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

PCA-2017-PR-015-002 AND CDPA-2017-PR-015 (RZPA 2025-PR-00071) – B9 SEQUOIA THE MILE OWNER 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:

- PCA-2017-PR-015-002 and CDPA-2017-PR-015, subject to the execution of proffers consistent with those dated October 21, 2026;

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

- Modification of subsection 4102.7.A.(7)(b)1 of the Zoning Ordinance of the maximum fence height from seven feet to fourteen feet for mechanical equipment and the proposed recreational facilities; and

- Modification of subsection 5100.2.C(5) of the Zoning Ordinance to allow a parapet wall, cornice, or similar projection to a maximum height of six feet.

ATTACHED DOCUMENTS:
Proffers dated October 21, 2026

MJ

PROFFERS
THE MILE
PCA 2017-PR-015-002
October 21, 2026

TABLE OF CONTENTS

Page

GENERAL 1
1. Conceptual Development Plan. 1
2. Proffered CDPA Elements. 1
3. Minor Modifications. 1
4. Declarations/Owners Associations. 1
PROPOSED DEVELOPMENT 2
5. Proposed Development. 2
6. Existing and Interim Development. 2
7. Final Development Plans. 2
8. Festivals, Fairs or Similar Activities. 2
9. Development Phasing. 2
10. Fire Marshal Evaluation. 2
ARCHITECTURAL AND URBAN DESIGN 2
11. Architectural Design. 2
12. Build-to-Lines. 3
13. Activated Streetscapes and Ground Floor Elements. 3
14. Signage. 5
15. Parking Structures. 5
16. Building Heights. 6
17. Telecommunications Equipment. 6
18. Bird Friendly Design Elements. 7
SUSTAINABLE BUILDING PRACTICES 7
19. Multifamily Residential Building Certifications. 7
20. Noise Attenuation. 9
21. Non-Residential Building Certifications 10
22. Single Family Attached and Stacked Townhouse Dwellings. 12
23. Sustainable Energy Practices. 14
SITE DESIGN AND AMENITIES 15
24. Conceptual Landscape Plan. 15
25. Detailed Landscape Plan. 15
26. Tree Preservation: 15
27. Landscape Planting Pre-installation Meeting. 15
28. Right of Way Tree Credit. 16
29. Structural Cells. 16
30. Tree Planting Installation Observation within the Signature Park. 16
31. Tree Stake-Out at the Signature Park. 16
32. Tree Species Confirmation. 16
33. Soil Remediation. 16
34. Demolition. 17

35. Streetscaping. 17
36. Interim Conditions and Standards. 20
TRANSPORTATION IMPROVEMENTS 22
37. Grid of Streets. 22
38. Jones Branch Drive. 25
39. Westpark Drive. 25
40. Westbranch Drive. 25
41. The Mile Avenue. 26
42. Maitland Street. 26
43. Blyton Street. 27
44. Rowling Street. 27
45. Service Streets D and G. 28
46. Private Alleys – Blocks B, C and D. 28
47. Public Street Standards. 29
48. Traffic Signals. 29
49. Supplemental Operational Analyses. 30
50. Tysons Grid of Streets Transportation Fund. 30
51. Tysons-wide Transportation Fund. 31
52. Route 123 Improvements. 31
53. Construction Management Plan. 31
54. Bicycle Circulation. 31
55. Community Circuit. 32
56. Bicycle Parking. 33
57. Bike Share Facility. 33
58. Marked Crosswalks and Pedestrian Refuge. 33
59. Bus Shelters. 33
PARKING 33
60. Zoning Ordinance Requirements. 33
61. Phasing of Parking. 33
62. Parking Spaces along Streets. 34
63. Parking Stipulations. 34
64. Future Parking Revisions. 34
TRANSPORTATION DEMAND MANAGEMENT 34
65. Transportation Demand Management Plan. 34
66. Transportation Demand Management for Retail/Hotel Uses. 44
AFFORDABLE/WORKFORCE HOUSING 45
67. Affordable Dwelling Units. 45
68. Workforce Dwelling Units. 45
69. Non-Residential Contribution for Workforce Housing. 46
PARKS, RECREATIONAL FACILITIES, AND PUBLIC FACILITIES 46
70. Publicly Accessible Park Space and Recreational Facilities. 46
71. Amenities and Facilities for Residents. 52
72. Athletic Field Contribution. 52
73. Public School Contribution. 52
STORMWATER MANAGEMENT 53
74. Stormwater Management. 53

75. Tree Replacement. 55
76. Sanitary Sewer. 55
MISCELLANEOUS 55
77. Blocks B, C and D Transformers. 55
78. Metrorail Tax District Buyout for Certain Residential Uses. 56
79. Zoning Administrator Consideration. 56
80. Adjustment in Contribution Amounts. 56
81. Advanced Density Credit. 56
82. Severability. 56
83. Successors and Assigns. 57
84. Counterparts. 57

PROFFERS

THE MILE
PCA 2017-PR-015-002

October 21, 2026

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and subsection 8101.2.C of the Zoning Ordinance of Fairfax County (2023, as amended) (the "Zoning Ordinance"), the property owners and Applicant, for themselves and their successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as 29-4 ((7)) 1A2, 7A1, 8A and 29-4 ((7)) (3) 2, 3, 5, 7, A, B, C, D, E, F, H, J, and M (collectively, the "Property") will be in accordance with the following conditions if, and only if, the Board of Supervisors (the "Board") approves proffered condition amendment application PCA 2017-PR-015-002 (this "PCA"). If the PCA application is approved by the Board, the proffered conditions below supersede the previously approved proffered conditions applicable to the Property. In the event this PCA application is denied by the Board, these Proffers will be immediately null and void and all proffers accepted in RZ 2017-PR-015 will remain in full force and effect. In any event, the original proffers approved in conjunction with RZ 2017-PR-015 will remain in full force and effect with respect to all property subject to RZ 2017-PR-015 that is not included in this PCA.

GENERAL

1. Conceptual Development Plan. The Property will be developed in substantial conformance with the certain elements of The Mile Conceptual Development Plan Amendment dated October 1, 2025 and revised through October 20, 2026 prepared by VIKA Virginia, LLC, SCB, and Design Collective, Inc.

2. Proffered CDPA Elements. It will be understood that the proffered elements of the CDPA are limited to the grid of streets, general location of the points of access, general location of the buildings, minimum and maximum overall gross floor area (GFA), minimum and maximum building heights, minimum and maximum overall number of residential dwelling units, build-to-lines, amount and general location and character of urban park land, and general quality and character of the streetscape (the "Proffered Elements"). Other elements of the CDPA may be adjusted or modified with approval of future Final Development Plans (FDPs) in accordance with the provisions set forth in subsection 8100.2.E(2) of the Fairfax County Zoning Ordinance (the "Zoning Ordinance").

3. Minor Modifications. Minor modifications to the proffered elements of the CDPA 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.

4. Declarations/Owners Associations. The Applicant will cause the recordation of an umbrella owners association (UOA) or the equivalent for the Property, or at the Applicant's

discretion. The UOA or equivalent will be in the form of one or more reciprocal easement and/or joint maintenance and/or joint development agreements, and other governance documents as necessary (collectively referred to as "UOA or equivalent") to provide for the implementation and administration of the obligations. Such governance documents will be submitted to the Office of the County Attorney prior to the issuance of the first RUP or Non-RUP for the second building or block to be constructed to ensure they provide for the various proffers and maintenance obligations not otherwise covered by separate agreement with Fairfax County (the "County"), the Fairfax County Park Authority (FCPA), and/or the Virginia Department of Transportation (VDOT) (the "Obligations"). However, a UOA or the equivalent will not be required for the expansion of existing uses or the establishment of interim uses as described in Proffer 6. Said UOAs or equivalents may be expanded to include other nearby properties. Prior to such time as a UOA or the equivalent is created, the Applicant will be responsible for the implementation and administration of the Obligations.

PROPOSED DEVELOPMENT

ARCHITECTURAL AND URBAN DESIGN

12. Architectural Design. The architectural treatment of all buildings within the Proposed Development 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. Multifamily and nonresidential buildings will be designed with high quality architecture and building materials such as metal panel cladding systems, wood fiberglass reinforced concrete panels with a variety of colors and finishes, commercial grade masonry, porcelain tiles, and high quality precast concrete panel systems, or other materials that, at the time an individual FDP is approved, are typically used on the exterior of high quality office buildings and residential, retail and hotel buildings of a similar quality, as generally depicted on the CDPA. Single family attached and stacked townhouse dwellings will be designed with high quality architecture and building materials to be determined at the time of FDP, and will be oriented to the street to establish a street wall around the applicable block. The residential units will utilize a four-sided architectural approach to create an inviting and dynamic public realm and coordinate with the surrounding development.

Multifamily and nonresidential buildings will be designed to ensure variety in the height, rooflines, massing, and style of buildings constructed on each of the blocks and throughout the Property while ensuring transitions between the base and tower components within and between blocks. Examples of the variety of building massing, heights, rooflines, and styles suitable for the buildings are illustrated on Sheets A-5.01 through A-5.12 of the CDPA. These various examples: include buildings with podium parking and buildings with parking interior to the building; incorporate steps in the building heights; provide taller elements at key corners; vary material, color, and/or texture to express the ground floor, building base, and building tower; offer different roof forms; add architectural features above the roofline; utilize architectural lighting to highlight varied rooflines; include parapet modulation; create a variety of horizontal and vertical planes along the building facades that may continue into the roofline; break facades into sections through the use of

differing materials or architectural treatments; utilize creative balcony elements; and/or incorporate differing window types and patterns; depict high rise residential buildings to be located on Blocks H and I; illustrate examples in which townhouses and stacked townhouses have been successfully implemented in an urban context including along curved roads such as Jones Branch Drive on Block D; and identify methods in which pedestrian porosity can be achieved into the interior of Blocks B, C and D. At the time of FDP review for each building or Block, the Applicant will incorporate these types of design elements in the building's design, detail the various architectural elements utilized, and provide a design narrative to the Planning Commission describing how the proposed building design meets the objective of creating a variety of architectural treatments, rooflines, heights, and massing within each building and throughout the Property. Additionally, at the time of FDP review, the Applicant will refine the bulk and massing of each mid-rise or high-rise building, reevaluate the bulk of tower orientation, evaluate the potential incorporation of additional step-backs, and provide additional detailed shadow studies based on the final design of each building.

13. Build-to-Lines. Build-to-lines (BTL) have been depicted on the CDPA, to create an urban, pedestrian-oriented environment where the building is located close to the street and pedestrian/streetscape areas are located between the building 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 will be permitted provided such are in general conformance with the CDPA and are shown on an approved FDP and/or site plan. Awnings and other architectural canopies attached to the buildings will not extend beyond the building zone, except as may be shown on the approved FDP. At the time of FDP, the Applicant will identify possible locations along the street level, outside of the clear pedestrian sidewalk and dedicated right-of-way for areas for outdoor dining.

14. Activated Streetscapes and Ground Floor Elements. Activated streetscapes will be provided by designing and constructing streetscapes and exterior facades of ground floor areas adjacent to streets as generally depicted on the CDPA. The ground floors of all new buildings on the Property (except for those blocks with only residential uses on the ground floor), but not the parking structures and entrances associated with said buildings, will be designed and constructed with non-residential portions of ground floors having a minimum average floor to floor height of 16 feet to accommodate potential non-residential uses or residential amenity uses designed to activate the streetscape. Modifications and further refinements may be permitted with the approval of future FDPs. In addition, the Applicant will provide for a hierarchy of activated streetscapes as delineated on Sheet L-2.01 of the CDPA and described below.

    A. Primary Pedestrian Corridors. These areas are designed to accommodate major pedestrian activity. Primary Pedestrian Corridors will generally incorporate the following elements, which may be adjusted with approval of an FDP:

        (i) The ground floors of buildings will incorporate active uses along approximately 75% of the street frontage, with functioning entry doors into such applicable uses provided with a maximum separation of 75 feet, unless

a greater separation is needed to accommodate larger tenant spaces or as may be permitted by the Zoning Administrator.

(ii) A minimum 40% of the area of the street front ground floor facades of such buildings will be constructed with glazed windows and doors or other transparent materials.

(iii) Parking structures along the ground floor facades of buildings will be minimized, but where they occur, the general façade detailing of the building above will be continued to the ground plane or display windows will be provided.

(iv) Limited direct access to parking garages and loading/trash/service areas.

B. Secondary Pedestrian Corridors. These areas are designed to accommodate moderate pedestrian activity, providing access to a variety of uses on the Property. Secondary Pedestrian Corridors will generally incorporate the following elements, which may be adjusted with approval of an FDP:

(i) Where the ground floors of buildings incorporate non-residential uses, functioning entry doors into such applicable uses will be provided with a maximum separation of 75 feet or less, unless a greater separation is needed to accommodate larger tenant spaces or as may be permitted by the Zoning Administrator. A minimum 30% of the area of the street front ground floor facades of such buildings will be constructed with glazed windows and doors or other transparent materials.

(ii) In residential buildings that do not incorporate non-residential uses on part or all of the ground floors, the building design of the primary facades will incorporate, to the degree feasible, recreational and amenity spaces on the ground floor with a minimum of 25% of the ground floor façade constructed with glazed windows and/or doors or other transparent materials, and/or incorporate entries into individual dwelling units from the street level. If residential units have direct access to the streetscape from an individual unit, design features will be employed to provide interior privacy (such as having a ground floor elevation that is above the sidewalk grade).

(iii) Parking structures along the ground floor facades of buildings should be minimized, but where they occur, screening composed of architectural systems designed to restrict views into the garage spaces from street level will be applied, or the general façade detailing of the building above may be continued to the ground plane.

(iv) Loading/trash/service areas along Secondary Pedestrian Corridors will be screened from public view through the use of roll down doors or similar treatment.

C. Tertiary Pedestrian Corridors. These areas are designed to accommodate modest pedestrian activity making connections to less intense areas or through alleys. Tertiary Pedestrian Corridors, not located along private alleys or adjacent to parks/open space, will incorporate the following elements:

(i) Where the ground floors of buildings incorporate Non-Residential Uses, a minimum 25% of the area of the ground floor facades of such buildings will be constructed with glazed windows and doors or other transparent materials.

(ii) In residential buildings that do not incorporate Non-Residential Uses on part or all of the ground floors, efforts will be made to incorporate, recreational and amenity spaces on the ground floor with appropriate transparency and/or incorporate entries into individual dwelling units from the street level. Residential units that have direct access to the streetscape from an individual unit will utilize design features to provide interior privacy.

(iii) Parking structures along the ground floor facades of buildings should be minimized, but where they occur, screening composed of architectural systems designed to restrict views into the garage spaces from street level will be applied, or the general façade detailing of the building above may be continued to the ground plane.

(iv) Loading/trash/service areas along Tertiary Pedestrian Corridors will be screened from public view through the use of roll down doors or similar treatment.

D. Service Street/Alley Corridors. These areas are designed to accommodate only modest pedestrian activity. Parking structures and access to parking garages and loading/trash/service areas are encouraged along Service Street/Alley Corridors provided the sidewalks and alley crossings remain ADA compliant.

15. Signage. Signage for the Property will be provided in accordance with the requirements of Article 7 of the Ordinance or as may be approved with a special exception. The placement of traffic control signage on public streets will be coordinated with VDOT. Wayfinding signage and elements may be provided for the Property. Wayfinding will provide direction to locations of prominent attractions, parks, cultural arts destinations, bicycle trails, and other public amenities.

16. Parking Structures. To further the goals of the Comprehensive Plan, above grade parking structures will incorporate uses or screening at the ground level so as to provide a pleasant and attractive design/experience along the streetscape. In addition, one or more of the following techniques will be employed to screen garage areas above the street level:

A. Inclusion of an active layer of occupied space;

B. Continuation of the general façade detailing of the tower above down to the top of the retail level storefront;

C. Extension of retail signage and architectural expressions above the retail level to provide a variety of storefront experiences, as may be permitted by the Zoning Ordinance or by an approved special exception; or

D. Application of a variety of architectural screening materials that may include, but not be limited to, metal framing systems with inserted panels of wire mesh, metal, glass or other materials, and precast concrete or masonry spandrels designed to minimize views into the garage spaces from street level as shown on Sheet A-5.09 of the CDPA.

In the event that a portion of the parking structure extends beyond the roofline of the building, then the exposed garage façade shall be finished with the same building materials used on the main building.

Parking garage and loading/trash/service entrances may be adjusted with site plan approval, provided such relocation or adjustment does not negatively impact the quality of the streetscape or significantly increase the width of the loading entrance, and is in keeping with the parking/loading stipulations of Proffer 13.

Parking structure design features will be depicted on the FDP for review and approval.

17. Building Heights. The minimum and maximum building heights for the proposed buildings on the Property are identified on the CDPA. The final height may be less than the maximum height shown on the CDPA but not less than the minimum. Building height will be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and will be exclusive of those structures that are excluded from the maximum height regulations as set forth in subsection 5100.2.C of the Zoning 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 of the Zoning Ordinance. All building penthouses/rooftop structures will be screened and integrated into the architecture of the building.

Parapet walls will not exceed six (6) feet in height, unless otherwise determined at the time of FDP approval.

18. Telecommunications Equipment. Telecommunications equipment may be placed on the proposed buildings' rooftops. 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 at street level. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

19. Bird Friendly Design Elements. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant will design each multifamily or nonresidential 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 and submitted to the Department of Planning and Development (DPD) for review and approval, and Land Development Services (LDS) for information only, for each Building where 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 excessive or unnecessary night-time illumination of commercial buildings or other structures on the sites, recessed balconies and roof setbacks, and breaking up of glass swaths.

SUSTAINABLE BUILDING PRACTICES

20. Multifamily Residential Building Certifications. For each multifamily residential building to be constructed on the Property, the Applicant will provide documentation to the Environmental Branch of DPD (EB) demonstrating attainment of, at a minimum, LEED Certified certification (or equivalent) by the U.S. Green Building Council's Leadership in Energy and Environmental Design – New Construction (LEED) prior to bond release for each building, as further outlined below.

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

Except as otherwise provided below in Paragraph E as an alternative, a LEED or equivalent-accredited professional (the "LEED-AP") who is also a professional engineer or architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the building.

B. At the time of building plan submission, the Applicant will designate a Fairfax County representative as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

C. Prior to the building plan approval for the building to be constructed, the Applicant will post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to the Department of Land Development Services (LDS) as defined in the Public Facilities Manual (PFM), in the amount of $2.00/square foot of GFA, as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification, by the USGBC, under the project's registered version of the LEED rating system. The provision to EB of documentation from the USGBC that each building has attained LEED certification will be sufficient to satisfy this commitment.

D. At the time LEED certification is demonstrated to the EDRB, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to EB demonstrating attainment of LEED certification or demonstrating that the building has fallen short of LEED certification by three (3) points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

E. As an alternative to the actions outlined in the Paragraphs A, C and D above, the Applicant may choose, at its sole discretion, to pursue a certification higher than LEED, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Silver certification.

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

Prior to final bond release of each building, the Applicant will submit documentation to EB, confirming the status of LEED certification.

F. As an alternative to the actions outlined in the Paragraphs A, C, D and E above, if the project meets the applicable eligibility criteria, the Applicant may select, subject to EB approval, to utilize an alternate residential rating system such as, but not limited to, Earth Craft, or the National Green Building Standard (NGBS) using either the ENERGY STAR® Qualified Homes path for energy performance, or another approved energy performance path. To use an energy path other than ENERGY STAR, the dwelling unit must provide both the above referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard. This program may be implemented without posting an escrow. If an alternate residential rating system is selected as an alternative to the previous paragraphs, the Applicant will note the selected system and provide a completed checklist of the anticipated options to be pursued for the specified rating system at the time of building plan review. The Applicant will demonstrate attainment of the selected certification from a rater recognized through the selected program prior to bond extension, reduction or final bond release of each building site, whichever occurs first. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the applicable building site.

21. Noise Attenuation. The Applicant must incorporate construction measures consistent with those found in the Phoenix Noise & Vibration, LLC report dated March 31, 2026 to ensure

that interior noise in dwelling units will not be in excess of DNL 45 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.

22. Non-Residential Building Certifications. For each non-residential building to be constructed on the Property, the Applicant will provide documentation to EB demonstrating attainment of, at a minimum, "LEED Silver" certification (or equivalent) by the U.S. Green Building Council's Leadership in Energy and Environmental Design – (LEED) prior to bond release for each building, as further outlined below

A. The Applicant will include, as part of the building plan submission for any new non-residential building to be constructed on the Property, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell (LEED®) rating system, or other LEED rating system determined to be applicable by the U.S. Green Building Council (USGBC), or its equivalent (as determined jointly by the Applicant and Fairfax County), that the Applicant anticipates attaining. All references herein to LEED include both LEED or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.

Except as otherwise provided below in Paragraph E as an alternative, the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification of the building.

B. At the time of building plan submission, the Applicant will designate a Fairfax County representative as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

C. Prior to the building plan approval for the building to be constructed, the Applicant will post a "green building escrow" in the form of cash or a letter(s) of credit from a financial institution acceptable to LDS as defined in the Public Facilities Manual (PFM), in the amount of $2.00/square foot of GFA, as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED Silver certification, by the USGBC, under the project's registered version of the LEED rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the EB of documentation from the USGBC that each building has attained LEED Silver certification will be sufficient to satisfy this commitment.

D. At the time LEED Silver certification is demonstrated to EB, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

If prior to bond extension, reduction or final bond release for the applicable building site plan, whichever occurs first, the Applicant provides to EB documentation demonstrating that LEED Silver certification for the building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of attainment of LEED Silver certification, 50% of the green building escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release.

If prior to bond extension, release or final bond release for the applicable building site plan, whichever occurs first, the Applicant fails to provide documentation to EB demonstrating attainment of LEED Silver certification or demonstrating that the building has fallen short of LEED Silver certification by three (3) points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, which given the construction timelines associated with the Proposed Development there is the potential for multiple bond extensions or reductions prior to the Proposed Development's completion, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release.

E. As an alternative to the actions outlined in the Paragraphs A, C and D above, the Applicant may choose at its sole discretion to pursue a certification higher than LEED Silver, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Gold pre-certification.

Prior to building plan approval for the building to be constructed, the Applicant will submit to EB documentation from the USGBC demonstrating that LEED Gold pre-certification under the Core and Shell program has been attained for that building. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED Gold certification.

However, if the Applicant is unable to provide the pre-certification documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit, post an escrow identical to the one described in Paragraph C above. This escrow will be released upon submission of the documentation to EDRB from the USGBC demonstrating that the building is anticipated to attain a sufficient number of credits to attain LEED Gold certification.

23. Single Family Attached and Stacked Townhouse Dwellings.

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

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

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

D. Prior to building plan approval for each phase, the Applicant will designate a Fairfax County representative or point of contact as a team member in the USGBC's LEED Online system. This team member will have privileges to review

the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

E. The Green Building Escrow for the Proposed Development will be released in accordance with the following:

(i) If prior to bond extension, reduction or final bond release for the Proposed Development, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for the Proposed Development has not been attained but that the Proposed Development has been determined by the USGBC to fall within three points of attainment of LEED certification, 50 percent of the green building escrow for the Proposed Development will be released to the Applicant; the other 50 percent will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

(ii) If prior to the bond extension, reduction or final bond release for the Proposed Development, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED certification or demonstrating that the Proposed Development has fallen short of LEED certification by three points or more, the entirety of the escrow will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

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

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

H. Alternative Program. Where the Applicant has provided evidence sufficient for EDRB to find that an alternative green building program administered by an independent third party or a proprietary program has demonstrated equivalence to another independent third party rating system, other than the foregoing programs, and that such alternative program will ensure that equivalent environmental and energy efficiency will be achieved in the Project, the Zoning Administrator may approve the use of such alternative program, subject to such conditions as may be reasonably necessary to ensure that the alternative program will achieve the goals of this proffer.

24. Sustainable Energy Practices. To promote efficient, renewable and sustainable energy practices:

A. Electric Vehicle Charging Infrastructure.

(i) Electric vehicle charging stations will be installed in new parking structures serving the proposed multifamily or nonresidential buildings on the Property such that, at the issuance of the first RUP/Non-RUP for each building(s) served by said parking structures, a minimum of two percent (2%) of all parking spaces in such parking structures will be equipped with universal, Level 2 electric vehicle charging stations, which must be fully wired and functional at the time of RUP/Non-RUP issuance. Nothing contained in this proffer will preclude the Applicant from providing a higher percentage of recharging stations if desired.

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

B. Energy and Water Data. To the extent there are master electric, gas and water meters for entire building, upon request by the County, the Applicant will provide to the County aggregated non-proprietary energy and water consumption data, as practicable, for the building.

SITE DESIGN AND AMENITIES

25. Conceptual Landscape Plan. The CDPA 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 subsequent FDP approvals, more detailed landscape plans for each building phase will be provided in general conformance with the concepts included on the CDPA with adjustments permitted so long as the quality of the landscaping provided and the function of the space remains consistent with that shown on the CDPA. Such plan will include the location of all known utilities and sight distance requirements overlaid on the planting plan. Alterations and refinements to the landscaping may be made with approval of a FDP without the need for a PCA or CDPA.

26. Detailed Landscape Plan. As part of the first and all subsequent site plan submissions for the Property, the Applicant will submit to FCON, for review and approval, a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and materials shown on the approved FDP, and will include, among other things, irrigation information, tree canopy information, design details for tree wells and other similar planting areas on structures and along streets. 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. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations.

    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. Any proposed changes to planting locations, tree or shrub sizes, or species substitutions from the approved landscape plan will be reviewed and approved by FCON prior to planting.

27. Tree Preservation: The Applicant will demonstrate compliance with the tree conservation and 10-year tree canopy requirements of Zoning Ordinance § 5108.8, County Code Chapter 122, and PFM Chapter 12 at the time of Final Development Plan (FDP) and site plan submissions. If the required 10-year tree canopy cannot be fully provided on-site, the Applicant may seek administrative relief—such as alternative compliance, off-site tree banking, or pro-rata contributions to the Tree Preservation and Planting Fund—subject to review and approval by the Director of Land Development Services (LDS) in accordance with PFM § 12-0312 and § 12-0313 at the FDP or site plan stage.

28. Landscape Planting Pre-installation Meeting. Before installing any plants required by the approved Landscape Plan, the contractor or developer will coordinate an on-site pre-installation meeting with the landscape contractor, FCPA, Forest Conservation, 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 FCPA and Forest Conservation before planting. In-stalling unapproved plants may require a landscape plan revision or the removal and replacement of non-compliant trees or shrubs before bond release.

29. Right of Way Tree Credit. As depicted on the CDPA, the Applicant anticipates requesting at the time of site plan that trees located within the right-of-way be counted toward the 10-year tree canopy requirement. In the event that any of these trees are removed for maintenance or repairs, the Applicant will replace any removed trees on site, subject to FCON approval, to sustain the 10-year tree canopy requirement. The Applicant will prepare a detailed Street Tree Maintenance Plan for trees planted within the right-of-way. The plan must include, but not be limited to: proper tree selection, installation during the appropriate planting season, monitoring of moisture levels, pest management and maintenance, and proper pruning. The plan must be submitted with the first and all subsequent submissions of the site plan for each building for review and approval by FCON.

30. Structural Cells. In the event the use of structural cell technology is required for trees to be counted toward 10-year canopy coverage requirements, at the time of site plan submission the Applicant will include a technical description of the structural cells and 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 FCPA, Forest Conservation and SDID Site Inspections. Additionally, the Applicant will provide a tree planting narrative requiring a pre-installation meeting prior to cell installation.

31. Tree Planting Installation Observation within the Signature Park. The registered landscape architect of record will be on-site during all critical phases of landscape work in Signature Park, including soil preparation, remediation, structural cell installation, bioretention plantings, plant delivery, temporary storage, preparation (removing wires, tags, wrappings, and girdling roots), planting (ensuring proper depth and spacing), irrigation installation, substitution requests to FCPA and Forest Conservation, and the final bond release inspection to verify plant quantity and quality. The landscape architect must document each phase in reports submitted to FCPA and Forest Conservation and SDID Site Inspections, with the reporting schedule and method outlined at the final Site Plan submission.

32. Tree Stake-Out at the Signature Park. To ensure compliance with the approved landscape plan for Signature Park, the Applicant must stake out tree locations as shown on the plan before the Landscape Pre-installation meeting. FCPA and Forest Conservation will review these locations in the field during the meeting before planting begins.

33. Tree Species Confirmation. To verify compliance with the approved plan the Applicant must submit a purchase order confirming that the tree species match those approved on the landscape plan. This information will be reviewed at time of planting and final inspection.

34. 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 to 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 site plan outlining the soil restoration process for review and approval by FCON and FCPA in the Signature Park.

35. 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 FCON. All tree protection fencing must be installed and verified by a County representative prior to commencement of demolition activities.

36. Streetscaping. Streetscaping will be installed throughout the Property as generally depicted on the CDPA. Streetscape elements will include: a landscape amenity panel located immediately behind the face of curb; a clear pedestrian sidewalk adjacent to the landscape amenity panel; and a building zone between the pedestrian sidewalk and the face of the building. The clear pedestrian sidewalk along Rowling Street and Blyton Street north of The Mile Avenue will be a minimum of eight (8) feet in width. The building zone is designed to allow access to the buildings and/or additional landscaping adjacent to residential uses and storefront browsing, outdoor dining, and similar uses adjacent to Non-residential uses. The building zone along all block frontages may vary from four (4) to twelve (12) feet. At the time of FDP for the base option for Blocks B, C and D the Applicant will study and refine the relationship of the dwelling units to the streetscape along the block frontages to establish a transition between the public realm of the streetscape and the more private residential entry zone to the units. Streetscaping elements may be adjusted at the time of FDP approval, provided the quality and dimensions of the streetscape are in substantial conformance with that shown on the CDPA.

A. Street Trees. Tree planting sites are depicted on the CDPA but remain subject to revision as may be approved by FCON at the time of site plan review. 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 or by electronic mail no later than three business days prior to tree pit construction to allow for County inspection. Where minimum planting widths of eight (8) feet cannot be provided, alternative measures either as identified in the Tysons Urban Design Guidelines or as approved by FCON, will be used to satisfy the following specifications for all planting sites:

(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, or as an option a grated covering of the open surface area as may be approved with the FDP. In areas where it is not feasible to provide a minimum of 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 rooting area of 8 feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within four feet of the base of the tree on avenues and collectors and within 3.5 feet of the base of the tree on local streets;

(iii) Minimum soil volume for Category III and Category IV trees (as defined in Table 12.17 of the PFM) will be 700 cubic feet per tree for single trees, but

may be reduced to a minimum of 400 cubic feet where necessary, such as where utility locations preclude greater soil volume. For two trees planted in a contiguous planting area, a total soil volume of at least 600 cubic feet per tree will be provided. For three or more trees planted in a contiguous area, the soil volume will equal at least 500 cubic feet per tree. A contiguous area will be any area that provides root access and soil conditions favorable for root growth throughout the entire area.

(iv) Typical soil specifications will be provided at time of site plan to FCON for trees counted to meet 10-year tree canopy coverage;

(v) All shade trees will be a minimum of 3 inches in caliper at the time of planting; all flowering trees will be a minimum of 2-inch caliper at the time of planting; and all new evergreen trees will be a minimum of eight (8) feet in height at the time of planting; and

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

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

C. Utility Locations. Utilities, including, but not limited to 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 CDPA and/or subsequent 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 the FCON.

A conceptual utility plan will be overlaid on the landscape plan submitted with each FDP. 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 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. If a tree that is deleted due to conflicts with existing or proposed utilities 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.

Maintenance access points to SWM Facilities and electric vaults beneath the streetscape should be located outside clear pedestrian walkway zone of the streetscape when feasible. 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.

D. Sight Distance Considerations. Sight distance requirements will be provided on the landscape plan submitted with each FDP, 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 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 VDOT, FCDOT or any applicable utility company 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 the 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. Landscape Planting Pre-installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plan, the contractor/developer shall coordinate a pre-installation meeting on the site with the landscape contractor, FCON staff, and any additional appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan shall be reviewed and must be approved by FCON staff prior to planting. The installation of plants not approved by FCON may require the submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.

F. Streetscape Furnishings and Materials and Lighting. Unified and high-quality streetscape materials and site furnishings to be used on the Property will be shown on the FDP. Any modifications to these materials and furnishings will be compatible with those identified in the Tysons Urban Design Guidelines, as may be amended and or modified.

All streetscape lighting will be energy efficient. All on-site, outdoor and parking garage lighting will not exceed that permitted under the Outdoor Lighting Standards of Section 5109 of the Ordinance. The same or similar street lights will be used consistently throughout the Property. All parking lot and 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.

G. Maintenance. The Applicant will maintain in-kind all pedestrian realm elements within the Property. The pedestrian realm includes all areas between the back of curb and 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. An alternative maintenance agreement, such as a Business Improvement District, may be entered into upon written agreement of both the County and the Applicant without the requirement for a PCA. 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 and non-standard structures;

(v) All lighting fixtures, brackets and poles;

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

(vii) Snow removal;

(viii) Leaf removal;

(ix) Trash, recycling and litter removal;

(x) Decorative retaining walls;

(xi) Special drainage features, such a Low Impact Design facilities; and

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

37. Interim Conditions and Standards. Due to the nature of the Proposed Development and the time anticipated for its build-out, phased development may result in various interim conditions on the Property. At the time of FDP submission, the Applicant will identify the specific proposed interim conditions within the FDP area and outside the FDP area and will ensure such conditions provide pedestrian connections, vehicular circulation and access, temporary streetscaping and landscaping, public park treatments, and screening/treatment of exposed/partially complete above grade parking structures.

A. If an interim condition/phase includes partial demolition of an existing structure, the FDP for that phase will include all or a portion of the existing structure as

necessary to ensure revisions to parking and on-site circulation for the existing structure are adequate.

B. If interim improvements not located on the Property are contemplated with any FDP, such FDP will specify how and when such improvements are to be constructed.

C. Interim conditions will comply with the following general standards, provided that the improvements are acceptable to Fairfax County, VDOT, and all other utility companies as may be appropriate; however, they may be modified and adjusted with FDP approval.

(i) Construction of interim sidewalks a minimum of five (5) feet in width and installation of interim street lights along the interim sidewalks, as determined at the time of FDP.

(ii) Installation of street trees, with a minimum size of 2-inch caliper, approximately every 50 feet, to the extent feasible as determined by FCON based on existing conditions and utility easements. Interim street tree planting will not be required to meet the minimum planting width/area standard for permanent street trees.

(iii) Provision of interim designs for publicly accessible open spaces will include interim landscaping, pedestrian pathways, seating, signage, lighting and recreational facilities as determined at FDP. Interim public open space areas will be clearly signed as an interim or temporary facility.

(iv) Provision of peripheral and interior parking lot landscaping in accordance with Subsection 5108 of the Zoning Ordinance for new interim surface parking lots that are proposed on an FDP, unless waived or modified at site plan.

(v) Application of a screening system (which may be removable) where above grade garage structures that will be interior when later phases are complete are exposed at phase lines. This screening system will be applied to all levels above grade and will be composed of an architecturally designed system that may reflect basic architectural lines of the permanent facades, and that will partially obscure the garage view from outside the garage until the next phase is constructed. The use of temporary artworks as a part of the screening system will also be considered as part of the interim screening system. The specific screening system to be utilized for each building will be determined at the time of FDP approval and graphically depicted on the FDP. Alternate temporary garage screening may be approved with FDP approval.

(vi) Grading and seeding of areas on the Property where existing improvements are removed to accommodate a portion of the Proposed Development, and are not scheduled to commence construction within 12 months.

(vii) Where appropriate, provision of attractive temporary construction fencing, which may include public art, signage or wayfinding elements. Signage will be in keeping with Article 7 of the Ordinance or alternatively in accordance with an approved special exception.

TRANSPORTATION IMPROVEMENTS

38. Grid of Streets.

The Applicant will construct and place into operation a proposed grid of streets as generally located and depicted on Sheets C-28 and C-28A of the CDPA in accordance with the Phasing Exhibits. The functional classification of the streets on and adjacent to the Property is provided below:

Street	Classification
Jones Branch Drive	Avenue/Collector
Westpark Drive	Avenue
The Mile Avenue	Avenue
Westbranch Drive	Collector
Maitland Street	Local
Hornby Street	Local
Blyton Street	Local
Rowling Street	Local
Service Streets D and G	Service Street (Private)
Private Alleys on Blocks B, C and D	Service Street (Private)

A. Public Streets. Those streets constructed within the limits of the Property and identified on the CDPA as The Mile Avenue, Rowling Street, Maitland Street, Blyton Street and Hornby Street will be designed and constructed as public streets. Public street improvements proposed herein will be subject to VDOT approval and be in general conformance with the *Transportation Design Standards for Tysons Corner Urban Center* (the "Design Standards") of the Memorandum of Agreement approved by the Board of Supervisors on September 13, 2011, as may be amended (the "MOA"), subject to modifications/waivers as may be granted. Notwithstanding what is provided in the MOA, electric transformers, stormwater vaults, and other utility vaults will not be located in the VDOT right-of-way, unless specifically approved by VDOT. The Applicant will design and construct these streets to meet the Design Standards and will work diligently with VDOT and the County during the FDP and site plan approval processes to ensure that the improvements proposed to existing and new public streets will be accepted by VDOT system as public streets. Right-of-way necessary for the existing and new public streets, as may be further qualified by these Proffers, will be dedicated and

conveyed to the Board of Supervisors in fee simple, as applicable, at the time of site plan approval.

The Applicant will diligently pursue VDOT acceptance of improvements to existing streets and new public streets, 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").

B. Rights-of-Way. The Applicant will dedicate and convey in fee simple to the Board of Supervisors rights-of-way for each of the public streets listed in Paragraph A above. Dedication will include the area of the adjacent landscape amenity panel and sidewalk and will occur at the time of site plan approval, with the following exceptions:

(i) If at the time of site plan approval it is determined that facilities proposed to be located beneath the landscape amenity panel/sidewalk will prevent VDOT and/or Fairfax County from accepting the landscape amenity panel/sidewalk within the proposed right-of-way, the Applicant will provide dedication and/or vacation of existing fee simple right-of-way measuring 18 inches from the proposed face of curb line and will reserve for potential future dedication the landscape amenity panel and sidewalk areas. A temporary public access will be recorded over the reserved landscape amenity panel/sidewalk areas until such time as they are dedicated. This reservation area will include easements for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant will provide easements within the amenity panel/sidewalk area for bus shelters as determined at the time of FDP or site plan. Conveyance of the amenity panel/sidewalk areas to the Board of Supervisors will occur following construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT subject to the stipulations in these Proffers.

Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas continue to be unacceptable to VDOT and/or Fairfax County for inclusion in the right-of-way, the reservation of potential future dedication of the landscape amenity panel and sidewalk areas will be released and the Applicant will grant a public sidewalk and utility easement, in a form acceptable to the Office of the County Attorney. This easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant will provide easements for bus shelters as determined at the time of site plan.

(ii) If at the time of site plan approval it is unclear whether facilities proposed to be located beneath the landscape amenity panel/sidewalk will be acceptable to VDOT, Dominion Power and/or Fairfax County, the Applicant will provide dedication measuring 18 inches from the proposed face of curb line at the time of site plan approval and will reserve for potential future dedication the landscape amenity panel and sidewalk areas. A temporary public access easement in a form acceptable to the County Attorney will be recorded over the reserved landscape amenity panel/sidewalk areas until such time as such areas are dedicated. The reservation area will include easements that allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant will provide easements for bus shelters as determined at the time of site plan. Conveyance of the amenity panel/sidewalk areas to the Board of Supervisors will occur following construction of the street and streetscape improvements and final street acceptance inspection by Fairfax County and/or VDOT subject to the stipulations in these Proffers.

(iii) Should it be determined following final street acceptance inspection that the landscape amenity panel and sidewalk areas are not acceptable to VDOT and/or the County to be included in the right-of-way, the reservation of potential future dedication of the landscape amenity panel and sidewalk areas will be released and a public sidewalk and utility easement, in a form acceptable to the County Attorney, will be granted in its place. This easement will allow for the installation of signage necessary for safety and operation of the street as well as parking regulation equipment by VDOT and/or the County. In addition, the Applicant will provide easements within any privately-owned amenity panel/sidewalk area for bus shelters as determined at the time of FDP or site plan.

C. Private Streets and Alleys. A public access easement in a form acceptable to the Office of the County Attorney will be granted for the street and appurtenant facilities associated with any private streets/alleys to facilitate, inspection and emergency access; such public access easement to become effective upon completion of the street.

D. Naming. The Applicant reserves the right to provide different names for the streets than those shown on the CDPA.

E. Meaning of Construct. For purposes of these transportation proffers, "construct" will mean that a committed road improvement is substantially complete and is available for use by the public for travel whether or not the improvement has been accepted for maintenance by the state.

F. 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.

G. Parking Lanes. Subject to VDOT approval, the Applicant will provide on-street parking throughout the limits of the Property as generally located on the CDPA and further described in these Proffers, or as may be refined at the time of FDP or site plan approval.

39. Jones Branch Drive.

A. Jones Branch Drive along the Property's frontage will be improved and restriped in general accordance with Section C-C on Sheet C-29 of the CDPA, as an undivided four-lane street, with two travel lanes in each direction, a bicycle lane along the Property's frontage, with variable pavement provided to accommodate pavement transitions as may be required by VDOT. Striping of bicycle lanes will be subject to the approval of the County and VDOT.

B. The final design of the improvements to Jones Branch Drive as generally described above will be further refined in conjunction with the submission of FDPs and site plans for sites with frontage on Jones Branch Drive. Improvements to Jones Branch Drive will be provided along the frontage of each of Blocks C, D, E, F and G concurrently with the construction of each block, in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval.

40. Westpark Drive.

A. Westpark Drive along the Property's frontage will be improved and restriped in general accordance with Section I-I on Sheet C-29A of the CDPA, as an undivided four-lane street, with two travel lanes in each direction, and a parking lane and bicycle lane along the Property's frontage, with variable pavement provided to accommodate pavement transitions as may be required by VDOT. Striping of bicycle lane will be subject to the approval of the County and VDOT.

B. The final design of the improvements to Westpark Drive as generally described above will be further refined in conjunction with the submission of FDPs and site plans for sites with frontage on Westpark Drive. Improvements to Westpark Drive will be provided with the construction of Blocks H and I in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval.

41. Westbranch Drive.

A. Westbranch Drive along the Property's frontage will be improved and restriped in general accordance with Section B-B on Sheet C-29 of the CDPA, as an undivided four-lane street, with two travel lanes in each direction, a parking lane and bicycle lane along the Property's frontage, with variable pavement provided to accommodate pavement transitions as may be required by VDOT. Striping of bicycle lanes will be subject to the approval of the County and VDOT.

B. The final design of the improvements to Westbranch Drive as generally described above will be further refined in conjunction with the submission of FDPs and site

plans for sites with frontage on Westbranch Drive. Improvements to Westbranch Drive will be provided with the construction of Blocks A, B, C, H, and I in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval.

42. The Mile Avenue.

A. The Applicant will design and construct The Mile Avenue through the Property as generally depicted on Sheet C-16 of the CDPA. Subject to coordination with FCDOT at the time of FDP, The Mile Avenue will be constructed in general accordance with the Section A-A on Sheet C-29, as an undivided four-lane Avenue, with two travel lanes in each direction, a parking lane in each direction and the Community Circuit (bicycle/pedestrian facility) on one side of the street, more specifically described in Proffer 55. If it is determined at the time of FDP for Block F that a dedicated left turn lane at the intersection of the Mile Avenue and Jones Branch Drive is warranted, then the Applicant will coordinate with VDOT and FCDOT to design and construct a left turn lane.

B. The final design of The Mile Avenue, and any interim conditions, will be further refined in conjunction with the submission of FDPs and site plans with frontage on The Mile Avenue. The Mile Avenue will be provided in sections with the construction of Blocks B, and F, in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval. The Mile Avenue will be constructed in its ultimate condition and connect Westbranch Drive to Jones Branch Drive prior to the issuance of the first RUP or Non-RUP for the second of Blocks B and F to be constructed on the Property.

C. At such time as the Applicant submits a site plan for the construction of The Mile Avenue such that it connects to Jones Branch Drive, the Applicant will submit a Traffic Signal Modification plan ("TSM Plan") for the Jones Branch Drive/Jones Branch Connector intersection for VDOT approval. The TSM Plan will accommodate those improvements including pedestrian enhancements as may be required by VDOT. Such improvements will be provided prior to the issuance of the first RUP or Non-RUP for Block F, subject to VDOT approval.

D. Upon request from the County at the time of the site plan approval for Block I, the Applicant will dedicate the necessary right-of-way and provide easements to facilitate the construction of The Mile Avenue west of Westbranch Drive by others when the adjacent properties redevelop.

43. Maitland Street.

A. The Applicant will design and construct Maitland Street east of Westbranch Drive as generally depicted on Sheet C-17 of the CDPA. It will be constructed in general accordance with Section J-J on Sheet C-29A as a Local Street consisting of two (2) travel lanes (one in each direction) and two parking lanes.

B. The Applicant will design and construct Maitland Street west of Westbranch Drive as generally depicted on Sheet C-18 of the CDPA. It will be constructed in general accordance with Section J-J on Sheet C-29A as a Local Street consisting of two (2) travel lanes (one in each direction) and a parking lane on one side of the street.

C. The final design of Maitland Street as generally described above will be further refined in conjunction with the submission of FDPs and site plans for Blocks H, and I.

D. Maitland Street east of Westbranch Drive will be constructed in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval and will be complete along the frontage of Block H prior to the issuance of the first RUP or Non-RUP for Building H.

E. Maitland Street west of Westbranch Drive will be constructed in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval, and will be complete prior to the issuance of the first RUP or Non-RUP for Block I.

44. Blyton Street.

A. The Applicant will design and construct an extension of Blyton Street from its current terminus adjacent to Block G north to Jones Branch Drive as generally depicted on Sheets C-16 and C-17 of the CDPA. It will be constructed in general accordance with Section E-E on Sheet C-29 as a Local Street consisting of two (2) travel lanes (one in each direction) and parking lanes on both sides of the street.

B. The final design of Blyton Street as generally described above will be further refined in conjunction with the submission of FDPs and site plans for Blocks B, C, D, and G.

C. Blyton Street will be constructed from its current terminus adjacent to Block G to The Mile Avenue in accordance with the Phasing Exhibits, and as further detailed at the time of FDP and site plan approval, and will be complete prior to the issuance of the first RUP or Non-RUP for Block G.

D. Blyton Street from The Mile Avenue to Jones Branch Drive will be constructed in accordance with the Phasing Exhibits, and as further detailed at the time of FDP and site plan approval, and will be complete prior to the issuance of the first RUP or Non-RUP for the second of Block B and either Block C or D.

45. Rowling Street.

A. The Applicant will design and construct Rowling Street through the Property as generally depicted on Sheets C-16 and C-17 of the CDPA. It will be constructed in general accordance with Section D-D on Sheet C-29 as a Local Street consisting of two (2) travel lanes (one in each direction) and two parking lanes.

The final design of Rowling Street as generally described above will be further refined in conjunction with the submission of FDPs and site plans for Blocks C and D.

B. Rowling Street will be constructed from Westbranch Drive to Blyton Street in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval, and will be complete prior to the issuance of the first RUP or Non-RUP for Block C.

C. Rowling Street will be constructed from Blyton Street to Jones Branch Drive in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval, and will be complete prior to the issuance of the first RUP or Non-RUP for Block D.

D. At such time as the Applicant submits a site plan for the construction of Rowling Street such that it connects to Jones Branch Drive, the Applicant will submit a TSM Plan for the Rowling Street/Jones Branch Drive intersection for VDOT approval. The TSM Plan will accommodate those improvements including pedestrian enhancements as may be required by VDOT. Such improvements will be provided, prior to the issuance of the first RUP or Non-RUP for Block D, subject to VDOT approval.

46. Service Streets D and G.

A. In the event Block D is developed in two phases, identified as D1 and D2 on the CDPA, the Applicant will design and construct Service Street D in general accordance with Section H-H on Sheet C-29A of the CDPA, as a private Service Street consisting of two (2) travel lanes. The final design of Service Street D as will be further refined in conjunction with the submission of the FDP and site plan for Block D1 and D2. Service Street D will be constructed in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval

B. The Applicant will design and construct Service Street G in general accordance with Section H-H on Sheet C-29A of the CDPA, as a private Service Street consisting of two (2) travel lanes. The final design of Service Street G will be further refined in conjunction with the submission of the FDP and site plan for Blocks F and G. Service Street G will be constructed in accordance with the Phasing Exhibits and as further detailed at the time of FDP and site plan approval.

47. Private Alleys – Blocks B, C and D. In the event Blocks B, C and/or D are developed with single family attached and stacked townhouse dwelling units under the base development option depicted on the CDPA, the Applicant will design and construct private alleys serving the interior of these Blocks in general accordance with Sections F-F and L-L on Sheets C-29 and C-29A of the CDPA. The final design of the private alleys will be further refined in conjunction with the submission of the FDP and site plan for Blocks B, C and D. The private alleys will be constructed in accordance with the Phasing Exhibits and as

further detailed at the time of FDP and site plan approval for these blocks. The driveways depicted on the CDPA are only permitted for the stacked townhouse dwelling units.

48. Public Street Standards. All public street improvements proposed herein will be subject to VDOT approval, and will be in conformance with standards included in Attachment D (*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, subject to any permitted modifications and/or waivers that may be granted.

49. Traffic Signals**.**

A. The Applicant anticipates the installation of up to two (2) new traffic signals throughout and in the vicinity of the Property. The Applicant will complete and submit to VDOT signal justification reports ("SJRs") for these potential new signals at the intersections listed below. Such SJRs will include a review of both vehicular and pedestrian volume warrants in general accordance with VDOT SJR policy.

(i) Westbranch Drive/Jones Branch Drive

(ii) Westpark Drive/Westbranch Drive

B. SJRs will be completed for these intersections 12 months after the issuance of the first RUP or Non-RUP for each new office or residential building constructed on the Property.

C. If VDOT approves installation of a signal at any of these intersections, then such traffic signal, including pedestrian enhancements as required by VDOT, and emergency vehicle preemption equipment as requested by Fairfax County, will be designed, equipped and installed by the Applicant no later than eighteen (18) months after approval of the warrant, unless delayed by others, utilizing any contributions for the signal(s) received by the County and any future escrowed contributions received by the County.

D. For any signal approved by VDOT, the Applicant will provide VDOT with the requisite traffic signal plans for review and approval. All right-of-way associated with signal equipment (poles, equipment boxes, etc.) on the Property not already dedicated will be reserved for dedication in fee simple to the Board of Supervisors or put into easement, as appropriate.

E. If the County, upon request of the Applicant or on its own initiative, determines that such signal installations as proffered will be detrimental to traffic operations, the Zoning Administrator may (1) agree to a later date for completion of the traffic signal installation(s) or (2) release the Applicant from further obligations related to the signal installations.

F. If a signal at any of the two identified intersections is not warranted within twelve (12) months after the issuance of the first RUP or Non-RUP for the last new building to be constructed on the Property and/or if the signal is under construction or constructed by others, then the Applicant's obligation to design and construct such signal is deemed null and void and the Applicant will instead contribute funds to the County towards the cost of signalization on a pro-rata basis as follows:

(i) Westbranch Drive/Jones Branch Drive: $80,000

(ii) Westpark Drive/Westbranch Drive: $60,000

G. Prior to build-out of the Property, the Applicant may, on its own initiative, identify intersections beyond those listed in Paragraph A where signalization may be necessary, either to address completion of grid links beyond those identified in these proffers and/or facilitate pedestrian movements. Such signalization as may be proposed by the Applicant and coordinated with FCDOT will be subject to VDOT SJR review and, if approved for installation by VDOT, will be subject to VDOT design approval as outlined in Paragraph D. The Applicant may then install such traffic signals without the need for a PCA.

50. Supplemental Operational Analyses. Provided Block B is the second Block to obtain FDP approval, then if at the time of FDP submission for the third new building on the Property, the third FDP does not include completion of The Mile Avenue from Jones Branch Drive to Westbranch Drive, then the Applicant will provide a supplemental operational analysis, the scope of which will be determined in consultation with FCDOT and VDOT but in no event will exceed the roadway network within and/or directly adjacent to the Property, to determine if the grid of streets proposed with the third FDP is adequate to accommodate the new building. If subsequent FDPs are submitted for new buildings without including the completion of The Mile Avenue from Jones Branch Drive to Westbranch Drive, then if requested by VDOT and/or FCDOT, the Applicant will provide additional operational analyses to determine if the grid of streets proposed with the additional FDP(s) is adequate to accommodate the new building(s).

51. Tysons Grid of Streets Transportation Fund. The Applicant will make a contribution to the County's Tysons Grid of Streets Transportation Fund for each market rate residential unit and each square foot of new non-residential space constructed on the Property 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, as amended (the "Grid Guidelines"). The Applicant will receive and deduct such credits against the contributions that would otherwise be due to the Tysons Grid of Streets Transportation Fund in keeping with the Grid Guidelines. This contribution is not subject to further adjustment outlined in Proffer 80 and will not apply to any public-use facilities constructed on the Property. The contribution will be paid on or before the issuance of the first RUP or Non-RUP for each Block based on the actual GFA of non-residential space and/or the actual number of market rate residential units constructed.

52. Tysons-wide Transportation Fund. The Applicant will make a contribution to the County's Tysons-wide Transportation Fund for each market rate residential unit and each square foot of new non-residential space constructed on the Property 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, as amended (the "Tysons-wide Guidelines"). The Applicant will receive and deduct such credits against the contributions that would otherwise be due to the County for the Tysons-wide Transportation Fund in keeping with the Tysons-wide Guidelines. This contribution is not subject to further adjustment outlined in Proffer 80 and will not apply to any public-use facilities constructed on the Property. The contribution will be paid on or before the issuance of the first RUP or Non-RUP for each block based on the actual GFA of non-residential space and/or the actual number of market rate residential units constructed.

53. Route 123 Improvements. The Applicant will provide a contribution towards the reconstruction of Route 123 between the DAAR and I-495 as a super street or other access improvements in the Tysons East or North Central Districts, equal to $0.06 for each square foot of new development constructed on the Property. Said contribution to Fairfax County will be made prior to the issuance of the first RUP or Non-RUP for each Block and will be based on the site plan approved GFA for each Block.

54. Construction Management Plan. The Applicant will prepare and implement a construction management plan to ensure safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property. The construction management plan will be prepared in coordination with Fairfax County and VDOT prior to the pre-construction meeting associated the site plan for each phase of development. The management plan will specify how sidewalk access will be provided along at least one side of each existing street during the course of construction, along with temporary crosswalk as appropriate. The management plan 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 and construction worker parking. Signs providing such information will be posted at all construction entrances.

BICYCLE, BUS AND PEDESTRIAN FACILITIES

55. Bicycle Circulation. In combination with the street and streetscape improvements identified in these Proffers, the Applicant will stripe on-street bicycle lanes on Jones Branch Drive, Westbranch Drive, and Westpark Drive along the Property's frontages. To the extent existing right-of-way is adequate, striping of a bicycle lane along those sections of Jones Branch Drive and Westbranch Drive that do not directly abut the Property but are located opposite of the Property's frontage will be provided. Striping of bicycle lanes will be subject to coordination with and approval by of the County and VDOT at the time of FDP and site plan.

56. Community Circuit. The Applicant will construct a combined pedestrian/bicycle ten (10) foot wide circuit as part of the streetscape, paralleling the north side of The Mile Avenue as depicted on Sheet L- 3.4 of the CDPA. The Community Circuit will be designed to accommodate leisure bikers and walkers, and will include marked pavement, wayfinding signage, as well as bike and pedestrian amenities. The area of the pedestrian/bicycle circuit will be dedicated to the Board of Supervisors as part of the right-of-way associated with The Mile Avenue. The Applicant will be responsible for the perpetual maintenance of the Community Circuit.

A. The Community Circuit will be consistent across the site frontage and will include:

(i) A consistent edge treatment that defines the trail alignment consisting of twelve (12) inch long by four (4) inch wide dark gray square edged pavers set in a soldier course:
(ii) Extension of the dark gray edge treatment to the curb at each intersection; with dark gray paved warning stripes at the approach to each intersection;
(iii) A center section consisting of poured in place concrete that utilizes saw-cut joints; and
(iv) Medallions or imprints at corner locations, and approximately every 200 to 250 feet, to enhance circuit branding and wayfinding.

B. Pedestrian and/or bicycle amenities associated with the Community Circuit such as, but not limited to, benches, bike racks, water filling stations, bicycle repair stations, and public art will be located outside of the clear multi-modal section.

C. Street lights with integrated banner supports to provide opportunities for branding and/or seasonal banners will be located in the landscape amenity panel.

D. Signage for the Community Circuit will be located within the landscape amenity panel as may be approved by VDOT. Such signage may be incorporated into a Special Exception (SE) for the Property, or may be included as part of a Tysons-wide signage effort. Circuit signage locations will be coordinated with other signage that may be provided for the site. The Applicant will provide and install such signage, in keeping with specifications set forth in the future Community Circuit Branding Guidelines, and provide perpetual maintenance.

E. The final design and specific elements of the Community Circuit as described in this proffer and as illustrated on the CDPA will be depicted on and refined with the submission of future FDPs and site plans, in coordination with the Urban Centers Section of DPD.

F. At the time of FDP for Signature Park, the Applicant will work with DPD and VDOT to incorporate decorative high visibility crosswalk treatments at the Community Circuit's intersections with Blyton Street and Jones Branch Drive.

G. Construction of the Community Circuit will occur in phases concurrently with construction of Blocks B and F, and Signature Park. Completion of the Community

Circuit from Westbranch Drive to Jones Branch Drive will occur prior to the issuance of the first RUP or Non-RUP for the second of Blocks B and F to be constructed on the Property. In the event Signature Park is completed prior to Block F, the Applicant will provide an interim section of the Community Circuit, subject to coordination with FCPA and FCDOT at the time of FDP for Signature Park.

57. Bicycle Parking. The Applicant will also provide public bicycle racks and secure interior bike storage areas throughout the Property, the specific locations of which will be determined at the time of FDP approval. The bike racks will be a design compatible with the UDG and approved by FCDOT. The total number of bike parking/storage spaces will be as specified in the County's Zoning Ordinance and Bicycle Parking Guidelines.

58. Bike Share Facility. The Applicant will provide space and associated easement or license agreement to accommodate a bike share station in the Signature Park, near the intersection of The Mile Avenue and Blyton Street, or at another location as determined at FDP. In addition, the Applicant will contribute $25,000 to Fairfax County in support of bike share facilities on the Property. Said contribution will be made at the time of site plan approval for the Signature Park.

59. Marked Crosswalks and Pedestrian Refuge. Subject to VDOT approval, the Applicant will install marked pedestrian crosswalks at all intersections within, and adjoining, the Property. At the time of FDP for each Block or Building, the Applicant will coordinate with VDOT and FCDOT to develop the appropriate treatment for crosswalk facilities. Notwithstanding what is shown on the CDPA, at the time of FDP for Block H or I, whichever is first, the Applicant will pursue a pedestrian refuge island for the crossing at the intersection of Westbranch Drive and Maitland Street, subject to VDOT approval.

60. Bus Shelters. Bus shelter locations will be evaluated for feasibility at the time of FDP and site plan approval in consultation with FCDOT, DPD-UCS, and VDOT. The Applicant will provide ADA concrete pads and bus shelters in FCDOT/VDOT approved locations. Bus shelters will primarily be located within the landscape amenity panel of the streetscape, and may necessitate adjustments to street tree locations, sidewalks, building zone dimensions and other street furnishings to that shown on the CDPA.

PARKING

61. Zoning Ordinance Requirements. Parking on the Property will be provided in accordance with the parking requirements for the PTC District set forth in subsection 6100.5 and Article 6 of the Zoning Ordinance. Tandem parking spaces may be used for residential units with two cars. 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.

62. Phasing of Parking. Parking will be provided in phases concurrent with development of the Property. Parking spaces in excess of the maximum parking rates set forth in the Ordinance may be provided in the early phases of development of the Property, provided that at the build-out of the Property the maximum parking rates are not exceeded. A

parking tabulation for the entire Property will be provided with each FDP and site plan for the Property. Required off-street parking spaces and loading 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.

63. Parking Spaces along Streets.

Subject to VDOT approval, the Applicant will provide on-street parking spaces as generally as shown on the CDPA and as may be adjusted at the time of FDP and/or site plan approval for each building to accommodate emergency access requirements, sight distance requirements, or final engineering concerns. If requested by the County and/or VDOT, signs will be installed that restrict the use of those public on-street parking spaces. Public on-street parking spaces would be in addition to the total number of parking spaces required by the Zoning Ordinance. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant, and on-street parking spaces along future public streets prior to dedication may be restricted through appropriate signage as temporary or short-term parking, car-sharing parking and/or similar uses.

64. Parking Stipulations.

A. The Applicant will be permitted to install and maintain parking controls on the existing surface parking lots on the Property, without the requirement for a FDP, in order to control Metro-related parking by the general public.

B. The sale or lease rates of parking spaces will be "unbundled" from the purchase price or lease rate of the individual dwelling units; meaning a unit's purchase price or lease rate will be exclusive of parking costs.

65. Future Parking Revisions.

A. Ordinance Revisions. The Applicant reserve the right to provide parking at revised rates as may be permitted by a future amendment to the Zoning Ordinance. Optional use of revised rates will not require a CDPA or PCA, provided there is no increase in the size or height of above-grade parking structures.

B. Increases. The Applicant reserve the right to seek a special exception for an increase in parking for the Property; such special exception application will not require a CDPA or PCA, provided there is no increase in the size or height of above-grade parking structures.

TRANSPORTATION DEMAND MANAGEMENT

66. Transportation Demand Management Plan.

The Applicant will fund, implement and administer a transportation demand management program for the Property as described in this Proffer (the "TDM Program"). It is intended that the first new building to be constructed on the Property will initiate implementation of

what will become a Property-wide TDM Program that later buildings to-be-constructed on the Property will join. This Proffer applies only to the proposed multifamily and nonresidential buildings, and does not apply to any single family attached or stacked townhouses constructed on the Property.

A. The TDM Plan. The Applicant will submit a TDM Plan for the Property to FCDOT prior to site plan approval for the first new building to be constructed on the Property. Such program will be approved by FCDOT prior to the issuance of a building permit for the first new building to be constructed on the Property (the "TDM Plan"). It is the intent of this Proffer that the TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.

B. Definitions. For purposes of this Proffer, "Build Out" will be deemed to occur upon the issuance of 95% of all Residential Use Permits (RUPs) for the residential units site plan approved and constructed on the Property.

C. Trip Reduction Objective. The objective of this TDM Program will be to reduce the vehicle trips generated by residents and new office tenants of the Property during weekday peak hours associated with the adjacent streets as to be more fully described in the TDM Plan, by meeting the percentage vehicle trip reductions established by the Comprehensive Plan as set forth below. These trip reduction percentages will be multiplied by the total number of residential and office vehicle trips that would be expected to be generated by the uses developed on the Property as determined by the application of the Institute of Traffic Engineers, 9th Edition, Trip Generation rates and/or equations (the "ITE Trip Generation"), and the number of trips determined by the product of such equation will be referred to herein as the "Maximum Trips After Reduction."

D. Reduction Targets. For purposes of this calculation, the maximum number of dwelling units and the maximum GFA of office uses proposed to be constructed on the Property as determined at the time of site plan approval for the proposed buildings will be applied to the calculation described in the preceding sentence. The target reductions will be as follows:

Development Levels	Percentage Vehicle Trip Reduction
Up to 65 million sq. ft. of GFA	30%
65 million sq. ft. of GFA	35%
84 million sq. ft. of GFA	40%
90 million sq. ft. of GFA	43%
96 million sq. ft. of GFA	45%

105 million sq. ft. of GFA	48%
113 million sq. ft. of GFA	50%

E. Summary of Existing Development. The trip reduction goals outlined above are predicated on the achievement of specific development levels within the Tysons Corner Urban Center as anticipated in the Comprehensive Plan. Prior to undertaking trip measurements, the TDM Program Manager (described in Paragraph E below) will, in consultation with the County, provide a summary of the then existing development levels in Tysons Corner (based on RUPs and Non-RUPS issued) in order to determine the appropriate vehicle trip reduction goal.

F. Subsequent Goal Reductions. If through an amendment to the Comprehensive Plan, the Board of Supervisors should subsequently adopt a goal for trip reductions that is lower than that committed to in this Proffer, then the provisions of this Proffer will be adjusted accordingly without requiring a PCA.

G. TDM Program Components. The TDM Program will include, but not necessarily be limited to, the following components, each of which will be more fully described in the TDM Plan:

(i) TDM Program Management.

(ii) TDM Program Branding.

(iii) Program Web Site.

(iv) Promotion of Real Time Transit Information.

(v) Transportation Access Guide.

(vi) Pedestrian/Bicycle Accommodations.

(vii) Transportation Fair

(viii) Live/work/play marketing

(ix) Carsharing Placement and Services

(x) Parking Management.

(xi) Business Center

(xii) Bicycle Accommodation

H. Transportation Demand Management for Non-Residential Uses. Certain components of the TDM Plan will benefit the potential retail and hotel uses on the Property. The TPM will make available information on those components to any

retail and hotel uses on the Property. Such uses will not be subject to monitoring nor will remedies and penalties be assessed against those uses.

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

(i) TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for the Property. The TPM will be appointed by the Applicant no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The Applicant will notify FCDOT and the District Supervisor in writing within 10 days of the initial appointment of the TPM. Thereafter the Applicant will do the same within ten (10) days of any change in such appointment.

(ii) Annual Report and Budget. The TPM will prepare and submit to FCDOT an initial TDM Work Plan ("TDMWP") and Annual Budget no later than 180 days after issuance of the first building permit for the first new building on the Property. Every calendar year thereafter but no later than May 15th, the TPM will submit an Annual Report, which may revise the Annual Budget in order to incorporate any new construction on the Property. The Annual Report will include, at a minimum:

a. Details as to the components of the TDM program that will be put into action that year;

b. Any revisions to the budget needed to implement the program for the coming calendar year;

c. A summary of existing development levels in the Tysons Corner Urban Center, as well as those specific to the Tysons North Central District;

d. A determination of the applicable Maximum Trips After Reduction for the Property;

e. Provision of the specific details associated with the monitoring and reporting requirements of the TDM program in accordance with the TDM plan; and

f. Submission of the results of any Person Surveys and Vehicular Traffic Counts conducted on the Property in conjunction with each year's Annual Report.

The Annual Report and Budget will be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM will submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget. Thereafter, the TPM will update the Annual Report and TDM Budget for each succeeding calendar year, modify or enhance program elements and establish a budget to cover the costs of implementation of the program for such year. The expected annual amounts of the TDM Budget are further described in the TDM Plan.

(iii) TDM Account. The Applicant through the TPM, will establish a separate interest-bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the initial TDMWP and TDM Budget. All interest earned on the principal will remain in the TDM Account and will be used by the TPM for TDM purposes. The TDM Account will be funded by the Applicant, through the TPM. The TDM Account will not be eliminated as a line item in the governing budget and that funds in the TDM Account will not be utilized for purposes other than to fund TDM strategies/programs and/or specific infrastructure needs as may be approved in consultation with FCDOT.

Funding of the TDM Account will be in accordance with the budget for the TDM Program elements to be implemented in the following year. In no event will the TDM Budget exceed $126,500 (this amount will be adjusted annually in accordance with Proffer 80. The TPM will provide written documentation to FCDOT demonstrating the establishment of the TDM Account within ten (10) days of its establishment. The TDM Account will be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account will be managed by the TPM.

(iv) TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM will establish a separate interest-bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund will be made one time on a building-by-building basis at the rate of $0.30 per gross square foot of new residential use and $0.40 per gross square foot of new office uses on the Property. Funding will be provided by the Applicant prior to the issuance of the first initial RUP or Non-RUP

for the new building. This amount will be adjusted annually in accordance with Proffer 80. Funds from the TDM Remedy Fund will be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.

(v) TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the Applicant, through the TPM, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within the Property. Such contributions will be at the rate of $0.02 per gross square foot of new residential and new office uses to be constructed on the Property and provided prior to the issuance of the first RUP or Non-RUP for the proposed building.

(vi) TDM Penalty Fund. The "TDM Penalty Fund" is an account into which the TPM will deposit penalty payments as may be required to be paid pursuant to this Proffer for non-attainment of trip reduction goals. The County may withdraw funds from the TDM Penalty Fund for the implementation of additional TDM Program elements/incentives and/or congestion management associated with the Tysons North Central District, or for other TDM-related improvements or programs within Tysons Corner. To secure the Applicant's obligations to make payments into the TDM Penalty Fund, the TPM will provide the County with a letter of credit or a cash escrow as further described below. Prior to the issuance of the first RUP or for the new building on the Property, the TPM will:

a. Establish the TDM Penalty Fund, if not previously established by the TPM, and/or

b. Deliver to the County a clean, irrevocable letter of credit issued by a banking institution approved by the County or escrow cash in an interest-bearing account with an escrow agent acceptable to LDS to secure the Applicant's obligations to make payments into the TDM Penalty Fund (the "Letter of Credit or Cash Escrow"). The Letter of Credit or Cash Escrow will be issued in an amount equal to $0.10 for each square foot of new office GFA and $0.05 for each square foot of new residential GFA shown on the approved site plan for the Property. Until the Letter of Credit or Cash Escrow has been posted, the figures in the preceding sentence will be adjusted annually in accordance with Proffer 80. Once the Letter of Credit or Cash Escrow has been posted, there will be no further adjustments or increases in the amount thereof. The Letter of Credit or Cash Escrow will name the County as the beneficiary and will permit partial draws or a full draw. The foregoing stated amount of the Letter of Credit or Cash Escrow will be reduced by the sum of any and all previous draws under the Letter of Credit or Cash Escrow and payments by the TPM into the TDM Penalty Fund as provided below.

(vii) Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new residential or office building to be constructed on the Property.

Person Surveys will be conducted every three (3) years and Vehicular Traffic Counts will be collected annually until the results of three consecutive annual traffic counts show that the applicable trip reduction goals for the Property have been met. At such time and notwithstanding the provisions below, Person Surveys and Vehicular Traffic Counts will thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time FCDOT may suspend such Vehicle Traffic Counts or Person Surveys if conditions warrant.

(viii) Remedies and Penalties.

a. Pre-Stabilization. If the Maximum Trips After Reduction for the Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and annual TDMWP.

1) Such remedial measures will be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Expenditure
Up to 1%	No Remedy needed
1.1% to 3%	1% of Remedy fund
3.1% to 6%	2% of Remedy Fund
6.1% to 10%	4% of Remedy Fund
Over 10%	8% of Remedy Fund

2) If the results of the traffic counts conducted during Pre-Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table below, then a portion of the Remedy Fund as outlined in the same table below will be released back to the building owners through the TPM. The amount released will be relative to the amount contributed by those buildings constructed and occupied at the time

Vehicular Traffic Counts. Any funds remaining in the Remedy Fund after such release will be carried over to the next consecutive three (3) year period.

Up to 65,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0% - 4.9%	30%
5% - 10%	50%
10.1% - 15%	65%
15.1% - 18%	80%
18.1 - 20%	90%
>20%	100%

65-84,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	50%
5% - 10%	65%
10.1% - 13%	80%
13.1% - 15%	90%
>15%	100%

84-90,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	65%
5% - 8%	80%
8.1% - 10%	90%
>10%	100%

90-96,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	80%
5% - 8%	90%
>8%	100%

96-113,000,000 Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
0.0% - 4.9%	90%
5%	100%

113,000,000+ Square Feet of GFA in Tysons	
Meet or Exceed Trip Goal for 3 years by:	Cumulative % Remedy Fund Returned
> 0.0%	100%

3) There is no requirement to replenish the TDM Remedy Fund at any time. Any cash left in the Remedy Fund will be released to the TPM for final distribution to the Applicant/Owner once three consecutive annual Traffic Counts conducted upon Stabilization show that the trip reduction goals have been met.

b. Upon Stabilization.

1) If the TDM Program monitoring, as evidenced by the Vehicular Traffic Counts outlined above, reveals that the Maximum Trips After Reduction for the Property is exceeded, then the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan and annual TDMWP and funded by the Remedy Fund (if available) as may be necessary, commensurate with the extent of deviation from the Maximum Trips After Reduction goal as set forth in accordance with the expenditure schedule outlined above.

2) If the results of the traffic counts conducted upon-Stabilization show that the trip reduction goals have been met site-wide for three (3) consecutive years in accordance with the goals outlined on the table above, then any remaining Remedy Funds will be released back to the building owners through the TPM.

3) If despite the implementation of remedial efforts, the applicable Maximum Trips After Reduction (based on the existing development levels in the Tysons Corner Urban Center as described in Paragraph (iv) above) are still exceeded after three consecutive years, then, in addition to addressing further remedial measures as set forth in this Proffer, the TPM will be assessed a penalty according to the following:

Exceeded Trip Goals	Penalty
Less than 1%	No Penalty Due
1% to 3%	5% of Penalty Fund
3.1% to 6%	10% of Penalty Fund
6.1% to 10%	15% of Penalty Fund
Over 10%	20% of Penalty Fund

4) The Applicants through the TPM will make the payments required by this Proffer into the TDM Penalty Fund upon written demand by the County, and the County will be authorized to withdraw the amounts on deposit in the TDM Penalty Fund. If the Applicants fail to make the required penalty payment to the TDM Penalty Fund within thirty (30) days after written demand, the County will have the ability to withdraw the penalty amount directly from the Letter(s) of Credit or Cash Escrow(s).

5) The maximum amount of penalties associated with the Property, and the maximum amount the Applicants will ever be required to pay pursuant to the penalty provisions of this Proffer, including prior to and after Stabilization, will not in the aggregate exceed the amount of the Letter(s) of Credit or Cash Escrow(s) determined and computed pursuant to the provisions of the above proffer. There is no requirement to replenish the TDM Penalty Fund at any time. The Letter(s) of Credit and/or any cash left in the Cash Escrow(s) (either Penalty and/or Remedy Funds) will be released to the TPM once three consecutive counts conducted upon Stabilization show that the Maximum Trips After Reduction have not been exceeded.

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

(x) Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined in this Proffer, the TPM may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such Person Surveys and Vehicular Traffic Counts provided for by this Proffer. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

(xi) Continuing Implementation. The Applicants through the TPM will bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The TPM will continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.

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

(as provided herein), will be included in all initial and subsequent purchase documents.

(xiii) Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this Proffer, the TPM will have sixty (60) days within which to cure such violation. If after such sixty (60) day period the TPM has not submitted the delinquent report, then the Applicants will be subject to a penalty of $100.00 per day not to exceed $36,500.00 for any one incident. Such penalty will be payable to Fairfax County to be used for transit, transportation, or congestion management improvements within the vicinity of the Property.

67. Transportation Demand Management for Retail/Hotel Uses. As provided in the above proffer, certain components of the TDM Plan are applicable to and will benefit the proposed retail/hotel uses on the Property. Therefore, the Applicant will provide an additional TDM program tailored to specifically serve the retail/hotel uses (the "Retail/Hotel TDM Program"). In no event will penalties be assessed against any retail/hotel uses, which may be established on the Property.

A. Goals of the Retail/Hotel TDM Program. Because tenants of the retail stores and hotels and their employees work hours that are atypical of the standard work day, these tenants and their employees do not necessarily travel to and from the Property during peak hours. Given this, the Retail/Hotel TDM Program shall encourage retail tenants, hotel guests and employees to utilize transit, carpools, walking, biking and other non-single occupancy vehicle ("non-SOV") modes of transportation to travel to and from the Property rather than focusing on the specific trip reductions during the weekday AM or PM peak hours.

B. Components of the Retail/Hotel TDM Program. The Retail/Hotel TDM Program shall include, at a minimum, the components applicable to the Property that are described in this Proffer and the additional components provided below. These additional components may be subsequently amended by mutual agreement between the Applicant and FCDOT. All amendments to the components of the Retail/Hotel TDM Program contained in this Proffer shall be approved by FCDOT and will not require a PCA. The Retail/Hotel TDM Program components are further described in the TDM Plan.

C. Employee/Tenant Meetings. The TPM shall hold, at a minimum, an annual TDM meeting with the retail store tenants and hotel managers, and their respective employees, to review the available transit options, changes in transit service and other relevant transit-related topics. Based on these meetings, the TPM shall work with Fairfax County to consider changes to the relevant services, such as changes to bus schedules, if such changes would provide better service to the Property tenants and their employees.

D. Regional TDM Programs. The TPM shall make information available to retail store tenants, hotel guests, and employees about regional TDM programs that promote

alternative commuting options. This shall include information on vanpools, carpools, guaranteed ride home and other programs offered by organizations in the Washington, D.C. Metropolitan Area.

E. Retail/Hotel TDM Program Participation Outreach. The TPM shall endeavor in good faith to encourage participation by retail store tenants and hotel management in the Retail/Hotel TDM Program, including the encouragement of a financial participation by such tenants through their direct offering of transit benefit programs and transit incentives to their employees. Actions taken by the TPM in furtherance of this objective may include dissemination of information to, and solicitation of participation from, the tenant's in-store management and executives or officers at their headquarters offices, at appropriate intervals. The TPM shall include a report to the County with respect to the activities described in the TDM Proffer as part of the Annual Report to be filed with the County. This report shall include detailed accounts of the outreach efforts and the feedback and response from the tenants.

AFFORDABLE/WORKFORCE HOUSING

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

69. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to this Proffer, the Applicant will also provide for-sale and/or rental housing units on the Property in accordance with the Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines, dated March 18, 2025, and guidance provided in the Tysons Urban Center Comprehensive Plan with regard to WDUs, including the specific provisions related to high-rise condominiums. Workforce Dwelling Units (WDUs) will be provided in keeping with the WDU Guidelines such that the total number of ADUs, if any, plus the total number of WDUs results in no less than thirteen percent (13%) or ten percent (10%), depending on the income tiers selected by the Applicant, of the total residential rental units and no less than twenty percent (20%) of the total residential for-sale units constructed as part of the Proposed Development; with any units created with bonus floor area excluded from the WDU calculation. If any portion of the development is constructed as for-sale high-rise, fourteen percent (14%) of the high-rise for-sale development will be provided as affordable units in accordance with the Tysons Plan. 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 WDU calculation is based.

The WDUs generated by each residential rental building on the Property will generally be provided within said building. The Applicant reserves the right to provide WDUs associated with for-sale units on the Property as rental units in the residential rental buildings on the Property in accordance with the Workforce Dwelling Unit Administrative Policy Guidelines. The Applicant further reserves the right to transfer the WDUs

associated with a given building to another existing residential building on the Property or to the adjacent Highgate residential development located on 2019 tax map 29-4 ((7)) (1) 6A. However, to construct buildings at a height greater than that indicated on the height map included in the Tysons Urban Center Comprehensive Plan, the WDUs associated with such building will be provided within the respective 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.

Notwithstanding the foregoing, should the Board of Supervisors' policies related to WDUs in Tysons be amended, the Applicant reserves the right, to enter into a separate binding written agreement with the Department of Housing and Community Development to opt in to the new policies without the need for a PCA. Such an agreement will be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Rezoning. Neither the Board of Supervisors nor Fairfax County will be obligated to execute such an agreement. If the Applicant opts into any such new policies and such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such agreement, and the provisions of this Proffer will no longer be effective.

70. Non-Residential Contribution for Workforce Housing. For all non-residential development, excluding ground level commercial retail/service uses, and public uses constructed on the Property, the Applicant will select, within their sole discretion, one of the following two options for contributing toward the provision of affordable and/or workforce housing. These contributions will be made to the Board of Supervisors and will be payable at the time of issuance of the Non-RUPs for non-residential buildings constructed on the Property (excluding ground level commercial retail/service uses, and public uses establishments). The options will consist of either (i) a one-time contribution of $3.00 for each square foot of GFA of new non-residential use (excluding any ground floor retail/services uses, public uses and mini-warehousing establishments); or (ii) an annual contribution of $0.25 for each square foot of GFA of new office or hotel (excluding any ground floor retail/services uses, and public uses) continuing for a total of sixteen (16) years.

PARKS, RECREATIONAL FACILITIES, AND PUBLIC FACILITIES

71. Publicly Accessible Park Space and Recreational Facilities.

To address the public park space and public facilities expectations of the Comprehensive Plan, the Applicant will provide an at-grade signature park, as well as other publicly accessible park areas and recreational facilities on the Property that will be open and accessible to the general public as depicted on the CDPA. Approximately 10.45 acres of publicly accessible park spaces will be provided on the Property. For park areas not dedicated to the Fairfax County Park Authority (FCPA), the Applicant will retain the area(s) in fee simple, record public access easement(s) ensuring that the park spaces are open to the public from 6:00 a.m. to 9:00 p.m., subject to usual and customary rules and regulations, and provide for perpetual private maintenance. All publicly accessible urban

parks will include pedestrian lighting, with details to be provided at the time of FDP for each applicable park. As set forth in Virginia Code Section 29.1-509, Subsection E, the Applicant will be immune from liability for the public use of the park spaces. The Applicant will enter into an agreement with FCPA to allow FCPA activities and events within privately held, yet publicly accessible park areas. A way-finding and signage system will be developed in coordination with FCPA at the time of FDP and site plan for the park spaces and installed by the Applicant to ensure the public can easily identify and access all publicly accessible park spaces. The construction of the publicly accessible parks will occur in phases in accordance with the Phasing Exhibits with adjustments as provided in these Proffers and as may be approved with each FDP.

The following parks and facilities will be provided as generally shown on the CDPA, with more specific details provided at the time of FDP approval. Additional or substitute recreational facilities and park furnishings to those shown on the CDPA, or listed below, may be approved with the FDP provided such facilities result in an equivalent or enhanced quality of recreational opportunities and are in substantial conformance with the quality and character of that shown on the CDP.

A. Signature Park - The centerpiece of The Mile park program, the Signature Park is an approximate five (5) acre (approximately 207,000 SF) rectangular open space bordered by Jones Branch Drive, The Mile Avenue, Blyton Street and Rowling Street.

(i) Conceptually shown on Sheet L-3.1 of the CDP, the Signature Park will provide both active and passive recreation facilities and amenities. The design for this urban park includes, but is not limited to: a large open lawn area that can be striped to accommodate a youth athletic field; a performance stage; natural areas with shaded paths; picnic areas; a food truck area with supporting utility infrastructure and covered seating along the north side of the park; space programmed for a variety of lawn games; trails and walkways for walking, jogging and bicycling; a bike share facility as described in Proffer 57; a children's playground; a sand volleyball court; two (2) 49-foot by 96-foot lit flexible sports pitches that are designed to accommodate a variety of athletic activities; water receiving landscapes; public art; and a variety of fixed and movable outdoor seating. The park will be designed and constructed to FCPA's minimum safety and liability standards subject to FCPA review and approval at site plan. A portion of the Community Circuit is located along the southern edge of the park. A park café that includes publicly accessible restrooms is located adjacent to the northwest corner of the park to activate the park and provide a food and beverage option for park users. The publicly accessible restrooms may be co-located with the park café but will be independent of any restrooms provided within the park café building and will be open to the public at all times during the established operating hours for Signature Park.

(ii) The final park area and specific facilities will be determined at time of FDP for the park. Signature Park (with exception of the southeast corner) will be constructed and available for public use prior to the first RUP for the second of Block B, C or D to be constructed. The southeast corner of the park will be constructed and available for public use prior to the first RUP or Non-RUP for Block F.

a. In the event that Block B is the first of Blocks B, C and D to be constructed, prior to the issuance of the first RUP or Non-RUP for Block B, the Applicant will construct and make available for public use an approximately 30,000-square-foot interim park on a portion of Block E to provide park space and activation on an interim basis until such time as Signature Park is constructed. The design of the interim park, as conceptually depicted in the Phasing Exhibits, will include, but is not limited to, a meandering pedestrian walkway, interim landscaping, seating, and one 49-foot by 96-foot flexible sports pitch that may be relocated to its ultimate location in Signature Park at the time of its construction. At the time of construction, the Applicant will provide a minimum of one park identification sign for the interim park consistent with the FCPA guidelines for Privately Owned Public Space ("POPS") signage, subject to review and approval by FCPA at the time of site plan. The final park area and specific facilities for the interim park will be determined at the time of FDP for Block B, subject to review and approval by FCPA at the time of FDP and site plan.

b. In the event that Block C is the first of Blocks B, C and D to be constructed, prior to the issuance of the first RUP or Non-RUP for Block C the Applicant will construct and make available for public use an approximately 115,000 square foot interim park on Block B to provide park space and activation on an interim basis until such time as Signature Park is constructed. The design of the interim park, as conceptually depicted in the Phasing Exhibits, will include, but is not limited to, an open lawn, interim landscaping, seating, and two 49-foot by 96-foot flexible sports pitches that may be relocated to their ultimate location in Signature Park at the time of its construction. At the time of construction, the Applicant will provide a minimum of one park identification sign for the interim park consistent with the FCPA guidelines for Privately Owned Public Space ("POPS") signage, subject to review and approval by FCPA at the time of site plan. The final park area and specific facilities for the interim park will be determined at the time of FDP and site plan for Block C, subject to review and approval by FCPA at the time of FDP and site plan.

(iii) The Applicant will dedicate the final Signature Park in fee simple and at no cost to the FCPA for park purposes immediately following completion and final inspection approval of the above-described improvements in Proffer 70(A)(ii). Prior to dedication, the Applicant will remove all trash, construction debris and unauthorized encampments present at Signature Park and will take action reasonably deemed necessary by the FCPA to ensure that Signature Park is conveyed in a condition suitable for immediate public use. Prior to dedication acceptance, the Applicant and FCPA will conduct a field visit and FCPA staff will review the dedication plat prior to recordation. Such dedication will be without any cost to the County or obligation to join any applicable owner's association.

a. Should the FCPA decide not take dedication of the Signature Park, the Applicant will dedicate the Signature Park in fee-simple to the Board for park purposes. Should the Board accept dedication of the park after FCPA refuses to accept the land dedication, the deed language for the land dedication to the Board will reflect that FCPA is not responsible for the operation, maintenance, or any facility replacement at the park. Such dedication will be without any cost to the County or obligation to join any applicable owner's association. Prior to dedication, the Applicant will remove all trash, construction debris, and unauthorized encampments present at Signature Park and will take action reasonably deemed necessary by the Board to ensure that Signature Park is conveyed in a condition suitable for immediate public use. Prior to dedication acceptance by the Board, the Applicant will conduct the field visit described in Proffer 70(A)(iii) with County staff, and the Office of the County Attorney will review the dedication plat prior to recordation.

b. Should the Board decide not to accept dedication of the Signature Park, the Applicant will retain the Signature Park in fee simple and record a public access easement ensuring that the park is open to the public for periods of times consistent with FCPA guidance for urban parks, subject to usual and customary rules and regulations.

c. Dedication or recordation of the public access easement will occur in two phases as outlined in subparagraph (ii) above. The Applicant reserves the right to record easements over the area to be dedicated that may be reasonably necessary to support the development of the Property. Such easements will not unreasonably interfere with the use of the area to be dedicated as a public park. Under all these dedication scenarios, the Applicant will provide for the perpetual maintenance of the park.

(iv) Prior to FDP approval for Signature Park, the Applicant and any entity that has assumed maintenance obligations under Proffer 70A(v) will enter into

a Memorandum of Understanding (MOU) with the FCPA in a form acceptable to the County Attorney, and subject to approval by the Board. The MOU will establish parameters for the perpetual park maintenance responsibilities of the Applicant, shared responsibilities for life-cycle facility (with the Applicant responsible for replacement of certain facilities that are not customary for the FCPA to replace as determined at the time of FDP approval for the Signature Park) and infrastructure replacement, minimum public and private scheduling times, and cooperation in selecting the name of the park among other things. Prior to the dedication or easement recordation described above, the Applicant and any entity that has assumed maintenance obligations under Proffer 70A(v) will enter into a binding agreement with the FCPA in a form acceptable to the County Attorney, and subject to approval by the Board. The binding agreement will set forth the parties' maintenance and operational responsibilities for Signature Park. In the event the FCPA declines the dedication per Proffer 70(A)(iii), and the BOS elects to accept the dedication the Applicant and any entity that has assumed maintenance obligations under Proffer 70(A)(v) will enter into such MOU and binding agreement with the Board instead of the FCPA. In the event that both the FCPA and the Board decline the dedication, and the Applicant retains fee simple title to Signature Park, the Applicant and any entity that has assumed maintenance obligations under Proffer 70A(v) will enter into the MOU and binding agreement, subject to the Board's approval (and the FCPA if deemed necessary by the FCPA to determine compliance with Proffer 70A(iii)(b)).

(v) Should a Business Improvement District, nonprofit organization, or similar entity (collectively referred to as "BID or equivalent") be established in Tysons to oversee the maintenance and operation of public park spaces or the Signature Park, specifically, the Applicant may join or otherwise become associated with the BID or equivalent for the purpose of maintaining the Signature Park and transfer some or all of it responsibilities to the BID or equivalent. Those maintenance responsibilities may only be transferred to the BID or equivalent by the binding agreement or amendment thereto executed by the FCPA (or the Board if the FCPA declines the dedication per Proffer 70(A)(iii)) and approved by the Board in accordance with Proffer 70A(iv). Any transferred maintenance obligations will revert to the Applicant if the binding agreement is ever terminated.

(vi) The Applicant and/or any entity that has assumed operational and/or maintenance obligations under Proffer 70A(v) will be entitled to make use of monetary contributions proffered by others toward the maintenance, operations, and/or capital life-cycle replacement of the Signature Park, subject to FCPA approval (or the Board if required by state law). Further, the Applicant may expand the UOA described in Proffer 4 to other nearby properties and thereby increase the number of properties supporting the perpetual maintenance of Signature Park.

(vii) Notwithstanding what is shown on the Phasing Plans, portions of the existing stormwater pond in the area identified as Interim Landscape on Sheet C-39 of the CDP may remain until such time as Block F is redeveloped, subject to coordination with DPD, SDID and LDS at the time of FDP for Signature Park. This area may be used for below grade stormwater management facilities in coordination with DPD, SDID and LDS at the time of FDP and site plan, provided such facilities are located so as not to preclude the future construction or acceptance of The Mile Avenue.

B. Urban Park 2 is located south of The Mile Avenue and east of Blyton Street. It is connected visually to Signature Park to the north and Urban Park 3 to the south. Approximately 76,200 SF in size, the design of Urban Park 2 includes, but is not limited to, a flexible lawn area; pollinator gardens with bench seating; and a series of paths and walkways, as conceptually shown on Sheet L-3.2 of the CDPA. The final park area and specific facilities will be determined at time of FDP for Blocks F and G. Urban Park 2 will be constructed and available for public use prior to the first RUP or Non-RUP for the last of Block F or G. The portion of Urban Park 2 located on Parcel 7A1, will be constructed and available for public use prior to the first RUP or Non-RUP for Block F.

C. Urban Park 3 is located between Block A and Blyton Street, and was previously constructed with Block A. Approximately 40,600 square feet in size, Urban Park 3 includes trees and understory plantings, walkways, a dog park, and pocket seating areas.

D. Linear Park 4 is located east of Block H, between Maitland Street and West Park Drive. Approximately 20,300 SF in size, the design of Linear Park 4 will include, but is not limited to, a walkway, color garden/mews and outdoor seating as conceptually shown on Sheet L-3.3 of the CDPA. The final park area and specific facilities will be determined at time of FDP for Block H and will be constructed and available for public use prior to the issuance of the first RUP or Non-RUP for Block H.

E. Exercise Park 5 is located west of Block I2. Approximately 75,400 SF in size, the design of Exercise Park 5 includes, but is not be limited to, trails, 3 sport courts, multi-age fitness equipment; as well as seating, and shade areas as conceptually shown on Sheet L-3.3 of the CDPA. At the time of FDP, the Applicant will continue to coordinate with staff to ensure park facilities in Exercise Park do not conflict with the RPA. The final park area and specific facilities will be determined at time of FDP for Block I and will be constructed and available for public use prior to the issuance of a RUP or Non-RUP for Block I.

F. Community Circuit Park 6 is located along the north side of The Mile Avenue, and includes approximately 7,500 SF of land west of Blyton Street and extends the east across a portion of Signature Park. The Community Circuit will be provided as specified in Proffer 55.

72. Amenities and Facilities for Residents. The Applicant will provide on-site recreational facilities for the future residents of the Property. Pursuant to Subsection 2105.6.B(3)(b) of the Zoning Ordinance regarding developed recreational facilities, the Applicant will expend a minimum of $2,400.00 per market-rate and workforce residential unit on such recreation facilities. Prior to final bond release for each building site, the balance of any funds not expended on-site, as determined by LDS will be contributed to the Fairfax County Park Authority for the provision of recreation facilities serving Tysons.

The specific facilities and amenities to be provided will be determined at the time of site plan approval. Amenities to be provided may include, but not be limited to:

A. Private exterior recreational areas/courtyards with seating areas, walking paths, , lawn areas, hardscape areas, passive recreation areas, and swimming pools;

B. Clubrooms for community gatherings; and

C. Fitness centers with exercise equipment such as stationary bikes, treadmills, weight machines, free weights, etc. and/or sports courts.

73. Athletic Field Contribution.

To address the Comprehensive Plan's recommendations for the provision of athletic fields in Tysons and meet the 0.68 athletic field generated need based on the Proposed Development, the Applicant will construct the two (2) approximately 49-foot by 96-foot lit flexible sports pitches in Signature Park. Additional details regarding the flexible sports pitches, including materiality, seating areas, fencing, and lighting, will be provided at the time of FDP for Signature Park. Users of the flexible sports pitches will have access to the publicly accessible restrooms in the park café. In addition, the Applicant will make a monetary contribution to FCPA in the amount of $2,030,000 for the acquisition and/or development of parks and recreation facilities serving the Tysons area. Such contribution will be made in four (4) installments with Blocks F, G, H and I, as follows:

A. $348,500 prior to the issuance of the first RUP or Non-RUP for Block F;

B. $348,500 prior to the issuance of the first RUP or Non-RUP for Block G;

C. $666,500 prior to the issuance of the first RUP or Non-RUP for Block H; and

D. $666,500 prior to the issuance of the first RUP or Non-RUP for Block I.

74. 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 per expected student (based on a ratio of 0.108 students per multifamily dwelling unit and 0.467 students per single family attached dwelling unit) to the Fairfax County School Board to be utilized for capital improvements to Fairfax County public schools to address impacts on the school division resulting from the

Proposed Development. Such contribution will be made prior to the issuance of the building permit for each Block that includes new residential development and will be based on the actual number of dwelling units to be built on each block. At the time of site plan submission for each block that includes residential development, the Applicant will notify the Office of Facilities Planning Services of the Fairfax County Public Schools ("FCPS") of the approximate timing of construction and the number of anticipated residential units.

If, prior to site plan approval for each residential buildings, Fairfax County should modify, on a county-wide basis, the expected ratio of students per subject multi-family unit or the amount of the contribution per student, the amount of the contribution will be modified to reflect the then current ratio and/or contribution. This contribution is not subject to the provisions of Proffer 80.

The Applicant will notify the Fairfax County Public Schools whenever a site plan for a residential building on the Property has been submitted to LDS for review.

STORMWATER MANAGEMENT

75. Stormwater Management.

A. Stormwater Management (SWM) measures for the Property will be designed to protect receiving waters downstream of Tysons Corner by reducing runoff from impervious surfaces using a progressive approach. This progressive approach will, to the maximum extent practicable, subject to the determination of the 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.

Plans submitted subsequent to this CDPA 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 green roofs both intensive and/or extensive, bio-retention (traditional and urban) areas, soil amendments, dry swales, pervious hardscapes/streetscapes, and infiltration.

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., for LEED V4.1, the Rainwater Management credits). 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.

B. At the time of each FDP, the Applicant will provide calculations for that phase showing the proposed volume reductions and will work cooperatively with LDS and DPD to ensure that the stormwater management measures that would be sufficient to meet the requirements of the aforementioned LEED credits will be provided and that the first inch of rainfall will be retained or reused to the maximum extent practicable. Supporting information will be included, as part of each FDP submission, that is of sufficient detail, subject to LDS's determination in coordination with the Environment and Development Review Branch of DPD, to demonstrate the viability of the proposed stormwater management strategy for the area subject to the FDP. This information will include the following:

(i) For any BMP involving infiltration of water into the ground, soil testing information documenting that the soil will be able to support the proposed infiltration measure(s).

(ii) For any measure involving storage and reuse of stormwater runoff, documentation supporting assumed levels of water usage.

C. The requirements of Paragraph B may be met on an individual block 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, provided that the offsite stormwater treatment depicted on Sheets C-23 through C-25 of the CDPA has been implemented. It is further understood that interim or temporary SWM and BMP measures may be required during any interim phase of the Proposed Development.

Each FDP will include the location and preliminary design of the SWM facilities including the access points to underground vaults. Access points, detailed at the time of FDP, will be located outside of the landscape amenity panel and sidewalk zone of the streetscape. At the time of FDP for each Block, the Applicant will submit a drainage study detailing how the drainage area into the existing stormwater management pond to be removed will be treated for water quality, water quantity, and meet adequate outfall requirements for the pre-development and post-development scenarios.

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

Where 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.

E. At the time of FDP and site plan for Block C, the Applicant will demonstrate to LDS that the proposed re-routing of the storm sewer pipe beneath Jones Branch Drive as depicted on Sheet C-35A will not adversely impact flooding conditions in Ken Lawrence Park or on the parcel identified as Fairfax County Tax Map ID 29-4 (7) ((2)) 1.

76. Tree Replacement. As shown on the CDPA, the Applicant is requesting a modification of PFM Section 12-0515.6B to allow for trees located above any proposed percolation trench or bio-retention area to count toward the 10-year tree canopy requirement. In the event that any of the said trees may need to be removed for maintenance or repair of those facilities, the Applicant will replace removed trees as determined by the FCON to sustain the 10-year canopy.

77. Sanitary Sewer. Prior to or concurrent with the first site plan submission for each block, the Applicant will submit a final site-specific sanitary sewer capacity analysis for such block. Should any sanitary sewer upgrades be required to serve the additional flow generated by the proposed development, the Applicant will complete and submit to LDS a public improvement plan ("PI Plan") for the sanitary sewer improvements, including any portions located offsite of the Property, before any Rough Grading Plan ("RGP") or Site Plan will be approved for work associated with the site plan. The sanitary sewers as per the PI Plan must be constructed and obtain field approval for flow by Fairfax County prior to issuance of the first RUP or non- RUP for each applicable block.

MISCELLANEOUS

78. Blocks B, C and D Transformers. At the time of FDP of the base option for Blocks B, C, and/or D, the Applicant will review the locations for electric pad transformers and relocate

and/or screen the transformers to improve their aesthetics. Transformers will be located so as not to interfere with overlaid relief, pedestrian circulation, public parks, or streetscapes.

79. Metrorail Tax District Buyout for Certain 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 now existing Phase I Dulles Rail Transportation Improvement District (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 Fairfax County Department of Tax Administration 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.

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

81. Adjustment in Contribution Amounts. All monetary contributions specified in these Proffers will adjust on a yearly basis from the base year of 2027 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) (CPI-U), both as permitted by Virginia State Code Section 15.2-2303.3, except for contributions to the Tysons Grid of Streets Transportation Fund, the Tysons-wide Transportation Fund and public schools, which are subject to separate annual adjustments by the Board of Supervisors.

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

83. Severability. Any portion of the Property may be the subject of a proffered condition amendment (PCA), Special Exception (SE), Special Permit (SP), or Final Development Plan Amendment (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.

84. 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 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 transferee. With respect to any portion of the Property subject to a COA, the COA will have liability for performance of any applicable proffers, but not the individual condominium owners.

85. 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
29-4 ((7)) 1A2, 7A1, 8A AND
29-4 ((7)) (3) 3, 5, 7

B9 SEQUOIA THE MILE OWNER LLC

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By: Britton T. Winterer
Its: Chief Development Officer

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP
29-4 ((7)) (3) A, B, C, D, E, F, H, M

THE MILE, LLC

_____

By: Britton T. Winterer
Its: Chief Development Officer

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP
29-4 ((7)) (3) 2, J

CHARLTON JV, LLC

_____

By: Britton T. Winterer
Its: Chief Development Officer

[SIGNATURES END]