County of Fairfax, Virginia
Planning Commission Meeting
October 21, 2026
Planning Commission Action

RZ/FDP- 2025-PR-00004 - TYSONS A, LLC
(Providence District)

PLANNING COMMISSION RECOMMENDATIONS:
On October 21, 2026, the Planning Commission voted 12-0 to recommend to the Board of Supervisors approval of the following:

- RZ-2025-PR-00004 and the associated conceptual development plan, subject to the execution of proffers consistent with those dated October 19, 2026;

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

- Modification of subsection 2105.6.B(1) of the Zoning Ordinance for the 10acre minimum district size in the PTC District to permit a minimum district size of 2.39 acres.

In a related action, the Planning Commission voted 12-0 to approve FDP-2025-PR-00004.

ATTACHED DOCUMENTS:
Proffers dated October 19, 2026

MJ

Proffers
8250 Greensboro Drive
RZ 2025-PR-00004
October 19, 2026
Table of Contents

GENERAL 1
1. Conceptual and Final Development Plan. 1
2. Proffered CDP Elements. 1
3. Minor Modifications. 1
PROPOSED DEVELOPMENT 1
4. Proposed Development. 1
5. Development Phasing 2
6. Fire Marshal Evaluation. 2
ARCHITECTURAL DESIGN 2
7. Architecture 2
8. Build-to-Lines. 3
9. Activated Streetscapes and Ground Floor Elements 3
10. Building Height 5
11. Telecommunications Equipment 5
12. Bird-Friendly Design Elements 5
BUILDING PRACTICES 5
13. Residential Building Certifications. 5
14. Sustainable Energy Practices. 6
15. Noise Attenuation 6
LANDSCAPE AND SITE DESIGN 7
16. Detailed Landscape Plan. 7
17. Planting Quality. 7
18. Landscape Planting Pre-Installation Meeting. 8
19. Tree Inventory and Condition Analysis. 8
20. Project Arborist/Pre-Construction Meeting 8
21. Demolition 8
22. Site Monitoring 8
23. Structural Cells. 9
24. Streetscapes. 9
25. Soil Remediation. 12
26. Interim Conditions and Standards 12
27. Future Coordination with Adjacent Property Owners 13
TRANSPORTATION IMPROVEMENTS 13
28. Grid of Streets. 13
29. Greensboro Drive 14
30. Results Road. 15
31. Future Summit Street. 16
32. Tysons Grid of Streets Transportation Fund. 16
33. Tysons-wide Transportation Contributions – Table 7 Improvements. 16
34. Construction Management Plan. 16

BICYCLE FACILITIES, BUS SHELTERS AND PEDESTRIAN IMPROVEMENTS.....18
35. Bicycle Circulation.....18
36. Bicycle Parking. 18
37. Bus Shelter. 19
PARKING.....19
38. Ordinance Requirements. 19
39. Phasing of Parking. 19
40. Future Parking Revisions 19
41. Parking Stipulations 19
42. Transportation Demand Management. 20
AFFORDABLE/WORKFORCE HOUSING 20
43. Affordable Dwelling Units.....20
44. Workforce Dwelling Units. 20
PARK AND RECREATIONAL FACILITIES.....21
45. Publicly Accessible Urban Parks and Recreational Facilities.....21
46. Athletic Field Contribution 23
47. Private Amenities and Recreation Facilities for Residents. 23
PUBLIC FACILITIES 23
48. Public Facility Space.....23
49. Public School Contribution 24
50. Traffic Signal Preemption Devices. 25
51. Sanitary Sewer. 25
STORMWATER MANAGEMENT 25
52. Stormwater Management 25
MISCELLANEOUS.....27
53. Zoning Administrator Consideration.....27
54. Metrorail Tax District Buyout for Multi-Family Residential Uses.....27
55. Adjustment in Contribution Amounts.....27
56. Advanced Density Credit 28
57. Severability.....28
58. Successors and Assigns.....28
59. Counterparts 28

PROFFERS
8250 Greensboro Drive
RZ 2025-PR-00004

October 19, 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 (2023, as amended) (the "Ordinance"), the property owner/applicant, for itself and its successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffers that the development of the parcels under consideration with RZ 2025-PR-00004 and shown on the Fairfax County Tax Map as 29-3 ((15)) 11A2 (the "Property") will be in accordance with the following conditions if, and only if, rezoning application RZ 2025-PR-00004 (the "Rezoning") is granted. These Proffers will supersede and replace all previously approved proffers and conditions that may be applicable to the Property.

GENERAL

1. Conceptual and Final Development Plan. The Property will be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan for 8250 Greensboro Drive ("CDP/FDP") dated February 13, 2025 as revised through September 4, 2026, prepared by Urban, Ltd, Lessard Design, and Studio39, and as may be further modified by these Proffers.

2. Proffered CDP Elements. It will be understood that the proffered elements of the CDP are limited to the grid of streets, general location of the points of access, general location of the buildings, general mix of uses, minimum and maximum overall gross floor area ("GFA"), minimum and maximum unit counts, minimum and maximum building heights, build-to-lines, amount and general location, quality and character of urban park land, and general quality and character of the streetscape (the "Proffered Elements"). The Applicant reserves the right to request a Final Development Plan Amendment (FDPA) for elements other than the Proffered Elements in accordance with the provisions set forth in subsection 8100.2.E(2) of the Zoning Ordinance.

3. Minor Modifications. Minor modifications to the Proffered Elements of the CDP/FDP may be permitted when necessitated by sound engineering or that may become necessary as part of FDP approval or final site design or engineering, pursuant to Section 8100.5 of the Zoning Ordinance.

PROPOSED DEVELOPMENT

4. Proposed Development. The Property includes two buildings identified as Phase 1 Building and Phase 2 Building on the CDP/FDP and in these Proffers. The maximum gross floor area ("GFA") permitted on the Property is 777,500 square feet (SF) as shown in the development tabulations on Sheet 02 the CDP/FDP (the "Development Tabulations").

   A. The primary use of the Phase 1 Building and Phase 2 Building is multifamily residential dwelling units. The buildings may also include residential amenity areas,

leasing offices, fitness facilities and other uses accessory to the multifamily residential use.

B. The Phase 1 Building will include between 2,000 and 2,500 square feet of ground floor Public Facility or retail use as depicted on the CDP/FDP and as further discussed in these Proffers.

C. Uses allowed by Special Exception ("SE") or Special Permit ("SP") in the PTC District may be authorized through a separate SE or SP process without the need for a Proffered Condition Amendment ("PCA") or CDPA, as determined by the Zoning Administrator.

5. Development Phasing. The proposed development of the Property includes two (2) buildings, which are identified on the CDP as the Phase 1 Building and Phase 2 Building (the "Proposed Development"). The Applicant anticipates that development of the buildings will take place in one (1) or two (2) phases, with construction of the Phase 1 Building commencing with the first phase.

The Applicant will provide pedestrian and streetscape improvements, publicly accessible parks, private amenities and public facilities on the Property in conjunction with the development of each of the proposed buildings in accordance with the CDP/FDP as shown on Sheets 05 and 07 of the CDP/FDP and as further described in these Proffers. Adjustments to the phasing may be approved with FDPA approvals without the requirement for a PCA or CDPA, provided the adjustments do not materially adversely affect the other phases.

For purposes of these Proffers "construct" will mean that: i) a committed improvement is substantially complete and is available for use by the public whether or not the improvement has been accepted for maintenance by the state, and ii) a committed publicly accessible park space improvement as shown on the CDP/FDP is substantially complete and open to use by the public.

6. Fire Marshal Evaluation. Changes from the CDP/FDP will be permitted in response to the review of site plans by the Fire Marshal, including adjustments to tree locations, lane use/pavement markings, signage, crosswalks, the streetscape and perimeter building areas as necessary to allow for required emergency vehicle access, without requiring approval of a PCA, CDPA and/or FDPA, provided such modifications are made in consultation with the Department of Planning and Development ("DPD"), the Fairfax County Department of Transportation ("FCDOT"), the Forest Conservation Branch ("FCON"), and the Fairfax County Park Authority (FCPA) and are in substantial conformance with the CDP/FDP and these Proffers.

ARCHITECTURAL DESIGN

7. Architecture.

A. The architectural treatment of the proposed buildings on the Property will create a sense of identity and place, with a human scale at the ground plane, through the use of unifying elements such as materials, textures, color, window treatments, decorative details, lighting, and landscaping. The buildings will be designed with high quality architecture and building materials as generally depicted on the CDP/FDP.

B. The architectural design of the Phase 1 Building and Phase 2 Building will be in substantial conformance with the images depicted on Sheets A.10a through A.10g of the CDP/FDP. In the event the Phase 1 Building is constructed prior to the Phase 2 Building, the eastern façade of the first six stories of the Phase 1 will be architecturally compatible with the rest of the building. Architectural plans, elevations, illustrations, materials and heights may be revised subsequent to CDP/FDP approval as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the CDP/FDP and as set forth in these Proffers, as determined by the Zoning Administrator. Loading and service facilities will be treated with roll up doors that are architecturally compatible with the adjacent building materials, and such doors will remain closed when loading and service facilities are not in use.

8. Build-to-Lines. Build-to-lines ("BTL") have been depicted on the CDP/FDP, to create an urban, pedestrian-oriented environment where buildings are located close to the street and pedestrian/streetscape areas are located between the buildings and the streets. In general, building facades are intended to be configured in such a way as to provide a continuous street wall along this line, but modifications to either side of the BTL maybe permitted provided such are in substantial conformance with the CDP/FDP and are shown on an approved site plan. Awnings, canopies, and other architectural elements attached to the building will not extend beyond the building zone, except as may be shown on an approved FDP and site plan provided that they are located to ensure adequate clearance for pedestrian movement and do not conflict with street tree locations.

9. Activated Streetscapes and Ground Floor Elements.

A. Greensboro Drive will be designed with:

(i) A minimum twelve (12) to fourteen (14) foot wide landscape amenity panel adjacent to Greensboro Drive;

(ii) A minimum ten (10) foot wide clear pedestrian sidewalk;

(iii) a building zone (minimum four (4) feet, maximum twelve (12) in width) that will provide additional hardscape or landscape adjacent to ground floor;

(iv) awnings or canopies as appropriate over pedestrian entrances; and

(v) a minimum of 70% transparent glazing of the street wall adjacent to the building zone, with building entrance considered to meet a portion of the transparency guidelines.

B. Future Results Road. As depicted on Sheet 05 and 25 of the CDP/FDP, the Applicant's Proposed Development of the Property will include the following streetscape elements for the north side of Future Results Road. It is anticipated that the south side of Future Results Road, including the required streetscape, will be constructed by others:

(i) a minimum eight (8) foot wide landscape amenity panel adjacent to Results Road;

(ii) a minimum eight (8) foot wide clear pedestrian sidewalk;

(iii) a building zone (minimum four (4), maximum 12 feet in width) that will provide additional hardscape or landscape adjacent to ground floor;

(iv) awnings or canopies as appropriate over pedestrian entrances. A minimum 30% of the area of the street front ground floor facades of the buildings will be constructed with glazed windows or doors or other transparent, translucent materials; and

(v) where the vehicular access to the parking/loading facilities occurs, architectural treatments will be applied.

C. Future Summit Street. As depicted on Sheet 05 and 26 of the CDP/FDP, the Applicant's Proposed Development of the Property will include the following streetscape elements for the west side of Future Summit Street. It is anticipated that Summit Street and the required streetscape along the east side of Summit Street will be constructed by others.

(i) A minimum six (6) foot wide landscape amenity panel adjacent to Future Summit Street, incorporating space to accommodate the future installation of a two foot (2') wide step-off zone adjacent to the future on-street parking;

(ii) a minimum six (6) foot wide clear pedestrian sidewalk;

(iii) a building zone (minimum four (4), maximum of twelve (12) feet in width) that will provide additional hardscape or landscape adjacent to ground floor; and

(iv) awnings or canopies as appropriate over pedestrian entrances; and

(v) a minimum of 50% transparent glazing of the street wall adjacent to the building zone.

10. Building Height.

A. The minimum and maximum building heights for the proposed buildings on the Property are identified on the CDP/FDP. The final height for each building and specific steps in building height may be further refined at the time of site plan, but will not exceed the maximum building heights or be less than the minimum building heights shown in the Development Tabulations.

B. Building heights will be measured in accordance with the provisions of the Ordinance and will be exclusive of those structures that are excluded from the maximum height regulations as set forth in subsection 5100.2.C(2) of the Ordinance, including for example, penthouses and other rooftop structures. Such penthouses and other rooftop structures may be constructed as permitted under subsection 5100.2.C(2) of the Ordinance. All building penthouses/rooftop structures will be screened and compatible with the architecture of the building. The height and extent of any rooftop penthouse will be provided on the FDP for each building site, as well as any rooftop parapet, wall, or fencing in excess of that permitted by the Ordinance.

11. Telecommunications Equipment. Telecommunications equipment may be placed on the proposed buildings' rooftops or facades. Any such facilities must comply with the applicable requirements of the 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. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunications equipment may also be architecturally integrated onto the facades of the building where necessary to ensure on-street and/or open space coverage.

12. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant will design each Building to: (i) avoid use of mirrored or highly-reflective glass; (ii) use fritting, frosting, or other patterns on large, uninterrupted expanses of exposed glass located above the ground floor; and (iii) use downward-directed lighting on building exteriors. Specific bird-friendly designs will be noted on building plans for each Building for which such measures are proposed, as applicable. Additional bird-friendly design elements may be included such as the use of color, texture, opacity, louvers, screens, or ultraviolet materials on the exterior of windows that are visible to birds, curbing of excessive or unnecessary night-time illumination of commercial buildings, recessed balconies and roof setbacks, and breaking up of glass swaths. Upon the issuance of a building permit for each Building, the provisions of this Proffer will be deemed satisfied as to such Building.

BUILDING PRACTICES

13. Residential Building Certifications.

A. LEED. The Applicant will attain the U.S. Green Building Council (USGBC) Leadership in Energy and Environmental Design New Construction (LEED-NC), Core and Shell (LEED-CS), or other LEED rating system determined to be applicable to the building(s) by the USGBC at the Certified level through the following process:

(i) Prior to approval of the building plan:

a. The Applicant will grant the DPZEDRB@fairfaxcounty.gov access to the project's USGBC LEED Online System for the purposes of veification of the condition/proffer items, unless an equivalent rating system is chosen.

b. Post a green building escrow in the amount of $2.00 per square foot of proposed GFA. The escrow may be waived if the project's information on LEED Online demonstrates that the project has completed the design phase review and with the anticipated construction-related credits has sufficient credits to attain LEED Silver certification, or higher.

(ii) Prior to final bond release for the project:

a. Submit final certification documentation for the building(s) from USGBC to the Environmental Branch of DPD and to LDS. If the building fails to achieve certification but is within three points of the minimum point level for the expected certification (e.g. 37, 38, or 39 for a 40-point total), 50% of the escrow will be returned to the applicant. If the point total for the building is more than three points below the minimum point level for the expected certification, none of the escrow will be returned to the applicant. All forfeited escrow money will be posted to a county fund for environmental projects and initiatives.

14. Sustainable Energy Practices.

A. Electric Vehicle Charging Infrastructure. Prior to the issuance of the first RUP for each building, a minimum of three percent (3%) of the minimum required parking spaces in the garage will be provided with electric vehicle recharging connections. In addition, electric service to facilitate future recharging connections for at least another five percent (5%) of the required parking spaces in each garage will be provided prior to the issuance of the first RUP for each building to address potential future demand. In the event the parking garage is constructed in phases as identified on the CDP/FDP, the minimum percentages set forth in this Proffer will apply to the number of parking spaces constructed with each phase.

15. Noise Attenuation. The Applicant must incorporate construction measures consistent with those found in the noise study prepared by Miller, Beam & Paganelli, Inc. dated April 23,

2026 to ensure that interior noise in dwelling units will not be in excess of DNL 45 dBA and outdoor recreation areas will not exceed DNL 65 dBA. If mitigation measures are required, then site and building plans for each building/unit that is subject to noise mitigation must depict the final noise contours as determined by the noise study; measures that will be incorporated must be included on site/building plans.

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

LANDSCAPE AND SITE DESIGN

16. Detailed Landscape Plan. The CDP/FDP includes a conceptual landscape plan for the Property consisting of an overall plan and details regarding streetscapes, publicly accessible park areas and private amenity areas. As part of the first and all subsequent site plan submission(s) for each building phase, the Applicant will submit to FCON for review and approval a detailed landscape plan (the "Landscape Plan") that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the approved CDP/FDP, and will include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets as well as tree canopy calculations for the Property. These details will include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures and along streets. Invasive species, as defined in the Virginia Department of Conservation and Recreation Invasive Species Plants Species List, will not be used on the Property. A diverse selection of native, to the extent feasible, or non-native non-invasive species will be incorporated and include a plant selection that includes species that will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides, and pesticides. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations and will not require an amendment to the CDP/FDP.

A tabulation indicating the tree canopy calculations will be provided with each site plan submitted for the Property and will be updated with each subsequent site plan approved for the Property.

17. 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 Forest Conservation and the Zoning Evaluation Division. These adjustments must remain in substantial conformance with the CDP/FDP. Modifications to plant type and placement may also made to avoid conflicts with utilities and other site engineering considerations.

18. Landscape Planting Pre-Installation Meeting. Prior to the installation of plants to meet requirements of the approved Landscape Plan, the Applicant will coordinate a pre-installation meeting on site with the landscape contractor and a representative of FCON and SDID. Any proposed changes to planting locations, tree or shrub sizes, or species substitutions from the approved plan must be reviewed and approved by FCON prior to planting.

19. Tree Inventory and Condition Analysis. The Applicant must submit a Tree Inventory and Condition Analysis at the time of the first and all subsequent site plan submissions. The Tree Inventory and Condition Analysis must be prepared by an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist and must be consistent with PFM 12-0307 as determined by Forest Conservation.

20. 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 Applicant must also retain an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist (Project Arborist) to attend the pre-construction meeting. During the meeting, the Project Arborist and Forest Conservation will review the clearing and grading limits to identify possible adjustments that could enhance tree preservation and improve the survivability of trees at the boundary. The Project Arborist must document any adjustments, and tree protection fencing must be installed under their supervision in accordance with these modifications.

21. Demolition. The demolition of all existing structures and site features within or adjacent to tree preservation areas must be carried out in the least disruptive manner possible, as reviewed and approved by Forest Conservation. All tree protection fencing must be installed and verified by a County representative before demolition activities begin.

22. 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 Forest Conservation. The Project Arborist must submit written reports to Forest Conservation and the Site Development and Inspections Division 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 site plan submissions.

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

24. Streetscapes. Prior to the issuance of the first RUP for each building, streetscaping will be installed at the periphery of the Property along Greensboro Drive, Future Results Road, and Future Summit Street as conceptually illustrated on the CDP/FDP. Streetscape elements will include: a landscape amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk, free of obstructions, adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the buildings that is designed to allow access to the building and/or additional landscaping adjacent to ground floor uses.

A. Street Trees. Street tree planting sites are depicted on the CDP/FDP, subject to revision as may be approved at the time of site plan review by FCON. The Applicant will retain the services of a certified arborist or Registered Consulting Arborist to monitor the design and inspect the planting of the street trees and will notify FCON in writing three (3) days prior to tree pit construction to allow for County inspection. Where minimum planting widths of eight (8) feet cannot be provided, the Applicant will provide detail for alternative designs showing how the proposed planting spaces will provide adequate tree growth and performance by installing structural cells or other measures acceptable to FCON to meet the following specifications:

(i) A minimum of 6 feet open surface width and 36 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area to the degree feasible. In areas where it is not feasible to provide a minimum 6 feet open surface width due to the presence of step-offs adjacent to on-street parking, the Applicant will maximize the planting width to the extent feasible in coordination with FCON at the time of FDP;

(ii) A minimum subsurface rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below hardscape areas within the pedestrian realm);

(iii) Minimum soil volume for Category III and Category IV trees (as defined in Table 12.14 of the PFM) will be 700 cubic feet per tree for single trees. However, in the event that the 700 cubic feet of soil volume cannot be met, less volume may be provided per FCON review and approval. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet should be provided. For three trees or more planted in a

contiguous area, the soil volume should equal at least 500 cubic feet per tree. Contiguous area is defined as any area with a soil depth of 3-4 feet;

(iv) Typical soil specifications and bio-retention soil media specifications will be provided at time of site plan to FCON for trees counted to meet 10-year tree canopy coverage. Actual soil specifications in planting sites will be provided after rough grading but before fine grading of the landscape/plant areas. Soil media as described in the soil specifications will be installed at time of planting;

(v) Street trees planted within existing utility easements that are removed to facilitate repairs of utilities in these easements will be replaced; and

(vi) Street trees will be continually and properly maintained to promote and sustain healthy growth. The Applicant will submit a Street Tree Maintenance Plan to FCON outlining the maintenance program at the time of site plan submission.

B. Non-Invasive and Native Plant Materials. Invasive species, as defined by the Fairfax County PFM, will not be used within the streetscape and landscaped open space areas.

C. Utility Locations. Utilities, including, but not limited to dry utilities, water, sanitary sewer and storm sewer utility lines, will be installed within the street network to the maximum extent feasible as determined by LDS or will be placed in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP/FDP as determined by LDS. If there is no other option, utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as outlined in these Proffers, as determined by FCON. A utility plan illustrating the approximate location of existing and proposed utilities to serve the application area including the location of electric duct bank, utility vaults, electrical vaults, gas meters and regulators, and stormwater management facilities and related maintenance points will be overlaid on the landscape plan submitted with the FDP. Modifications to the location of utility vaults, electrical vaults, stormwater management facilities and related access/maintenance points shown on the FDPA may be made with the final site plan approval provided such modifications are made in agreement with DPD and any associated utility companies. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations. If at the time of site plan approval, street trees shown on the CDP/FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to FCON cannot be accommodated, the Applicant may delete such trees without the need for the issuance of a minor modification approval by DPD and without a PCA, CDPA and/or FDPA provided the minimum 10% tree canopy can still be met.

Maintenance access points to SWM Facilities and electric vaults beneath the streetscape should be located outside clear pedestrian walkway zone of the streetscape to the extent feasible. These maintenance access points will be shown on each FDP/FDPA. If the access points must be located in the walkway zone, they will be designed as a lift out panel with the same paving materials as the walkway (subject to ADA requirements), be flush with the walkway, and meet ADA accessibility requirements. These maintenance points will be shown on each site plan.

D. Sight Distance Considerations. Sight distance requirements will be provided on the landscape plan submitted with each site plan, so as to identify and avoid conflicts with street tree locations. If at the time of site plan approval street tree locations approved on the CDP/FDP are determined to conflict with sight distance requirements, the Applicant will make efforts to gain approval of said trees by FCON by making minor adjustments to their locations or by removing their lower branches. In the event the Virginia Department of Transportation ("VDOT") or FCDOT does not approve the tree locations even after the changes anticipated above, the Applicant will be permitted to relocate the affected street tree without the need for confirmation from DPD, subject to approval by FCON. If a tree that is deleted due to VDOT requirements would result in a tree canopy below 10% on the Property, the tree(s) will be accommodated in another location on the Property, as approved by DPD in consultation with FCON.

E. Streetscape Furnishings and Materials and Lighting. Unified and high-quality streetscape materials will be provided and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting, traffic signal poles, benches, trash and recycling receptacles and other hardscape elements. A Streetscape Furnishing and Materials Plan is provided with the CDP/FDP, and includes general product information and approximate locations of furnishings and materials to be located in the streetscape between the building face and the curb, and in other public realm open spaces. Materials, furnishings, and lighting will be compatible with those already identified in the Tysons Urban Design Guidelines, as may be amended.

All streetscape lighting will be energy efficient. All on-site and outdoor lighting will not exceed that permitted under the Outdoor Lighting Standards of Section 5109 of the Ordinance. All new building mounted security lighting will utilize full cut-off fixtures. Recessed lighting will be directionally shielded to mitigate the impact on the adjacent properties.

F. Signage and Wayfinding. Signage for the Property will be provided in accordance with the requirements of Article 7 of the Ordinance or as may be approved with an SE. The placement of traffic control signage on public streets will be coordinated with VDOT.

G. Maintenance. The Applicant will maintain and replace in-kind all pedestrian realm elements within the Proposed Development. The pedestrian realm includes all areas between the back of curb and the back of the building zone whether located

within the public right-of-way or on private land with public access easements. The Applicant will enter into the appropriate agreement, in a form approved by the Office of the County Attorney, with the County (or other public entity, as needed) to permit the Applicant to perform such maintenance. Maintenance commitments include, but are not limited to:

(i) All plantings including trees, shrubs, perennials, and annuals;

(ii) All associated irrigation elements;

(iii) All hard surfaces;

(iv) All streetscape furnishings including trash and recycling receptacles, benches, bike racks, bus shelters, and non-standard structures;

(v) Stormwater management facilities;

(vi) All lighting fixtures, brackets and poles;

(vii) All non-VDOT standard sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes;

(viii) Snow removal;

(ix) Leaf removal;

(x) Trash, recycling and litter removal; and

(xi) All urban park amenities including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, playground equipment, paving, and art.

25. 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, will be the subject of remedial action to restore planting areas with attention to deep soil aeration, the addition of organic matter throughout the soil profile in these unsuitable soil areas to at least 12 inches, and the addition of organic matter on top of the soil to satisfy cultural requirements of trees, shrubs and groundcovers specified in the landscape planting plan. If such remedial action is necessary, the Applicant will 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 FCON.

26. Interim Conditions and Standards. Due to the fact that the Proposed Development may be constructed in one or two phases, phased development may result in interim conditions on and off-site as identified on Sheets 06 and L002 of the CDP/FDP.

A. Interim On-Site Conditions. In the event the Phase 1 Building is constructed first, on-site interim conditions in the location of the Phase 2 Building will be provided

prior to the issuance of the first RUP as shown on Sheets 06 and L002 of the CDP/FDP. The interim improvements will include an open lawn, internal pedestrian paths, a pedestrian connection(s) to the adjacent parcel, seating areas with permanent and/or movable furniture, fitness equipment, and landscaping. Such interim conditions will be publicly accessible and subject to a public access easement in form acceptable to the Office of the County Attorney until such time as the Applicant proceeds with construction of the Phase 2 Building.

B. Interim Off-Site Conditions. In order to demolish the existing building on the Property to commence construction, it will be necessary to remove a portion of the building off-site on the adjacent property identified as Fairfax County Tax Map 29-3 ((15)) 11B2 ("Parcel 11B2"). Prior to the issuance of the first Residential Use Permit (RUP) for the first new building on the Property, the Applicant will construct interim open space improvements on Parcel 11B2 as identified on Sheet L002 of the CDP/FDP. Such improvements will include open lawn areas, landscaping, and pedestrian walkways as identified on Sheet L002 of the CDP/FDP. Notwithstanding what is shown on the CDP/FDP, the Applicant reserves the right to modify the interim off-site improvements through coordination with the owner of Parcel 11B2 and DPD at the time of site plan.

27. Future Coordination with Adjacent Property Owners. At such time as the adjacent parcels redevelop, the Applicant will coordinate with the owners/developers of the adjacent parcels to implement off-site segments of the planned grid of street and minimize impacts on the proposed urban park, below grade parking garage, site infrastructure and amenities, and other elements to the extent feasible.

TRANSPORTATION IMPROVEMENTS

28. Grid of Streets. The Applicant will construct and open for use to the public or allow for the future construction by others of a proposed grid of existing and future streets around the perimeter of Property as generally located and depicted on Sheet 05 of the CDP/FDP and in accordance with the phased development set forth in these Proffers. The functional classification of those roadways comprising the grid of streets is summarized below:

Street	Classification
Greensboro Drive	Public Avenue
Future Results Road (Off-Site)	Public Local Street
Future Summit Street (Off-Site)	Public Local Street

A. Public Streets. The Applicant will dedicate in fee simple to the Board of Supervisors right-of-way along the Property's frontage for Greensboro Drive to a point inclusive of the adjacent landscape amenity panel and sidewalk at the time of site plan approval for the first residential building. Additionally, upon the completion of Future Results Road and Future Summit Street by others, the Applicant will, dedicate in fee simple to the Board of Supervisors right-of-way to a point inclusive of the adjacent landscape amenity panel and sidewalk along those

frontages upon request by Fairfax County. All improvements proposed by the Applicant to Public Streets will be subject to VDOT approval and designed to be in conformance with the *Transportation Design Standards for Tysons Corner Urban Center* of the Memorandum of Agreement approved by the Board of Supervisors on September 13, 2011, as may be amended (the "Design Standards"), subject to modifications/waivers as may be granted. Notwithstanding what is provided in the MOA, electric transformers and stormwater vaults and any other facility or structure that would preclude the street from being accepted into the VDOT secondary road system will not be located in the VDOT right-of-way, unless specifically approved by VDOT.

B. The Applicant will work diligently with VDOT and the County during the site plan approval process to ensure that the improvements proposed to existing and new public streets will be accepted by VDOT as public streets.

C. The Applicant will diligently pursue VDOT acceptance of improvements to Greensboro Drive, for secondary street maintenance in accordance with the process outlined in VDOT's Secondary Street Acceptance Requirements (the "SSAR"), as amended, including VDOT's written certification that such streets and/or improvements have been constructed in a manner consistent with the VDOT approved plans and compliant with all applicable regulations ("VDOT's Written Certification").

The Applicant will maintain all required documentation for VDOT street acceptance of all phased and stubbed streets and will coordinate documentation with all responsible parties involved in the ultimate construction and facilitation of new public street segments for final acceptance into VDOT's Secondary Street Acceptance System.

D. Definition of Construct. For purposes of these Proffers "construct" will mean that the committed road improvement is open to use by the public for travel whether or not the improvement has been accepted for maintenance by the state.

29. Greensboro Drive.

A. The Applicant will design and construct improvements to Greensboro Drive along the Property's frontage to accommodate a 5 foot wide bicycle lane; a minimum 8 foot wide landscape amenity panel; and a 10 foot wide sidewalk along the frontage as depicted on Sheet 05 of the CDP/FDP subject to VDOT approval.

B. The final design and extent of the improvements to Greensboro Drive will be determined in conjunction with the submission of the site plan for those portions of the Property along Greensboro Drive.

C. Improvements to Greensboro Drive will be constructed prior to the issuance of the first RUP or Non-RUP for the first residential building.

30. Results Road.

A. In response to the location and alignment of Results Road as established by the proffered Conceptual/Final Development Plan for Greensboro Park Place (the "Greensboro Park Place CDP/FDP") approved by the Board of Supervisors in connection with RZ/FDP 2012-PR-002, the Applicant will construct a portion of Results Road in its ultimate condition as shown on Sheets 05 and in Section B-B on Sheet 25 of the CDP/FDP along the property line abutting Fairfax County Tax Map 29-3 ((15)) 12A1 prior to the issuance of the first RUP or Non-RUP for the first residential building on the Property to be constructed, and subject to the receipt of all permissions, easements, and right-of-way from the owner of Parcel 12A1 necessary to allow the construction. The ultimate condition improvements to Results Road to be constructed by the Applicant will include a two-way travel lane, curb and gutter along the north side of Results Road, an 8 foot wide landscape amenity panel, and an 8 foot wide sidewalk along the Property's Results Road frontage.

B. In the event that the owner of Parcel 12A1 does not provide the necessary permissions, easements, or right-of-way to allow the construction of Results Road as described in Proffer 30.A prior to site plan approval for the first phase of development, the Applicant will construct an Interim Private Access Drive along the property line abutting Parcel 12A1 as depicted on Sheet 04 and in Section A-A on Sheet 25 of the CDP/FDP. This Interim Private Access Drive will provide access to the parking garage and loading/service entrances to the proposed buildings as shown on the CDP/FDP on an interim basis until Results Road is constructed by others. At such time as the ultimate condition of Results Road is constructed by others, the Applicant will provide at no cost all necessary easements, permissions, and right of way necessary to allow the construction of the required paving, curb and gutter, sidewalk, and landscape amenity panel along the Property's Results Road frontage as depicted on Sheet 05 and in Section B-B on Sheet 25 of the CDP/FDP and on Sheet C 13 of the Greensboro Park Place CDP/FDP. At the time of site plan for the first phase to be constructed on the Property, the Applicant will record a reservation of easement or similar instrument in a form approved by the Office of the County Attorney to memorialize said easements and permissions necessary for others to construct Results Road.

C. If the Interim Access Drive described in Proffer 30.C is constructed, in addition to the reservation of easement described in Proffer 30.B, the Applicant will escrow with LDS the cost of constructing the ultimate streetscape along the Property's Results Road frontage as depicted on the CDP/FDP. The amount of the escrow will be determined by the Applicant and the County and will be posted prior to the issuance of the first RUP or Non-RUP for the Property. Such escrow will include the cost of constructing the ultimate improvements of Results Road that would be physically located on the Property, as well as the cost, if any, of completing the full streetscape along the northern section of Future Results Road. Posting of the

escrow will relieve the Applicant of any further construction obligations for the completion of Results Road. In addition, the Applicant will coordinate with LDS, FCDOT, DPD and the owner of Parcel 12A1 to develop a Maintenance of Traffic Plan that will address access to and from the proposed buildings on the Property during the time in which the ultimate condition of Future Results Road is under construction.

31. Future Summit Street. In response to the location and alignment of Future Summit Street as established by the Greensboro Park Place CDP/FDP, the Applicant will construct a variable width landscape amenity panel and a 6' sidewalk along a portion of the property line abutting Fairfax County Tax Map 29-3 ((15)) 11B2 prior to the issuance of the first RUP or Non-RUP for the first residential building on the Property to be constructed. The 6-foot sidewalk will be constructed in its ultimate location along Summit Street as identified on the Greensboro Park Place CDP/FDP. At such time as Summit Street is constructed by others, the Applicant will provide at no cost all necessary easements, permissions, and right of way to allow for its construction.

32. Tysons Grid of Streets Transportation Fund. The Applicant will make a contribution to the County's Tysons Grid of Streets Transportation Fund in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons Grid of Streets Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Grid Guidelines"). This contribution is not subject to further adjustments as outlined in Proffer 55.

33. Tysons-wide Transportation Contributions – Table 7 Improvements. The Applicant will make a contribution to the County's Tysons-wide Transportation Fund in keeping with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons-wide Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "Tysons-wide Guidelines"). This contribution is not subject to further adjustments as outlined in Proffer 55.

34. Construction Management Plan. The Applicant will prepare and implement a construction management plan during demolition activities and construction of each phase of development, as appropriate, so as to ensure safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property, and to minimize impacts to uses on adjacent parcels to the extent feasible. The management plan for each phase will specify how a safe pedestrian pathway will be provided along the Property's street frontages during the course of construction. In the event the proposed development is constructed in phases, the management plan include measures to maximize the availability of publicly accessible park space during construction to the extent feasible. The management plans will identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane, street or sidewalk closures, off-street construction worker parking, and/or other construction related activities to minimize disturbance on the surrounding street and sidewalk network. The Applicant will inform all contractors and subcontractors of the plans for construction related traffic circulation. Signs providing such information will be

posted at all construction entrances. Such plan will be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and LDS prior to issuance of any land development permit or building permit for each phase.

A. Street/Sidewalk Closures. The Applicant may temporarily close part or all of any streets or sidewalks to accommodate construction activity on the Property provided safe and adequate pedestrian and vehicular access is maintained.

B. Construction Parking Management Plan. The Applicant will prepare and implement a construction parking management plan through its development/construction manager, so as to promote transit options for construction workers, identify appropriate parking for construction workers, and discourage construction workers from parking in nearby residential neighborhoods. Such plan will be prepared by a qualified professional and submitted for review and comment to LDS and the Providence District Supervisor at the time of the site plan submission.

The construction parking management plan will include the following:

(i) The approximate number of construction workers that will be assigned to the work site at various stages of construction.

(ii) The location of the parking options available for construction workers.

(iii) Means of conveying/distributing to construction workers information as to appropriate parking locations and options.

(iv) Mechanisms which will be used to encourage the use of Metro, carpooling, vanpooling, and other similar efforts.

(v) The location on the construction site at which information will be posted regarding Metro schedules and routes, bus schedules and routes, and carpooling and vanpooling information.

(vi) Mechanisms and appropriate financial penalties which will be used to discourage violations.

(vii) The name and contact information for the person responsible for communicating parking and transportation options to workers and addressing any parking complaints. Such contact information will also be provided to the Providence District Supervisor.

C. Construction Noise Management. The Applicant will conduct construction on the Property in compliance with the "Noise Ordinance of Fairfax County." Construction activity on the Property (including delivery of materials, but not construction worker arrival to the Property), will occur only between the hours of 7:00 a.m. and 9:00 p.m. Monday through Friday, and 9:00 a.m. to 9:00 p.m. on

Saturdays, Sundays, and allowed Federal holidays (the "Hours Limiting Construction Activity"), unless a waiver is approved in accordance with the Noise Ordinance. Construction activity will not take place on New Year's Day, Martin Luther King Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day. Utility work, road work and other similar work that is covered by a special permit, if such work is required by the issuance of such permit and there is not a reasonable alternative, may occur outside the Hours Limiting Construction Activity. The Applicant will inform all contractors and subcontractors of the permitted hours of construction, and signs designating such construction hours will be posted in both English and Spanish at all construction entrances.

D. Dust Management Plan. The Applicant will develop and implement a dust management plan tailored to the characteristics of the Property and designed to suppress dust from leaving the site. The plan will be incorporated with the Erosion and Sediment Control Plan to be approved by the County, and will include, but not be limited to, installation of wash racks, regular use of dust-removing watering methods, and use of covered trucks for removal of construction debris. The Applicant will work with all contractors on the dust management plan and will monitor and enforce its implementation.

E. Site Maintenance. The Applicant will maintain the construction site in a secure and orderly manner and will provide for: 1) a County approved sedimentation control fence along the limits of disturbance of each construction site; 2) continuous construction fencing along Greensboro Drive, designed with screening material to block views into the construction site and prevent construction debris from blowing off the site; and 3) location of trailers, materials, and equipment inside the construction fence. The Applicant will maintain the street surfaces adjacent to the Property in a clean and safe condition during the construction activity. At the end of each work day, during construction, any streets used for hauling construction materials and entrances to the construction site will be free of mud, dirt, trash, allaying dust, and debris, and all streets and sidewalks adjacent to the Property will be free of trash and debris.

BICYCLE FACILITIES, BUS SHELTERS AND PEDESTRIAN IMPROVEMENTS

35. Bicycle Circulation. In combination with the Greensboro Drive street and streetscape improvements identified in these Proffers, the Applicant will provide pavement and striping for a five-foot-wide on-road bicycle lane along the Property's frontage with Greensboro Drive as depicted on the CDP/FDP. Bicycle lane striping will be installed prior to the issuance of the first RUP or Non-RUP, subject to approval by the County and VDOT.

36. Bicycle Parking. Prior to site plan approval, the Applicant will identify interior bicycle storage within the parking garage of each of the new buildings to be constructed on the Property as identified on Sheets A.05a and A.05b of the CDP/FDP. The final location,

size, and configuration of the interior bicycle storage rooms may be adjusted at the time of final design without the need for a PCA, CDPA, or FDPA but require FCDOT approval.

The Applicant will also provide outdoor bicycle racks on the Property as identified on the CDP/FDP. The specific locations of which may be adjusted at the time of site plan. The bike racks will be a design compatible with the County's Bicycle Parking Guidelines and approved by FCDOT at time of site plan.

The total number of bike parking/storage spaces will be provided as specified in the County's Bicycle Parking Guidelines and the bike parking and storage spaces will be provided prior to the issuance of the first RUP.

37. Bus Shelter. Subject to FCDOT approval, the Applicant will install a concrete pad, bench, trash can, and bus shelter along the Greensboro Drive frontage prior to the issuance of a RUP or Non-RUP for the first new building on the Property as depicted on the CDP/FDP.

PARKING

38. Ordinance Requirements. Parking on the Property will be provided in accordance with the parking requirements for the PTC District set forth in Section 6102 of the Ordinance, and as shown on the CDP. The exact number of spaces to be provided will be determined at the time of site plan approval based on the specific uses, number of residential units, and bedroom mix. Tandem parking spaces may be provided as determined at final site plan.

39. Phasing of Parking. Parking will be provided in phases concurrent with development of the Phase 1 and Phase 2 Buildings on the Property as identified on Sheet A.02 through Sheet A.04 of the CDP/FDP. The Applicant reserves the right to provide more or less parking than what is shown on the CDP/FDP, provided that the provided parking is within the minimum and maximum range permitted in the PTC District. A parking tabulation for the Property will be provided with each site plan. Required parking spaces for an individual building need not be provided on the parcel on which the building is located, but will be provided within the Property.

40. Future Parking Revisions. The Applicant reserves the right to provide parking at revised ratios (ratios referring to the number of parking spaces provided per dwelling unit or bed for residential uses or per square foot of GFA for commercial uses) as may be permitted by a future amendment to the Ordinance.

41. Parking Stipulations.

A. The lease rates of parking spaces by the Applicant will be "unbundled" from the lease rate of the individual dwelling units; meaning a unit's lease rate will be exclusive of parking costs.

B. Access to parking garages will be designed to ensure vehicle queuing does not occur in the public right-of-way.

42. Transportation Demand Management. The Applicant will establish a Tysons Urban Center Transportation Demand Management (TDM) program in accordance with the Fairfax County Transportation Demand Management Program Guidelines, dated July 1, 2026, for the multifamily residential uses on the Property. Prior to the issuance of the first RUP or Non-RUP for each phase of development on the Property, the Applicant will complete the following:

A. Appoint a TDM program manager;

B. Submit a TDM Plan;

C. Establish and fund the TDM Account;

D. Establish and fund the Incentive Fund at a rate of $0.02 per gross square foot of new multifamily residential uses; and

E. Establish and fund the Remedy Fund at a rate of $0.10 per gross square foot of new multifamily residential uses.

AFFORDABLE/WORKFORCE HOUSING

43. Affordable Dwelling Units. If required by the provisions of Section 5101 of the Ordinance, Affordable Dwelling Units ("ADUs") will be provided pursuant to said regulations unless modified by the ADU Advisory Board and to the satisfaction of the Department of Housing and Community Development ("HCD").

44. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant will also provide for-sale and/or rental housing units on the Subject Property in accordance with the Guidelines for the provision of Workforce Dwelling Units, Appendix 1 in the Housing Element of the Comprehensive Plan's Policy Plan for Tysons as well as the Board's Workforce Dwelling Unit Administrative Policy Guidelines adopted March 18, 2025 (the "WDU Guidelines") in coordination with and to the satisfaction of the HCD, and subject to the following.

If ADUs are provided in the development, both the ADUs and the ADU bonus units will be deducted from the total number of dwelling units on which the Workforce Dwelling Unit ("WDU") calculation is based.

A. WDUs will be provided for the proposed residential buildings in keeping with the WDU Guidelines such that the total number of ADUs, if any, plus the total number of WDUs results in not less than thirteen percent (13%) of the total rental housing units or fourteen percent (14%) of the total for-sale housing units constructed in high rise condominiums on the Property, with any units created with bonus floor area excluded from the WDU calculation. Alternatively, at the Applicant's discretion, the Applicant reserves the right to provide ten percent (10%) of the total number of rental units as WDUs provided that such WDUs are affordable to households with incomes up to 60% of the Area Median Income ("AMI") in

accordance with the WDU Guidelines. For those dwelling units constructed within ¼ mile from the Metro station, the above percentages apply to the total number of units to be constructed within that portion of the Proposed Development. For buildings located farther than ¼ mile from the Metro station, any units created with bonus floor area will be excluded from the WDU calculations.

B. The WDUs generated by each residential rental building on the Property will be provided within said building. The WDUs in each building will have a bedroom mix similar to that provided in the market rate units in such building. Additionally, in the event that parking spaces are guaranteed to be made available for lease to individual market rate dwelling units, at least one (1) parking space will be made available for lease by each ADU and/or WDU in the development.

C. Should the Board of Supervisors' policies related to Workforce Dwelling Units in Tysons Corner be amended, the Applicant reserves the right, to enter into a binding written agreement with the Department of Housing and Community Development to opt in to the new policies, in part or in whole, without the need for a PCA and, if the Applicant so opts into any such new policies, the provisions of this Proffer which relate to the new policies of the Board of Supervisors which Applicant has elected to opt into will no longer be effective. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement and the provisions of this Proffer as it applies to WDUs will become null and void.

PARK AND RECREATIONAL FACILITIES

45. Publicly Accessible Urban Parks and Recreational Facilities. The Applicant will provide approximately 38,000 sf (approximately 0.872 acres) of publicly accessible park space and recreational facilities on the Property that will be open and accessible to the general public as depicted on the CDP/FDP. The Applicant will retain the urban park area in fee simple, record public access easement(s) ensuring that the park spaces are open to the public for periods of times consistent with urban parks, subject to usual and customary rules and regulations, and provide for perpetual private maintenance. A wayfinding and signage system for the park spaces will be developed in coordination with the Fairfax County Park Authority ("FCPA") at the time of site plan and installed by the Applicant to ensure the public can easily identify and access publicly accessible park spaces. The construction of the publicly accessible urban parks may occur in phases in the event the Property redevelops in multiple phases as provided in these proffers and as depicted on Sheets L-001 through L-004 of the CDP/FDP. In the event the Property is redeveloped in phases, the urban parks provided with each phase will be completed and open to the public prior to the issuance of the first RUP or Non-RUP for the applicable phase.

A. Urban Park Programming. The publicly accessible urban park and associated facilities will be provided as shown on the CDP/FDP. The urban park will be

characterized by a mixture of hardscaping, landscaping, and park elements including, but not limited to, the following:

(i) Outdoor play areas with separate recreational elements for children ages 2 – 5 and 5 – 12;

(ii) Natural turf open lawns, an outdoor gaming area, pedestrian pathways, seating areas, and passive facilities;

(iii) One fenced-in off-leash area for dogs;

(iv) Public art;

(v) Lighting;

(vi) Shade structures with seating; and

(vii) Garden paths and a pollinator garden with bench seating.

Notwithstanding the location and configuration of the above elements shown on the CDP/FDP, the final design and configuration of the proposed urban park may be refined at the time of site plan in response to final engineering and design subject to review and approval by FCPA.

B. Off-Site Park/Monetary Contribution. Subsequent to rezoning approval, the Applicant will diligently pursue the acquisition and improvement of a minimum of 0.84 acres of offsite publicly accessible urban park space that is within the Tysons Urban Center and generally proximate to the Property. The acquisition may be in the form of land and/or improvements that are dedicated to FCPA or secured through easements or similar permissions running to the benefit of FCPA and/or the County and adequate to ensure permanent public access. The location, configuration, and extent of any land acquisition and proposed improvements will be consistent with the Urban Parks Framework and subject to approval by FCPA in consultation with the Office of the Providence District Supervisor. The Applicant's obligation for this acquisition and associated improvements will not exceed the sum of $963,347.00.

If the Applicant has been unable to acquire the necessary offsite property rights for the park space prior to commencement of construction of the second building in the Proposed Development, the Applicant will provide a monetary contribution to FCPA in the amount of $963,347.00 to support the future acquisition, development, and/or operation of publicly accessible urban parks in the Tysons Urban Center. This contribution will be made prior to the issuance of a building permit for the second building to be constructed in the Proposed Development. If a portion of the offsite acreage obligation is fulfilled, this monetary contribution may be reduced proportionately subject to approval by the FCPA in consultation with the Office of the Providence District Supervisor.

46. Athletic Field Contribution. To address the Comprehensive Plan's recommendations regarding the provision of athletic fields in Tysons, the Applicant will provide a contribution of $2.54 for each square foot of new GFA constructed on the Property to the FCPA for the acquisition and/or development of parks and recreation facilities serving the Tysons area. The contribution associated with each building will be based on the actual GFA in each building and will be made prior to the issuance of the first RUP or Non-RUP for the applicable building.

47. Private Amenities and Recreation Facilities for Residents. In addition to the publicly accessible urban park space discussed in Proffer 45, the Applicant will provide on-site private recreational facilities for the future residents of the Property. In fulfillment of requirements pursuant to subsection 8100.2.E(4) of the Ordinance regarding developed recreational facilities, the Applicant will expend a minimum of $2,400.00 per residential unit on recreational facilities. Prior to final bond release for each residential unit, the balance of any funds not expended on-site, as determined by LDS will be contributed to the FCPA for the provision of recreation facilities serving Tysons.

The specific facilities and amenities to be provided for the proposed residential buildings will be for the use and enjoyment of the residents of those buildings. Amenities to be provided may include but not be limited to:

A. Private exterior recreational areas on outdoor terraces of the proposed buildings that include seating areas, outdoor grill stations, shaded areas, and other amenities;

B. Private exterior recreational areas on the roof with facilities such as a swimming pool, lounge deck, and shade structures;

C. Interior fitness center(s) including those with exercise equipment such as stationary bikes, treadmills, weight machines, free weights, etc.; and

D. Clubroom(s) for resident gatherings and/or media/entertainment center.

PUBLIC FACILITIES

48. Public Facility Space.

A. To address the Comprehensive Plan’s recommendations regarding the provision of public facilities in Tysons, the Applicant will construct and make available for use by Fairfax County or its designee space between 2,000 and 2,500 square feet of gross floor area on the ground floor of the Phase 1 Building in the location identified on the CDP/FDP. This space is intended to house public/community uses including, but not limited to, museums, art galleries/studios, educational facilities, cultural centers, County offices, or other public/community uses mutually agreed upon by the Applicant and Fairfax County through consultation with the Providence Magisterial District Supervisor. Said space will be delivered to the County in a warm-lit shell condition at no cost to the County. For the purposes of this Proffer, the warm-lit shell space will include a space with functional HVAC

systems, electrical panels, outlets, and connections for overhead lighting fixtures, plumbing stub outs for restrooms, fire taped or primed drywall, bare concrete flooring, and masonry and storefront windows or glass curtain wall skin. The Applicant will ensure that the space can be served by emergency exits and may be completed in accordance with building code and ADA requirements.

B. The Applicant will notify the Fairfax County Facilities Management Department, Real Estate Branch ("FMD") that it has submitted a site plan or building plan for the Proposed Development within three (3) business days of submission. Within twelve (12) months of such notification, the FMD has the option to either (i) opt in to using the Public Facility Space, or (ii) opt out of using the Public Facility Space by notifying the Applicant in writing, unless a different timeline is mutually agreed upon between the Applicant and FMD. In the event FMD opts in to using the Public Facility Space, then:

(i) The County will be provided with an opportunity to review and comment on the proposed building plans for the Public Facility Space during the core and shell plan review for Phase 1; and

(ii) In the event the County opts out of accepting the Public Facility Space, fails to notify the Applicant of its intention to opt-in within the timeframe described above in Proffer 48.A, or does not commence the fit out of the space as evidenced by the submission of a building permit within two (2) years of substantial completion of the core and shell of Phase 1, the Applicant reserves the right to convert the space to residential amenity space or, alternatively, any retail use, which will include any retail, service, and/or other or other nonresidential use permitted by right in the PTC District subject to any applicable use standards set forth in the Ordinance. The two (2) year period contemplated by this Proffer may be extended by a period of one (1) additional year upon the mutual agreement of the Applicant and the County. If the space is converted to retail use and/or residential amenity space, the Applicant will provide a public facility monetary contribution in the amount of $2.22 per square foot of GFA in the Proposed Development prior to the issuance of a Non-RUP or RUP for the retail or residential amenity space.

C. Nothing in this proffer related to timelines associated with the Public Facility Space will preclude the Applicant from applying for and obtaining RUPs or Non-RUPs for units or other portions of the proposed buildings.

49. Public School Contribution. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, as amended, the Applicant will contribute $14,956.00 per expected student (based on a ratio of 0.108 students per residential unit) based on formulas adopted by Fairfax County Public Schools ("FCPS"). Such contribution will be made on or before the issuance of the first RUP or Non-RUP for each building on the Property and will be based upon the actual number of dwelling units constructed in each building. At the time of site plan submission for each

residential building, the Applicant will notify the Office of Facilities Planning Services of the approximate timing for construction of the units and the number of residential units anticipated in each building.

If, prior to the Applicant's payment of the amount(s) set forth in this Proffer, Fairfax County should modify, on a county-wide basis, the expected ratio of students per unit or the amount of the contribution per student, the amount of the contribution will be modified for that building to reflect the then current ratio and/or contribution. This contribution is not subject to the provisions of Proffer 55.

50. Traffic Signal Preemption Devices. Prior to the first site plan approval, the Applicant will contribute $20,000.00 to the Capital Project titled Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction for installation of emergency vehicle preemption equipment on traffic signals within the Providence District as determined by the Fire and Rescue Department. The Applicant is not responsible for installation or maintenance of the preemptive signal device.

51. Sanitary Sewer. The Applicant has conducted a preliminary capacity analysis, in coordination with the Fairfax County Wastewater Planning & Monitoring Division ("WPMD"), of the existing sanitary sewer infrastructure serving the Property to determine if capacity enhancements are needed to serve the development. At the time of site plan for each new building, a final capacity analysis of the existing sanitary sewer infrastructure will be provided with a copy to WPMD. The capacity analysis will be based on methodologies that are in compliance with the PFM.

Prior to or concurrent with the first site plan submission for each building, the Applicant will submit a final site-specific sanitary sewer capacity analysis for such building. Should sanitary sewer upgrades be required to serve the additional flow generated by the building, the Applicant will complete, submit, and bond a public improvement plan ("PI Plan") for the sanitary sewer improvements. If the existing sanitary sewers do not have conveyance capacity for the proposed building, the site plan cannot be approved until the PI Plan is submitted and bonded. Any required sanitary sewer improvements must be constructed and accepted by Fairfax County prior to the issuance of the first RUP or Non-RUP for the proposed building that triggers such improvements. To the extent sewer improvements are constructed by the Applicant, the Applicant will be eligible for reimbursement in accordance with the Department of Public Works and Environmental Services ("DPWES") "Statement of Policy Regarding Sewage Disposal," as amended.

STORMWATER MANAGEMENT

52. Stormwater Management.

A. Stormwater Management ("SWM") measures for the Property will be designed to protect receiving waters downstream of Tysons by reducing runoff from impervious surfaces using a progressive approach. This progressive approach will, to the maximum extent practicable, subject to the determination of LDS, retain on-site and/or reuse the first inch of rainfall. Proposed SWM and Best Management

Practice ("BMP") facilities will follow a tiered approach as identified by the County which may include infiltration facilities (where applicable), rainwater harvesting/detention vaults, runoff reducing and other innovative BMPs. The purchase of nutrient credits will not be permitted.

B. Plans submitted subsequent to this Rezoning will identify the use of certain Low Impact Development ("LID") techniques that will aid in runoff volume reduction and promote reuse throughout the site. As a part of the LID techniques proposed, the Applicant will provide bio-retention (traditional and urban) areas and infiltration.

C. Additionally, the SWM facilities will be designed to accommodate not just the pre-developed (existing) peak release rates, but also strive to preserve and/or improve the pre-developed (existing) runoff volumes and reduce pollutant runoff as contemplated within the stormwater management-related credits of the project's registered version, or the most current version, of the U.S. Green Building Council's applicable Leadership in Environmental Education and Design (LEED®) rating system (e.g., LEED V4.1 SS rainwater management credit). The above noted SWM Facilities will be designed, to the maximum extent practicable, to meet the requirements of the stormwater management-related credits of the project's registered version or the most current version of the U. S. Green Building Council's applicable LEED rating system for each building/phase of the development based upon the LEED Boundary identified with each building/phase.

D. The requirements of Paragraph B may be met on an individual building basis (to include consideration of any associated parking, roadway and/or courtyard areas) or be based upon the total area of the Property. Extended detention facilities and extended-release techniques may be used to augment the proposed volume reductions. It is further understood that interim or temporary SWM and BMP measures may be required during any interim phase of the Proposed Development.

E. With each subsequent site plan, the Applicant will provide refined calculations illustrating conformance with the proposed volume reductions shown on the CDP/FDP.

The specific SWM facilities will be determined at the time of site plan, and as may be approved by the LDS. While it is anticipated that compliance with the goal of retaining and/or reusing the first inch of rainfall and meeting the requirements of the aforementioned LEED credits will be confirmed at site plan by utilizing the proposed retention credits identified by the County as part of its stormwater spreadsheet, the Applicant reserves the right to utilize any combination of LID measures (existing and future) to meet this goal, subject to the review and approval of LDS. Similarly, if all other County suggested stormwater alternatives have been attempted, the Applicant reserves the right to over detain the runoff from a one-inch rainfall to a release rate that mimics that of a "good" forested condition.

F. If it is the Applicant's intent to use a rainwater harvesting system ("RWHS") for stormwater credit, variations in reuse water demand may create fluctuations in draw down of the RWHS tank(s). If storage time will exceed 10 days, due to seasonal variation in demand, the Applicant will have the right to discharge excess volumes off site during non-rainfall periods in a manner and at release rates as allowed by the PFM or as approved by the Director of LDS. To the extent practicable, such discharges will mimic release rates from a good forested condition for a significant majority of rainfall events, and/or excess volume will be directed to other facilities using a "treatment train" approach, if possible, as approved by the Director of LDS. If for any reason the designed dedicated end use(s) becomes unavailable because of some change, the Applicant will provide an approved alternative end use or install a properly designed BMP treatment system to achieve runoff reduction and treatment of the runoff.

G. All underground stormwater facilities or BMPs (eg. Any underground infiltration basins/trenches, filtering practices, detention basins, and manufactured treatment devices) must be located outside of the limits of the ultimate right-of-way for Results Road.

MISCELLANEOUS

53. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required transportation, publicly accessible park areas, or other proffered improvements have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations, necessary easements, site plan approval, etc.) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these improvement(s).

54. Metrorail Tax District Buyout for Multi-Family Residential Uses. At least sixty days prior to registration with the Common Interest Community Board of any residential condominium documents that would change the use of all or any portion of the Property that either: (i) is zoned to permit multi-family residential use but is not yet used for that purpose; or (ii) from use as a multi-family residential real property that is primarily leased or rented to residential tenants or other occupants by an owner who is engaged in such a business, in either case therefore taxable for purposes of the "Phase I District to a use that is not subject to the Phase I District tax, the Applicant will provide a written notice to the Director of the Real Estate Division of the Department of Tax Administration ("DTA") advising that the Applicant intends to register such condominium documents for that portion of the Property. Prior to registering the condominium documents, the Applicant will pay to Fairfax County a sum equal to the then-present value of Phase I District taxes estimated by the County to be lost as a result of that change in use.

55. Adjustment in Contribution Amounts. All monetary contributions, except as may be further specified in these Proffers, will adjust on a yearly basis from the base month of January

2027 and change effective each January 1 thereafter, as permitted by Virginia Code Section 15.2-2303.3.

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

57. Severability. Pursuant to subsection 8100.2.D of the Ordinance, any portion of the Property may be the subject of a PCA, SE, SP, or FDPA without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA will otherwise remain in full force and effect.

58. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement will include within its meaning and will be binding upon Applicant's successor(s) in interest and/or the owners from time to time of any portion of the Property during the period of their ownership. Once portions of the Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and will no longer be binding on the seller or other transferor. With respect to the common elements (as defined by the Virginia Condominium Act) of any condominium on the Property, the COA (including its board of directors) is primarily responsible for performance of any applicable proffers.

59. 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 NEXT PAGE]

APPLICANT/TITLE OWNER OF TAX MAP
29-3 ((15)) 11A2

TYSONS A LLC

By: _____

Its: _____

[SIGNATURES END]