County of Fairfax, Virginia
Planning Commission Meeting
September 16, 2026
Planning Commission Action

PCA/CDPA-2017-DR-012 (RZPA-2022-DR-00149) CONCURRENT WITH FDPA-2017-DR-012 (RZPA-2022-DR-00150)– POMEROY INVESTMENTS INC. AND THE POMEROY COMPANIES INC.
(Dranesville District)

PLANNING COMMISSION RECOMMENDATIONS:
On September 16, 2026, the Planning Commission voted 10-0 (Chair Niedzielski-Eichner and Commissioner Bennett were absent from the meeting) to recommend to the Board of Supervisors approval of the following actions:

- PCA-2017-DR-012, and the associated Conceptual Development Plan Amendment CDPA 2017-DR-012, subject to the execution of the proffers consistent with those dated September 9, 2026;

- Modification of subsection 2105.5 of the Zoning Ordinance which requires a 200 sf. privacy yard on each single-family attached dwelling unit, in favor of that shown on the plans;

- Waiver of subsection 5107.3.A3 of the Zoning Ordinance to allow private streets in excess of 600 feet in length;

- Waiver of subsection 5108 of the Zoning Ordinance which requires transitional screening and barriers to the southern, northern, and western property boundaries;

- Waiver of subsection 8100.7 of the Zoning Ordinance which requires the submission of a final development plan as a prerequisite for a site plan submission;

- Waiver of subsection 8100.7.E4 of the Zoning Ordinance requiring further dedication, construction or widening of existing roads in favor of that shown on the CDPA/FDPA;

- Waiver of subsection 8100.7.E12 of the Zoning Ordinance requiring additional interparcel access to adjacent parcels; and

- Waiver of subsection 8100.5.E2 of the Zoning Ordinance requiring an on-road bike lane along Sunrise Valley Drive and Frying Pan Road in favor of a 10-foot-wide shared use path as depicted on the CDPA/FDPA.

In a related action, the Planning Commission voted 10-0 (Chair Niedzielski-Eichner and Commissioner Bennett were absent from the meeting) to approve FDPA-2017-DR-012,

subject to the development conditions dated July 8, 2026, and subject to the Board's approval of the concurrent proffered condition amendment application.

ATTACHED DOCUMENTS:
Proffers dated September 9, 2026
Proposed Development Conditions dated July 8, 2026

CD

County of Fairfax, Virginia

DATE: September 11, 2026

TO: Members, Fairfax County Planning Commission

FROM: Sharon Williams, Staff Coordinator
Zoning Evaluation Division, Department of Planning and Development

SUBJECT: Revised Proffers
PCA/CDPA/FDPA 2017-DR-012
(RZPA 2022-DR-00149 & RZPA 2022-DR-00150)
Pomeroy Investments Inc. and the Pomeroy Companies, Inc.
Planning Commission Decision-Only: September 16, 2026

Please find the attached revised proffers dated September 16, 2026, for the application for Pomeroy Investments Inc. and the Pomeroy Companies, Inc.; PCA/CDPA/FDPA 2017-DR-012. The updated proffers are highlighted with changes in black-line from those dated July 13, 2026. The following changes were included:

Proffer Revisions

- Proffer #11 o #11A – Revised to clarify that private streets other than Private Street A will be constructed prior to bond release for each phase, land bay or individual site plan.
    - o #11B – Revised to state that Private Street A will be designed to public street standards. The proffer was further revised to stated that the applicant will pursue all VDOT required inspection procedures and to clarify that if VDOT accepts Private Street A as a public street, the applicant will initiate the public street acceptance process. Additionally, the proffer was revised to state that if VDOT does not accept Private Street A as a public street, the applicant will contribute $100,000 to the Owners Association for future maintenance.

- #11C – Added to define construction completion of any street or roadway.
- #11D – Added to state that the applicant reserves the right to remove any gates limiting access on private streets.

- The date of the proffers was revised to reflect the updates.

FCDOT staff reviewed the updated proffers and has the following comments related to the updated contribution:

- Cost Consistency: The estimated annual maintenance cost provided using the Reason Foundation numbers appears generally consistent with previous assessments by FCDOT of published VDOT data for the average annual maintenance costs of an average roadway.
- Inflation Risk: This estimate does not take into consideration inflation or uncontrollable cost increases over time, but it represents itself as providing a 5-year cost coverage seed fund. It should be noted that it is unlikely to cover a 5-year time period of maintenance. • Precedent Comparison: In comparison against a recently approved zoning application, Alexandria Crossing (RZ 2021-MV-008) provided a $162,000 maintenance contribution for approximately 770 feet of roadway. Those roads total approximately 1,030 feet less than the Aurora Station/Pomeroy application being discussed.

Below are FCDOT staff's comments related to the rest of the updated proffer language:

- Truncated Administrative Timeline: A road must be completely built before VDOT will conclude its inspection and ultimate acceptance into the public system. As written, this proffer specifically isolates the street as its own entity, leaving no time for the SSAR process to conclude prior to the possibility of County bond release and satisfaction of the proffer. As referenced above, this "out" allows the developer to avoid needing to see the acceptance process through.
- The Bond Release Mechanism: Based on the text of this proffer, the developer absolutely has a mechanism to get their bond back before—and potentially completely without—the street being accepted by VDOT. While Virginia law generally prevents final bond release before street acceptance under standard conditions, this proffer is specifically structured with a "fork in the road" contingent clause that dictates what happens at the date of the County's bond release, regardless of VDOT's final decision.
- Nebulous Terminology: The proposed proffer also includes phrases such as "reasonable rules and restrictions" and "open to traffic", which are nebulous and undefined, leaving room for interpretation and raising cause for caution.

Despite the comments as outlined above, staff continues to recommend approval of the application.

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Proffered Conditions
Aurora Station
PCA-2017-DR-012
The Pomeroy Companies (Inc.)/Pomeroy Investments, Inc.
July 2, 2025
Revised December 16, 2025
Revised March 13, 2026
Revised May 8, 2026
Revised June 17, 2026
Revised July 7, 2026
Revised July 13, 2026
Revised September 9, 2026

PREAMBLE

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 8100.2(D) of the Zoning Ordinance of Fairfax County (as amended), the property owners and the Applicant, for themselves and their successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax map as Tax Map 15-4((1))26B and 24-2((1))5 (collectively the "Property") must be in accordance with the following conditions if, and only if, Proffered Condition Amendment application PCA 2017-DR-012 (this "Amendment") is granted. Upon approval, these Proffers will supersede any and all previously approved proffers and development conditions associated with RZ 2017-DR-012, as they apply to the Property.

GENERAL

1. Conceptual/Final Development Plan. Any development of the Property must be in substantial conformance with the Conceptual Development Plan ("CDP") and Final Development Plan ("FDP") entitled "Aurora Station" dated January 24, 2023 and revised through July 7, 2026 prepared by VIKA.

2. CDPA Elements. Notwithstanding that the CDPA is the subject of Proffer 1 above, it will be understood that the proffered elements of the CDPA are limited to the perimeter points of access, the proposed uses, maximum gross floor area (GFA), minimum amount of open space, the maximum building heights, the grid of streets, and only a future amendment to such elements will require a subsequent Conceptual Development Plan Amendment ("CDPA") or Proffered Condition Amendment ("PCA"). The uses are delineated on Sheet C-02 of the CDPA/FDPA. Other elements of the CDP may be adjusted or modified with approval of future Final Development Plan Amendments ("FDPAs") in accordance with the provisions set forth in Section 8100.2(E) of the Fairfax County Zoning Ordinance (the "Ordinance"). Such permitted adjustments or modifications will include, but not be limited to final architecture, landscape design, final

design of plazas and public spaces and access to individual structures and parking garages.

3. FDPA. Land Bays A, B, C, and D2 will be governed by the FDPA as provided on Sheet C-08 of the CDPA/FDPA, including implementation of any FDPA options. If the alternative CDPA option is proposed to be implemented for one of these three land bays, an FDPA application will be required to be approved for that land bay. Land Bays D1, E, F1, and F2 are not included in this FDPA approval and development within those land bays can only proceed with an approved future FDP.

   Site plans for the FDPA areas may include infrastructure improvements outside of the FDP areas to support the overall site without the need for a PCA, CDPA, or FDPA.

4. Severability and Future PCA/CDPA/FDP/FDPA/SE/SP Applications. Any one or more or portion of the individual Land Bays A through F as shown on the CDPA may be the subject of a separate PCA, CDPA, FDP, FDPA, Special Exception ("SE"), Special Permit ("SP"), variance and/or other similar land use application, without joinder and/or consent of the owners of any of the other land bays, provided such application will not change or cause or require a change to the general layout, physical improvements and/or perimeter points of access for such other land bays. All existing land use approvals that are applicable to the portion of the Property not included in such PCA, CDPA, FDP, FDPA, SE, SP, variance and/or other similar land use application will otherwise remain in full force and effect as to such portion of the Property.

5. Final Development Plan Information. For all other future FDP and FDPA applications covering any portion of the Property that are not filed concurrently with this PCA application, the following tabulations and information must be provided:

   A. A tabulation indicating the status of development on the entire Property. The tabulation must include a listing of all existing and proposed buildings, along with the GFA and uses approved on the CDPA, all approved FDPs and any approved site plans. The tabulation must identify the reassignment of any GFA within and between land bays and buildings (as compared with what was originally shown on the CDP) as permitted by these Proffers, and must be updated with each subsequent FDP, FDPA and site plan approved for the Property.

   B. A tabulation indicating the tree canopy calculations of the entire Property, which must be updated with each subsequent FDP, FDPA and site plan approved for the Property.

   C. List of proposed uses and demonstration of how such uses meet the applicable "Use Limitations" of the PRM District.

   D. Architectural elements and maximum building heights.

E. Graphic depiction and refinements of, and any adjustments to streetscape elements.

F. Proposed parking garage facade treatments for above-ground parking structures.

G. Landscape plans.

H. Provision of a preliminary utility plan overlaid over the landscape plan.

I. Identification of specific proposed phased improvements.

J. Depiction of any special amenity features.

K. Bicycle parking and storage.

L. Vehicle parking must be as stated and shown on the CDPA/FDPA.

M. Refinement of the number of proposed parking structures and spaces.

N. Identification of specific stormwater management facilities.

O. Location of existing and proposed utilities to serve the area subject to such FDP, FDPA or site plan.

P. Vehicular sight distance lines at all intersections adjacent to the area subject to such FDP, FDPA or site plan based on existing posted/design speeds as well as future design speeds.

Q. If requested by Fairfax County during the FDP/FDPA process, Applicant agrees to provide for a landing area for an above ground pedestrian crossover, provided by others, in a mutually agreed to location.

6. Minor Modifications. Minor modifications to the CDPA/FDPA and any future FDPAs may be permitted pursuant to Section 8100.5 of the Zoning Ordinance. Minor modifications of building footprints may be permitted and the number of units and corresponding adjustments in required parking may be made without requirement to amend this application, so long as (a) the provided open space is not reduced; (b) the building height is not increased; (c) the setbacks to the peripheral lot lines are not diminished; and (d) the development otherwise is in substantial conformance with the CDPA and FDPs as determined by the Zoning Administrator.

7. Establishment of Homeowners Association(s) (HOA(s). The Applicant will cause the recordation of one or more declarations creating an owners' association ("OA") and as necessary, homeowners' associations ("HOA"), reciprocal easement agreements, or declarations of covenants and agreements dealing with the governance of maintenance and

operation of the Property or other governance documents which will legally bind the Property, (collectively referred to as the "Governance Documents"). Such Governance Documents must be prepared, be legally effective and recorded prior to the issuance of

the first Residential Use Permit ("RUP") for new construction shown on the CDPA/FDPA. The respective Governance Documents (including budgets provided in any offering or sale materials) must specify the various proffer and maintenance obligations set forth in these Proffers, including the maintenance of certain streets, stormwater facilities, associated sidewalks and streetscapes, and site amenities such as, but not limited to, the publicly accessible onsite recreation areas and private onsite recreation areas. Initial purchasers of the dwelling units must be advised in writing of these obligations, other restrictions, interior dimensions of garages, and proximity to Dulles International Airport and fuel tank farm, prior to entering into a contract of sale and must be provided copies of the Governance Documents.

DENSITY AND USE

8. Uses. All principal uses permitted in the PRM zoning District will be allowed on the Property. All secondary uses, accessory uses, home occupations and/or accessory service uses as defined in the Zoning Ordinance, including business centers inside residential buildings, are permitted on the Property and are deemed shown on the CDPA/FDPA for purposes of Zoning Ordinance Section 4101.4. In the event the Board amends the PRM District regulations subsequent to approval of this rezoning, all new uses will also be permitted on the Subject Property. Telecommunication facilities are permitted in all Land Bays provided such facilities are flush mounted and otherwise designed to be visually unobtrusive as determined by the Zoning Administrator.

9. Maximum Gross Floor Area. The maximum gross floor area permitted on the Property is 2,011,751 square feet, including ADUs, ADU bonus density, and WDU bonus density, in accordance with the tabulations shown on Sheet C-02. The Applicant reserves the right to avail itself of all bonus provisions contained in Sect. 5101 of the Zoning Ordinance and the County's Workforce Housing Policy, dated 2021. The Applicant, in its sole discretion, may construct lesser gross floor area without the need for a PCA, CDPA, FDPA, or proffer interpretation and may also shift GFA among buildings within a given land bay or between land bays provided the overall maximum gross floor area, urban form and building type shown on the CDPA is maintained and such adjustments remain consistent with these Proffers.

10. Phasing. The Applicant reserves the right to develop the Property in land bays provided stormwater and proportional recreational amenities are provided to serve the units in each land bay. Individual site plans for the Property may include individual land bays, multiple land bays, or parts of a land bay.

TRANSPORTATION

11. Private Streets.

a. ~~11.~~ . Private Streets other than Private Street A. Prior to bond release for each phase, land bay, or individual site plan, all street and roadway improvements from curb to curb shown on the CDPA/FDPA or future FDP necessary for development of that phase, land bay, or individual site plan, will be constructed in conformance with the Public Facilities Manual ("PFM") and of materials and depth of pavement consistent with the PFM, subject to any design modifications as to pavement and easement width and use of curb, that are approved by the Director of Land Development Services (LDS).

b. Private Street A. Private Street A is designed to public street standards as shown on the technically approved public improvement plan PI 2023-00003, which was previously approved by VDOT on December 8, 2023 (the "PI Plan"). Private Street A will be constructed in conformance with the PI Plan. The Applicant will convey public access easements over Private Street A, but reserves the right to include reasonable rules and restrictions on use of Private Street A. However, outside of maintenance and repair, Private Street A will remain open to traffic. ~~For purposes of this Proffer complete construction of roads is defined as open to traffic. The Applicant reserves, in its sole discretion, the right to remove any gates limiting access on private streets. Within 30 days of the establishment of~~ As part of the initial subdivision of the Property, Private Street A will be created as a separate tax parcel. During construction of Private Street A, the Applicant will pursue all VDOT required inspection procedures and inspections by VDOT staff inspections, that if completed, will certify that Private Street A is constructed in a manner consistent with the VDOT approved plans and complaint with all applicable regulations. If at any time on or before the date of bond release of Private Street A by the County, VDOT provides in writing that it will accept Private Street A as a public street, then the Applicant will initiate to completion the street acceptance process, shown on "Street Acceptance Flow Chart VDOT – Fairfax County" dated May 2015, of Private Street A into the VDOT secondary street system. If at any time on or before the date of bond release of Private Street A by the County, VDOT determines that it will not accept Private Street A or it has not provided in writing its willingness to accept the street as a public street, then Private Street A will remain a private street. If VDOT has not accepted Private Street A into the VDOT secondary street system as described in this Proffer, then at the time of bond release for Private Street A the Applicant will contribute the sum of $100,000 to the Master Owners Association, or any similar entity that will have responsibility for ~~private street~~future maintenance~~, the Applicant will contribute the sum of $25,000 to such association or entity for~~

~~future private street maintenance. The Applicant may, in its sole discretion, dedicated~~ of Private Street A ~~in the future if acceptable to VDOT~~.

c. For purposes of this Proffer complete construction of any street and roadway improvements is defined as when it is open to traffic.
d. Gates. The Applicant reserves, in its sole discretion, the right to remove any gates limiting access on private streets

12. Innovation Center Transportation Fund. The Applicant must provide a contribution to the Innovation Station South Transportation Fund. The contribution will be $1,000 per residential unit and lodging/hotel unit and $9.56 per square foot of office, retail, and industrial development. The contribution for residential units, assisted/independent housing units, and hotel units will occur on a per unit basis at the issuance of residential use permits/non-residential use permits (RUPs/Non-RUPs). The contribution for office, retail, and industrial development will occur at the issuance of non-residential use permits (Non-RUPs) and must be based on the amount of actual gross floor area constructed.

The Applicant will receive a credit of $6,300,000 against the contributions referenced above for previous offsite transportation improvements including:

a. Acquisition and dedication of the right-of-way and construction to improve and extend Frying Pan Road to Route 28,
b. Widening of Route 28 as a grade-separated intersection, including construction of a bridge for the southbound lanes of the Route 28 improvements.
c. Contribution, Dedication and Construction of Sunrise Valley Drive,
d. Signalization of the Frying Pan Road/Sunrise Valley Drive intersection,
e. Provision of, removal of, or relocation of all utilities within the areas of construction.

This credit is based upon the applicant constructing up to 2,300 dwelling units, or lodging/hotel and up to 400,000 square feet of non-residential development, office, retail, and industrial. If the applicant constructs more dwellings and/or non-residential square footage than noted in this proffer (but within the maximum limits noted on the CDPA/FDPA), the applicant will provide an additional contribution of $1,000 per dwelling and/or $9.56 per square foot of non-residential development prior to the site plan approval for that phase of development. The value of any contribution and the value of the above credit will be escalated pursuant to Proffer 46.

The Applicant reserves the right to pursue additional creditable expenses prior to issuance of a RUP/Non-RUP, provided the Applicant must provide documentation to FCDOT for

eligibility and verification of the creditable amount prior to the issuance of any RUP or Non-RUP.

13. ~~14.~~ Tax District Buyout

a. Phase II Dulles Rail Transportation Improvement District - Payment of Special Taxes for Rental Residential Uses. All rental residential uses on the Property, as identified by the Applicant, are not subject to a buy-out from the Phase II Rail Transportation Improvement Districts. If rental residential uses are subsequently converted from rental residential to a use that is not subject to the tax districts, then at least sixty (60) days prior to either (i) recording any condominium documents that would change the use of one or more buildings from a multi-unit residential real property that is primarily leased or rented to residential tenants or other occupants such that it is taxable for purposes of the now existing Phase II Dulles Rail Transportation Improvement District (the "Phase II District"), to a use that is not subject to the Phase II District taxes, or (ii) recording a final subdivision plat that would create single-family attached lots for sale, the Applicant must provide a written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record such documents for that portion of the Subject Property. As required by Section 33.2-2107 of the Virginia Code, prior to recording such documents, the Applicant must pay to the County a sum equal to the then present value of Phase II District taxes, based on the use of that portion of the Subject Property prior to becoming subject to the condominium or being subdivided, as the case may be, that will be lost as a result of recording such documents.

b. Phase II Dulles Rail Transportation Improvement District - Payment of Special Taxes for For Sale Residential Uses. As required by Section 33.2-2107 of the Virginia Code, the Applicant must pay to the County a sum equal to the then present value under its current zoning classification, (that is, the special improvements taxes estimated by the County to be lost as a result of the change in zoning classification requested in this Application) from a use subject to the Phase II District to a use that is not subject to the Phase II District. The Applicant will in its sole discretion identify the proposed uses on the property.

14. ~~15.~~ Transportation Demand Management.

i. Townhouses, Back-to-Back Units, and Two over Two Units. For the purpose of promoting alternatives to single-occupant vehicle ("SOV") travel in townhouse, back-to-back, and two over two units, if a future transportation management association ("TMA") is established for the properties accessing Sunrise Valley Drive west of Centreville Road, north

of Frying Pan Road and east of Sully Road, the Applicant and/or the successor HOA must reasonably participate in or otherwise become associated with such TMA. This obligation is subject to the applicable costs related to participation in the TMA being allocated on a per unit pro-rated basis for residential units and being no greater than that imposed on similar ownership based HOAs that are also part of the same TMA and subject to a further showing that the costs associated with the TMA do not unreasonably limit the HOA's ability to perform its obligations as defined by these proffers or the applicable law. The Applicant and/or successor HOA's participation in the TMA is anticipated to enhance the TMA's efforts to reduce SOV travel within the TMA area. The Applicant and/or successor HOA must participate in TMA efforts to identify and implement SOV trip reduction initiatives inclusive of the Application property. The Applicant and/or successor HOA must include these membership costs in the cost of the TMA, subject to the cost allocation provisions discussed above. Participation in a future TMA must not subject the HOA or its individual members/owners to monetary penalties, if any, for non-compliance with the requirements of the TMA.

ii. Multi-Family Units and Commercial Uses (excluding ground level retail and service uses and public uses). This Proffer sets forth the programmatic elements of a transportation demand management program that will be implemented by the Applicant, and subsequently, as appropriate, the property owner or Condominium Owners Association (COA), to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential office, hotel, and assisted living uses constructed on the Property

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

2. Transportation Demand Management Plan. The Applicant will be responsible for submitting the Transportation Demand Management Work Plan (the “TDM Work Plan”) to FCDOT for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in this plan. It is the intent of this Proffer that the TDM Work Plan will adapt over time to respond to the changing transportation related

circumstances of the Subject Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

3. 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.

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

5. 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 ii.6.) will be derived upon the number of residential units and gross floor area of office site plan approved, constructed and occupied on the Property as part of the proposed development at the time traffic counts are conducted in accordance with subparagraph iii.5. or as qualified below and using the trip generation rates/equations applicable to such residential and commercial uses as set forth in the Institute of Transportation Engineers, Trip Generation, 11th Edition for Land Use Code = 221 for multifamily and 710 for general office. If, at Build Out, the Applicant has constructed fewer units or gross floor area than proposed in the FDP or FDPA, as applicable, then the Baseline Trip generation numbers applicable upon Build Out will be the total number of units and gross floor area constructed

6. TDM Goal. The TDM strategies will be utilized to reduce the peak hour vehicular trips by a minimum of twenty percent (20%) for the uses subject to this TDM proffer.

iii. 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.

1. TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for Property. The Applicant reserves the right to hire a TPM, appoint a transportation demand management association, or appoint DATA as its TPM. The TPM is expressly permitted to manage multiple TDM programs on the Property and other sites. If not previously appointed, the TPM will be appointed by no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Subject 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 ten (10) days of any change in such appointment.

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

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

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

the principal will remain in the TDM Account and will be used by the TPM for TDM purposes.

Funding of the TDM Account will be in accordance with the budget for the TDM Program elements to be implemented in a year's TDMWP. In no event will the TDM Budget exceed $5,000 (this amount will be adjusted annually from the date of rezoning approval for the Property (the "Base Year") and will be adjusted on each anniversary thereafter of the Base Year in accordance with the Proffer entitled "Escalation". The TPM will provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account will be replenished annually thereafter following the establishment of each year's TDM Budget.

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

5. Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Subject Property beginning one year after first RUP on the last Land Bay is issued. Person Surveys and Vehicular Traffic Counts will be conducted every three (3) years until the results of three consecutive traffic counts conducted upon Build Out show that the applicable trip reduction goals for the Subject Property have been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request additional surveys be conducted the following year. At such time and notwithstanding other portions of this proffer below, Person Surveys and Vehicular Traffic Counts will thereafter be provided

every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

iv. 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.

v. 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.

vi. Enforcement. If the TPM fails to timely submit the Annual Report to FCDOT as required by this Proffer and the County issues the TPM and the Applicant a notice by certified mail with return receipt requested stating that the TPM has violated the terms of this Proffer 15 and providing the TPM sixty (60) days after receipt of said notice within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent Annual Report, then, the Applicant and/or U0A/H0A/COA, as applicable, will be subject to a penalty of $50 per day, with a maximum fine per violation of $4,500, payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT. At the time the TPM is appointed under Proffer 15.iii.1 the Applicant's mailing address will be provided to the County. The TPM and Applicant may update the Applicant's and TPM's address at any time.

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

15. ~~16.~~ Right-of-way Dedication and Frontage Improvements.

a. On-Site. As part of the first site plan approval, the Applicant must dedicate in fee simple the right-of-way as shown on the CDPA/FDPA along the Property's frontage of Frying Pan Road and of Sunrise Valley Drive to the Board of Supervisors for public street purposes. Prior to issuance of the first RUP/non-RUP on the Property, and subject to VDOT approval, the Applicant must construct the frontage improvements in conformance with the CDPA/FDPA. For purposes of this Proffer complete construction of roads is defined as open to traffic (but not necessarily accepted by VDOT into the secondary street system) prior to bond release of the street.

b. Interparcel Access. Subject to Written Agreement described in this Proffer and prior to approval of the site plan or plans that include the Public Street and Private Street (both defined below), the Applicant will grant egress rights to Floris United Methodist Church ("Floris"), the current owner of the adjacent property (Fairfax County Tax Map Parcel 024-2-((01))-0008, 2018 edition) (the "Floris Parcel"), permitting vehicles to exit the Floris Parcel and drive across the private street running between Land Bay B and Land Bay C and also permit emergency vehicle access onto the Floris Parcel. The rights granted above will include temporary construction rights necessary for Floris to construct and maintain an interparcel egress in the location shown on the CDPA/FDPA (the "Interparcel Egress Rights"). Granting of the Interparcel Egress Rights are subject to the below conditions being incorporated into the Written Agreement.

1. Egress Rights. The Interparcel Egress Rights being limited to Floris and are not transferable to subsequent owners or users of the Floris Property. The Interparcel Egress Rights will only become effective upon construction and bond release for both the public street in Proffer 12 (the "Public Street") and the private street between Landbay B and Landbay C in Proffer 11, as currently designed on the CDPA/FDPA (subject to final design by the Applicant) (the "Private Street").

2. Parking. Floris and its members not having any right to park on the Property.

3. Costs and Maintenance. Floris agrees to be solely responsible for all costs associated with the design and construction of the interparcel egress connecting the Floris Property to the common property line and Applicant shall be responsible for constructing the interparcel connection from its property line to the Private Street. Concurrent with granting the Interparcel Egress Rights, the Applicant will place $30,000 in a third party escrow with Walker Title LLC of Fairfax, which Floris may draw upon to reimburse its actual costs up to the escrowed amount expended in constructing any portion of the interparcel

egress on the Property not otherwise constructed by the Applicant or installing the necessary gate. Such escrow will be returned to the Applicant if the Written Agreement is terminated if Floris has not met the timing requirements in part 6 of this Proffer. Floris will be solely responsible for maintaining the interparcel egress from the end of the Private Street and the eastern property line of the Property and shall have rights to repair, maintain and inspect said portion of the interparcel egress area. Floris agreeing to indemnify and hold harmless (to the extent not covered by insurance) the OA or HOA, as applicable, for Landbay B and all homeowners within Landbay B and Landbay C (the "Indemnified Parties") and shall maintain commercially reasonable insurance, naming the Applicant, OA, and HOA as additional insureds, to cover claims relating to the use, maintenance, repair or inspection of the aforesaid interparcel egress area (and excepting any indemnification obligation arising from the negligence of any of Indemnified Parties. Floris agrees to be solely responsible for any damage to the Property, any improvements on the Property, and any other damage caused by Floris or its members, guests, or invitees arising from the construction, use, operation, maintenance or repair of the Interparcel Egress Rights, and for payment of any costs arising from the same.

4. Egress Limitations. Floris and Applicant shall install and maintain, at their sole cost, gated access to the interparcel egress. Such gated access must be electronically controlled through an access card or other mechanism that permits tracking of the total number of vehicles and time those vehicles utilize the Interparcel Egress Rights. The Applicant, OA, and HOA must have free and transparent access to tracking information. Use of the Interparcel Egress Rights must be limited to 4:00 pm -7:00 pm Monday through Friday and from 9:30 am – 4:00 pm on Sundays. Up to 50 vehicles per day may use the Interparcel Egress Rights Monday-Friday. Up to 400 vehicles per day may use the Interparcel Egress Rights on Sundays, with no more than 150 vehicles per hour. No construction vehicles, delivery vehicles, or other commercial vehicles may utilize the Interparcel Egress Rights; provided however, that the gated mechanisms shall allow for breakaway or other measures allowing emergency vehicle ingress and egress, as required by the County or any other governmental authority.

5. Enforcement. Should either Floris or Applicant or OA or HOA seek to enforce any of their respective rights under the Written Agreement in court and if such action results in a judgment substantially in favor of either party (a dismissal, with or without prejudice, by the party commencing such action will be deemed to be a judgment in favor of the other party for the purpose of this section), then and in such event the prevailing party will be entitled to recover from the other party, in addition to the relief awarded the prevailing party in or by judgment, all court costs, reasonable investigation expenses, and reasonable

attorneys' fees and disbursements incurred by the prevailing party regarding or relating to such action. The Applicant's rights under the Written Agreement terminating when the Applicant has no ownership interest in any part of the Property with the obligations remaining and running with the real estate owned by Applicant's successor in title, subject to the conditions set forth herein. The Written Agreement may be amended without the joinder of the Applicant after such time, on terms agreeable to the OA or HOA on the one part and Floris on the other. The Applicant shall cause provisions in any declaration or governing document for the OA or HOA to provide terms specific to the Interparcel Egress Rights, will require only a majority vote for Amendment (and shall require the consent of Floris) and may not be unilaterally revoked, amended or abridged. Upon written notification from the Applicant, the OA, or the HOA that any of the conditions have been violated, and if such violations can be cured and remain uncured after the notice and cure period set forth in the Written Agreement, the egress rights may be terminated at the Applicant, OA or HOA's sole discretion.

6. Timing. Floris obtaining all necessary governmental approvals to construct the interparcel connection within 10 years after the Interparcel Egress Rights become effective. Prior to construction of the interparcel egress, Floris submitting construction documents to the Applicant for the Applicant's approval; such approval not to be unreasonably withheld, conditioned or delayed – provided however that the Applicant's approval shall be deemed granted if the County opines the aforesaid construction documents are approvals pursuant to County requirements.

7. Written Agreement. The conditions in paragraphs 1-6 being incorporated into a written agreement of the Interparcel Egress Rights that is legally binding upon the Applicant and Floris. The Applicant will transmit a written agreement incorporating the conditions in parts a-f within this proffer 16b to Floris within 50 days after the Board of Supervisors approves this rezoning application (the "Written Agreement"). The Written Agreement shall be recorded among the land records of the Clerk's Office of the Circuit of Fairfax County and each party shall execute, acknowledge and deliver an original to each other. The costs of recordation shall be borne by the party seeking recordation. The Written Agreement shall contain terms making it a covenant real, such rights and obligations running with the land and enforceable upon successors and assigns, subject to the limitations set forth herein. The Written Agreement shall contain terms providing that the obligations shall be superior to subsequently recorded document or obligation on either of the respective properties, to the extent permitted by law. The Written Agreement shall conform to this Proffer and constitute nothing more than an elaboration of paragraphs 1-6 to add technical details to clarify and accomplish this work. Floris must submit to the

Applicant any comments on the Written Agreement within 10 business days of receiving the Written Agreement. If Floris has not executed the Written Agreement (defined as signing the Written Agreement in conformance with applicable law necessary to bind Floris) within 60 days after receiving the Written Agreement, then the Applicant will be relieved of these obligations under this proffer. A failure to obtain a Written Agreement with Floris in the above timeframe or any subsequent termination of the Written Agreement will not otherwise prevent, limit, or impact the Applicant's ability to develop the Property and obtain all necessary governmental approvals to develop or implement development of the Property, including but not limited to the Applicant's ability to file, process, and obtain approvals of the site plans, building permits, RUPs, Non-RUPs, or any other governmental approvals. A failure to obtain a Written Agreement with Applicant in the above timeframe or any subsequent termination of the Written Agreement will not otherwise prevent, limit or impact Floris's ability to develop its Property, including, but not limited to Floris's ability to file, process, and obtain approvals of the site plans, building permits, RUPs, Non-RUPs, or any other governmental approvals. The Written Agreement may be modified by the parties to provide different terms without the need for a PCA. However, the Applicant has no obligation to accept terms different from those provided in this Proffer. Once the Written Agreement is in place, the County will not have any rights to enforce the terms of the Written Agreement.

c. Turn Lanes. The optional turn lanes shown on Sheet C-11B of the CDPA/FDPA are included for illustrative purposes only. The Applicant may construct the optional turn lanes in its sole discretion without the need for a PCA, CDPA, or FDPA. The optional turn lanes are subject to VDOT approval and the configuration may change based on comments from VDOT without the need for a PCA, CDPA, or FDPA.

16. ~~17.~~ Traffic Signals.

a. Sunrise Valley Drive. Prior to issuance of the first RUP or Non-RUP for each phase of the Property, the Applicant will submit a signal justification report for the intersection of the northern site access point and Sunrise Valley Drive. If the traffic signal is justified per the Virginia Department of Transportation (VDOT), then the Applicant will install a traffic signal, including pedestrian enhancements as may be required by VDOT and any signal preemption appurtenances as may be required by Fairfax County, at the intersection of the site access point to the Property and Sunrise Valley Drive within 24 month after VDOT approval of the signal justification report. If a signal is not justified when the signal justification report for the last phase is submitted by the Applicant, the Applicant will contribute funds equal to 50% of the traffic signal cost to Fairfax County for future installation of

this traffic signal by others, which funds will be held in escrow and used only for this traffic signal. If the signal is installed by others prior to approval of the final phase site plan approval, the Applicant will contribute 50% of the traffic signal cost to Fairfax County prior to approval of the next site plan approval on the Property for use only for this traffic signal and will be relieved of submitting additional signal justification reports.

b. Frying Pan Road. Prior to issuance of the first RUP or Non-RUP for each phase of the Property, the Applicant must install a traffic signal, including pedestrian enhancements as may be required by VDOT and any signal preemption appurtenances as may be required by Fairfax County.

17. ~~18.~~ High Visibility Crosswalk. At the time of site plan submission for each phase, the Applicant will submit a high visibility crosswalk study to the Virginia Department of Transportation (VDOT) for review for any proposed high visibility crosswalks in that phase. If approved by VDOT, the applicant must install any required high visibility crosswalks concurrent with installation of the top coating of the roadway in which they are being installed.

18. ~~19.~~ Garages. Individual townhouse garages will only be used for a purpose that will not interfere with parking vehicles. This restriction must be disclosed in the HOA documents. Prospective purchasers will be advised of this use restriction, in writing, prior to entering into a contract of sale. Additionally, information regarding the exact dimensions of the garages with a graphic depicting the area available for the parking will also be disclosed per the parameters in this proffer. The initial deeds of conveyance and HOA governing documents will expressly contain these disclosures.

19. ~~20.~~ Emergency Vehicle Preemption Equipment. Prior to issuance of the first RUP or Non-RUP for the Property, the Applicant will contribute $20,000 to the Capital Project titled Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction for use in the installation of emergency vehicle preemption equipment on traffic signals within the Dranesville District as determined by the Fire and Rescue Department. The applicant will have no responsibility for installation or maintenance of the preemptive signal devices. If a signal preemption device is installed by the Applicant as part of Proffer 17.a. and/or 17.b., the Applicant may take a $10,000 credit for each device installed against the contribution in this Proffer.

20. ~~21.~~ Bicycle Parking. The Applicant must provide bicycle racks in common areas of the

Property, the number and location of which will be determined at the time of site plan, consistent with the "Fairfax County Policy and Guidelines for Bicycle Parking" and approval of the Fairfax County Department of Transportation (FCDOT). Bicycle racks will be inverted U-style or other design as approved by FCDOT.

21. ~~22.~~ Electric Vehicle Charging Facilities.

a. Townhouses, Two Over Twos, Back-to-Back Townhouses and Tri-plexes. The Applicant must offer initial purchasers or renters of townhouse, two over two, back-to-back townhouse and triplex units the option, at the purchaser's or renter's cost, to install the required electrical panels for electric vehicle charging, which means the provision of space, conduit banks conduits and access points allowing for the easy installation of an electric vehicle charging station in the future, and does not include the installation of transformers, switches, wiring or charging.

b. Multi-Family and Non-Residential.

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

ii. Each new parking structure in the Proposed Development will be designed to support the future installation of Level 2 electric vehicle ("EV") charging infrastructure for a minimum of Two Percent (2%) of the spaces within such structure and may provide additional infrastructure if the market supports the same. The Applicant will include within site plan and building plan submissions, as applicable, the identification of spaces within the parking structure that will be EV-ready, as well as information demonstrating the following, to the satisfaction of Land Development Services ("LDS"):

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

2. That electric load estimates prepared for the building will account for EV-ready spaces. Estimates can calculate a cumulative load, where EV-ready load is added to building service load, or,

alternately, the building permit plans can demonstrate that building service load can accommodate EV-ready loads for the EV-ready spaces identified above; and

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

4. In addition, unless and until all EV-ready spaces will have EV charging stations installed, the Applicant will include, within closing and leasing documents, disclosure to prospective purchasers/renters the presence of EV-ready parking spaces on the property.

22. ~~23.~~ Bus Stop. Prior to the first site plan approval, the Applicant will coordinate with the FCDOT to determine if a bus stop is warranted on the proposed new public street. If it is determined to be necessary, a bus stop pad and bus stop sign must be installed by the Applicant prior to final bond release for the first phase of development.

DESIGN AND AMENITIES

23. ~~24.~~ Landscape Plan. The CDPA/FDPA includes an illustrative conceptual landscape plan for the portion of the Property governed by the FDPA and detail sheets illustrating the plantings to be provided. As part of each site plan submission associated with the FDPA and any future FDPAs, the Applicant must submit to Forest Conservation (FCON) of the Department of Public Works and Environmental Services (DPWES) for review and comment a detailed landscape plan (the "Landscape Plan") for that phase of the development, which must be consistent with the quantity of plantings and materials shown on the CDPA/FDPA or any future FDP. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings must be permitted by FCON.

24. ~~25.~~ Landscaping Species. All landscaping provided must be native or adaptive plants to Fairfax County to the extent feasible and must be non-invasive and include a plant selection that includes species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides and pesticides.

25. ~~26.~~ Architectural Design. Building materials for the FDPA must be generally consistent with the illustrative concepts included in the CDPA/FDPA. The primary building materials must be limited to masonry, stone, cementitious siding, vinyl, shingles or other similar materials provided that final architectural details and accents may include other materials. Bay windows, balconies, awnings, and other architectural details may be provided as generally shown on the CDPA/FDPA. Conceptual elevations and a list of building materials for buildings subject to the CDPA must be provided as part of any FDP for those buildings.

26. ~~27.~~ Bird Friendly Design. Any multifamily buildings constructed on the Property will not utilize reflective glass.

ENVIRONMENTAL

27. ~~28.~~ Stormwater Management Facilities and Best Management Practices. The Applicant must implement stormwater management techniques to control the quantity and quality of stormwater runoff from the Property in accordance with the Fairfax County Public Facilities Manual as reviewed and approved by LDS. Stormwater management facilities/Best Management Practices ("BMPs") must be provided as generally depicted on the CDPA/FDPA. The Applicant reserves the right to pursue additional or alternative stormwater management measures provided the same are in substantial conformance with the CDPA/FDPA. At the time of site plan the Applicant shall demonstrate adequate outfall in accordance with applicable County ordinances.

28. ~~29.~~ Green Building Practices. The Applicant, in its sole discretion, must select one of the following programs to be implemented in the construction of the single family attached and multifamily dwelling units:

a. Townhouses. For each new townhouse, 2-over-2, or tri-plex dwelling unit constructed, certification will be provided in accordance with the following:

i. The most current version of the National Green Building Standard (NGBS) using the ENERGY STAR Qualified Homes path for energy performance, as demonstrated through documentation submitted to Development Review Branch (DRB) of DPD from a home energy rater certified through the Home Innovation Research Labs that demonstrates

that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling unit/building.

ii. EarthCraft House Program as demonstrated through documentation submitted to DRB prior to the issuance of the RUP for each dwelling unit/building. If certification is still in process at time of RUP issuance,

the applicant must provide documentation from the EarthCraft project manager demonstrating that the project has been registered, completed final inspection, and has met the requirements to attain EarthCraft Certification prior to RUP issuance for each dwelling unit. The applicant must provide documentation to LDS and DPD demonstrating that certification for the Proposed Development has been attained prior to final bond release.

iii. The Applicant reserves the right to utilize an equivalent program in consultation with and approved by the Development Review Branch of the DPD prior to the issuance of the first building permit for that townhouse dwelling unit.

b. Multi-Family Buildings. The applicant commits to certification of the multi-family buildings (excluding 2-over-2 units and tri-plex units) with one of the following programs:

i. LEED for Homes Proffer

1. Prior to approval of the building plan for the building, the applicant will post, for that building, a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of (*80% of the square footage of the building multiplied by $2*). 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 U.S. Green Building Council, under the most current version of the U.S. Green Building Council's (USGBC) Leadership in Energy and Environmental Design for Homes (LEED® for Homes) rating system. The provision to the Environment and Development Review Branch of DPD of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development Review Branch of DPD demonstratig attainment of LEED certification within one year of issuance of the final RUP for the building, 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.

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

If the applicant provides to the Environment and Development Review Branch of DPD, within one year of issuance of the final RUP for the building, documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the U.S. Green Building Council to fall within three points of attainment of LEED certification, 50% of the escrow will be released to the applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

If the applicant fails to provide, within one year of issuance of the final RUP for the building, documentation to the Environment and Development Review Branch of DPD demonstrating attainment of LEED certification or demonstrating that the building has fallen short of certification by three points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environment and Development Review Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame will be extended until such time as evidence is obtained, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

2. LEED-AP**.** The applicant will include a LEED®-accredited professional 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 team to incorporate

sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED certification. At the time of site plan submission, the applicant will provide documentation to the Environment and Development Review Branch of DPD demonstrating compliance with the commitment to engage such a professional review
confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

3. Checklist**.** The applicant will include, as part of the site plan/subdivision plan submission and building plan submission, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design for Homes (LEED® for Homes) 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 project.

ii. NGBS (formerly NAHB)

1. Certification in accordance with the most current version of National Green Building Standard (NGBS) using either the ENERGY STAR® Qualified Homes path for energy performance, or another approved energy performance path, as demonstrated through documentation submitted the Development Review Branch (DRB) of DPD from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling unit/building. To use an energy path other than ENERGY STAR, the dwelling unit must provide both the above referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the RUP for each dwelling unit/building. A green building escrow is not required if the Applicant seeks certification using the provisions of this Proffer 30.b.ii.

iii. The Applicant reserves the right to utilize an equivalent program in consultation with and approved by the Development Review Branch of the
DPD prior to the issuance of the first building permit for the multi-family unit.

c. Non-Residential (Retail, Office, Lodging)

i. The Applicant must include, as part of the site plan submission, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design New Construction (LEED®-NC) rating system, or other LEED rating system determined to be applicable by the U.S. Green Building Council (USGBC), or its equivalent (as determined jointly by the Applicant and Fairfax County), that the Applicant anticipates attaining. All references herein to LEED include both LEED or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.

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

iii. Prior to site plan approval, the Applicant must designate the Chief of the Environment and Development Review Branch of the Department of Planning and Development as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

iv. Prior to the building plan approval for each building to be constructed, the Applicant must post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual (PFM), in the amount of $2.00/square foot of GFA, as shown on the approved site plan. This green building escrow must 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 project's registered version of the LEED-NC rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to DRB of documentation from the USGBC that each building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the DRB, the escrowed funds and/or letter(s) of credit must be released to the Applicant.

v. If prior to final bond release for the building site, the Applicant provides to DRB documentation within one year of issuance of the final Non-RUP for the building, demonstrating that LEED certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives.

vi. If prior to final bond release for the building site, the Applicant fails to provide documentation to DRB demonstrating attainment of LEED certification or demonstrating that the building has fallen short of LEED certification by three (3) points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame will be extended until such time as evidence is obtained, and no release of escrowed funds will be made to the Applicant or to the County during the extension

vii. As an alternative to the actions outlined above, the Applicant may choose to pursue a certification higher than LEED certification, 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 will meet at least the minimum number of credits necessary to attain LEED Silver certification.

viii. Prior to building plan approval for the building to be constructed, the Applicant must submit documentation, to DRB, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED Silver certification.

ix. However, if the Applicant is unable to provide the design- and construction-related credit documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit, post an escrow identical to the one described above. This escrow will be released upon submission of the documentation to DRB from the USGBC demonstrating that the building is anticipated to attain a sufficient number of credits to attain LEED Silver certification.

x. Prior to final bond release of the building site, the Applicant must submit documentation to DRB, confirming the status of LEED certification.

xi. The Applicant reserves the right to utilize an equivalent program in consultation with and approved by the Environmental and Development Review Branch of the DPD prior to the issuance of the first building permit for the multi-family unit.

29. ~~30.~~ Limits of Clearing and Grading. Applicant must conform to the limits of clearing and grading generally as shown on the CDPA/FDPA, as may be modified by final engineering and the tree preservation walk-through. Allowances will be made for encroachments specified in the proffers and for the installation of utilities and/or trails. Utilities and/or trails in areas protected by the limits of clearing and grading must be located in the least disruptive manner necessary as determined by the Forest Conservation (FCON), DPWES.

30. ~~31.~~ Tree Preservation. Applicant must submit a Tree Preservation Plan and Narrative with each site plan submission including items specified in PFM sections 12-0507 and 12-0509 prepared by a Certified Arborist or a Registered Consulting Arborist and will be subject to the review and approval of the FCON. Each tree preservation plan must include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for individual trees, living or dead, with trunks 12 inches in diameter and greater within 10 feet of the limits of clearing and grading. The tree preservation plan must provide for the preservation of areas shown for tree preservation, areas outside of the limits of clearing and those additional areas in which trees can be preserved as a result of final engineering. Specific activities that will maximize the survivability of any tree identified to be preserved such as crown pruning, root pruning, mulching, fertilization, determined by the certified arborist must be included in the plan.

31. ~~32.~~ Tree Preservation Walk-Through. Applicant must schedule a walk-through meeting

with FCON, DPWES prior to any site clearing. Applicant must retain a certified arborist or a Registered Consulting Arborist to flag the limits of clearing and grading prior to the meeting. Applicant's certified arborist or landscape architect or designated representative must walk the limits of clearing and grading with FCON, DPWES, representative to determine where adjustments to the clearing limits could be made to increase the area of tree preservation, and/or where alternative preservation efforts that could save more trees are more effective. Such agreed upon adjustments must be implemented (no change to the clearing plan will be required).

Dead or dying trees within tree save areas may be removed. Any tree so designated may be removed using a chain saw or other method that minimizes disturbance to surrounding live trees and understory vegetation. If a stump must be removed, this must be done using a stump-grinding machine to minimize disturbance to adjacent trees and understory vegetation.

32. ~~33.~~ Tree Preservation Fencing. Trees to be preserved as shown on the tree preservation plan must be protected by tree protection fence. Tree protection fencing must be four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or super silt fence so long as any required trenching is done per the root pruning guidelines.

All tree protection fencing must be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities or demolition of any existing structures. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the FCON, DPWES, must be notified and given three (3) business days to inspect the site to ensure that all tree protection devices have been installed. Clearing and grading activities may commence the earlier of: the expiration of the three (3) business day notice period, or upon confirmation from FCON, DPWES the fencing is installed correctly.

33. ~~34.~~ Site Monitoring. During any clearing or tree/vegetation/structure removal on the Property, a representative of Applicant must be present to monitor the process and ensure that the activities are conducted as conditioned and as approved by the FCON. Applicant must retain the services of a certified arborist or Registered Consulting Arborist to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers and FCON approvals. Written reports must be submitted to FCON and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan.

34. ~~35.~~ Blasting. If blasting is required, the Applicant will ensure that blasting is done

pursuant to Fairfax County Fire Marshal requirements and all safety recommendations of the same, including without limitation, the use of blasting mats. The Applicant will notify owners within two hundred and fifty (250) feet of the on-site blasting area and within two hundred and fifty (250) feet of any off-site blasting area, ten (10) calendar days prior to blasting. No blasting will occur until such notice has been given.

35. ~~36.~~ Invasive Species. The Applicant will cut and/or chemically eradicate invasive vines in the wooded area to be preserved.

AFFORDABLE HOUSING

36. ~~37.~~ Affordable Dwelling Units ("ADUs"). ADUs must be provided in accordance with Section 5101 of the Zoning Ordinance in effect at the time of the approval of this rezoning application, unless modified by the ADU Advisory Board. Any of the required ADUs may be provided within any of the multi-family buildings if such is constructed on the Property. If the ADUs are provided within more than one multi-family building, they will be integrated and dispersed to prevent all ADUs being concentrated on any one floor. ADU calculations are provided on the CDPA/FDPA and will be provided for each future FDPA.

37. ~~38.~~ Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 37, the Applicant also must provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs") administered as set forth in the "Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines" adopted on March 18, 2025 ("WDU Guidelines"), in effect as of the approval date of this Application (the "Policy Guidelines"), such that for any for sale units on the Property the total number of required ADU/WDUs does not exceed 12% of the total number of for sale residential units constructed as part of the Proposed Development.

For any rental units constructed as part of the Proposed Development when only WDUs are required the total number of WDUs will not exceed 12% of the total number of rental WDU units constructed as part of the Proposed Development but may be less than 12% of the total number of rental units constructed as part of the Proposed Development based on the final site plan for rental units which identifies dwelling units with different numbers of bedrooms as WDUs or WDUs without bedrooms, then for purposes of determining compliance with the final aggregate number of WDUs for the Property, each such WDU will be assigned a WDU Value as provided in the table below. The final number of WDUs for the Property may be lower than the WDU percentage above after applying the values below.

Number of Bedrooms in the WDU	WDU Value*
WDU with no bedroom (studio or efficiency)	.8
WDU with 1 bedroom	1.0
WDU with 2 bedrooms	1.45
WDU with 2 bedrooms and den	1.65
WDU with 3 bedrooms	1.75

*For purposes of the computation prescribed by this paragraph, if the sum of the WDU Values is expressed as a number with one or more decimal places, then any decimal of *0.50* or higher must be rounded up to the next highest integer, and any decimal of less than *.50* must be rounded down to the next lowest integer.

38. ~~39.~~ Non-Residential. The Applicant will select, within their sole discretion, one of the following two options for making a monetary contribution toward the provision of affordable and/or workforce housing for non-residential uses. This contribution will be made to the Board of Supervisors to be deposited in a specific fund to be used solely for this purpose. Portions of the contribution attributable to each building will be made at the time of issuance of the first Non-RUP in that building. The options will consist of either (i) a one-time contribution of $3.88 for each square foot of GFA of constructed office, excluding any ground level retail/services uses and public uses, or (ii) an annual contribution of $0.25 for each square foot of GFA of proposed office, excluding any ground level retail/services uses and public uses, continuing for a total of sixteen (16) years from the date of issuance of the first Non-RUP in that building.

CONTRIBUTIONS

39. ~~40.~~ Public Schools.

a. A contribution of $14,956 per projected additional students for the number of market rate units constructed at the rate of 0.156 students for each non-ADU and non-WDU single family attached dwelling unit with 3 bedrooms or more, at the rate of 0.067 students for each mid-rise (equal to or more than 4 stories) non-ADU and non-WDU multifamily unit and at the rate of 0.119 for each low-rise (equal to or less than 3 stories) non-ADU and non-WDU multifamily dwelling unit and single family attached dwelling units with 2 bedrooms with den or less, 2 over 2 units and back-to-back single family attached units must be made to the Board of Supervisors for transfer to Fairfax County Public Schools (FCPS) and designated for capital improvements at the public schools serving the development. The contribution must be net of the 1 student projected under existing conditions on the Property. The contribution must be made at the time of the first building permit for each new residential building.

b. In addition to the above contribution, prior to issuance of the first RUP for each new building constructed on the Property, the Applicant must contribute $1,250 per dwelling unit to the Board of Supervisors for transfer to FCPS to be utilized for acquisition of property and construction of new schools serving the Property.

40. ~~41.~~ Parks. Pursuant to Section 2105.5 of the Zoning Ordinance regarding developed recreational facilities both external and internal to buildings, the Applicant will provide on-site recreational facilities for the future tenants consistent with those permitted under Section 2105.5, including but not limited to fitness rooms, multipurpose rooms, clubrooms, tot lots, clubhouses, pools, parks, bicycle facilities, the Central Green area in Land Bay A, and open space, including all equipment and improvements therein and thereon. Individual phases may have amenities equaling less than $2,150 per new residential unit in that phase, so long as at final buildout of all phases the total aggregate amenities are equivalent to the $2,150 per total new residential unit. In the event, at the time of site plan approval for the final phase of the project, the aggregate value of the facilities for the entire project is less than the overall proffered amount of $2,150 per residential unit, the difference must be contributed to the Fairfax County Park Authority for off-site recreational facilities within the Property's Magisterial District.

41. ~~42.~~ Recreation Contribution.

a. Residential. Prior to issuance of the first RUP for each building, the Applicant must contribute $893 per projected resident, generated by the applicable building, excluding any ground level retail/service uses and public uses for use at off-site recreational facilities intended to serve the future residents, as determined by FCPA in consultation with the Supervisor for the Property's Magisterial District.

The number of residents generated must be calculated by assuming 1.75 residents per multifamily unit and 2.84 residents per single family attached unit and must be based on the actual number of units constructed.

b. Non-Residential. Prior to the issuance of the first Non-RUP for each non-residential building, the Applicant must contribute $0.27 per square foot of Gross Floor Area of office use in that building for use at off-site recreational facilities intended to serve the future residents, as determined by FCPA in consultation with the Supervisor for the Property's Magisterial District.

42. ~~43.~~ Recreational Open Space. Publicly accessible on-site recreational open space areas will be provided as shown on the CDPA/FDPA, primarily as the Central Green, to provide social, cultural and recreational opportunities for future tenants and the invited public (the "Recreational Open Space"). Final design of the Recreational Open

Space will be completed at site plan. It is anticipated that the Recreational Open Space may include, but not be limited to, landscape treatments, outdoor exercise stations, pathways, playground equipment, and other elements in the general locations shown on the CDPA/FDPA as indicated below.

Urban Park A – This recreational open space will include a turf open play area, a children's playground, a dog park, a trellis area and flexible open space to accommodate lawn games, yoga and exercise areas and community gatherings. Minimum size 1.46 ac.

Urban Park A1 – This area will be tree save with a walking path. Minimum size 0.16 ac. In addition to those improvements shown on the CDP/FDP, the Applicant will add additional seating areas and an exercise station (if outside the tree save area).

Urban Park A3 – This area will include exercise stations and a trellis. Minimum size 0.03 ac.

Urban Park B1 – This area will include a landscaping walking path. Minimum size 0.12 ac.

Urban Park B2 – This area will include a trellis, yoga area, open play area/gathering space. Minimum size 0.05 ac.

Urban Park B3 – This area will include a trellis. Minimum size 0.01 ac.

Urban Park B4 – This area will include community garden plots. Minimum size 0.12ac.

Urban Park C1 – This area will include a children's playground and an open play/gathering space area. Minimum size 0.26 ac

Urban Park D1-1 – This area will include open space for social gathering. Minimum size 0.3 ac.

Urban Park D2-1 – This area will include a trellis and and dog park or outdoor recreational area. Minimum size 0.06 ac.

Urban Park D2-2 – This area will include a trellis and children's play area. Minimum size 0.07 ac.

Urban Park E-1 – This area will include a walking path and tree save. Minimum size 0.49 ac.

Urban Park E2 – This area will include tree save with a walking path. Minimum size 0.41 ac.

Urban Park E3 – This area is a pocket park with landscaped walking paths. Minimum size 0.13 ac.

Urban Park E4 – This area is a pocket park with landscaped walking paths. Minimum size 0.2 ac.

Urban Park F1 – This area will include a walking path and tree save. Minimum size 0.28 ac.

In the future, the design of this open space may be modified by the Applicant, provided, at a minimum, an equivalent quality and quantity of design is provided. The Recreational Open Space, while retained in private ownership and governance by the underlying property owner, will be subject to a public access easement granted to the Board of Supervisors which will reserve to the Applicant the right to establish reasonable rules and regulations for the Recreational Open Space, including but not limited to hours when open to the public and the ability to reasonably restrict access to all users for violation of those rules and regulations, for special events, for security, for maintenance and repairs and/or safety purposes.

43. ~~44.~~ Public Art. Prior to bond release of the final phase of development, the applicant must install public art at a minimum cost of $3,000 in the Recreational Open Space, in consultation with the Supervisor for the Property's Magisterial District.

CULTURAL RESOURCES

44. ~~45.~~ Archaeological. A prior archeological survey on the Property determined that no further study was necessary. If artifacts or other historic resources are found during land disturbing activities, the Applicant will notify the Archaeology and Collections Branch of the Fairfax County Park Authority (ACB) with 48 hours of such finding. ACB will be given an opportunity to recover any artifacts or historic resources found on the Property, provided such recovery does not negatively materially impact construction of the project in conformance with the CDPA/FDPA.

MISCELLANEOUS

45. ~~46.~~ Escalation. All monetary contributions required by these proffers, including as

provided in Proffer 13, must escalate on a yearly basis from the base year of 2025, and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Virginia State Code Section 15.2-2303.3. 3.

46. ~~47.~~ Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

47. ~~48.~~ Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control proffered improvements such as, but not limited to, transportation, publicly accessible park areas, bike lanes and offsite easements, have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations, VDOT approval for traffic signals, necessary easements and/or site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these proffered improvement(s).

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

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

50. ~~51.~~ Pedestrian Connection to Tax Map Parcel 15-4-((01))-29 and 32 (the "Mt. Pleasant Property"). The Applicant will provide a pedestrian connection via a gate in the fence on the common property line between the Property and the Mt. Pleasant Property. The gate's location, along with any stairs/walkways or ramps, will be determined by the Applicant prior to site plan approval for Landbay A or Landbay B, as applicable, and the applicant will bear the cost of installing and maintaining the gate. Use of the gate is limited to members of the Mt. Pleasant Baptist Church, guests accompanying such members and residents of the Property. The gate will be controlled with a mechanical or electric locking system and will be available for use during daylight hours. If Mt. Pleasant Baptist Church or its trustees no longer own or use the Mt. Pleasant Property, the Applicant may remove

the gate. The Applicant reserves the right to add pedestrian paths and change the site grade to accommodate placement of the gate without the need for a PCA, CDPA, or FDPA. Prior to the gate being placed in use, the Applicant and Mt. Pleasant Baptist Church will agree to rules of use and issues of liability for use of the gate.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

The Pomeroy Companies (Inc.)/Pomeroy Investments, Inc.
Applicants/Title Owners of Tax Map Nos.15-4((1))26B and 24-2((1))5

By:_____
Name: James M. Rand
Title: President

PROPOSED DEVELOPMENT CONDITIONS

FDPA 2017-DR-012

July 8, 2026

If it is the intent of the Planning Commission to approve FDPA 2017-DR-012 located at Tax Maps 15-4 ((1)) 26B (pt.) and 24-2 ((1)) 5 (pt.), to permit additional development options, staff recommends that the Commission condition the approval by requiring conformance with the following development conditions, which supercede all previous development conditions. An asterisk denotes conditions carried forward from FDP 2017-DR-012:

1. Development of the property will be in substantial conformance with the Final Development Plan Amendment (FDPA) entitled “Aurora Station at Dulles” prepared by VIKA, dated January 24, 2023 as revised through July 7, 2026, containing 117 sheets and these conditions.*

2. Pursuant to Subsection 8100.5 of the Zoning Ordinance, modifications to the FDPA may be permitted as determined by the Zoning Administrator.

3. Prior to bond release for the final site plan, the applicant must contribute $5,000 to the Homeowners Association to be used for plowing, maintenance and/or repair of the private streets and annual maintenance of stormwater management facilities.*

4. The limits of the surface parking lots and/or the height of the parking garages may not exceed that depicted on the CDPA/FDPA without a PCA.*

5. At time of building permit submission, all side and rear elevations must be consistent with the front elevations depicted on the CDPA/FDPA.*

The above proposed conditions are staff recommendations and do not reflect the position of the Planning Commission unless and until adopted by that Commission.

This approval, contingent on the above noted conditions, shall not relieve the applicants from compliance with the provisions of any applicable ordinances, regulations or adopted standards. The applicants shall be themselves responsible for obtaining the required Residential Use Permit(s) and Non-Residential Use Permit(s) through established procedures, and this Final Development Plan Amendment shall not be valid until this has been accomplished.