County of Fairfax, Virginia
Planning Commission Meeting
September 9, 2026
Planning Commission Action

RZ-2025-PR-00001 AND PCA-74-7-047-4 – B9 SEQUOIA PROSPERITY OWNER LLC AND PM HOMES ASSOCIATES LLC
(Providence District)

PLANNING COMMISSION RECOMMENDATIONS:
On September 9, 2026, the Planning Commission voted 8-0-1 (Commissioners Batchelor-Causey, Bennett and J. Thomas were absent from the meeting. Commissioner P. Thomas abstained from the vote.) to recommend to the Board of Supervisors approval of the following actions:

- PCA-74-7-047-4;
- RZ-2025-PR-00001 and its accompanying Conceptual Development Plan, subject to proffers consistent with those dated August 14, 2026;
- Adoption of the proposed ordinance amending the Zoning Ordinance, reflecting approval of these applications;
- Modification to allow for a parapet wall, cornice, or similar projection to exceed the established height limit by more than three feet but not more than 12 feet;
- Modification of the 200-foot setback from the I-66 right-of-way as shown on the CDP;
- Waiver of the 200-square foot privacy yard requirement for the single-family attached dwelling units;
- Waiver to allow private streets in excess of the maximum length of 600 feet as shown on the CDP;
- Waiver to allow private streets less than 24 feet in width as shown on the CDP;
- Modification of the transitional screening and barrier requirements to that shown in the CDP;
- Modification of the additional standards for secondary uses in the PDH-16 District to allow the interim uses as proffered; and
- Modification of the additional standards for secondary uses in the PRM District to allow the proffered interim secondary uses to exceed 50 percent of the total gross floor.

ATTACHED DOCUMENTS:
Proffers Dated August 14, 2026

MJ

PROFFERS

PROSPERITY BUSINESS CENTER

RZ 2025-PR-00001

August 14, 2026

Pursuant to Va. Code Ann. § 15.2-2303 (A) and subsection 8101.2.C of the Zoning Ordinance of Fairfax County, Virginia (the "Zoning Ordinance"), B9 Sequoia Property Owner LLC and B9 Sequoia Prosperity Land LLC, as the owners, for themselves and their successors and assigns (collectively, the "Owner"), and PM Homes Associates LLC, as the contract purchaser and applicant for itself and its successors and assigns ("Purchaser") (collectively, the Owner and Purchaser are the "Applicant" for the purposes of these Proffers), hereby proffer that the development of the property identified as Tax Map 49-1 ((19)) A, C, D, E2, F1, F2, F3, F4, G, H, 1, 2, 3, and 4 (collectively, the "Property") will be in accordance with the following conditions ("Proffers") if, and only if, the Fairfax County Board of Supervisors (the "Board") approves RZ 2025-PR-00001 to rezone the Property from the I-4 Zoning District to the PRM and PDH-16 Zoning Districts. If accepted, these Proffers will replace and supersede any previous proffers approved on the Property. In the event the Application is denied by the Board, these Proffers will be null and void and of no further force and effect.

GENERAL

1. Substantial Conformance. Development of the Property will be in substantial conformance with certain elements of the Conceptual Development Plan ("CDP") entitled "Prosperity Business Center," prepared by VIKA Virginia LLC and Design Collective, dated October 27, 2025, and revised through August 14, 2026, (the "CDP"), and as may be further modified by these Proffers.

2. Proffered Elements. The proffered elements of the Development Plan are limited to the grid of streets, general location of the buildings, site access points, minimum and maximum building heights, the minimum and maximum gross floor area ("GFA") of each use, the minimum and maximum dwelling units, the general quality and character of the streetscape, and the minimum amount, general quality, character and location of the park and open spaces, (the "Proffered Elements"). Only a future amendment to such Proffered Elements will require a subsequent Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). Other elements of the Development Plan may be adjusted or modified with approval of future Final Development Plans ("FDPs") or Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in subsection 8100.2.E(2) of the Zoning Ordinance. The Applicant reserves the right to revise the amount of parking to be provided as shown the CDP based on approved parking reductions, or a change in the proposed development, if otherwise permitted by the Zoning Ordinance.

3. Minor Modifications. Pursuant to subsection 8100.5 of the Zoning Ordinance, the Applicant may make minor modifications and/or minor variations to the CDP and Proffered Elements when such modifications and/or variations are determined to be in substantial conformance with the Proffered Elements and these Proffers as determined by the Fairfax County Zoning Administrator (the "Zoning Administrator").

4. Existing Development and Permitted Interim Uses.

A. Nonconforming Uses and Structures. The Property is developed with 12 existing office buildings with associated structured parking garages and surface parking lots (collectively, the "Existing Development"). The Existing Development is shown on Sheets C-04 through C-04C of the CDP. Given that the proposed development is anticipated to occur in phases over time as shown on the CDP and discussed in these proffers, the individual buildings and associated parking that comprise the Existing Development may remain in operation in their current form until such time as the applicable phase is developed pursuant to subsection 8104.1 of the Zoning Ordinance. In the event that only a portion of the Property is redeveloped subject to an approved FDP and site plan, the buildings and uses on portions of the Property not subject to the FDP may continue to be occupied and remain in operation as nonconforming uses subject to the provisions in subsection 8104.1 of the Zoning Ordinance. The existing buildings may not be expanded or enlarged, however, the Applicant may secure building permits to allow interior and exterior non-structural improvements to existing buildings within the Existing Development without the need for a CDPA or FDP.

B, Permitted Interim Secondary Uses. In addition to the existing nonconforming uses and structures that may remain in accordance with subsection 8104.1 of the Zoning Ordinance as stated above, the existing buildings on the Property as depicted on Sheet C-03C of the CDP may be occupied by the following permitted Secondary Uses in the PDH-16 and PRM Districts until such time as the applicable phase is developed, subject to compliance with applicable use-specific standards set forth in the Zoning Ordinance:

i. On the portions of the Property zoned PDH-16, permitted Secondary Uses for the existing buildings are limited to the following: Adult Day Support Center; Specialized Instruction Center; Medical Care Facility; Catering; Restaurant; Restaurant, Carryout; Financial Institution; Office; Business Service; Commercial Recreation, Indoor; Health and Exercise Facility, Small; Retail Sales, General; and Small-Scale Production Establishment.

ii. On the portions of the Property zoned PRM, permitted Secondary Uses for the existing building are limited to the following: Adult Day Support Center; Specialized Instruction Center; Medical Care Facility; Catering;

Restaurant; Restaurant, Carryout; Financial Institution; Office; Business Service; Commercial Recreation, Indoor; Health and Exercise Facility, Small; Retail Sales, General; and Small-Scale Production Establishment.

5. Proposed Development. As depicted on Sheets C-03A and C-03B of the CDP, the Property is divided into five separate Landbays, identified as Landbays A through E. Landbays A and D are to be zoned to the PDH-16 District, and Landbays B, C and E are to be zoned to the PRM District. The CDP includes two development options, identified as Options 1 and 2. The proposed development will be consistent with the development tabulations for Option 1 or 2, whichever is selected at the Applicant's sole discretion, as provided on Sheet 3 of the CDP (the "Development Tabulations").

   A. Option 1 will include up to 2,781,470 square feet of GFA, consisting of up to 1,698 residential dwelling units.

   B. Option 2 will include up to 2,876,442 square feet of GFA, consisting of up to 1,900 residential dwelling units.

6. Ground Floor Non-Residential Uses. Regardless of which development option is selected, the proposed development will include no less than 5,000 square feet of ground floor non-residential use. The required non-residential use will be located on the ground floor of the multifamily building identified as Block 4.1 in Option 1, or Block 4.2B in Option 2, and will be oriented to Prosperity Avenue. The non-residential space will feature a minimum floor-to-floor height of 16 feet, and the façade of the non-residential space will feature architectural elements to activate the streetscape that may include, but are not limited to, canopies, overhangs, exterior doors, storefront glazing, and signage. Notwithstanding what is depicted on the CDP, the final location and configuration of the ground floor non-residential space will be refined at the time of FDP. The permitted non-residential uses include all non-residential uses permitted in the PRM Zoning District, except for the following:

   A. Community Swim, Tennis, and Recreation Club
   B. Airport
   C. Helipad
   D. Transit Facility
   E. Solar Power Facility
   F. Utility Facility, Light
   G. Kennel
   H. Hotel or Motel
   I. Commercial Recreation, Outdoor
   J. Golf Course or Country Club
   K. Stadium or Arena
   L. Garden Center

M. Vehicle Sales, Rental, and Service
N. Vehicle Transportation Service

7. Special Exception/Special Permit Uses. Uses allowed by Special Exception ("SE") or Special Permit ("SP") in the PRM or PDH-16 zoning districts may be permitted on the Property without the need for a PCA or a CDPA, provided they are authorized through a separate requisite SE or SP process and are in substantial conformance with these Proffers and the CDP.

8. Square Footage/Unit Transfer. The square footage and the number of units within each Landbay will be established at time of FDP and may be adjusted up or down from the square footages depicted on the CDP provided: (a) the reallocated square footage or number of units can be accommodated within the maximum building heights for each Landbay utilizing the reallocated square footage as shown on the Development Plan; (b) the maximum number of dwelling units on the Property is not exceeded; (c) the maximum square footage for the Property is not exceeded; (d) the minimum amount, character and quality of the overall open space on the Property is not reduced; (e) the building envelopes are generally consistent with those shown on the Development Plan; (f) the proposed development is otherwise in substantial conformance with these Proffers and the Development Plan, as applicable; and (g) FDPs or FDPAs for the applicable phase/block(s) utilizing the reallocated square footage are approved by Fairfax County.

9. Development Phasing. The Applicant anticipates that redevelopment of the Property will occur in phases over time. The Applicant will construct streets, infrastructure, pedestrian improvements, publicly accessible parks and facilities, and private amenities on the Property as depicted on the CDP in conjunction with the development of each Block/Building as generally shown on the phasing plans provided on Sheets C-17A through C-17F of the CDP (collectively, the "Phasing Plan") and as further described in these Proffers. Development of any phase may proceed in any order provided that any proffered improvements that apply to any such phase are provided or otherwise addressed with the development of that phase. Adjustments to the Phasing Plan may be approved by the Zoning Administrator without the need for a PCA, CDPA, or FDPA provided that any such adjustments do not materially adversely affect other phases.

10. Final Development Plans. All FDPs for the Property will be in substantial conformance with the Development Plan and these Proffers. FDPs approved for individual Landbays or phases on the Property will establish the approximate GFA for each phase, the minimum and maximum number of residential units, and the mix of uses within the limits established by these Proffers and the CDP. In addition, the following information will be provided with each FDP:

A. Tabulations. A running tabulation indicating the development status of the Property will be provided with each FDP and site plan submitted for the Property.

The tabulation will include a listing of all existing and proposed buildings, along with the GFA, uses, number of dwelling units, number of Affordable Dwelling Units ("ADUs"), as applicable, and/or Workforce Dwelling Units ("WDUs"), tree canopy and tree preservation calculations, and stormwater management approved on the FDP and site plan as may be applicable. The tabulation will identify the reassignment of any excess units or GFA by use between other phases on the Property (as compared with what was originally shown on the CDP) and will be updated with each subsequent FDP and site plan approved for the Property;

B. Functional Drawings/Sight Distance. Functional drawings to include proposed right-of-way lines associated with existing and proposed public streets and sight distance lines at all intersections overlaid on the Landscape Plan (defined below) as further defined in these Proffers;

C. Utilities. Approximate location of existing and proposed utilities to serve the area of the FDP overlaid on the Landscape Plan as further defined in these Proffers;

D. Proposed Uses. A list of proposed uses and demonstration of how such uses meet the applicable "Use Standards" of subsection 4102 of the Zoning Ordinance;

E. Architectural Elements/Building Heights. Information on building materials, building heights, architectural massing and fenestration, and specific features designed to activate the streetscapes as further defined in these Proffers;

F. Streetscape. A graphic depiction of, and any adjustments to, the activated streetscape elements as well as submission of a "Streetscape Furnishing and Materials Plan" as further defined in these Proffers, as well as a commitment to pedestrian-level/scale street lighting;

G. Garage Treatments. Proposed parking garage façade treatments as further defined in these Proffers;

H. Loading/Trash/Service Area Treatment. The location and treatment of proposed loading/trash/service areas to demonstrate that such elements are designed and/or located to minimize visual impacts along Prosperity Avenue;

I. Interim Conditions. Identification of specific proposed interim conditions within the FDP area and outside the FDP area to ensure such conditions provide reasonable pedestrian connections, vehicular circulation, temporary streetscaping, landscaping, park, and amenity treatments;

J. Phasing. Identification of specific proposed phased improvements in accordance with those generally set forth on the Phasing Plan as further defined in these Proffers;

K. Parking Spaces. Refinement of the location and number of parking spaces for uses proposed with the FDP;

L. Provisions for Bicycles. Information on bicycle parking, storage, and bicycle lane dimensions as further described in these Proffers;

M. Bus Shelters. Details of any proposed bus shelter locations and designs;

N. Parks and Recreation. Specific details on publicly accessible park and recreational facilities for the area shown on the FDP as further described in these Proffers;

O. Residential Amenities. Details on private facilities and amenities to be provided for residential uses in the area of the FDP as further described in these Proffers;

P. Stormwater Management. Identification of specific stormwater management facilities as further described in these Proffers;

Q. Retaining Walls/Fencing. Identification of the height and materials of proposed retaining walls, fencing, screening or barriers as further described in these Proffers; and

R. ADU/WDU. Identify which units will be ADUs or WDUs to ensure that units are provided in each phase and integrated and dispersed throughout the entire development.

11. Sales/Leasing Trailers. The Applicant reserves the right to establish construction and sales/leasing trailers on the Property on an interim basis, the location of which will be identified on the site plan.

12. Signage. Signage for the Property will be provided in accordance with the requirements of Article 7 of the Zoning Ordinance. The Applicant reserves the right to pursue a SE for signage in the future. Such SE will not require an amendment to the Development Plan.

13. Declarations/Owners Associations. The Applicant will cause the recordation of an umbrella owners' association ("UOA") or the equivalent in the form of one or more reciprocal easement, joint maintenance, and/or joint development agreements and other governance documents as necessary dealing with the governance of maintenance and operation of the Property (collectively referred to as the "Governance Documents"). Such Governance Documents will be prepared, be legally effective and recorded prior to the

issuance of the first Non-Residential Use Permit ("Non-RUP") or Residential Use Permit ("RUP") for the second phase to be constructed on the Property. The Governance Documents will specify the various proffer and maintenance obligations set forth in these Proffers, including, but not necessarily limited to, the maintenance of certain streets, sidewalks and streetscapes, and site amenities such as, but not limited to, the publicly accessible park areas, stormwater facilities, retaining walls, noise attenuation measures, and landscaping.

BUILDING AND SITE DESIGN

14. Maximum Building Heights. The maximum building heights for the proposed buildings on the Property are identified in the Development Tabulations. The final height for each building may be refined at the time of FDP and site plan, but will not exceed the maximum building heights shown in the CDP.

15. Building Architecture and Design. As the time of FDP, the Applicant will demonstrate that the architectural treatment and design of all buildings on the Property will create human scale design through the use of unifying elements such as materials, textures, color, window treatments, detailing, lighting, and landscaping as depicted in the CDP. Architectural design will be in general conformance with the conceptual elevations of the proposed single-family attached dwellings and precedent images of the proposed multifamily buildings included in the CDP, however, building materials and architectural details will be established at the time of final design. The precedent images provided on the CDP are intended to illustrate the general character, scale, type and quality of building materials of the proposed multifamily buildings, and the relationship of the ground floor nonresidential space to the public realm. Detailed architectural elevations including building materials will be provided with the FDP for each phase. Final building locations, dimensions, height, and unit type designations will be established at the time of site plan.

16. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will include one or more bird-friendly design elements, as determined by the Applicant, in the architectural plans for each new multifamily building to be constructed on the Property. The bird-friendly design elements may include, but not be limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination in commercial buildings, the use of decoys, and division of glass swaths. These elements will be identified in the building permit submission set. Upon the issuance of a building permit for each multifamily building, the provisions of this proffer will be deemed satisfied as to such building.

17. Parking Structure Design. New above-grade parking structures which are visible to the public, not including single-family attached garages or garage façades that face a limited

access interstate highway, will incorporate screening, landscaping and/or public art/feature walls, or architectural treatments at the street level so as to provide a pleasant and attractive design/experience along the streetscape and to complement the residential mixed-use character of the proposed development. Notwithstanding what is shown on the CDP, the Applicant reserves the right to install solar panels, community gardens, and/or similar elements on the top level of the structured parking garages at the time of FDP for the multifamily buildings and provided that such elements do not result in an increase in the maximum building height shown on the CDP. In addition, one or more of the following techniques, selected at the Applicant's discretion, will be employed to screen garage areas above the street level:

A. Continuation of the general façade detailing of the building above down to the ground level;

B. Application of a variety of architectural screening materials that may include, but not be limited to, metal framing systems with inserted panels of wire mesh, paint, plaster/stucco over framing, metal, glass, natural vegetation or other materials, and precast concrete or masonry enhancements and spandrels designed to minimize views into the garage;

C. Landscaping features; and/or

D. Installation of murals or other artwork on the façades.

18. Retaining Walls. The anticipated location of any proposed new retaining walls constructed on the Property in excess of three-feet in height, will be shown on each FDP, with modifications permitted subject to final engineering at time of site plan. Any retaining wall located less than 15-feet from the Resource Protection Area/Environmental Quality Corridor ("RPA/EQC") will be a fill wall constructed in a manner that minimizes potential impacts to the RPA/EQC to the extent feasible. Details of retaining walls and proposed building materials will be provided at the time of FDP. If railings are required, they will be installed in compliance with all relevant code requirements.

19. Transition to Existing Industrial Uses. In order to establish a transition between the proposed single-family attached residential dwellings and the existing light industrial uses to the east, the Applicant will install a six-foot-tall board on board fence along the eastern property line, and will install landscaping to the extent feasible in the areas identified on the CDP. Details of the fence will be provided at the time of FDP. The Applicant will diligently pursue permission from the owners of the adjacent industrial parcels to replace the existing wooden fence that runs along the eastern property line. If the Applicant is unable to secure the permissions necessary to replace the existing fence, the six-foot-tall

board on board fence will be installed on the Property. The board on board fence and landscaping required by this proffer will be installed in phases.

20. Streetscape Elements. Subject to approval by VDOT as applicable, the Applicant will install streetscape improvements with each phase as depicted on the CDP and in accordance with the conditions described in these Proffers. Streetscape elements may be adjusted at the time of FDP and site plan review, and individual phases may have slight variations, provided the quality of the streetscape is consistent with that shown on the CDP.

21. Streetscape Furnishings and Materials. Unified and high-quality streetscape materials will be provided on the Property and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting (including pedestrian-level street lighting), traffic signal poles, benches, trash receptacles and other hardscape elements (jointly, "Pedestrian Realm Elements"). A Streetscape Furnishing and Materials Plan will be provided as part of all FDPs. These plans will include general product information and approximate locations of Pedestrian Realm Elements to be located in the streetscape between the building face and the curb, and in other public realm open spaces.

A. Maintenance. The Applicant, the UOA, or assigned sub-association, as appropriate, will maintain and replace in-kind all Pedestrian Realm Elements within the Property. The pedestrian realm includes all areas between the back of curb and the back of the sidewalk, including landscape amenity panels, bio-retention facilities, and sidewalks, whether located within the public right-of-way or on private land with public access easements. Maintenance commitments include, but are not limited to:

i. All plantings including trees, shrubs, perennials, and annuals;

ii. All associated irrigation elements;

iii. All hard surfaces;

iv. All streetscape furnishings including benches, bike racks, trash and recycling receptacles and non-standard structures;

v. All lighting fixtures, poles and brackets;

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 and structural retaining walls; and

xi. All urban park amenities including, but not limited to, horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art.

ENVIRONMENTAL

22. Sustainable Design. In order to promote energy conservation and green building techniques, all new buildings on the Property will be constructed to achieve one of the following programs, or an alternative third-party certification as approved by the Environmental Branch ("EB") of the Department of Planning and Development ("DPD"). Selection of one of the following certification methods, or an alternative, will be within the Applicant's sole discretion at time of site plan submission for each phase:

A. LEED For Multifamily Residential Buildings.

i. If the Applicant selects the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design rating system for any multifamily residential building, then the Applicant will include, as part of the site plan/subdivision plan submission and building plan submission for that multifamily residential building, a list of specific credits within the most current version of the LEED rating system that the Applicant anticipates attaining. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the multifamily residential buildings.

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

iii. Prior to building permit approval for each multifamily residential building, the Applicant will post, for that multifamily residential building, a "Green Building Escrow," in the form of cash, performance bond or a letter of credit from a financial institution acceptable to the Fairfax County Department of Public Works and Environmental Services ("DPWES") as defined in the Public Facilities Manual ("PFM"), in the amount of $2.00 per square feet of GFA. 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 rating system. The provision to the EB of documentation from the USBGC that the multifamily residential building has attained LEED certification will be sufficient to satisfy this commitment.

iv. Prior to building plan approval for each phase, the Applicant will designate DPZEDRB@fairfaxcounty.gov as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

v. The Green Building Escrow for the multifamily buildings will be released in accordance with the following:

1. If prior to bond extension, reduction or final bond release for the applicable multifamily residential building, whichever occurs first, the Applicant provides to EB documentation demonstrating that LEED certification for such multifamily residential building has not been attained but that the multifamily residential building has been determined by the USGBC to fall within three points of attainment of LEED certification, 50 percent of the green building escrow for that multifamily residential building will be released to the Applicant; the other 50 percent will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. 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. However, the documentation will be provided prior to the final bond release.

2. If prior to the bond extension, reduction or final bond release for the applicable multifamily residential building, whichever occurs

first, the Applicant fails to provide documentation to EB demonstrating attainment of LEED certification or demonstrating that such multifamily residential building has fallen short of LEED certification by three points or more, the entirety of the escrow for that multifamily 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 above, the Applicant may choose to pursue a certification higher than LEED Certified for any multifamily residential building, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits can meet at least the minimum number of credits necessary to attain LEED Silver certification for that multifamily residential building. Prior to building plan approval for the applicable multifamily residential building, the Applicant will submit documentation from the LEED-AP that will demonstrate that the multifamily 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 multifamily 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 multifamily residential building but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant will, prior to the issuance of the building permit for such multifamily residential building, post an escrow identical to the one described above. This escrow will be released upon submission of the documentation to EB from the USGBC demonstrating that such multifamily residential building is anticipated to attain a sufficient number of credits to attain LEED certification.

vii. As an alternative to the actions outlined above, if applicable and if the project meets the eligibility criteria for the rating system, the Applicant may select, subject to EB approval, an alternate residential rating system for the proposed multifamily buildings, such as EarthCraft, Energy Star

Qualified Homes, or the National Green Building Standard (NGBS) using the ENERGY STAR Qualified Homes path for energy performance that may be implemented without an escrow. If one of the residential rating systems listed herein is selected as an alternative to the previous paragraphs, the Applicant will note the selected system and provide a completed checklist of the anticipated options to be pursued for the specified rating system at the time of building plan review. The Applicant will provide documentation to EB prior to the issuance of the first RUP for each building that certification is process and on track. The Applicant will demonstrate attainment of the selected certification from a rater recognized through the selected program prior to bond extension, reduction or final bond release of each building site, whichever occurs first. If the certification is still in process at the time of application for bond extension or reduction, which given the construction timelines associated with the proposed development there is the potential for multiple bond extensions or reductions prior to the proposed development's completion, the time frame 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 must be provided prior to the final bond release for the applicable building site.

B. LEED for Single-Family Attached Dwellings.

i. If the Applicant selects the USGBC Leadership in Energy and Environmental Design for Homes ("LEED® for Homes) rating system for the single-family attached dwellings, then the Applicant will pursue LEED certification under the most recent version of the LEED for Homes rating system, or other applicable LEED rating system as determined in consultation with the EB, in effect at the time the Applicant registers the proposed development with the USGBC. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version of the LEED® NC rating system that the Applicant anticipates attaining for the proposed development. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the proposed development.

ii. The Applicant will include a LEED®-accredited professional ("LEED-AP") as a member of the design team. The LEED-AP will also be a professional engineer or licensed architect, and will work with the design team to incorporate sustainable design elements and innovative technologies into the proposed development with a goal of having the

project attain LEED certification. At the time of site plan submission for the proposed development, the Applicant will provide documentation to the EB demonstrating compliance with the commitment to engage such a professional.

iii. Prior to building permit approval for each phase, the Applicant will post a "green building escrow," in the form of cash, a performance bond, or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of $2.00 per square foot of GFA. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification, by the USGBC, under the applicable version of the USGBC's LEED® NC rating system. The provision to the EB of documentation from the USGBC that the proposed development has attained LEED certification will be sufficient to satisfy this commitment.

iv. Prior to building plan approval for each phase, the Applicant will designate DPZEDRB@fairfaxcounty.gov as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

v. The Green Building Escrow for the proposed development will be released in accordance with the following:

1. If prior to bond extension, reduction or final bond release for the proposed development, whichever occurs first, the Applicant provides to EB documentation demonstrating that LEED certification for the proposed development has not been attained but that the proposed development has been determined by the USGBC to fall within three points of attainment of LEED certification, 50 percent of the green building escrow for the proposed development will be released to the Applicant; the other 50 percent will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. 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 reduction. However, the documentation will be provided prior to the final bond release.

2. If prior to the bond extension, reduction or final bond release for the proposed development, whichever occurs first, the Applicant fails to provide documentation to EB demonstrating attainment of LEED certification or demonstrating that the proposed development has fallen short of LEED certification by three points or more, the entirety of the escrow 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.

C. National Green Building Standard. If the Applicant selects the NGBS for the single-family attached dwellings, the Applicant will seek certification of each single-family attached dwelling unit in accordance with the most recent version of the NGBS rating system using the Energy Star Qualified Homes path for energy performance, as demonstrated through documentation submitted to the Department of Land Development Services ("LDS") and EB from a home energy rater certified through the Home Innovation Research Labs that demonstrates that each dwelling unit has met all requirements pertaining to NGBS Certification prior to the issuance of the RUP for each unit. The Applicant must provide the final NGBS and EnergyStar certificates for each dwelling unit prior to bond release.

D. EarthCraft. If the Applicant selects EarthCraft certification for the single-family attached dwelling units in accordance with the EarthCraft House or Multifamily program, the Applicant must provide documentation to LDS and DPD demonstrating that the project has attained EarthCraft certification prior to the issuance of the RUP for each dwelling unit. If certification is still in process at the time of RUP issuance, then the Applicant must provide documentation from the EarthCraft project manager demonstrating that the project has been registered, completed final inspection, and has met the requirements to EarthCraft Certification prior to RUP issuance for each dwelling unit. The Applicant thereafter must provide documentation to LDS and EB demonstrating that certification for the proposed development has been obtained prior to bond release.

E. Alternative Program. Where the Applicant has provided evidence sufficient for EB to find that an alternative green building program administered by an independent third party or a proprietary program has demonstrated equivalence to another independent third party rating system, other than the foregoing programs, and that such alternative program will ensure that equivalent environmental and energy

efficiency will be achieved in the project, the Zoning Administrator may approve the use of such alternative program, subject to such conditions as may be reasonably necessary to ensure that the alternative program will achieve the goals of this proffer.

23. Resource Protection Area ("RPA") and Environmental Quality Corridor ("EQC"). In order to provide an integrated and environmentally sensitive transition between the RPA and EQC and the developed portions of the Property, the Applicant will strictly conform to the limits of clearing and grading identified on the CDP along the portion of the Property that abuts the Long Branch Stream Valley to the west. In addition, the Applicant will prepare and submit an RPA/EQC protection plan concurrent with site plan for each phase of development that abuts the Long Branch Stream Valley to the west for review and approval by Forest Conservation Branch ("FCON"). The RPA/EQC protection plan will include: the use of super silt fence immediately adjacent to the RPA/EQC during clearing, grading, and construction activities; the provision of new plantings along the limits of the RPA/EQC, to the extent feasible; and the removal and management of invasive species along the limits of disturbance in accordance with Proffer 35.

24. Electric Vehicle Charging Infrastructure.

A. Concurrent with the first site plan submission for each multifamily building, the Applicant must designate at least 2% of the garage parking spaces for each multifamily building to be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional at prior to the issuance of a RUP or Non-RUP. In addition, prior to the issuance of a RUP or Non-RUP, the Applicant will install conduit and ensure that power capacity is available to accommodate the future installation of vehicle charging stations for an additional 3% of the garage spaces for each multifamily building. Nothing contained in this proffer will preclude the Applicant from providing a higher percentage of recharging stations if desired.

B. The Applicant will provide each initial purchaser of the single-family attached dwelling units the option for the Applicant to install, at the initial purchaser's expense, utility rough-ins necessary for the purchaser to install a universal electric vehicle charging station.

25. Noise Mitigation.

A. All residential units on the Property must employ construction measures designed to ensure that interior noise is mitigated to levels that do not exceed a maximum of DNL 45 dBA from transportation sources. Construction measures must be in accordance with the recommendations made in the "Prosperity Merrifield

Transportation Noise Analysis" report prepared by Phoenix Noise & Vibration, LLC, dated December 19, 2024, as revised on March, 16, 2026.

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

C. The Applicant will notify potential tenants or purchasers of individual residential units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, as may be applicable.

D. At the time of FDP for each phase of the proposed development that includes outdoor recreation elements along Prosperity Avenue and Hilltop Road in areas that are impacted by transportation noise in excess of 65 dBA as depicted on Sheets C-18 and C-18A of the CDP, the Applicant will coordinate with the Fairfax County Park Authority ("FCPA") and the EB of DPD to address transportation noise impacts by providing no more than two noise attenuating features in each impacted area such as landscaped berms approximately one-foot to three-feet in height, resonant noise creating features that may include tall grasses, crushed gravel, wind chimes, focal elements that produce ambient noise, and/or other design or programmatic elements.

STORMWATER MANAGEMENT

26. Stormwater Management. Subject to the approval of LDS, the Applicant must implement a stormwater management ("SWM") and best management practices ("BMP") plan to control the quantity and quality of stormwater runoff from the Property. No offsite nutrient credits are permitted. As part of the site plan submitted for each phase of development on the Property, the Applicant will demonstrate that the proposed development will meet applicable PFM requirements for stormwater quantity and quality in effect at the time of approval of this application. Stormwater detention facilities, BMP facilities, and/or low impact development ("LID") facilities will be provided in accordance with PFM requirements as conceptually shown on the CDP. The type and quantity of SWM/BMPs shown on the CDP are conceptual in nature and are only provided to indicate the types of facilities that may be provided to meet the minimum requirements, subject to refinement and final design at the time of FDP and site plan. The Applicant will implement on-site SWM/BMP techniques to control the quantity and quality of stormwater runoff from the

Property in accordance with all federal, state, and county regulations and standards in effect at the time of site plan approval for the Property.

LANDSCAPING

27. Conceptual Landscape Plan. Landscaping will be provided in substantial conformance with the conceptual landscape plan for the Property provided on the CDP (the "Conceptual Landscape Plan"), which illustrates the overall plan regarding plantings, streetscapes, open spaces, tree buffers, and other landscape features to be provided on the Property. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant in conjunction with FDP submissions for each phase of the proposed development and as part of final engineering and building design. As part of subsequent FDPs, more detailed landscape plans for each phase will be provided in substantial conformance with the concepts shown on the Development Plan, with adjustments permitted so long as the quantity and quality of the landscaping provided and the function of the space remains consistent with that shown on the Conceptual Landscape Plan.

28. Detailed Landscape Plan. As part of the site plan submission for each phase of development on the Property, the Applicant will submit to FCON for review and approval a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on each approved FDP, and may include additional shade trees and other plant materials as determined by the Applicant. The detailed landscape plan will include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets, and specifications for planting materials and/or structural cells used for street trees and plantings located within or atop structures, along with methods to ensure their long-term viability. Adjustments to the type and location of plantings will be permitted in coordination with FCON to avoid conflicts with utilities and other site engineering considerations.

29. Structural Cells. In the event the use of structural cell technology is proposed, at the time of site plan submission for each phase that includes structural cells, the Applicant will include a technical description in the landscape plan detailing the use of structural cell technology for 10-year canopy coverage credit. The plan will specify the cell type, orientation, and quantity at each tree planting location, as well as the qualified professional responsible for monitoring installation and reporting to FCON and Site Development and Inspections Division ("SDID"). Additionally, the Applicant will provide a tree planting narrative requiring a pre-installation meeting before cell installation.

30. Landscape Pre-Installation Meeting. Prior to the installation of any plants or landscaping in accordance with the approved landscape plan, the Applicant or the landscape contractor must schedule an on-site pre-installation meeting with the landscape contractor, FCON, and any additional appropriate parties. Prior to the pre-installation meeting, the Applicant

will stake out tree locations identified on the approved landscape plan. Any proposed changes to the approved landscape plan regarding planting locations, tree/shrub planting sizes and/or species substitutions will be reviewed and approved by FCON staff prior to planting. While the location of proposed trees may be modified, the quantity of trees will remain as shown on the CDP and applicable FDP. The installation of plants not approved by FCON may require the submission of a revision to the landscape plan or removal and replacement with approved trees or shrubs prior to bond release.

31. Right-of-Way Tree Credit. The Applicant, with a qualified professional, will prepare a detailed Street Tree Maintenance Plan for any trees to be located in the right-of-way, including proper tree selection, seasonal installation, moisture and pest monitoring, maintenance, and pruning. The plan will be submitted with the first and all subsequent site plan submissions for FCON review and approval.

32. Native, Non-Invasive Species. All landscaping provided must be native to the mid-Atlantic region to the extent available and feasible, and must be non-invasive (meaning the Applicant must not use any plant species identified in the or latest version of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). Where feasible, companion plantings of native overstory tree, understory tree, shrub, and perennial plantings will be used to create ecological structure in the landscape, improve the site's aesthetics, increase the habitat value of the site, increase the viability of the plantings, and protect the soil from erosion and extreme temperature fluctuations.

33. Utility Locations. Utilities, including but not limited to water, sanitary sewer, and storm sewer utility lines will, to the reasonable extent feasible, be installed within the street network and in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP. Utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by the FCON. Adjustments to the type and locations of plantings and the use of raised planters will be permitted to avoid conflicts with utilities and other site engineering considerations. If, at the time of site plan approval, street trees shown on the FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to FCON cannot be accommodated, the Applicant will modify the location of utilities to ensure that the trees shown on the FDP can be provided.

34. Prosperity Avenue Street Trees. In addition, for each phase of the proposed development that includes frontage along Prosperity Avenue, the Applicant will coordinate with DPWES, FCON, and DPD at the time of FDP and site plan to locate utilities along Prosperity Avenue in a manner that minimizes impacts on the existing street trees to be preserved as shown on the CDP. The Applicant, in coordination with staff, will exercise best efforts to preserve the existing street trees along Prosperity Avenue to the extent feasible. For each phase with frontage along Prosperity Avenue, the Tree Preservation

Plan submitted in accordance with Proffer 36 will include details regarding the critical root zone of each street tree to be preserved, information demonstrating the Applicant's efforts to locate utilities to minimize impacts on existing street trees, the location of proposed tree protection fencing, and a monitoring schedule for existing street trees to be preserved. If it is determined in coordination with DPWES, FCON, and DPD that removal of existing street trees is required, notwithstanding the Applicant's best efforts to preserve them, the Applicant will coordinate with FCON to identify fast-growing and sustainable native replacement tree species that will enhance the character and quality of the pedestrian experience along Prosperity Avenue.

35. Invasive Plant Species Management. The forested area adjacent to the limits of disturbance abutting the Long Branch Stream Valley (the "Stream Valley") containing plant species that are known to be invasive in quantities that threaten the long-term health and survival of the existing vegetation present will be the subject of an invasive plant species management plan. At the time of site plan submission for the first phase of the proposed development that abuts the Stream Valley, the Applicant must provide a management plan for review and approval by FCON specifying the common and scientific name of invasive species proposed for management, the target area for management efforts, methods of control and disposal of invasive plants, timing of treatments and monitoring, duration of the management program, and potential reforestation, as needed. The invasive species management plan will apply to the entire area of the Long Branch Stream Valley between the western limits of clearing and grading and the eastern edge of the stream bank, or the property line, whichever is closer. In the event the Applicant's invasive species management activities result in a bare ground condition in areas of the Stream Valley, the Applicant will coordinate with FCON to re-plant such areas with native, non-invasive species. Upon completion of the invasive species management activities, the Applicant will monitor the invasive species management plan for a period of 5 years. In the event that invasive species management activities have previously been implemented by others in conjunction with the Long Branch Stream Valley Restoration Project (Project No. SD-000031-266), the Applicant will coordinate with FCON, DPWES, and DPD at the time of FDP and site plan for each phase of development that abuts the Stream Valley to determine whether the area is subject to ongoing invasive species management activities by others, and whether the Applicant's involvement in such activities is necessary.

36. Tree Preservation. For the purposes of preserving certain trees located on the Property, the Applicant will contract with an ISA Certified Arborist or Registered Consulting Arborist (the "Project Arborist") to prepare a tree preservation plan to be submitted as part of the first site plan submission for the Property (the "Tree Preservation Plan"). The Tree Preservation Plan will be reviewed and approved by FCON. The Tree Preservation Plan will seek to preserve the trees identified on the Development Plan for preservation, however, the Applicant will not be responsible for the preservation or replacement of trees or other vegetation removed by others in conjunction with the Long Branch Stream Valley Restoration Project (Project No. SD-000031-266). However, if it is determined at the time

of FDP or site plan that additional trees are required to meet the 10-year tree canopy requirement for the proposed development the Applicant will either provide such additional trees on the area of the Property subject to the FDP or site plan, or replace trees previously removed with the Long Branch Stream Valley Restoration Project.

A. Tree Inventory and Condition Analysis. The Applicant will submit a Tree Inventory and Condition Analysis as part of the first and all subsequent site plan submissions. The Tree Inventory and Condition Analysis will be prepared by a Certified Arborist or Registered Consulting Arborist, and will include elements of PFM § 12-0507 deemed appropriate to the project site as determined by FCON.

B. Tree Preservation Plan. The Applicant will submit a Tree Preservation Plan and Narrative as part of the first and all subsequent FDP and site plan submissions. The Tree Preservation Plan and Narrative will be prepared by a Certified Arborist or Registered Consulting Arborist, and will include elements of PFM § 12-0509 deemed appropriate to the project site as determined by FCON. The Tree Preservation Plan submitted with the first FDP and site plan for the first phase of the proposed development will demonstrate that the overall tree preservation requirement for the entire CDP area is met. The Tree Preservation Plan will include a running tree preservation and 10-year tree canopy tabulation that will be updated with each subsequent FDP and site plan. If an individual phase is not able to meet its tree preservation requirement on-site, the Applicant will request a deviation at the time of FDP and site plan and will include as part of its justification an updated running tabulation and a statement demonstrating that the tree preservation requirement has been met with the initial phase.

C. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting for each phase, 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 an FCON representative to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation and/or to increase the survivability of trees at the limits of clearing and grading. Such adjustments will be recorded by the Project Arborist and tree protection fencing will be implemented under the Project Arborist's supervision based on these adjustments.

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

E. Tree Preservation Measures. Tree preservation measures will be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets and Tree Preservation Plan. Tree preservation measures may include, but are not limited to, the following: root collar excavation, root pruning, crown pruning, mulching, watering, etc. Specifications will be provided on the plan detailing how preservation measures will be implemented. Tree preservation activities will be completed during implementation of Phase 1 of the Erosion and Sediment Control Plan. Development plans will seek to avoid significant changes to elevations (both "cut" and "fill" operations), changes to water flow, and excavation within the critical root zone of all trees to be protected.

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

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

37. Soil Remediation. Soil in planting areas that contains construction debris and rubble, are compacted, or are unsuitable for the establishment and long-term survival of landscape plants, must be the subject of remedial action to restore planting areas with attention to deep soil aeration, the addition of organic matter throughout the soil profile in these unsuitable soil areas to at least 12 inches, and the addition of organic matter on top of the soil to satisfy cultural requirements of trees, shrubs and groundcovers specified in the landscape plan shown on the CDP and FDPs. If such remedial action is necessary, the Applicant must provide notes and details at the time of site plan specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by FCON.

PARK AND RECREATIONAL FACILITIES

38. On-Site Recreation Facilities. Pursuant to subsections 2105.5.B(4)(b) and 2105.2.B(4)(b) of the Zoning Ordinance, and as otherwise depicted on the CDP, the Applicant will provide on-site recreational facilities for the future residents of the Property. The specific design of these areas may be adjusted at the time of FDP or site plan approval for each phase, subject to coordination with FCPA at the time of FDP and site plan review. The Applicant will expend a minimum of $2,400.00 per non-ADU residential dwelling unit toward said recreational facilities, which will be made available to all residents of the development, and which may include, but will not be limited to, the following:

A. Media/entertainment centers outfitted with televisions, seating areas, and stereo/sound equipment;

B. Private clubhouse facilities and associated amenities;

C. Exterior recreational areas, which may include walking paths and sidewalks, fitness stations, outdoor furniture, swimming pools, outdoor kitchen/grills, fire pits, pedestrian-scaled lighting, specialty landscaping, community gardens, lawn areas, tot lots, playgrounds, Zen gardens, and outdoor adult exercise areas;

D. Courtyard areas, which may be located on the rooftop of the multifamily buildings, the top deck of parking garages, or in open areas, and may include pool and related bathhouse facilities, seating areas, landscaping, and hardscape areas;

E. Club rooms and/or entertainment centers for resident gatherings; and

F. Fitness centers furnished with exercise equipment that may include, but not be limited to, stationary bikes, treadmills, weight training equipment with weight machines and free weights, but not necessarily staffed.

Recreational facilities such as rooftop amenities and pool facilities may be separately designated for the residents of the individual residential buildings/units or more common facilities such as a business or fitness center may be shared between them. Prior to final bond release for the Property, the balance of any funds not expended for the Property, if any remain as determined by LDS, will be contributed to the FCPA for the provision of recreational facilities located in the service area for the Property.

39. Park Contribution. Prior to the issuance of the first RUP for each phase or each individual multifamily building, the Applicant will contribute $893.00 per resident in that phase to FCPA to provide off-site recreational facilities intended to serve the area of development. In addition, prior to the issuance of the first Non-RUP for nonresidential uses in the

multifamily buildings, the Applicant will contribute $1,350.00 to FCPA to provide off-site recreational facilities intended to serve the area of development.

40. Public Parks and Open Spaces. The Applicant will provide publicly-accessible, at-grade, open space and urban park areas in substantial conformance with the concepts, general character and quality, locations, and quantities depicted on Sheets L100A – L100B, L200A – L200B, and L301 – 305 of the CDP and in the Phasing Plan, and as further described in the subsections below and in these Proffers.

The Applicant will: (a) retain these publicly accessible parks in fee simple; (b) record public access easements in a form acceptable to the Office of the County Attorney ("OCA") ensuring that the park spaces are open to the public from 6:00am to 9:00pm and subject to usual and customary rules and regulations; and (c) provide for perpetual private maintenance for these publicly accessible parks. While public access easements to the Board will be granted for these areas, the Applicant reserves the right to reasonably restrict access for limited times for security, maintenance and repairs, and/or safety purposes. The Applicant, on behalf of the future UOA/COA to be established for the Property, further reserves the right to periodically utilize portions of the publicly-accessible open space areas for private events and gatherings, limited to no greater than five such events per calendar year.

The variety and quantity of recreational facilities and amenities provided in the publicly accessible parks will generally follow those shown on the CDP, but the park designs, recreational facilities, and amenities to be provided will be subject to refinement and adjustment at the time of FDP and site plan, provided they result in a similar variety and level of physical activity, character, and quality, subject to FCPA review and approval. The Applicant will provide pedestrian lighting throughout the park spaces, subject to review and approval at the time of site plan. It is the intention of this proffer that such public parks and open spaces will be constructed in phases over time with the proposed development as indicated on the Phasing Plan. As development is phased in accordance with the phasing plan provided in the CDP, the publicly accessible parks provided for any given phase and shown on an FDP may be less than the minimum shown for that phase, provided that upon buildout of the proposed development, the Applicant will meet or exceed the urban park calculations as shown on the CDP.

The proposed development includes the following distinct publicly accessible public parks and open space areas as depicted on the CDP:

A. Central Green. The Applicant will provide an approximately 1.45-acre publicly accessible Central Green located on the west side of Prosperity Avenue as depicted on Sheet L301 of the CDP. The Central Green will consist of an open lawn area that can be used for active and passive recreation, bounded by trees and walkways, benches, shaded seating areas, and pedestrian scale specialty lighting. The Central

Green will also include movable furniture, a hardscaped plaza with seating, and an outdoor gaming area. The Central Green will be constructed with or prior to the third sequential phase of the proposed development to be constructed, regardless of the phase's numerical title in the CDP. The Central Green will be completed and open for use prior to the issuance of the first RUP for single-family attached Building 28, 29, 30, or 31, whichever is completed last in time.

B. Nature Escape. The Applicant will provide a publicly accessible urban park identified as Nature Escape on Sheets L302A – L302B of the CDP. In Option 1, the Nature Escape will include approximately 1.14 acres. In Option 2, the Nature Escape will include approximately 1.36 acres. Located west of the Central Green, the Nature Escape will serve as a transition between the proposed development and the Long Branch Stream Valley along the western edge of the Property. This space will be programmed as a multifunctional gathering space and will include a playground including at least two pieces of playground equipment, an event lawn, a shade structure, seating areas with benches, pedestrian scale specialty lighting, meandering paths, and landscaping. The Nature Escape will be completed and open for use prior to the issuance of the first RUP for single-family attached Building 38, 39, 40, or 41, whichever is last in time.

C. Butterfly Garden. The Applicant will provide an approximately 0.17-acre publicly accessible butterfly garden as identified on Sheet L302A of the CDP. This space will include seating areas, decorative pavement, native plantings with pollinator habitats, site lighting, natural play features, seating area, and lawn space. The Butterfly Garden will be completed and open for use prior to the issuance of the first RUP for single-family attached Building 59 or 41, whichever is last in time.

D. Hilltop Gateway Parks. The Applicant will provide publicly-accessible urban park spaces along the east and west sides of Prosperity Avenue from the intersection with Hilltop Road to Merrifield Avenue Extension to establish a gateway into the new residential neighborhood, as shown on Sheet L303 of the CDP. The approximately 1.02-acre area on the east side of Prosperity Avenue, which includes approximately 0.32 acres in the existing right of way along Prosperity Avenue to be vacated, will be provided prior to the issuance of the first RUP for single-family attached Buildings 1, 2, 3, 4, 5, 6, or 7, whichever is last in time. The approximately 0.53-acre area on the west side of Prosperity Avenue will be complete prior to the issuance of the first RUP for the multifamily building in Phase 5. These gateway parks are intended to draw pedestrians into the neighborhood through hardscaped plazas, public art and/or focal elements, a shade structure with seating, benches, pedestrian connections through landscaped areas, lawns, seating areas, and recreational amenities as shown on the CDP. Along the west side of Prosperity Avenue, the gateway park will include a segment of the 10-foot off-street shared use path that will be constructed along the entire segment of Prosperity Avenue.

E. Prosperity Avenue East. Prior to the issuance of the first RUP for single-family attached Buildings 16, 19, 20, or the Non-RUP for the private clubhouse constructed in Phase 1, whichever is last in time, the Applicant will complete an approximately 0.65 acre linear urban park, inclusive of approximately 0.38 acres in the existing right of way along Prosperity Avenue to be vacated, along the east side of Prosperity Avenue. As depicted on Sheet L304 of the CDP, this linear park will provide an enhanced pedestrian connection between Future Comp Plan Road and Merrifield Avenue extended, and will include seating areas, pedestrian scaled lighting, a publicly accessible welcome terrace with movable seating adjacent to private clubhouse, and focal elements that may include educational signage.

F. Prosperity Avenue West. Prior to the issuance of the first RUP for single-family attached Buildings 42, 43, 44, or 45, whichever is last in time, the Applicant will complete an approximately 0.37-acre urban park along the west side of Prosperity Avenue between Private Streets A and B. This park will include a plaza area with specialty paving and seating area, landscaping, and public art and/or focal elements as depicted on Sheet L304 of the CDP.

G. Eastern and Western Gateway Parks. The Applicant will provide two parks adjacent to the multifamily buildings on the northern portion of the Property as illustrated on Sheet L305 of the CDP. These parks, which are located on either side of Prosperity Avenue and identified as the Eastern and Western Gateway Parks, respectively, are intended to serve as a gateway into the future residential neighborhood for pedestrians walking to and from the Metro station. The park on the east side of Prosperity Avenue will include approximately 0.16 acres and the park on the west side of Prosperity Avenue will include approximately 0.13 acres. These gateway parks will feature seating areas, landscaped beds, public art and/or focal elements, and signage. Each gateway park will be constructed prior to the issuance of the first RUP for the applicable phase.

41. Park Signage. At time of construction of each park, the Applicant will provide a minimum of one park identification sign for each urban park consistent with the FCPA guidelines for Privately Owned Public Space ("POPS") signage, subject to review and approval by FCPA at the time of site plan. Prior to the first RUP of the last building of the last phase, the Applicant will provide permanent wayfinding signage directing the public to publicly accessible parks.

TRANSPORTATION IMPROVEMENTS

42. Transportation Improvements and Phasing. Subject to obtaining all necessary rights-of-way and easements and approval by Virginia Department of Transportation ("VDOT") and Fairfax County Department of Transportation ("FCDOT"), as applicable, the Applicant

will construct the road and frontage improvements shown on the plans included in the CDP and as described below. For purposes of this proffer, "construct" will mean that the committed road improvement is open to use by the public for travel, but not necessarily accepted for maintenance by VDOT or has obtained the release of bond.

43. Streets and Road Improvements.

A. New Public Streets. The Applicant will construct and dedicate in fee simple to the County right-of-way for two new public streets on the Property, identified as "Merrifield Avenue Extended" and "Future Comp Plan Road" as shown on Sheets C-08 and C-08A of the CDP, as may be refined with subsequent FDPs, to a point one-foot behind the sidewalk or to such standard as may be approved on the site plan. Public streets on the Property will be constructed according to VDOT and PFM standards, subject to any modifications/waivers as may be granted. The Applicant will work diligently with VDOT and FCDOT during the FDP and site plan approval processes to ensure that the improvements proposed to new and existing public streets will be accepted by VDOT as public streets. The Applicant will maintain all new public streets until such time as accepted for maintenance by VDOT. Right-of-way necessary for existing and new public streets will be dedicated and conveyed to the Board at the time of site plan approval.

The Future Comp Plan Road and the southern half section of Merrifield Avenue Extended will be constructed prior to the issuance of the first RUP for Phase 1. The northern half section of Merrifield Avenue Extended will be constructed prior to the issuance of the first RUP for Phase 2. At such time as the parcels to the east of Phases 1 and 2 redevelop, the Applicant will provide the easements and permissions necessary to allow the extension of Merrifield Avenue Extended and Future Comp Plan Road by others.

B. Internal Streets. The proposed private internal streets will be developed as generally reflected on the CDP and subsequent FDPs, subject to any modifications/waivers as may be granted. Private streets on the Property will be constructed of materials and depth of pavement consistent with that required by the PFM. A public access easement in a form acceptable to the OCA will be recorded over all private streets and associated sidewalks internal to the development at the time of record plat recordation. Residential purchasers will be advised in writing prior to entering into a contract of sale that the Applicant, UOA, or assigned sub-association, as appropriate, will be responsible for the maintenance of all private streets in the development.

C. Off-Site Connection – Private Street F. Prior to the issuance of the first RUP or Non-RUP for Phase 2, the Applicant will construct a vehicular connection to the adjacent parcel identified as Fairfax County Tax Map Reference 49-1 ((13)) 13A

("Parcel 13A") as identified on Sheets C-08 and C-08A of the CDP. The vehicular connection will tie into the existing service/loading alley on Parcel 13A and will be located within the existing 30-foot wide easement on Parcel 13A. The off-site connection is subject to the receipt of all necessary permissions and/or approvals from the owner of Parcel 13A, which the Applicant will diligently pursue at the time of site plan. In the event that the Applicant is unable to secure the necessary approvals from the owner of Parcel 13A despite its diligent pursuit thereof, the Applicant will be relieved of its obligation to construct this off-site connection.

D. Private Street F. Subject to coordination with and approval by FCDOT at the time of FDP for Phase 2 or Phase 4, whichever occurs later in time, the Applicant will install an all-way stop at the intersection of Private Street F, Private Street G, and the existing service/loading alley on Parcel 13A to ensure safe vehicular circulation at this intersection.

E. Prosperity Avenue. With each phase of the proposed development that includes frontage along Prosperity Avenue, the Applicant will implement the following improvements, subject to VDOT approval, unless determined otherwise at the time of FDP through coordination with FCDOT and DPD. All improvements located within the right-of-way constructed by the Applicant will be maintained by the Applicant until such time as accepted for maintenance by VDOT:

i. East Side. Along the east side of Prosperity Avenue, the Applicant will relocate the existing curb to the west as shown on the CDP to reduce the width of the road. The existing sidewalk along the east side will be replaced with a minimum eight-foot-wide sidewalk on the west side of the existing street trees. The Applicant will exercise best efforts to minimize impacts on and maximize the preservation of the existing trees along the east side of Prosperity Avenue.

ii. West Side. The Applicant will construct a 10-foot-wide off-street shared use path along the west side of Prosperity Avenue as shown on the CDP. The shared use path will be located on the west side of the existing street trees. The Applicant will maintain the shared use path. Notwithstanding what is shown on the CDP, the location and alignment of the shared use path may be refined at the time of FDP and/or site plan in response to final grading and design and to minimize impacts on and maximize the preservation of the existing street trees along the west side of Prosperity Avenue.

iii. Landscaped Medians. Subject to VDOT and FCDOT approval, the Applicant will install landscaped medians along Prosperity Avenue as shown on Sheets C-08 and C-08A of the CDP. Construction of the

landscaped medians will occur in phases in accordance with the following, unless determined otherwise at the time of FDP through coordination with FCDOT and DPD:

1. The northernmost segment of median on Prosperity Avenue will be constructed prior to the issuance of the first RUP for the multifamily building on Block 1 or Block 4.1, whichever is constructed first.

2. The middle segment of median on Prosperity Avenue will be constructed prior to the issuance of the first RUP for the single-family attached dwellings on the west side of Prosperity Avenue in Phase 2. Notwithstanding what is shown on the CDP, subject to coordination with and approval by VDOT and FCDOT at the time of FDP and site plan for Phase 2, the Applicant will extend the proposed median and install a pedestrian refuge at the westbound approach of the intersection of Prosperity Avenue and Private Street B located at the intersection of Prosperity Avenue and Private Street B.

3. The southernmost segment of median along Prosperity Avenue will be constructed prior to the issuance of a RUP or Non-RUP for the multifamily building on Block 3.

iv. Pedestrian Crosswalks. Subject to VDOT approval, the Applicant will construct crosswalks and associated curb ramps at the intersections of: 1) Prosperity Avenue and Merrifield Avenue Extended; and 2) Prosperity Avenue and Future Comp Plan Road as shown on Sheets C-08 and C-08A of the CDP. The crosswalks will be designed as high visibility crosswalks and submitted to both FCDOT and VDOT for review and approval as part of the site plan for Phases 2 and 3. At each of the two intersections, the Applicant will install manually activated Rectangular Rapid Flashing Beacon ("RRFB") pedestrian crossing signs to enhance pedestrian safety. The curb ramps on both sides of Prosperity Avenue at its intersections with Future Comp Plan Road and Merrifield Avenue Extended, the high visibility crosswalks across Prosperity Avenue, RRFB's, and any associated infrastructure will be installed concurrent with the construction of Private Streets A, B, and E in Phases 2 and 3, as applicable. If the crosswalks, associated ramps, RRFB's, or associated intersection improvements are not approved or subsequently permitted for construction by VDOT and/or FCDOT, then the Applicant will be relieved of its obligation to construct these improvements without the need for a PCA, CDPA, or FDPA. In addition, the curb extensions shown on the CDP along Prosperity Avenue at the intersections with Private Street A and Private Street B are subject to

VDOT approval at the time of site plan associated with the phase that establishes the improvement on the west side of Prosperity Avenue. Should VDOT not approve the curb extensions, then the curb will be designed and constructed in a manner acceptable to VDOT.

v. Prosperity Avenue Right-of-Way Vacation. Subject to FCDOT and VDOT approval, the Applicant will vacate and/or abandon right-of-way along the east side of Prosperity Avenue in conjunction with the curb relocation and streetscape improvements as identified on Sheets C-08 and C-08A of the CDP. The Applicant will diligently pursue the vacation prior to approval of any site plan of the proposed development along the east side of Prosperity Avenue. Notwithstanding that the right-of-way to be vacated is not part of the Property, the Applicant will construct all proposed improvements in the right-of-way in substantial conformance with what is depicted on the CDP as further discussed in these Proffers.

H. Hilltop Road Shared Use Path. The Applicant will construct an approximately 10-foot-wide off-street shared use path along the north side of Hilltop Road as shown on Sheets C-08, C-08A, and C-12 of the CDP, subject to VDOT approval. The shared use path will be constructed in phases. The segment on the east side of Prosperity Avenue shown on the CDP will be constructed prior to the issuance of the first RUP for single-family attached Buildings 1, 2, 3, 4, 5, 6, or 7, whichever is constructed last. The segment on the west side of Prosperity Avenue shown on the CDP will be constructed prior to the issuance of the first RUP for Phase 6. Prior to site plan approval for each phase that includes frontage along Hilltop Road, the Applicant will dedicate and convey to the Board right-of-way along Hilltop Road to a point three-feet behind the back of the shared use path. Notwithstanding what is shown on the CDP the final location and configuration of the shared use path is subject to refinement at the time of FDP in coordination with FCDOT and VDOT.

I. Active Transportation Facility. Prior to the issuance of the first RUP for single-family attached Building 15 in Phase 1, the Applicant will construct the Active Transportation Facility envisioned by the Comprehensive Plan along the south side of Merrifield Avenue Extended. The Active Transportation Facility will consist of a 10-foot-wide shared use path that will establish a connection between future development to the east of the Property and the Central Green on the west side of Prosperity Avenue. In addition to the off-street shared use path, the Active Transportation Facility will include pollinator planting areas, pedestrian scaled lighting, seating areas, focal elements that could include educational signage, a welcome terrace with movable seating proximate to Prosperity Avenue, and street trees along the south side of the street as illustrated on Sheet L304 of the CDP.

J. Maintenance Access. Subject to VDOT and FCDOT approval, the Applicant will install a mountable curb across the existing VDOT maintenance access on the west side of Prosperity Avenue to the north of the multifamily building constructed in Phase 5. If approved by VDOT and FCDOT, the mountable curb will be installed prior to the issuance of the first RUP for Phase 5.

44. Pedestrian Circulation. Pedestrian connectivity will be provided throughout the Property in conformance with that shown on the CDP, through the use of elements such as sidewalks, trails, including connections to open space, trails and/or sidewalks located off-site. Off-site connections to existing trails, sidewalks, and/or open space, as depicted on the CDP, will be constructed subject to receipt of all necessary off-site easements, acquisition of property, and dedication of right-of-way. If the Applicant is unable to obtain said easements, property and/or dedication of right-of-way despite its diligent pursuit thereof as demonstrated to the Zoning Administrator, the Applicant will construct the applicable connection to the property line. The Applicant will install marked pedestrian crosswalks, ADA curb ramps, and associated pedestrian signals at all signalized intersections adjoining the Property and at other locations as shown on an approved FDP, subject to VDOT approval where applicable.

45. Pedestrian Bridge. Subject to coordination with and approval from the Dunn Loring Village Homeowners Association to the west of the Property, the Applicant will construct a new pedestrian bridge over the Long Branch Stream Valley near the northwest corner of the Property as identified on the CDP no later than issuance of the first RUP for the third phase of the proposed development to be constructed. If the Applicant is unable to obtain the requisite approvals and/or permissions necessary to construct the bridge from Dunn Loring Village despite its diligent pursuit thereof as demonstrated to the Zoning Administrator, the Applicant will be relieved of this obligation and the existing bridge will remain.

46. Bicycle Infrastructure.

A. Bicycle Circulation. In conjunction with roadway improvements along Prosperity Avenue, the Applicant will provide an off-street shared use path along the west side of Prosperity Avenue as shown on the CDP, subject to FCDOT approval. The shared use path will be constructed in phases with each phase of development that includes frontage along Prosperity Avenue. The final location and alignment of the shared use path will be determined at the time of FCDOT at the time of FDP and site plan.

B. Bicycle Parking. As part of the FDP and site plan approval for each new multifamily building within the proposed development, the Applicant will designate on the site plan for such building short-term and long-term secure bicycle storage locations. The total number of bike parking/storage spaces,

including the design and location of such facilities, will be determined as specified in the County's Bicycle Parking Guidelines. Such bicycle storage facilities will be installed prior to issuance of the first initial RUP or Non-RUP for each building, as applicable, shown on such site plan and as coordinated with the Fairfax County Bicycle Coordinator.

C. Bikeshare Concrete Pad & Station. The Applicant will provide space and associated easement or license agreement to accommodate a bikeshare station (the "Bikeshare Station") as depicted on Sheet L301 of the Development Plan as "Potential Future Bikeshare Space." The final location and number of docking stations for the Bikeshare Station will be determined at time of site plan in coordination with FCDOT. Prior to site plan approval for the phase that includes the Bikeshare Station, the Applicant will provide a monetary contribution to Fairfax County in the amount of $48,000.00 towards the future construction of the Bikeshare Station.

47. Bus Shelters. The Applicant will install five bus stop shelters on the Property. Each shelter will include an ADA compliant pad, a bench, and a trash receptacle. Notwithstanding the potential locations identified on the CDP, the final design and location of the bus shelters will be determined in consultation with FCDOT prior to approval of each site plan in which a bus shelter is located, and will be installed prior to issuance of the final RUP/Non-RUP for the applicable phase. In the event the final bus shelter location necessitates adjustments to street tree locations and other street furnishings from that shown on the CDP, such adjustments may be accommodated without the requirement for a CDPA, FDPA, or PCA.

48. Merrifield Transit Contribution. Prior to the issuance of the first RUP for the first phase of development to be constructed, the Applicant will provide a monetary contribution to Fairfax County in the amount of $25,000.00 to support the establishment of Merrifield transit system in the future by others.

49. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of subsection 5100.2.E of the Zoning Ordinance for all eligible dedications described herein or as may be required by the County or VDOT.

TRANSPORTATION DEMAND MANAGEMENT

50. 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, COA, or assigned sub-association, as appropriate, to encourage the use of transit (Metrorail and bus), other high-occupancy vehicle commuting modes, walking, biking and

teleworking, all in order to reduce automobile trips generated by new residential buildings constructed on the Property.

A. Definitions. For purposes of this proffer, "Stabilization" will be deemed to occur one year following issuance of the last RUP for the final multifamily residential building to be constructed on the Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.

i. Transportation Demand Management Plan. Concurrent with submission of the initial site plan for the first multifamily building in the proposed development, the Applicant will prepare and submit to FCDOT a Transportation Demand Management Plan (the "TDM Plan"). The TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

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

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

iv. Baseline. The baseline number of weekday peak hour residential vehicle trips for the proposed units within the Property against which the TDM Goals (as defined in subparagraph B) will be derived upon the number of multifamily residential units depicted on the CDP and approved with this Application using the trip generation rates/equations applicable to such approved residential uses as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code.

b. TDM Goal. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of 40 percent for the new multifamily residential uses on Block 1, and 25 percent for the new multifamily residential uses on all other Blocks identified on the CDP.

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

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

ii. Annual Report and Budget. Every calendar year after the first issuance of RUP or Non-RUP for the multifamily buildings, on a date chosen by the Applicant between January 1st and May 15th annually, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. The Annual Report and Budget will be reviewed by FCDOT. If FCDOT has not responded with any comments within 60 days after submission, then the Annual Report and Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within 15 days of receipt of the County's comments. Thereafter, but in any event, no later than 30 days after the meeting, the TPM will submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

iii. TDM Account. The TPM will establish a separate interest-bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the TDM Budget. All interest earned on the principal will remain in the TDM Account and will be used by the TPM for TDM purposes. Funding of the TDM Account will be in accordance with the budget for the TDM Program elements to be implemented in a year's TDM. In no event will the TDM Budget exceed

$50,000.00. The TPM will provide written documentation to FCDOT demonstrating the establishment of the TDM Account within 10 days of its establishment. The TDM Account will be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account will be managed by the TPM.

iv. TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM will establish a separate interest-bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund will be made one time on a building-by-building basis at the rate of $0.10 per GFA of multifamily residential uses on the Property. Funding will be provided by the multifamily building owners prior to the issuance of the first initial RUP or Non-RUP for each 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 into which the new multifamily building owners, through the TPM, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees. Such contributions will be made one time on a building-by-building basis at the rate of $0.02 per GFA of new multifamily residential uses to be constructed on the Property and provided prior to the issuance of the first RUP or Non-RUP for each individual new building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.

vi. Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new multifamily building to be constructed on the Property. Person Surveys will be conducted every three years and Vehicular Traffic Counts will be collected annually until the results of three consecutive annual traffic counts conducted upon buildout show that the applicable trip reduction goals for the Property have been met. Any time during which Person Survey response rates do not reach 20 percent, FCDOT may request additional surveys be conducted the following year. At such

time, Person Surveys and Vehicular Traffic Counts will thereafter be provided every five years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

vii. Remedies.

a. If the Maximum Trips After Reduction for the Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan. Such remedial measures will be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

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

b. There is no requirement to replenish the TDM Remedy Fund at any time.

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

ix. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined herein, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and vehicular traffic counts provided for by this proffer. In the event a revised lower goal is established for the Property, the

Maximum Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

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

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

f. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this proffer, the TPM will have 60 days within which to cure such violation. If after such 60-day period the TPM has not submitted the delinquent report, then the UOA established pursuant to Proffer 13 and or its assigned sub-association, as appropriate, will be subject to a penalty of $75.00 per day not to exceed $27,375.00 for any one incident. Such penalty will be payable to the County.

AFFORDABLE HOUSING

51. Affordable Dwelling Units. If required by the provisions of § 5101 of the Zoning Ordinance, ADUs will be provided pursuant to said regulations and the Administrative Regulations Concerning the Sale and Rental of Affordable Dwelling Units, as amended, unless modified by the ADU Advisory Board, and to the satisfaction of the Department of Housing and Community Development ("DHCD").

52. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant will provide for-sale and/or rental housing units on the Property to be sold/rented as Workforce Dwelling Units ("WDUs") in accordance with the Board of Supervisors' Workforce Dwelling Unit Policy Guidelines adopted on September 10, 2024, as administered through the Board of Supervisor's Countywide and Tysons Urban Center Workforce Dwelling Unit Administrative Policy Guidelines adopted on March 18, 2025 (the "WDU Guidelines"), and to the satisfaction of the DHCD such that the total number of ADUs, if any, plus the total number of WDUs, results in not less than 8 percent of the total number of rental residential units constructed on the Property and 12 percent of the for-sale residential units constructed on the Property, with income tiers established as follows:

Income Tier	For-Sale Units	Rental Units
Up to 100%AMI	4%	--
Up to 80% AMI	4%	4%
Up to 70% AMI	4%	2%
Up to 60% AMI	4%	2%
Total	12%	8%

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

The Applicant reserves the right to provide WDUs associated with for-sale units as rental units in residential rental buildings on the Property in accordance with the WDU Guidelines. In the event WDUs associated with for-sale units are transferred into residential rental buildings, the maximum number of WDUs to be transferred will be subject to compliance with the WDU Guidelines.

The Applicant reserves the right to enter into a separate binding written agreement with the appropriate County agency as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a CDPA or PCA. Such an agreement will be on terms mutually acceptable to both the Applicant and the County and may occur after the approval of this Application. Neither the Board nor the County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement and the provisions of this proffer will become null and void. Such an agreement and any modifications thereto will be recorded in the Land Records.

MISCELLANEOUS

53. Sanitary Sewer. An updated sanitary sewer capacity analysis will be provided to the Waste Planning and Monitoring Division ("WPMD") prior to site plan submission for each phase of the proposed development. If the analysis indicates that upgrades are necessary to accommodate the proposed flow for such phase, the Applicant will submit and bond a public improvement plan ("PI Plan") for the required sewer enhancements. All necessary sewer upgrades must be constructed, with approved flow capacity secured, prior to the issuance of the first RUP for the applicable phase.

54. Garage Use Restrictions. Any conversion or use of the single-family attached dwelling unit garages that precludes the parking of vehicles within such garages is prohibited. A covenant setting forth this restriction will be recorded among the land records of Fairfax County in a form approved by the County Attorney, which may be part of any recorded UOA declaration, prior to the sale of any single-family attached dwelling units. Prospective

purchasers of the single-family attached dwellings will be advised of this restriction, in writing, prior to entering into a contract of sale for any single-family attached dwelling unit. In addition, this restriction will be contained in all UOA documents.

55. Fairfax County Public Schools Contribution. Prior to the issuance of the building permit for each building which includes residential units, the Applicant will make a contribution to Fairfax County Public Schools ("FCPS") in the amount of $14,956.00 per expected student generated by each such building to be utilized for capital improvements to FCPS to address impacts on the school division resulting from the proposed development. Said contribution will be based upon the actual number and type of dwelling units constructed in said building, and utilized for capital improvements and capacity enhancements at the schools that students generated by the building will attend. If, following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this proffer, FCPS should modify the ratio of students per unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution. The Applicant will provide notification to the FCPS Office of Facilities Planning Services at such time as each site plan is approved to allow it to plan and prepare for future student growth.

56. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in these Proffers will include within its meaning and will be binding upon the Applicant's successor(s) in interest and/or developer(s) of the Property or any portion of the Property. Once portions of the Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and will no longer be binding on the seller or other transferee.

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

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

59. Severability/Future Applications. Pursuant to subsection 8100.2.D of the Zoning Ordinance, any portion of the Property may be the subject of a PCA, SE, SP, or FDPA

without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP, or FDPA will otherwise remain in full force and effect.

60. Annual Escalation Clause. All monetary contributions, with the exception of Proffer 55 related to public school contributions and Proffer 48 related to the Merrifield Transit Contribution, will adjust on a yearly basis from the base month of January 2026 and change effective each January 1st thereafter, as permitted by Va. Code Ann. § 15.2-2303.3.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

CO-APPLICANT/CONTRACT PURCHASER OF
TAX MAP 49-1 ((19)) C, 1, 2, 3

PM HOMES ASSOCIATES LLC

By: _____
Name: Evan A. Goldman
Title: Executive Vice President

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

CO-APPLICANT/TITLE OWNER OF
TAX MAP 49-1 ((19)) A, C, E2, F1, F2, F3, F4, G, 1, 2, 3, AND 4

B9 SEQUOIA PROSPERITY OWNER LLC

By: _____
Name: Britton T. Winterer
Title: Chief Development Officer

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

TITLE OWNER OF TAX MAP 49-1 ((19)) D AND H

B9 SEQUOIA PROSPERITY LAND LLC

By: _____
Name: Britton T. Winterer
Title: Chief Development Officer

[SIGNATURES END]