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

PCA-2011-PR-011-005/CDPA-2011-PR-011-002/FDPA-2011-PR-011-03-002 (RZPA-2025-PR-00058) - CITYLINE PARTNERS LLC AND GALERIE DEVELOPMENT, 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-2011-PR-011-005 and CDPA-2011-PR-011-002, subject to the execution of proffers consistent with those dated October 5, 2026;

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

- Modification of subsection 5100.2.C(5) of the Zoning Ordinance to allow a parapet wall, cornice, or similar projection to exceed the height limit established by more than three (3) feet to that shown on the CDPA/FDPA; and

- Modification of subsection 5100.2.D(4)(c) of the Zoning Ordinance to allow buildings/structures to be constructed to the streetscape building zone line on corner lots on public streets and lots with private street easements that may create a corner lot configuration as defined in the ordinance.

In a related action, the Planning Commission voted 12-0 to approve FDPA-2011-PR-011-03-002.

ATTACHED DOCUMENTS:
Proffers dated October 5, 2026

MJ

Scotts Run Station South – Taylor Block

Conceptual/Final Development Plan Amendment and Proffer Condition Amendment

CDPA 2011-PR-011-002
PCA 2011-PR-011-005

December 12, 2025
April 28, 2026
July 10, 2026
August 17, 2026
September 10, 2026
October 5, 2026

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 8100.2.D of the Zoning Ordinance of Fairfax County (1978, as amended, the "***Zoning Ordinance***"), Cityline Partners LLC ("***Cityline***") and Galerie Development, LLC ("***Galerie***") (Cityline and Galerie each a "***Co-Applicant***" and collectively, the "***Applicants***") for themselves and their successors and assigns, hereby proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Map as 30-3 ((28)) C3 (the "***Property***") will be in accordance with the conditions approved by the Fairfax County Board of Supervisors (the "***Board***") on April 9, 2013 pursuant to Rezoning RZ 2011-PR-011 and attached hereto as Exhibit A (the "***Original Proffers***"), as amended and/or supplemented pursuant to the following conditions (the "***Taylor Proffers***") (the Original Proffers and the Taylor Proffers, collectively the "***Proffers***") if and only if Proffer Condition Amendment PCA 2011-PR-011-005 (the "***Taylor PCA***") as proposed by the Applicants is granted by the Board. In the event this Taylor PCA is denied by the Board, the Taylor Proffers will immediately be null and void and all Original Proffers will remain in full force and effect.

Original Proffer 1 (Conceptual Development Plan) amended as follows:

1. Conceptual Development Plan. Subject to the Proffers and the provisions of Section 8100 of the Fairfax County Zoning Ordinance (the "***Zoning Ordinance***"), the Property will be developed in substantial conformance with the Conceptual Development Plan Amendment CDPA 2011-PR-011-002 entitled "Scotts Run Station South Taylor Block," dated as of July 16, 2025 and revised through September 10, 2026 and prepared by VIKA Virginia LLC (the "***Taylor CDPA***"), as further modified by these Proffers. The previously approved Conceptual Development Plan entitled "Scotts Run Station South" dated as of May 20, 2011 and revised through March 25, 2013 and prepared by VIKA Virginia LLC (the "***Scotts Run Station South CDP***") will remain unchanged for the remainder of the properties subject thereto. Unless specifically noted otherwise, (i) all references to the Conceptual Development Plan, the CDP, the Conceptual Development Plan Amendment and/or the CDPA in the Original Proffers mean the Taylor CDPA; (ii) all references to the Final Development Plan, the FDP, the Final Development Plan Amendment and/or the Taylor FDPA in the Original Proffers mean the Final Development Plan Amendment approved with FDPA 2011-PR-011-03-002 (the "***Taylor FDPA***") (the Taylor PCA, Taylor CDPA and Taylor FDPA collectively, the "***Taylor Entitlements***"); and (iii) all defined terms in the Original Proffers have the same meaning in the Taylor Proffers.

Original Proffer 4 (Minor Modifications) amended as to the Property as follows:

4. Minor Modifications and Minor Variations. Minor modifications and minor variations to the Taylor CDPA/Taylor FDPA and/or these Proffers may be permitted as determined by the Zoning

Administrator, including the flexibility to modify the layout shown on the Taylor CDPA/Taylor FDPA pursuant to Section 8100.5 of the Zoning Ordinance, provided such changes are in substantial conformance with the Taylor CDPA/Taylor FDPA and/or the Proffers, as determined by the Zoning Administrator and do not affect the proffered elements of the Taylor CDPA as specified herein. Building envelopes and the number and types of units, rooms, beds, floors and square footages within and among the Towers (as defined in Proffer 7 herein) as set forth on the CDPA and in these Proffers, as along as (i) the maximum building setbacks from the Property lines and build-to lines as shown on the Taylor CDPA are maintained; (ii) the minimum and maximum building heights comply with those shown on the Taylor CDPA; (iii) the minimum and maximum gross floor area as shown on the Taylor CDPA is maintained; and (iv) the Project is otherwise is in substantial conformance with the Taylor CDPA and the Proffers.

Original Proffer 7 (Uses) amended as to the Property as follows:

7. Uses. The development proposed on the Property may include three towers totaling no more than 848,100 square feet (each a "***Tower***," collectively the "***Towers***" with the Tower on the west of the Property, the "***West Tower***," in the center of the Property, the "***Center Tower***," and on the east side of the Project adjacent to Colshire Drive, the "***East Tower***," all as shown on the Taylor CDPA/Taylor FDPA) atop a single parking structure (the "***Project***"), each Tower consisting primarily of accommodation options offering a continuum of care and services, including but not limited to up to 427 independent/assisted living units (each an "***IL/AL Unit***" and collectively the "***IL/AL Units***") and a healthcare component that may include but is not limited to memory care and skilled nursing beds ("***Healthcare Component***") collectively, a "***Continuing Care Facility***" or "***CCF***"). Recreational Facilities and Project Amenities (as described in Proffer 42 herein) and retail uses may be provided within any or all of the Towers on the Property and can include any non-residential use permitted in the PTC District provided they are in conformance with the use standards in Article 4 of the Zoning Ordinance (collectively, the "***Commercial/Retail Uses***"). While such Commercial/Retail Uses are conceptually shown on Sheets A01 and A02 of the Taylor FDPA, the Applicants may provide them in any or all of the Towers in its sole discretion so long as the Project includes the minimum amount of Commercial/Retail square footage shown on the Taylor FDPA. The Applicants reserve the right to provide more Commercial/Retail Uses on the Property than shown on the Taylor CDPA/Taylor FDPA without the need for a proffer condition amendment, conceptual development amendment or final development plan amendment ("***CDPA/FDPA/PCA***") provided they take a commensurate reduction in the square footage of the IL/AL Units and/or Healthcare Component such that the projected AM and/or PM trips are not increased beyond the maximum trips for the CCF as identified in the traffic study submitted and approved with the Taylor Entitlements. Each Commercial/Retail Use may be open to the public or reserved for the exclusive use of the residents of the CCF, their guests and invitees so long as the minimum Commercial/Retail Use square footage identified in the zoning tabulations on Sheet C-02 of the Taylor CDPA/Taylor FDPA remains open to the public.

Original Proffer 15 (Interim Uses) amended as to the Property as follows:

15. Interim Uses, Phasing and Interim Conditions.

    A. Interim Uses. Any use that is permitted in the C-3 and HC Districts, including any special permit and/or special exception uses, may also be permitted as an interim use on the Property. Parking for all interim uses shall be provided in accordance with Article 6 of the Zoning Ordinance.

B. Phasing. Development of the Towers may proceed in any order and in multiple phases (development of such Towers together with any associated improvements, a "***Phase***" or "***Phases***"), provided that all Taylor Proffers that apply to such Tower or Phase are addressed with development of that Tower or Phase unless otherwise specified by these Taylor Proffers or modified by the Zoning Administrator. Notwithstanding the foregoing, the Applicants reserve the right to construct the Project in a single Phase.

C. Interim Conditions. To the extent the Applicants file an initial site plan for the Project that includes the East and Center Towers but excludes the West Tower, then such initial site plan will include an interim grading and landscaping plan for the portion of the Property to be improved with the West Tower.

Original Proffer 18 (Architectural Design) amended as to the Property as follows:

18. Architectural Design. The Towers on the Property will be designed with high-quality architecture and building materials that are typically used on the exterior of buildings of similar quality such as standing seam metal roof, cast stone cladding, metal panels, metal railings, precast/cast stone and exterior insulation and finish systems ("***EIFS***"), which may be used on any or all of the Towers, as shown on the Taylor CDPA/Taylor FDPA. Future FDPAs on the Property, if any, shall continue to specify the building materials, architecture and specific features designed to activate the streetscapes, as further described in Proffer 21 below. Architectural plans, elevations, illustrations, materials and heights may be adjusted or modified at the time of final architectural and engineering design provided the quality of design remains in substantial conformance with that shown on the Taylor CDPA/Taylor FDPA without the need for administrative approval.

Original Proffer 21 (Streetscape Activation) amended as to the Property as follows:

21. Streetscape Activation. The Towers shall be constructed with ground floors having a minimum floor to floor height of sixteen (16) feet to accommodate potential Commercial/Retail Uses and/or lobbies designed to activate the streetscape. In addition, the Applicants will provide specific activation elements for each of the pedestrian corridors within the Project (as shown on the Pedestrian Circulation Plan in the Taylor CDPA/Taylor FDPA) including but not limited to functioning entry doors with an average separation of 75 feet or less (except where a greater separation is needed to accommodate larger tenant spaces and/or topography); large glazed windows and doors at the ground floor to achieve appropriate façade transparency and activation while maintaining the character of the architectural style of the Towers; exposed parking garage facades lined with active uses including Commercial/Retail, Project Amenity spaces and residential lobbies; garage access set back from the public realm; loading/trash/service areas screened by roll down doors, as shown on Sheet A01, A06, A07, and A08 of the Taylor FDPA (the "***Streetscape Activation Elements***"), with such Streetscape Activation Elements provided in each of the Towers and prior to issuance of the first initial RUP or Non-RUP for the Tower to which they are adjacent or of which they are part.

Original Proffer 28 (Green-Building Certifications) amended as to the Property as follows:

28. Green Building Certifications. The Applicants will pursue, at a minimum, "LEED Silver" certification (or equivalent) by the U.S. Green Building Council's ("***USGBC***") Leadership in Energy and Environmental Design ("***LEED***") (or equivalent, as determined by the Environmental Branch of the Department of Planning and Development ("***DPD***") prior to site plan approval) for the Project, as follows:

A. Prior to approval of the building plans for the Project,

i. The Applicants will grant to DPZEDRB@fairfaxcounty.gov access to the Project's USGBC LEED online system, unless an equivalent rating system is chosen; and,

ii. Post a green building escrow of Two Dollars ($2.00) per square foot of development (the "***Escrow***") if and only if the Project has completed the design-phase review and the anticipated construction-related credits are insufficient to attain LEED Gold certification.

B. Prior to final bond release for the Project, submit final certification documentation for the Towers from USGBC to the Environmental Branch of DPD and LDS. If the certification level meets or exceeds LEED Silver certification, the entire Escrow will be returned to the Applicant by whom it was paid. If the Towers fail to achieve LEED Silver certification but is within Three (3) points or less of the minimum point level for LEED Silver certification, then Fifty percent (50%) of the Escrow will be returned to the Applicant by whom it was paid. If the point total is more than Three (3) points below the minimum point level for LEED Silver certification, no part of the Escrow will be returned. All forfeited Escrow money will be posted to the County fund for environmental projects and initiatives.

Existing Proffer 29 (Sustainable Energy Practices) will remain unchanged with the exception of Proffer 29.A, which is amended as to the Property as follows:

A. Electric Vehicle Charging Infrastructure.

(i) Prior to issuance of the first RUP or Non-RUP for the Continuing Care Facility, the Applicants will provide recharging stations for electric vehicles in a minimum of Two and One-Half percent (2.5%) of parking spaces within the parking structure on the Property.

(ii) The Applicants will also provide space and infrastructure to accommodate an additional Two and One-Half percent (2.5%) of electric vehicle-ready parking spaces. "Electric vehicle-ready" means the provision of space, conduit banks, conduits and access points allowing for the easy installation of vehicle charging stations in the future, and does not include the installation of transformers, switches, wiring or charging stations.

Original Proffer 31 (Detailed Landscape Plan) amended as to the Property as follows:

31. Detailed Landscape Plan. As part of each site plan submission for the CCF, the Applicants will submit to the Forest Conservation Branch ("***FCON***") for review and approval, a detailed landscape plan that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the Taylor FDPA and will include, among other things, an irrigation plan illustrating watering establishment extents for vegetated areas, design details for tree wells and other similar planting areas on structures and along streets (the "***Detailed Landscape Plan***"). The details will include the composition of planting materials, methods for providing suspended pavement over tree root zones to prevent soil compaction, methods for ensuring the viability of plantings on structures and a plant selection that includes species that

will reduce the need for supplemental watering and the use of chemical fertilizers, herbicides and pesticides.

A. Non-Invasive Plants and Native Species. The Applicants will use plants that are adaptive and predominantly native. The Applicants may utilize non-invasive, non-native species that are readily adaptable provided they are located outside of the Chain Bridge Road and Colshire Drive streetscape and naturalized park areas in the Project. All plants used in the Chain Bridge Road and Colshire Drive streetscape and naturalized park areas will be native to Virginia. The Applicant will not use any plant species identified on the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation. Final landscaping for all on-site planting areas will be layered to include canopy trees and/or understory trees, and shrubs and/or perennials or groundcovers, where appropriate to the site-specific conditions. The Applicants reserve the right to select as part of site plan approval the exact tree species to be used, provided that FCON is consulted.

B. Tree Preservation.

i. Tree Preservation Plan. The Applicants will submit a Tree Preservation Plan and Narrative prepared by a Certified Arborist or Registered Consulting Arborist as part of the first and all subsequent Detailed Landscape Plan submissions.

ii. Tree Preservation Measures. The Applicants will identify, label and detail tree preservation measures (the "***Tree Preservation Measures***") on both the erosion and sediment control plan sheets in the site plan (the "***Erosion and Sediment Control Plan***") and the Tree Preservation Plan. These Tree Preservation Measures may include root pruning, crown pruning, mulching, and watering. The Tree Preservation Plan must provide specifications on how each Tree Preservation Measure will be implemented. All Tree Preservation Measures must be completed during Phase 1 of the Erosion and Sediment Control Plan implementation under the supervision of an International Society of Arboriculture (ISA) Certified Arborist or Registered Consulting Arborist (the "***Project Arborist***").

iii. Tree Inventory Condition Analysis: The Applicants will submit a Tree Inventory and Condition Analysis as part of the first and all subsequent Detailed Landscape Plan submissions for the Project. The Tree Inventory and Condition Analysis must be prepared by the Project Arborist and include elements of the Public Facilities Manual ("***PFM***") Section 12-0307 deemed appropriate to the Project, as determined by FCON and LDS.

iv. Tree Protection Fencing. Prior to demolition activities on the Property, the Applicants will provide and have verified by FCON appropriate tree protection devices and fencing.

v. Demolition. The Applicants will employ care in the demolition of all existing structures and site features within or adjacent to tree preservation areas.

C. Oversight.

i. Pre-Installation Meeting. Prior to installation of plants intended to meet the requirements of the approved Detailed Landscape Plan, the Applicants will coordinate a pre-installation meeting with the Project Landscape Architect, Project Arborist, FCON and its designees ("***Pre-Installation Meeting***"). All proposed changes to planting locations, tree/shrub planting sizes and species substitutions shown on the approved Detailed Landscape Plan will be reviewed and approved by FCON prior to planting. At the Pre-Installation Meeting, the Project Arborist will review the limits of clearing and grading with the FCON representative to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation and/or to increase the survivability of trees at the limits of clearing and grading. Such adjustments must be recorded by the Project Arborist and tree protection fencing will be implemented under the Project Arborist's supervision based on these adjustments, if any.

ii. Tree Planting Installation Observation. The Project Landscape Architect will be on-site during all critical phases of landscape work, 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 Forest Conservation, and the final bond release inspection to verify plant quantity and quality. The Landscape Architect will document each phase in reports submitted to FCON and Site Development & Inspections Division ("***SDID***"), with the reporting schedule and method outlined at the final site plan submission.

D. Structural Soil Cells. The Applicants may use structural soil cells for tree planting. At the time of site plan submission, the Applicants will provide as part of the Detailed Landscape Plan a technical description of the use of structural cell technology as part of the tree planting for 10-year canopy coverage credit for the Property, the type of cell(s) to be used, the orientation of the cell(s) at each tree planting location, the number of cell(s) proposed at each tree planting location, a description of the qualified professional that will monitor the cell installation and provide reports to FCON and SDID that include a tree planting narrative.

E. Invasive Plant Species Management. The Applicants will include as part of the Detailed Landscape Plan an Invasive Plant Species Management Plan, including the common and scientific name of invasive species proposed for management, the target area for management efforts, methods of control and disposal of invasive plants, timing of treatments and monitoring, duration of the management program, and potential reforestation, as and if applicable.

F. Soil Remediation. The Applicants will include as part of the Detailed Landscape Plan a plan to remove construction debris and rubble and remediate soil that is compacted or is unsuitable for the establishment and long-term survival of landscape plants.

G. Phased Development with Tree Preservation. All FDPAs and subsequent site-related plans must include 10-year tree canopy calculations. All tree preservation measures and Proffers will apply to every phase. These measures include invasive species management, dead tree removal, canopy loss replacement through planting, pruning, and other necessary arboricultural treatments. Tree preservation areas will also be assessed as part of each phase's bond release inspection.

H. Environmental Quality Corridor. The Applicants will provide a reallocated Environmental Quality Corridor ("***EQC***") equal to One and One-Quarter (1.25) times the amount of disturbance in the existing EQC as shown on Sheet S-02 of the Taylor CDPA/Taylor FDPA. The reallocated EQC will include the preservation of existing forests and the revegetation of currently existing lawn with native vegetation as shown on Sheet S-02 of the Taylor CDPA/Taylor FDPA. This mitigation will be provided in coordination with FCON with the first site plan submission.

Original Proffer 42 (Private Amenities and Recreational Facilities for Residents) amended as to the Property as follows:

42. Recreational Facilities and Project Amenities.

A. As demonstrated at the time of site plan approval and pursuant to Sections 8100.2.E(4) ("***Recreational Facilities Qualifications***") and 2105.6.B(3)(b) (the "***PTC Section***") of the Zoning Ordinance (collectively, the "***Recreational Facilities Provisions***"), the Applicants will provide a minimum of Two Thousand Four Hundred Dollars ($2,400.00) for each CCF unit toward construction of qualifying on-site recreation facilities (the "***Recreational Facilities****").* Recreational Facilities may include private indoor pool facilities, exercise rooms and health clubs and exterior recreational areas and/or courtyards (including walkways, seating areas, landscape or hardscape areas, garden areas, passive recreation areas or other private amenities and recreational facilities), and may be located within or on top of the CCF buildings, upper levels of parking podiums or in at-grade open areas, all as provided in the PTC Section. The balance of any funds not expended, if any, as determined by LDS, will be contributed or may be escrowed prior to issuance of the final RUP or Non-RUP for the Project for provision of future qualifying on-site Recreation Facilities within the Property and if no such Recreational Facilities are identified, then such residual funds will be contributed to the Fairfax County Park Authority ("***FCPA***") for the provision of recreational facilities serving Tysons.

B. In addition, the Applicants will provide amenities within the Project (as identified in subparagraphs (i) – (iv) below, the "***Project Amenities***" and each a "***Project Amenity***") for the primary use and enjoyment of the residents of the CCF; provided, however, that the Applicants may, in their sole discretion, opt to open any or all of the Project Amenities to exclusive use of the residents of the CCF, their guests and invitees and/or the public in accordance with its core mission to promote residents' social engagement and interaction with the public. A Project Amenity is separate from and will not be credited toward the Recreational Facilities' expenditure required by Proffer 42.A., above, unless it independently qualifies as a Recreational Facility pursuant to the Recreational Facilities Provisions. The Project Amenities (which are Commercial/Retail Uses as described in Proffer 7 and shown on the Taylor CDPA/Taylor FDPA) may, but shall not be required, to include (but will not be limited to) the following:

i. Flower shop, candy store and/or ice cream shop;

ii. Spa and/or salon;

iii. Restaurants;

iv. Vendor pool and associated facilities; and/or,

v. Club rooms, theatres and/or entertainment centers.

Original Proffer 43 (Publicly Accessible Park and Open Space Areas) amended as to the Property as follows:

43. Publicly Accessible Park and Open Space Areas. Provision of publicly accessible urban parks and open space areas will be in general conformance with the concepts, locations and minimum acreages depicted on the Taylor CDPA/Taylor FDPA and described in these Proffers (the "***Urban Parks and Open Spaces***"), which the Applicants may adjust in consultation with FCPA at the time of site plan approval to allow for final engineering and design. While public access easements will be granted for these areas, the Applicants will retain them in private ownership and reserves the right to reasonably restrict access for limited times for special events (in accordance with Original Proffer 17), security, maintenance, repairs and/or safety purposes. In accordance with the Zoning Ordinance or as part of a future Special Exception application for signage, the Applicants will, in consultation with FCPA and with consideration of its guidelines for Privately Owned Public Spaces ("***POPS Guidelines***"), provide a comprehensive place-making and way-finding signage plan for the urban park and open space areas in and around the Project.

A. Corner Plaza. The Applicants will provide an approximately 6,508 square-foot publicly-accessible urban park at the corner of Chain Bridge Road and Colshire Drive, as conceptually shown on Sheet L-02 of the Taylor CDPA/Taylor FDPA (the "***Corner Plaza***") that may include the following: (a) trellis/shade structure; (b) water/fountain feature; (c) outdoor seating/tables; (d) flexible plaza space; and/or (e) enhanced landscape areas (collectively, the "***Plaza Features***"). The Applicants reserve the right to adjust and/or provide additional Plaza Features so long as the quality and character of the components selected are complementary and in harmony with the overall programmatic theme of the Corner Plaza. The Applicants will provide the Corner Plaza prior to issuance of the first initial RUP or Non-RUP for the East Tower.

B. Grande Parc Parron. The Applicants will provide a stairway from the Corner Plaza to the Central Park, as shown on the Taylor CDPA/Taylor FDPA prior to issuance of the first initial RUP or Non-RUP for the East Tower or the Center Tower, whichever is last (the "***Grande Parc Parron***").

C. Central Park. The Applicants will provide an approximately 34,687 square-foot publicly accessible urban park in the center of the West, Center and East Towers (the "***Central Park***"), as conceptually shown on Sheets L-03 through L-06 of the Taylor CDPA/Taylor FDPA. The Central Park may include the following: (a) garden areas; (b) play area; (c) picnic areas; (d) putting green; (e) tree bosques; (f) water/fountain feature(s); (g) open lawn space; (h) pathways; (i) dog park; (j) outdoor kitchen; and/or (k) community planting bed(s) (the "***Central Park Features***"). The Applicants reserves the right to adjust and/or provide additional Central Park Features so long as the quality and character of the components selected are complementary and in harmony with the overall programmatic theme of the Central Park. The Applicants will provide at least 25,965 square feet of the Central Park Features prior to issuance of the first initial RUP or Non-RUP for the Center Tower; the Applicant reserves the right to utilize the remaining portion of the Central Park for construction management and staging of the West Tower so long as it provides the full Central Park prior to issuance of the first initial RUP or Non-RUP for the West Tower.

D. Naturalized Park. The Applicants will provide an approximately 65,763 square-foot publicly accessible linear urban park, as shown on Sheet L-07 of the Taylor CDPA/Taylor FDPA (the "***Naturalized Park***"). The Naturalized Park may include the following: (a) walking paths/trail; (b) benches; (c) wildlife overlook and (d) dog run (the "***Trail Features***"); provided, however, that the Applicants reserve the right to adjust and/or provide additional Trail Features so long as the quality and character of the components selected are complementary and in harmony with the overall programmatic theme of the Scotts Run Stream Valley. The Naturalized Park may be constructed in one or more phases as determined by the Applicants provided it is completed prior to issuance of the first initial RUP or Non-RUP for the West Tower.

i. Coordination with FCON and FCPA. Prior to site plan approval, the Applicants will walk the Property and coordinate with FCON and FCPA on the final alignment and engineering of the Naturalized Park and the final location of the Trail Features. To the extent FCON and/or FCPA recommends modifications to any of the Trail Features and/or relocation of trees, if any, such changes may be accommodated without a CDPA/FDPA/PCA.

ii. Limits of Disturbance. The Applicants will work collaboratively with FCON and FCPA to identify the final limits of disturbance ("***LOD***") associated with the proposed Trail Features in the Naturalized Park. The final routing of the walking paths/trail will be determined in coordination with FCPA and FCON staff, and if, at the time of final site plan, necessary LOD adjustments are needed to accommodate the proposed Trail Features, the LOD revisions will be permitted without the need for a CDPA/FDPA/PCA, and/or interpretation of substantial conformance. The LOD will be maintained at all times during construction of the Project.

iii. Tree Preservation. The Trail Features will be located outside of the Resource Protection Area ("***RPA***"), and the Naturalized Park will be field-located with FCPA Natural Resources, FCPA and FCON to minimize impacts on mature trees.

iv. Reforestation. The Applicants will provide reforestation planting within the disturbed areas of the EQC/RPA as necessary, including Overstory Trees, Understory Trees, Shrubs, Groundcovers and Seed Mixes per the recommended tree and shrub species for reforestation of RPA in the County. The reforested area will be designed and maintained per Public Facilities Manual ("***PFM***") Section 6-1310 and the planting procedures for trees, shrubs and seedlings will comply with PFM 12-0505 as demonstrated during site plan review.

v. Maintenance and Restoration. The Applicants will be responsible for regular maintenance of the Trail Features and restoration of trees impacted during construction of the Naturalized Park, if any.

vi. RPA Dedication. In conjunction with Original Proffer 99(B)(ii) and as shown on Sheet C-07 of the Taylor CDPA/Taylor FDPA as "AREA OF RPA TO BE DEDICATED TO PARK AUTHORITY (MIN. 21,860 SF +/-)", the Applicants will dedicate a minimum of Twenty-One Thousand Eight Hundred-Sixty (21,860) square feet of RPA on the Property prior to bond release for the Project.

vii. Active Recreation. The Applicants will provide Two (2) active recreation facilities on the Property, as shown on the Taylor CDPA/Taylor FDPA (the "***Active Recreation Facilities***"), including but not limited to a pétanque and/or bocce court and a pickleball court. The Applicants reserve the right to adjust and/or provide additional Active Recreation Facilities in consultation with FCPA so long as the quality and character of the components selected are complementary and in harmony with Project. The Applicants will provide the Active Recreation Features prior to issuance of the first initial RUP or Non-RUP for the West Tower.

E. Enhanced Placemaking Opportunities. The Applicants will provide enhanced placemaking as conceptually described and in the approximate locations identified on Sheet L-09 the Taylor CDPA/Taylor FDPA as "***Enhanced Placemaking Opportunities***" with delivery of the urban park and/or open space to which they are adjacent or in which they are located.

F. Contribution. Prior to issuance of the first initial RUP or Non-RUP for the third Tower on the Property, the Applicants shall contribute Fifty Thousand Dollars ($50,000.00) to FCPA for parks and recreational facilities serving Tysons.

Original Proffer 50 (On-Site Road Improvements), Paragraph A (Colshire Meadow Drive) will remain unchanged with the exception that Proffer 50.A.(i) and (ii) are added as to the Property as follows:

(i) Crosswalk Relocation. Prior to the issuance of the first initial RUP or Non-RUP for the Project, the Applicants will relocate the existing crosswalk and the associated ADA ramps over Chain Bridge Road (formerly Colshire Meadow Drive) west of the new vehicular entrance to the Property as generally shown on Sheet C-07 of the Taylor CDPA/Taylor FDPA (the "***Crosswalk***").

a. Pedestrian Improvements. In conjunction with installation of the Crosswalk and notwithstanding what is shown on the Taylor CDPA/Taylor FDPA, the Applicants will either (a) install a raised concrete median treatment to serve as a pedestrian refuge within the existing painted median area, subject to approval from VDOT; or (b), if the pedestrian refuge is not approved by VDOT at the time of site plan, the Applicants will instead install a Rectangular Rapid Flashing Beacon ("***RRFB***"), also subject to VDOT approval.

b. Metro Ramp. At such time as the Applicants relocate the Crosswalk described in Proffer 50(i), they will, subject to VDOT approval, reconstruct the existing ADA ramp located within the VDOT right-of-way east of the Crosswalk landing on the south side of the Metro Kiss-N-Ride facility ("***Metro Ramp***") in accordance with the federal Public Right-of-Way Accessibility Guidelines ("***PROWAG***") provided (1) all necessary reconstruction remains in the VDOT right-of-way and (2) no reconstruction or relocation of the existing retaining wall is required. Notwithstanding the foregoing, in the event the Metro Ramp cannot be reconstructed without impacting the existing retaining wall, the Applicants will instead contribute Fifteen Thousand Dollars ($15,000.00)

to FCDOT or its designee for the Metro Ramp to be reconstructed by others.

(ii) Sidewalk Link. Upon written request by the County, the Applicants will provide the temporary construction easements necessary for the completion by others of a sidewalk link identified as "POTENTIAL FUTURE CONNECTION BY OTHERS" on Sheet C-07 of the Taylor CDPA/Taylor FDPA.

Original Proffer 57 (Colshire Meadow Drive/Colshire Drive Traffic Signal) superseded in its entirety as follows:

57. Chain Bridge Road/Colshire Drive Intersection.

A. Traffic Signal. The Applicants will prepare and submit a Signal Justification Report ("***SJR***") to consider installation of a new traffic signal at the Chain Bridge Road/Colshire Drive intersection (the "***Signal***") within Twelve (12) months after issuance of the first RUP or Non-RUP for the first Tower constructed on the Property. In the event VDOT approves the Signal for installation, the Applicants will design, equip and install the Signal, including those pedestrian features as may be required by VDOT, no later than Twelve (12) months following issuance of the first RUP or Non-RUP for the second Tower on the Property. In the event the Signal is not approved for installation by VDOT within Twelve (12) months after issuance of the first RUP or Non-RUP for the first Tower on the Property, the Applicants will prepare and submit a second SJR after issuance of the first RUP or Non-RUP for the third Tower constructed on the Property. In the event VDOT approves the Signal for installation, the Applicants will design, equip and install the Signal, including those pedestrian features as may be required by VDOT, no later than Eighteen (18) months following approval of the SJR. If the Signal is not approved for installation by VDOT after the second SJR, then the Applicants' obligation to construct or fund the Signal is deemed null and void and this Proffer 57 is of no further force or effect. The Applicants are entitled to any funds escrowed by others for the signalization of this intersection.

B. Interim Pedestrian Improvements. Prior to site plan approval for the Project, the Applicants will meet with the County, the Tysons Community Alliance ("***TCA***") and other applicants in the vicinity whose pending and future redevelopment projects are forecasted to generate vehicle trips through the Chain Bridge Road/Colshire Drive intersection (the "***Stakeholders***") to discuss their efforts to provide interim pedestrian and bicyclist safety improvements (the "***Pedestrian/Cyclist Improvements***") in and around the Chain Bridge Road/Colshire Drive intersection (the "***Intersection***"). Following that discussion, the Applicants will continue to work with the Stakeholders in good faith to facilitate the development by others of the Pedestrian/Cyclist Improvements and will, to the extent feasible, provide the construction and access easements necessary for others to construct the Pedestrian and Cyclist Improvements in the future. In no event will the Applicants be required to compromise the construction, development or operation of the Project or the improvements shown on the Taylor CDPA/Taylor FDPA and described in these Proffers in order to satisfy its obligations hereunder.

Original Proffer 64 (Grid of Streets Transportation Fund (the "Tysons Grid Fund") Contribution) amended as to the Property as follows:

64. Grid of Streets Transportation Fund (the "***Tysons Grid Fund***") Contribution. The Applicants will contribute to the Tysons Grid Fund for each IL/AL Unit and for each square foot of Healthcare Component (the "***Tysons Grid Fund Contribution***"), in accordance with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons Grid of Streets Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "***Grid Guidelines***"). The Tysons Grid Fund Contribution for the IL/AL Units shall be payable in accordance with the residential rate on a per IL/AL Unit basis. The Tysons Grid Fund Contribution for the Healthcare Component shall be payable at the non-residential rate on a per square foot of GFA basis. The Tysons Grid Fund Contribution shall not apply to GFA associated with the Project Amenities or public-use facilities. The Applicants may receive and deduct credits against its Tysons Grid Fund Contribution as approved by the County in accordance with the Grid Guidelines. The Tysons Grid Fund Contribution will be paid on a Tower by Tower basis in accordance with the Grid Guidelines.

Original Proffer 66 (Tysons-Wide Transportation Fund (the "Tysons-Wide Fund") Contribution) amended as to the Property as follows:

66. Tysons-Wide Transportation Fund (the "***Tysons-Wide Fund***") Contribution. The Applicants will contribute to the Tysons-Wide Transportation Fund for each for each IL/AL Unit and for each square foot of Healthcare Component CCF (the "***Tysons-Wide Fund Contribution***"), in accordance with the rates and applicable rate adjustments set forth in the *Guidelines for the Tysons-wide Transportation Fund* endorsed by the Board of Supervisors on January 8, 2013 (the "***Tysons-Wide Guidelines***"). The Tysons-Wide Fund Contribution for the IL/AL Units shall be payable in accordance with the residential rate on a per IL/AL Unit basis. The Tysons-Wide Fund Contribution for the Healthcare Component shall be payable at the non-residential rate on a per square foot of GFA basis. The Tysons-Wide Fund Contribution shall not apply to GFA associated with the Project Amenities or public-use facilities. The Applicants may receive and deduct credits against its Tysons-Wide Fund Contribution as approved by the County in accordance with the Tysons-Wide Guidelines. The Tysons-Wide Fund Contribution will be paid on a Tower by Tower basis in accordance with the Tysons-Wide Guidelines.

Original Proffer 69 (Circulator) superseded in its entirety as follows:

69. Circulator. Prior to issuance of the first initial RUP or Non-RUP for the first Tower and in lieu of any obligation to provide an in-kind bus shelter along the Property's frontage on Chain Bridge Road, the Applicants will contribute Thirty-Two Thousand Dollars ($32,000.00) to the Fairfax County Department of Transportation for its use in facilitating circulator service and/or transit facilities in Tysons East.

Original Proffers 90 (Affordable Dwelling Units), 91 (Workforce Dwelling Units) and 92 (Agreements) do not apply to the Property and are deleted as to the Property.

Original Proffer 93 (Non-Residential Affordable Housing Contribution) amended as to the Property as follows:

93. Continuing Care Facility Contribution Toward Affordable/Workforce Housing in Tysons. The Applicants shall contribute Three Dollars ($3.00) per square foot of the CCF GFA actually constructed on the Property (excluding up to Twenty-Five Thousand Six Hundred (25,600) square feet of Commercial/Retail Uses) to the Housing Trust Fund for the provision of affordable accommodations to serve older adults and/or persons with disabilities, as determined by the

Department of Housing and Community Development in its discretion (the "***Housing Contribution***"). This contribution shall be deposited in a specific fund to be used solely for this purpose and shall be payable in three installments, made prior to issuance of the first initial Non-RUP for each Tower.

Original Proffer 96 (Noise Attenuation) amended as to the Property as follows:

96. Noise Attenuation. The Applicants shall reduce the interior DNL to no more than 45 dBA for the CCF on the Property. At the time of first site plan submission for each Tower, the Applicants shall submit a refined acoustical analysis (including a Building Shell and Barrier Analysis) to LDS and Public Facilities and Development Review Branch ("***PFDRB***") of DPD for review and approval. Mitigation measures appropriate to reduce indoor noise for the IL/AL Units and the Healthcare Component to no more than DNL 45 dBA and exterior noise for the outdoor recreation areas to DNL 65 dBA shall be incorporated into the Project, as and if necessary.

New Proffer 109 (Sanitary Sewer) applied to the Property as follows:

109. Sanitary Sewer. The Applicants will submit an updated sanitary sewer analysis to Wastewater Management ("***WPMD***") as part of site plan review. To the extent the analysis indicates that upgrades are necessary to accommodate the proposed flow for the CCF (the "***Sewer Enhancements***"), the Applicant will submit and bond a public improvement plan ("***PI Plan***") for the required Sewer Enhancements; provided, however that such PI Plan shall not constitute a site plan for purposes of Proffer implementation. All necessary Sewer Enhancements will be constructed with approved flow capacity prior to issuance of the first Non-RUP for the Property.

New Proffer 110 (Winter Salt Use) applied to the Property as follows:

110. Winter Salt Use. The Applicants will use calcium Magnesium acetate ("***CMA***") ice melt or other products that do not include chloride for all flatwork.

[SIGNATURES FOLLOW]

APPLICANT/AGENT FOR THE TITLE OWNER

CITYLINE PARTNERS LLC

_____
By Carmine D. Fanelle
Its: Executive Vice President

[SIGNATURES CONTINUE ON THE NEXT PAGE]

CO-APPLICANT/CONTRACT PURCHASER OF
TAX MAP 30-3 ((28)) C3

GALERIE DEVELOPMENT, LLC

_____
By Timothy T. Gary
Its: Manager

[SIGNATURES CONTINUE ON THE NEXT PAGE]

TITLE OWNER OF TAX MAP
30-3 ((28)) C3

TAYLOR COLSHIRE MEADOW LLC

_____
By Carmine D. Fanelle
Its: Executive Vice President

[SIGNATURES END]