County of Fairfax, Virginia
Planning Commission Meeting
October 14, 2026
Planning Commission Action

RZ/FDP-2024-MA-00004 – MS-GALLOWS, LLC
(Mason District)

PLANNING COMMISSION RECOMMENDATIONS:

On October 14, 2026, the Planning Commission voted 9-0-1 (Commissioners Clarke and James Thomas were absent from the meeting. Commissioner Batchelor-Causey abstained from the vote) to recommend to the Board of Supervisors approval of the following application and adoption of the proposed ordinance amending the Zoning Ordinance, reflecting approval of this application:

- RZ-2024-MA-00004, subject to the executed proffers consistent with those dated October 9, 2026; and

- Waiver of the 600 feet maximum length requirement for a private street per subsection 5107.3.A(3) of the Zoning Ordinance.

In a related action, the Planning Commission voted 9-0-1 (Commissioners Clarke and James Thomas were absent from the meeting. Commissioner Batchelor-Causey abstained from the vote) to approve FDP-2024-MA-00004.

ATTACHED DOCUMENTS:
Proffers dated October 9, 2026

CD

PROFFERS

MS-GALLOWS, LLC

RZ-2024-MA-00004

October 9, 2026

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and subsection 8100.2.D of the Zoning Ordinance of Fairfax County 2021, as amended and effective as of May 10, 2023 (hereinafter referred to as the "Zoning Ordinance"), MS-GALLOWS, LLC, for and on behalf of itself, the property owners, and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in RZ-2024-MA-00004 filed on properties identified as Fairfax County tax map 59-2 ((1)) 29A, 29B, 30, 31, 32, 33, 34, 35, 36, 41, 42, 43, and 43A (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Fairfax County Board of Supervisors (the "Board") approves a rezoning of the Application Property to the PDH-4 District. Upon approval of the rezoning, these proffers will replace and supersede any previous proffers approved on the Application Property. In the event this rezoning is denied by the Board, these proffers and conditions will immediately be null and void.

DEVELOPMENT PLAN

1. Conceptual/Final Development Plan. Subject to the provisions of subsection 8100.2.E.(1) and (2) of the Zoning Ordinance, the Application Property must be developed in substantial conformance with the Conceptual/Final Development Plan, prepared by Urban Ltd. and dated March 25, 2024, as revised through September 4, 2026 (the "CDP/FDP"), and as further modified by these proffers. The Conceptual Development Plan ("CDP") represents the points of access and accompanying pedestrian and vehicular circulation routes through the Application Property; the maximum number and type of dwelling units; the general location and arrangement of buildings; and maximum building heights. The remaining elements are Final Development Plan ("FDP") elements.

2. Minor Modifications. Minor modifications to the CDP/FDP may be permitted as determined by the Zoning Administrator in accordance with subsection 8100.5.A.(1) of the Zoning Ordinance.

3. Minor Variations. Minor variations to these proffered conditions and the CDP/FDP may be approved in accordance with the provisions of subsection 8100.5.A.(2) of the Zoning Ordinance.

PROPOSED DEVELOPMENT

4. Use. The Application Property will be developed with up to 32 single-family detached dwelling units as shown on the CDP/FDP and any accessory uses that are permitted or require a special permit or special exception approval.

5. Density Credit. All density attributable to land area dedicated from the Application Property as designated on the CDP/FDP and/or conveyed at no cost to the Board or any other public entity pursuant to these proffers, or as may be required at subdivision plan, will be subject to the provisions of subsection 5100.2.E(5)(c) of the Zoning Ordinance and is hereby reserved to the Application Property.

6. Architectural Survey. Prior to the approval of a demolition permit for the existing residential buildings on the Application Property, the Applicant will conduct a Phase I architectural survey for the existing residential buildings and any associated accessory structures according to the Virginia Department of Historic Resources' *Guidelines for Conducting Historic Resources Survey in Virginia*, as revised in 2017 and produce a Phase I survey report.

   Should the Phase I survey report conclude that an additional Phase II survey is warranted for 7820 Libeau Lane (Fairfax County tax map 59-2 ((1)) 33), the Applicant must complete said survey in consultation and coordination with the Heritage Resources Branch of the Department of Planning and Development ("HRB-DPD"), according to the Virginia Department of Historic Resources' *Guidelines for Conducting Historic Resources Survey in Virginia* to further document the structure prior to the approval of the demolition permit. The Phase I survey report will be submitted digitally to the HRB-DPD for review and approval.

7. Archaeological Survey. Prior to the approval of a demolition permit for the existing residential buildings on the Application Property, the Applicant will conduct a Phase I archaeological study to determine the presence or absence of archaeological resources. If archaeological resources are confirmed, a Phase II study should be conducted to determine significance according to local, state, and federal standards. All archaeological work must be conducted by a qualified archaeological professional approved by the Archaeology and Collections Branch of the Fairfax County Park Authority ("ACB") and performed to the standards established by the Virginia Department of Historic Resources. Upon completion of all archaeological studies, the Applicant must submit the draft archaeological technical report for review and concurrence of findings to the ACB. If any adjustments are needed to the improvements identified on the CDP/FDP as a result of the final archaeological reports, said adjustments may be made without the necessity of a PCA or FDPA.

8. Fire Marshal Evaluation. Changes to the CDP/FDP may be permitted in response to the review of subdivision plans by the Fire Marshal as necessary to allow for required emergency vehicle access, without requiring approval of a PCA or an amendment to the CDP/FDP provided such modifications are approved by the Zoning Administrator in

consultation with other applicable agencies as determined by the Zoning Administrator, which may include the Fairfax County Department of Transportation ("FCDOT"), the Forest Conservation Branch ("FCON"), and the Department of Planning and Development ("DPD"), and are in substantial conformance with the CDP/FDP and these proffers.

9. VDOT Evaluation. Changes to the CDP/FDP may be permitted in response to the review of subdivision plans, access management exception applications, and/or turn lane waiver applications by the Virginia Department of Transportation ("VDOT") as necessary without requiring approval of a PCA or an amendment to the CDP/FDP provided such modifications are approved by the Zoning Administrator in consultation with other applicable agencies as determined by the Zoning Administrator and are in substantial conformance with the CDP/FDP and these proffers.

10. Potential Private Street Connection to Gallows Road Across from Hemlock Drive. In the event it is determined and coordinated by FCDOT and VDOT that the Private Street shown on the CDP/FDP should be extended to permit an additional access connection to Gallows Road at its intersection with Hemlock Drive and any necessary off-site right-of-way and/or easements are available, changes to the CDP/FDP may be permitted to address this determination without requiring approval of a PCA or an amendment to the CDP/FDP, provided that such modifications are approved by the Zoning Administrator in consultation with other applicable agencies, as determined by the Zoning Administrator, and are in substantial conformance with the CDP/FDP and these proffers.

BUILDING DESIGN

11. Architecture. The architectural design of the dwelling units will be in substantial conformance with the transitional bulk, mass, character, and quality of materials as represented by the elevations in the CDP/FDP. The final architectural design for the proposed Lots will be determined by the Applicant at time of building plan submission and will incorporate features, color schemes, and building materials characteristic of the Mid-Century Modern homes built within the Holmes Run Acres community on the opposite side of Gallows Road, including horizontal wide exposure siding, covered entry designs, and vertical veneers.

12. Universal Design Offer to Initial Purchasers. The Applicant must offer initial purchasers of all single family detached dwelling units that have not been constructed, the option, at the purchaser's sole cost, to have installed a selection of universal design features, as determined by the Applicant, which may include, but not be limited to:

    A. Structural Reinforcement and Grab Bars: Installation of wood blocking within bathroom walls and the installation of grab bars;

    B. Accessible Hardware: Lever-style door handles on all interior doors in lieu of standard knobs;

C. Accessible Controls: Installation of all light switches and thermostats at a maximum height of 48 inches above the finished floor;

D. Elevated Outlets: Installation of all electrical outlets (excluding those required for specific appliances) at a minimum height of 18 inches above the finished floor; and

E. Primary Entry: A minimum 36-inch wide front entrance door (clear width).

13. Sustainable Design. The Applicant will select one of the following programs, within its sole discretion, at the time of first building permit submission and will concurrently notify the Environmental Branch ("EB") of DPD of the program selection.

A. EarthCraft. Certification in accordance with the EarthCraft House Program as demonstrated through documentation provided to Land Development Services ("LDS") and DPD prior to the issuance of a residential use permit ("RUP") for each dwelling unit. If certification is still in process at time of RUP issuance, the Applicant must provide documentation from the EarthCraft project manager demonstrating that the project has been registered, completed final inspection, and has met the requirements to attain EarthCraft certification prior to RUP issuance for each dwelling unit. The Applicant must provide documentation to LDS and DPD demonstrating that certification for the dwelling unit has been attained prior to final bond release; or

B. NGBS. Certification in accordance with the most current version of National Green Building Standard ("NGBS"), using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to LDS and DPD from a home energy rater certified through the Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling; or

C. Alternative Program. The Applicant may utilize an equivalent alternative program selected in consultation with and approved by the EB of DPD prior to subdivision plan approval.

14. Cool Pavement and Cool Roofing Measures. As part of any sustainable design program, the Applicant will implement to the extent feasible certain cool pavement measures, such as the use of grass-crete or a similar product, for any access to be provided with the on-site underground stormwater management ("SWM") facility, as well as cool roofing techniques, such as the incorporation of asphalt shingles with light or cool colored granule.

HOMEOWNERS ASSOCIATION

15. Homeowners Association. A Homeowners Association ("HOA") will be established to regulate use and provide standards for construction, maintenance, private street and entry driveway maintenance, and landscaping within the Application Property. Concurrently

with the submission of the record plat, not to include standalone dedication plats for infrastructure improvements, the Applicant will submit, for review and approval, a declaration of covenants, conditions, and restrictions, and related governance documents (together, the "HOA Covenant"). The HOA will be established, and the associated HOA Covenant will be recorded among the land records of Fairfax County prior to or concurrently with approval of the subdivision plan.

16. Homeowners Association Responsibilities. In addition to any other responsibilities of the HOA set forth elsewhere in these proffers, the HOA will own and maintain all common areas, open space, storm drainage and stormwater management easements and facilities not maintained by the County, all private streets on the Application Property, and all pedestrian connections on the Application Property located outside of public right-of-way and not otherwise maintained by the County or VDOT.

17. Parking and Garages. Garages must be designed to accommodate two (2) vehicles, and driveways must be a minimum of 18 feet in length. A covenant must be recorded on the single family detached dwelling units which provides that garages must only be used for a purpose that will not interfere with the parking of vehicles. Prior to entering into a contract of sale, initial purchasers must be advised of the use restriction, which must be included in the HOA documents prepared in conjunction with the proposed development.

ENVIRONMENTAL

18. Electric Vehicle Charging. The Applicant will offer initial purchasers of all residential units the option, at the purchasers' cost, to install the required electrical panels for electric vehicle ready charging, which means the provision of space, conduit banks, conduits, and access points allowing for the installation of an electric vehicle charging station in the future, and does not include the installation of transformers, switches, wiring, or charging.

19. Soils. At time of subdivision plan, the Applicant will conduct and submit a limited geotechnical investigation report to evaluate the condition of the soils on the Application Property. Upon review and approval of the geotechnical report by LDS, the Applicant will incorporate design measures into the subdivision plan as necessary to implement the recommendations of such report.

20. Noise Attenuation. The Applicant will incorporate mitigation measures to ensure that interior noise in dwelling units to be constructed on the Application Property will not be in excess of a DNL of 45 dBA. If mitigation measures are required, the Applicant will depict the noise contours and the recommended mitigation measures on the associated building plan for each lot that requires noise mitigation.

21. Noise Mitigation. Prior to the issuance of a RUP for Lots 1, 9, 29, or 32, the Applicant will construct a six-foot tall fence on such lot with no gaps between the panels or opening at the ground level to mitigate noise as more specifically depicted on Sheet 5 of the CDP/FDP, and in accordance with the sound attenuation recommendations provided in the submitted

noise study prepared by Hush Acoustics LLC and dated June 26, 2026, which provides a Gallows Road Assemblage Traffic Noise Analysis (the "Hush Acoustics Report").

TREE PRESERVATION

22. Tree Inventory and Condition Analysis. The Applicant must submit a Tree Inventory and Condition Analysis as part of the first and all subsequent subdivision plan submissions. The Tree Inventory and Condition Analysis must be prepared by an International Society of Arboriculture ("ISA") Certified Arborist or Registered Consulting Arborist ("Project Arborist") and must be consistent with Public Facilities Manual ("PFM") 12-0307 as determined by FCON.

23. Tree Preservation Plan and Narrative. The Applicant must submit a Tree Preservation Plan and Narrative as part of the first and all subsequent subdivision plan submissions. The Tree Preservation Plan and Narrative must be prepared by the Project Arborist and must be consistent with PFM 12-0309 as determined by FCON.

24. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting, the Applicant must mark the approved limits of clearing and grading with a continuous line of flagging. The Project Arborist must attend the pre-construction meeting. During the meeting, the Project Arborist and FCON will review the clearing and grading limits to identify possible adjustments that could enhance tree preservation and improve the survivability of trees at the Application Property boundaries. The Project Arborist must document any adjustments, and tree protection fencing must be installed under the Project Arborist's supervision in accordance with these modifications.

25. Tree Protection Fencing. The Applicant must install appropriate tree protection devices based on site conditions and proposed construction activities, as reviewed and approved by FCON prior to the commencement of land disturbing activities.

26. Tree Preservation Measures. Tree preservation measures must be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets and Tree Preservation Plan. Tree preservation measures may include, but are not limited to, the following: root pruning, crown pruning, mulching, and watering. Specifications must be provided on the plan detailing how preservation measures will be implemented. Tree preservation activities must be completed during implementation of Phase 1 of the Erosion and Sediment Control Plan under the supervision of the Project Arborist.

27. Demolition. The demolition of all existing structures and site features within or adjacent to tree preservation areas must be accomplished in the least disruptive manner practical as reviewed and approved by FCON. All tree protection fencing associated with demolition activities, as shown on the approved subdivision plan or a separate grading plan, must be in place and verified by a Fairfax County representative before such demolition activities begin.

28. Site Monitoring. The Applicant's Project Arborist must be present on-site during the implementation of all tree preservation measures and monitor any construction activities conducted within or adjacent to designated tree preservation areas. These activities include, but may not be limited to clearing, root pruning, tree protection fence installation, vegetation or tree removal, and demolition. As additional Erosion and Sediment Control devices are implemented, the Project Arborist must conduct regular site visits to monitor tree preservation efforts and ensure compliance with the Tree Preservation Plan as approved by FCON. The Project Arborist must submit written reports to FCON and the Site Development and Inspections Division ("SDID") Site Inspector, including dated photographs documenting site conditions. The Tree Preservation Plan must outline the monitoring schedule and reporting requirements, which must be included as part of the initial and all subsequent subdivision plan submissions.

29. Invasive Plant Species Management. Forested areas containing invasive plant species in quantities that threaten long-term health and survival of existing vegetation must be managed under an invasive plant species management plan to qualify for any 10-year canopy credit. At the time of subdivision plan submission, the Applicant must provide a management plan for review and approval by FCON. The plan must include the common and scientific names of the invasive species targeted for management, the designated management area, control and disposal methods, treatment timing and monitoring procedures, program duration, and any necessary reforestation efforts.

LANDSCAPING

30. Landscape Plan. The Applicant will implement the landscape design for the proposed development as illustrated in the conceptual Landscape Plan of the CDP/FDP. This plan outlines the proposed plantings and features, including streetscapes and street trees. The conceptual Landscape Plan is intended as a general guide and may be modified during final engineering and building design. Any modifications must maintain a similar quality of landscaping as depicted in the Landscape Plan and the CDP/FDP, as determined by FCON.

    A. Sustainable Elements. The Landscape Plan and specifications must incorporate sustainable techniques that reduce maintenance needs and promote a cleaner, healthier environment. Sustainable methods may include:

        i. Plant trees in strategic locations to enhance energy conservation for buildings, following the guideline outlined in Plate 4-12 of the PFM.

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

        iii. Sustainable landscape planting should consist of grouped plantings that include larger overstory trees (Category III and IV, as listed in PFM Table

12.14), small understory trees (Category II), shrubs, and groundcovers. In this approach, it is acceptable for the 10-year projected canopies of overstory trees to overlap with the canopies of understory trees, shrubs, native grasses, and groundcovers, mimicking a natural, multi-layered wooded environment.

iv. Mulch beds on any individual lot must be inspected for compliance with the approved subdivision plan prior to the issuance of the RUP for each building. Once mulch areas are approved, their maintenance becomes the responsibility of the property owner, who may manage or plant these areas according to their preference.

B. Native, Non-Invasive Species. The Applicant will use non-invasive species throughout the proposed development, prioritizing predominately native or adapted species. The Applicant reserves the right, in consultation with and approval by FCON, to modify the exact species to be used, such as when plant materials are not available or have been deemed by FCON to no longer be appropriate.

C. Planting Quality. The Landscape Plan will align with the quality and quantity of plantings and materials shown on the CDP/FDP and may include additional shade trees and other plant materials as determined by the Applicant. The Applicant may modify the type and location of vegetation, as well as the design of public spaces, courtyard areas, streetscape improvements, and plantings, with approval from FCON and the Zoning Evaluation Division. These adjustments must remain in substantial conformance with the CDP/FDP. Modifications to plant type and placement may also be made to avoid conflicts with utilities and other site engineering considerations.

31. Landscape Planting Pre-installation Meeting. Before installing any plants required by the approved Landscape Plan, the contractor or Applicant will coordinate an on-site pre-installation meeting with the landscape contractor, FCON, and SDID Site Inspections. Any proposed changes to planting locations, tree or shrub sizes, or species substitutions from the approved plan must be reviewed and approved by FCON before planting. Installing unapproved plants may require a landscape plan revision or the removal and replacement of non-compliant trees or shrubs before bond release.

32. Soil Remediation. Planting areas containing construction debris, rubble, compacted soil, or other unsuitable conditions for the establishment and long-term survival of landscape plants will undergo remedial action. These actions will restore the soil to meet the requirements of trees, shrubs, and groundcovers specified in the landscape planting plan. The Applicant will provide notes and details on the subdivision plan outlining the soil restoration process for review and approval by FCON.

RECREATION

33. Contribution. Prior to the issuance of the first RUP on the Application Property, the Applicant will contribute a sum equivalent to $893.00 per new resident generated based on the household size in the Annandale Planning District per the Fairfax County Demographic Report. Said contribution must be calculated using the actual number of units constructed. The contribution will be remitted to the Fairfax County Park Authority ("FCPA") and must be used for park and recreation improvements in the Mason District, as determined by FCPA in consultation with the Mason District Supervisor.

34. On-Site Recreation Facilities. In accordance with the Zoning Ordinance, the Applicant will provide amenity areas and facilities designed to meet the on-site recreational needs of the future residents of the Application Property. The specific design of these areas may be adjusted at the time of final subdivision plan, provided that the Applicant provides at least two of the shown amenities, and the quality and character of the designs are compatible to those shown on the CDP/FDP. Pursuant to subsection 2105.2.B(4)(b) of the Zoning Ordinance, the Applicant must demonstrate to Fairfax County the expenditure of a minimum of $2,400.00 per market rate residential dwelling unit for recreational facilities on-site. If all of the funds are not expended on the Application Property, the Applicant must contribute the balance to FCPA by bond release for use at park sites in the vicinity of the Application Property in consultation with the Mason District Supervisor. Said contribution will be based on the actual number of dwelling units constructed on the Application Property.

35. Stormwater Management Access. The Applicant will provide recreational facilities and amenities on the Application Property generally in the location and configuration shown on the CDP/FDP. The proposed on-site recreational facilities will be located to ensure clear, unobstructed access to the manholes and/or access doors to the SWM facility beneath the amenity area for maintenance purposes.

TRANSPORTATION IMPROVEMENTS

36. Road Dedication. Subject to VDOT and FCDOT approval, the Applicant will dedicate at no cost and convey in fee simple with no liens to the Board right-of-way measuring approximately 12,074 square feet along the Application Property's Gallows Road frontage as shown on the CDP/FDP in order to permit the construction of the Gallows Road Frontage Improvements as outlined in Proffer 39.A. Dedication must be made at time of record plat approval.

37. Private Street. The private street shown on the CDP/FDP must be constructed of materials and depth of pavement consistent with that required by the PFM for public streets. The HOA will be responsible for the maintenance of the private street. All prospective purchasers will be advised in writing of this maintenance obligation prior to entering into a contract of sale.

38. Public Access Easement. The Applicant will record a public access easement and an emergency access easement in a form as reviewed and approved by the County Attorney over the private street and sidewalks located on the Application Property shown on the CDP/FDP at time of record plat approval.

39. Frontage Improvements. The transportation improvements provided for in this proffer will be constructed with all required/applicable pavement transitions, as further qualified in these proffers and/or as determined at the time of subdivision plan showing these improvements. For purposes of proffers for the proposed development, the term "construct" will mean that the committed improvement is substantially complete and available for public use whether or not such improvement has been accepted by VDOT for maintenance. The Applicant reserves the right, within its sole discretion, to combine construction of any of the transportation improvements described in these proffers into a single public improvement. All public street improvements must be designed and constructed in accordance with the VDOT Road Design Manual, as amended, and are subject to VDOT approval.

A. Gallows Road Improvements. Subject to VDOT and FCDOT approval and prior to the issuance of the first RUP for the proposed development, the Applicant will construct a 10-foot-wide shared-use trail with an 8-foot-wide utility strip and a 3-foot-wide clear zone between the trail and proposed right-of-way along the Application Property's Gallows Road frontage as shown on the CDP/FDP.

B. Gallows Road Off-Site Improvements. Subject to consent to permit the required grading from the property owner of Fairfax County Tax Map 59-2 ((20)) 1 (located at 3410 Aston Street) and prior to the issuance of the first RUP of the proposed development, the Applicant will extend the proposed Gallows Road improvements identified in this Proffer 39.A to the intersection of Aston Street and Gallows Road and as shown on Sheet 05 of the CDP/FDP, and the existing curb ramp at this intersection will also be upgraded to meet the Public Right-of-Way Accessibility Guidelines ("PROWAG") (collectively, the "Gallows Road Off-Site Improvements"). The Applicant will make reasonable efforts to obtain such consent. If the Applicant is unable to obtain the necessary consent from the property owner by second submission of the subdivision plan, the Applicant will construct the Gallows Road shared-use trail as shown on Sheet 05A of the CDP/FDP. Notwithstanding, the Applicant will continue to seek property owner consent to permit the construction of the off-site shared-use trail as shown on Sheet 05 of the CDP/FDP until the issuance of the first RUP on the Application Property. If consent is obtained prior to the issuance of the first RUP, the Applicant will submit and process for approval a subdivision plan revision that includes construction of the Gallows Road Off-Site Improvements, and the Applicant will construct these Improvements as shown on Sheet 05 of the CDP/FDP. If no such consent is obtained prior to the issuance of the first RUP, the Applicant's obligations to construct the off-site shared-use trail as shown on Sheet 05 are null and void.

C. Bus Shelter. Prior to the issuance of the first RUP on the Application Property, the Applicant will construct an Americans with Disabilities Act ("ADA") compliant bus pad with shelter and seating in the general location as shown on the CDP/FDP. Final bus stop improvements will be determined at time of subdivision plan in consultation with FCDOT. If FCDOT determines at time of subdivision plan that the shelter is not desired at the identified location, the Applicant will still construct the ADA pad with seating and will provide a cash contribution of $25,000.00 to FCDOT in lieu of constructing the shelter to be used for improvement of transit facilities along the Gallows Road corridor.

40. Private Street Sidewalk Extension. Subject to consent to permit the required grading and agreement to a sidewalk easement from the property owner of Fairfax County Tax Map 59-2 ((1)) 40 (located at 3414 Gallows Road), the Applicant will extend the 5-foot-wide private street sidewalk to the east of Lot 8 to Gallows Road as shown on Sheet 05 of the CDP/FDP (the "Private Street Sidewalk Extension"). The Applicant will make reasonable efforts to obtain such consent. If the Applicant is unable to obtain the necessary consent from the property owner by second submission of the subdivision plan, the Applicant will construct the private street sidewalk connection as shown on Sheet 05A of the CDP/FDP. Notwithstanding, the Applicant will continue to seek property owner consent to permit the construction of the sidewalk extension as shown on Sheet 05 of the CDP/FDP until the issuance of the first RUP on the Application Property. If consent is obtained prior to the issuance of the first RUP, the Applicant will submit and process for approval a subdivision plan revision that includes construction of the Private Street Sidewalk Extension, and the Applicant will complete the off-site segment to conform with the Private Street Sidewalk Extension shown on Sheet 05 of the CDP/FDP. If no consent is obtained prior to such RUP issuance as evidenced through submission of documentation that demonstrates the Applicant's good faith efforts to obtain such consent, the Applicant's obligations to construct the sidewalk extension as shown on Sheet 05 are null and void.

41. Interparcel Pedestrian Ingress/Egress Easement. At time of subdivision plan, the Applicant will grant a perpetual ingress/egress easement in the general location within the southwest corner of the Application Property as shown on the CDP/FDP. This easement will permit the future sidewalk construction by the HOA to extend the private sidewalk to the shared property line to allow for an interparcel pedestrian connection from the adjacent Raintree community to the proposed development. Should the Raintree community agree to allow an interpacel pedestrian connection in this general location between the two communities prior to the issuance of the first RUP, the Applicant will extend and construct such sidewalk within the area of the easement. If no such agreement is given by the time of the first RUP issuance on the Application Property, the Applicant will no longer be obligated to construct such connection.

42. Interparcel Access Reservation. At time of subdivision plan, the Applicant will provide a 40-foot access reservation area in the general location identified on the CDP/FDP as a

"reservation for possible future access" for the future construction by others of an interparcel connection to the proposed development on the Application Property.

43. Traffic Signal Contribution. The Applicant will provide a one-time cash contribution of $50,000.00 to the County prior to the issuance of the first RUP for the installation of a traffic signal by others to serve the Gallows Road intersections at Hemlock Drive and Aston Street, as envisioned by the Gallows Road Multimodal Transportation Study.

STORMWATER MANAGEMENT

44. Stormwater Management. Subject to the approval of LDS, the Applicant will implement SWM and Best Management Practices ("BMPs") to control the quantity and quality of stormwater runoff from the Application Property. The Applicant will provide SWM/BMP facilities as shown on the CDP/FDP with the submitted subdivision plan. The Applicant will meet or exceed the minimum state and Fairfax County requirements for stormwater quality by providing phosphorous removal BMPs and/or Manufactured Treatment Devices ("MTDs"). Stormwater detention facilities will be provided and designed to meet adequate outfall requirements for channel and flood protection in accordance with Chapter 124.1 of the Fairfax County Code.

45. Closed Conduit Downstream. As the preferred design option, the Applicant will convey the site's runoff from the proposed stormwater detention facility within a closed conduit system that will connect to the existing culvert that is located at the shared property line with the adjacent Raintree community, as depicted on the CDP/FDP. This design may require the granting of easements and/or permissions by the Raintree Homeowners Association in addition to the existing storm drainage easement on the Raintree property. The Applicant will pursue obtaining any such necessary easements and/or permissions from the Raintree Homeowners Association. In the alternative, should the Raintree community not permit any off-site disturbance to complete such closed conduit system by the second submission of the subdivision plan, the Applicant will implement a SWM design which will permit runoff to flow overland directly into the existing culvert. Under either option, the SWM design will reduce the peak runoff rate to below the 100-year storm peak runoff rate in its pre-developed condition.

46. Modifications to Facilities. The Applicant reserves the right to reconfigure the location and types of stormwater management measures, pursue additional and alternative stormwater management measures, or utilize new technologies of SWM to those shown on the CDP/FDP provided the same are in substantial conformance with the CDP/FDP as allowed by the Public Facilities Manual and Chapter 124 of the Fairfax County Code, or as agreed upon by the Director.

47. Maintenance Responsibility. Prior to subdivision plan approval, the Applicant must execute an agreement with the County in a form satisfactory to the Office of the County Attorney providing for the perpetual maintenance of the SWM Facilities (the "SWM Agreement"). The SWM Agreement will require the Applicant (or its successors/assigns)

to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of the Department of Public Works and Environmental Servies ("DPWES"), provided DPWES requests such a maintenance report. The SWM Agreement also must address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

48. New Regulations. Should new stormwater management regulations be issued affecting the Application Property, the Applicant will have the right to accommodate necessary changes to its SWM/BMP facility designs without the requirement of a PCA, an amendment to the CDP/FDP, or approval of any administrative modifications to the CDP/FDP or proffers, provided the facility designs substantially conform with the CDP/FDP.

PUBLIC SCHOOLS

49. Contribution. Prior to the issuance of the first RUP for the Application Property, the Applicant must contribute the amount of at least $14,956.00 per new student projected to be generated to the Board for the construction of capital improvements to the Fairfax County Public Schools ("FCPS") to which the students generated by the residential units are scheduled to attend. The total amount of the contribution will be calculated based on the number of net new dwelling units to be constructed on the Application Property by applying the student-generation ratio and per-student contribution amount in effect at the time of payment. Following approval of this application and prior to the Applicant's submission of a subdivision plan, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant must pay the modified contribution amount to reflect the then and current ratio and/or contribution. This contribution is not subject to the provisions of Proffer 53.

50. Notification. The Applicant must notify the FCPS Office of Facilities Planning Services when the subdivision plan for the Application Property has been filed with Fairfax County.

AFFORDABLE HOUSING

51. Affordable Housing Contribution. Prior to the issuance of the first RUP on the Application Property, the Applicant will contribute to the Fairfax County Housing Trust Fund a sum equal to one-half of one percent (0.5%) of the anticipated sales price of all net new dwelling units constructed on the Application Property to assist Fairfax County in its goal of providing affordable dwellings. The contribution will be based on the aggregate sales price of all of the dwelling units, as if all of the units were sold at the time of the issuance of the first RUP, and on comparable sales of similar type units. The projected sales price will be determined by the Applicant in consultation with the Department of Housing and Community Development.

MISCELLANEOUS

52. Wells and Septic Systems. The Applicant will abandon any existing septic systems and wells located on the Application Property in accordance with permits issued by the Fairfax County Health Department prior to any grading or demolition of existing structures on the Subject Property.

53. Escalation. All monetary contributions, except for the contribution associated with Public Schools, will escalate on a yearly basis from the base year of 2027 and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"), as permitted by Va. Code Ann. Section 15.2-2303.3.

54. Due Diligence. Notwithstanding the foregoing, upon demonstration that despite diligent efforts or due to factors beyond an Applicant's control, such as, but not limited to, construction schedules, availability of financing, availability of materials, weather delays, and duration of approval process on market conditions, proffered improvements have been delayed beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of such improvements without the necessity of a PCA or an amendment to the CDP/FDP.

55. Severability/Future Applications. Any portion of the Application Property may be the subject of a rezoning, special exception, special permit, variance, FDPA, PCA, or other zoning action without the joinder and/or consent of the applicant/owner(s) of the other land areas provided that such application compiles with the Zoning Ordinance. Previously approved proffered conditions or development conditions applicable to a particular portion of the Application Property that are not the subject of such an application must remain in full force and effect.

56. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to “Applicant” in this proffer statement will include within its meaning and will be binding upon the Applicant’s successor(s) in interest and/or the owners from time to time of any portion of the Application Property during the period of their ownership. Once portions of the Application Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and will no longer be binding on the seller or other transferor.

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

[SIGNATURES BEGIN ON FOLLOWING PAGES]

APPLICANT//TITLE OWNER OF TAX MAP 59-2 ((1)) 29B//
CONTRACT PURCHASER FROM MADISON ACQUISITIONS, L.L.C. OF TAX MAP 59-2 ((1)) 29A, 30, 31, 32, 33, 34, 35, 36, 41, 42, 43, 43A

MS-GALLOWS, LLC

By: Madison Homes Manager, LLC, its Manager

By: Andrew S. Rosenberger
Its: Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

CONTRACT PURCHASER OF TAX MAP 59-2 ((1)) 29A, 30, 31, 32, 33, 34, 35, 36, 41, 42, 43, 43A

MADISON ACQUISITIONS, L.L.C.

By: Madison Homes, Inc., its Manager

By: Russell S. Rosenberger, Jr.,
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNERS OF TAX MAP 59-2 ((1)) 29A

MARIA A. RAMIREZ

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for Maria A. Ramirez

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

RINA I. MENDOZA

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for Rina I. Mendoza

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

ROBERT C. MAGANA

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for Robert C. Magana

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 59-2 ((1)) 30

TERESA B. CHRISTIE

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

PRESIDENT OF MADISON HOMES, INC., THE MANAGER OF MADISON ACQUISITIONS, LLC, AGENT AND ATTORNEY-IN-FACT FOR TERESA B. CHRISTIE

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 59-2 ((1)) 31

MARY GINEVRA

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

PRESIDENT OF MADISON HOMES, INC., THE MANAGER OF MADISON ACQUISITIONS, LLC, AGENT AND ATTORNEY-IN-FACT FOR MARY GINEVRA

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNERS OF TAX MAP 59-2 ((1)) 32

CYNTHIA J. BROWN

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for Cynthia J. Brown

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

MICHELLE C.L. SEOANE

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc, the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for Michelle C. L. Seoane

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

ERIC R. LARSEN

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc, the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for Eric R. Larsen

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNERS OF TAX MAP 59-2 ((1)) 33 AND 43A

U.C. SHYAM LAMA

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for U.C. Shyam Lama

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

SANJA D. LAMA

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-Fact for Sanja D. Lama

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

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TITLE OWNER OF TAX MAP 59-2 ((1)) 34 AND 35

JOHN C. LOZINYAK

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

PRESIDENT OF MADISON HOMES, INC., THE MANAGER OF MADISON ACQUISITIONS, LLC, AGENT AND ATTORNEY-IN-FACT FOR JOHN C. LOZINYAK

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNERS OF TAX MAP 59-2 ((1)) 36

JAVAD NOKTEHDAN

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-fact for Javad Noktehdan

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

AFSOUN NOKTEHDAN

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-fact for Afsoun Noktehdan

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

AZADEH NOKTEHDAN

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC, Agent and Attorney-in-fact for Azadeh Noktehdan

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

RZ-2024-MA-00004

TITLE OWNERS OF TAX MAP 59-2 ((1)) 41

JOHN C. LOZINYAK

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

PRESIDENT OF MADISON HOMES, INC., THE MANAGER OF MADISON ACQUISITIONS, LLC, AGENT AND ATTORNEY-IN-FACT FOR JOHN C. LOZINYAK

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

SUSAN C. LOZINYAK

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

PRESIDENT OF MADISON HOMES, INC., THE MANAGER OF MADISON ACQUISITIONS, LLC, AGENT AND ATTORNEY-IN-FACT FOR SUSAN C. LOZINYAK

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc.,
the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNERS OF TAX MAP 59-2 ((1)) 42

TU H. NGUYEN

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC Agent and Attorney-in-Fact for Tu H. Nguyen

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

DZIEP N. NGUYEN

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

President of Madison Homes, Inc., the Manager of Madison Acquisitions, LLC Agent and Attorney-in-Fact for Dziep N. Nguyen

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 59-2 ((1)) 43

MICHELLE C. L. SEOANE

By: Madison Acquisitions, L.L.C., its Agent & Attorney-in-Fact

PRESIDENT OF MADISON HOMES, INC., THE MANAGER OF MADISON ACQUISITIONS, LLC, AGENT AND ATTORNEY-IN-FACT FOR MICHELLE C. L. SEOANE

By: Russell S. Rosenberger, Jr., President of Madison Homes, Inc., the Manager of Madison Acquisitions, L.L.C.

[SIGNATURES END]