County of Fairfax, Virginia
Planning Commission Meeting
September 30, 2026
Planning Commission Action

(RZPA-2025-PR-00099) PCA-2003-PR-022-04/CDPA-2003-PR-022-002/FDPA-2003-PR-022-03)– VICTOR VIENNA R35 LC
(Providence District)

PLANNING COMMISSION RECOMMENDATIONS:
On September 30, 2026, the Planning Commission voted 12-0 to recommend to the Board of Supervisors approval of the following actions:

- PCA-2003-PR-022-04 and its accompanying Conceptual Development Plan, subject to proffers consistent with those dated September 29, 2026;

- Adoption of the proposed ordinance amending the Zoning Ordinance, reflecting approval of these applications; and

- Modification to the required loading spaces pursuant to subsection 6101.3.A of the Zoning Ordinance to that shown on the CDPA/FDPA.

In a related action, the Planning Commission voted 12-0 to approve FDPA-2003-PR-022-03.

ATTACHED DOCUMENTS:
Proffers dated September 29, 2026

CD

PROFFERS

VICTOR VIENNA R35 LC

PCA 2003-PR-022-04

September 29, 2026

Pursuant to § 15.2-2303(A) of the Code of Virginia, 1950, as amended, Victor Vienna R35 LC (the "Applicant"), for itself, its successors, and assigns, for property identified as all or portions of Tax Map #48-3 ((56)) 2 (commonly referred to as "Building 18" and the "PCA Property"), hereby reaffirms the existing proffers encumbering Building 18 and the PCA Property accepted by the Fairfax County Board of Supervisors in conjunction with the approval of RZ 2003-PR-022 as amended by PCA 2003-PR-022-02 (together, the "Existing Proffers"), except as expressly modified below.

Any such modifications pertain only to the PCA Property and will modify the Existing Proffers only with respect to the PCA Property. Such modified proffered conditions do not apply to any other property which is not part of the PCA Property. In the event this Application is denied by the Board, the proffered conditions below will be null and void and all Existing Proffers will remain in full force and effect.

Purely for informational purposes, those portions of the Existing Proffers that remain unmodified are included herein, with modifications to the Existing Proffers shown in italics. In the event of any discrepancy between the unmodified portions of the Existing Proffers reproduced herein and the originally executed versions of the Existing Proffers, the originally executed versions shall control.

Proffer 1 (Development Plan) is replaced in its entirety as to the PCA Property as follows:

a. *General. Development of the PCA Property will be in substantial conformance with the Conceptual Development Plan/Final Development Plan prepared by Dewberry & Davis LLC, and dated March 24, 2003, as revised through March 7, 2006 ("2006 CDP/FDP"), as amended by the Conceptual Development Plan Amendment/Final Development Plan Amendment prepared by LandDesign, Inc., and dated December 23, 2020, as revised through September 1, 2021 (the "2021 PCA/CDPA"), and as further amended by the plan set titled "Metro West Building #18 Proffered Condition Amendment (PCA 2003-PR-022-04) Conceptual Development Plan Amendment (CDPA 2003-PR-022-002) Final Development Plan Amendment (FDPA 2003-PR-022-03)," prepared by Urban, Ltd., dated January 12, 2026, and revised through August 19, 2026 (together, the "2026 CDPA/FDPA"). With respect to the PCA Property, all references to the CDP/FDP in the Existing Proffers mean the CDPA/FDPA.*

(i) *CDP Elements. It is understood that the CDP portion of the 2026 CDPA/FDPA will be limited only to those elements of the plans that depict points of access, the amount and location of open space, peripheral setbacks, limits of clearing*

and grading, building heights, the total number, type, uses, and general location of buildings, roads, and stormwater management (the "CDP Elements").

(ii) Future FDPAs. The Applicant reserves the right to request a FDPA for elements other than the CDP Elements from the Planning Commission for all or a portion of the CDP/FDP and CDPA/FDPA in accordance with the Zoning Ordinance if such an FDPA is in accordance with the CDP and these Proffers.

b. Minor Modifications and Variations. Minor modifications and variations to the Development Plan or the commitments made in these Proffers may be permitted pursuant to §§ 8100.5.A (1) and (2), respectively, of the Zoning Ordinance.

Proffer 2 (Zoning) is reaffirmed.

a. As shown on the CDP/FDP, the Application Property is zoned to three (3) zoning districts as follows:

(i) Core Area. A total of approximately 23.2 acres of land comprising the northeastern portion of the Application Property is zoned to the PRM District. Such portion of the Application Property is referenced herein as the "Core Area."

(ii) Non-Core West Area. A total of approximately 17.1 acres of land comprising the northwestern portion of the Application Property is zoned to the PDH-16 District. Such portion of the Application Property is referenced herein as the "Non-Core West Area."

(iii) Non-Core South Area. A total of approximately 15.7 acres of land comprising the southern portion of the Application Property is zoned to the PDH-12 District. Such portion of the Application Property is referenced herein as the "Non-Core South Area".

Proffer 3 (Maximum Density) is reaffirmed.

a. Maximum Dwelling Units on Application Property. The maximum total number of residential dwelling units that may be constructed on the Application Property in its entirety shall be 2,248. Such total shall include all affordable dwelling units, all bonus dwelling units attributable to affordable dwelling units, all age-restricted dwelling units, all independent living units, any "live-work" units and any "apartment hotel" units (as provided in Proffer 15 below). The Applicant reserves the right to construct a lesser number of dwelling units than the maximum allowed provided that the buildings and site remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator. Multiple family dwelling units (exclusive of two-over-two multiple family dwelling units) will generally range in size from 1,000 to 2,000 square feet of GFA per dwelling unit. No more than one (1) of the multiple

family dwelling unit buildings (exclusive of the two-over-two multiple family dwelling unit buildings) shall be constructed with an average dwelling unit size that exceeds 2,500 square feet of gross floor area per dwelling unit.

b. Core Area. The maximum floor area ratio ("FAR") permitted within the Core Area shall be 2.25. Based on this maximum FAR, the maximum gross floor area ("GFA") that may be constructed within the Core Area shall be 2,833,469 square feet, exclusive of cellar space. Such maximum GFA shall include all affordable dwelling units and any density bonus attributable thereto. For purposes of calculating the maximum allowable GFA in the Core Area, density credit is taken for land dedicated by the Applicant for Saintsbury Drive as part of this Application, 0.95 acres of land previously dedicated for public purposes, approximately 4.71 acres of land located in the Non-Core West Area to be dedicated for public purposes as provided herein, and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance. The Applicant reserves the right to construct a lesser amount of GFA within the Core Area provided that the number of buildings, height and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

c. Non-Core West Area. The maximum residential density permitted within the Non-Core West Area shall be sixteen (16) dwelling units per acre, exclusive of affordable dwelling units and any density bonus attributable thereto, and exclusive of up to 230 independent living units to be located in Buildings 2, 3 and 4. The CDP/FDP depicts a total of 388 dwelling units in the Non-Core West Area. A total of approximately 3.59 acres of land located in the Non-Core West Area shall be entitled to apply the multiplier for independent living units (Zoning Ordinance Section 9-306(6)) to support a maximum of 230 independent living units within such area (i.e. 3.59 acres X 16 du/ac X 4 = 230). For purposes of calculating the maximum allowable density in the Non-Core West Area, density credit is taken for approximately 3.19 acres of land located in the Non-Core West Area to be dedicated for public purposes (e.g. Vaden Drive Extended) as provided herein and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance except the 4.71 acres of land for which density credit is taken in the Core Area as provided in Proffer 3.b. above. The Applicant reserves the right to construct a lesser number of dwelling units within the Non-Core West Area provided that the number of buildings, height and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

d. Non-Core South Area. The maximum density permitted within the Non-Core South Area shall be twelve (12) dwelling units per acre, exclusive of affordable dwelling units and any density bonus attributable thereto. The CDP/FDP depicts a total of 218 dwelling units in the Non-Core South Area. For purposes of calculating the maximum allowable density in the Non-Core South Area, density credit is taken for approximately 1.87 acres of land located in the Non-Core South Area to be dedicated for public purposes (e.g. Vaden Drive Extended) as provided herein and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance.

The Applicant reserves the right to construct a lesser number of dwelling units within the Non-Core South Area provided that the building heights and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

e. Allocation of Dwelling Units and GFA. The anticipated allocation of dwelling units and GFA among the various buildings to be constructed on the Application Property is represented on the CDP/FDP. The Applicant reserves the right to reallocate dwelling units and/or GFA among the buildings depicted on the CDP/FDP without requiring a proffered condition amendment ("PCA") or FDPA so long as (1) the total maximum of 2,248 dwelling units is not exceeded; (2) the minimum and maximum building heights as set forth in Proffer 4 and as shown on the CDP/FDP are not, respectively, reduced or exceeded; (3) the footprint and configuration of individual buildings remains in substantial conformance to that shown on the CDP/FDP; and (4) the maximum density limitations within the various zoning districts of the Application Property as provided in Proffer 3.b. – 3.d. above, are not exceeded, as determined by the Zoning Administrator.

f. Build-out in Phases. Build-out of the Application Property may proceed in phases within or across each of the respective zoning districts. The FAR, GFA and/or number of dwelling units per acre constructed within a respective phase of the project may exceed the maximum density limitations set forth in Proffer 3.b – 3.d. so long as such maximum density limitations are not exceeded over the entirety of the respective zoning districts and/or over the entirety of the Application Property at any time.

g. Density Credit. Density credit shall be reserved for the Application Property as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications described herein and/or as shown on the CDP/FDP or as may reasonably be required by Fairfax County, VDOT or others at the time of site plan approvals.

Proffer 4 (Building Height) is reaffirmed with respect to the PCA Property, except that Proffer 4.e is replaced in its entirety as follows:

a. General. The Applicant shall construct buildings within the range of heights as shown on the CDP/FDP. Building height shall be measured as defined by the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as specifically set forth in Section 2-506 of the Zoning Ordinance, including, for example, penthouses and other rooftop structures used for common amenity space for residents of those buildings, such as rooftop pool facilities (except for Buildings 7, 8 and 9, which shall not have rooftop pool facilities on the uppermost roof levels), exercise rooms, meeting/party rooms and the like. Penthouses shall be regulated as provided in Section 2-506 of the Zoning Ordinance. In addition, penthouses and other rooftop structures on Buildings 7, 8 and 9 shall not exceed a height of seventeen (17) feet from the roof level of the top floor of the building to the top of the penthouse/rooftop structure roof. Penthouses and other rooftop structures on other buildings may be constructed to a height of twenty (20) feet from the roof level

of the top floor of the building to the top of the penthouse/rooftop structure roof; provided, however, that any such building that does not have an elevator stop on the roof level shall be limited to a penthouse/rooftop structure height of seventeen (17) feet from the roof level of the top floor of the building to the top of the penthouse/rooftop structure roof. All building penthouses and other rooftop structures shall be architecturally integrated in the design of their respective buildings.

b. Buildings 7, 8 and 9. Buildings 7, 8 and 9 as shown on the CDP/FDP shall be constructed to a maximum height of 135 feet except that the one building (among Buildings 7, 8 or 9) that is designed and constructed to include the grocery store (as described in Proffer 5) may be constructed to a maximum height of 150 feet provided that any building height greater than 135 feet in that building is needed to accommodate the grocery store use and/or parking associated with it, as determined by the Director, Zoning Evaluation Division.

c. Buildings 5, 6 and 10. Buildings 6 and 10 shall be constructed to a maximum height of 120 feet. Building 5 shall be constructed to a maximum height of 100 feet, provided that if the ground floor of Building 5 is designed and constructed to accommodate a minimum of 3,000 square feet of Type 1 and/or Type 2 Non-Residential use (as defined in Proffer 5.c.(iii) below), then Building 5 may be constructed to a maximum height of 120 feet.

d. Buildings 14, 15, 16 and 17 – Buildings 14-17 will be constructed to a height between 60 feet and 75 feet.

e. *Building 18. Building 18 may be constructed to a maximum height of 114 feet. In addition, Building 18 must taper down in height to a maximum of 74 feet along Bastille Street and Hammersmith Lane as shown on the 2026 CDPA/FDPA.*

f. Buildings 11, 12, 13, 19 and 20. Buildings 11, 12, 13, 19 and 20 shall be constructed to a height between approximately 35 feet and a maximum of 50 feet.

g. Buildings 2, 3 and 4. Buildings 2, 3 and 4 shall be constructed to a height between approximately 55 feet and a maximum of 75 feet.

h. Building 1. Building 1 shall be constructed to a maximum height of 35 feet.

i. Single-Family Attached and "Two over Two" Multi-family. The single-family attached dwelling units shall be constructed to a height no greater than 40 feet, and the "two over two" multi-family dwelling units shall be constructed to a height no greater than 50 feet.

Proffer 5 (Uses) is reaffirmed with respect to the PCA Property, with the following italicized language added as Proffer 5.c(iii)(c)(B) and amended as to Proffer 5.c(v):

a. Core Area (PRM) Principal Uses.

(i) Multiple family dwellings.

(ii) Public Uses.

b. Time of Buildings 14, 15, 16, 17 and 18.

(i) The Applicant must have completed construction of one of Buildings 16, 17 or 18 prior to issuance of a RUP for the second of Buildings 14 or 15.

(ii) RUPs issued for Buildings 14, 15, 16, 17 and 18 will be excluded from the cumulative RUP maximums RUP maximums outlined in Proffer 5b of the existing Proffers of RZ-2003-PR-022.

(iii) At a minimum, the Applicant shall have completed six (6) levels of columns and beams for the second of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 prior to the issuance of a RUP for the 1,001st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(iv) At a minimum, the Applicant shall have completed construction of the second of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 no later than 18 months after the issuance of the RUP for the 1,001st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(v) At a minimum, the Applicant shall have completed all levels of columns and beams for the first of the office Buildings 8 or 9 prior to the issuance of a RUP for the 1,101st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5. In order to meet this requirement, it is anticipated that construction of such office building would commence approximately 18 months before the issuance of the RUP for the 1,101st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

(vi) At a minimum, the Applicant shall have completed construction of the first of such office Buildings 8 or 9 no later than 18 months after the issuance of the RUP for the 1,101st residential unit constructed on the Application Property, exclusive of RUPs issued for the independent living/age restricted units located in Buildings 2, 3, 4 and 5.

Upon demonstration that diligent efforts have been made to meet the timing requirements of this Proffer 5.b., the timing of such buildings may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 5.b. “good cause” shall include, but not be limited to, unforeseen delays

relating to permitting and/or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or its subcontractors.

c. Core Area (PRM) Secondary Uses.

(i) Hotel as provided in Proffer 15 below.

(ii) Affordable dwelling units (see Proffer 24 below).

(iii) Non-Residential, Non-Office Uses within the Core Area (PRM).

(a) Allowable Ground Floor Uses. The ground floors of Buildings 6, 7, 8, 9, 10, 16, 17 and 18 (collectively consisting of approximately 190,000 square feet of GFA exclusive of lobbies, corridors, loading, parking entrances, service corridors, etc.) shall be occupied by residential, office and/or non-residential, non-office uses as provided in this Proffer 5.c.(iii). In addition, space located within the second floors of Buildings 6, 7, 8, 9 and/or 10 may be utilized to accommodate two-story Type 1 or Type 2 Non-Residential Uses (as defined below) that also occupy ground floor space in such building. In addition, the ground floor of Building 5 may be occupied by Type 1 and/or Type 2 Non-Residential Uses as described below.

(b) Design/Construction. Of the 190,000 square feet of GFA referenced in Proffer 5.c.(iii)(a) above, a total of at least 135,000 square feet of GFA within the ground floors of buildings 6, 7, 8, 9, 10, 16, 17 and 18 shall be designed and constructed with ground floors having a floor to floor height of a minimum of 13 feet to accommodate Type 1 and/or Type 2 Non-Residential uses as defined in Proffer 5.c.(iii)(c) below.

Of the total 135,000 square feet of GFA referenced above, a total of at least 100,000 square feet of GFA shall be so located among the ground floors of Buildings 6, 7, 8, 9 and 10, and a total of at least 35,000 square feet of GFA shall be so located among the ground floor(s) of Buildings 16, 17 and/or 18. Such spaces shall be designated on the respective site plans for the buildings in which such spaces will be located, and such spaces shall be constructed concurrent with construction of the respective buildings.

(c) Use/Occupancy. Within the minimum total of 135,000 square feet of GFA constructed as referenced in Proffer 5.c.(iii)(b) above, at a minimum, ground floor spaces within those buildings shall be occupied with non-residential, non-office uses as follows:

(A) Type 1 Non-Residential Uses. A minimum total of 30,000 square feet of GFA of the following uses (the "Type 1 Non-

Residential Uses") shall be located among the ground floors of buildings 6, 7, 8, 9 and 10:

1. Retail Sales Establishments;
2. Eating Establishments;
3. Grocery Store (as defined below);
4. Bank Teller Machines, unmanned;
5. Business Service and Supply Service;
6. Fast-food Restaurants;
7. Commercial Health Clubs (up to 3,000 square feet of GFA, with any additional GFA counted as Type 2 Non-Residential Use);
8. Financial Institutions;
9. Personal Service Establishments;
10. Quick Service Food Stores; and
11. TDM Commuter Store/Bike Station (up to 400 square feet of GFA, with any additional GFA counted as Type 2 Non-Residential Use).

Each of the five (5) buildings shall have a minimum of 3,000 square feet of GFA so occupied. As part of this Type 1 Non-Residential Use commitment, the Applicant shall lease a minimum of 15,000 square feet of GFA in the ground floor of Building 7, 8 or 9 to a grocery store user. Such grocery store shall not be a convenience retail or quick service food store use. At a minimum, such grocery store shall offer for sale a variety of foodstuffs and household supplies. Such grocery store is intended to be neighborhood serving and not a large-format destination supermarket. It is anticipated that the grocery store will occupy approximately 15,000 – 30,000 square feet of ground floor area, exclusive of mezzanine space. Required parking to support the grocery store use shall be provided in whichever building the grocery store use is located. In addition, the Applicant shall undertake a targeted marketing effort to secure a pharmacy use as part of this Type 1 Non-Residential Use commitment, either in connection with the grocery store use or independently. The occupancy of such spaces with Type 1 Non-Residential Uses shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property.

(B) Type 2 Non-Residential Uses.

Buildings 6, 7, 8, 9 and/or 10 – In addition to the provisions of Proffer 5.c(iii)(c)(A) above, a minimum total of 25,000 square

feet of GFA of the following uses (the "Type 2 Non-Residential Uses") shall be located among the ground floors.

Buildings 16, 17, and/or 18 – A minimum of 5,000 square feet of GFA must be Type I Non-Residential Uses, and a minimum of 25,000 square feet of GFA must be Type 2 Non-Residential Uses located among the ground floors of buildings 16, 17 and/or 18:

1. Type 1 Non-Residential Uses;
2. Child-Care Centers and Nursery Schools;
3. Colleges, Universities (in Building 8 and/or 9 only);
4. Cultural Centers, Museums and similar facilities;
5. Repair Service Establishments;
6. Private Schools of Special Education;
7. "Live/Work" units that include a combination of a private dwelling unit with professional office, retail or other non-residential use, with only the non residential area of such units counting as Type 2 Non-Residential space;
8. Professional Offices;
9. Commercial Recreation Uses; and
10. Other institutional, cultural, recreational, governmental and/or pedestrian-oriented service uses.

A minimum of 3,000 square feet of GFA shall be so occupied within each of the eight (8) buildings. The occupancy of such spaces with Type 2 Non-Residential Uses shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property

Notwithstanding the foregoing, a minimum of 20,000 square feet of GFA must be Type 1 Non-Residential Uses or Type 2 Non-Residential Uses located on the ground floor of Building 18.

(d) Additional Non-Residential, Non-Office Use. In addition to the minimum occupancy requirements set forth in Proffer 5.c.(iii)(c) above, the Applicant shall use best commercial efforts to lease at least the remaining 55,000 square feet of GFA (of the minimum 135,000 square feet of GFA constructed pursuant to Proffer 5.c.(iii)(b)) to Type 1 or Type 2 Non-Residential Users (the "Additional Retail Space") within the ground floors of Buildings 6, 7, 8, 9, 10, 16, 17 and/or 18. The occupancy of such Additional Retail Spaces with such a use shall not be

a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property.

In the event that the Applicant is unsuccessful in leasing the Additional Retail Space for such use over a period of at least twenty-four (24) months preceding the date that is six (6) months prior to the expected issuance of the first RUP or Non-RUP for each building(s) in which Additional Retail Space would be located, as determined by the Applicant's construction schedule, then the Applicant shall demonstrate its marketing effort to the Department of Planning and Zoning, and thereafter the Applicant may occupy such spaces with multi-family residential uses (or office use in the case of Building 8 or 9) and/or uses ancillary thereto, and the Additional Retail Space may be converted between such allowable uses as the market demands, as determined by the Applicant and without requiring a PCA, CDPA and/or FDPA. The Applicant shall provide written notice in the UOA, COA and/or HOA documents, as applicable, as well as to initial purchasers/lessees of such ground floor space, describing the provisions of this proffer. Any dwelling units located within the Additional Retail Space shall be counted toward the maximum allowable number of dwelling units (2,248) as set forth in Proffer 3.a.

(e) As part of the Type 1 Non-Residential Use commitment, the Applicant shall lease a minimum of 750 square feet of GFA in the ground floor of the first of Buildings 6, 7, 8, 9, 10, 16, 17 or 18 to be constructed to a quick service food store user. Such space shall be so occupied prior to issuance of RUPs or Non-RUPs for residential units or office space located above the sixth floor of the respective building. Such use may be relocated from time to time among such buildings and shall be provided at least until such time as the grocery store is occupied.

(iv) Office. Office uses shall be located in Buildings 8 and 9 (in either location of those buildings as shown on the CDP/FDP) and shall total a minimum of 125,000 square feet and a maximum of 300,000 square feet of GFA.

(v) Child Care. At a minimum, at least one childcare center with an outdoor play area must be designed and constructed within Building 18 that is a maximum of 10,000 square feet of gross floor area. The maximum enrollment within such center will be capped at 150 children. The maximum hours of operation for the center are limited to 5:00 am to 9:00 pm, weekdays. The Applicant will encourage the childcare tenant/provider to use strategies that consider preferential enrollment for Metro West residents, including:

(a) A grand opening or open house exclusive to Metro West residents that occurs a minimum of 10 days before a grand opening or open house is held for the general public,

(b) To periodically provide additional Metro West-focused marketing materials and notices to Metro West residents, and

(c) To retain a waiting list of qualified Metro West residents/families who are interested in day care and to preferentially offer available slots to the Metro West residents as openings become available.

(vi) Community Center. The Applicant must provide space for and fit out a community center for use by project residents. Such community center will be located in Building 16 and consist of a minimum of 1,150 square feet of gross floor area and will include at a minimum a meeting room/area for 6-8 people and a restroom facility. The meeting room/area will have access to the Internet.

(vii) Accessory Uses and Home Occupations as permitted by Article 10 of the Zoning Ordinance.

(viii) Seasonal skating and public cultural/event/ recreation facilities in the "Town Center" plaza area as shown on the CDP/FDP.

(ix) Commercial off street parking (not including any temporary parking provided to facilitate improvements to the Vienna-Fairfax-GMU Metro Station), on an interim basis (i.e. until start of construction of the primary use approved for such site) on a maximum of two of the building sites of Buildings 6, 7, 8/9 and 10, or on a permanent basis within parking garages, as determined by the Applicant. In no event shall such use of any such site delay the start of construction of the primary use approved for such site. Commercial off-street parking lots, if any, shall be improved pursuant to Zoning Ordinance and Public Facilities Manual standards and shall be in substantial conformance with that shown on the CDP/FDP. The Applicant reserves the right to remove any such commercial off-street parking use at any time upon 30 days written notice to FCDOT. The Applicant shall not charge less for commuter parking in any such lots than the prevailing rate for commuter parking at the WMATA garage(s) at the Vienna Metro Station. Such pricing restriction shall not apply to other potential users (such as retail patrons) of such parking facilities, if any. The construction and use of such parking facilities, if any, may occur prior to substantial completion of Vaden Drive Extended.

(x) Age-Restricted Housing. Notwithstanding that the CDP/FDP shows 138 dwelling units in Building 5, Building 5 may contain up to a total of 170 age-restricted units; provided, however, that the total maximum number of units permitted on the Application Property shall not exceed 2,248 (See Proffer 3.a.). All such units shall be restricted to primary owners/tenants who are a minimum of fifty-five (55) years of age. Of the total age-restricted units provided, including the independent living units provided in Buildings 2, 3 and 4, a minimum of ten (10) of such units shall be designed and constructed as fully

handicapped accessible units, and the Applicant shall otherwise cooperate with residents to facilitate their installation of accessibility improvements.

(xi) Telecommunications Equipment as provided in Proffer 23 below.

(xii) Transportation Facilities, to include among other things parking, bus bays and/or other Metro related facilities on a temporary basis to facilitate the construction of improvements to the Vienna-Fairfax-GMU Metro Station as provided in Proffer 6.a.(xii) below.

d. Non-Core West (PDH-16) Principal Uses.

(i) Multiple family dwellings.

(ii) Affordable Dwelling Units (see Proffer 24 below).

(iii) Public Uses located in Building 1 consisting of approximately 29,700 square feet of GFA as provided in Proffer 25.

e. Non-Core West (PDH-16) Secondary Uses.

(i) Accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance.

(ii) Independent Living Facilities. Buildings 2, 3 and 4 collectively shall contain up to a total of 230 independent living units. All such units shall be restricted to primary owners/tenants who are a minimum of fifty-five (55) years of age. Of the total age-restricted/independent living units provided, including those provided in Building 5, a minimum of ten (10) of such units shall be designed and constructed as fully handicapped accessible units, and the Applicant shall otherwise cooperate with residents to facilitate their installation of accessibility improvements. Prior to the issuance of the first RUP for the Independent Living Facilities units, the Applicant shall establish a prescription pick up program to be operated by the manager of the Independent Living Facilities project for the benefit of its residents and the residents of the age-restricted units in Building 5.

(iii) Neighborhood-serving commercial uses, including retail sales establishments, quick-service food stores, eating establishments, and personal service establishments.

f. Non-Core South (PDH-12) Principal Uses.

(i) Single Family Attached Dwellings.

(ii) Affordable Dwelling Units (see Proffer 24).

g. Non-Core South (PDH-12) Secondary Uses.

(i) Accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance.

For purposes of Zoning Ordinance Section 6-105 and 6-405, all secondary uses referenced specifically in this Proffer 5 shall be deemed to be "specifically designated on the FDP" such that approval of a separate special exception shall not be required to implement such use. Other principal and secondary uses permitted in the PRM, PDH-16 and/or PDH-12 Zoning Districts that are not specifically listed in this Proffer 5 may be permitted with the approval of a FDPA and/or a special exception or special permit, as required. A PCA shall not be required as long as the proposal remains in substantial conformance with the CDP.

Proffer 6 (Transportation) is reaffirmed as to the PCA Property, with the following italicized language added as Proffer 6.a(viii)(e):

a. Rezoning Analysis/Proffered Improvements. The Applicant has conducted a comprehensive traffic impact analysis prepared by Wells & Associates, LLC, dated August 19, 2005, (the "Rezoning Transportation Analysis") that addresses roads and intersections within and around the Application Property, the pedestrian circulation system and rail transit system capacity. Pursuant to such analysis, the Applicant shall implement/construct the following measures to mitigate the impacts of the development of the Application Property on the transportation system:

(i) Dedication. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way for public street purposes, for the purpose of extending Vaden Drive through the Application Property as further described below. Such right of way shall be of variable width, and shall be located within the Application Property in the area as generally shown on the CDP/FDP for Vaden Drive Extended. Such right of way dedication shall also include the area shown on the CDP/FDP that provides interparcel access to connect the property located west of the Application Property (2005 Tax Map reference: 48-3((1)) 95B and 95C) to Vaden Drive Extended. The exact location and amount of the right-of-way to be dedicated shall be determined based on the final engineering design of Vaden Drive Extended (as further described below) as determined by the Fairfax County Department of Public Works and Environmental Services ("DPWES"), the Fairfax County Department of Transportation ("FCDOT"), and the Virginia Department of Transportation ("VDOT"). Dedication of such right-of-way shall be made prior to site plan approval for the first phase of residential and/or non-residential development on the Application Property or upon request from Fairfax County, whichever occurs first. This proposed dedication shall be deemed to satisfy the right-of-way requirements of Table 1 of the Comprehensive Plan.

(ii) Vaden Drive Extended. Subject to VDOT and DPWES approval, the Applicant shall construct a four-lane median divided public road measuring approximately 66 feet from face-of-curb to face-of-curb (exclusive of turn lanes as shown on the CDP/FDP and/or as may be required by VDOT) within the Application Property in the area as generally shown on the CDP/FDP, connecting Lee Highway (Route 29) with Saintsbury Drive and within the area to be dedicated pursuant to Proffer 6.a.(i) above ("Vaden Drive Extended"). Vaden Drive Extended shall be constructed at a 30 mile per hour design speed (or lesser, such as 25 mph, if approved by VDOT) with 11-foot travel lanes and a 16 foot wide landscaped median as shown on the CDP/FDP and as approved by DPWES and VDOT. Vaden Drive Extended shall include turn lanes and improvements at its Lee Highway and Saintsbury Drive intersections as generally shown on the CDP/FDP and subject to VDOT, FCDOT and DPWES approval. The Applicant shall also construct an interparcel access to connect the property located west of the Application Property (2005 Tax Map reference: 48-3((1)) 95B and 95C) to Vaden Drive Extended as shown on the CDP/FDP. Vaden Drive Extended shall be substantially completed prior to the issuance of the first Residential Use Permit ("RUP") or Non-Residential Use Permit ("Non-RUP") for residential or non-residential uses on the Application Property; provided, however, that this proffer shall not require the substantial completion of Vaden Drive Extended prior to issuance of a Non-RUP for temporary transportation facilities and/or parking uses, if any, to be located within the building sites of buildings 6, 7, 8, 9 and/or 10. For purposes of this Proffer, "substantially completed" shall mean open and available for use by the public but not necessarily accepted by VDOT for maintenance purposes. The Applicant shall maintain Vaden Drive Extended from Saintsbury Drive south to Lee Highway until VDOT accepts it into the State system for maintenance. Final bond release for the development shall not occur until Vaden Drive Extended is accepted into the State system.

(iii) Bus Shelter. Concurrent with construction of Vaden Drive Extended, the Applicant shall install a bus shelter exclusive of any bus turn out lane along Vaden Drive Extended in a location to be determined by the Washington Metropolitan Area Transit Authority ("WMATA") and/or FCDOT. The Applicant shall work with WMATA and FCDOT to develop the design of the bus shelter. The Applicant shall maintain the trash receptacles located at the bus shelter, as well as the bus shelter, and such maintenance obligations shall be contained in the Umbrella Owners Association documents as described in Proffer 18 below.

(iv) Truck Restrictions on Vaden Drive Extended. At the time of public improvement/site plan submission for Vaden Drive Extended, the Applicant shall make a written request of, and thereafter diligently pursue with VDOT a restriction to prohibit the use of Vaden Drive Extended by through trucks exceeding 5 tons of net weight.

(v) Saintsbury Drive – I-66 Ramp Connection. The Applicant shall design and engineer the connection from Saintsbury Drive eastbound onto the I-66 eastbound ramp as generally shown on the CDP/FDP concurrent with design of the Saintsbury Drive improvements as described in Proffer 6.a.(xii) below. If FCDOT obtains all Federal Highway Administration ("FHWA") permits and approvals necessary to construct such connection prior to substantial completion of such Saintsbury Drive improvements (as defined in Proffer 6.a.(xii)), then the Applicant shall construct such connection. If FCDOT does not obtain such permits and approvals prior to such time, then the Applicant shall contribute $150,000 to DPWES to allow for the construction of such connection. The amount of such contribution shall be adjusted annually for inflation as reported by the Marshall and Swift Building Cost Index from the date of approval of this Application

(vi) Eastbound I-66 Ramp Widening. Subject to approval by WMATA, DPWES, FCDOT and VDOT, the Applicant shall design, engineer and construct improvements as shown on the CDP/FDP to widen the eastbound I-66 ramp at the point it exits onto Nutley Street southbound and Saintsbury Drive westbound. Such work shall be constructed concurrent with the reconstruction of Saintsbury Drive as described in Proffer 6.a.(xii) below and shall be "substantially complete" (as defined in Proffer 6.a.(ii) above) concurrent with the Saintsbury Drive improvements. In no event shall the Applicant be required to obtain FHWA approval for such widening improvements. In the event it is determined that FHWA approval is required, then the Applicant shall design and engineer such improvements as generally shown on the CDP/FDP concurrent with design of the Saintsbury Drive improvements and afford FCDOT the opportunity to obtain all FHWA permits and approvals necessary to construct such improvements. If FCDOT obtains all such permits and approvals prior to substantial completion of such Saintsbury Drive improvements (as defined in Proffer 6.a.(xii)), then the Applicant shall construct such improvements. If FCDOT does not obtain such permits and approvals by such time, then instead of constructing such improvements, the Applicant shall make a contribution to DPWES in the amount of such improvements as determined by the Fairfax County Bond Schedule prior to final bond release for the project.

(vii) Lee Highway/Nutley Street Improvements. Subject to DPWES, FCDOT and VDOT approval, the Applicant shall: (A) stripe eastbound Lee Highway to provide for dual left turn lanes onto northbound Nutley Street concurrent with construction of Vaden Drive Extended; (B) concurrent with such striping and the construction of Vaden Drive Extended, the Applicant shall implement traffic signal modifications (design, equip and install) as necessary at such intersection to accommodate protected only dual left turn lanes as may be warranted and approved by VDOT; and (C) concurrent with construction of Vaden Drive Extended the Applicant shall install pedestrian countdown signals

as approved by VDOT crossing Nutley Street north and south of Lee Highway and crossing Lee Highway east and west of Nutley Street.

(viii) Private Roads. With the exception of Vaden Drive Extended, and the improvements to Saintsbury Drive (as described in Proffer 6.a.(xii) below), the street network as depicted on the CDP/FDP shall be private streets owned by the Applicant and, subsequently, the Umbrella Owners Association ("UOA") (as provided in Proffer 18 below).

(a) The private streets shall be constructed with materials and depth of pavement consistent with public street standards, in conformance with the Public Facilities Manual ("PFM") as determined by DPWES.

(b) As provided in Part 7 of Article 2 of the Zoning Ordinance, and as detailed more fully in Proffer 18 below, maintenance, repair and replacement of the private streets shall be the obligation of the Applicant and its successor UOA.

(c) The Applicant shall establish a reserve fund within the UOA to provide for the maintenance of the private streets and shall contribute the amount necessary to maintain the streets for a minimum of 10 years, as determined by DPWES and pursuant to Section 2-703 (1) (D) of the Zoning Ordinance.

(d) Prior to site plan approval for each respective phase of the project, the Applicant shall grant ingress and egress easements for public access and for public emergency and maintenance vehicles over the private streets constructed in that respective phase of development/construction.

(e) *Snow Removal: Commencing with the start of construction of Building 18, the Applicant shall make an annual contribution to the Residential District Owner's Association ("RDOA")/UOA (or the appropriate entity responsible for snow maintenance on Sprague Avenue, Royal Victoria Drive, Bastille Street, and Hammersmith Lane) to assist with snow removal for private roads within the community. The amount shall equate to a percentage of the RDOA/UOA's (or appropriate entity's) actual annual snow removal cost, prorated based upon the percentage of the total number of then-constructed units within the MetroWest development, but in no event more than a maximum of 20 percent of the snow removal budget. Thereafter, the Applicant shall make such annual contribution on each January 1 until Building 18 becomes a fully vested, dues-paying member of the RDOA/UOA. The Applicant shall demonstrate compliance with this proffer prior to bond release through evidence of payment, receipts, and/or written confirmation from the RDOA/UOA (or appropriate entity). Satisfaction of this proffer shall not be a condition to issuance of RUPs and/or Non-RUPs for Building 18.*

(ix) WMATA Study. Prior to approval of the site plan/public improvement plan for Vaden Drive Extended the Applicant shall reimburse Fairfax County's actual documented cost (up to $100,000) of a Near-Term Improvement Analysis and Plan for Vienna Station undertaken by WMATA.

(x) Traffic Signals. Concurrent with the submission of a public improvement plan/site for Vaden Drive Extended (now known as Vaden Drive), the Applicant shall submit to VDOT warrant studies based on a full build out of the Application Property for traffic and pedestrian signals at the following intersections: Vaden Drive Extended/Main Street (now known as Vaden Drive/Royal Victoria Drive – see below), Vaden Drive Extended/Lee Highway (now known as Vaden Drive/Lee Highway – traffic signal installed), Vaden Drive Extended/Saintsbury Drive (now known as Vaden Drive/Saintsbury Drive – traffic signal installed), and Mian Street/Saintsbury Drive (now knowns as Royal Victoria Drive/Saintsbury Drive – not yet completed). All such signals shall include pedestrian countdown signals at all crossings except those where no sidewalk/trail is located on the receiving end. The Applicant shall design, equip, and construct all of those signals that are warranted at such time(s) as VDOT determines them to be warranted until a time subsequent to final bond release for the Application Property, then the Applicant shall provide an escrow for the cost of such signals prior to final bond release in lieu of construction in an amount as determined by FCDOT.

(a) The previous escrow of $250,000 provided in December 2016 toward future traffic and pedestrian signals at Vaden Drive Extended/Main Street (now known as Vaden Drive/Royal Victoria Drive) may be used towards any future proposed pedestrian improvements at the discretion of the County at Vaden Drive Extended/Main Street (now known as Vaden Drive/Royal Victoria Drive).

(b) Potential Reimbursement. The Applicant shall be entitled to be reimbursed for (or in the event of an escrow, credited for) any contribution by others for a signal to be located at the intersection of Vaden Drive Extended/ Saintsbury Drive associated with SE 2002-PR-016 after the Applicant installs the signal or, as applicable, at the time of escrow.

(xi) Signal Timing Modifications. Within 180 days after the opening of Vaden Dive Extended for public use, the Applicant shall conduct, and submit to VDOT, a corridor evaluation of existing signal timings along Nutley Street from the I-66 ramps to Lee Highway (4 signals) and along Lee Highway from Nutley Street to Blake Lane (4 signals), to determine appropriate signal timing modifications along such corridors. Such signal timing plans shall be subject to review and

approval by VDOT and shall provide for sufficient pedestrian crossing times in accordance with established standards as determined by VDOT. The Applicant shall make such signal timing modifications as may be approved by VDOT based on the findings of the evaluation.

(xii) Saintsbury Drive and Metro Station. Subject to approval by WMATA, VDOT, FCDOT and DPWES, and subject to approval by the Board of Supervisors of Special Exception Amendment Application SEA 82-P-032-5 (collectively the "Metro Station Approvals"), the Applicant shall construct improvements to Saintsbury Drive and the Vienna-Fairfax-GMU Metro Station (the "Metro Station") as shown on the CDP/FDP. Such section of Saintsbury Drive shall be designed to VDOT standards at a 30 mile per hour design speed (or lesser if approved by VDOT) with modifications as may be approved by VDOT and DPWES. The Applicant shall "substantially complete" (as defined in Proffer 6.a.(ii) above) the Saintsbury Drive and Metro Station improvements prior to the issuance of the 600th RUP for the Application Property (exclusive of RUPs issued for dwelling units constructed within the first of Buildings 6, 7 or 10 to be constructed); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 6.a.(xii) "good cause" shall include, but not be limited to, unforeseen delays relating to permitting and/or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or its subcontractors. The Applicant shall replace 77 existing on-street commuter parking spaces to locations along the reconstructed Saintsbury Drive as generally shown on the CDP/FDP and extending eastward toward the intersection of Nutley Street, or elsewhere if such spaces cannot be accommodated on Saintsbury Drive. The Applicant shall coordinate with WMATA on a phasing plan for the Metro Station and Saintsbury Drive improvements as set forth above that minimizes the interruption of service to and from the Metro Station during construction. The Metro Station improvements (i.e., bus bays, kiss-n-ride, pedestrian improvements, bus canopy and parking lot access improvements) shall be completed in accordance with WMATA construction guidelines and schedules.

(xiii) Circle Woods Drive Terminus. The Applicant shall construct a permanent terminus to Circle Woods Drive as may be approved by VDOT and DPWES and subject to the dedication of any necessary right of way and the granting of construction and other necessary easements by the Circle Woods Home Owners Association and/or the Circle Woods Condominium Association, as applicable, to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats). The Applicant shall diligently pursue all necessary off-site dedications and easements and provide documentation to DPWES in the event such dedications and easements are not provided. If the Applicant does not

receive a response to its requests for dedications and easements within sixty (60) days of making them, then such requests shall be deemed to have been rejected, and the Applicant shall be relieved of any further obligation pursuant to this Proffer 6.a.(xiii). In the event that all such dedications and easements from the Circle Woods communities have been provided as required by this Proffer 6.a.(xiii), then the Applicant shall complete such work prior to bond release for Vaden Drive Extended; provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division.

(xiv) Off-Site Right-of-Way/Easements. In the event the Applicant is unable to obtain the necessary right-of-way or easements required to construct the improvements described in Proffer 6.a.(i) – 6.a.(xii), the Applicant shall proceed as follows:

The Applicant shall request the County to acquire the right-of-way or easements by means of its condemnation powers, at the Applicant's expense. It is understood that the Applicant's request will not be considered until it has forwarded, in writing, to the appropriate County agency accompanied by: (1) plans and profiles showing the necessary right-of-way or easements to be acquired, including all associated details of the proposed transportation improvements to be located on said property; (2) an independent appraisal of the value of the right-of-way or easements to be acquired and of all damages and benefits to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way or easements to be acquired; and (4) a Letter of Credit in an amount equal to the appraised value of the right-of-way or easements to be acquired and of all damages to the residue, which letter of Credit can be drawn upon by the County.

It is also understood that in the event the property owner of the right-of-way or easements to be acquired is awarded more than the appraised value of same and of the damages to the residue in a condemnation suit, the amount of the award in excess of the Letter of Credit amount shall be paid to the County by the Applicant within fifteen (15) days of said award. It is further understood that all other costs incurred by the County in acquiring the right-of-way shall be paid to the County by the Applicant on demand.

It is expressly understood that in the event the County does not acquire the aforesaid right-of-way or easements by means of its condemnation powers, the Applicant is relieved of its responsibility to construct the off-site portion of the aforesaid improvements specifically affected by the unavailability of the right-of-way or easements. It is further understood that in the event the Applicant is required to implement the provisions of this proffer in order to obtain necessary right-of-way or easements, then the timing requirements of these proffers as they relate to the improvements that necessitate such right-of-way or easements

shall be automatically hereby adjusted to reflect the delays incurred by such proceedings, but in any event such improvements shall be completed prior to final bond release for the project.

b. Subsequent Analyses. Concurrent with the trip generation analysis prepared pursuant to Proffer 7 following issuance of the 1,500th RUP for the Application Property, and again concurrent with the trip generation analysis prepared pursuant to Proffer 7 upon "stabilization" (as defined in Proffer 7), the Applicant shall conduct follow up traffic impact analyses to reevaluate the intersections studied in the Rezoning Transportation Analysis (as defined in Proffer 6.a. above) and make recommendations, as necessary, for signal timing modifications to improve traffic flow through such intersections. The Applicant shall submit such analyses to FCDOT and VDOT, and the Applicant shall implement any such signal timing modifications as VDOT may approve. In addition, these subsequent analyses shall include a review of and, if necessary, update to the assumptions and expectations contained in the Rezoning Transportation Analysis concerning the availability of existing and planned rail car capacity at the Vienna Transit Station to serve additional ridership generated by the residential component of the development at build out.

Proffer 7 (Transportation Demand Management) is reaffirmed.

This Proffer 7 sets forth the programmatic elements of a transportation demand management plan (the "TDM Plan") that shall be implemented by the Applicant, and subsequently the Umbrella Owners Association ("UOA") as defined in Proffer 18 below, to encourage the use of transit (Metrorail and bus), other high occupant vehicle commuting modes, walking, biking and teleworking in order to reduce automobile trips generated by the uses constructed on the Application Property. The TDM Plan shall be provided to complement the numerous physical attributes of the proposed development that provide for transportation systems management and are referenced elsewhere in these proffers.

The TDM Plan shall include the following components:

a. Trip Reduction Objectives.

(i) General. The purpose of the TDM Plan shall be to reduce vehicle trips generated by the uses constructed on the Application Property through the use of mass transit, ride-sharing, and/or other strategies.

(ii) Stabilization. Specifically, upon "stabilization" of the Application Property (as defined in Proffer 7.a.(v) below) and thereafter, the objective of the TDM Plan shall be to reduce vehicle trips generated by the on-site residential uses during the weekday peak hour by 47% and to reduce vehicle trips generated by the on-site office uses in Buildings 8 and 9 (as shown on the CDP/FDP) during the weekday peak hour by 25%.

(iii) During Construction. In addition, during construction of the Application Property the objective of the TDM Plan shall be to reduce weekday peak hour trips generated by on-site residential uses and on-site office uses in Buildings 8 and 9 (as shown on the CDP/FDP) by percentages as set forth below:

- 1 – 750 dwelling units: 25% reduction;
- 751 – 1500 dwelling units: 30% reduction;
- Office GFA constructed in Buildings 8 and/or 9 prior to "stabilization": 20% reduction;

Notwithstanding these interim trip reduction objectives that are applicable during construction, in the event that the project includes fewer than 2,248 dwelling units and/or less than 300,000 square feet of office GFA in Buildings 8 and/or 9 upon stabilization, the trip reduction objectives upon stabilization shall nevertheless be 47% and 25% respectively.

(iv) Baseline. The baseline number of vehicle trips from which such reductions shall be measured shall be determined at the times of the trip generation analyses required pursuant to Proffer 7.g.(ii)(b) below based on the actual number and type of residential units constructed on the Application Property and the actual amount and type of office GFA constructed within Buildings 8 and 9 using the trip generation rates/equations applicable to such uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition, or those rates for single family attached dwelling units as applied by FCDOT in 2005, as applicable. For purposes of this Proffer 7 independent living units and age-restricted units shall be considered typical multiple family dwelling units without distinction for age-restrictions. In the event, however, that the project includes fewer than 2,248 dwelling units and/or less than 300,000 square feet of office GFA in Buildings 8 and 9 upon stabilization, then the baseline trip generation numbers applicable upon stabilization shall be calculated as if 2,248 dwelling units and 300,000 square feet of office GFA had actually been constructed as reflected on the CDP/FDP. An illustrative example of how the "baseline" would be determined is depicted on Exhibit A-1 attached hereto.

(v) Stabilization Defined. For purposes of this Proffer 7, "stabilization" of the Application Property shall be deemed to occur upon the later of one-year following issuance of the last initial RUP for a dwelling unit to be constructed on the Application Property or one-year following issuance of the last initial Non-RUP for floor area representing 80% of full occupancy of the second of the two office buildings to be constructed on the Application Property.

(vi) Peak-hour Defined. For purposes of this Proffer 7, the relevant weekday "peak hour" shall be that 60-minute period during which the highest volume of mainline trips occurs between, respectively, 6:00 and 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical traffic counts conducted at two select locations along Lee Highway between Blake Lane and Nutley Street and at two

select locations along Nutley Street between Lee Highway and Saintsbury Drive and as approved in consultation with FCDOT. To determine the peak hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant peak hour shall be defined in conjunction with each of the trip generation analyses required pursuant to this proffer. The methodology for determining the peak hour may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

b. TDM Strategic Plan. In order to meet the objectives set forth in Proffer 7.a. above, the Applicant shall implement the TDM Strategic Plan prepared by Strategic Transportation Initiatives, Inc., dated December 16, 2005 and attached hereto as Exhibit B. It is the intent of this proffer that the TDM Strategic Plan adapt over time to respond to the ever-changing transportation related circumstances of the site, the surrounding community and the region (including, for example, the westward extension of the Orange line), as well as to technological and/or other improvements all with the objective of meeting the objectives set forth in Proffer 7.a. above. As such, the TDM Strategic Plan may be amended from time to time, subject to approval of FCDOT, but without requiring a PCA; provided, however, that the TDM Strategic Plan shall include provisions for the following:

(i) A targeted marketing program for residential sales/leases that encourages and attracts TDM oriented people such as one or no car individuals/families to the project as well as a targeted marketing program for office tenants;

(ii) Integration of transportation information and education materials into residential sales/rental kits;

(iii) "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents;

(iv) Distribution of fare media or other incentives one time, to all initial residents of driving age, as well as on select occasions as an incentive;

(v) Marketing and incentive programs that encourage off-peak vehicle travel;

(vi) Marketing programs that encourage office tenant employees to live on the Application Property;

(vii) Encouraging office employers to offer employee benefit options including parking cash out, pre-tax/payroll subsidy for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives;

(viii) Vanpool and carpool formation programs, including ridematching services, and coordination with established guaranteed ride home programs;

(ix) Safe routes to schools program(s);

(x) Car sharing program(s) subject to agreement with third-party vendor(s) (such as ZipCar/FlexCar);

(xi) A site-specific project website (that includes targeted information on a building by building basis) and that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;

(xii) Establishment of a parking management plan to be coordinated with FCDOT to promote strategies to minimize vehicle trips. Such plan shall provide for, among other things, the "un-bundling" of parking spaces from unit sales/leases, dedicated space for residential vanpools, unbundling of leasing and pricing for office space and parking spaces, preferential parking (rates and locations) for carpools and vanpools;

(xiii) Establishment of TDM network of designated TDM contacts from the UOA, property managers and FCDOT through which to coordinate the implementation of the TDM Plan;

(xiv) Establishment of a phasing strategy coordinated with FCDOT as provided herein for implementation to address which strategies are implemented at what time; and,

(xv) Establishment of an on-site TDM office/commuter store prior to issuance of the first RUP or Non-RUP (exclusive of Non-RUPs issued for temporary transportation facilities and/or parking uses, if any, to be located within the building sites of Buildings 6, 7, 8, 9 and/or 10). Such TDM office/commuter store shall consist of a minimum of 400 square feet of GFA and shall be provided rent-free to the TDM program. Such use may be provided in a temporary structure during construction and relocated from time to time within the development.

(xvi) Establishment of a plan to be implemented throughout construction of the Application Property to provide for interim TDM measures that are specifically tailored to address the interim trip reduction objectives and the characteristics of the site throughout construction in terms of type and number of uses constructed.

(xvii) At the time of first site plan submission, the Applicant will coordinate with the Fairfax County Department of Transportation (FCDOT) to identify a location for a Capital Bikeshare Station along the southern boundary of the property in

the vicinity of the Providence Community Center or in the vicinity of the intersection of Bastille Street and Bleeker Street. The Applicant reserves the ability to propose alternative locations in consultation with FCDOT.

c. Transportation Coordinator. Within 90 days of the approval of this Application, the Applicant shall designate a transportation management professional to be the Transportation Coordinator ("TC") for the project, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan. The TC shall oversee all elements of the TDM Plan and act as the liaison between the Applicant and FCDOT. The TC may be employed either directly by the Applicant/UOA or through a property management company contracted by the Applicant/UOA. The Applicant shall provide written notice to FCDOT of the designated TC, along with a demonstration of his/her qualifications, within 10 days of such designation and, thereafter, within 10 days of any change in such designation. Following the initial designation of the TC, the Applicant/UOA shall continuously employ, or cause to be employed, a TC for the Application Property.

d. TDM Budget. Within 180 days of approval of this Application the Applicant, through the TC, shall establish an initial budget sufficient to implement the TDM Strategic Plan for the forthcoming year (the "TDM Budget"). The TDM Budget shall include a contingency (the "TDM Budget Contingency") equivalent to a minimum of 10% of the amount of the TDM Budget. The Applicant shall provide written documentation demonstrating the establishment of the TDM Budget to FCDOT within 10 days of its establishment. In conjunction with annual monitoring of TDM strategies as provided in Proffer 7.g.(i) below, the TC shall re-establish the TDM Budget for the forthcoming year.

e. TDM Account. Within 90 days of approval of this Application, the Applicant shall establish and fund an account (the "TDM Account") in the initial amount of $200,000. The purpose of the TDM Account shall be to fund the TDM Budget, including the TDM Budget Contingency. The TDM Account shall be established in an interest bearing account with a fully insured and licensed financial institution. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within 10 days of its establishment. Funds in the TDM Account shall be utilized by the TC each year to implement the TDM Strategic Plan in accordance with the TDM Budget. As provided in Proffer 7.g.(i) below, the TC shall provide an annual audit of the TDM Account to FCDOT, and such audit shall include demonstration that the applicable strategies of the TDM Strategic Plan were implemented and sufficiently funded that year.

Any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund (as described in Proffer 7.j.(i) below) until such time as the TDM Remedy Fund has achieved a balance of $500,000. Upon such time as the TDM Remedy Fund achieves a balance of $500,000, any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account to be utilized for the forthcoming year. In the event that the TDM Remedy Fund is drawn

upon (as provided in Proffer 7.j.(i) below) then the process for replenishing the TDM Remedy Fund as outlined above shall be repeated until the TDM Remedy Fund again achieves a balance of $500,000.

The TDM Account shall be replenished annually following the establishment of each year's TDM Budget, and any transfer of funds to the TDM Remedy Fund as provided above, by the Applicant and/or UOA as applicable, in order to maintain a starting balance of at least $200,000, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index, or such greater amount as the forthcoming year's TDM Budget may require. An illustrative example demonstrating a possible cash flow scenario of funds through the TDM Account and incorporating the other financial obligations as provided in this Proffer 7 is depicted on Exhibit A-6 attached hereto. The TDM Account shall be managed by the Applicant until such time as the Applicant Control Period (as defined in Proffer 7.i. below) has expired. Following such time management of the TDM Account will become the responsibility of the UOA. A line item for the TDM Account shall be included in the UOA budget upon the establishment of the UOA. The association documents that establish and control the UOA shall provide that the TDM Account shall not be eliminated as a line item in the UOA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicant (or successor developer) until such time as pro-rata assessments of residents and commercial owners are implemented as provided in the UOA documents. Prior to the end of the Applicant Control Period, the Applicant shall establish a dedicated source of funding for at least a portion of the TDM Account from a source other than residential dwelling unit assessments, such as parking meter revenue and/or other parking revenue.

f. TDM Incentives. At the time of approval of the first site plan for residential use the Applicant shall make a one time contribution of $300,000 to the TDM Account to fund a transit incentive program for initial purchasers/lessees. Such program shall be prepared by the Applicant, through the TC and in coordination with FCDOT and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.

g. Monitoring and Reporting.

(i) TDM Strategies. At a minimum, the TC shall report annually to FCDOT on the TDM Plan beginning on or about the date that is one (1) year following approval of this Application. Until such time as any residential and/or non-residential space is occupied, such report shall include a description of that year's TDM strategic efforts, including, as applicable, sample marketing materials, as well as that year's TDM Budget and TDM Account expenditures and the TDM Budget for the forthcoming year. Thereafter, the report shall include those items and, in addition, the TC shall conduct an annual survey (approximately 60 days prior to the date of the annual report) to evaluate the effectiveness of

the TDM strategies in place at that time and to evaluate whether potential changes to the TDM Strategic Plan are needed at that time. If such surveys reveal that changes to the TDM Strategic Plan are needed, the Applicant shall coordinate such changes with FCDOT and thereafter implement them. The TC shall coordinate draft survey materials and the methodology for validating survey results with FCDOT prior to each year's survey. The TC shall submit as part of the annual report an analysis of the surveys to FCDOT. Such analysis shall include at a minimum:

(a) A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;

(b) The results of the surveys taken during the survey period;

(c) The number of residents, employees and/or others participating in the TDM programs;

(d) An evaluation of the effectiveness of the TDM program elements in place and, if necessary, proposed modifications;

(e) An audit of the TDM Account established pursuant to Proffer 7.e. above; and

(f) A description of the uses constructed and occupied on the Application Property at the time the survey was conducted.

(ii) Trip Generation.

(a) As part of the regular monitoring of the TDM programs, the Applicant shall also measure actual trip generation from the site at select intervals as provided below to evaluate the success in meeting the trip reduction objectives as set forth in Proffer 7.a. Specifically, the Applicant shall conduct a trip generation analysis to monitor peak hour trips generated by the residential and office uses constructed on the Application Property at the following times: First, following occupancy of the 750th dwelling unit; Second, following occupancy of the 1500th dwelling unit; Third, following stabilization (as defined in Proffer 7.a.(v) above); Fourth, one year following stabilization; and Fifth, two (2) years following stabilization. Following the fifth such trip generation analysis, if the trip reduction objectives set forth in Proffer 7.a. are not being met, then the Applicant (or successor developer, but not successor UOA) shall conduct additional trip generation analyses as provided in this Proffer 7 until such time as two consecutive post stabilization trip generation analyses reveal that the trip reduction objectives are being met.

(b) Such trip generation analyses shall include vehicle counts, which counts may include counts of vehicles entering and exiting driveways to buildings within the development, as well as intersection turning movement counts at those street connections to/from the community and/or other similar quantitative measures as coordinated with and approved by FCDOT. Counts shall be conducted so that only trips generated by the office and, separately, residential uses on the Application Property shall be counted. Trips not generated by the office and residential uses on the Application Property, such as cut-through trips, metro trips not generated by the Application Property, and retail trips not generated by the Application Property, shall not be counted. Peak hour counts shall be conducted over 3 days over a maximum two week period at a time of the year that reflects typical travel demand conditions (e.g., September to May, not during holiday weeks or when public schools are not in session). The average number of AM and PM peak hour trips shall be computed by summing the number of applicable trips entering and exiting the site (at all driveways) on each of the three days counts are taken and dividing that sum by three. Values will be provided for each building included in the project and a sum of vehicle trips generated by the residential and office uses in the project will be calculated. At least 30 days prior to conducting each such analysis, the Applicant shall convene a meeting with FCDOT to finalize the calculation of the respective "baseline" (as defined in Proffer 7.a.(iv) above) and to finalize the methods for such analyses all as based on the provisions contained herein. Within 60 days of completion of each such analysis, the Applicant shall compile the results and provide a written report to FCDOT.

h. Evaluation and Adjustment. The results of the trip generation analyses referenced in Proffer 7.g.(ii) above shall be compared to the trip reduction objectives set forth in Proffer 7.a. to determine whether those trip reduction objectives have been met. In the event such objectives have been met as determined by the trip generation analyses, the Applicant shall proceed to implement the TDM Plan. In the event such objectives have not been met, then the Applicant shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop modifications to the TDM Strategic Plan to address the extent of the shortfall, which modifications may include the requirement to conduct additional trip generation analyses no sooner than six (6) months following the previous such analysis. Within 30 days following such meeting, the Applicant shall submit an updated TDM Strategic Plan and TDM Budget to FCDOT for its review and approval. If the Applicant does not receive a response from FCDOT within 45 days of submission, then the Applicant's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the Applicant shall (1) increase the TDM Account if necessary (including drawing from the TDM Remedy Fund if necessary) in order to cover any additional costs to implement the updated TDM Budget; and (2) implement the provisions of the updated TDM Strategic Plan.

i. Subsequent Monitoring and Reporting. The Applicant (or successor developer, but not the successor UOA) shall remain obligated under this proffer until such time as two consecutive post stabilization trip generations analyses (i.e. not including the trip generation analysis conducted at "stabilization") reveal that the trip reduction objectives are being met (the "Applicant Control Period"). At the end of the Applicant Control Period, the Applicant shall contribute to the TDM Remedy Fund (as described in Proffer 7.j.(i) below) if and to the extent necessary for the TDM Remedy Fund to have a $500,000 balance, as adjusted for inflation as provided in Proffer 7(j)(i) below. Upon such contribution, if any is required, the Applicant shall bear no further obligation under this Proffer 7.

If the trip generation analysis conducted two (2) years following stabilization reveals that the trip reduction objectives are not being met, then the Applicant shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop modifications to the TDM Strategic Plan to address the extent of the shortfall. Within 30 days following such meeting, the Applicant shall submit an updated TDM Strategic Plan and TDM Budget to FCDOT for its review and approval. If the Applicant does not receive a response from FCDOT within 45 days of submission, then the Applicant's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the Applicant shall (1) increase the TDM Account if necessary (including drawing from the TDM Remedy Fund if necessary) in order to cover any additional costs to implement the updated TDM Strategic Plan; (2) implement the provisions of the updated TDM Strategic Plan; and (3) conduct another trip generation analysis (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) no sooner than six (6) months later to determine whether the trip reduction objectives are then being met. In the event such subsequent analysis reveals that the trip reduction objectives are still not being met, then the Applicant shall repeat the process above (additional adjustments to programmatic elements, additional funding and additional monitoring) until such objectives have been met for two (2) consecutive years.

Following such time as the trip reduction objectives are determined to have been met for two consecutive post stabilization trip generation analyses, the Applicant (or successor developer) shall bear no further obligation under this Proffer 7. At such time, the UOA shall be responsible for the TDM Plan and shall conduct additional trip generation analyses at two (2) year intervals to determine whether the trip reduction objectives are continuing to be met. Upon such time as two consecutive analyses conducted at two (2) year intervals demonstrate that the trip reduction objectives have been met, the UOA shall be required to conduct subsequent trip generation analyses at five (5) year intervals. Meanwhile, the UOA shall remain obligated to continue to report annually to FCDOT on the TDM Strategies as provided in Proffer 7.g.(i). In the event that such annual reports demonstrate through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the post stabilization trip reduction objectives are continuing to be met, as determined by FCDOT, then FCDOT may require the UOA to conduct

additional trip generation analyses (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) on a more frequent basis to determine whether in fact such objectives are being met. If any of the UOA's required trip generation analyses demonstrate that the trip reduction objectives are not being met, then the UOA shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop modifications to the TDM Strategic Plan to address the extent of the shortfall. Within 30 days following such meeting, the UOA shall submit an updated TDM Strategic Plan and Budget to FCDOT for its review and approval. If the Applicant does not receive a response from FCDOT within 45 days of submission, then the UOA's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the UOA shall (1) increase the TDM Account if necessary (including drawing from the TDM Remedy Fund if necessary) in order to cover any additional costs to implement the updated TDM Strategic Plan; (2) implement the provisions of the updated TDM Strategic Plan; and (3) conduct another trip generation analysis (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) no sooner than 6 months following the previous such analysis to determine whether the trip reduction objectives are then being met. In the event such subsequent analysis reveals that the trip reduction objectives are still not being met, then the UOA shall repeat the process above (additional adjustments to programmatic elements, additional funding and additional monitoring) until such objectives have been met for two (2) consecutive years, whereupon the UOA shall then proceed to conduct trip generation analyses at two (2) and then five (5) year intervals as described above.

j. TDM Remedy Fund and TDM Penalty Fund

(i) TDM Remedy Fund. Concurrent with the establishment of the TDM Account, the Applicant shall establish a separate account referred to herein as the "TDM Remedy Fund". The TDM Remedy Fund shall be funded pursuant the provisions of Proffer 7.e. Prior to issuance of the 750th RUP for the Application Property, the Applicant shall contribute to the TDM Remedy Fund if and to the extent necessary for the TDM Remedy Fund to achieve a $200,000 balance at that time, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the date of approval of this Application up to a maximum of $300,000. The purpose of the TDM Remedy Fund shall be to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the trip generation analyses for which insufficient funding is not immediately available via the then existing TDM Account. The TDM Remedy Fund shall be replenished as provided in Proffer 7.e. At the end of the Applicant Control Period, the Applicant (or successor developer, but not the successor UOA) shall contribute to the TDM Remedy Fund if and to the extent necessary for the TDM Remedy Fund to have a $500,000 balance at that time, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the date of approval of this Application up to a maximum of $650,000. Upon such contribution, if any is required, the Applicant (or

successor developer, but not the successor UOA) shall bear no further obligation under this Proffer 7.

(ii) TDM Penalty Fund. Prior to issuance of the 1,500th RUP for the Application Property, the Applicant (or successor developer, but not the successor UOA) shall establish a one-time corporate guarantee for the benefit of Fairfax County in the amount of $2,000,000 (the "Corporate Guarantee"), which Corporate Guarantee shall be used, if applicable, to establish a TDM Penalty Fund. If the results of any trip generation analysis conducted following occupancy of the 1,500th dwelling unit and during the Applicant Control Period reveal that the trip reduction objectives of Proffer 7.a. are not being met, then the provisions of Proffer 7.h. shall apply and, in addition, the Corporate Guarantee shall be drawn upon to fund the TDM Penalty Fund in an amount determined as follows:

- Following the trip reduction analysis conducted upon occupancy of the 1,500th dwelling unit:
  - Residential:
    - If the 30% "during construction" trip reduction objective is met or exceeded, then no penalty is owed;
    - If trip reduction is equal to or greater than 28% but is less than 30%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is greater than or equal to 25% but less than 28%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is less than 25% then $130,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.
  - Office:
    - If the 20% "during construction" trip reduction objective is met or exceeded, then no penalty is owed;
    - If trip reduction is greater than or equal to 18% but is less than 20%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is greater than or equal to 15% but is less than 18%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
    - If trip reduction is less than 15%, then $70,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.

- Following trip generation analyses conducted upon "stabilization" and subsequently:

    - Residential:

        - If the 47% residential trip reduction objective is met or exceeded, then no penalty is owed. In such event, $480,000 of the Corporate Guarantee shall be released/returned to the Applicant;
        - If residential trip reduction is greater than or equal to 45% but is less than 47%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;
        - If residential trip reduction is greater than or equal to 42% but less than 45%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;
        - If residential trip reduction is less than 42%, then $480,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.

    - Office:

        - If the 25% office trip reduction objective is met or exceeded, then no penalty is owed. In such event, $120,000 of the Corporate Guarantee shall be released/returned to the Applicant;
        - If office trip reduction is greater than or equal to 23% but is less than 25%, then $2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;
        - If office trip reduction is greater than or equal to 20% but less than 23%, then $3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the Corporate Guarantee shall be carried forward;

- If office trip reduction is less than 20%, then $120,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.

Illustrative examples demonstrating possible scenarios of the application of the TDM Penalty Fund provisions are depicted on Exhibits A-2, A-3, A-4 and A-5 attached hereto. Funds drawn from the Corporate Guarantee and paid to the TDM Penalty Fund are to be utilized by Fairfax County for transit or transportation related improvements in the vicinity of the Application Property. There is no requirement to replenish the Corporate Guarantee and/or the TDM Penalty Fund at any time. Any amount remaining in the Corporate Guarantee upon the end of the Applicant Control Period shall be released/returned to the Applicant.

k. Notice to Owners. All residents, tenants, and employers of the Metro West community shall be advised of the TDM Plan. UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of this Proffer prior to purchase of units, and the requirements of the TDM Plan, including the annual contribution to the TDM Plan (as provided herein), shall be included in all initial purchase documents and within the HOA, COA and UOA documents.

l. Enforcement. If the TC fails to timely submit a report to FCDOT as required by this Proffer, Fairfax County may thereafter issue the TC a notice stating that the TC has violated the terms of this Proffer and providing the TC sixty (60) days within which to cure such violation. If after such sixty (60) day period the TC has not submitted the delinquent report, then the Applicant/UOA as applicable shall (1) be subject to a penalty of $600 per day until such time as the report is submitted to FCDOT payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Application Property; and (2) permanently transfer ownership and control of the TDM Remedy Fund to Fairfax County to be used by Fairfax County to supplement the operation of the TDM Plan at the Application Property.

Proffer 8 (Pedestrian Improvements) is reaffirmed.

a. Vaden Drive Extended Trail. Subject to DPWES approval, the Applicant shall construct an eight-foot wide asphalt trail along the western side of Vaden Drive Extended as shown on the CDP/FDP. Such trail shall be constructed concurrent with the construction of Vaden Drive Extended and shall be available for public use prior to the issuance of the first RUP or Non-RUP for residential and/or non-residential use on the Application Property except temporary transportation facilities and/or commercial off-street parking uses, if any, to be located within the building sites of buildings 6, 7, 8, 9 and/or 10. The Applicant and its successor UOA (as defined below) shall maintain such trail.

b. City of Fairfax Connector Trail. To facilitate interim pedestrian access through the Application Property to the Metro Station, prior to temporarily closing pedestrian

access through the Application Property to allow for clearing, grading, and earth moving activities on site, the Applicant shall realign the portion of the City of Fairfax Connector Trail that currently crosses the Application Property to either the final location and configuration of such trail as shown on the CDP/FDP or to a temporary location on-site along the western boundary of the Application Property. In either event, the Applicant will ensure that there is an alternative pedestrian route to the Metro Station open, either on site or within East Blake Lane Park, at all times, including during such trail realignment work. If a temporary location is provided, then such temporary trail shall be constructed as an asphalt path a minimum of 8 feet in width. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct a permanent realignment of the City of Fairfax Connector Trail on the Application Property in a location that will tie in with the Vaden Drive Extended Trail as shown on the CDP/FDP. Thereafter the Applicant shall if applicable remove/realign the temporary trail and restore that area of the site to a vegetated condition as shown on the CDP/FDP. The Applicant shall maintain such portion of the realigned City of Fairfax Connector Trail that extends over the Application Property until such time as the Public Site is dedicated pursuant to Proffer 25, upon which time FCPA will maintain the trail. Also, concurrent with construction of Vaden Drive Extended the Applicant shall, subject to approval by the Fairfax County Park Authority ("FCPA"), reconstruct the City of Fairfax Connector Trail within East Blake Lane Park as shown on the CDP/FDP and provide trees along both sides of such portion of the reconstructed trail.

c. Pedestrian Access to Metro During Build Out. Public access through the Application Property will be restricted during the initial site work on the Application Property, throughout the construction of Vaden Drive Extended and otherwise as may be required for public safety. At least 15 days prior to the Applicant closing the current public access through the Application Property to the Metro Station site (such access presently occurs over Fairlee and Maple Drives which are proposed to be vacated/abandoned), the Applicant shall provide written notice of the closing to the Providence District Supervisor's office. Also prior to the Applicant closing current public access through the Application Property, the Applicant shall provide temporary signage along the Lee Highway and Saintsbury Drive frontages of the Application Property to provide notice of the pending closure of public access through the Application Property and to direct pedestrians to the City of Fairfax Connector Trail. In addition, concurrent with construction of Vaden Drive Extended, the Applicant shall construct a temporary pedestrian route generally along the route of the "Main Street/Town Center Plaza" as shown on the CDP/FDP to connect Vaden Drive Extended to the Metro Access Road. Such temporary pedestrian route shall be located in an area that is a minimum 10 feet wide and which shall include a minimum 5 foot wide concrete and/or asphalt surface with the balance of the area planted with grass, shrubs and trees if practical as determined by the timing of build out and construction constraints as approved by Zoning Evaluation Division. Such temporary pedestrian improvements shall be available for public use upon the opening of Vaden Drive Extended to public use. Such temporary pedestrian improvements may be relocated from time to time within that general location to allow for development and construction to occur adjacent thereto.

d. Pedestrian connection to Blake Tree Manor. Subject to the granting of necessary easements by FCPA in accordance with established FCPA practices and fee schedules, and further subject to the granting of necessary easements/permissions from the Blake Tree Manor owners association to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats), the Applicant shall construct pedestrian improvements through East Blake Lane Park and into the Blake Tree Manor Subdivision to connect the Blake Tree Manor Subdivision to the City of Fairfax Connector Trail. Such improvement is identified as "Proposed Sidewalk X" on Sheet 36 of the CDP/FDP. Such improvement shall include one bridge crossing of Hatmark Branch in a location and of a design as shown on the CDP/FDP as approved by DPWES and FCPA. Such bridge shall be an eight (8) foot wide standardized steel truss pre-fabricated bridge with pressure treated timber decking and appropriate hand rails. Such improvement shall also include a five foot wide asphalt path leading east from the bridge crossing to connect into the City of Fairfax Connector Trail. Such improvement shall also include a five foot wide asphalt path (without stairs) leading west from the bridge crossing, through East Blake Lane Park to the boundary of the Blake Tree Manor Subdivision. In addition, the Applicant shall extend such path into the Blake Tree Manor Subdivision and construct stairs to connect such path into the existing pedestrian network in Blake Tree Manor. In addition the Applicant shall construct the improvements within Blake Tree Manor subdivision shown as "Proposed Sidewalks Y" on sheet 36 of the CDP/FDP. The Applicant shall complete such work prior to the issuance of the 400th RUP for the Application Property (exclusive of RUPs issued for dwelling units constructed within the first of Buildings 6, 7 or 10 to be constructed); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 8.d. "good cause" shall include, but not be limited to, unforeseen delays relating to permitting and/or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or subcontractors. The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests of the Blake Tree Manor owners association within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to provided improvements within Blake Tree Manor pursuant to this proffer. In such event, however, the Applicant shall nevertheless remain obligated to construct the improvements referenced in this Proffer 8.d within East Blake Lane Park, subject to FCPA approvals and easements as referenced herein.

e. Pedestrian Connection to Circle Woods and Hunters Branch. Subject to approval of necessary licenses and/or easements to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats), the Applicant shall provide for pedestrian access to and from the Circle Woods and Hunters Branch communities as provided herein. The Applicant shall provide openings (approximately 5 feet wide) in the barrier fences

to be constructed adjacent to the Circle Woods communities to allow direct pedestrian access from those communities to the pedestrian system on the Application Property in locations as generally shown on the CDP/FDP. There shall be no gates in the fence openings that are located between the Application Property and the Circle Woods communities. The Applicant shall construct a gated opening (approximately 5 feet wide) in the barrier fence to be constructed adjacent to the Hunters Branch Condominium Association property, and such gate shall be provided with an electronic card reader for use by Hunters Branch Condominium owners. Such gate may be removed upon the agreement of the Hunters Branch Condominium Association without requiring a PCA. In addition, the Applicant shall provide an opening (approximately 5 feet wide) in the barrier fence adjacent to the Hunters Branch communities south of the existing security fence located on the Hunters Branch Condominium Association property in a location as generally shown on the CDP/FDP. There shall be no gate in such opening. The Applicant shall construct the sidewalk improvements within the Hunters Branch community shown as "Proposed Sidewalks Y and Z" on sheet 36 of the CDP/FDP concurrent with the construction of the fence. The Applicant shall construct a 5' wide asphalt path within the Circle Woods community in the general area of "Proposed Sidewalk Y" as shown on sheet 36 of the CDP/FDP (notwithstanding that the CDP/FDP calls for a 4' concrete path in such location) concurrent with construction of the fence. Such path shall intersect the existing sidewalk within Circle Woods south of the wooden bridge crossing of the drainage swale and meander eastward to the fence opening in order to avoid conflicts with trees, to the maximum extent possible, and with utilities. In no event shall the Applicant be required to remove or relocate trees or utilities in order to make any such offsite sidewalk connections. Such improvements shall be subject to approval by DPWES. The Applicant shall seek all necessary off-site easements/approvals prior to submission of a site plan for the respective phase of development/construction on the Application Property adjacent to such connections and shall diligently pursue necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to make offsite improvements pursuant to this proffer.

f. Internal Sidewalks. The Applicant shall construct a comprehensive sidewalk system throughout the Application Property as generally shown on the CDP/FDP. Such sidewalk system shall be constructed concurrent with the phasing of development of the Application Property. Such sidewalk system shall include sidewalk connections extending to the property line adjacent to the neighboring Circle Woods and Hunters Branch communities as shown on the CDP/FDP to allow the pedestrian openings referenced in Proffer 8.e. above to tie in to the onsite sidewalk network. All onsite sidewalks shall be maintained by the UOA as set forth in Proffer 18 below. Sidewalk improvements within existing or proposed VDOT right-of-way shall be as approved by VDOT. Prior to site plan approval for each respective phase of development the Applicant shall grant public access easements over the private sidewalks located within such phase.

g. Crosswalks. Concurrent with construction of Vaden Drive Extended, the Applicant shall install crosswalks across Vaden Drive Extended, including a raised crosswalk (or speed table) at the Main Street/Vaden Drive Extended intersection, in locations as generally shown on the CDP/FDP and as may be approved by DPWES and/or VDOT. Concurrent with each respective phase of development/construction of the Application Property, the Applicant shall install painted and/or paver crosswalks within the internal private street network on the Application Property as generally shown on the CDP/FDP and as subject to approval by DPWES. Subject to DPWES approval, the Applicant shall provide for illumination at all intersections through the use of ornamental lighting and, at the Vaden Drive Extended/Main Street and Main Street/Saintsbury Drive intersections, through the use of embedded ground level pedestrian lighting as shown on the CDP/FDP.

(i) Crosswalks within the private street network. Concurrent with each respective phase of development/construction of the Application Property, the Applicant shall install painted and/or paver crosswalks within the internal private street network on the Application Property as generally shown on the CDP/FDP and as subject to approval by DPWES.

(ii) Intersection Illumination. Subject to DPWES approval, the Applicant shall provide for illumination at all intersections through the use of ornamental lighting and, at the Main Street/Saintsbury Drive intersections, through the use of embedded ground level pedestrian lighting as shown on the CDP/FDP.

(iii) Vaden Drive and Royal Victoria Drive intersection by the Providence District Community Center. The Applicant will provide $125,000 prior to the issuance of the first building permit of the first of Buildings 14, 15, 16, or 17, and $125,000 prior to the issuance of the building permit for Building 18 to Fairfax County, which is intended to be used towards pedestrian improvements at the Vaden Drive/Royal Victoria Drive intersection.

h. Lee Highway Sidewalk. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct an 8-foot wide asphalt path (notwithstanding that the CDP/FDP shows a 5 foot concrete sidewalk) across the Application Property's Lee Highway frontage that transitions to connect to the existing 4-foot sidewalk to the east and west.

Proffer 9 (Open Space and Landscaping) is reaffirmed.

a. As depicted on the CDP/FDP the entirety of the Application Property shall provide a minimum of 37% overall open space calculated over the area of the Application Property less the area to be dedicated for public streets. Buildings and paved areas within parking lots do not count as open space. Such open space shall be allocated among each of the respective zoning districts as shown on the CDP/FDP such that the

minimum open space requirements of each of the respective zoning districts is provided, as shown on the CDP/FDP. Development/implementation of the open space areas and improvements may occur in phases, concurrent with the phasing of development/construction of the Application Property. As such, the total area of open space provided at any given phase of development shall not be required to be equivalent to the 37% overall open space specified herein; provided, however, that the open space provided at any given phase of development shall satisfy the minimum amount required by the respective zoning district(s) in which such phase is located.

b. Site plans (and subsequent revisions as may be applicable and relevant to landscaping) submitted for the respective phases of development shall include a landscape plan showing the open space improvements, streetscape and landscaping appurtenant to that respective phase of development as generally shown on the CDP/FDP. Specifically, the plaza area located between buildings 6 and 10 as shown on the CDP/FDP shall be constructed concurrent with the second of buildings 6 or 10 to be constructed and shall be completed prior to the issuance of the first RUP for such building. The plaza/boulevard area located between buildings 7 and 8 as shown on the CDP/FDP shall be constructed concurrent with the first of buildings 7 or 8 to be constructed and shall be completed prior to the issuance of the first RUP or Non-RUP for such building.

c. Native trees that are conducive to air quality enhancement shall be used within the streetscape and open space areas as determined appropriate by Urban Forest Management.

d. Landscaping shown on the CDP/FDP may be modified, if in substantial conformance with that shown on the CDP/FDP and as approved by the Zoning Administrator and Urban Forest Management, to allow for final engineering considerations such as final utility locations, low impact development facilities, sight distance requirements and the like. The Applicant shall coordinate the location of any utilities within open space areas to allow sufficient planting depth for trees and other landscaping as shown on the CDP/FDP. As a priority, where reasonably feasible the Applicant shall install water, sanitary sewer and storm sewer utility lines within the street network to avoid conflicts with open space areas and streetscape elements shown on the CDP/FDP. In addition, the Applicant shall coordinate with private utility companies (gas, power, telephone, cable etc.) to co-locate utilities where reasonably feasible.

e. As shown on the CDP/FDP, landscaping within the buffer between Buildings 11, 12, and 13 and the shared property line with the Hunter's Branch Condominium Association ("HBCA") Property shall include a combination of evergreen (including American Holly, Spruce, Cypress, Fir, and Pine) and hardwood trees, all at least 10 feet in height at the time of planting, and hardwoods a minimum of 2" – 2 ½" caliper at the time of planting, arranged to provide a visual buffer between the Application Property and the HBCA property. The Applicant shall coordinate the plan for landscaping such areas with HBCA as provided in Proffer 12 below.

f. The Applicant shall grant public pedestrian access easements over the open space areas identified on the CPD/FOP as Detail Areas #3, #4, #11, #12, #13, #14 and #15 with the following limitations: (1) the swimming pool and associated areas including the pool house and pool deck located within Detail Area #11 will not be open for access to the general public; and (2) such right of public access within Detail Areas #3, #4, #11, #12, #13, #14 and #15 shall be subject to the right of the Applicant and the successor UOA and/or HOA/COAs as applicable to establish reasonable rules and regulations pertaining to hours of public access, maintenance, repairs and the like; provided, however, that hours of such public access shall be at a minimum 8 a.m. to the earlier of dusk or 9 p.m. on weekdays and 10 a.m. to the earlier of dusk or 9 p.m. on weekends and holidays. Public access shall be open at all times to Detail Area #14 subject to necessary maintenance and repairs.

g. Courtyard and Recreational Amenities at Buildings 14, 15, 16 and 17. The Applicant must provide a courtyard and recreational amenities (Courtyard and Recreational Amenities) within a portion of the PCA Property (Buildings 14, 15, 16, and 17) as shown on the CDPA/FDPA. The Courtyard encompasses the Main and Secondary Axis, pool, pool house, pool deck, open spaces, seating areas, and recreational amenities as depicted on the CDPA/FDPA. The total size of the Courtyard will be a minimum of 45,000 square feet. The Courtyard and Recreational Amenities are depicted on the CDPA/FDPA and described in the following:

i. Public Access. The Applicant will provide public pedestrian access easements at the time of site plan approval. The easements will include the Main Axis from Bastille Street to Sprague Avenue, the Secondary Axis from Royal Victoria Drive to Bleeker Street, and the Courtyard and Recreational Amenities.

(a) Main Axis. The Applicant must provide a public walkway connecting Bastille Street and Sprague Avenue that serves as a major pedestrian corridor to the Open Space and Recreational Amenities. The Applicant will include special paving, high quality landscaping, and incorporate curvilinear elements along the Main Axis. Special paving and landscaping elements will extend to the sidewalks along Bastille Street and Sprague Avenue. The Applicant will provide public access prior to the issuance of the first occupancy permit of the 3rd of Buildings 14-17.

(b) Secondary Axis. The Applicant will provide a public walkway connected Royal Victoria Drive and Bleeker Street. As depicted on the CDPA/FDPA, the atrium on Royal Victoria Drive will provide a public overlook area that provides views to the Courtyard and Recreational Amenities below. The Secondary Axis must be delineated by special paving and landscaping. The Applicant will provide public access from Royal Victoria Drive prior to the issuance of the first occupancy permit of the 3rd of Buildings 14-17. The

Applicant will provide public access from Bleeker Street prior to the issuance of the first occupancy permit of the 4th of Buildings 14-17.

ii. Recreation Uses. The Applicant must provide publicly-accessible active and passive recreational uses and seating, as well as a pool and pool house available to residents of Metro West, as described in the following:

(a) Public Amenities. The Applicant must provide active recreation amenities and a gaming area as shown on the CDPA/FDPA that will include a combination of elements, such as table tennis, corn hole, outdoor checkers and chess sets and shuffleboard that are seasonal and weather dependent. The Applicant will provide children's play equipment in the play area as shown on the CDPA/FDPA. Additional or substitute public recreation may be approved with subsequent FDPAs and site plans, provided such facilities result in an equivalent or enhanced quality of recreational opportunities. A lawn area providing passive recreation space must be located in the vicinity of the active recreation uses. The first public amenities will be available prior to the issuance of the first occupancy permit for the 3rd of Buildings 14-17.

(b) Pool and Pool House. The Applicant must provide a pool and pool house as shown on the CDPA/FDPA. The pool will be available to residents prior to the issuance of the first occupancy permit for the 3rd of Buildings 14-17. The pool area and pool house, as measured around the pool fence area and inclusive of the pool house, will comprise no more than 9,500 square feet and must contain landscaping around the perimeter of the pool. The primary uses in the pool house will be limited to storage for pool maintenance equipment and bathrooms. At a minimum, all residents of the single-family attached dwelling units, multifamily two-over-two units, and units within Buildings 11, 12, 13, 14, 15, 16, 17, 19, and 20 will have the right to use the pool and pool house, and the pool and pool house is limited to these units and Buildings. Nothing contained in this proffer will preclude the Applicant from expanding pool and pool house use to other units and Buildings.

(c) Hardscape and Seating. The Applicant must provide hardscape elements comprised of special paving materials and seating areas as shown on the CDPA/FDPA. At least one of the hardscaped areas must contain paving materials that differ from the paving of the Main or Secondary Axis. A portion of on of the seating areas must be covered by a pergola or other decorative structure to provide visual interest. A portion of the hardscape and seating area must be located adjacent to the ingress/egress of the Community Center located in Building 16.

The seating areas must not fully protrude into the Primary or Secondary Axis pathways.

(d) Landscaping and Signage. The Applicant will provide subtle and attractive lighting along the Main Axis. Landscaping throughout the Open Space and Recreational Amenities area must be similar in quality to that shown in the CDPA/FDPA. The entrance on Royal Victoria Drive will contain a gateway feature in the form of a sign or interesting architecture.

h. Street Trees on Royal Victoria Drive – pedestrian experience, accessibility. The Applicant will include as a part of any site plan that includes Royal Victoria Drive, an explanation of how it has designed on-street parking spaces and adjacent street trees along Royal Victoria Drive in a manner that (1) minimizes conflicts with door swings, (2) enhances pedestrian access to contiguous retail, restaurants and other non-residential business establishments, and (3) reflects attention to accessibility requirements for users/customers along this prominent street.

Proffer 10 (Recreation Facilities) is reaffirmed.

a. Bicycle racks. The Applicant shall provide secure bicycle storage in locations convenient to the office, multi-family residential and retail uses on the following basis, at a minimum:

(i) One bicycle parking space for every 7,500 square feet or portion thereof of office GFA and one additional bicycle space for every 20,000 square feet, or portion thereof, of office GFA in each of Buildings 8 and 9. In addition, one shower per gender shall be installed for every 50,000 square feet of office GFA, up to a maximum of three showers per gender in each of Buildings 8 and 9;

(ii) One bicycle parking space for every five (5) multi-family residential units (exclusive of two-over-two multi-family units), or portion thereof, and one additional bicycle space for every 50 multi-family residential units (exclusive of two-over-two multi-family units), or portion thereof;

(iii) Two (2) retail bicycle parking spaces for every 10,000 square feet or portion thereof of the minimum 135,000 square feet of Type 1 and Type 2 Non-Residential GFA initially constructed as provided in Proffer 5.c.(iii).

(iv) Bicycle parking facilities for multi-family and office users as required herein shall be located within a structure. Retail bicycle parking spaces shall be installed at exterior locations that are visible from the retail uses and do not block sidewalks.

b. The Applicant shall comply with Paragraph 2 of Section 6-409 of the Zoning Ordinance regarding developed recreational facilities for the residential uses. The Applicant

proffers that the minimum expenditure for the recreational facilities shall be $955.00 per residential dwelling unit exclusive of affordable dwelling units. The Applicant agrees that the $955.00 attributed to each unit shall be utilized toward only those developed recreational facilities to which the residents of such unit shall have access as provided in Proffer 10.d. below. The Applicant shall receive credit against the Zoning Ordinance minimum expenditure requirement for the cost of recreational facilities to include, but not to be limited to the cost of improvements for swimming pools (indoor and outdoor), sundecks, outdoor seating areas, pedestrian trails (except those shown on the Comprehensive Plan), plazas, skating rink and other outdoor recreation facilities, indoor recreational facilities, such as weight training equipment, fitness, billiard rooms, card and game rooms, and indoor multi-purpose courts. The "fitness station" shown in Detail Area # 6 shall be as approved by FCPA. In addition, subject to approval by FCPA, the Applicant shall provide for a fitness "loop" that begins in Detail Area # 6 and utilizes both the Vaden Drive Extended Trail (See Proffer 8.a.) and the City of Fairfax Connector Trail. The fitness loop shall include an additional fitness station to the one shown in Detail Area # 6 and directional signage including mile markers subject to approval by FCPA.

c. Recreational facilities shall be developed/constructed in phases concurrent with the phasing of development of the Application Property and subject to the requirements of Section 16-404 of the Zoning Ordinance.

d. The Applicant reserves the right to restrict access to the various recreational facilities developed on the Application Property to the residents/owners within specific phases of the project and/or within the specific buildings, subject to the public access requirements as set forth in Proffer 9.f. above. At a minimum all residents of single-family attached dwelling units, multi-family two-over-two units, and units within Buildings 11, 12, 13, 14, 15, 16, 17, 19 and 20 shall have the right to use the developed recreational facilities within Buildings 14, 15, 16, 17 and Sheet 005 as depicted on the CDPA/FDPA; residents within Buildings 2, 3, 4, and 5 will have the right to use the developed recreational facilities within those Buildings and Detail Area #5 as depicted on the CDP/FDP; residents within Buildings 6, 7, 10 and 18 will have the right to use the developed recreational facilities within their respective buildings. Each of Buildings 6, 7, 10 and 18 must include a minimum 1,250 square feet of space for residents of those Buildings to hold HOA or other community meetings.

e. The Applicant shall make a one-time contribution of $750,000 to the Fairfax County Board of Supervisors to install synthetic turf athletic fields and/or other field improvements. The field(s) to be improved, and the scope of the improvements, shall be determined by the Providence District Supervisor in consultation with the Providence District Athletic Fields Task Force. Such contribution shall be made within 30 days of final, unappealable approval of this Application.

Proffer 11 (Circle Woods Buffer) is reaffirmed.

a. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct improvements in the buffer area between the peripheral, north/south property line shared with the Circle Woods communities and Vaden Drive Extended as shown on the CDP/FDP. As shown on the CDP/FDP such buffer shall consist of undisturbed vegetation and a landscaped area and shall be improved with the Vaden Drive Extended Trail and a seven (7) foot high, tongue and groove fence with eight (8) foot high brick piers located approximately 20 feet on center with no gaps or openings other than to allow for, as necessary, utility connections, drainage, and a pedestrian connection as provided in Proffer 8.e. Such barrier fence shall be located on the Application Property adjacent to the shared property line and shall also extend on the Application Property adjacent to the shared east/west property line shared with the Circle Woods communities to the extent shown on the CDP/FDP. Such fence shall be maintained by the Applicant/UOA. Subject to all necessary approvals from the Circle Woods communities, the Applicant shall remove the existing fence located within the Circle Woods communities that runs parallel to the peripheral property lines shared with the Application Property. If the Applicant does not receive a response to such requests for approvals within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to remove the existing fence. At least 15 days prior to submission of a landscape plan for such buffer area, the Applicant shall schedule a meeting inviting representatives of the Circle Woods Communities to attend and comment on the landscape plan and provide suggestions concerning plant types and locations, and the Applicant shall take any such comments and suggestions into consideration prior to submission such landscape plan.

Proffer 12 (Hunters Branch Condominium Buffer) is reaffirmed.

a. Prior to issuance of the first RUP or Non-RUP for the Application Property (except temporary transportation facilities and/or commercial off-street parking uses, if any), the Applicant shall regrade the western portion of the Hunters Branch Condominium Association ("HBCA") property in order to tie the Application Property in to the HBCA property as shown on the CDP/FDP, subject to necessary approvals from Fairfax County and easements to be provided at no cost to the Applicant (except for the preparation and recordation of the deed and plat, the cost of which the Applicant shall bear). The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected, and the Applicant shall be relieved of any further obligation pursuant to this proffer. Following such grading activities, the Applicant shall construct a six-foot high wooden fence with brick piers approximately 20-feet on center along such shared property line. Such fence shall not include any gaps or openings other than to allow for, as necessary, utility connections and drainage and pedestrian connection(s) (see Proffer 8.e.) as shown on the CDP/FDP and as approved by DPWES. The Applicant and its successor UOA and/or HOA/COA (as defined below) shall be responsible for maintaining such fence.

b. Prior to issuance of the first RUP or Non-RUP for the Application Property (except temporary transportation facilities and/or commercial off-street parking uses, if any), the Applicant shall re-landscape the portion of the HBCA property that is disturbed as a result of the grading activities referenced in Proffer 12.a. above as shown on the CDP/FDP. In connection with such re-landscaping, the Applicant shall install an outdoor, below grade, electronically controlled sprinkler system on the HBCA property to serve the HBCA landscaping located between the common property line and the HBCA parking area. In connection with such re-landscaping activities, the Applicant shall remove the existing wooden fence located approximately 15 feet from the shared property line within the HBCA property. The obligation of the Applicant to remove such fence shall be subject to necessary approvals by Fairfax County and HBCA. The Applicant will take responsibility for and in coordination with HBCA diligently pursue necessary approvals, if any, to allow for removal of the fence. In addition, the Applicant will make reasonable efforts to reduce the width of the existing sanitary sewer easement which runs along the western boundary of the HBCA property to allow greater area for supplemental planting, subject to the cooperation of the HBCA with respect to the vacation of the existing sanitary sewer easement and the rededication of a new sanitary sewer easement. As an alternative to such re-landscaping and the installation of an outdoor sprinkler system on the HBCA property, the Applicant, by mutual agreement with the HBCA, may pay the HBCA, prior to issuance of the initial RUP or Non-RUP for the Application Property, the reasonable cost of those anticipated improvements in a lump sum contribution in order to allow the HBCA to contract for the work on its own. Notwithstanding the introductory phrase of this Proffer 12.b. it shall be understood that the Applicant shall not be required to have completed the removal of the existing fence or the adjustment to the existing sanitary sewer easement as a condition precedent to issuance of the first RUP or Non-RUP for the project; but that such activities shall be completed, if so approved, prior to the issuance of the final RUP for the last of Buildings 11, 12 and 13. In any event the Applicant shall diligently pursue approvals to remove the fence and adjust the sanitary sewer easement as provided herein and shall demonstrate such efforts to DPWES if requested.

c. Prior to the grading activities over the common property line as discussed in Proffer 12.a. above, the Applicant shall undertake a tree survey and condition analysis of all trees greater than six (6) inches in caliper located on the HBCA property within the area anticipated to be re-graded, and extending ten (10) feet beyond such area, and in connection with representatives from HBCA, the Applicant shall evaluate opportunities where it will be reasonably practical to modify the grading plan to save certain trees and/or to transplant certain trees from the area to be re-graded to other locations on the HBCA property. If it is determined by the Applicant and HBCA that it is reasonably practical to so modify the grading plan and/or to transplant certain trees, then the Applicant shall so modify the grading plan and/or transplant such trees prior to commencing the grading activities referenced above.

d. Regent's Park. As shown on the sheet 19 of the CDP/FDP, a minimum ten (10) foot buffer area/utility easement will be provided within common area (not on individual lots) adjacent to the eastern boundary of the Application Property in the area behind

and adjacent to the single family attached dwelling unit lots. In addition, such single family attached dwelling units in such area shall have a minimum 15 foot rear yard as shown on the CDP/FDP. A privacy fence shall be constructed along the rear yard line of the single family attached dwelling units in such area. Subject to approval of necessary easements/permissions from the adjacent owner to the east and any necessary approvals from Fairfax County, the Applicant shall replace the existing fence located off site to the east of the Application Property in the area behind the single family attached dwelling units with a new decorative fence and supplemental landscaping. The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation pursuant to this proffer.

Proffer 13 (Parking) is reaffirmed with respect to the PCA Property, with the following italicized language added as Proffer 13.g:

a. Parking spaces shall be provided in accordance with the parking ratios as shown on Sheet 3 of the CDP/FDP for each respective phase of development/construction of the Application Property. The Applicant reserves the right to utilize on-street parking on the private streets in the development to meet the parking requirements so long as such spaces are striped and meet the dimension requirements of the PFM. The Applicant reserves the right to utilize surface parking spaces in one zoning district on the Application Property to meet parking requirements in another zoning district on the Application Property. The number of parking spaces represented on the CDP/FDP is based on preliminary estimates of the proposed mix of uses, unit count and unit type. The final number of parking spaces shall be determined at the time of each site plan approval. The Applicant reserves the right to provide parking in excess of the minimum requirements as shown on the CDP/FDP; provided, however, that parking for the multi-family residential and office uses shall not exceed a ratio that is 10% higher than the minimum requirements for such uses as shown on the CDP/FDP, unless the Applicant demonstrates to the satisfaction of DPWES and the Providence District Supervisor that additional parking is necessary to meet anticipated demand for office uses. Such maximum parking ratios, however, shall not include any parking spaces allocated to support TDM programs such as car sharing, car/van pool and fleet vehicles, shuttle buses/vans and the like. During build-out of the single-family attached dwelling unit phases, the Applicant reserves the right to provide interim surface parking as visitor spaces or as second spaces for 16 foot wide townhouses (in accordance with Zoning Ordinance requirements for dimensions, striping, landscaping, etc.) on portions of the Application Property to be developed in a subsequent phase(s) to the extent necessary to meet, but not exceed, the parking requirements for the single family attached phase(s) of construction. The Applicant reserves the right to provide parking for multi-family units in parking structures connected to other, adjacent multi-family buildings so long as the minimum total parking supply is met at all times and so long as the number of above grade parking levels does not increase beyond those depicted on the CDP/FDP. The Applicant reserves the right to construct structured parking associated

with Building groups 2-5; 6-10; 11-13; and 14-17 in phases, with portions of such parking constructed in advance of the building for which such parking will ultimately be provided, such that the limitations on the maximum number of parking spaces as set forth in this proffer may be exceeded on an interim basis during construction The Applicant reserves the right to relocate above grade parking shown on the CDP/FDP for Buildings 6, 7, 8, 9 and/or 10 to a subsurface location beneath those buildings; provided, however, that the building height and footprint, outdoor rooftop amenities and ground floor configuration of such building(s) remain in substantial conformance with those as shown on the CDP/FDP.

b. Notwithstanding Proffer 13.a. above, the Applicant reserves the right to request a parking reduction or shared parking agreement pursuant to Article 11 of the Zoning Ordinance for a multi-family (except two-over-two multi-family units) and/or non-residential use. Any modification of the required parking as approved by such parking reduction or agreement may be accommodated without requiring a PCA or FDPA provided that the layout of the parking remains in substantial conformance with that depicted on the CDP/FDP. The Applicant shall not request a parking reduction for the single-family attached units.

c. Visitor Parking.

(i) A minimum of 0.3 parking spaces per single family attached unit (of the total 2.3 parking spaces required per single family attached unit) shall be located in common areas (i.e. street parking and/or surface lots) on the respective phases of the Application Property. Such spaces shall be available for general parking and shall not be assigned or allocated for use by individual dwelling units. In addition, homeowners/condominium owners' association documents shall provide that residents shall not park in visitor spaces and shall provide for enforcement action by the HOA/COA in the event of violation.

(ii) A minimum of 0.05 parking spaces per multi-family unit (of the total provided) shall be labeled as visitor parking and located in areas convenient to the respective multi-family buildings (i.e. on street parking or within areas of parking garages that are accessible and not assigned). Such spaces shall be available for general parking and shall not be assigned or allocated for use by individual dwelling units. In addition, homeowners/condominium owners' association documents shall provide that residents shall not park in visitor spaces and shall provide for enforcement action by the HOA/COA in the event of violation.

d. Drop-off Areas. At the time of site plan submission for each of Buildings 6, 7, 8, 9, 10, 16, 17 and 18, the Applicant shall designate at least two on-street parking spaces proximate to such building to be made available for short-term (15 minutes or less) delivery and drop-off use for car pools, van pools, shared car services, delivery services and the like. Conceptual locations for such spaces are shown on the CDP/FDP, and such locations may be modified at the time of final site plan subject to approval by

FCDOT. Similarly, the Applicant shall so designate at least two such spaces for such use in connection with each of the following groups of buildings: (i) Buildings 11, 12 and 13; (ii) Buildings 14 and 15; (iii) Buildings 2, 3, 4 and 5; and (iv) Buildings 19 and 20.

e. Single Family Attached Dwellings/Garage Conversion.

(i) Any conversion or use of garages for the single family attached dwellings that will preclude the parking of vehicles within the garage is prohibited.

(ii) A covenant setting forth this restriction shall be disclosed in the UOA and HOA/COA documents and recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the UOA and the Board of Supervisors.

(iii) Prospective purchasers shall be advised in writing of this use restriction prior to entering a contract of sale and in the HOA documents.

f. Commercial Off-Street Parking. Subject to the terms of its special exception approval (which is scheduled to expire on November 19, 2006), the existing surface parking lot located on parts of Tax Map Parcels 48-1((1)) 91 and 91A shall remain open and in operation to provide parking for Metro riders, subject to WMATA's continuing operation of such lot, until such time as the Applicant provides 60-day written notice to Fairfax County DOT and the Providence District Supervisor of the start of such development activities on the Application Property (i.e. clearing and rough grading) that shall necessitate the closure of such parking lot. If requested by Fairfax DOT, the Applicant shall cooperate with Fairfax DOT to reduce the number of parking spaces available for use on such lot gradually over time until such time as the Applicant provides notice as provided herein.

g. Building 18 Parking.

(i) Parking Rate. The minimum parking rate contained on Sheet 003 of the 2026 CDPA/FDPA is established based on Building 18's location within a qualifying designated area pursuant to § 15.2-2209.4 of the Code of Virginia. Notwithstanding the foregoing, the Applicant may, without the need for a PCA, CDPA, or FDPA: (i) provide parking in excess of the minimum amount shown in Sheet 003 of the 2026 CDPA/FDPA, or (ii) revise its parking rate as may be permitted by the Zoning Ordinance.

(ii) Building 18 Parking Restrictions. Building 18's required off-street parking for residential, retail, and child care uses must be provided within the Building 18 parking structure. As part of the parking management plan required by Proffer 7.b, the Applicant shall implement strategies to discourage the use of on-street parking spaces within the community by Building 18 residents, including:

a. A prohibition in leasing materials that residents will not seek surface parking permits from the RDOA)/UOA to utilize any surface parking spots, as well as a requirement that residents must park within reserved residential spaces within the garage;

b. The installation of colored stenciling and signage to demarcate residential, retail, child care, and visitor spaces; and

c. The installation of signage at the garage entrance stating the retail and child care parking is available in the garage.

(iii) Child Care Parking Management: Prior to approval of the Non-RUP for the child care use, the Applicant or child care operator must receive approval of a parking management plan ("PMP") by FCDOT. The child care PMP must include, at a minimum: (i) a pick-up/drop-off circulation plan; (ii) a curbside and surface parking plan identifying all parking spaces available for child care use; (iii) garage-level plans identifying all parking spaces designated for child care use; (iv) signage identifying spaces reserved exclusively for child care purposes during applicable operational hours; (v) relevant lease or other contractual documentation, with proprietary information redacted, between the owner of Building 18 and the child care operator demonstrating that parking spaces are reserved for the exclusive use of the child care facility during its operational hours; (vi) any other documentation reasonably required by FCDOT to evaluate child care parking and pick-up/drop-off operations; and strategies to prioritize child care pick-up and drop-off activities within the Building 18 parking garage and the minimization for the potential for pick-up/drop-off stacking and queuing along Royal Victoria Drive.

Prior to submission of the child care parking management plan to FCDOT, the Applicant and/or child care operator must hold at least one public meeting to provide information regarding the proposed child care parking, pick-up/drop-off, and circulation plan, solicit community feedback, and address identified concerns. In addition, a draft of the child care parking management plan shall be provided to the RDOA and the Providence District Supervisor's Office for review and comment at least 30 days prior to submission of the plan to FCDOT.

(iv) Notification To Building 18 Residents. The Applicant shall conspicuously include within its leasing materials and marketing collateral notification that: (1) streets within the community are privately owned and managed by the RDOA/UOA; (2) vehicles parked in violation of the RDOA/UOA's private street parking restrictions may be subject to towing; (3) Building 18 residents and visitors are prohibited from parking in any resident or visitor spaces on any RDOA/UOA-owned/managed private streets.

(v) On-Street Parking Spaces: Any new on-street parking spaces provided adjacent to Building 18 (e.g., along Building 18's Sprague Avenue, Royal Victoria Drive,

Bastille Street, and Hammersmith Lane frontage) shall be reserved for retail parking. Notwithstanding the foregoing, up to two retail parking spaces may be designated for child care drop-off and pick-up spaces along Royal Victoria Drive only, and up to two retail parking spaces may be designated for residential leasing spaces along Hammersmith Lane only.

(vi) *Loading and Service Area Scheduling/Coordination. Prior to the issuance of the first RUP or Non-RUP for Building 18, the Applicant must appoint, and continuously employ, a loading dock coordinator to oversee the management of Building 18's loading operations. It will be the coordinator's responsibility to: (a) minimize loading conflicts with pedestrian movements and vehicular movements on Sprague Avenue; (b) ensure scheduled deliveries avoid peak traffic times defined as 7:00 a.m. to 9:00 a.m. and 5:00 p.m. to 7:00 p.m. weekdays; (c) ensure any loading door(s) remain closed except for the movement of trucks in and out of the loading/service area; (d) keep the loading/service area clean and well-maintained at all times; and (e) ensure the loading/service area entrance and any designated service spaces in the garage are exclusively used for loading, trash, delivery, and service vehicles.*

Proffer 14 (Stormwater Management) is reaffirmed with respect to the PCA Property, with the following italicized language added as Proffer 14.f and -g:

a. The Applicant shall provide for stormwater detention ("SWM") and Best Management Practices ("BMP") in a system of underground detention vaults and low impact development ("LID") facilities as described in detail on the CDP/FDP, and as may be approved by DPWES. The Applicant shall meet the requirements for "adequate outfall" pursuant to the "Detention Method" as set forth in Section 6-0203.4C of the PFM or as otherwise may be approved by DPWES; provided, however that for purposes of meeting SWM/BMP and/or "adequate outfall" requirements, there shall be no increase in the limits of clearing and grading in East Blake Lane Park from that shown on the CDP/FDP. If it is determined that "adequate outfall" cannot be provided within the proffered limits of clearing and grading, a PCA shall be required.

b. In addition to providing SWM detention for the entirety of the Application Property, as shown on the CDP/FDP the Applicant shall provide SWM detention (but not BMP) for approximately 11.8 acres of land owned by WMATA located adjacent to the north of the Application Property, which drains on to the northwest drainage area on the Application Property as well as for approximately 1.32 acres of land owned by WMATA located adjacent to the north of the Application Property, which drains on to the northeast drainage area on the Application Property, and for which no SWM detention currently exists for either area.

c. In addition, the northeast drainage area of the Application Property shall provide for a peak flow rate reduction in the 100-year 24-hour design storm event that is equal to or less than the peak flow rate from the site in its existing (before re-development) condition

d. Maintenance. The Applicant shall enter into a private Stormwater Maintenance Agreement(s) with Fairfax County for all of the SWM/BMP/LID facilities prior to site plan approval for the respective phase of development that implements such facilities. Stormwater Maintenance Agreement(s) for underground vaults shall be subject to the Waiver #8625-WPFM-001-1 Conditions as approved by the Board of Supervisors. The Applicant, and subsequently the Umbrella Owners Association (UOA) as defined in Proffer 18, shall maintain all SWM/BMP/LID facilities pursuant to such Stormwater Maintenance Agreement(s).

e. Monitoring. In order to measure the effectiveness of the LID facilities, the Applicant shall monitor certain of the SWM/BMP/LID facilities pursuant to Flow Monitoring Program attached hereto as Exhibit C. The specifications of the Flow Monitoring Program may be amended from time to time subject to approval by DPWES and without requiring a PCA; provided, however, that the following parameters are maintained:

(A) Monitoring shall occur in the northwest drainage area of the site at three locations as specified in the Flow Monitoring Program;

(B) Monitoring shall begin following stabilization of the areas draining to the monitoring sites. For purposes of this Proffer 14, stabilization shall be deemed to occur one year following issuance of the first unit RUP for the last building to be constructed in the area that drains to the monitoring sites; and

(C) At a minimum, monitoring shall continue for three years from the date of stabilization and data from such monitoring shall be collected annually and compiled in a report to DPWES

(D) The monitoring obligations of this proffer shall remain the obligation of the Applicant (or its successor developer) and shall not be passed on to the UOA or any HOA or COA as defined in Proffer 18 below, and final project bond release shall not occur until after the final monitoring report is submitted to DPWES.

f. Stormwater Management For Building 18. As described in the stormwater management and outfall narrative on Sheet 027 of the 2026 CDPA/FDPA, stormwater management and best management practice ("SWM/BMP") facilities and low impact development techniques (LID) must be provided as required to meet or exceed the minimum requirement for SWM/BMPs/LIDs in Chapter 124.1 of the Fairfax County Code (the "County Code") and Chapter 6 of the PFM at the time of application approval. The type and quantity of SWM/BMPs LIDs shown on the Development Plan are conceptual in nature and are only provided to indicate the type of facilities that may be provided to meet the proffered requirements. No offsite nutrient credits are permitted.

g. *Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management regulations affecting the PCA Property, the Applicant has the right, but not necessarily the obligation, to accommodate necessary changes to its stormwater management designs without the need for a PCA, CDPA, or FDPA and/or interpretation of substantial conformance.*

Proffer 15 (Noise Attenuation) is reaffirmed as to the PCA Property, with the following italicized language added as Proffer 15.b(v):

a. Miller, Beam and Paganelli, Inc. has prepared a Noise Impact Analysis dated December 14, 2005, which evaluates noise impacts associated with I-66 on the Application Property. Based on the findings of such Analysis, the Applicant proffers the following:

(i) The Applicant shall submit a refined acoustical analysis prior to the submission of site plans for Buildings 5, 6, 7 and/or 10 in order to determine areas of potential impact from 1-66 highway noise. Such analysis shall consider the actual height, if any, of a noise attenuation wall/barrier that may be provided as set forth in Proffer 15.a.(ii) below. Such refined acoustical analysis may also provide potential, alternative interior noise attenuation measures to those set forth in Proffer 15.a.(iv) and 15.a.(v) below. Such analysis shall be submitted to and approved by DPZ and shall be based on the methodology contained in the Miller, Beam and Paganelli analysis. Any changes to Buildings 5, 6, 7 and/or 10 premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDP/FDP and these proffers as determined by the Zoning Administrator

(ii) No space in any building that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level. In order to attenuate highway noise the Applicant may construct a noise attenuation wall/barrier designed as part of the bus shelter/canopy to be located on the Vienna-Fairfax-GMU Metro Station site concurrent with construction of the Metro Station improvements referenced in Proffer 6.a.(xii), subject to WMATA approval. The maximum height of such barrier shall be 30 feet. In the event that the refined acoustical analysis referenced in Proffer 15.a.(i) above demonstrates that portions of any building would be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level, then the Applicant shall either (1) adjust the use of the impacted portions of such building such that no space in such building that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level [For example, space within such impact area may be used for uses ancillary to the primary multiple family residential use of that building (i.e. common recreation space, meeting rooms, storage, etc.) or, as a secondary preference such space may be occupied by "apartment hotel" units with a maximum lease term of 30 days]; or (2) step back the top floors of such building such that no space in such

building that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level. In such event, the Applicant shall demonstrate its selection to DPZ. In the event the Applicant proposes to occupy space within an impact area of 75 dBA Ldn or greater with "apartment hotel" units, the Applicant shall demonstrate as part of the refined acoustical analysis, as approved by DPZ, the measures that will be taken so that the interior noise levels within such units will be mitigated to a noise level of no more than 45 dBA Ldn.

(iii) In the event that the Fairfax County Policy Plan is amended to eliminate the prohibition on residential use in areas impacted by highway noise at a level exceeding 75 dBA Ldn, the prohibitions of this proffer to residential uses within such areas shall no longer be applicable.

(iv) In order to reduce interior noise to a level of no more than 45 dBA Ldn, for residential units that are demonstrated by a refined acoustical analysis to be impacted by highway noise from I-66 having levels projected to be greater than 70 dBA Ldn (but not more than 75 dBA Ldn), these units shall be constructed with the following acoustical measures:

- Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45.
- Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 70 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 45.
- All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(v) In order to reduce interior noise to a level of no more than 45 dBA Ldn for residential units that are demonstrated by a refined acoustical analysis to be impacted by highway noise from I-66 having levels projected to be between 65 and 70 dBA Ldn, these units shall be constructed with the following acoustical measures:

- Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.
- Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.

- All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(vi) In order to reduce exterior noise to a level that is no more than 65 dBA Ldn for the active recreation areas of the elevated plaza associated with Building # 7, such plaza shall be shielded from noise impacts from I-66 by the construction of a parapet wall extending upward a minimum of three (3) feet and a maximum of seven (7) feet from the plaza's floor level on the building's northern façade.

(vii) Building plans for each of Buildings 5, 6, 7 and 10 shall depict the final noise contours and all locations on the respective buildings/units, if any, that are subject to noise mitigation as provided herein.

b. Polysonics, Inc. has prepared a Traffic Noise Analysis dated September 29, 2005 which evaluates noise impacts associated with Vaden Drive Extended and Route 29 on the Application Property. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:

(i) In order to reduce interior noise to a level of no more than 45 dBA Ldn for the single family attached units that are demonstrated by a refined acoustical analysis to be impacted by roadway noise from Route 29 having levels projected to be between 65 and 70 dBA Ldn, these units shall be constructed with the following acoustical measures:

- Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.
- Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
- All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(ii) In order to reduce exterior noise to a level that is no more than 65 dBA Ldn for the outdoor recreation area that is projected to be impacted by roadway noise from Route 29, the Applicant shall construct a noise attenuation wall as a design feature of the community in a location as shown on the CDP/FDP. Such wall shall be a maximum height of six (6) feet and shall be located on a berm of approximately 2-3 feet as determined by final grading.

(iii) The Applicant shall submit a refined acoustical analysis prior to the submission of a site plan that includes the noise impacted residential units and/or recreation area in order to provide alternative noise attenuation measures to those set forth

in Proffer 15.b.(i) and 15.b.(ii). Such analysis shall be submitted to and approved by DPZ and shall be based on the methodology contained in the Polysonics analysis.

(iv) Building and site plans for each unit that is subject to noise mitigation as provided herein shall depict the final noise contours.

(v) *Refined Acoustical Analysis. Prior to approval of the first site plan for the PCA Property, the Applicant will submit a refined acoustical analysis (the "Noise Study") detailing the projected noise impacts to Building 18 from Interstate 66 and Vaden Drive on any residential units impacted by traffic noise having levels in excess of 65 dBA Ldn. If the noise study concludes that a specific portion of the building will be affected by noise levels that require mitigation, then the refined acoustical analysis will incorporate findings from a building shell analysis based upon the final building plans to determine what noise attenuation measures may be needed for that portion of such affected residential units, such that the interior noise of those identified noise impacted units will be reduced to a level of approximately 45 dBA Ldn or less. Such study will be submitted to the Public Facilities and Development Review Branch of the Department of Planning and Development for review and to Land Development Services for information only . Based upon the findings of the building shell analysis, the Applicant will show any noise impacted units on the site plan and building plans and will provide any recommended noise attenuation measures. The Applicant will notify potential tenants of individual residential units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, as may be applicable.*

Proffer 16 (Tree Preservation Plan) is reaffirmed as to the PCA Property, with the following italicized language added as Proffer 16.n:

a. The Applicant shall submit a tree preservation plan as part of the public improvement plan/site plan submission(s) for Vaden Drive Extended and for the Public Building and Public Site (as described in Proffer 25 below). The tree preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of Urban Forest Management ("UFM"). The Applicant shall provide a copy of the Tree Preservation Plan to FCPA for review and comment, upon submission of such plan to DPWES. The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 6 inches in diameter and greater, located on the Application Property or within East Blake Lane Park, that are located up to 25 feet to either side of the limits of clearing and grading shown on the CDP/FDP for the areas adjacent to East Blake Lane Park, the area adjacent to the "tree save" area within the Public Site and the area adjacent to the eastern boundary of the Circle Woods communities. At a minimum, the tree preservation plan shall provide for the preservation of those areas shown for tree preservation on the CDP/FDP. The condition analysis ratings shall be prepared using

methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

b. All tree preservation-related work occurring in or adjacent to tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance in tree preservation areas, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of UFM. The use of equipment in tree preservation areas will be limited to hand-operated equipment such as chainsaw, wheel barrows, rake and shovels. Any work that requires the use of equipment, such as skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM.

c. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading in the areas of tree preservation marked with a continuous line of flagging prior to the walk-through meeting with the UFM to be held prior to any clearing and grading. During the tree preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk such limits of clearing and grading with an UFM representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented; provided, however, that no adjustment shall be required that would affect the location and/or design of Vaden Drive Extended, including a requirement for additional retaining walls in excess of two feet in height. Trees within the preservation areas that are identified specifically by UFM in writing as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions. The Applicant shall notify the Providence District Supervisor ten (10) days in advance of the tree preservation walk through meeting. The Applicant shall notify FCPA, the presidents of the Circle Woods and Hunters Branch community/owners associations, and the owner of Regents Park by United States Mail no later than five (5) days in advance of the walk-through meeting and invite such representatives to the meeting to discuss the limits of clearing and grading.

d. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these proffered conditions and for the

installation of fences, utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install fences, utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities

e. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading adjacent to the tree preservation areas as shown on the phase I & II erosion and sediment control sheets, as may be modified by Proffer 16.f. below. All tree protection fencing shall be installed after the tree preservation walk-through meeting described in Proffer 16.c. above but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist and UFM, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least ten (10) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas, but subsequent to the installation of the tree protection devices, the UFM, DPWES and the Providence District Supervisor shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFM. The Applicant shall notify FCPA, the presidents of the Circle Woods and Hunters Branch community/owners associations, and the owner of Regents Park by United States Mail no later than five (5) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas and invite such representatives to a meeting with the Providence District Supervisor to inspect the site to ensure that all tree protection devices have been correctly installed.

f. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the respective public improvement/site plan submission. The details for these treatments shall be reviewed and approved by UFM, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following: (1) root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches; (2) root pruning shall take place prior to any clearing and grading; (3) root pruning shall be conducted with the supervision of a certified arborist; and (4) a UFM representative shall be informed when all root pruning and tree protection fence installation is complete.

g. During any clearing or tree/vegetation removal in the areas adjacent to the tree preservation areas, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor on-site all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFM approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFM. The Providence District Supervisor shall be notified of the name and contact information of the Applicant's representative responsible for site monitoring at the tree preservation walk-through meeting described in Par. c. above.

h. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 6 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective public improvement/site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.

i. At the time of the respective public improvement/site plan approvals, the Applicant shall both post a cash bond and a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with Proffer 16. h. above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit shall be equal to 50% of the replacement value of the Bonded Trees. The cash bond shall consist of 33% of the amount of the letter of credit. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFM. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for Vaden Drive Extended any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

j. Planting Strips. [DELETED WITH RESPECT TO THE PCA PROPERTY]

k. Native Plant Transplantation. The intent of this Proffer 16.k. is to facilitate an opportunity to rescue native plant species from areas of the Application Property to be cleared (but not from tree preservation areas) before the initiation of land disturbing

activities. Except for the conditions identified below, the implementation of this proffer will in no way interfere with the land development process after approval of this Application. To that end, the Applicant shall work cooperatively with the Providence District Supervisor's office and Fairfax County Urban Forest Management to coordinate an opportunity for the removal and transplantation of native plant species located outside tree save areas on the Application Property. In order to facilitate the rescue and transplantation of native plants prior to the initiation of land disturbing activities the Applicant will mark the general area of the tree save areas within 30 days after approval of this Application and will notify the Providence District Supervisor's office and provide reasonable opportunity for Urban Forestry Management and/or third parties under their direction to access the Application Property and remove vegetation that is not proposed to be saved. Such right of access shall be subject to the party seeking access maintaining reasonable insurance and providing indemnification to the Applicant and the landowners against all risk of loss, damage, injury or death resulting from such access and/or the transporting of vegetation from the Application Property. The Applicant will notify the Providence District Supervisor's office again at the time of second site plan submission for the first site plan/public improvement plan submitted for the Application Property. The marking of the tree save areas and provision of notice as required herein shall fully satisfy the Applicant's obligations under this proffer.

l. Landscape Planting Pre-installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plan, the contractor/developer must coordinate a pre-installation meeting on the site with the landscape contractor, Urban Forestry Management Division ("UFMD") staff, and any additional appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan must be review and approved by UFMD staff prior to planting. The installation of plants not approved by UFMD may require the submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.

m. Soil Remediation. Soil in planting areas that contain construction debris and rubble, are compacted or are unsuitable for the establishment and long-term survival of landscape plants, must be the subject of remedial action to restore planting areas to satisfy cultural requirements of trees, shrubs and groundcovers specified in the landscape planting plan. The applicant mut provide notes and details specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by UFMD.

n. Urban Bioretention Planters. Water quality requirements for Building 18 must be satisfied through a combination of manufactured treatment devices and bioretention planters as noted on Sheets 027 and 029 of the 2026 CDPA/FDPA. The locations and size of said bioretention planters will be determined at time of site plan, and shall meet the specifications of the latest edition of the Virginia Stormwater Management Handbook and the Public Facilities Manual.

Proffer 17 (Signage) is reaffirmed.

a. Signage for the Application Property shall be provided pursuant to Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan as may be approved by the Planning Commission. In either event, a coordinated signage system, including potential retail awning signage, for all residential and non-residential uses shall be provided to establish the community's identity. Signs shall use a consistent pallet of color, lighting, and font. Building mounted signage shall be compatible in terms of height, color, illumination and letter sizing. No pole signs shall be permitted. If lighted, signage shall be internally lighted or lighting shall be directed downward. No signs shall be placed within any recorded site distance easements located as determined by DPWES and/or VDOT.

b. No temporary signs (including "popsicle, paper or cardboard signs") which are prohibited by Article 12 of the Zoning Ordinance, and those signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of 36.2 of the Code of Virginia, shall be placed on or off-site by the Applicant, or at the Applicant's direction, to assist in the sale or rental of homes or commercial space on the Application Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing in the sale of residential units on the Application Property to adhere to this Proffer.

Proffer 18 (Homeowners' Associations) is reaffirmed.

a. Umbrella Owners' Association. Prior to the issuance of the first Non-RUP or RUP for any phase of the development/construction of the Application Property except temporary transportation facilities and/or parking uses, if any, the Applicant shall establish an Umbrella Owners' Association ("UOA") in accordance with Virginia Law.

b. Homeowner and Condominium Owners' Associations. Prior to the issuance of the first RUP for any residential phase of the development/construction of the Application Property, the Applicant shall cause either a homeowners' association and/or a condominium owners' association ("HOA/COA") to be formed for that phase in accordance with Virginia law.

c. Membership in UOA. At a minimum, each HOA/COA and the owner(s) of the office building(s) shall be member(s) of the UOA.

d. HOA/COA Maintenance Obligations. Each HOA/COA shall have specific land areas of the Application Property within its boundaries, and each shall assume all maintenance and other obligations required by these proffers for common space and common infrastructure within those boundaries except for those maintenance obligations to be assumed by the UOA pursuant to Proffer 18.e. below. Maintenance obligations of the HOA/COAs for the various phases of the Application Property may be shared by agreement among the HOA/COAs.

e. UOA Maintenance Obligations. The Applicant and subsequent UOA shall have maintenance responsibilities that shall include, but not necessarily be limited to the following:

(i) Maintenance of private streets, all sidewalks, plazas, open-space, stormwater management facilities, recreational facilities and other common areas within the Application Property including standard cleaning and lawn/landscaping maintenance and removal of snow from streets and all sidewalks (including VDOT sidewalks) with the Application Property. The UOA shall incorporate into its lawn maintenance contracts a prohibition against mowing with gas-powered equipment on Code Red days.

(ii) Repair of surfaces and site furnishings.

(iii) Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size and similar species as originally approved on the landscape plan.

(iv) The respective UOA and HOA/COA documents shall specify the maintenance obligation as set forth herein. Purchasers shall be advised in writing prior to entering into a contract of sale, and in the UOA documents and the HOA/COA documents that the HOA/COA shall be responsible for the maintenance obligations as set forth herein.

f. UOA TDM Obligations. All residents, tenants, and employers of the Metro West community shall be advised of the TDM Plan (See Proffer 7). UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of Proffer 7 prior to purchase of units, and the requirement for the annual contribution to the TDM Plan (as provided in Proffer 7) shall be included in all initial purchase documents and within the HOA, COA and UOA documents.

Proffer 19 (Energy Conservation) is reaffirmed as to the PCA Property, except that Proffers 19.c and -d are replaced in their entirety, and Proffer 19.e is added as follows:

a. All dwelling units constructed on the Application Property shall meet the thermal standards of the CABO model energy program for energy efficient homes over its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.

b. The Applicant shall incorporate sustainable design elements in the final design of the uppermost rooftop areas (i.e. not elevated plaza areas, if any) on buildings 5, 6, 7, 8, 9, 10, 16, 17 and 18; provided, however, if the final design of any of such buildings includes roof top pools and/or other amenities on a rooftop area, then the requirements of this proffer 19.b. shall not apply to that roof. Rooftop design for applicable roof areas will meet the standard set forth in Credit 7.2 of the U.S. Green Building Council's Leadership in Energy and Environmental Design Green Building Rating System

Version 2.1. Specifically for applicable roof areas, a minimum of 75% of the roof surface, excluding areas covered by equipment or roof accessories, will be covered by an Energy Star compliant high reflectivity roof product with an emissivity of at least 0.9 when tested in accordance with ASTM 408. The Applicant shall provide confirmation to DPWES that a LEED Accredited Professional has reviewed the building plans and specifications for compliance with this requirement prior to or concurrent with building permit application.

c. *Green Building for Building 18. In order to promote energy conservation and green building techniques, the Applicant will select one of the following programs to be implemented:*

i. *LEED New Construction. If the Applicant selects the U.S. Green Building Council ("USGBC") Leadership in Energy and Environmental Design ("LEED ") rating system, then the Applicant will pursue certification for Building 18 under the project's registered version of the LEED rating system, as determined to be applicable by the USGBC.*

(a) *Project Checklist. The Applicant will include, as part of the building plan submission for each applicable residential building to be constructed on the PCA Property, a list of specific credits the Applicant anticipates attaining for such building within the project's registered version of the USGBC's LEED rating system.*

(b) *Certification Statements. A LEED-accredited professional ("LEED-AP") who is also a professional engineer or licensed architect will provide a certification statement 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 such building.*

(c) *County Team Member. Prior to site plan approval, the Applicant will designate the "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.*

(d) *Green Building Escrow. Prior to building plan approval for each applicable residential building to be constructed on the Property, the Applicant will post a "Green Building Escrow" in the form of cash or letters of credit from a financial institution acceptable to LOS, as defined in the PFM, in the amount of $2.00/square foot of GFA as shown on the approved site plan. The Green Building Escrow will be in addition to and separate from other bond requirements.*

i. The Green Building Escrow will be released upon demonstration of attainment of LEED certification by the USGBC, under the applicable LEED rating system. The provision to the Environmental Branch of DPD of documentation from the USGBC that such residential building has attained LEED certification will be sufficient to satisfy this commitment.

ii. If, prior to bond extension, bond reduction, or final bond release for the applicable building site, whichever occurs first, the Applicant provides to the Environmental Branch of DPD documentation demonstrating that LEED certification for such building has not been attained but the building has been determined by the LEED-AP to fall within three (3) points of attainment of LEED certification, 50 percent of the green building escrow will be released to the Applicant; the other 50 percent will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

iii. If, prior to bond extension, bond reduction or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED certification by three points or more, the entirety of the Green Building Escrow for such building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

(e) Extension of Time. For any of the above under Section (d) Green Building Escrow, if the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of documentation for such building will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to final bond release for the applicable building site.

(f) Certification Level Above LEED Certified. The Applicant may choose in its sole discretion to pursue a certification level higher than LEED Certified. If exercising this option, the LEED-AP must 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. Under this alternative, the Applicant is not required to provide a "Green Building Escrow" pursuant to Section (d) Green Building Escrow unless the Applicant fails to provide the above- referenced documentation.

ii. *National Green Building Standard ("NGBS"). If the Applicant selects the NGBS for Building 18, the Applicant will seek certification of each unit in the applicable residential building in accordance with the most recent version of the NGBS rating system, as demonstrated through documentation submitted to LDS and DPD from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling.*

iii. *Equivalent Alternatives. The Applicant may utilize an equivalent alternative program selected in consultation with and approved by the Environmental Branch of DPD prior to the site plan approval*

d. *Electric Vehicle Charging Infrastructure. Universal electric vehicle ("EV") charging facilities must be installed in new parking structures. Concurrent with the first site plan submission of the PCA Property, the Applicant must designate a minimum of five percent of the total number of parking spaces to be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional at time of RUP issuance.*

e. *Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will: (i) design Building 18 avoid use of mirrored or highly-reflective glass; (ii) use fritting, frosting, texture, opacity, or other patterns on large, uninterrupted expanses of exposed glass located above the ground floor, (iii) may use louvers, screens, interior window treatments, decoys, or ultraviolet materials that are visible to birds; and (iv) use angled and/or downward-directed lighting on building exteriors. Specific bird-friendly designs will be noted on building plans for Building 18 for which such measures are proposed, as applicable.*

Proffer 20 (Smart Building) is reaffirmed.

a. Office buildings shall contain high capacity, high bandwidth communication lines. Building management shall encourage individual employers/tenants to provide employees with access to their networks via such lines.

b. The Applicant shall pre-wire all residential units with broadband, high capacity data/network connections in multiple rooms, in addition to standard phone lines. All high-rise residential buildings (over 10 stories) shall have access to wireless high-speed communication systems.

Proffer 21 (Architectural Design) is reaffirmed with respect to the PCA Property, with the following italicized language added as Proffer 19.g:

a. The architectural design of the multi-family and office buildings shall be in substantial conformance with the general character of the elevations shown on the CDP/FDP. Minor modifications may be made with the final architectural designs as approved by the Zoning Administrator. As shown on the CDP/FDP, exterior materials shall consist

primarily of brick, glass, pre-cast concrete, metal panes, cement fiber-board and cast stone. Exterior insulation finishing system(s) ("EIFS") shall not be used as a primary building material, but EIFS may be used to clad penthouses and for architectural details and fenestration. In addition, EIFS may be used as a building material on upper levels of multifamily buildings (i.e. upper two floors for buildings fewer than 10 stories, and upper three floors for buildings 10 stories or greater); provided, however, that the use of EIFS as a building materials on such upper levels shall no exceed 50% of the finished façade of such upper levels. At the time of the first site plan submission for Building 18 architectural elevations to the Providence District Supervisors Office for review and comment.

b. Single-family attached dwelling unit architecture shall be in general character with the elevations shown on the CDP/FDP. Minor modifications concerning architectural details such as fenestrations, copings and archways may be made with the final architectural designs. Any side or rear elevations that face Vaden Drive Extended or Lee Highway shall be treated as a front in terms of architectural details and building materials. As shown on the CDP/FDP, decks or other additions shall extend no more than six (6) feet from the back of the rear-loaded single family attached dwelling units and no more than ten (10) feet from the back of the front-loaded single family attached dwelling units (resulting in a minimum five foot rear yard for such front-loaded units into which decks or other additions may not encroach). The respective HOA documents shall specify these restrictions on the allowable extent of decks.

c. Bay windows, balconies, awnings, store fronts and other architectural details may be provided for multi-family and office buildings provided that such features extend no more than 8 feet beyond the building footprints as depicted on the CDP/FDP and so long as the streetscape features and dimensions as shown on the CDP/FDP are maintained. The respective UOA/COA/HOA documents shall specify these restrictions on allowable projections.

d. As shown on Sheet 12 of the CDP/FDP, an architectural surface treatment that is consistent with the theme of the associated building architecture shall be used on all exposed parking garage structures and garage walls. For example, a mix of stone aggregate, special forming or scoring, a special mix of textures or polymer painted materials, brick, landscape screening materials, pre-cast concrete, architectural embellishment, and/or other treatments that are compatible with and complement the building architectural material shall be provided as approved by DPWES.

e. An architectural surface treatment shall be used on the face of any retaining walls except those associated with garage ramps. The surface treatment shall be either predominantly or a combination of a mix of stone aggregate, special forming, or scoring, special mix of textures or polymer paint materials, bricks, screening materials, pre-cast concrete, architectural embellishments and/or other treatments that are compatible with and complement the building architecture and materials as approved by DPWES. Except for any retaining wall that is required in connection with construction of Vaden Drive Extended, retaining walls shall be limited to a height of 5

feet, beyond which they shall be tiered and landscaped. Retaining walls for Vaden Drive Extended shall be provided as shown on Sheet 14 of the CDP/FDP.

f. In addition to the accessibility improvements required by Proffer 5.c.(x), 5.e.(ii) and 24, the Applicant shall cooperate with residents to facilitate their installation of accessibility improvements in any unit type.

g. *Architectural Design. The architectural treatment and design of Building 18 will conform to elevations depicted on Sheets 017 and 018 of the 2026 CDPA/FDPA. Architectural plans, elevations, illustrations, and materials may be revised in accordance with this Proffer 21 as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the 2026 CDPA/FDPA and as set forth in these Proffers. Unless explicitly required by the County's ordinances or regulations, nothing contained herein shall preclude the approval of site plan applications in furtherance of these Proffers.*

i. *Universal Design Elements. In addition to any Virginia Statewide Building Code (the "Building Code") requirements, the Applicant will install the following universal design elements within each Residential unit:*

a. Front entrance doors that are a minimum of 36 inches wide;

b. Electrical outlets that are a minimum of 18 inches above finished floor;

c. Light switches and thermostats that are located a maximum of 48 inches above finished floor;

d. Lever door handles;

e. For units with showers, a curb-less shower or a shower with a maximum two-inch-high curb;

f. Reinforcement will be installed in all bathrooms and will comply with section 1003 of the 2009 ICC/ANSI A117 Accessibility Code; and

Grab bars will be installed in all Type-A bathrooms and will comply with section 609 of the 2009 ICC/ANSI A117 Accessibility Code.

Proffer 22 (Lighting) is reaffirmed.

a. Outdoor lighting on the Application Property shall be provided in accordance with the outdoor lighting standards contained in Part 9 of Article 14 of the Zoning Ordinance. Lighting fixtures in above-grade garage structures shall be inset into the deck ceilings. Coordinated street level lighting shall be provided throughout the development.

Proffer 23 (Telecommunications Equipment) is reaffirmed.

a. Telecommunications equipment may be placed on the proposed residential and non-residential buildings' rooftops. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

b. License for Public Use Antennas. The Applicant shall provide a no-cost, ten-year license agreement to Fairfax County for the County's installation, maintenance and operation (at the County's cost) of up to six (6) whip antennae or twelve (12) directional antennae and a maximum of 200 square feet of roof surface for an equipment cabinet (or commensurate space within a mechanical penthouse) to be located on one of Buildings 6, 7, 8, 9 or 10. The specific location for the antennas shall be coordinated with the building owner. The license agreement shall require compliance with all the performance standards set forth in Proffer 23.a. above, such as screening, and stipulate that the antennae are for public use only (police, fire, rescue, homeland security) and that the County shall be responsible for any damages to the building resulting from its actions pursuant to the license agreement. The license agreement shall be renewable for five, five-year periods at the written request of the County at no cost to the County.

Proffer 24 (Affordable Dwelling Units) is reaffirmed with respect to the PCA Property, with the following italicized language added as Proffer 24.b:

a. The Applicant shall comply with the Affordable Dwelling Unit (ADU) requirements of Section 2-801 of the Zoning Ordinance in effect as of the date of approval of this Application unless modified by the ADU Advisory Board; however, irrespective of those provisions, the ADUs generated by the application of Section 2-801 of the Zoning Ordinance shall be provided for a minimum term of 30 years, and the Applicant shall not seek to modify such minimum term through the ADU Advisory Board. The ADUs generated by the application of Section 2-801 of the Zoning Ordinance shall be dispersed at the Applicant's discretion throughout the various product types in the development, but ADUs shall not necessarily be located in each building. In addition to such number of ADUs required pursuant to the application of Section 2-801, the Applicant shall also provide an additional 61 ADUs in the project representing a replacement of the 61 units in the old Fairlee subdivision (the "Replacement ADUs"). The Replacement ADUs shall be administered pursuant to Section 2-801 of the Zoning Ordinance in effect as of the date of approval of this Application unless modified by the ADU Advisory Board; however, irrespective of those provisions, the Replacement ADUs shall be provided for a minimum term of 30 years, and the Applicant shall not seek to modify such minimum term through the ADU Advisory Board. The Applicant reserves the right to disperse the Replacement ADUs among buildings 11, 12, 13, 14, 15, 16, 17, 18, 19 and/or 20. Of the total ADUs provided, a minimum of ten (10) of the ADUs shall be designed and constructed as fully handicapped accessible units.

b. *Building 18. 27 of the 61 Replacement ADUs identified in Proffer 24.a. will be provided in Building 18. Provision of these 27 Replacement ADUs shall constitute satisfaction of the provision of affordable and workforce housing for Building 18 as would otherwise be required by the Fairfax County Zoning Ordinance and/or Comprehensive Plan. Bedroom counts for the 27 Replacement ADUs will be provided prior to site plan approval.*

Proffer 25 (Fairfax County Park Authority/Public Facilities) is reaffirmed.

a. Public Building/Public Site.

(i) Design, Budget and Construction Bid. The Applicant shall design the public site shown on the CDP/FDP (the "Public Site") consisting of approximately 4.75 acres (including the area of interparcel access as described in Proffer 6.a.(i)) located generally west of Vaden Drive Extended and north of the Circle Woods communities, including the public use building as shown on the CDP/FDP (the "Public Building"), and the public use building site as shown on the CDP/FDP (the "Public Building Site"). Specifically, the Public Building shall contain approximately 29,700 square feet of gross floor area (except to the extent the scope of the Public Building is modified as provided in this Proffer 25) and shall include a gymnasium (minimum approximately 9,000 gross square feet). In addition the Public Building may contain, among other things, space for office, meeting room, police satellite office, exercise room, game room, arts/crafts room, computer room, multipurpose meeting room, kitchen, restroom, locker and storage space, as generally shown on the CDP/FDP. In addition, the Public Building shall incorporate a vegetative cover of permanent plantings (sedum) atop approximately 1½" - 2" soil over portions of the roof of the building. The parking for the Public Building shall be as shown on the CDP/FDP.

The Applicant shall design the Public Building and Public Building Site pursuant to the Fairfax County Guidelines for Architects and Engineers prepared by DPWES and dated November 2002 (the "Guidelines"), as amended, and such that the Public Building and Public Building Site are designed to be consistent with the quality of other reasonably comparable County facilities of similar use. All design documents are subject to County review and approval at each design phase as provided herein.

For purposes of this Proffer 25, the "Total Construction Cost" of the Public Building and Public Building Site shall include hard construction costs of the Public Building and Public Building Site, the vegetative roof and the surrounding landscape and hardscape on the Public Building Site; design; special consultant services; permitting; construction administration services; quality control inspections; required Special Inspections Program inspections; independent cost estimating; utility connections and/or relocations and new

services on the Public Building Site; and all other costs related thereto. For purposes of this Proffer 25, "Total Construction Cost" of the Public Building and Public Building Site shall not include clearing and grading; earthwork; costs to bring utilities to the Public Building Site; costs associated with site related LID facilities (i.e. other than the vegetative roof); landscaping and asphalt paving outside the Public Building Site; and costs for easement preparation and recordation, all of which costs the Applicant shall bear. The Applicant shall bear all costs for SWM/BMP for the Public Building and Public Building Site and such SWM/BMP shall be provided as part of the SWM/BMP provided for the Application Property as set forth in Proffer # 14 above, provided the County shall pay its pro rata maintenance and replacement costs for the SWM/BMP facilities to which water from the Public Building and Public Building Site drain. The Applicant's obligation for the Total Construction Cost of the Public Building and Public Building Site shall not exceed $6,000,000, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the date of approval of this Application to the date that a Non-RUP is issued for the Public Building. No more than $475,000, adjusted for inflation as provided above, shall be credited against the Applicant's $6,000,000 cost cap for architectural, MEP, structural and civil engineering design fees and expenses. The Total Construction Cost for the Public Building may, at the County's discretion and within the Applicant's $6,000,000 cost cap, include fixtures, furnishings and equipment to the Public Building.

The Applicant shall coordinate the preparation of the design of and budget for the Public Building and Public Building Site with DPWES and other County agencies with DPWES as the point of contact which will be responsible for coordinating with other County agencies. The Applicant shall submit design and budget documents to DPWES for County review and approval consistent with the Guidelines and the provisions of this proffer at the following points: Final Space Programming, Schematic Design (15%); Design Development (35%); 50% Construction Documents; and 100% Construction Documents. The Applicant shall address and as applicable incorporate all County review comments at each design phase, and shall provide a statement of probable construction cost prepared by a mutually agreed upon independent, professional construction cost estimator at each design phase. Prior to the submission of the Schematic Design drawings, the Applicant shall convene a meeting with DWPES to set a commercially reasonable schedule and process for review and comment on the submission sets of drawings and budget. The Applicant shall respond to all County plan review comments in writing, and as applicable shall incorporate all such comments in the next design phase plan submission. Following County approval of the Design Development drawings, no further design changes shall be made to the Public Building and/or Public Building Site except as may be required to adjust the scope of the Public Building and/or Public Building Site as provided herein. In the event of any disagreement between the Applicant and DPWES as to whether the design of and/or budget

for the Public Building and/or Public Building Site is proceeding consistent with the Guidelines and/or the provisions of this proffer, such issue shall be addressed by proffer interpretation request to the Zoning Administrator.

The Applicant shall submit the Schematic Design documents and detailed construction cost budget for the Public Building and Public Site to DPWES prior to or concurrent with the submission of a site plan/public improvement plan for Vaden Drive Extended. Once the 100% Construction Documents and budget for the Public Building and Public Building Site have been approved by DPWES, the Applicant shall then obtain a minimum of three (3) construction bids for the approved design of the Public Building and Public Building Site to ensure that the Total Construction Cost is bid within the Applicant's $6,000,000 cost cap. Following receipt of the construction bids, the Applicant shall meet with the County to review the construction bids and thereafter provide the County the opportunity to verify the construction bids through an independent source. If the estimated Total Construction Cost exceeds $6,000,000 at any design phase, or if the Applicant cannot obtain a construction bid for the approved design within the Applicant's $6,000,000 cost cap, then the County shall have the option, at the County's discretion, to either (1) adjust the scope of the project so that it can be bid within the $6,000,000 cost cap, which adjustment in scope shall not require a PCA; (2) allocate additional funding as needed to fully fund the Total Construction Cost for the Public Building and Public Building Site; or (3) in lieu of any further design and/or construction requirement for the Public Building and Public Building Site, require the Applicant to contribute to the County $6,000,000 less all permissible documented costs incurred by the Applicant up to such time in furtherance of the design and construction of the Public Building and Public Building Site. In the event that option three (3) is selected, then the Applicant shall contribute the amount due to the County and thereafter the Applicant shall bear no further obligation under this Proffer 25, except that the Applicant shall remain obligated to dedicate the Public Site as provided herein.

Once the Applicant has an acceptable construction bid in place as provided herein the Applicant shall be responsible for a construction contingency equal to the lesser of 10% of the amount of the construction bid or $600,000, to cover, to the extent of the contingency, change orders related only to design document ambiguities, errors, omissions or unforeseen construction condition(s) that could not have been reasonably foreseen through the due diligence of the contractor or subcontractors. In no event shall this construction contingency be allocated to augment the approved design and/or budget of the Public Building and/or the Public Building Site.

(ii) Permitting and Construction. Following receipt of a construction bid within the $6,000,000 cost cap (or such higher amount as may result from the County allocating additional funds), the Applicant shall diligently proceed to obtain site plan and building permit approvals for the Public Building and Public Building

Site. Following approval of necessary permits for the Public Building and Public Building Site, and following completion of site development work necessary to begin construction on the Public Site, including rough grading of at least the western portion of the Application Property tying in to East Blake Lane Park, which site work the Applicant shall diligently proceed to complete, the Applicant shall diligently proceed to construct the Public Building and Public Building Site as approved.

(iii) Dedication. Following issuance of the Non-RUP for the Public Building, the Applicant shall dedicate and convey in fee simple the Public Building, the Public Building Site and the balance of the Public Site for public purposes. The Public Building, the Public Building Site and the Public Site shall be dedicated "as is, where is", and concurrent with such dedication, the Applicant shall also assign to Fairfax County all of the Applicant's warranty rights under construction contracts and engineering and design contracts for the Public Building, Public Building Site and Public Site to which the Applicant is a party; provided, however, that Fairfax County, concurrently therewith, agrees to release the Applicant from all liability for any of the work done related to the Public Building, the Public Building Site and the Public Site. Such dedication shall occur prior to issuance of the 400th RUP for the Application Property (exclusive of RUPs issued for dwelling units constructed within the first of Buildings 6, 7 or 10 to be constructed); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 25 "good cause" shall include, but not be limited to, unforeseen delays relating to permitting or construction that could not have been reasonably foreseen despite the due diligence of the Applicant, its contractors and/or its subcontractors.

(iv) The Public Building, the Public Building Site and its parking shall be dedicated to the Board of Supervisors in fee simple. The balance of the Public Site shall be dedicated in fee simple to the Fairfax County Park Authority. Such dedications shall be subject to the following:

(a) A portion of the Public Site consisting of approximately 1.17 acres of land identified on the CDP/FDP as "tree save" shall be dedicated subject to a conservation easement to preserve the area in its natural state; provided, however, that the removal of dead, dying and diseased trees and the installation of field-located picnic tables, trash receptacles, and natural surface trails that result in no land disturbance or loss of trees shall be permitted within such area as approved by DPWES.

(b) The Applicant shall be entitled to tree cover credit for such dedicated "tree save" area within the Public Site as shown on the CDP/FDP, and

the Applicant shall be entitled to utilize open space within the Public Site in meeting the open space requirements for the development.

(c) The Applicant shall be entitled to reserve easements as necessary over the Public Site, exclusive of the area to be included in the conservation easement as provided above, to provide the following:

(A) Storm drainage to allow conveyance of stormwater from the Application Property through the Public Site and into a channel on the FCPA property in an area as generally shown on the CDP/FDP;

(B) The construction, installation, monitoring, maintenance, repair and/or replacement of storm sewer outfall pipe within the area of storm drainage easement referenced above;

(C) The construction, installation, monitoring, maintenance, repair and/or replacement of retaining walls and slope to support Vaden Drive Extended in an area as generally shown on the CDP/FDP;

(D) Realign and reconstruct a portion of the City of Fairfax Connector Trail in an area as generally shown on the CDP/FDP;

(E) Clear and re-grade portions of the Public Site in areas as generally shown on the CDP/FDP to provide for storm drainage and retaining walls as referenced above;

(F) Interparcel access to allow the access road from the independent living facility west of the Application Property to connect to Vaden Drive Extended unless FCDOT and/or VDOT has requested such area to be dedicated with Vaden Drive Extended (see Proffer 6.a.(ii));

(G) Public Access/Trail Easements for Vaden Drive Extended Trail (maintenance by Applicant) and City of Fairfax Connector Trail (maintenance by FCPA);

(H) The construction, installation, monitoring, maintenance, repair and/or replacement of project signage and project entry feature and landscaping in the northern portion of the Public Site as shown on the CDP/FDP.

(I) Other easements and permissions as may be reasonably required to accomplish these objectives and to allow for development of

the Application Property, including utility easements, sight distance easements and the like.

Proffer 26 (Additional Public Facilities) is reaffirmed.

a. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $5,000.00 to each of the Merrifield Fire Department, the Vienna Volunteer Fire Department and the Dunn Loring Fire Department for equipment and/or improvements to facilities.

b. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Oakton Community Library.

c. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Nottaway Nights program.

d. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Fairfax County Tree Fund.

e. Prior to site plan/public improvement plan approval for Vaden Drive Extended, the Applicant shall contribute $10,000 to the Board of Supervisors for use in the preparation of a County bicycle map.

f. The Applicant shall contribute $25,000 to the Board of Supervisors for use at the new Oakton Park on Hunter Mill Road. Such contribution shall be made within 30 days of final, unappealable approval of this Application.

g. The Applicant must complete and submit a sanitary sewer capacity study to the Department of Public Works and Environmental Services ("DPWES") for the ultimate proposed development reflected on the CDPA/FDPA concurrent with the first submission of the first site plan. The sanitary sewer capacity study should be approved prior to the approval of the first site plan.

Proffer 27 (School Contribution) is reaffirmed with respect to the PCA Property, with the following language added as Proffer 27.b:

a. At the time of the first building permit the Applicant shall contribute the sum of $1,770,000 to the DPWES for transfer to the Fairfax County School Board to be utilized for capital improvements contained in the adopted Capital Improvement Program for public schools to which children living on the Application Property will attend. If approved by the Board of Supervisors or its authorized agent in coordination with the Fairfax County Public School Board, prior to the time such contribution is made, the Applicant may make an in-kind contribution for capital improvements to the Fairfax County School Board equal to, or greater in value than, the cash contribution, as determined by the Board of Supervisors or its agent.

b. Notification. To allow for adequate time to plan for anticipated student growth and ensure classroom availability, the Applicant must provide notification to the FCPS Office of Facilities Planning Services when the site plan for development of any residential units on the Property has been filed with Fairfax County.

Proffer 28 (Construction) is reaffirmed with respect to the PCA Property, with the following language added as Proffer 28.h:

a. Outdoor construction hours for the initial construction shall be limited to 7:00 a.m. to 7:00 p.m. Monday through Friday, 9:00 a.m. to 7:00 p.m. Saturdays and federal holidays, and 10:00 a.m. to 6:00 p.m. on Sundays; provided however that there shall be no outdoor construction on Thanksgiving Day, Christmas Day, New Years Day, Easter and July 4th. The Applicant shall inform all contractors and subcontractors in writing of such construction hours, and signs designating such construction hours shall be provided in both English and Spanish and posted at all construction entrances to the site.

b. Erosion and sediment control measures shall be installed prior to the start of any construction or earth-moving activity as reviewed and approved by DPWES. Following initial site development work, the Applicant shall stabilize areas of the Application Property that are not under construction or being utilized for interim parking as provided herein by removing dirt piles and debris and planting grass. No disturbed area shall be left unprotected for more than seven (7) days, except for those portions of the site in which earth-moving activities are planned to occur imminently beyond that period

c. The Applicant shall identify a person who will serve as a liaison to the community throughout the duration of construction. The name and telephone number of this individual shall be provided in writing to the Providence District Supervisor's office and the presidents of the adjacent home owner associations prior to the first site plan approval for the Application Property. Any changes in the name and/or telephone number of such liaison shall be provided in writing to the Providence District Supervisor's office.

d. Before approval of the first site plan for the Application Property, the Applicant shall hold a meeting to advise the community of the start of construction, to identify the community liaison, to identify alternative pedestrian connections during construction and address other questions and comments. Such meeting shall be coordinated with the Providence District Supervisor's office.

e. Throughout construction of the project, the Applicant shall maintain a website for the project that provides updates as to construction activities and timing and provides an opportunity for members of the community to communicate with representatives of the Applicant on an ongoing basis. Such website shall be in operation prior to approval of the first site plan for the Application Property.

f. The Applicant shall deliver copies of public improvement plans, site plans, landscape plans and tree preservation plans to the Providence District Supervisor and Planning Commissioner for review and comment upon submission of such plans to DPWES.

g. The Applicant shall prepare a construction congestion management plan that identifies anticipated construction entrances, construction staging areas, construction vehicle routes and a plan to coordinate with FCDOT and/or VDOT concerning construction material deliveries, lane closures, and/or other construction related activities that may adversely impact the surrounding road network. Such plan shall be submitted for review and comment to the Providence District Supervisor and Planning Commissioner, FCDOT and DPWES upon submission of the initial site plan that proposes such work for the Application Property.

h. *Building 18 Construction.*

a. Prior to the commencement of construction, the Applicant must prepare a plan for the routing of construction trucks, in accordance with applicable law, and must provide such plan to the Providence District Supervisor. The Applicant must inform all contractors and subcontractors of the plan for the routing of construction trucks and signs identifying such construction truck routes in English and Spanish must be posted at all construction entrances on the Building 18 site. Additionally, the Applicant and/or its general contractor(s) will direct construction delivery drivers in both English and Spanish to not utilize any other streets other than Royal Victoria Drive and Sprague Avenue for construction deliveries, staging, parking, or construction-related activities.

b. Prior to the commencement of construction, the Applicant must develop and implement a dust management plan designed to suppress dust from leaving the Building 18 site, which must be incorporated with the Erosion and Sediment Control Plan to be approved by Fairfax County, All construction vehicles and trucks leaving the Building 18 property must be cleaned or washed down, as necessary, prior to entering adjacent private streets to minimize the tracking of mud, dirt, debris, and other construction-related materials onto said private streets. The Applicant must inform all contractors and subcontractors of the dust management plan.

c. Prior to the commencement of construction, the Applicant must provide information to the RDOA/UOA and the Providence District Supervisors' office that includes: (a) the anticipated phasing of construction; (b) a preliminary schedule for each phase of construction; (c) a preliminary plan for the routing of construction trucks; and (d) planned measures to minimize off-site dirt and debris in accordance with applicable law. In addition, the Applicant must provide the name, email address, and telephone number of a contact person responsible for managing construction activities on the Building 18 site to the Providence District Supervisor prior to the commencement of construction.

d. Prior to the commencement of construction, the Applicant must prepare a parking plan for construction employees, including contractors and subcontractors, to ensure that construction employees do not park vehicles on any RDOA/UOA-owned/managed private streets.

e. Any construction entrance on the Building 18 site on Sprague Avenue or Royal Victoria Drive shall ensure a clear pathway at all times to prohibit vehicle stacking at said entrance onto neighborhood streets.

f. At the end of each workday, during construction, any site adjacent road used for hauling construction materials and entrances to the construction site must be free of mud, dirt, and construction material trash and debris. The Applicant must regularly sweep and wash down streets during construction of Building 18, as well as remove any trash/debris on surrounding streets associated with its construction.

g. Upon completion of construction, and prior to bond release, the Applicant must ensure that any readily observable damage and wear and tear to streets, sidewalks, curb and gutter signage, and landscaping attributable to construction activities associated with the development along Royal Victoria Drive, Sprague Avenue, Hammersmith Lane, and Bastille Street along the Building 18 frontage are corrected in accordance with County standards through repairs and repaving, as necessary, to the aforementioned streets.

h. Upon completion of construction, and prior to bond release, the Applicant must repave the portion of Sprague Avenue between Royal Victoria Drive and Vaden Drive, as well as the portion of Royal Victoria Drive between Sprague Avenue and Vaden Drive; provided, however, that if the foregoing street segments have been repaved or topped within the preceding four years, the Applicant must instead make a one-time cash contribution of $150,000.00 to the RDOA for transportation improvements within the community. If only a portion of the foregoing street segments have been repaved or topped within the preceding four years then, upon the written election of the RDOA, the Applicant must instead make a one-time cash contribution to the RDOA for transportation improvements within the community equal to the pro rata portion of $150,000.00 attributable to the percentage of the total linear feet of the foregoing street segments that have been repaved or topped within the preceding four years. The Applicant must demonstrate compliance with this proffer prior to bond release through evidence of payment, receipts, and/or written confirmation from the RDOA. Satisfaction of this proffer shall not be a condition to issuance of RUPs and/or Non-RUPs for Building 18.

Proffer 29 (Partial PCA/FDPA) is reaffirmed.

a. Any of the respective buildings of the development may be the subject of a partial and separate PCA and/or FDPA without joinder and/or consent of the other buildings as determined by the Zoning Administrator pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance. Previously approved proffered conditions applicable to

buildings that are not the subject of such a PCA or FDPA shall otherwise remain in full force and effect.

Proffer 30 (Successors and Assigns) is reaffirmed.

These proffers shall bind and inure to the benefit of the Applicant and its successors and assigns.

Proffer 31 (Counterparts) is reaffirmed.

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

Proffer 32 (Proffer Escalation) is reaffirmed.

As to the PCA Property, all monetary contributions subject to escalation in the Existing Proffers must escalate on an annual basis from the base month of March 2006 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all Urban Consumers [1982-84=100] (not seasonally adjusted) ("CPI-U"), both as permitted by Va. Code Ann. Section 15.2-2303.3. All references to escalation based on the Marshall & Swift Index in the Proffers are hereby amended, as to the PCA Property, to escalate based on the CPI-U.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]