County of Fairfax, Virginia
Planning Commission Meeting
November 18, 2026
Planning Commission Action

RZ/FDP 2022-HM-00004 CON. W/ SEA-94-H-049-03 – CRS COMMERCE CENTER, LC, CRS COMMERCE CENTER VI, LC AND CRS COMMERCE CENTER UB, LC
(Hunter Mill District)

PLANNING COMMISSION RECOMMENDATIONS:
On November 18, 2026, the Planning Commission voted 11-0 (Commissioner Bennett was absent from the meeting) to recommend to the Board of Supervisors approval of the following applications and adoption of the proposed Zoning Ordinance amendment reflecting approval of these applications:

- SEA-94-H-049-03;
- RZ-2022-HM-00004 and the associated conceptual development plan, subject to the execution of proffers consistent with those dated October 27, 2026;
- Modification of subsection 2105.4.B(3)(a) to permit an increase of maximum floor area ratio in the PDC District from 2.5 to up to 2.95;
- Modification of subsection 5100.2.D(8)(a)1 to permit new commercial structures within 75-feet of the Dulles Airport Access Road (DAAR), as shown on the CDP/FDP;
- Waiver of subsection 5107.3.A(3) to permit private streets greater than 600 feet in length;
- Modification of minimum required off-street loading spaces in subsection 6101.3.A to that shown on the CDP/FDP;
- Modification of minimum required bicycle parking spaces in subsection 6102.2 to that shown on the CDP/FDP;
- Modification of subsection 8100.7.E(2) for the portion of trails and bike trails along Wiehle Avenue, Sunrise Valley Drive, and/or Dulles Toll Road in favor of that shown on the CDP/FDP; and
- Waiver of subsection 8100.7.E.4 requiring dedication or widening of Street A.

In a related action, the Planning Commission voted 11-0 (Commissioner Bennett was absent from the meeting) to approve FDP-2022-HM-00004.

ATTACHED DOCUMENTS:
Proffers dated October 27, 2026

MJ

COMMERCE METRO CENTER
PROFFER STATEMENT
RZ 2022-HM-0004

October 27, 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"), the property owners and applicant, for themselves and their successors and assigns (the "Applicant"), in this rezoning application from the I-3 and PDC Districts to the PDC District proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Map as parcels 17-4 ((12)) 11D3, 11D5, 11D7, 11D8, 11K, and 11M (collectively, the "Property") will be in accordance with the following conditions ("Proffers") if, and only if, RZ 2022-HM-0004 (the "Application") is granted. In the event that this Application is denied, these Proffers will be immediately null and void and of no further force or effect.

GENERAL

1. Conceptual Development Plan/Final Development Plan. The Property will be developed in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP") dated June 6, 2022, and revised through August 13, 2026, prepared by Urban, Ltd., Perkins Eastman, Jahn Architecture, and LandDesign, and consisting of 118 sheets, as further described below.

2. CDP Elements. Notwithstanding that the Conceptual Development Plan and the Final Development Plan are presented on the same sheets and defined as the CDP/FDP in Proffer 1, it will be understood that the CDP consists of (i) the minimum and maximum square footage of permitted development on the Property, including the proposed mix and locations of uses as set forth on the CDP/FDP and as qualified under Proffers 6 and 7; (ii) the minimum proposed open space; (iii) the general location and arrangement, minimum and maximum setbacks, and maximum building height of the buildings on the Property as shown on the CDP/FDP; (iv) the points of access to the Property and accompanying pedestrian and vehicular circulation routes through the Property as shown on the CDP/FDP; and (v) the general quality and character of the streetscape as shown on the CDP/FDP (collectively, the "CDP Elements"). The Applicant reserves the right to request approval from the Planning Commission of a Final Development Plan Amendment ("FDPA") pursuant to Section 8100.2.E(2) of the Zoning Ordinance for elements other than the CDP Elements for all or a portion of the Property and the CDP/FDP, provided such FDPA is in substantial conformance with these Proffers.

3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted by the Zoning Administrator pursuant to Section 8100.5 of the Zoning Ordinance when necessitated by sound engineering or when necessary, as part of final site design or engineering. Minor modifications to the Proffers may be permitted by the Zoning Administrator pursuant to Section 8100.2.D.2 of the Zoning Ordinance. Building footprints may be decreased, interior layouts and details may be revised, and the number of units and

square footage within each building may be adjusted, as long as the minimum open space tabulations provided in the CDP/FDP are not reduced, the minimum and maximum building setbacks from the property lines as shown on the CDP/FDP are maintained, and the number of residential units and the building heights are within the ranges established in the CDP/FDP and these Proffers.

4. Minor Variations. Minor variations to the CDP/FDP and/or Proffers may be permitted by approval of the Board of Supervisors with public notice, but without the need for a public hearing or a Conceptual Development Plan Amendment ("CDPA"), FDPA, or Special Exception Amendment ("SEA") pursuant to Section 8100.5.A(2) of the Zoning Ordinance.

5. Future Applications. Any portion of the Property may be the subject of a CDPA, FDPA, Proffer Condition Amendment ("PCA"), Rezoning ("RZ"), Special Exception ("SE"), Special Permit ("SP"), Variance ("VC") or other zoning action without the joinder and/or consent of the owners of the other land areas, provided that such application complies with Section 8100.2 of the Zoning Ordinance and Section 15.2-2302 of the Code of Virginia, as applicable. Previously approved proffered conditions or development conditions applicable to a particular portion of the Property that are not the subject of such an application will remain in full force and effect.

PROPOSED DEVELOPMENT

6. Existing Development. The existing development on the Property as of the date of the approval of this Application includes the following uses as depicted on the CDP/FDP:

   A. The Property is developed with four existing office buildings, which contain approximately 499,805 square feet of Gross Floor Area ("GFA"), underground parking lots, and surface parking lots (collectively, the "Existing Office Development"). The Existing Office Development also will include all current and future by-right uses, including Retail Uses, in the existing office buildings identified on the CDP/FDP as Commerce 3, Commerce 4, Commerce 5, and Commerce 6, subject to conformance with the use standards in Article 4, as determined by the Zoning Administrator. The Existing Office Development, as identified on Sheets C-005, C-006 and C-007 of the CDP/FDP, may remain in operation in its current form as shown on the CDP/FDP. The Applicant may make minor modifications to the Existing Office Development and may secure site plan approvals and building permits for, and make interior and exterior improvements to, the Existing Office Development shown on the CDP/FDP, without the need for a CDPA or FDPA in accordance with Section 8100.5 of the Zoning Ordinance so long as the proposed changes are deemed to be in substantial conformance with the existing conditions shown in the CDP/FDP. Any work associated with Existing Office Development, to include but not be limited to, the securing of site plan approvals, the issuance of building permits, the issuance of Non-Residential Use Permits ("Non-RUPs"), or any other land development approvals or permits will not serve to trigger any of the monetary or transportation/infrastructure obligations of these proffered conditions, or otherwise require physical changes to the

structures, parking areas, landscaping or stormwater management facilities on the Property.

B. The existing office building identified on the CDP/FDP as Commerce 3, and containing 106,244 square feet ("Commerce 3") is proposed to be demolished as part of this Application. The remaining three (3) office buildings identified as Commerce 4, Commerce 5, and Commerce 6, and containing a total of 393,561 square feet are proposed to remain as part of this Application (the "Remaining Existing Development").

C. The Proposed Development on the Property is up to 1,959,441 square feet (the "Proposed Development"). The Proposed Development will be in addition to the Remaining Existing Development. The Proposed Development plus the Remaining Existing Development will not exceed 2,353,002 square feet of GFA on the Property as shown on Sheet C-002 of the CDP/FDP.

D. The Remaining Existing Development and the Proposed Development may include all principal uses, and multi-family residential as a secondary uses, as permitted in the PDC District in Table 4101.2 of the Zoning Ordinances. For those uses where there are use standards in the Zoning Ordinance, the Applicant will demonstrate to the satisfaction of the Zoning Administrator how the use standards are met prior to the establishment of the use. If the use standards cannot be met to the Zoning Administrator's satisfaction, then Special Permit or Special Exception approval is required. The Applicant reserves the right to establish any use permitted in the PDC District or permitted in the PDC District by Special Permit or Special Exception without the need for a PCA, CDPA, or FDPA, so long as the proposed changes are deemed to be in substantial conformance with the CDP/FDP as determined by the Zoning Administrator.The Remaining Existing Development and the Proposed Development may include additional secondary uses in accordance with Proffer 8 below.

7. Proposed Development. The Applicant will be permitted to develop the Property with up to an additional 1,959,441 square feet of GFA of principal and secondary uses as further described below for a total maximum of 2,353,002 square feet of GFA on the Property (inclusive of the Proposed Development and the Remaining Existing Development).

A. Commerce 7. An office building consisting of up to 500,000 square feet of GFA of office uses with up to 7,500 square feet of GFA of Retail Uses (for a total of up to 507,500 square feet of GFA) within the building identified as Commerce 7 on the CDP/FDP ("Commerce 7").

B. Commerce 8. An office building consisting of up to 500,000 square feet of GFA of office uses with up to 2,500 square feet of GFA of Retail Uses (for a total of up to 502,500 square feet of GFA) within the building identified as Commerce 8 on the CDP/FDP ("Commerce 8").

C. Commerce 9 (Hotel). A hotel building consisting of up to 220,000 square feet of GFA of hotel uses with up to 240 hotel guest rooms and 5,000 square feet of GFA of Retail Uses (for a total of up to 225,000 square feet of GFA) within the building identified as Commerce 9 (Hotel) on the CDP/FDP ("Commerce 9 (Hotel)").

D. Commerce 10 (Jahn). An office building consisting of up to 550,000 square feet of GFA of office uses with up to 15,000 square feet of GFA of Retail Uses (for a total of up to 565,000 square feet of GFA) within the building identified as Commerce 10 (Jahn) on the CDP/FDP ("Commerce 10 (Jahn)").

E. Commerce 11 (Blvd Residential). A multi-family residential building consisting of up to 590,000 square feet of GFA of residential uses and up to 540 dwelling units with up to 45,000 square feet of GFA of Retail Uses (for a total of up to 635,000 square feet of GFA) within the building identified as Commerce 11 (Blvd Residential) on the CDP/FDP ("Commerce 11 (Blvd Residential)").

F. Retail Pavilion at Commerce 4. A retail pavilion consisting of up to 5,000 square feet of GFA of Retail Uses within the building identified as Retail Pavilion (At Commerce 4) on the CDP/FDP (the "Retail Pavilion").

G. Metro Plaza Pavilion. A retail pavilion consisting of up to 2,500 square feet of GFA of Retail Uses within the building identified as Metro Plaza Pavilion on the CDP/FDP (the "Metro Plaza Pavilion").

Commerce 11 (Blvd Residential) will be referred to herein as the "Proposed Residential Building" and the dwelling units within such building will be referred to herein as the "Residential Units." The office space within the Existing Buildings will be referred to herein as the "Existing Office Uses" and the office space within Commerce 7, Commerce 8, and Commerce 10 (Jahn) will be referred to herein as the "Proposed Office Uses." Collectively, the Existing Office Uses and the Proposed Office Uses will be referred to herein as the "Office Uses." Commerce 9 (Hotel) will be referred to herein as the "Proposed Hotel Building" and the hotel guest rooms within such building will be referred to herein as the "Hotel Guest Rooms."

H. Limited Conversion of Residential Units to Retail Uses. Notwithstanding the maximum square footage of Retail Uses identified in these Proffers, the Applicant may convert any square footage of Residential Units to Retail Uses, provided: (a) any such square footage of Residential Units converted to Retail Uses is developed within the ground floor of the Proposed Residential Building, (b) the square footage of Residential Units converted to Retail Uses does not exceed five percent (5%) of the gross floor area of Residential Units in the Proposed Residential Building, (c) the total gross floor area of the Residential Units and the Retail Uses in the Proposed Residential Building does not exceed 635,000 square feet of GFA, and (d) the Proposed Development otherwise is in substantial conformance with the CDP/FDP.

I. Limited Conversion of Office to Retail Uses. Notwithstanding the description of the Proposed Development above, the Applicant may convert any square footage of Proposed Office Uses in each of Commerce 7, Commerce 8, and Commerce 10 to Retail Uses, provided: (a) any such square footage of Proposed Office Uses converted to Retail Uses is developed within the same office building, (b) the square footage of Proposed Office Uses converted to Retail Uses does not exceed five percent (5%) of the gross floor area of Proposed Office Uses in such office building, (c) the total gross floor area of Proposed Office Uses and Retail Uses for each of Commerce 7, Commerce 8, and Commerce 10 does not exceed the total GFA for each such building identified above, and (d) the Proposed Development otherwise is in substantial conformance with the CDP/FDP.

J. Limited Conversion of Hotel to Retail Uses. Notwithstanding the description of the Proposed Development above, the Applicant may convert any square footage of the Proposed Hotel Building to Retail Uses, provided: (a) any such square footage of the Proposed Hotel Building converted to Retail Uses is developed within the ground floor of the Proposed Hotel Building, (b) the square footage of the Proposed Hotel Building converted to Retail Uses does not exceed five percent (5%) of the gross floor area of the Proposed Hotel Building, (c) the total gross floor area of the Proposed Residential Building does not exceed 204,500 square feet of GFA, and (d) the Proposed Development otherwise is in substantial conformance with the CDP/FDP.

K. Minor Reallocation of Gross Floor Area. Notwithstanding the description of the Proposed Development above, the Applicant may reallocate the amount of gross floor area of Proposed Office Uses and the Proposed Hotel Building among Commerce 7, Commerce 8, Commerce 9 (Hotel), and Commerce 10 (Jahn), without the need for a PCA, CDPA, or FDPA, provided: (a) each individual building among Commerce 7, Commerce 8, Commerce 9 (Hotel), and Commerce 10 (Jahn) does not exceed by more than five percent (5%) the GFA identified for such building in Proffer 7, (b) the total GFA of Commerce 7, Commerce 8, Commerce 9 (Hotel, and Commerce 10 (Jahn) does not exceed 1,749,500 square feet, (c) and the Proposed Development otherwise is in substantial conformance with the CDP/FDP.

8. Secondary Uses and Use Standards. The Residential Units are permitted as a secondary use in the PDC District under Table 4101.2 of the Zoning Ordinance and as described above. Additional secondary uses may be located in the Remaining Existing Development and the Proposed Development as shown on Sheet C-002 of the CDP/FDP, and may include any non-office, non-hotel, and non-residential secondary uses permitted in the PDC District in Table 4101.2 of the Zoning Ordinance (the "Retail Uses"), provided that the Retail Uses may not include the following: airport, helipad, casino, commercial marina, private marina, stadium, drive-through pharmacy, drive-through financial institution, drive-through restaurant, commercial off-street parking, goods distribution hub, or self-storage. For those uses where there are use standards in the Zoning Ordinance, the Applicant will demonstrate to the satisfaction of the Zoning Administrator how the use standards are met prior to the establishment of the use. If the use standards cannot be met to the Zoning

Administrator's satisfaction, then Special Permit or Special Exception approval is required. The Applicant reserves the right to establish any use permitted in the PDC District or permitted in the PDC District by Special Permit or Special Exception without the need for a PCA, CDPA, or FDPA, so long as the proposed changes are deemed to be in substantial conformance with the CDP/FDP as determined by the Zoning Administrator.

9. Temporary Uses. Temporary Construction Site Office and Storage Trailers, and/or Temporary Leasing/Sales Office Trailers may be permitted on the Property subject to the issuance of an administrative permit per Section 4101.2 of the Zoning Ordinance without the need to amend the CDP/FDP or these Proffers.

10. Site Plan Tabulations. The Applicant will provide a tabulation indicating the status of the Proposed Development with each site plan submission for the Property. Such tabulations will include a listing of the Existing Office Buildings, Proposed Office Buildings, Proposed Residential Building, the Hotel, and Retail Uses within the Property, along with the gross floor area, uses, and parking for such buildings, for the purpose of tracking the development of the Property for conformance with the gross floor area, parking, and types of uses permitted under the CDP/FDP and the Proffers. The tabulation will identify the reassignment of any gross floor area between buildings on the Property (as compared with the gross floor area originally shown on the CDP/FDP) pursuant to Proffer 7 above. The Applicant will update the tabulations with each subsequent FDPA and site plan submission for the Property.

11. Architecture.

    A. Buildings. The quality and character of the architectural design and building materials for the Proposed Development will be in general conformance with the architectural elevations and renderings shown on Sheets A-403, A-502, A-603, A-704 and A-705 of the CDP/FDP. Exterior building materials for the Proposed Development may include, but will not be limited to brick, pre-cast panels, terracotta panels, composite metal panels, curtain wall, masonry/stone, aluminum, steel, glass, cementitious paneling and siding, stucco, composite insulated panels, aluminum windows, and vinyl windows, provided that final architectural details, roofs and accents may include other materials. The Applicant reserves the right to adjust or modify the architectural design, including, but not limited to, the building materials, articulation, balconies, and fenestration, as part of final architectural design and engineering without requiring approval of a CDPA, FDPA, or PCA, provided the quality and character of the architectural design and building materials remain in general conformance with that shown on the CDP/FDP.

    B. Build-to Lines. Awnings, canopies, and other architectural elements attached to the building will not extend beyond the building zone, except as may be shown on an approved FDP provided that they are located to ensure adequate clearance for pedestrian movement and do not conflict with street tree locations.

C. Parking Structure Facades. The Applicant will provide architectural screening for above-grade parking garages and any new above-grade transformer locations using materials that are compatible with the building materials, design character, and articulation described in Proffer 11A. Such screening may include, but is not limited to, cladding, masonry, precast concrete, metal panels, or metal mesh panels designed to minimize views into the parking garage, as generally shown on Sheets A-603, A-704, and A-705 of the CDP/FDP.

D. Loading/Trash/Service Areas. The Applicant will screen above-grade loading/trash/service areas from public view through the use of roll down doors, architectural styles or similar treatments as generally shown on the CDP/FDP. The Applicant will design the screening/treatments to be compatible with the style of architecture, materials and colors for the building(s) as described in Proffer 11A.

E. Commerce 11 (Blvd Residential).

i. Building Articulation. At the time of building plan submission for the Commerce 11 (Blvd Residential) building, subject to review and approval by the Community Design Section ("CDS") of DPD, the Applicant will incorporate architectural elements, such as variation in materials or façade treatment, to provide building articulation and visual interest. Such articulation will be consistent with the overall design character of Commerce 11, as generally shown on Sheet A-603 of the CDP/FDP.

ii. Loading and Service Area Coordination. The Applicant will diligently oversee the management of loading operations for the Commerce 11 (Blvd Residential) building. Prior to the issuance of the first RUP or Non-RUP for such building, the Applicant will designate an authorized employee who will manage the loading area to: 1) minimize loading conflicts with pedestrian movements; 2) ensure scheduled deliveries avoid peak traffic times, defined as 7:00 AM to 9:00 AM and 5:00 PM to 7:00 PM weekdays; and 3) keep the loading/service areas clean and well maintained at all times.

12. Building Height. Building heights for the Proposed Development will not exceed the maximum building heights shown on Sheet C-002 of the CDP/FDP. Building heights will be measured in accordance with the provisions of the Zoning Ordinance. Notwithstanding the foregoing, however, nothing will preclude the Applicant from constructing the Proposed Development to lesser building heights than those which are represented on the CDP/FDP, provided the minimum building height is met and the configuration of the building footprints remain in substantial conformance with those shown on the CDP/FDP.

13. Declarations and Owners' Associations. The Applicant may cause the recordation of one or more declarations creating any necessary Umbrella Owners Association ("UOA"), Homeowners Association ("HOA"), Condominium Owners Association ("COA") or Commercial Association ("CA") for the Property as follows:

A. Umbrella Owners' Association. At any time, the Applicant may record a declaration and/or establish a UOA for the Property to address the general maintenance and other obligations (including stormwater management and transportation demand management) of the owner(s) (and their successors and assigns), including the fulfillment of these Proffers. If recorded or established, the declaration and/or UOA documents will separately identify those maintenance or proffer obligations that will or are expected to fall principally on owners or residents of the Residential Units and such obligations will be disclosed to the owners/residents in accordance with the terms of this Proffer.

B. Homeowner and Condominium Owners' Association. In the event any of the Residential Units are held for sale, the Applicant may cause an HOA/COA to be formed for such Residential Building containing for-sale Residential Units. If a declaration is recorded and/or a UOA is established for the Property, the HOA/COA will be a member of the declaration and/or UOA.

C. Commercial Association. The Applicant may cause a CA to be formed for the Office Uses. In the event any Residential Units are leased as rental residential units without being held for sale, the Applicant may cause a CA to be formed for any such Residential Units. If a declaration is recorded and/or a UOA is established for the Property, each CA will be a member of the declaration and/or UOA.

D. Disclosures. The declaration establishing any HOA/COA/CA on the Property (including budgets provided in any offering or sale materials) will specify the proffer and maintenance conditions and obligations set forth in these Proffers. Purchasers will be advised in writing of these proffer conditions and obligations prior to entering into a contract of sale.

E. UOA Transportation Demand Management ("TDM") Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property will be advised of the applicable TDM obligations described in Proffers 51 and 52. All HOA/COA/CA members will be informed of any funding obligations for the TDM program prior to entering into a contract of sale, and all such obligations will be included in the HOA/COA/CA documents.

F. Additional Associations. In addition to the UOA/HOA/COA/CAs described above, the Applicant may join any existing associations, record any additional declarations, and/or establish any additional associations, such as, but not limited to, a master condominium owners association, and/or condominium owners associations for any of the individual uses within the Proposed Development, as may be deemed necessary by the Applicant.

LIGHTING

14. Lighting. All on-site outdoor lighting provided with the Proposed Development will comply with the Outdoor Lighting Standards of Section 5109 of the Zoning Ordinance, as may be amended. All proposed buildings mounted security lighting on the Property will utilize full cut-off fixtures. The Applicant will provide for pedestrian scale lighting in the public realm as shown on Sheet L-310 of the CDP/FDP. At the time of site plan, the Applicant will demonstrate adequate light levels for pedestrians in the areas of the Property included in the site plan.

PARKING

15. Zoning Ordinance Parking Requirements.

A. Parking Ratio. Parking will be provided in accordance with the parking requirements of Article 6 of the Zoning Ordinance, as determined by Land Development Services ("LDS"), for the uses within the Remaining Existing Development and the Proposed Development. The Applicant reserves the right to provide parking for the Remaining Existing Development and the Proposed Development within the range of the minimum amount of parking required under Section 6100 of the Zoning Ordinance and the amount of the proposed parking supply shown on Sheet C-002 of the CDP/FDP, provided that at full build out of the Proposed Office Uses, the remaining Existing Office Uses and the Proposed Office Uses collectively will have a parking ratio that does not exceed 2.3 parking spaces per 1,000 square feet of gross floor area of the remaining Existing Office Uses and the Proposed Office Uses. The number of parking spaces serving the Remaining Existing Development and the Proposed Development will comply with the minimum parking requirements of Article 6 of the Zoning Ordinance in effect as of the date of these Proffers and any associated reductions approved by the Fairfax County Board of Supervisors or otherwise allowed by Ordinance. In the event the Fairfax County Board of Supervisors modifies the provisions of Article 6 to reduce the parking requirements for the uses within the Remining Existing Development and the Proposed Development, the Applicant may elect to implement the lesser of the two parking requirements, and any such election will be deemed in substantial conformance with these Proffers and the CDP/FDP.

B. Phased Parking. After completion of construction of any phase, the parking provided in that phase or on the Property (taken as a whole) will not be less than the minimum amount of parking required per Section 6100 of the Zoning Ordinance nor exceed the proposed parking supply shown on Sheet C-002 of the CDP/FDP and/or as approved by the Zoning Administrator, except that the Applicant may provide parking at ratios that exceed the parking ratios shown on Sheet C-002 of the CDP/FDP (i) in any phase to the minimum extent necessary to avoid construction of partial floors of parking structures; and (ii) to the extent necessary to provide sufficient parking for future phases as shown in the CDP/FDP. To the extent the Applicant provides any additional parking not shown on the CDP/FDP,

any such additional parking will be provided: (a) below grade, (b) within the interior of a block wrapped by building, (c) for CMC 8, if above grade and not wrapped by building, only to the extent necessary to complete a structured parking level, and (d) that the location and configuration of the parking remains in substantial conformance with that shown on the CDP/FDP.

C. Phase 3 and Phase 5 Parking Demand Evaluation. Upon completion and occupancy of Phases 1 and 2 of the Proposed Development, as shown on Sheets L-601 and L-602 of the CDP/FDP, and concurrent with site plan review for Commerce 7 and/or Commerce 8, the Applicant will evaluate parking utilization within the parking garage constructed as part of Phases 1 and 2. If the evaluation demonstrates that sufficient parking capacity is available within the Phase 1 and 2 parking garage, the Applicant may reduce the amount of parking constructed to serve Phase 3 (Commerce 7) and/or Phase 5 (Commerce 8), as shown on Sheets L-603 and L-605 of the CDP/FDP, below the parking ratios for the Existing Office Uses and Proposed Office Uses identified on Sheet C-002 of the CDP/FDP. In no event will the parking provided be less than the minimum parking required by Section 6100 of the Zoning Ordinance.

16. On-Street Parking Spaces. On-street parking may be provided on the private streets as shown on the CDP/FDP and as may be adjusted at the time of site plan approval. The Applicant reserves the right to restrict on-street parking on private streets to limit the duration of such parking and to limit such parking to patrons of the Retail Uses within the Property through appropriate signage or such other means as determined appropriate by the Applicant. On-street parking spaces along any private streets that otherwise are not required to satisfy the parking requirements may be used as temporary or short-term parking, car-sharing parking, valet parking, and/or similar uses.

17. Electric Vehicle Charging Facilities.

A. Electric Vehicle Charing Stations. At the time of site plan submission for each new parking structure provided as part of the Proposed Development, the Applicant will designate at least two percent (2%) of the parking spaces within such structure to be equipped with universal, Level 2 electric vehicle ("EV") charging stations (the "EV Charging Stations"). Subject to availability of power from the local utility, the EV Charging Stations must be fully wired and functional prior to the issuance of the first Residential Use Permit ("RUP") or Non-RUP for Proposed Office Uses or Hotel Guest Rooms, whichever comes first.

B. Electric Vehicle Ready Spaces. Each new parking structure provided as part of the Proposed Development, will be designed to support the future installation of universal, Level 2 EV Charging Stations for at least 5 percent (5%) of the parking spaces within such structure (the "EV Ready Spaces"). The Applicant will identify the EV Ready Spaces at the time of site plan and/or building permit submissions, as applicable, as well as information demonstrating the following:

i. That the electric load estimates prepared for the building(s) will account for the EV Ready Spaces. Estimates can calculate a cumulative load, where EV-ready load is added to the building service load or, alternatively, the building permit plans can demonstrate that building service loads can accommodate EV-ready loads.

ii. That the electric room of the building will be sized to support future electrical capacity expansions for the EV Charging Stations for the EV Ready Spaces, including empty panel space for EV charging that could ultimately be connected with pull string conduits to the parking.

18. Bicycle Parking. Concurrent with submission of the initial site plan for the Proposed Development, the Applicant will prepare and submit to the Fairfax County Department of Transportation ("FCDOT") for approval, a bicycle parking master plan for the Proposed Development (the "Bicycle Parking Plan"). The Bicycle Parking Plan will identify the required amount of bicycle parking for the Proposed Development calculated in accordance with the bicycle parking ratios with applicable reduction percentage as shown in the Bicycle Parking Tabulation on Sheet C-002 of the CDP/FDP. The Bicycle Parking Plan will identify locations for long-term and short-term bicycle parking. Long-term bicycle parking will be in a secure location such as a bicycle room, cage, or locker, or with the approval of FCDOT another secure parking option. Short-term bicycle parking may be provided as exterior bicycle racks or as a short-term bicycle parking room. The Applicant will provide signage and/or other similar wayfinding measures as determined by the Applicant within the Property to guide bicyclists to the bicycle storage facilities. The Applicant reserves the right to adjust the locations of the long-term and short-term bicycle parking shown in the Bicycle Parking Plan at any time, provided that any such adjustments are made by the Applicant in consultation with FCDOT. Modifications, revisions, and supplements to the Bicycle Parking Plan as coordinated with FCDOT can be made without the need for a PCA, provided that the Bicycle Parking Plan continues to comply with the required amount of bicycle parking for each of the uses identified below and the locations for bicycle parking continue to comply with the standards in this proffer.

A. Bicycle Parking Installation. The bicycle storage facilities designated on the approved site plan or building permit plans for the Residential Building will be installed prior to the issuance of the first RUP for such building. The bicycle storage facilities designated on the approved site plan or building permit plans for the non-residential buildings will be installed prior to the issuance of the first Non-RUP for Proposed Office Uses or Hotel Guest Rooms in such building. The bicycle signage for each building will be installed prior to the issuance first RUP or first Non-RUP for the Proposed Office Uses and Hotel Guest Rooms.

B. Shared Bicycle Parking. The Applicant will utilize shared bicycle parking facilities in the underground parking garage. The location of such shared bicycle parking facilities will be shown in the Bicycle Parking Plan, which is subject to the review and approval of FCDOT.

C. Bike Share Facility. The Applicant will provide space and the associated easement or license agreement to accommodate one additional bike share station, with up to 20 bicycle docking stations, on the Property at the location to be determined by the Applicant at the time of site plan in consultation with FCDOT. Such easement or license agreement will be provided at no cost to Fairfax County.

SIGNAGE

19. Signage. Signage for the Existing Development and the Proposed Development will be provided in accordance with the requirements of Article 7 of the Zoning Ordinance or pursuant to a Special Exception approved by the Board of Supervisors in accordance with Article 7 of the Zoning Ordinance. The Applicant will provide a consistent wayfinding signage program for the Property to provide direction to the location of the Wiehle-Reston East Metro Station, publicly accessible parks, and other public amenities and prominent attractions within and around the Property as may be approved by the Board of Supervisors as part of a Special Exception and subject to Virginia Department of Transportation ("VDOT") approval of any signs within public right-of-way.

TREE PRESERVATION

20. Tree Inventory and Condition Analysis. The Applicant must submit a Tree Inventory and Condition Analysis as part of the first and all subsequent site plan submissions for the tree preservation area located in the triangular portion of land located in the northwestern portion of the Property between Alley B and the Dulles Toll Road and labeled as existing trees to be preserved on Sheet L-401 of the CDP/FDP ("Tree Preservation Area"). The Tree Inventory and Condition Analysis must be prepared by a Certified Arborist or Registered Consulting Arborist (the "Project Arborist") and must include elements of PFM 12-0300 deemed appropriate to the project site as determined by the Forest Conservation Branch ("FCON") of LDS.

21. Tree Preservation Plan. The Applicant must submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions for the Tree Preservation Area. The Tree Preservation Plan and Narrative must be prepared by the Project Arborist and must include elements of PFM 120309 deemed appropriate to the project site as determined by FCON.

22. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting for Commerce 8 or the portion of Alley B adjacent to the Tree Preservation Area, the Applicant must have the approved limits of clearing and grading flagged with a continuous line of flagging. The Project Arborist must attend the pre-construction meeting to review the limits of clearing and grading with a 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 must be implemented under the Project Arborist's supervision based on these adjustments.

23. Tree Protection Fencing. Prior to the construction of Commerce 8 or the portion of Alley B adjacent to the Tree Preservation Area, the Applicant will provide appropriate tree protection devices, based on site conditions and proposed construction activities as reviewed and approved by FCON. Trees to be preserved as shown on the Tree Preservation Plan must be protected by tree protection fence in areas adjacent to the proposed development. Tree protection fencing must be four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or super silt fence so long as any required trenching is done per the root pruning guidelines.

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

25. Demolition. The demolition of all existing structures and site features within or adjacent to the Tree Preservation Area must be accomplished in the least disruptive manner practical as reviewed and approved by FCON. All tree protection fencing must be in place and verified by a County representative prior to commencement of demolition activities.

26. Site Monitoring. The Project Arborist must be present on-site during implementation of the Phase 1 Erosion and Sediment Control Plan and monitor any construction activities conducted within or adjacent to the Tree Preservation Area. Construction activities include, but may not be limited to clearing, root pruning, tree protection fence installation, vegetation/tree removal, and demolition activities. During implementation of the Phase 2 Erosion and Sediment Control Plan, the Project Arborist must visit the site on a regular basis to continue monitoring tree preservation measures and ensure that all activities are conducted as identified in the Tree Preservation Plan and approved by FCON. Written reports must be submitted to FCON and the Site Development and Inspections Division ("SDID") site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan.

LANDSCAPE

27. Landscape Plan. The CDP/FDP includes a conceptual landscape plan for the Property and detail sheets illustrating the trees and other features to be provided with the Proposed Development, including open space, streetscapes, courtyards, plazas and parks. As part of each site plan submission, the Applicant must submit to FCON for review and approval a detailed tree plan (the "Landscape Plan"), which must be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP. The conceptual landscape plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality and quantity of landscape plantings and materials as shown on the

conceptual landscape plan. Any elements of the conceptual landscape plan that are located within VDOT right-of-way are subject to the approval of VDOT.

28. Non-Invasive Plants and Native Species. The Applicant will use trees that are adaptive and predominately native. 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 within the Proposed Development as shown on the CDP/FDP 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 Applicant reserves the right to select as part of site plan approval the exact tree species to be used, provided that FCON will be consulted.

29. Planting Quality. Each Landscape Plan will be consistent with the quality and quantity of trees and materials shown on the conceptual Landscape Plan, as may be modified by the Applicant as described above and may include the use of additional shade trees and other plant materials as determined by the Applicant. As part of final engineering and site design, the Applicant may adjust the type and location of vegetation and the design of the plantings and improvements within the open spaces, streetscapes, courtyards, plazas, and parks as approved by the Zoning Administrator and FCON, provided such adjustments otherwise are in substantial conformance with the CDP/FDP.

30. Soil Remediation. Soil in planting areas that contain construction debris and rubble, are compacted or are unsuitable for the establishment and long-term survival of landscape plants as determined by FCON, will be the subject of remedial action to restore planting areas to satisfy cultural requirements of trees, shrubs, and groundcovers specified in the Landscape Plan. The Applicant will provide notes and details on the Landscape Plan that specify how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by FCON.

31. Tree Pre-Installation Meeting. Prior to the installation of trees to meet the requirements of the approved Landscape Plan and these Proffers, the Applicant will coordinate a pre-installation meeting on site with the landscape contractor and FCON to review the landscape requirements of the approved Landscape Plan. Any proposed changes to the location of planting, size of trees, and any proposed plant substitutions of species specified on the approved Landscape Plan will be reviewed at this time and must be approved by FCON prior to planting. The installation of trees not specified on the approved Landscape Plan and not previously approved by FCON may require the submission of a revision to the approved Landscape Plan or removal and replacement with the approved trees prior to bond release.

32. Fire Marshal Coordination. The Applicant has coordinated with the Fire Marshal regarding the site design and layout of the Proposed Development and the Fire Aerial Ladder Access Plan shown on Sheet C-303 of the CDP/FDP. Notwithstanding such coordination, however, if it is determined during site plan review that elements of the open spaces, streetscapes, courtyards, plazas, and parks conflict with subsequent comments from the Fire Marshal, the Applicant will first make efforts to obtain the Fire Marshal's approval by

making minor adjustments to such elements. If the Fire Marshal does not approve such adjustments, the Applicant will be permitted to relocate, remove, or modify such conflicting elements in response to the Fire Marshal's comments without the need for a CDPA, FDPA, or PCA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, the Zoning Administrator, FCPA, DPD-CDS, and FCON, (ii) with the intent to provide the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP to the extent possible given the Fire Marshal's comments, and (iii) the overall tree canopy shown on the CDP/FDP is not reduced.

33. Streetscape. The Applicant will install streetscape throughout the Property as conceptually shown in the CDP/FDP and in accordance with the conditions described in these Proffers. Streetscapes may be adjusted at the time of site plan approval in consultation with DPD-CDS and FCON provided the quality of the streetscape is consistent with that shown on the CDP/FDP.

34. Street Trees. Tree planting sites are set forth on the conceptual Landscape Plan as shown in the CDP/FDP, subject to revisions as may be approved at the time of site plan review by FCON in accordance with these Proffers. The Project Arborist will 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. Due to characteristics unique to this Property, the Applicant reserves the right to provide proposed plantings within public utility easements (if permitted under such easements or subject to the approval of the public utility company holding such easements), provided, however, that this condition will be avoided to the extent possible. In the event the Applicant needs to provide plantings within public utility easements, the Applicant will be responsible for replacement of the proposed landscaping if it is removed by the public utility company for maintenance.

35. Utility Locations.

A. Existing and Proposed Utilities. Approximate locations of existing and proposed utilities to serve the Property, including the location of utility vaults, electrical vaults, stormwater management facilities and related access/management points are depicted on the CDP/FDP. Modifications to the location of utility vaults, electrical vaults, stormwater management facilities and related access/management points shown on the CDP/FDP may be made with final site plan approval, provided such modification are made in consultation with the DPD and LDS. Utilities, including, but not limited to water, electric, transformer boxes, gas, cable, telephone, sanitary sewer, and storm sewer lines will, to the maximum extent feasible, be installed in the street network and/or placed in underground locations that do not conflict with above-ground elements of the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP as determined by FCDOT and FCON. Utilities may be placed within open spaces, streetscapes, courtyards, plazas, and/or parks provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by FCON. The Applicant will be permitted to relocate, remove, or modify elements of the open spaces, streetscapes,

courtyards, plazas, and parks to avoid conflicts with utilities without the need for a CDPA, FDPA, or PCA, provided any such modifications: (i) are made in consultation with, and subject to the approval of, the Zoning Administrator, (ii) with the intent to provide the elements of the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP to the extent possible given the utility needs, and (iii) the overall tree canopy and the quality of the open spaces, streetscapes, courtyards, plazas, and parks shown on the CDP/FDP is not reduced.

B. Gas Meters. Gas meter locations are subject to Washington Gas requirements. The locations of the gas meters and regulators will be coordinated with Washington Gas at the time of site plan.

C. Transformer Locations. The Applicant will provide transformers to serve the Proposed Development in the general locations shown on Sheets A-302, A-303, A-703, and L-401 of the CDP/FDP, provided, however, that the Applicant may adjust the final locations of the transformers as part of site plan approval for the Proposed Development. Any adjustments to the transformer locations below grade may be made as determined by the Applicant provided they do not create conflicts with the proposed street trees or streetscapes. Any adjustments to transformer locations above grade may be made as determined by the Applicant, provided that screening for any above grade transformers must be made in consultation with DPD-CDS and LDS. Any adjustments to the location of the transformers made by the Applicant in consultation with DPD-CDS and LDS will not require approval of a PCA, CDPA, or FDPA.

D. Utility Maintenance Access Points. Maintenance access points to stormwater management facilities and electric vaults beneath the streetscape should be located outside the clear pedestrian walkway zone of the streetscape when feasible. If 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.

36. Sight Distance Considerations. Sight distance requirements have been provided on the CDP/FDP so as to identify and avoid conflicts with street tree locations and other potential impediments to sight distance. If determined at the time of site plan review that street tree locations conflict with sight distance requirements, the Applicant will make necessary adjustments to alleviate sight distance concerns in consultation with DPD-CDS.

37. Maintenance. The Applicant, or any successor associations or equivalent once established, will maintain and replace in kind all pedestrian realm elements identified on the CDP/FDP located on private land with public access easements. The pedestrian realm includes all areas between the back of curb and the back of the building zone whether located within the public right-of-way or on private land with public access easements.

38. Tree Replacement. Notwithstanding anything in these Proffers to the contrary, to the extent any street tree shown on the Conceptual Landscape Plan is removed due to utility conflicts, sight distance considerations, or other final engineering considerations, the Applicant will provide an equivalent street tree elsewhere within the Property, in consultation with and subject to the approval of the Zoning Administrator and FCON, without the need for a CDPA, FDPA, or PCA, such that the overall tree canopy shown on the CDP/FDP is not reduced.

39. Tree Space Requirements. The Applicant will install street trees with tree species and planting sites consistent with the Conceptual Landscape Plan, as may be modified in accordance with these Proffers. Where minimum planting widths stated in Chapter 12 of the Public Facilities Manual ("PFM") cannot be provided, the Applicant will provide details for alternative measures showing how the proposed planting spaces will provide for normal tree growth and performance by using structural cell technology, or other measures acceptable to FCON, to satisfy the following specifications for all planting sites:

A. A minimum of six (6) feet open surface width and thirty-six (36) square feet open surface area for Category III and Category IV trees, with the tree located a minimum of four (4) feet from the back of curb.

B. Rooting area beneath paved surfaces must be a minimum of eight (8) feet wide, taking into consideration sloped sides as may be needed to support adjacent compacted soils for roadways and pedestrian walkways. Planting space depth must be four (4) feet within four (4) feet of the tree on all sides. Soil depth in areas beyond four feet may be shallower or narrower as long as specified minimum soil volumes are met. Paved surfaces over the specified rooting area must not be dependent upon compacted soil for structural support

C. Soil volume for Category III and Category IV trees will be a minimum of 700 cubic feet for single trees. For two (2) trees planted in a contiguous planting area, a total soil volume of at least 1,200 cubic feet will be provided. For three (3) or more trees planted in a contiguous area, the soil volume will equal at least 500 cubic feet per tree. A contiguous area must be defined as any area with a soil depth of 3-4 feet, within which lateral root growth is unrestricted. However, in the event that the before stated soil volumes cannot be met due to existing utilities or other features existing or required on the site, the greatest volume possible may be provided per FCON review and approval. A contiguous planting area containing multiple trees will be defined as any area with a soil depth of 3-4 feet, within which lateral root growth is unrestricted.

D. Soil specifications in planting sites will be provided as specified in the planting notes to be included in all site plans submissions.

E. The Applicant must contact FCON at least three (3) business days prior to installation of trees and provide an opportunity for FCON staff to verify conformance with these requirements.

F. The applicant must monitor and document the installation process of all landscape panels utilizing structural cell technology or other FCON approved solutions to meet planting requirements and provide documentation of the installation process for FCON and SDID review and verify the installation conforms to the requirements described in the proffers.

G. The applicant must include on the site plan information, details, and specifications illustrating and describing how the minimum soil volumes are to be met.

STORMWATER MANAGEMENT

40. Stormwater Management. As part of each site plan approval for the Proposed Development, the Applicant will provide a tabulation that demonstrates that the overall Proposed Development will meet applicable PFM requirements for stormwater quantity and stormwater quality in effect at the time of the approval of this Application. Each site plan will include strategies for addressing both stormwater quantity and stormwater quality management issues, including detailed mitigation measures to be implemented as part of construction. In furtherance of the Comprehensive Plan guidance regarding the capture and treatment of stormwater runoff for development in the Reston Transit Station Areas, the Applicant will provide additional and supplemental on-site stormwater management measures designed to control the quantity and quality of stormwater runoff from the Proposed Development in accordance with Sheets C-400 through C-410 of the CDP/FDP, understanding there may be modifications at the time of final engineering with possible alternative SWM/BMP practices as contemplated in the CDP/FDP. Stormwater detention facilities, Best Management Practices ("BMP") facilities, and/or Low Impact Development ("LID") facilities will be provided in an appropriate system per the requirements of the PFM, and may include, but will not be limited to, intensive and extensive green roofs, urban bio-retention tree pits, bio-retention basins and/or biofiltration basins, rooftop connection to stormwater planters, tree box filters, manufactured treatment devices, and any other stormwater controls allowed by applicable codes and regulations generally as set forth on Sheets C-400 through C-410 of the CDP/FDP. The specific stormwater management facilities will be identified at the time of each site plan approval and approved by LDS. The Applicant will construct stormwater quantity and quality measures in accordance with the site plan (and each subsequent revision thereto) for the Proposed Development, such that the stormwater management goals outlined below will be achieved. The purchase of nutrient credits will not be permitted. The SWM/BMP techniques within each block or phase of development will be designed to provide SWM/BMP treatment for such block or phase, to the maximum extent practicable, understanding, however, that ultimately the SWM/BMP treatment levels described above will be provided for the overall Property at buildout.

41. Stormwater Management Goals. Using a series of stormwater retention facilities and/or structural and non-structural stormwater management and/or BMP facilities, upon completion of the Proposed Development, the Applicant will install and maintain a stormwater management system that is designed to meet, at full build-out, the following

goals: (i) a 2-year 24-hour peak flow rate reduction that meets or exceeds a thirty (30%) reduction over existing conditions, and (ii) a stormwater quality design that exceeds the redevelopment standard and meets the new development standard as shown on Sheets C-400 through C-410 of the CDP/FDP. In addition, at full build-out, as shown on Sheet C-406 of the CDP/FDP, the Applicant will retain at least forty-seven percent (47%) of the first inch of rainfall on the site.

42. Maintenance Responsibility. Prior to the initial site plan approval for each building within the Proposed Development, the Applicant will execute an agreement with the County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all stormwater management facilities that are part of the Proposed Development ("SWM Facilities"). The SWM Agreement will require the Applicant (or its successor UOA/HOA/COA/CA) to perform regular routine maintenance of the SWM Facilities in accordance with the maintenance specifications provided in the approved site plan, and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES, provided DPWES requests such a maintenance report. The SWM Agreement also will address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

43. Future Regulations. In the event the U.S. Environmental Protection Agency, the Commonwealth of Virginia, Fairfax County, or their designee, issue new or additional stormwater management regulations which affect the Proposed Development, the Applicant will have the right to accommodate necessary changes to its stormwater management designs without the need for a CDPA, FDPA, or PCA, provided such stormwater management changes do not reduce the stormwater management design shown in the CDP/FDP, materially affect the limits of clearing and grading, building locations, or road layouts, and otherwise are in substantial conformance with the CDP/FDP.

TRANSPORTATION IMPROVEMENTS

44. Private Streets. The Applicant will design and construct improvements to Centennial Park Drive, Street A, Alley B and Alley C as generally depicted on Sheet C-100 of the CDP/FDP concurrently with the development of the building(s) with frontage on such segments of such streets. These private streets will be constructed in general accordance with the streetscape sections depicted on Sheets L-102 through L-106 of the CDP/FDP. As part of site plan review, the Applicant will submit pavement marking and signage plans, which will include stop signs along Centennial Park Drive, Street A, Alley B, and Alley C, as deemed appropriate by VDOT and/or FCDOT. At the time of site plan approval, the Applicant will grant to the Board of Supervisors a public access easement, in a form acceptable to the County Attorney, over each segment of such private streets included in such site plan. The public access easements will include the landscape amenity panel and sidewalk areas associated with the applicable segments of the private streets.

A. Future Connection of Street A to Association Drive. The Applicant will cooperate with adjacent property owners to the west and Fairfax County, as appropriate,

regarding any future extension of Street A to Association Drive. Should redevelopment of the adjoining properties occur, such cooperation may include accommodating the planned grid of streets across the southern portions of the existing Commerce 5 and Commerce 6 parcels, with two travel lanes and parallel parking on both sides.

45. Wiehle Avenue.

A. Right Turn Lane. Subject to VDOT approval, the Applicant will construct improvements to Wiehle Avenue as shown on Sheet C-100 of the CDP/FDP prior to the issuance of the first Non-RUP for Office Uses in Commerce 10 (Jahn). Such improvements will consist of the pavement and striping for a southbound right turn lane to westbound Street A as shown on Sheets C-100 and C-101 of the CDP/FDP. For purposes of this Proffer 45, the term "construct" will mean open to traffic but not necessarily accepted by VDOT.

B. Wiehle Avenue/Sunrise Valley Drive Improvements. Subject to the approval of Fairfax County and/or VDOT, as applicable, the Applicant will remove the channelization slip lanes and make any necessary modifications to the existing traffic signal to accommodate such improvements at the Sunrise Valley Drive and Wiehle Avenue intersection prior to issuance of the first RUP for Residential Units within the Proposed Residential Building, unless such improvements have already been completed as part of the development approved under Rezoning Application RZ 2017-HM-018 (Campus Commons). If the Applicant constructs these improvements, the Applicant will be eligible to receive reimbursement from the owner of the property identified on the Fairfax County Tax Map as 17-4 ((1)) 33 and 34 (collectively, "1900 and 1902 Campus Commons Drive") for fifty percent (50%) of the cost of such improvements at the time such improvements are required pursuant to Rezoning Application RZ 2017-HM-018, as amended. If the owner of 1900 and 1902 Campus Commons Drive constructs these improvements, the Applicant will reimburse the owner of 1900 and 1902 Campus Commons Drive for fifty percent (50%) of the cost of such improvements at the time of site plan approval for the Proposed Residential Building.

46. Contribution for Future Wiehle Avenue Improvements. The Applicant will contribute $1,312,655.00 to the Reston Road Fund for use in the construction and installation of improvements to Wiehle Avenue identified in the *Wiehle Avenue Assessment Phase II*, dated April 8, 2025 (the "Wiehle Avenue Study"); provided, however, that the Applicant will have no responsibility for the construction, installation, operation, or maintenance of such improvements. The contribution will be paid in five (5) equal installments of $262,531.00. One installment will be paid prior to the issuance of: (i) the first RUP for Residential Units within the Proposed Residential Building; (ii) the first Non-RUP for hotel use within Commerce 9 (Hotel); (iii) the first Non-RUP for Proposed Office Uses within Commerce 10 (Jahn); (iv) the first Non-RUP for Proposed Office Uses within Commerce 7; and (v) the first Non-RUP for Proposed Office Uses within Commerce 8.

47. Multi-Use Trail. Subject to the approval of MWAA and/or VDOT, as applicable, the Applicant will construct a multi-use trail along the northern boundary of the Property, as generally depicted on Sheet C-100 of the CDP/FDP. An interim trail connection will be provided as part of Phase 1 prior to the issuance of the first RUP or Non-RUP for the Proposed Development, as shown on Sheet L-601 of the CDP/FDP. The interim trail connection will be replaced with the ultimate trail configuration as part of Phase 5 prior to the issuance of the first Non-RUP for Commerce 8, as shown on Sheet L-605 of the CDP/FDP. Prior to the first RUP or Non-RUP for the Proposed Development, the Applicant will grant to the Board of Supervisors a public access easement for the interim trail condition, in a form acceptable to the County Attorney. Prior to the issuance of the first Non-RUP for Commerce 8, the Applicant will grant to the Board of Supervisors a public access easement for the ultimate trail condition, in a form acceptable to the County Attorney.

48. Sunrise Valley Drive/Centennial Park Drive Traffic Signal.

A. A Signal Justification Report ("SJR") for the installation of a new traffic signal at the Sunrise Valley Drive/Centennial Park Drive intersection will be submitted within twelve (12) months after the issuance of the first initial RUP or Non-RUP for the first new building constructed on the Property. If a signal is deemed warranted by VDOT at that time after having reviewed the SJR and approved for installation, then such traffic signal, including pedestrian enhancements as may be required by VDOT, will be designed, equipped and installed by the Applicant.

B. In the event the signal proposed for the Sunrise Valley Drive/Centennial Park Drive intersection is deemed not warranted within twelve (12) months after the issuance of the first Non-RUP or RUP for the first building on the Property, then the Applicant will submit a second SJR within twelve (12) months but no sooner than six (6) months after the issuance of the first initial RUP or Non-RUP for the second new building constructed on the Property. If warranted by VDOT at that time after having reviewed the SJR, the Applicant will design, equip and install such signal including pedestrian enhancements as required by VDOT.

C. In the event a traffic signal is not deemed warranted at that time, then the Applicant will complete a third warrant study within twelve (12) months after the issuance of the initial RUP or Non-RUP for the fifth new building to be constructed on the Property. In the event the signal is warranted then the Applicant will design, equip and install said signal, including those pedestrian enhancements as may be required. If the signal is deemed not warranted by VDOT at that time, the Applicant's obligation to install the signal will be deemed null and void and the Applicant will instead make a cash contribution to Fairfax County for their pro-rata share of a future signal to be provided by others or $250,000.00, whichever is greater.

49. Sunrise Valley Drive/Great Meadow Drive Local Traffic Only Signage. At the time of the first site plan for the Proposed Residential Building, the Applicant will request approval from VDOT to install "Local Traffic Only" signage at the entrance to Great Meadows

Drive. The installation of such signage is subject to VDOT review and approval. If approved by VDOT, the Applicant will be responsible for the cost and installation of the signage. If VDOT does not approve the requested signage, the Applicant will have satisfied the requirements of this Proffer.

50. Reston Transportation Fund.

A. Residential Units. The Applicant will make a contribution in the amount of $2,595 per Residential Unit constructed on the Property as set forth in the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, and as amended. The contribution will be paid prior to the issuance of the first RUP for the Proposed Residential Building (based on the actual number of residential units in such building). The Applicant will have the right to receive and deduct credits against the contributions that would otherwise be due to the Reston Road Fund in accordance with the Reston Road Fund Guidelines established by the Board of Supervisors, as determined by FCDOT.

B. Non-Residential Uses. The Applicant will make a contribution in the amount of $11.87 per square foot of gross floor area of new non-residential uses constructed on the Property as set forth in the Reston Road Fund Plan endorsed by the Board of Supervisors on February 28, 2017, and as amended. The Applicant will have the right to receive and deduct credits against the contributions that would otherwise be due to the Reston Road Fund in accordance with the Reston Road Fund Guidelines established by the Board of Supervisors, as determined by FCDOT.

TRANSPORTATION DEMAND MANAGEMENT

51. Transportation Demand Management Goal. The Applicant will establish a Non-Tysons Transit Oriented Development Transportation Demand Management ("TDM") Program (the "TDM Program") in accordance with the Fairfax County Transportation Demand Management Program Guidelines, dated July 1, 2026, for the Residential Uses and Proposed Office Uses on the Property with a reduction goal of fifty-five percent (55%).

52. Transportation Demand Management Program. Prior to the issuance of the first RUP or Non-RUP for the Proposed Development, the Applicant must complete the following:

A. Appoint a TDM program manager.

B. Submit a TDM Plan.

C. Establish and Fund the TDM Account,

D. Establish and Fund the Incentive Fund.

i. At a rate of $0.02 per gross square foot of new office uses and multi-family residential uses

E. Establish and Fund the Remedy Fund

i. At a rate of $0.20 per gross square foot of new office uses and $0.10 per gross square foot of new multi-family residential uses

NOISE ATTENUATION

53. Noise Attenuation. The Applicant has completed an acoustical analysis (the "Noise Study") for the Proposed Development and has submitted the Noise Study to the Environmental Branch of DPD, which has reviewed the Noise Study. The Applicant will incorporate construction measures consistent with those found in the Phase 1 Transportation Noise Assessment prepared by Miller, Beam & Paganelli, Inc., dated May 28, 2025, to ensure that interior noise in residential dwelling units and hotel rooms will not be in excess of DNL 45 dBA, outdoor recreation areas will not exceed DNL 65 dBA, and interior noise in office uses will not exceed DNL 50 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 and/or building plans.

A. Refined Acoustical Analysis. A refined acoustical analysis (the "Refined Noise Study"), to include a Building Shell and Barrier analysis, will be submitted concurrent with the first site plan submission to LDS for review and approval and distribution to the Public Facilities and Development Review Branch ("PFDRB") of DPD for review and approval. Mitigation measures appropriate to reduce indoor noise for residential units to no more than DNL 45 dBA, outdoor recreation areas to DNL 65 dBA, and office environments to DNL 50 dBA consistent with the sound attenuation recommendations in the study must be incorporated into the development. The noise contours of DNL 65 dBA and greater affecting residential units must be shown on the site plan and will be identified on the building plans.

B. Notification of Interior Noise Levels. The Applicant will notify potential tenants or purchasers of individual Residential Units, either in the lease or sales contract, where projected noise impacts at the building facades of such Residential Units will exceed 75 dBA Ldn that exterior noise levels may exceed 75 dBA. Such disclosure statements must identify the mitigated and unmitigated noise levels for the interior space of such Residential Units.

C. Notification of Exterior Noise Levels. The Applicant will notify potential tenants or purchasers of individual Residential Units with balconies, either in the lease or sales contract, that exterior noise levels may exceed 65 dBA, which is the policy established by the County for outdoor recreation in residential areas impacted by high noise levels. The Applicant will not provide balconies for any individual Residential Units that will be affected by noise levels exceeding 75 dBA as determined by a Refined Noise Study.

RECREATIONAL FACILITIES

54. Public Amenities and Facilities. The Applicant will provide and perpetually maintain public outdoor open spaces and recreational amenities/facilities (the "Public Amenities and Facilities") within the Property as described in more detail below and as shown on the CDP/FDP on Sheet L-201. The Applicant will provide the Public Amenities and Facilities in substantial conformance with the CDP/FDP, provided that the Applicant may modify or vary the specific features that will be included within the Public Amenities and Facilities with the final building design and at the time of site plan.

A. Park Area 1: Metro Plaza. The Applicant will provide approximately 44,000 square foot plaza as generally depicted on Sheet L-202 of the CDP/FDP. The plaza will include features and amenities for passive and active recreation including, but not limited to, an at-grade plaza entrance, landscaping, seating areas including terraced/fixed and movable seating, enhanced paving, and a multi-purpose lawn for informal recreation and special events as shown on Sheet L-202 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the plaza as approved by the Zoning Administrator, FCON, and the Fairfax County Park Authority ("FCPA"), provided the general character and quality of the plaza is consistent with the CDP/FDP. The Applicant will install the plaza prior to the issuance of the first Non-RUP for Hotel Guest Rooms for Commerce 9 (Hotel).

B. Park Area 2: Central Plaza. The Applicant will provide an approximately 9,000 square foot plaza as generally depicted on Sheet L-203 of the CDP/FDP and identified as the "Central Plaza". The Central Plaza will include features and amenities for passive and active recreation including, but not limited to, a stage area, landscaping, movable seating in nooks, enhanced paving, wayfinding, and a multi-purpose lawn for informal recreation as shown on Sheet L-203 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Central Plaza as approved by the Zoning Administrator, FCON, and FCPA, provided the general character and quality of the Central Plaza is consistent with the CDP/FDP. The Applicant will install the Central Plaza prior to the issuance of the first Non-RUP for Proposed Office Uses for Commerce 10 (Jahn) or the first Non-RUP for Hotel Guest Rooms for Commerce 9 (Hotel), whichever is later.

C. Park Area 3: Sunrise Valley Drive Linear Park. The Applicant will provide an approximately 10,650 square foot linear park as generally depicted on Sheet L-204 of the CDP/FDP and identified as the "Sunrise Valley Drive Linear Park". The Sunrise Valley Drive Linear Park will include features and amenities for passive and active recreation including, but not limited to, a 10-foot-wide cycle track, landscaping, shaded seating nooks, enhanced paving, sidewalk, bicycle parking, and wayfinding as shown on Sheet L-204 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Sunrise Valley Drive Linear Park as approved by

the Zoning Administrator, FCON, and FCPA, provided the general character and quality of the Sunrise Valley Drive Linear Park is consistent the CDP/FDP. The Applicant will install the Sunrise Valley Drive Linear Park prior to the issuance of the first RUP for Commerce 11 (Blvd Residential).

D. Park Area 4: Commerce Park Plaza. The Applicant will provide an approximately 4,000 square foot plaza as generally depicted on Sheet L-205 of the CDP/FDP and identified as the "Commerce Park Plaza". The Commerce Park Plaza will include features and amenities for passive recreation including, but not limited to, backed bench seating and game tables, landscaping with shade trees, planter pots, wayfinding, enhanced paving, and an art feature as shown on Sheet L-205 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Commerce Park Plaza as approved by the Zoning Administrator, FCON, and FCPA, provided the general character and quality of the Commerce Park Plaza is consistent with the CDP/FDP. The Applicant will install the Commerce Park Plaza prior to the issuance of the first Non-RUP for Proposed Office Uses for Commerce 10 (Jahn) or the first Non-RUP for Hotel Guest Rooms for Commerce 9 (Hotel), whichever is later.

E. Park Area 5: Office Plaza. The Applicant will provide an approximately 6,000 square foot plaza as generally depicted on Sheet L-205 of the CDP/FDP and identified as the "Office Park". The Office Plaza will include features and amenities for passive recreation including, but not limited to, landscaping with shade trees, planter pots, backed bench seating areas, enhanced paving, wayfinding, and a muti-purpose lawn as shown on Sheet L-205 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Office Plaza as approved by the Zoning Administrator, FCON, and FCPA, provided the general character and quality of the Office Plaza is consistent with the CDP/FDP. The Applicant will install the Office Plaza prior to the issuance of the first Non-RUP for Proposed Office Uses for Commerce 10 (Jahn) or the first Non-RUP for Hotel Guest Rooms for Commerce 9 (Hotel), whichever is later.

F. Park Area 6: Wiehle Avenue Corner Park. The Applicant will provide an approximately 7,000 square foot pocket park as generally depicted on Sheet L-206 of the CDP/FDP and identified as the "Wiehle Ave Corner Park". The Wiehle Avenue Corner Park will include features and amenities for passive recreation including, but not limited to, a promenade, landscaping, shaded seating areas, raised planters and seat walls, enhanced paving, public art, wayfinding, and a multi-purpose lawn as shown on Sheet L-206 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Wiehle Avenue Corner Park as approved by the Zoning Administrator, FCON, and FCPA, provided the general character and quality of the Wiehle Avenue Corner Park is consistent with the CDP/FDP. The Applicant will install the Wiehle Avenue Corner Park prior to the issuance of the first Non-RUP for Proposed Office Uses for Commerce 10 (Jahn). Subject to the

property owner's approval, the offsite improvements adjacent to the Wiehle Avenue Corner Park as generally depicted on Sheet L-206 of the CDP/FDP, will be installed prior to the first Non-RUP for Proposed Office Uses for Commerce 10 (Jahn) and will be maintained by the Applicant.

G. Park Area 7: Bridge Park. The Applicant will provide an approximately 15,000 square foot park, generally depicted on Sheet L-207 of the CDP/FDP and identified as the "Bridge Park." The Bridge Park is intended to connect the park system, including Metro Plaza, to the development located west of the Property and will include features and amenities for passive recreation including, but not limited to, landscaping, seating nooks, public art, wayfinding, and enhanced paving as shown on Sheet L-207 of the CDP/FDP. The Applicant may adjust the type and location of vegetation, the design of the open spaces, and the features/amenities comprising the Bridge Park as approved by the Zoning Administrator, FCON, and FCPA, provided the general character and quality of the Bridge Park is consistent with the CDP/FDP. The Applicant will install the Bridge Park prior to the issuance of the first Non-RUP for Proposed Office Uses for Commerce 8.

H. Public Access. The Applicant will provide, perpetually maintain, and grant public access to the Public Amenities and Facilities, as shown on Sheet L-201 of the CDP/FDP, and the sidewalks and trails, as shown on Sheet C-100 of the CDP/FDP, within the Property and as described in this Proffer. A public access easement, in a form acceptable to the Office of the County Attorney, will be recorded over the Public Amenities and Facilities and the sidewalks and trails prior to the issuance of the first RUP or Non-RUP for the use associated with such Public Amenities and Facilities, sidewalk, and/or trail. The Public Amenities and Facilities are proposed to serve or be used by members of the public, subject to usual and customary rules and regulations governing their use. While public access easements will be granted for the Public Amenities and Facilities, the Applicant will retain the Public Amenities and Facilities in private ownership and reserves the right to reasonably restrict access for limited periods for special events, security, maintenance and repairs, and/or safety purposes.

I. Park Programming. At the time of site plan for each of the Public Amenities and Facilities described above, the Applicant will coordinate with FCPA regarding the final design and detailed programming for each of the Public Amenities and Facilities included in such site plan.

J. Festivals, Fairs, or Similar Activities. The Applicant will be permitted to provide in any of the Public Amenities and Facilities, festivals, fairs, concerts, sports events, music, theatrical and other performances, public gatherings or similar activities, including, without limitation, farmers' markets (the "Special Events") in accordance with the following provisions:

i. There is a maximum of 105 Special Events per year;

ii. The Special Events may be provided with or without admission or other fees;

iii. The Special Events may be sponsored by the Applicant, or its designee;

iv. The Special Events comply with all Health Department and applicable Zoning Ordinance regulations; and,

v. The Applicant will obtain all required permits from Fairfax County.

55. Private Recreational Amenities/Facilities. Pursuant to Section 2105.4.B(4)(b) of the Zoning Ordinance, the Applicant will provide on-site recreational facilities for the future residents of the Property and will expend a minimum of $2,520.00 per non-ADU residential unit on such recreational facilities. Prior to final bond release, the balance of any funds not expended on-site, as determined by LDS will be contributed to the Fairfax County Park Authority for recreational facility construction at one or more park sites in the service area of the Property.

56. Athletic Field Contribution. To address the Comprehensive Plan's recommendations regarding the provision of public recreation facilities and athletic fields in the Transit Station Areas, the Applicant will contribute $1.72 per square foot for all net new gross floor area constructed as part of the Proposed Development to the FCPA for the provision of active recreation facilities serving Reston. This contribution will be calculated prior to approval of each site plan on the Property. When a contribution is required for a particular building under this Proffer, the Applicant will make the contribution prior to the first Non-RUP for Proposed Office Uses or Hotel Guest Rooms or the first RUP for Residential Units for such building.

PUBLIC SCHOOLS

57. Fairfax County Public Schools Contribution. Prior to site plan approval for the Proposed Residential Building, the Applicant will contribute $14,956.00 per expected student (based on a ratio of 0.108 student per residential unit) to the Fairfax County Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements to the schools serving the Property. Such contribution will be based on the actual number of units to be constructed as shown on the site plan. Following approval of this Application and prior to the Applicant's payment of the amount set forth in this proffer, if Fairfax County should modify the ratio of students per unit or the amount of contribution per student, the Applicant will pay the modified contribution amount for that phase of development to reflect the then-current ratio and/or contribution. Prior to the commencement of construction for the Proposed Development, the Applicant will notify the Fairfax County Public Schools Office of Facilities Planning Services of the intended construction and anticipated completion date for the multi-family residential buildings on the Property.

AFFORDABLE HOUSING

58. Affordable Dwelling Units. Unless otherwise exempt pursuant to Section 5101 of the Zoning Ordinance in effect as of the approval date of this Application (the "ADU Ordinance"), the Applicant will provide Affordable Dwelling Units ("ADUs") pursuant to the ADU 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.

59. Workforce Dwelling Units. In addition to any ADUs required pursuant to Proffer 58, the Applicant will provide for-sale and/or rental housing units with the Proposed Development to be sold/rented as Workforce Dwelling Units ("WDUs") in accordance with the Guidelines for Provision of Workforce Dwelling Units, Appendix 1 in the Housing Element of the Comprehensive Plan's Policy Plan and the Reston Affordable Housing Goals and Policies, as amended, as well as the Board's Workforce Dwelling Unit Administrative Policy Guidelines, adopted March 18, 2025, and to the satisfaction of the Department of Housing and Community Development. A minimum of sixteen and two-tenths percent (16.2%) of the total number of residential units constructed as part of the Proposed Development are to be sold/rented as WDUs. Such WDUs will be in addition to any requirement to provide ADUs in accordance with the ADU Ordinance in effect as of the approval date of this Application, provided the total number of required ADUs and WDUs will not be required to exceed sixteen and two-tenths percent (16.2%) of the total number of residential units constructed as part of the Proposed Development. When the required number of WDUs results in a fractional unit less than 0.5, the number will be rounded down to the next whole number. When the required number of WDUs results in a fractional unit equal to or greater than 0.5, the number will be rounded up to the next whole number. The Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the WDUs following approval of this Application 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 Application. Neither the Board of Supervisors nor the Applicant will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement, and the provisions of this proffer will become null and void.

A. Income Tiers for For-Sale WDUs. To the extent the Applicant offers the Residential Units as for-sale dwelling units, the Applicant will provide for-sale WDUs in the Proposed Residential Building distributed evenly among three (3) income tiers of up to seventy percent (70%) of Area Median Income ("AMI"), eighty percent (80%) of AMI, and one hundred percent (100%) of AMI.

B. Income Tiers for Rental WDUs. To the extent the Applicants offers the Residential Units as rental dwelling units, the Applicant will provide rental WDUs in the Proposed Residential Building distributed among three (3) income tiers with fifty

percent (50%) of the WDUs offered to households whose income is up of up to eighty percent (80%) of AMI, twenty five percent (25%) of the WDUs offered to households whose income is up of up seventy percent (70%) of AMI, and twenty five percent (25%) of the WDUs offered to households whose income is up to sixty percent (60%) of AMI.

60. Affordable/Workforce Housing Contribution. The Applicant will either (i) make a onetime contribution of $3.99 per square foot to the Board of Supervisors for each square foot of Commerce 7, Commerce 8, Commerce 9 (Hotel), and Commerce 10 (Jahn), or (ii) make an annual contribution for sixteen (16) consecutive years to the Board of Supervisors of twenty-five cents ($0.25) for each square foot of Commerce 7, Commerce 8, Commerce 9 (Hotel), and Commerce 10 (Jahn), such contributions to be used for the provision of affordable and/or workforce housing benefitting residents in the Reston area. If the Applicant elects the one-time contribution, such contribution will be made prior to the issuance of the first Non-RUP for Proposed Office Uses or Hotel Guest Rooms for each building and will be based on the actual gross floor area of office and hotel uses constructed in such building. If the Applicant elects the annual contributions, the first payment will be made prior to issuance of the first Non-RUP for Proposed Office Uses or Hotel Guest Rooms for each building and continue every year thereafter for fifteen (15) additional years. The Applicant will receive credit for the existing Commerce 3 building, containing 106,244 square feet, which is proposed to be demolished as part of this Application.

PUBLIC ART

61. Public Art. The Applicant will contribute to public art in the Reston community as part of the Proposed Development by providing public art within the Property. The Applicant will coordinate with Public Art Reston to obtain its recommendations regarding the options for the Applicant's provision of public art, the type of public art to be provided, and the locations of the public art within the Property. Following such consultation, the Applicant will make the final determination regarding any public art to be provided within the Property and will provide documentation of the same to DPD. The Applicant will provide public art within the applicable urban park, as identified in Proffer 54, prior to the issuance of the first RUP on Non-RUP associated with such urban park.

GREEN BUILDING

62. Green Building for the Residential Units. In order to promote energy conservation and green building techniques for the Residential Units, the Applicant will pursue certification of the Proposed Residential Building under LEED v4 of the U.S. Green Building Council ("USGBC") Leadership in Energy and Environmental Design ("LEED") New Construction ("LEED®-NC") rating system in accordance with the following procedures.

A. LEED New Construction. The Applicant has registered the Proposed Residential Building under LEED v4 of the USGBC's LEED New Construction rating system. The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the LEED v4 for New Construction

rating system that the applicant anticipates attaining. A LEED-accredited professional ("LEED-AP") and a professional engineer or licensed architect will provide certification statements at both the time of site plan review and 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 project.

B. County Team Member. Prior to the site plan approval, the Applicant will designate the DPZEDRB@fairfaxcounty.gov as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

C. Design Related Credit Review. Prior to the building plan approval, the Applicant will submit documentation to the Environmental Branch of DPD and to LDS regarding the preliminary review by the USGBC, or a LEED-AP third-party environmental consultant, of credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of credits that will be sufficient to attain LEED certification. Prior to release of the bond for the project, the Applicant will provide documentation to the Environmental Review Branch of DPD and to LDS demonstrating the status of attainment of LEED Certified or a higher level of certification from the USGBC for the building.

D. Green Building Escrow. As an alternative to the actions outlined in the above paragraphs, or if the review by the USGBC or LEED-AP third-party environmental consultant, of credits indicates that the project is not anticipated to attain a sufficient number of credits to support attainment of LEED Silver certification, the Applicant will post a "Residential Green Building Escrow" in the form of cash or a letter of credit from a financial institution acceptable to LDS as defined in the Public Facilities Manual, in the amount of $2/square foot of GFA for the Proposed Residential Building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification, by the USGBC, under the LEED-NC v4 rating system. The provision to the Environmental Branch of DPD and to LDS of documentation from the USGBC that the building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the Environmental Branch of DPD, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

E. Release of Residential Green Building Escrow. The Residential Green Building Escrow will be released in accordance with the following:

i. If prior to bond extension, reduction or final bond release for the Proposed Residential Building site, whichever occurs first, the Applicant provides to the Environmental Branch of DPD 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 Residential 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 the bond extension or reduction, 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 Proposed Residential Building site.

ii. If prior to the bond extension, reduction or final bond release for the Proposed Residential Building site, whichever occurs first, the Applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED certification or demonstrating that the building has fallen short of LEED certification by three (3) points or more, the entirety of the Residential Green Building Escrow 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, 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 Proposed Residential Building site.

iii. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

63. Green Building for the Proposed Non-Residential Buildings. The Applicant will pursue LEED Silver certification for Commerce 7, Commerce 8, Commerce 9 (Hotel), and Commerce 10 (Jahn) under the USGBC's LEED Core and Shell ("LEED-CS") or LEED New Construction ("LEED – NC") rating system. The Applicant has registered Commerce 9 (Hotel) and Commerce 10 (Jahn) under LEED v4 of the USGBC's LEED New Construction rating system. The Applicant will pursue LEED Silver certification for Commerce 7 and Commerce 8 under the version of LEED New Construction for which the Applicant has registered with the USGBC prior to the date of the approval of this Application.

A. Project Checklist. The Applicant will include, as part of the site plan submission and building permit submission for Commerce 7, Commerce 8, Commerce 9

(Hotel), and Commerce 10 (Jahn), a list of specific credits within the applicable LEED-CS or LEED-NC rating system that the Applicant anticipates attaining for the applicable office and/or hotel building. A LEED-AP and a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building permit review for the buildings confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver certification for the buildings.

B. County Team Member. Prior to site plan approval, the Applicant will designate the DPZEDRB@fairfaxcounty.gov as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork

C. Pre-Certification. Prior to building permit approval for each of Commerce 7, Commerce 8, Commerce 9 (Hotel), and Commerce 10 (Jahn), the Applicant will submit documentation to the Environmental Branch of DPD and LDS regarding the preliminary review by the USGBC, or a LEED-AP third-party environmental consultant, of credits in the LEED program. This documentation will demonstrate that the applicable building is anticipated to attain a sufficient number of credits that will be sufficient to attain LEED Silver certification. Prior to release of the bond for the project, the Applicant will provide documentation to the Environmental Review Branch of DPD and to LDS demonstrating the status of attainment of LEED Silver or a higher level of certification from the USGBC for the applicable building.

D. Green Building Escrow. As an alternative to the actions outlined in the above paragraphs, or if the review by the USGBC or LEED-AP third-party environmental consultant, of credits indicates that the applicable building is not anticipated to attain a sufficient number of credits to support attainment of LEED Gold certification, the Applicant will post, a "Non-Residential Green Building Escrow," in the form of cash or a letter of credit from a financial institution acceptable to LDS as defined in the Public Facilities Manual, in the amount of $2.00 per square foot of GFA for the applicable building. This Non-Residential 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 or higher level of certification, by the USGBC, under the LEED-NC v4 or LEED-CS v4 rating system. The provision to the Environmental Branch of DPD and to LDS of documentation from the USGBC that the applicable building has attained LEED Silver certification will be sufficient to satisfy this commitment. At the time LEED Silver certification is demonstrated to the Environmental Branch of DPD, the escrowed funds and/or letter(s) of credit will be released to the Applicant.

E. Release of Green Building Escrow. The Non-Residential Green Building Escrow for each of Commerce 7, Commerce 8, Commerce 9 (Hotel), and Commerce 10 (Jahn) will be released in accordance with the following:

i. If prior to bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant provides to the Environmental Branch of DPD documentation demonstrating that LEED Silver certification for the applicable 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 Non-Residential Green Building Escrow for that building 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 the bond extension or reduction, 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.

ii. If prior to the bond extension, reduction or final bond release for the applicable building site, whichever occurs first, the Applicant fails to provide documentation to the Environmental Branch of DPD demonstrating attainment of LEED Silver certification or demonstrating that the applicable building has fallen short of LEED Silver certification by three (3) points or more, the entirety of the Non-Residential Green Building 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, 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.

iii. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the Environmental Branch of DPD, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame will be extended until such time as evidence is obtained, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

MISCELLANEOUS PROFFERS

64. Sanitary Sewer. The Applicant has completed an analysis of the sanitary sewer facilities serving the Property and submitted a public improvement plan, identified as #003488-PI-003-1 ("PI Plan"), in accordance with the sanitary sewer capacity analysis. Prior to site plan approval for the Proposed Development, the Applicant will update the PI Plan to reflect the proposed GFA for the Proposed Development and will complete and bond the PI Plan. The Applicant will construct the sewer improvements identified on the approved PI Plan and obtain field approval from Fairfax County before the issuance of any RUPs or Non-RUPs associated with the use that triggers the required upgrade. To the extent sanitary sewer improvements are constructed by the Applicant, the Applicant will be eligible for reimbursement in accordance with the Department of Public Works and Environmental Services "Statement of Policy Regarding Sewage Disposal," as amended.

65. Phase I Dulles Rail Tax District Buyout for Multi-Family Units. At least sixty (60) days prior to recording for-sale residential condominium documents for any portion of the Property located within the Phase I Dulles Rail Transportation Improvement District (the "Phase I District"), the Applicant will provide written notice to the Director of the Real Estate Division of the Fairfax County Department of Tax Administration advising that the Applicant intends to record condominium documents for that portion of the Property and requesting a lump sum payment amount that represents the then-present value of the future special improvement taxes that would have been payable to the Phase I District attributable to that portion of the Property under its current I-3 zoning classification. Such amount will be determined in accordance with a formula approved by the Board of Supervisors. The Applicant will pay Fairfax County such sum prior to recording the condominium documents for that portion of the Property. Any special improvement taxes paid in the year the Application is approved will be credited toward the on-time payment on a pro-rated basis.

66. Telecommunications Equipment and Mechanical Units. The Applicant may place telecommunications equipment, mechanical units, and appurtenant facilities on the rooftop of any buildings within the Proposed Development. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or set back sufficiently from the perimeter of the roof and penthouse such that they generally are not visible when viewed from the property line at street level. Other screening measures may be used such as screening such facilities with architectural features and/or landscaping compatible with the building architecture, screening with rooftop amenities, incorporating such facilities as part of the architecture of the buildings, utilizing compatible colors, or telecommunications screening material and flush-mounted antennas. The Applicant also may integrate telecommunications equipment architecturally into building facades where necessary to ensure on-street and/or open space coverage.

67. Advance Density Credit. The Applicant reserves density credit as may be permitted by the provisions of Section 5100.2.E(5)(c) of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

68. 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 developer(s) of the Property or any portion of the Property.

69. 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.

70. Annual Escalation Clause. For all proffers in this document specifying monetary contributions, except for the Fairfax County Public Schools Contribution Proffer, the contribution and/or budget amount will escalate or de-escalate, as applicable, on a yearly basis from the base year of 2026 and change effective each January 1 thereafter, as permitted by Section 15.2-2303.3 of the Code of Virginia, as amended.

71. Zoning Administrator Extensions. Notwithstanding the foregoing commitments in these Proffers, upon demonstration by the Applicant that, despite diligent efforts by the Applicant or due to factors beyond the Applicants control, any improvements and/or contributions required under these Proffers have been delayed or will be delayed beyond the time frames specified for the completion of such improvements and/or contributions, the Zoning Administrator may extend the timeframes for completion to a later date as determined by the Zoning Administrator.

72. Phased Occupancy. Notwithstanding the foregoing commitments in these Proffers, nothing will preclude the Applicant from obtaining a temporary certificate of occupancy and/or phased occupancy under the applicable provisions of the Virginia Construction Code, provided that such portion or portions of a building or structure may be occupied safely prior to full completion of the building or structure without endangering life or public safety and subject to the approval of the Zoning Administrator to extend or defer the timeframes for completion of any improvements and/or contributions required under these Proffers triggered by the RUP or Non-RUP for the building or structure for which the Applicant seeks a temporary certificate of occupancy and/or phased occupancy. Further, nothing will preclude the Applicant from obtaining a RUP or Non-RUP for any parking garages prior to the time frames for completion of any improvements and/or contributions required under these Proffers triggered by the first RUP or Non-RUP for the Proposed Development or any portion thereof.

73. VDOT Evaluation. Modifications to the CDP/FDP will be permitted in response to a review of the site plan(s) by VDOT, including adjustments to tree locations, lane designations, pavement markings, signage, the streetscape, and perimeter building areas as necessary to allow for emergency vehicle access without requiring approval of a PCA, CDPA, or FDPA, provided any such modifications are made in consultation with DPD, FCDOT, LDS, and FCON and are in substantial conformance with the intent of the CDP/FDP and these Proffers, as determined by the Zoning Administrator.

74. Dog Walking Facilities. The Applicant will provide a minimum of one (1) dog walking area within any of the private amenity spaces for Proposed Residential Building. The

Applicant will provide the dog walking area prior to the issuance of the first RUP for such building.

75. Placemaking Elements. Subject to approval by VDOT as to non-standard streetscape elements in the public right-of-way, as applicable, and in addition to the streetscape and street trees described in these Proffers and shown on the CDP/FDP, the Applicant will incorporate into each site plan for the Proposed Development best practices in placemaking (including, but not limited to, lighting fixtures and street furniture such as benches, bike racks, and refuse/recycling receptacles) (collectively, "Placemaking Elements") within the landscape amenity panels in accordance with the Comprehensive Plan's General Streetscape Design Recommendations and as described in Guidelines for Development in the Reston Transit Station Areas.

76. Clear Pedestrian Zones. The Applicant will provide and maintain clear pedestrian zones for the width of the sidewalks/trails as shown on the CDP/FDP. The Applicant will comply with the design standards and requirements of the Americans with Disabilities Act ("ADA") for all sidewalks/trails subject to the ADA.

77. Short-Term Loading. The Applicant will designate at least two (2) standard-size parking spaces within each parking structure and at least two (2) standard-size surface parking spaces for each building for use as short-term loading and service vehicle parking spaces during the hours of 7:00 a.m. to 7:00 p.m. The Applicant will provide signage identifying such short-term loading and service vehicle parking spaces.

78. Interim Surface Parking, Open Space, and Landscaping. The Applicant reserves the right to provide interim surface parking, open space, and/or landscaping. Interim pedestrian connections that provide access to the Metro bridge during construction will be provided as shown on the Phasing Plans, Sheets L-600 to L-605 of the CDP/FDP.

79. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to inflight collisions with buildings, the Applicant will include one or more bird friendly design elements, as determined by the Applicant, in the architectural plans of each new building on the Property. The bird friendly design elements may include, but not be limited to, the use of color, texture, opacity, fritting, frosting, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds, the angling of outside lights, curbing of excessive or unnecessary night-time illumination of commercial buildings, reduction of bird attracting vegetation, the use of decoys, and breaking of glass swaths. Upon the issuance of a building permit for each building, the provisions of this Proffer will be deemed satisfied as to such building.

[SIGNATURES ON FOLLOWING PAGES]