This documentation will demonstrate that the residential building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Under this alternative, the Applicant will not be required to provide a "green building escrow" unless it fails to provide the above referenced documentation that the residential building is anticipated to attain LEED Silver certification. However, if the Applicant is unable to provide the design- and construction-related credit documentation prior to the building permit approval for the applicable residential building but does anticipate submitting the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit for such residential building, post an escrow identical to the one described above in this Proffer 16.D. This escrow will be released upon submission of the documentation to EDRB demonstrating that such residential building is anticipated to attain a sufficient number of credits to attain LEED certification.

17. Green Building for Non-Residential Buildings and Uses. The Applicant will pursue LEED Silver certification for any new non-residential building constructed on the Application Property, excluding public facilities, uses in the Central Green, and uses in the ground floor of residential buildings that are included as part of the residential building certification commitments as set forth in Proffer 16. Such certification will be under the most recent version of the LEED Core and Shell ("LEED-CS") rating system, or other applicable LEED rating system as determined in consultation with the EDRB, in effect at the time the Applicant registers the non-residential building with the USGBC. In lieu of complying with this Proffer 17, public facilities will be constructed in conformance with the Fairfax County Operational Energy Strategy dated July 13, 2021.

A. The Applicant will include, as part of the site plan submission for each new non-residential building a list of specific credits within the most recent version (as determined at the time of registration) of the USGBC's LEED-CS rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined jointly by the Applicant and Fairfax County), that the Applicant anticipates attaining based on the elements shown on such plan submission. All references herein to LEED include both LEED or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.

B. Except as otherwise provided below as an alternative, the LEED-AP will provide a certification statement at the time of site plan review of each new non-residential building confirming that the items on the list will meet at least the minimum number

of credits necessary to attain LEED Silver certification for such new non-residential building.

C. The Applicant will designate the Chief of the EDRB as a team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

D. Prior to the building plan approval for the applicable new non-residential building, the Applicant will post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to LDS as defined in the PFM, in the amount of $2.00/square foot of GFA, as shown on the approved site plan for such new non-residential building. This green building 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 registered version of the LEED-CS rating system or other LEED rating system determined, by the USGBC, to be applicable to each new non-residential building. The provision to the EDRB of documentation from the USGBC that such new non-residential building has attained LEED Silver certification will be sufficient to satisfy this commitment. At the time LEED Silver certification is demonstrated to EDRB, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

E. If prior to bond extension, reduction or final bond release for the applicable new non-residential building, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED Silver certification for such new non-residential building has not been attained but that the new non-residential building has been determined by the USGBC to fall within three (3) points of attainment of LEED Silver certification, 50% of the green building escrow for that new non-residential building 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 bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

F. If prior to bond extension, release or final bond release for the applicable non-residential building, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED Silver certification or demonstrating that such non-residential building has fallen short of LEED Silver certification by three (3) points or less, the entirety of the escrow for that non-residential 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 timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

G. As an alternative to the actions outlined in Proffer 17.D above, the Applicant may choose to pursue a certification higher than LEED Silver certification for any applicable non-residential building, in which case the LEED-AP will submit documentation to EDRB at the time of building plan review confirming that the list of specific design-oriented credits in the LEED program credits identified by the LEED-AP will meet at least the minimum number of credits necessary to attain LEED Gold certification for that non-residential building. This documentation will demonstrate that the non-residential 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 Gold certification. Under this alternative, the Applicant will not be required to provide a "green building escrow" unless it fails to provide the above-referenced documentation that the non-residential building is anticipated to attain LEED Gold certification. However, if the Applicant is unable to provide the design- and construction-related credit documentation prior to the building permit approval for the applicable non-residential building but does anticipate submitting the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit for such non-residential building, post an escrow identical to the one described above. This escrow will be released upon submission of the documentation to EDRB demonstrating that such non-residential building is anticipated to attain a sufficient number of credits to attain LEED Silver certification.

H. Prior to final bond release for each applicable non-residential building, the Applicant will submit documentation to EDRB confirming the status of LEED certification for that non-residential building.

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

A. Each new building that contains parking spaces will be designed to support the installation of Level 2 electric vehicle ("EV") charging infrastructure for a minimum of two percent (2%) of the spaces within such structure and may provide additional infrastructure if the market supports the same. The Applicant will include within site plan and building plan submissions, as applicable, the identification of spaces within the parking structure that will be EV-ready, as well as information demonstrating the following, to the satisfaction of EDRB:

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

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

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

B. Following approval of the Applications, the Applicant may request approval from EDRB, in consultation with DPD, to reduce or eliminate the requirement to install/maintain EV-ready spaces in any building upon demonstration that, due to changes in technology or other market conditions beyond the Applicant's control, demand for EV-ready spaces has diminished below the number of spaces this Proffer otherwise would require the Applicant to maintain.

AFFORDABLE AND WORKFORCE HOUSING

19. 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 applicable, and to the satisfaction of the Department of Housing and Community Development ("DHCD"). Sheet C-3 of the DP/PRC Plan includes illustrative ADU calculations assuming the development program set forth in the Development Tabulations. Final ADU calculations will be determined based on actual unit count and construction type in accordance with the ADU Ordinance and as described in these Proffers. Based on the foregoing, the actual ADU unit count may be less than depicted on the DP/PRC Plan (or even zero) depending on construction type.

20. Workforce Dwelling Units. In addition to the number of ADUs required pursuant to Proffer 19 above, if any, and except as set forth below, the Applicant also will provide for-sale and/or rental housing units within the Application Property to be sold/rented as Workforce Dwelling Units ("WDUs"), such that a minimum of twelve percent (12%) of the total number of dwelling units actually constructed on Blocks 2, 4, and 6 are sold/rented as either ADUs or WDUs. Any such WDUs would be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of ADUs and WDUs is not required to exceed twelve percent (12%) of the total number of dwelling units constructed on Blocks 2, 4, and

6. 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 greater than or equal to 0.5, the number will be rounded up to the next whole number. The Applicant reserves the right to provide fewer than the maximum number of dwelling units shown on the Development Tabulations. The actual number of ADUs, if any, and/or WDUs will be determined on a building by building basis based on the actual number of dwelling units provided in that building. The Applicant reserves the right to construct "bonus" market rate units associated with ADUs in accordance with Section 5101 of the Zoning Ordinance and "bonus" market rate units associated with WDUs in the following proportions: (i) up to seventeen percent (17%) in connection with rental WDUs, and (ii) up to twelve percent (12%) in connection with for-sale WDUs. For-sale WDUs provided pursuant to this Proffer 20, if any, will target the following income tiers: (a) one-third of the total for-sale WDUs at up to 100% AMI, (b) one-third of the total for-sale WDUs at up to 80% AMI, and (c) one-third of the total for-sale WDUs at up to 70% AMI. Rental WDUs provided pursuant to this Proffer 20, if any, will target the following income tiers: (a) one-half of the total rental WDUs at up to 80% AMI, (b) one-quarter of the total rental WDUs at up to 70% AMI, and (c) one-quarter of the total rental WDUs at up to 60% AMI.

21. WDU Administration. The Applicant will administer the WDUs, as applicable, in accordance with the Fairfax County Comprehensive Plan, Reston Affordable Housing Goals and Policies and the Guidelines for Provision of Workforce Dwelling Units, Appendix 1 in the Housing Element of the Comprehensive Plan's Policy Plan, as amended September 2024, and as implemented by the Workforce Dwelling Unit Administrative Policy Guidelines, adopted March 18, 2025, and to the satisfaction of the DHCD. Notwithstanding the foregoing or anything in these Proffers to the contrary, the Applicant reserves the right to enter into a separate binding written agreement with the DHCD and any other appropriate Fairfax County agency as to the terms and conditions of the administration of the ADUs and WDUs following 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 ADUs and WDUs will be administered solely in accordance with such agreement and the provisions of Proffers 19-21 will become null and void.

22. Reserved.

23. Non-residential Contributions. For non-residential use constructed on the Application Property, the Applicant will make a contribution to the Fairfax County Housing Trust Fund, or to another housing trust fund that will be used to create affordable housing opportunities in Reston in a total amount of $3.99 (baseline as December 2025) to be escalated as provided in Proffer 55) per square foot of GFA. Such contribution may be made on a building by building basis (prior to the issuance of the first Non-RUP for the respective building) either, at the Applicant's option, (i) as a one-time contribution of $3.99 (baseline as December 2025 to be escalated as provided in Proffer 55) for each square foot of GFA of new non-residential use, or (ii) as an annual contribution of a minimum of $0.25 for each square foot of GFA of new non-residential use continuing for such period as is required to

make the entire payment of $3.99 (baseline as December 2025 to be escalated as provided in Proffer 55) for each square foot of GFA of new non-residential use. This contribution requirement does not apply to GFA associated with existing uses or to ground floor retail, educational, institutional (including health care uses that are considered institutional uses under the Zoning Ordinance), or governmental uses.

TRANSPORTATION IMPROVEMENTS

24. Transportation Improvements Generally. Subject to the acquisition of all necessary offsite rights-of-way and easements, approval by FCDOT and VDOT, and the timing/phasing provisions of these Proffers (including the Phasing Diagrams), the Applicant will construct the roadway, streetscape, and frontage/intersection improvements shown on the DP/PRC Plan and described in these Proffers. Final design of the respective improvements will be determined as part of site plan / public improvement plan approval (as applicable) and as approved by VDOT and FCDOT, as applicable. The Applicant may, at its sole discretion, elect to include the proffered roadway, streetscape, and similar improvements on a single site plan / public improvement plan (as applicable) or on multiple site plans / public improvement plans (as applicable), so long as together such site plans / public improvement plans (as applicable) remain in substantial conformance with the DP/PRC Plan. If VDOT does not approve improvements shown on the DP/PRC Plan within VDOT right of way, then the Applicant will work in good faith with FCDOT and VDOT toward alternative solutions to be implemented by the Applicant at no greater cost to the Applicant than the respective improvement shown on the DP/PRC Plan as such cost is reasonably demonstrated by the Applicant in coordination with FCDOT.

25. On-Site Grid of Streets; Streetscape; Right of Way.

A. Grid of Streets Construction. The Applicant will construct an on-site grid of streets as generally shown on the DP/PRC Plan as Library Street, Cameron Glen Drive, Street A, Street C, and Street D (collectively, the "Grid of Streets"). The Grid of Streets may be constructed in one or more phases over time. The Phasing Diagrams illustrate the respective segments of the Grid of Streets that the Applicant will construct, at a minimum, concurrent with Anticipated Phase 1 (assuming Anticipated Phase 1 is actually the first phase of Redevelopment) and, thereafter, with each remaining Block were such Block the next to Redevelop following Anticipated Phase 1. The Applicant may construct additional segments of the Grid of Streets in advance of the sequencing anticipated by the Phasing Diagrams. Street C will be designed with an alternate for the Applicant to construct enhanced pedestrian crossing treatments, which may include raised or tabletop crossings, in the area adjacent to the Central Green as shown on the DP/PRC Plan, subject to final engineering and agency approvals.

B. Streetscape Construction. The Applicant will construct streetscape in interim and final conditions (respectively, the "Interim Streetscape" and the "Final Streetscape", and collectively, the "Streetscape") throughout the Application Property as shown on the DP/PRC Plan in phases. The Applicant will construct

Final Streetscape along applicable Block frontages as shown on the DP/PRC Plan prior to issuance of the first RUP or Non-RUP for the respective new building constructed on such Block and subject to the phasing of Redevelopment within the respective Block. Where, if at all, the Applicant Redevelops a Block in phases, the Applicant will provide Final Streetscape along the frontage corresponding to the Redeveloped portion of the Block and will provide Interim Streetscape around the balance of the frontage of the Block. Details of Streetscape design are set forth in Proffer 28.

C. Right of Way / Easements.

(i) Except for the segment of Street C south of Street A and north of Bowman Towne Drive (such segment, the "Private Street C Segment"), the Grid of Streets are intended to be public streets, as further described below. If VDOT does not approve any other segment of the Grid of Streets to be accepted into the Secondary System for maintenance, then the Applicant may also provide such segment as a private street whereupon such segment will be treated the same as the Private Street C Segment under these Proffers.

(ii) Upon the later of (i) public improvement plan approval for respective segment of the Grid of Streets, or (ii) site plan approval for the Block providing the respective segment of the Grid of Streets (except with respect to the Private Street C Segment), the Applicant will dedicate to the Board of Supervisors (where not already owned by the Board of Supervisors) the adjacent segment of the Grid of Streets from 3 feet behind the face of curb to 3 feet behind the face of curb as shown on the DP/PRC Plan (the "Roadway").

(iii) In connection with such site plan / public improvement plan (as applicable), the Applicant also will reserve for potential future dedication as provided in this Proffer 25.C. additional right-of-way on the Block subject to Redevelopment (but not on the Block across the Roadway that is not then subject to Redevelopment) for non-vehicular improvements extending from the Roadway to the back of the proposed sidewalk or shared use path (the "Pedestrian Realm"). Notwithstanding the foregoing, the Applicant will have no obligation to reserve for future dedication (or to dedicate) any of the following: (a) area that will be utilized for utilities or other improvements (or easements or other rights of way related to the same) that may not be accepted by VDOT into the State system for maintenance without the vacation/abandonment of the easement or other right of way with respect thereto, and (b) area that will be improved with features (e.g. concrete shared use paths) that VDOT will not accept without a maintenance agreement from the Applicant (such areas affected by (a) and (b) in this sentence, the "Excluded Areas"). Concurrent with the reservation of the Public Realm exclusive of the Excluded Areas, the Applicant will

record a public access easement over the Public Realm if not previously granted.

(iv) The Applicant will initiate the process to request that VDOT accept into the state Secondary Street system for maintenance the applicable portion of the respective Roadway and Pedestrian Realm exclusive of the Excluded Areas, in accordance with VDOT policies (which is understood to be following site plan / public improvement approval, as applicable). If, at the time of final bond release for the improvements shown on the applicable site plan / public improvement plan (as applicable), it is determined that VDOT will accept into the State system for maintenance all or any portion of the respective Roadway or Pedestrian Realm exclusive of the Excluded Areas, as shown on such site plan / public improvement plan (as applicable) without further modification of or improvements to the facilities constructed therein, then the Applicant will dedicate and convey that portion of the Roadway and Public Realm exclusive of the Excluded Areas to Fairfax County in fee simple and diligently pursue VDOT acceptance of the same. The bond for such improvements will be released to the Applicant once VDOT accepts the applicable portion of the Roadway and Public Realm exclusive of the Excluded Areas into the State system for maintenance.

(v) If, at the time of final bond release for the improvements shown on the applicable site plan / public improvement plan (as applicable), it is determined that any utility, facility, or other improvement in the Roadway or Public Realm exclusive of the Excluded Areas will prevent VDOT from accepting into the State system for maintenance (without the vacation/abandonment of utility or other easements or other rights of way) all or a portion of the Roadway or Public Realm exclusive of the Excluded Areas absent a waiver of one or more Secondary Street Acceptance Requirements ("SSAR"), then the Applicant will request approval from VDOT of the required waivers to permit acceptance of the applicable portion of the Roadway or Public Realm exclusive of the Excluded Areas into the State system for maintenance. If the necessary SSAR waivers are not approved, then the applicable portion of the Roadway or Public Realm that VDOT will not accept will remain private, subject to the public access easement, the Applicant will maintain the same, and the bond for such improvements will be released to the Applicant, and the reservation for future dedication with respect thereto will be released.

(vi) The Applicant will maintain all areas of Roadway and Public Realm until the same are accepted, if ever, into the State system for maintenance.

(vii) At the time of site plan approval for the Block(s) providing the Private Street C Segment, or portions thereof, the Applicant will record a roadway public access easement extending across the Private Street C Segment from 3 feet behind the face of curb to 3 feet behind the face of curb as shown on the

DP/PRC Plan, along with a streetscape public access easement extending from such roadway public access easement(s) to the back of the adjacent sidewalk, in a form acceptable to OCA.

(viii) The Applicant reserves the right to install utilities and other infrastructure within the public access easements described in this Proffer 25.C.

26. Frontage/Intersection Improvements.

A. Construction.

(i) The Applicant will restripe the northbound approach on Town Center Parkway at the intersection of Baron Cameron Avenue to convert the existing shared left-through lane to an exclusive left turn lane and a separate through lane, as generally shown on the DP/PRC Plan, including any necessary signal modifications, all subject to VDOT approval. Such improvements will be completed prior to the issuance of the first RUP or Non-RUP for the earlier of (i) the first building constructed on Block 1, or (ii) the first new building constructed on the second of Blocks 2, 4, and 6 to Redevelop.

(ii) Concurrent with Redevelopment of the Block that establishes the Library Street connection to Baron Cameron Avenue, the Applicant will construct/install a right turn lane from eastbound Baron Cameron Avenue to Library Street Extended, subject to VDOT approval and as generally shown on the DP/PRC Plan. The Applicant agrees not to seek approval for a full-movement intersection at Baron Cameron Avenue and Library Street Extended.

(iii) Concurrent with Redevelopment of Block 2, the Applicant will either (A) permanently close the existing eastbound access point from Baron Cameron Avenue if Block 2 is Redeveloped without a medical use having emergency vehicle service, or (B) restrict the existing eastbound access point from Baron Cameron Avenue to emergency vehicles only, if Block 2 is Redeveloped with a medical use having emergency vehicle service.

(iv) Concurrent with the Redevelopment of the Block that establishes the Library Street connection to New Dominion Parkway, the Applicant will pursue approval (including applicable waivers and/or exceptions) from VDOT for the establishment of a full movement intersection as generally shown as Alternate Intersection Insert on Sheet C-7B of the DP/PRC Plan, including any pedestrian crosswalk improvements required by VDOT, and the Applicant will construct the improvements, as approved by VDOT, prior to issuance of the first Non-RUP for that Block. In the event VDOT does not approve a full movement intersection, then the Applicant will pursue approval of alternative designs to accommodate vehicular access, including

a right-in/right-out configuration as shown on Sheet C-7B of the DP/PRC Plan, as well as a break in the median to accommodate a marked pedestrian crossing, all in accordance with VDOT standards and subject to VDOT approval, and the Applicant will construct the improvements, as approved by VDOT, prior to issuance of the first Non-RUP for that Block.

(v) Concurrent with the Redevelopment of the first of Blocks 5 or 6, and subject to VDOT approval, the Applicant will restripe Bowman Towne Drive between Fountain Drive and Town Center Parkway, in an interim condition pending Redevelopment of Blocks 7 and 8, and between existing curb lines (the Applicant having no obligation to relocate existing curbs), as generally shown on Sheet C-7B.1 of the DP/PRC Plan, to provide for (a) a westbound 6-foot wide bicycle lane (including 2-foot wide gutter pan) and an 11-foot wide travel lane, and (b) an eastbound 11-foot wide travel lane, 6-foot wide bicycle lane, and 8-foot wide on-street parking (including 2-foot wide gutter pan). Concurrent with the Redevelopment of the first of Blocks 7 or 8, the Applicant will install a shared use path along the Application Property's frontage on the south side of Bowman Towne Drive (See Proffer 28.B(vii)) and in connection therewith, and subject to VDOT approval, the Applicant will restripe Bowman Towne Drive between Fountain Drive and Town Center Parkway from the interim condition described above in this Proffer 26.A(v) to the ultimate condition as generally shown on Sheet C-10 of the DP/PRC Plan.

B. Right-of-Way / Easements. As part of site plan / public improvement plan approval (as applicable) for Redevelopment within a Block that triggers the respective improvement as provided in Proffer 26.A, the Applicant will, if not already owned by Fairfax County, dedicate to the Board of Supervisors right-of-way sufficient for such improvement.

C. Traffic Signals and All-Way Stops.

(i) Subject to the conditions set forth below in this Proffer, the Applicant will provide for traffic signals, associated crosswalks, and pedestrian controls at the following locations if the same have not been installed by others: (a) Bowman Towne Drive/Fountain Drive, (b) Fountain Drive/Cameron Glen Drive extended, (c) Fountain Drive/Street D, and (d) Library Street/New Dominion Parkway (collectively, the "Traffic Signals").

(ii) The Applicant will submit to VDOT (with a courtesy copy to FCDOT) a Signal Justification Report ("SJR") for the respective Traffic Signal concurrent with the submission of the site plan for the first of the Blocks to which the respective Traffic Signal is adjacent. (For example, an SJR for a Traffic Signal at the intersection of Road D and Fountain Drive will be submitted in connection with the first of Blocks 2 or 4). Notwithstanding the foregoing, if a Traffic Signal already has been determined by VDOT to

be justified (or is already installed, or if the submission of an SJR for such Traffic Signal is already pending and includes the trip generation for the respective Block for which the site plan is proposed), then no such SJR will be required of the Applicant. (For example, if an SJR is pending review in connection with Block 2, then the Applicant would not be required to separately submit an SJR for Block 4 so long as the trip generation for each Block is accounted for). If, pursuant to an SJR submitted by the Applicant, a Traffic Signal is deemed justified by VDOT, then the Applicant will design, equip, and install such Traffic Signal (including associated crosswalks and pedestrian controls as may be required by VDOT), all prior to issuance of the first RUP or Non-RUP for the respective Block. The Applicant will be entitled to the use of any funds contributed by others in connection with such Traffic Signal (for example, Traffic Signals along Fountain Drive are also subject to proffered conditions of the Spectrum development across Fountain Drive from the Application Property). If, pursuant to an SJR submitted by the Applicant, the respective Traffic Signal is not deemed justified by VDOT, then the Applicant will submit a revised SJR at the time of site plan submission for each of the subsequent Blocks to which the respective Traffic Signal location is adjacent. (For example, if the Traffic Signal is not deemed justified in connection with Block 2, the Applicant would submit a revised SJR in connection with Block 4). Again, if a Traffic Signal already has been determined by VDOT to be justified (or is already installed, or if the submission of an SJR for such Traffic Signal is already pending and includes the trip generation for the respective Block for which the site plan is proposed), then no such SJR will be required of the Applicant. If the respective Traffic Signal is then deemed justified by VDOT, then the Applicant will design, equip, and install such Traffic Signal (including associated crosswalks and pedestrian controls as may be required by VDOT), all prior to issuance of the first RUP or Non-RUP for the respective Block, and, again, the Applicant will be entitled to the use of any funds contributed by others in connection with such Traffic Signal. If the respective Traffic Signal is not deemed justified by VDOT with the latter of such Blocks, then the Applicant will make a monetary contribution toward the respective Traffic Signal for later installation by others in the following amounts (as applicable):

(a) Bowman Towne Drive/Fountain Drive: $78,000.
(b) Fountain Drive/Cameron Glen Drive extended: $83,000.
(c) Fountain Drive/Street D: $99,000.
(d) Library Street/New Dominion Parkway: $90,000.

Such amounts represent a fair estimate of the Applicant's proportionate share of the cost of the respective Traffic Signal (such proportionate share being equivalent to the percentage of trips through the respective intersection generated by the proposed Redevelopment on the Application Property in relation to the total number of trips through the respective

intersection). Upon providing such contribution, the Applicant's obligation to construct or in any other manner pay for the respective Traffic Signal will be deemed null and void and this Proffer for Traffic Signals of no further effect with respect to such Traffic Signal. The Applicant's obligations with respect to the Traffic Signals as described in this Proffer are subject to the provisions of Proffer 51 with respect to offsite rights of way and easements and the diligent pursuit of the same. Notwithstanding anything to the contrary, the Applicant will have no obligation to install any Traffic Signal the need for which is justified solely by the development of the Spectrum project but will, upon request by FCDOT, dedicate right-of-way and provide any easements reasonably necessary to accommodate signalization at these locations by others.

(iii) Subject to VDOT and FCDOT approval, the Applicant will install all-way stop controls at (a) Bowman Towne Drive and Library Street, and (b) each of the intersections of the Grid of Streets that are internal to the Application Property except Library Street at Street A (where Street A only will be stop-controlled). Such improvements will be provided with the construction of the respective intersection or prior to issuance of the first RUP or Non-RUP for the Block that establishes the improved intersection, whichever is first.

(iv) Traffic Signal Preemption. Prior to approval of the first site plan for Redevelopment within a Block, the Applicant will contribute $20,000 to the Capital Project entitled "Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction" for use in the installation of emergency vehicle preemption equipment on traffic signals within the Hunter Mill District, as determined by the Fire and Rescue Department. The Applicant shall have no responsibility for the installation or maintenance of the preemption equipment.

D. Reston Area Network Fund. The Applicant will contribute to the County's Reston Road Fund for each residential unit and each square foot of new non-residential square footage actually constructed on the Application Property (exclusive of existing buildings and public uses) in accordance with the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, as amended. Such contribution will be payable on a building by building basis on or before the issuance of the initial non-RUP or RUP for such building. The applicant will receive credit for improvements provided in accordance with the Reston Road Fund Guidelines.

E. Bus Shelters. Bus shelter locations will be evaluated for the Blocks on which a Later PRC Plan has been submitted in consultation with FCDOT and VDOT. The Applicant will construct bus shelters in coordination with FCDOT and VDOT and in conformance with applicable standards concurrent with the installation of the respective adjacent portions of the Final Streetscape. Identified bus shelter locations will be within the landscape amenity panel of the Final Streetscape to the

extent feasible and will not impede convenient access to building entries. Bus shelter locations may necessitate adjustments to on-street parking, street tree locations, and other street furnishings from that shown on the DP/PRC Plan which will be accommodated without the requirement for an amendment to the Applications.

F. Crosswalks. Subject to VDOT approval, the Applicant will provide crosswalks in locations as shown on the DP/PRC Plan concurrent with construction of the adjacent segment of the Grid of Streets, including:

(i) New crosswalks on the east and south legs of the intersection of Baron Cameron Avenue at Town Center Parkway as generally depicted on the DP/PRC Plan will be installed as part of the improvements described in Proffer 26.A.

(ii) Concurrent with the Redevelopment of Block 2, a new crosswalk on the west leg and a relocated crosswalk on the south leg of the Baron Cameron Avenue at the Fountain Drive intersection as generally depicted on the DP/PRC Plan will be installed, including any necessary signal modifications, subject to VDOT approval.

(iii) Concurrent with Redevelopment of the Block that establishes the Library Street connection to New Dominion Parkway, the Applicant will construct/install a crosswalk over New Dominion Parkway as generally depicted on the DP/PRC Plan. Such crosswalk will be incorporated into a signal design plan for the New Dominion Parkway/Library Street intersection, in accordance with Proffer 26.C. In the event signalization is not determined justified by VDOT, the Applicant will install a crosswalk over New Dominion Parkway subject to VDOT review and approval and which may include pedestrian activated equipment necessary to facilitate pedestrian safety in accordance with VDOT criteria.

(iv) Concurrent with the Redevelopment of the Block(s) that establishes each of the Street D connection to Fountain Drive and the Cameron Glen Drive extended connection to Fountain Drive, the Applicant will install crosswalks over Fountain Drive at those locations as generally depicted on the DP/PRC Plan, whether these crosswalks are established in conjunction with signalization as described in Proffer 26.C. or as unsignalized crosswalks, subject to VDOT approval, including any pedestrian signs and safety treatments in accordance with VDOT criteria.

(v) The Applicant's obligations with respect to such crosswalks as described in this Proffer are subject to the provisions of Proffer 51 with respect to offsite rights of way and easements and the diligent pursuit of the same.

(vi) Reference is made to Proffer 26.C. with respect to crosswalks to be provided in connection with intersection controls.

(vii) Curb ramps will be provided at crosswalk locations as required and approved by VDOT.

G. Bicycle Share. The Applicant will provide a location for a bicycle share station to be installed by others in two locations as depicted on the DP/PRC Plan, or in such alternative locations as the Applicant and FCDOT may agree at the time of site plan approval for the respective area. The Applicant will contribute a total of $96,000 toward the fitup of the bicycle share stations.

H. Bicycle Parking. As part of the site plan approval for each new building, the Applicant will designate exterior bicycle parking in accordance with Zoning Ordinance Section 6102 and in consultation with the FCDOT Bicycle Coordinator; and prior to building permit issuance for each new building the Applicant will designate secure bicycle storage locations convenient to the tenants, residents and visitors (as applicable) to such building. Short-term bicycle parking will be publicly accessible and may be located anywhere within the Application Property. Long-term bicycle parking may be private and will be in a secure location such as a bicycle room, parking structure, cage, locker, or other secure parking option consistent with the Fairfax County Bicycle Parking Guidelines and as approved by the FCDOT. The bicycle storage facilities designated on each site plan for residential units will be installed prior to the issuance of the first RUP for that residential building. Those bicycle storage facilities designated on the site plan for a new non-residential building will be installed prior to the issuance of the first Non-RUP for that new building.

I. Congestion Management Plan. The Applicant will prepare and implement a construction congestion management plan, which will include appropriate pedestrian maintenance of traffic plans, during construction through its development/construction manager and the TPM (as defined in Proffer 27), so as to provide safe and efficient pedestrian and vehicle circulation at all times on the Application Property and on the public roadways adjoining the Application Property (each a "Congestion Management Plan"). The Congestion Management Plan will identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordinating construction material deliveries, lane closures, or other construction related activities to minimize disturbance on the surrounding road network. In addition, the TPM will coordinate any adjustments to the TDM Work Plan (as defined in Proffer 27) as necessary to address each Congestion Management Plan.

TRANSPORTATION DEMAND MANAGEMENT

27. Transportation Demand Management. This Proffer sets forth the programmatic elements of a Transportation Demand Management Program (the "TDM Program") that will be

implemented by the Applicant, and/or its successors and assigns, which may include the UOA or other association established for the Property, 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 residents of multi-family buildings and office employees of Redevelopment on the Application Property (the "TDM Target Users"). Notwithstanding anything to the contrary, the requirements of the TDM Program will not apply with respect to employees of existing uses, visitors/customers/patrons/students of new or existing uses, residents of single family units, or to users of the Central Green or the Athletic Field, and none of the foregoing will be considered a TDM Target User.

A. Definitions.

(i) Stabilization. For purposes of this Proffer, "Stabilization" will occur upon the later of one year following issuance of the last initial RUP for a dwelling unit or one year following issuance of the last initial Non-RUP for floor area representing 80% of full occupancy of the final non-residential building to be constructed on the Application Property. "Pre-stabilization" means any time prior to Stabilization.

(ii) Peak Hour. For purposes of this Proffer, the relevant weekday "Peak Hour" will be that 60-minute period during which the highest weekday volume of mainline trips occurs between 7:00 to 9:00 a.m. and 4:00 to 6:00 p.m., as determined by traffic counts conducted at two select locations abutting the Application Property as approved in consultation with FCDOT. To determine the Peak Hour, such counts will be collected beginning on a Monday at 24:00 hours and continuing to the following Thursday at 24:00 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant Peak Hour will be defined in conjunction with each of the trip counts described in this Proffer. The methodology for determining the Peak Hour may be modified subject to approval of FCDOT, but without requiring an amendment to the Applications, in order to respond to technological or other improvements in trip counting.

(iii) Transportation Demand Management Plan. Prior to submission of the first building permit application (core and shell) for the first new building on the Application Property, the Applicant will prepare and submit to FCDOT a Transportation Demand Management Plan, (the "TDM Plan") for Redevelopment on the Application Property. The TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Application 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 this Proffer. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for an amendment to the

Applications provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

(iv) Transportation Management Association. The Applicant will participate in linkRTC for the Redevelopment on the Application Property or otherwise become associated with a new Transportation Management Association ("TMA") should one be established for the area.

B. Trip Reduction Objective. The objective of this TDM Program will be to reduce the vehicle trips generated by TDM Target Users, during weekday Peak Hours, by meeting the percentage vehicle trip reductions as follows: 25% Residential / 35% Office. These trip reduction percentages will be multiplied by the total number of applicable new residential and non-residential vehicle trips that would be expected to be generated by the respective uses constructed on the Application Property as determined by the application of the Institute of Traffic Engineers, 11th Edition, Trip Generation rates or equations (the "ITE Trip Generation"), the product of such equation will be subtracted from the ITE Trip Generation, and the resulting number of trips so determined is referred to herein as the "Maximum Trips After Reduction". For purposes of this calculation, the maximum number of dwelling units or the total GFA of non-residential uses proposed to be constructed in each new building on the Application Property as determined at the time of site plan approval for each building will be applied to the calculation described in the preceding sentence, except that upon site plan approval that includes the final building to be constructed on the Application Property, the number of dwelling units and the total GFA of non-residential uses applied to the calculation described in the preceding sentence will be the greater of (i) the actual number of dwelling units and non-residential GFA on the Application Property (including as proposed by the final site plan), and (ii) 1,172 dwelling units and 673,000 square feet of non-residential GFA.

If through an amendment to the Comprehensive Plan, the Board of Supervisors subsequently adopts a goal for trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer will be adjusted accordingly without requiring an amendment to the Applications.

C. Process of Implementation. The TDM Program will be implemented as follows, subject to modifications, revisions, and supplements to the implementation process as set forth herein as approved by FCDOT (and without requiring an amendment to the Applications).

(i) TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (the "TPM") for the Application Property. The Applicant will appoint the TPM no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Application Property. The TPM's duties may be part of other duties associated with the appointee. The

Applicant will notify FCDOT in writing within ten (10) days of the appointment of the TPM. Thereafter the Applicant will do the same within ten (10) days of any change in such appointment.

(ii) TDM Work Plan, Budgeting, and Reporting. The TPM will prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") and budget ("TDM Budget") no later than 180 days after issuance of the first building permit for the first new building on the Application Property. No later than May 15th of each year thereafter, the TPM will submit a report (the "Annual Report") to FCDOT, which may revise the TDMWP and TDM Budget in order to incorporate any new construction on the Application Property or other changed circumstances. The Annual Report will assess the success of the previous year's program, suggest modifications or enhancements to program elements and establish the TDM Budget to cover the costs of implementation of the TDMWP for the coming year.

The initial TDMWP and TDM Budget and each Annual Report will be reviewed by FCDOT. If FCDOT does not respond with any comments within sixty (60) days after submission, then the Applicant's submission is deemed approved. If FCDOT responds with comments, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of FCDOT's comments. No later than thirty (30) days after the meeting, the TPM will submit such revisions as are discussed and agreed to with FCDOT whereupon FCDOT will then have thirty (30) days to approve the submission. Following approval the Applicant will implement the TDMWP and fund the TDM Budget. In no event will the Applicant be required to fund a TDM Budget greater than $75,000.

(iii) TDM Account. If not previously established, the Applicant, through 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 60 days after approval of the initial TDM Budget. All interest earned on the principal will remain in the TDM Account and will be used by the TPM for TDM purposes. The TDM Account will be funded by the Applicant through the TPM. Funds in the TDM Account will not be utilized for purposes other than to fund TDM strategies/programs or specific infrastructure needs as may be approved in consultation with FCDOT. 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. Prior to the issuance of the first RUP or non-RUP for the first new building, the TPM will establish a separate interest bearing account or subaccount (the "TDM Remedy Fund") with a bank or other

financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund will be made one time on a building by building basis at the rate of $0.20 per gross square foot of applicable non-residential uses and $0.10 per gross square foot of applicable new residential uses on the Application Property. Funding will be provided by the Applicant prior to the issuance of the first initial RUP or Non-RUP for the applicable new building. 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, or subaccount, into which the Applicant, through the TPM, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within Application Property. Such contributions will be made one time on a building by building basis at the rate of $0.02 per gross square foot of applicable new non-residential or new residential use to be constructed on the Application Property and provided prior to the issuance of the first initial RUP or Non-RUP for each new building In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Application Property.

(vi) Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of person surveys and vehicular trip counts of residential and applicable non-residential uses or other such methods as may be reviewed and approved by FCDOT. The results of such counts and surveys will be provided to FCDOT as part of the Annual Report. Counts and surveys will be collected for the Application Property beginning one year following issuance of the final initial RUP or Non-RUP for the first applicable new non-residential or residential building to be constructed on the Application Property. Surveys will be conducted every three (3) years and counts will be conducted annually until the results of three (3) consecutive traffic counts collected upon Stabilization show that the applicable trip reduction goals have been met. Thereafter, surveys and counts will be conducted every five (5) years. Notwithstanding the foregoing, at any time prior to or after Stabilization, FCDOT may suspend or relieve the Applicant of the requirement for annual counts or triennial surveys if conditions warrant.

D. Remedies. If the TDM Program monitoring reveals that the Maximum Trips After Reduction for the Application Property is exceeded, the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDMWP and Annual Report. Such remedial measures will be funded by the TDM 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

There is no requirement to replenish the TDM Remedy Fund at any time. Any funds left in the TDM Remedy Fund will be released to the Applicant once three (3) consecutive annual vehicular trip counts conducted show that the Maximum Trips After Reduction have not been exceeded.

E. Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Trip Counts (pursuant to the methodology set forth in the TDMWP) within 90 days to determine whether in fact such objectives are being met. If any such vehicular trip 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 TDMWP to address the surplus of trips.

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

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

H. Notice to Owners. All owners of the Application 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 the Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program, will be included in all initial and subsequent purchase documents.

I. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the County will thereafter issue the TPM a written notice stating the

TPM has violated the terms of this Proffer and providing the TPM with 60 days within which to cure such violation. If, after such 60-day period, the TPM has not submitted the delinquent report, then the Applicant will be subject to a non-compliance fee of $75.00 per day (up to a maximum $7,500.00) until such time as the report is submitted to FCDOT. Such fees will be payable to the County and will be used for transit, transportation, or congestion management improvements within the vicinity of the Application Property.

J. Existing Uses. Certain components of the TDM Program could benefit tenants/employees of the existing uses on the Application Property. The TPM will make available information on those components to any existing occupied use which is located on Application Property. Such uses will not be subject to monitoring nor will remedies be assessed against those existing uses.

STREETSCAPE

28. Streetscape.

A. Generally. The Applicant will install Streetscape throughout the Application Property as provided in Proffer 25.B.

B. Final Streetscape. Final Streetscape elements include a landscape amenity panel located adjacent to the curb, a sidewalk or shared use path adjacent to the landscape amenity panel, and, where adjacent to a future building, a building zone between the sidewalk or shared use path and the face of the future building. The purpose of the building zone is to allow, as applicable, access to the building, additional landscaping, storefront browsing, outdoor display, outdoor dining, or similar uses adjacent to retail/service uses. Final Streetscape elements may be adjusted at the time of site plan or Later Applications for the Blocks to meet Fire Marshal requirements and to reconcile applicable requirements/recommendations of the Reston Urban Street Standards, the Reston Urban Design Guidelines, and/or other applicable requirements/recommendations governing the Streetscape. Final Streetscape elements may be adjusted at the time of Later Applications for other reasons provided the quality and dimensions of the streetscape are consistent with that shown on the DP/PRC Plan. More specifically, Final Streetscape will be provided for the respective frontages of the Application Property as follows:

(i) The west side of Fountain Drive will be designed with a minimum 10.5-foot-wide landscape amenity panel, with Reston Specific Streetscape, a minimum 10-foot-wide concrete shared use path, and a minimum 4-foot-wide building zone.

(ii) Library Street will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 8-foot-wide sidewalk, and a minimum 4-foot-wide building zone, except along the Central Green where there is no building zone.

(iii) The east side of Town Center Parkway will be designed with a minimum 10.5-foot-wide landscape amenity panel, with Reston Specific Streetscape, a minimum 10-foot-wide concrete shared use path, and a minimum 4-foot-wide building zone. Improvements proposed for the west side of Town Center Parkway are described in Proffer 28.J.

(iv) The south side of Baron Cameron Avenue will be designed with a minimum 12.5-foot-wide landscape amenity panel, with Reston Specific Streetscape, a minimum 10-foot-wide asphalt shared use path, and a minimum 5-foot-wide building zone.

(v) Cameron Glen Drive west of Street C will be designed with a minimum 10-foot-wide landscape amenity panel, with Reston Specific Streetscape, a minimum 8-foot-wide sidewalk, and a minimum 4-foot-wide building zone along the Block 3 frontage. On the south side of Cameron Glen Drive along the Hunter Mill Governmental Center Block frontage, a two-foot concrete pedestrian step-out area, including curb, will be provided within the existing grass buffer only where adjacent to new on-street parking, at the time such parking is installed. No other improvements are proposed in this location. Reference is made to Proffer 41 addressing future Redevelopment of such Block.

(vi) Cameron Glen Drive east of Street C will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 8-foot-wide sidewalk, and a minimum 4-foot-wide building zone, except along the Central Green where there is no building zone.

(vii) The south side of Bowman Towne Drive will be designed with a minimum 10-foot-wide landscape amenity panel, with Reston Specific Streetscape, a minimum 10-foot-wide concrete shared use path, and a minimum 4-foot-wide building zone.

(viii) The north side of Bowman Towne Drive along the Block 5 frontage will be designed with a minimum 8.5-foot-wide landscape amenity panel, a minimum 8-foot-wide sidewalk, and a minimum 4-foot-wide building zone. Along the Hunter Mill Governmental Center Block frontage, the streetscape will transition to a minimum 8-foot-wide sidewalk, a minimum 4-foot-wide buffer / landscape amenity panel, and a minimum 4-foot-wide building zone, to be constructed concurrent with the construction of the Streetscape along the south side of Block 5. Reference is made to Proffer 41 addressing future Redevelopment of such Block. The north side of Bowman Towne Drive along the Block 6 frontage will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 8-foot-wide sidewalk, and a minimum 4-foot-wide building zone.

(ix) Street A will be designed with a minimum 10-foot-wide landscape amenity panel and a minimum 8-foot-wide sidewalk. A minimum 4-foot-wide building zone will be provided where Street A is adjacent to a future building frontage; except along the Central Green where there is no building zone.

(x) Street C will be designed with segment-specific streetscape conditions as follows:

(a) Along each side of Street C adjacent to Block 1, Street C will be designed with a minimum 10-foot-wide landscape amenity panel, without a paved step-out area, a minimum 6-foot-wide sidewalk, and a minimum 4-foot-wide building zone.

(b) Along the west side of Street C adjacent to Block 3, Street C will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 6-foot-wide sidewalk, and a minimum 4-foot-wide building zone. Within the building zone on Block 3, additional paving may be provided to accommodate a widened pedestrian walkway.

(c) Along the east side of Street C adjacent to the Central Green, Street C will be designed with a minimum 10-foot-wide landscape amenity panel and a minimum 8-foot-wide sidewalk, with no building zone required along the Central Green frontage.

(d) Along the east side of Street C adjacent to Block 5, Street C will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 6-foot-wide sidewalk, and a minimum 4-foot-wide building zone.

(e) Along the west side of Street C adjacent to the Hunter Mill Governmental Center between the parking lot entrance and the intersection with Cameron Glen Drive, Street C will be designed with a minimum 8.5-foot-wide landscape amenity panel, a minimum 6-foot-wide sidewalk, and a minimum 4-foot-wide building zone.

(f) Along the west side of Street C adjacent to the Hunter Mill Governmental Center south of the parking lot entrance, no Streetscape will be required, in favor of the proposed modifications to the vehicular circulation pattern in and around the existing fueling station, parking area, and sidewalks, as shown on the DP/PRC Plan.

(xi) The north side of Street D will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 6-foot-wide sidewalk, and a minimum 4-foot-wide building zone. The south side of Street D will be designed with

a minimum 12-foot-wide landscape amenity panel, with Reston Specific Streetscape, a minimum 6-foot-wide sidewalk, and a minimum 4-foot-wide building zone.

(xii) The north side of New Dominion Parkway will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 8-foot-wide sidewalk, and a minimum 4-foot-wide building zone.

(xiii) The east side of Explorer Street will be designed with a minimum 10-foot-wide landscape amenity panel, a minimum 6-foot-wide sidewalk, and a minimum 4-foot-wide building zone.

(xiv) As used in this Proffer 28.B and as shown on the DP/PRC Plan, Reston Specific Streetscape, means randomly spaced street and understory trees. Street trees will be placed thirty (30) to forty (40) feet apart; understory trees ten (10) to fifteen (15) feet apart. Ground cover, shrubs, grasses and perennials will be planted underneath. This applies to any landscape amenity panel dimension that maintains the general planting character and intent of the Reston Specific Streetscape and provides a ten-foot to twelve-foot planting opening.

(xv) Wherever on-street parking is provided, the adjacent landscape amenity panel will include a two-foot paved step-out area adjacent to the curb, measured from the face of curb and including the six-inch curb. Where on-street parking is not provided, no paved step-out area is required within the landscape amenity panel.

(xvi) Building zones as referenced above in this Proffer and as shown on the DP/PRC Plan are applicable only in the context of a future building proposed with a Later PRC Plan. Final dimensions for all building zones will be determined at the time of Later PRC Plans. Building zone widths and other Streetscape dimensions may be modified by the Applicant in connection with building design in order for the ultimate width of the Streetscape to conform to Fire Marshal requirements and to reconcile applicable requirements/recommendations of the Reston Urban Street Standards, the Reston Urban Design Guidelines, and/or other applicable requirements/recommendations governing the Streetscape.

(xvii) Labeled and dimensioned existing conditions on any cross section streetscapes are shown for reference only.

C. Street Trees. Approximate locations for street tree planting sites within the Final Streetscape are shown on the DP/PRC Plan, subject to revision as may be approved on Later Applications or site plans for the Blocks. The Applicant reserves the right to adjust the locations of street trees in the Final Streetscape shown on the DP/PRC Plan to accommodate street lights, driveway entrances, bus stop shelters, clear

zones, utilities, and other similar requirements without requiring an amendment to the Applications provided that applicable tree canopy requirements are met, and where practical the number of streetscape trees is not reduced. The Applicant will retain the services of a certified arborist, Registered Consulting Arborist, or Landscape Architect of record, or their representative, to monitor the design and inspect the planting of the street trees in the Final Streetscape and will comply with the PFM (as the same may be waived or modified by its terms) in connection with tree installation and inspection and will notify the Forest Conservation branch within LDS ("FCON") in writing no later than three business days prior to tree pit construction to allow for County inspection.

D. Non-Invasive Plant Materials. Invasive species, as defined by the Virginia Department of Conservation and Recreation, will not be used within the Streetscape or elsewhere throughout the Redevelopment.

E. Utility Locations. Wet and dry utilities will be installed within the Grid of Streets where feasible and subject to VDOT and utility company approval. Where not feasible or approved by VDOT or the utility company to be located within the Grid of Streets, utilities may be installed within the Streetscape provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as required by the PFM. Adjustments to the type and location of plantings shown on the DP/PRC Plan will be permitted to avoid conflicts with utilities and other site engineering considerations. Later PRC Plans will identify the location of existing utilities and the future placement of utilities on a utility plan designed to minimize visual impacts on the public realm and conflicts with street tree planting. Such utility plans will demonstrate the following:

(i) Maintenance access points to stormwater management facilities and electric vaults beneath the Streetscape will be located outside of the clear pedestrian walkway zone of the Streetscape where feasible.

(ii) If the access points must be located in the walkway zone, they will be designed as a lift out panel with the same paving materials as the walkway (subject to ADA requirements), be flush with the walkway, and meet ADA accessibility requirements.

(iii) In the event that the Applicant installs streets trees in (or within 5 feet of) a stormwater easement that contains pipes, the Applicant will provide a root protection fabric, such as a biobarrier or equivalent, around the utilities within the tree planting areas or pits, which the Applicant will note on each site plan where such condition exists.

(iv) Above-grade electrical transformers for the respective building will be screened or otherwise positioned to minimize visual impacts to the public realm and, if practical, located within service areas.

(v) Gas meters and pressure reducers will be screened or otherwise positions to minimize visual impacts to the public realm.

(vi) Above-grade utility equipment and valves serving the respective building will be located within building zones where practical.

The placement of building serving utility infrastructure within or beneath the landscape amenity panel will be avoided where practical.

F. Sight Distance Considerations. Sight distances and anticipated road design speeds will be depicted on Later Applications for each of the Blocks to demonstrate that the locations of all proposed street trees are viable. Street trees within sight distance limits will be limbed up to eight (8) feet. In the event VDOT does not approve the tree locations and an alternate location is not reasonably able to be accomplished, the Applicant may remove the affected street tree from the site plan without the need for the issuance of a minor modification approval by DPD and without an amendment to the Applications. Any street tree so removed must also be removed from tree canopy calculations.

G. Streetscape Furnishings, Materials and Lighting. The Final Streetscape may include unit pavers, concrete sidewalks, seat walls, tree space edging, lighting, traffic signal poles, benches, trash receptacles and other hardscape elements. All proposed on-site outdoor lighting (roadway and pedestrian) within the Application Property will comply with the Outdoor Lighting Standards of Section 5109 of the Zoning Ordinance, as may be amended. Roadway lighting will use Trika MAXI fixtures, approved for Reston by Fairfax County and Dominion Energy, or, if different, the current (at the time of site plan) standard for Reston as determined by Fairfax County and Dominion Energy. Streetscape lighting may be provided through building mounted lights and/or light poles within the Streetscape. If light poles are to be used for Streetscape lighting, then priority will be given to the use of Trika Post Top fixtures, approved for Reston by Fairfax County and Dominion Energy, or, if different, the current (at the time of site plan) standard for Reston as determined by Fairfax County and Dominion Energy; provided, however that such fixtures are able to be co-located on street light poles. If Trika Post Top fixtures are not able to be so co-located, then an alternative fixture that is able to be so co-located may be used. All other lighting will utilize full cut-off, low-intensity or recessed lighting with directionally shielded fixtures. The same or similar street lights will be used consistently throughout the Application Property.

H. Maintenance. The Applicant will maintain, repair, and as necessary replace in-kind all landscaped amenity panel elements within the Application Property, including:

(i) All plantings including trees, shrubs, perennials, and annuals;
(ii) All associated irrigation elements;
(iii) All hard surfaces;
(iv) All streetscape furnishings including benches, bicycle racks, trash and recycling receptacles, and non-standard structures;
(v) Any non-VDOT lighting poles, brackets and fixtures;
(vi) All non-VDOT standard sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads, and control boxes;
(vii) Snow removal;
(viii) Leaf removal;

(ix) Trash, recycling, and litter removal;
(x) Decorative retaining walls;
(xi) Special drainage features, such a Low Impact Design facilities; and
(xii) All urban park amenities including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art.

The maintenance obligations of this Proffer 28.H may be superseded by an alternative maintenance agreement, such as a business improvement district or partnership with others, entered into upon written agreement of both the County and the Applicant without the requirement to amend the Applications. In such event, this Proffer 28.H will be of no further force or effect.

I. Interim Streetscape.

(i) Generally. Where, if at all, the Applicant Redevelops a Block in phases, the Applicant will provide for Interim Streetscape consistent with the standards of this Proffer 28.I around the portion of the Block that is not then subject to Redevelopment. Due to the size of the Application Property and the time anticipated for its build-out, it is anticipated that phased Redevelopment will result in Interim Streetscape conditions.

(ii) Standards. Interim Streetscape is comprised of concrete sidewalks or, as the Applicant may elect, asphalt trails the same width of the sidewalks in the corresponding Final Streetscape section, a grass planting strip the same width of the landscape amenity panel in the corresponding Final Streetscape, and street lighting. In other words, the Interim Streetscape will match the Final Streetscape dimensionally, but materials and elements will differ between the two conditions as (A) Interim Streetscape will not include (i) street trees, landscaping, or stormwater management facilities within the landscape amenity panel, or (ii) furnishings within the streetscape, and (B) Interim Streetscape may include asphalt trails instead of concrete sidewalks. Notwithstanding the foregoing, the Interim Central Green (as defined in Proffer 31.A.) will include concrete sidewalks, not asphalt trails.

J. Streetscape Along Parcel 3F. Subject to VDOT approval, the Applicant will construct a minimum five (5) foot wide sidewalk along the Parcel 3F frontage on Town Center Parkway by reducing the width of the existing planting strip east of the existing sidewalk in such location. The Applicant will coordinate with VDOT at the time of site plan to minimize the reduction in the existing planting strip provided that the Applicant will not be required to extend the sidewalk westward from its exiting location if such westward extension would require tree removal or the installation of retaining walls, guardrails, or other such measures. Such improvements will be completed prior to the issuance of the first RUP or Non-RUP for the earlier of (i) the first new building constructed on Block 1, or (ii) the first building constructed on the second of Blocks 2, 4, and 6 to Redevelop. The

Applicant will include with such improvement an ADA bus pad at the existing bus stop within the area of the existing planting strip between the sidewalk and the curb.

URBAN PARKS, OPEN SPACE, ATHLETIC FIELD, and RECREATIONAL FACILITIES

29. Urban Parks - General. As shown on the DP/PRC Plan, the provision of the Central Green in its interim and final condition satisfies urban parkland contributions for the Application Property as proposed by the Applications. Accordingly, Later Applications will not be required to provide for or contribute toward additional urban parks within the Blocks (provided Later Applications do not propose to increase the maximum number of residential units or the maximum amount of non-residential GFA shown on the Development Tabulations), although the Applicant may elect to do so.

30. Open Space – General. As shown on the DP/PRC Plan, the provision of (i) the Central Green in its interim and final condition, (ii) the Final Streetscape, and (iii) the Tree Save Areas on Blocks 3 and 4, on Parcel 3F, and on the Hunter Mill Governmental Center Block, will fully satisfy all recommendations and requirements for the Application Property to provide open space, including publicly accessible parks and open space areas. Accordingly, Later Applications will not be required to provide additional open space within the Blocks in order to satisfy minimum open space requirements or recommendations for the Application Property. Notwithstanding the foregoing, the Applicant may provide for additional open space within some or all of the Blocks (as will be depicted in Later Applications) in order to create an appropriate sense of place and an attractive project.

31. Central Green. Concurrent with Redevelopment on the first of Blocks 1 – 6 , the Applicant will provide the approximately 3.6 acre central open space area identified on the DP/PRC Plan as the "Central Green". The Applicant may construct the improvements shown on the DP/PRC Plan to occur within the Central Green in phases.

A. Interim Condition. The Applicant anticipates constructing the Central Green first in an interim condition as shown on Sheet L-6.10 of the DP/PRC Plan (the "Interim Central Green").

(i) Elements. The Interim Central Green will include: lawn areas, plantings, a network of pedestrian pathways, seating, lights, and other improvements (including any interim or final stormwater management or other utility improvements to be installed therein). Additional or substitute elements to those listed above may be approved at the time of site plan provided such facilities result in an equivalent or enhanced quality as determined by the Applicant in consultation with FCPA. The final design of the Interim Central Green will designate accessibility improvements as required by the ADA. The Applicant will consider providing time and space within the Interim Central Green for sponsored farmers' markets and other similar events.

(ii) Timing of Dedication and Construction. The Interim Central Green will be dedicated to the Fairfax County Board of Supervisors at the time of bond release for the site plan approved for the Interim Central Green, if not sooner. Improvements to the Interim Central Green will be constructed prior to the issuance of the first RUP or Non-RUP for the first building constructed on Blocks 1 – 6. A public access easement will be granted over the Interim Central Green at the time of dedication, if not sooner. The form of any such public access easement will provide, among other things, for the maintenance of the Interim Central Green and the later construction and installation of the features to be installed within the Final Central Green and will be subject to review and approval by OCA.

(iii) Ownership and Maintenance. The Applicant intends that the Interim Central Green will remain owned by the Fairfax County Board of Supervisors. Maintenance of the Interim Central Green will be the responsibility of the Applicant or the UOA. The Interim Central Green will not be used for construction staging in support of Redevelopment within other Blocks.

B. Final Condition. The final condition of the Central Green is shown on Sheet L-3.10 of the DP/PRC Plan (the "Final Central Green").

(i) Elements. The Final Central Green will include:

(a) an event plaza where outdoor events could occur (identified as programming element # 2 on Sheet L-3.10 of the DP/PRC Plan);

(b) an adjacent event lawn (common green) to allow the Central Green to accommodate even larger events, while also serving a stand-alone role as a place for outdoor activity (identified as programming element # 1 on Sheet L-3.10 of the DP/PRC Plan);

(c) smaller, open lawn areas (identified as programming elements # 5 on Sheet L-3.10 of the DP/PRC Plan);

(d) a variety of shaded spaces, including shaded seating areas (identified as programming elements # 3 and 4 on Sheet L-3.10 of the DP/PRC Plan);

(e) a play area meeting Consumer Product Safety Commission ("CPSC") guidelines, as applicable, and with respect to features of the play area that are not applicable to CPSC guidelines, if any, having been reviewed and approved by a Certified Playground Safety Inspector (identified as programming element # 6 on Sheet L-3.10 of the DP/PRC Plan);

(f) an opportunity for public art (identified as "potential location for public art" on Sheet L-3.10 of the DP/PRC Plan);

(g) a series of walkways shaded by landscaping, benches, and bicycle racks;

(h) public restroom facilities with a drinking fountain (identified as programming element # 7 on Sheet L-3.10 of the DP/PRC Plan);

(i) a location for a bicycle sharing station or other facility (identified as programming element # 13 on Sheet L-3.10 of the DP/PRC Plan);

(j) a bioretention facility (identified as programming element # 10 on Sheet L-3.10 of the DP/PRC Plan); and

(k) lighting and signs.

Additional or substitute elements to those listed above may be approved at the time of site plan provided such facilities result in an equivalent or enhanced quality as determined by the Applicant in consultation with FCPA. The final design of the Final Central Green will designate accessibility improvements as required by the ADA. The Applicant will consider providing time and space within the Interim Central Green for sponsored farmers' markets and other similar events.

(ii) Timing of Construction. Improvements to the Final Central Green will be completed prior to the issuance of the first RUP or Non-RUP for the earlier of (i) the second building constructed on Block 5, or (ii) the first new building constructed on the second of Blocks 2, 4, and 6 to Redevelop. The Applicant reserves the right to advance the timing of construction/installation of any of the elements identified to be provided in the Final Central Green.

(iii) Ownership and Maintenance. The Applicant intends that the Final Central Green will remain publicly owned and may, as determined by the FCBOS Applicant and if acceptable to FCPA, be dedicated by the Fairfax County Board of Supervisors to FCPA following construction of the improvements to the Final Central Green. The final design of the Final Central Green will be presented to FCPA at the time of site plan to inform the determination whether FCPA would be willing to accept the Final Central Green in the condition proposed by the Applicant and subject to the reservation of necessary easement rights. The Applicant will cooperate with FCPA to make adjustments in the final design of the Final Central Green to facilitated FCPA's acceptance; provided, however, that the Applicant will not be required to make adjustments that would, in the reasonable determination of the Applicant, diminish the quality of the Final Central Green. The maintenance obligations of the Final Central Green will be determined, and

set forth in an agreement with the applicable parties, in connection with the determination by the FCBOS Applicant as to the entity that will own and operate the Final Central Green. If necessary prior to the completion of the Final Central Green, the public access easement granted in connection with the Interim Central Green will be amended/restated in a form subject to approval by OCA to address changed conditions with respect to the Final Central Green.

C. Modifications. The Applicant will construct the Central Green in substantial conformance with the concepts and locations thereof depicted on the DP/PRC Plan and as further described in these Proffers, provided that such areas and the elements described herein may be adjusted, modified, reconfigured, or replaced at the time of site plan as determined by the Applicant in consultation with FCPA to allow for final engineering and design considerations without requiring an amendment to the Applications.

D. Stormwater and Utility Infrastructure. The Applicant reserves the right to install stormwater management infrastructure, public and private utilities, and other improvements below grade within the Central Green and to reserve appropriate easements and other rights therefor at no cost. The Applicant will design and locate access points and other above grade components of such infrastructure to minimize impacts to the surface improvements within the Central Green and the intended function and use of the various components of the Central Green. The entity responsible for stormwater and utility infrastructure maintenance, access, and repairs will be responsible for repairing any damage it causes to the Central Green resulting from such activities.

32. Parcel 3F. The approximately 2.31 acre Parcel 3F will remain in its existing condition. Parcel 3F may remain in public ownership or may be transferred to the Applicant's successor UOA or other private entity. In any event, Parcel 3F will remain open and accessible to the general public (subject to closure for special events, maintenance and repair, for security/safety purposes, and pursuant to typical rules and regulations consistently applied), and if Parcel 3F becomes privately owned the Applicant will record public access easements to that effect subject to approval by OCA.

33. Athletic Field. Subject to approval of applicable Later Applications, Block 7 is anticipated to be Redeveloped with a U-13 size soccer field (or similar athletic field of a size and type to be determined by the Applicant in consultation with FCPA and the Hunter Mill Supervisor, together with related amenities/facilities (the "Athletic Field"). The Applicant will be responsible for processing Later Applications for Block 7 and for the development and operation of the Athletic Field. Block 7 will remain publicly owned and may, as determined by the FCBOS Applicant, be later dedicated to FCPA. The Applicant expects to develop the athletic field once Block 7 is no longer required to support parking on an interim basis for other Blocks and funding for the athletic field is available. The Athletic Field and the Public Recreation Facility (as defined in Proffer 34) will fully satisfy all recommendations and requirements for the Application Property to provide for or

contribute toward athletic fields and other recreational facilities. Accordingly, Later Applications will not be required to provide for or contribute toward athletic fields or other recreational facilities (provided Later Applications do not propose to increase the maximum number of residential units or the maximum amount of non-residential GFA shown on the Development Tabulations).

34. Public Recreational Facility. Block 8 will remain publicly owned and will be dedicated by the FCBOS Applicant to FCPA upon such time as the FCBOS Applicant and FCPA may later agree. Subject to approval of applicable Later Applications, Block 8 is anticipated to be Redeveloped by FCPA as a public recreational facility (the "Public Recreation Facility"). The Athletic Field and the Public Recreation Facility will fully satisfy all recommendations and requirements for the Application Property to provide for or contribute toward athletic fields and other recreational facilities (provided Later Applications do not propose to increase the maximum number of residential units or the maximum amount of non-residential GFA shown on the Development Tabulations).

35. Private Amenities and Recreational Facilities for Residents. The Applicant will provide on-site recreational facilities for future residents of the Property within Blocks constructed with residential uses, at a minimum to the extent required by the Zoning Ordinance. Recreational facilities such as rooftop amenities and pool facilities may be separately designated for the residents of the individual residential buildings; or, more common facilities such as a business or fitness center may be shared between them. At the time of building plan review, the Applicant will demonstrate that the value of such recreational facilities are equivalent to a minimum of $2,400 per non-ADU residential unit for that phase. In the event it is demonstrated that the proposed facilities do not have sufficient value, prior to the issuance of the first RUP for the respective building, the Applicant will contribute funds in the amount needed to achieve the overall proffered amount of $2,400 per non-ADU residential unit in the respective phase to FCPA for off-site recreational facilities and/or athletic field improvements intended to serve the residents of the Hunter Mill District.

FINAL LANDSCAPE

36. Final Landscape.

A. Final Landscape Plans. The DP/PRC Plan includes a landscape plan for the Central Green (interim and final conditions) and Final Streetscape consisting of an overall plan and details illustrating the improvements to be made within such spaces. Later PRC Plans will include landscape plans for landscaped areas to be provided within each of the Blocks. As part of site plan submissions for the improvements to be constructed and installed in the Central Green (interim and final conditions) and the Final Streetscape, and in connection with Redevelopment within the Blocks that is approved by Later Applications, the Applicant will submit to FCON for review and approval detailed landscape plans that, as applicable, are in substantial conformance with the quantity and quality of landscaping trees (but not necessarily shrubs and ground cover) shown on the DP/PRC Plan for such spaces, and will

include, among other things, information regarding areas to be irrigated, design details for tree wells (including, as applicable, urban bio-retention tree pits), and tree spacing. These details will include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures. Tree species and planting locations may be modified by the Applicant in conjunction with site plan submissions and as part of final engineering and building design, provided that the quantity and quality of landscaping trees shown on the DP/PRC Plan, and, as applicable, on Later PRC Plans, is maintained.

B. Landscape Planting Pre-Installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plans, the Applicant will coordinate a pre-installation meeting on the site with the landscape contractor, FCON staff, and any additional appropriate parties. Any proposed changes to tree planting locations, tree planting sizes, and species substitutions shown on the approved plans will be reviewed and must be approved by FCON staff prior to planting.

C. Soil Remediation. Soil in all planting areas will 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 to at least 24 inches in tree planting areas, to at least 18 inches in shrub and groundcover planting areas, and to at least 6 inches in turf grass and seeded meadow areas, and the addition of organic matter on top of the soil. The Applicant will provide notes and details specifying how the soil will be restored for the establishment and long-term survival of trees for review by FCON.

D. New Utility Locations. New utilities may be placed within open space areas provided that the long-term health of trees is ensured by the provision of sufficient soil volume, as well as the protection of utility infrastructure. In the event the Applicant installs street trees within five (5) feet of a stormwater easement that contains pipes, the Applicant will provide root protection fabric, such as a biobarrier or equivalent, around the utilities within the tree planting areas or pits, which the Applicant will note on each site plan where such condition exists. Adjustments to the type and location of trees will be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, trees shown on the DP/PRC Plan or on Later PRC Plans are in conflict with existing or proposed utilities and alternative locations for such trees satisfactory to FCON cannot be accommodated following consultation with FCON, the Applicant may delete such trees without the need for the issuance of a minor modification approval by DPD and without an amendment to the Applications provided the minimum tree canopy requirements can still be met and such trees are relocated elsewhere on the Application Property. The limitations of this Proffer 36.D do not apply to existing utilities or improvements to the same.

E. Reserved.

F. Fire Marshal. If determined during site plan review and approval that tree locations conflict with Fire Marshal access comments, the Applicant will make efforts to gain approval of said trees by making minor adjustments to their locations or by removing their lower branches. However, in the event the Fire Marshal does not approve such tree locations, the Applicant will be permitted to relocate those tree locations in consultation with FCON but without the need for the issuance of a minor modification approval by DPD and without an amendment to the Applications.

G. Street Trees in Right of Way. Any trees shown in the VDOT right of way on the DP/PRC Plan or on a Later PRC Plan are subject to approval by VDOT, and the Applicant will not be required to plant any such trees that VDOT does not approve or that impact utilities in the right of way. The Applicant will work with VDOT to create a maintenance agreement to ensure any such approved trees are provided and maintained by the Applicant.

OTHER PUBLIC FACILITIES

37. Reston Regional Library. Subject to approval of applicable Later Applications, Block 3 is anticipated to be Redeveloped with the Reston Regional Library and related amenities/facilities.

38. Embry Rucker Shelter. Subject to approval of applicable Later Applications, a portion of Block 5 is anticipated to be Redeveloped with the Embry Rucker Shelter and related amenities/facilities.

39. North County Health and Human Services Center. Subject to approval of applicable Later Applications, a portion of Block 5 is anticipated to be Redeveloped with the North County Health and Human Services Center and related amenities/facilities.

40. RTCN Public School. Subject to approval of applicable Later Applications, Block 1 is anticipated to be Redeveloped with a public school and related amenities/facilities.

41. Hunter Mill Governmental Center. The DP/PRC Plan depicts and carries forward the approval of the existing Hunter Mill Governmental Center, which was previously approved by PRC 74-2-113-02. Sheets A-1A, A-1B, and A-1C of the DP/PRC Plan carry forward sheets 11, 12 and 13 from the PRC plan approved in connection with PRC 74-2-113-02. The DP/PRC Plan depicts proposed modifications to the vehicular circulation pattern in and around the existing fueling station, parking area, and sidewalks as PRC Approved Elements which the Applicant may implement subject to site plan / public improvement plan approval (as applicable) and without requiring a Later Application. Such proposed modifications may include the removal of existing parking spaces. Any parking spaces that are removed will be replaced in connection with Redevelopment on another County-owned Block. Otherwise, the Applicants do not propose Redevelopment of the Hunter Mill

Governmental Center Block. Later Applications will be required for any additional future Redevelopment of the Hunter Mill Governmental Center Block.

42. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on January 7, 2003, prior to issuance of the first RUP for each residential building constructed on the Application Property, the Applicant will contribute funds (at an assumed rate of 0.108 students per high rise multifamily dwelling unit, 0.357 students per low rise multifamily dwelling unit, and 0.467 per single family attached dwelling unit designated on the respective site plan for such building multiplied by $14,956.00 per student generated) to the Board of Supervisors for transfer to the Fairfax County School Board (the "FCSB") to be utilized for capital improvements and capacity enhancements to schools in the Reston area that serve the Application Property. The contributions will be determined on a building by building basis and based on the actual number of units constructed. The contribution is not required and will not be applied to any age-restricted dwelling units. Following approval of the Applications and prior to the Applicant's payment of the amount(s) 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 Redevelopment to reflect the then-current (i.e. at the time of site plan approval) ratio and/or contribution. Prior to the commencement of construction for a Block on which residential development will occur, the Applicant will notify the Fairfax County Public Schools Office of Facilities Planning Services of the intended construction and anticipated completion date for the respective buildings.

43. Public Art. Prior to site plan / public improvement plan approval (as applicable) for the improvements to be constructed and installed in the Final Central Green, the Applicant will coordinate with Public Art – Reston to obtain its recommendations regarding options for the Applicant's provision of public art within the Final Central Green, the type of such public art to be provided, and the location of the public art within the Final Central Green. Following such consultation, the Applicant will incorporate public art on the site plan / public improvement plan (as applicable) for the improvements to be constructed and installed in the Final Central Green, with the Applicant making the final selection of the public art to be incorporated, and, subject to site plan approval, install such public art concurrent with the construction and installation of the final improvements within the Final Central Green, in satisfaction of all obligations of the Property to provide public art.

STORMWATER MANAGEMENT

44. Stormwater Management.

A. All phases of Redevelopment on the Application Property will meet or exceed PFM requirements for stormwater management, including the provision of stormwater detention (quantity control) for the 1-, 2- and 10-year, 24 hour storm events and water quality for "development" on "prior developed lands" for purposes of the Virginia Runoff Reduction Method ("VRRM").

B. In addition, when considered over the entirety of the Application Property upon full buildout, Redevelopment on the Application Property (i) will provide for a reduction of the peak runoff rate for the 2-year, 24 hour storm event of at least 20%, or use the Energy Balance method to reduce the peak runoff rate from the site for the 2-year, 24 hour storm event to that of a good forested condition per the County Stormwater Management Ordinance, and (ii) will be considered "new development" for purposes of the VRRM such that the total phosphorus load is no greater than that which would be required for "new development". These additional criteria (i.e. those in excess of PFM requirements as described in Proffer 44.A) will be met over the Application Property as a whole at full buildout, with the Applicant reserving the right for any phase of Redevelopment (i) to defer meeting such additional criteria until a later phase and (ii) to modify the VRRM spreadsheet as shown on the DP/PRC Plan to meet these additional criteria.

C. The following criteria will be applied toward the requirements of this Proffer 44: (i) impervious area existing on the Application Property as of 2017 (the year the Applications were initially submitted) will be considered as pre-existing development, and (ii) the existing pond located on Parcel 3F will be utilized to meet stormwater detention requirements for the 2- and 10-year, 24 hour storm events to the extent that (a) the impervious area of the drainage area to the existing pond does not exceed its original design intent, and (b) utilizing the existing pond for such purposes complies with applicable portions of Article 4 of the Stormwater Management Ordinance relevant to 2 and 10 year detention.

D. The Applicant will demonstrate on the respective site plans or public improvement plans (as applicable) pertaining to Redevelopment on the Application Property on-site stormwater management measures designed to control the quantity and quality of stormwater runoff from the Application Property in substantial conformance with that shown on the DP/PRC Plan and, as applicable, on Later Applications. The Applicant will provide stormwater detention facilities, Best Management Practices ("BMP") facilities, and/or Low Impact Development ("LID") facilities in an appropriate system per the requirements of the PFM, which may include intensive and extensive green roofs, tree box filters, bio-retention areas, permeable pavers/hardscape, infiltration measures, and stormwater reuse for landscape irrigation and air conditioning unit makeup water. The specific stormwater management facilities will be identified at the time of each such site plan approval and approved by LDS. Notwithstanding anything to the contrary, the Applicant reserves the right to construct and install stormwater management and BMP facilities in phases, concurrent with the Redevelopment of the Application Property provided that at least one (1) LID facility will be installed with the Redevelopment of each of the Blocks.

E. Maintenance Responsibility.

(i) Prior to the initial site plan approval for each new building or other improvements within the Application Property, the Applicant will execute

an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the stormwater management facilities to be delivered with such building or other improvements and shown on that site plan ("SWM Facilities"). The SWM Agreement will require the Applicant (or its successor UOA) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided in the approved site plan and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of LDS, provided LDS requests such a maintenance report. The SWM Agreement also will address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

(ii) The Applicant will locate dumpsters and trash compacters in a manner to minimize the potential for trash to flow into stormwater inlets. The Applicant will regularly monitor dumpsters and trash compactors to ensure they are covered and properly maintained.

F. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or any of their designee, issue new or additional stormwater management regulations affecting the Application Property, the Applicant will have the right to accommodate necessary changes to its stormwater management designs without the need for an amendment to the Applications, provided such stormwater management changes do not materially affect the limits of clearing and grading, building locations, or road layouts and otherwise are in substantial conformance with the DP/PRC Plan.

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

45. Sanitary Sewer. In connection with the site plan submitted for Redevelopment of the first of the Blocks, the Applicant will conduct a detailed sanitary sewer capacity analysis in coordination with the Fairfax County Wastewater Planning & Monitoring Division ("WPMD") of the existing sanitary sewer infrastructure serving the Application Property to determine if capacity enhancements are or will be needed to serve Redevelopment of the Application Property to the extent reflected in the Development Tabulations. If the analysis demonstrates that improvements to receiving downstream sanitary sewers are necessary in order to accommodate the additional flow generated by the additional uses proposed by Redevelopment of the Application Property, then the Applicant will design and construct the necessary sanitary sewer improvements identified in such analysis prior to the issuance of the first RUP or Non-RUP within the Application Property to be issued in connection

with Redevelopment that triggers such improvement. To the extent sanitary sewer improvements are constructed by the Applicant, the Applicant will be eligible for 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 Sewer Facilities and the Fairfax County Sanitary Sewer Reimbursement Summary.

PARKING

46. Parking and Loading. Upon build-out of the Application Property, the Applicant will provide minimum parking and loading in accordance with Article 6 of the Zoning Ordinance and/or in accordance with applicable parking reductions or shared parking agreements pursuant to Proffer 46.F. below. The Applicant reserves the right to provide parking at different rates as may be permitted by a future amendment to the Zoning Ordinance. Specific parking and loading ratios/counts will be addressed in Later Applications once specific uses and buildings are proposed for the Blocks. Parking and loading will be provided in phases concurrent with Redevelopment of the respective Blocks. The Applicant reserves the right to provide more parking than the minimum required as shown on the DP/PRC Plan provided the layout of the buildings and other improvements and open space shown on the DP/PRC Plan are not materially affected and the maximum height of buildings is not exceeded.

A. Parking Ratios. As changes in the mix of uses and/or residential unit types may result in more or less parking than shown on the DP/PRC Plan or in a Later Application, the exact number of parking spaces to be provided for each building or Block will be refined with each site plan approval for that building or Block. The Applicant will submit with each Later Application and site plan a running tabulation of the parking spaces constructed on the Application Property. Parking tabulations and parking spaces shown on the DP/PRC Plan or on any Later Application are illustrative for the purposes of showing how parking may be provided, and such tabulations and depictions of parking spaces will not be construed to establish the minimum or maximum parking to be provided.

B. Unbundled Residential Parking. To discourage vehicle trips and promote transit usage, the Applicant will consider unbundling residential parking spaces from each lease or unit purchase agreement, such that each tenant or purchaser may rent/purchaser a unit without having to lease/secure a parking space. The Applicant reserves the right to bundle residential parking spaces with leases/sales in the event it is demonstrated that residents with vehicles are parking in surrounding neighborhoods instead of paying for a parking space within the project.

C. Phasing. The Applicant may provide more or less parking than required by the Zoning Ordinance (and/or as shown on the DP/PRC Plan or any Later Application) for the uses established on any Block so long as the minimum parking spaces required by the Zoning Ordinance are achieved when Redevelopment of the Application Property is complete.

D. On-Street Parking. On-street parking may be provided on the internal Grid of Streets, as well as Bowman Towne Drive, so long as such spaces are striped and meet the dimensional requirements of the PFM, and may count toward required parking under the Zoning Ordinance subject to approval of any necessary waivers and/or modifications. Parking on private streets may be restricted through appropriate signs or such other means, including by meters, as determined appropriate by the Applicant. On-street parking spaces along any private streets and future public streets prior to dedication that otherwise are not required to satisfy the parking requirements may be used as temporary or short term parking, car-sharing parking and/or similar uses. The Applicant may relocate or remove on-street parking shown on the DP/PRC Plan without need for an amendment to the Applications and without requiring approval of a minor modification, provided the applicable streetscape section is not reduced.

E. On-Street Short-Term Loading and Service Vehicle Parking. As part of site plan approval for each Block and/or building that includes on-street parking on the adjacent roadway, the Applicant will designate at least one (1) standard-size parking space near the front door of each building for use as a short-term, loading or service vehicle parking space during the hours of 7:00 a.m. to 5:00 p.m..

F. Shared Parking and Parking Reductions. The Applicant reserves the right to enter into one or more shared parking agreement(s) and/or pursue parking adjustments(s) for the Application Property.

NOISE ATTENUATION

47. Noise Attenuation.

A. If determined necessary by DPD, prior to (a) Later PRC Plan approval for a new building, and (b) site plan approval for the Central Green in its final condition, the Applicant will submit a traffic noise analysis to the Chief of the EDRB of DPD identifying any areas of the respective building(s) or Central Green with projected traffic noise greater than a day-night averaged noise level ("Ldn") of 65 decibels ("dBA"). Such analysis will take into consideration Redevelopment phasing (i.e., which buildings may, or may not, have be constructed), and how that may affect noise impacts. The Applicant will reduce the interior day-night average sound level ("DNL") to no more 45 dBA for new residential buildings and 50 dBA for new office buildings on the Application Property, and the Applicant will consider outdoor noise mitigation for the Central Green if projected noise levels exceed 65 dBA Ldn. At the time of building plan application for the full shell building permit for any impacted building, the Applicant will submit to the Chief of the EDRB for approval, and to LDS for information only, a refined acoustical study prepared by a qualified acoustical consultant (the "Indoor Noise Study") addressing indoor noise levels, including Redevelopment phasing, proposed noise attenuation measures, and proposed materials to ensure compliance with the interior DNL limit of 45 dBA or 50 dBA, as appropriate. The Applicant will not obtain full-shell

building permits until the Chief of the EDRB has approved the applicable Indoor Noise Study.

B. Notification of Exterior Noise Levels. In the event that exterior balconies on residential buildings are anticipated to be exposed to exterior noise levels in excess of 65 dBA, the Applicant will notify the potential tenants or purchasers of such residential units, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, which is the policy established by Fairfax County for outdoor recreation in residential areas impacted by high noise levels.

LIMITS OF DISTURBANCE AND TREE PRESERVATION

48. Limits of Clearing and Grading. The Applicant will substantially conform to the limits of clearing and grading as shown on the DP/PRC Plan and on Later PRC Plans. Modifications to clearing limits shown on the DP/PRC Plan and on Later PRC Plans and will be permitted in response to final design or to allow for the installation of fences, signs, utilities, trails and other such improvements, including final road and streetscape locations, without requiring approval of an amendment to the Applications, provided such modifications are determined to be minor modifications by the Zoning Administrator.

49. Tree Preservation.

A. Generally. The Applicant will meet or exceed the Fairfax County 10-year Tree Canopy Requirements in effect as of the date of approval of the Applications through a combination of on-site tree preservation and replanting. As part of that effort, the Applicant will meet or exceed the on-site Tree Preservation Target for the Application Property. The requisite tree canopy calculations are set forth on the DP/PRC Plan. Since Redevelopment details for the interior of the Blocks are unknown at this time, the DP/PRC Plan calculations cannot include specifics for the amount of tree preservation or replanting that will occur in connection with Redevelopment within the interior of the Blocks. Modifications to the calculations shown on the DP/PRC Plan may be provided based on final design without requiring an amendment to the Applications so long as the minimum tree preservation target and tree canopy requirements are met. Tree canopy requirements and tree preservation targets will be satisfied taking into consideration the entirety of the Application Property and are not required to be satisfied on a Block by Block or phase by phase basis.

B. Tree Inventory and Condition Analysis: The Applicant will submit a Tree Inventory and Condition Analysis as part of site plans for Redevelopment that includes the clearing and grading of previously undisturbed areas of the Application Property and that call for areas of tree preservation to remain, including the areas identified on the DP/PRC Plan as "APPROX. TREE SAVE AREA" on Blocks 3 and 4 and on the Hunter Mill Governmental Center Block, as well as any additional tree preservation areas that may be identified at the time of Later Applications or site plan. Such Tree Inventory and Condition Analysis will be limited to a thirty-

five (35) foot wide area adjacent to the limits of clearing and grading shown on the respective site plan (e.g., ten (10) feet interior to the limits of clearing and grading and twenty-five (25) feet exterior to the limits of clearing and grading). The Tree Inventory and Condition Analysis will be prepared by a Certified Arborist, Registered Consulting Arborist, or Landscape Architect of record, or their representative (in whichever event, a "Project Arborist"), and will include elements of PFM § 12-0507 applicable to the project site.

(i) Invasive Plant Species Management: In connection with the Tree Inventory and Condition Analysis, the Project Arborist will provide an Invasive Plant Species Management Plan specifying the common and scientific name of invasive species found within the area subject to the Tree Inventory and Condition Analysis and proposing the efforts to manage, control and dispose of invasive plants within such area.

C. Tree Preservation Plan: The Applicant will submit a Tree Preservation Plan and Narrative as part of its site plan submissions for Redevelopment that includes the clearing and grading of previously undisturbed areas of the Application Property and that call for areas of tree preservation to remain, including the areas identified on the DP/PRC Plan as "APPROX. TREE SAVE AREA" on Blocks 3 and 4 and on the Hunter Mill Governmental Center Block, as well as any additional tree preservation areas that may be identified at the time of Later Applications or site plan. Such Tree Preservation Plan will be limited to the area of the Tree Inventory and Condition Analysis (as provided in Proffer 49.B. above). The Tree Preservation Plan will be prepared by the Project Arborist, and will include elements of PFM § 12-0507 applicable to the project site.

D. Pre-construction Meeting: Prior to the pre-construction meeting the Applicant will have the approved limits of clearing and grading flagged with a continuous line of flagging. The Project Arborist will attend the pre-construction meeting to review the limits of clearing and grading with a FCON representative to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation or to increase the survivability of trees at the limits of clearing and grading without materially affecting the Applicant's proposed construction. Such adjustments will be recorded by the Project Arborist and tree protection fencing (as provided in Proffer 49.E. below) will be implemented under the Project Arborist's supervision based on these adjustments.

E. Tree Protection Fencing: The Applicant will provide tree protection fencing consisting of either (i) four-foot high welded wire attached to six-foot steel posts driven 18 inches into the ground and space no further than 10 feet apart, or (ii) super silt fence.

F. Tree Preservation Measures: Tree preservation measures will be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets of the respective site plans and on Tree Preservation Plans (as provided in Proffer 49.C.

above). Tree preservation measures may include the following, among other things: root pruning, crown pruning, mulching, watering, etc. Tree Preservation Plans will specify how preservation measures will be implemented. Tree preservation activities will be completed during implementation of Phase 1 of the Erosion and Sediment Control Plans.

G. Site Monitoring: The Project Arborist will be present on site during the implementation of the Tree Preservation Measures (as provided in Proffer 49.F. above) and the installation of Phase 1 Erosion and Sediment Control measures. During implementation of Phase 2 Erosion and Sediment Control Plan, the Project Arborist will visit the site on a regular basis to monitor tree preservation measures and ensure that activities are conducted as identified in the Tree Preservation Plan. The Project Arborist will document its site visits and submit reports of the same to FCON. A monitoring schedule for the Project Arborist will be described and detailed in the Tree Preservation Plan.

MISCELLANEOUS

50. Timing Consideration. Notwithstanding the time limitations set forth in these Proffers, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required transportation, traffic signal, publicly accessible park areas, or other proffered improvements have been delayed (including due to an inability to secure necessary permission for utility relocations and/or VDOT approval for traffic signals, necessary easements, site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).

51. Offsite Improvements. The Applicant will use diligent good-faith efforts to acquire, and if successful, dedicate off-site right-of-way and easements necessary to implement offsite improvements described in these Proffers. In connection therewith the Applicant will offer fair market value for such rights-of-way and easements. The Applicant will provide written documentation of its good faith efforts to FCDOT upon request. In the event such off-site right-of-way and/or easements cannot be acquired voluntarily, and Fairfax County elects not to condemn for such right-of-way and/or easements, the Applicant will, subject to review and approval by FCDOT and prior to issuance of the building permit for the Building triggering the particular improvement, escrow funds with LDS in an amount equal to the cost of implementing the respective improvement, including the cost of right-of-way and/or easement acquisition (based on fair market value) and utility relocation. Such funds will be for use by Fairfax County and/or VDOT to complete such improvement in the future. Upon making such contribution, the Applicant will be relieved of its obligation to complete the respective improvement.

52. Advanced Density/Intensity Credit. Advanced density/intensity credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

53. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of these Proffers violates any Federal, State or other local law, then the offending portion of these Proffers will be deemed null and void and no longer in effect. All remaining conditions of these proffers will remain in full force and effect.

54. Severability/Future Applications. Any portion of the Application Property may be the subject of a rezoning, special exception, special permit, comprehensive sign plan, variance, PRC Plan or amendment, PRC development plan or amendment, proffered condition amendment, or other zoning action without the joinder or consent of the owner (or other interested party) of other portions of the Application Property, provided that such application complies with applicable law, including any agreements among the owners of the Application Property. Previously approved proffered conditions or development conditions applicable to a particular portion of the Application Property that are not the subject of such an application will remain in full force and effect.

55. Adjustment in Contribution Amounts. All monetary contributions specified in these Proffers, except with respect to Proffer 42 (Public Schools) will adjust (up or down) on a yearly basis from the base month of January 2026 and change effective each January 1st thereafter, as permitted by Virginia Code. Ann. § 15.2-2303.3.

56. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns.

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

[SIGNATURES BEGIN ON THE NEXT PAGE]

APPLICANT/TITLE OWNER
Tax Map 17-1 ((1)) 14B, 14C, 14D, 3F, 12, and 13

BOARD OF SUPERVISORS FOR COUNTY OF FAIRFAX, VIRGINIA, a political subdivision of the Commonwealth of Virginia

By: _____
Name: Bryan J. Hill
Its: County Executive

APPLICANT/TITLE OWNER
Tax Map 17-1 ((1)) 14A, 14E, and 14F

INOVA HEALTH CARE SERVICES

By: _____
Name: Rick Talento
Its: Chief Financial Officer

[SIGNATURES END]

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