

County of Fairfax, Virginia
Planning Commission Meeting
June 7, 2023
Planning Commission Action

RZ/FDP 2022-DR-00006 - FCGP-METRO DEVELOPMENT LLC
(Dranesville District)

PLANNING COMMISSION RECOMMENDATIONS:

On June 7, 2023, the Planning Commission voted 10-0 (Commissioners Murphy and Cortina were absent from the meeting) to recommend to the Board of Supervisors the following actions:

- Approval of RZ 2022-DR-00006, subject to the execution of proffered conditions consistent with those dated April 13, 2023;
- Waiver of the 200 square-foot privacy yard requirement for single-family attached dwelling units;
- Modification of the 75-foot and 200-foot setback from Interstate 66 to that shown on the CDP;
- Waiver of the 600-foot maximum length requirement of a private street; and
- Modification of the loading space requirement to that shown on the CDP.

In a related action, the Planning Commission voted 10-0 (Commissioners Murphy and Cortina were absent from the meeting) to approve FDP 2022-DR-00006, subject to the Board of Supervisors' approval of RZ 2022-DR-00006.

ATTACHED DOCUMENTS:

Proffers dated April 13, 2023

SL

PROFFERS

FCGP – METRO DEVELOPMENT LLC

RZ/FDP 2022-DR-00006

April 13, 2023

Pursuant to Va. Code Ann. § 15.2-2303 (A) and subsection 8101.2.C of the Zoning Ordinance of Fairfax County, Virginia (the “Zoning Ordinance”), and subject to the Fairfax County (the “County”) Board of Supervisors (the “Board”) approving a rezoning of the properties identified as Tax Map ##40-3 ((1)) 83 (part) and 84 (part); 40-4 ((1)) 13; 40-4 ((2)) 1 and 2 (jointly, the “Property”) from the R-30 and R-1 zoning districts to the PRM zoning district, FCGP-Metro Development LLC (the “Applicant”) and the Washington Metropolitan Area Transit Authority (“WMATA”) as the owner of the Property, for themselves, their successors, and assigns, agree that development of the Property will be in accordance with the following conditions (“Proffers”) if, and only if, the Board approves RZ/FDP 2022-DR-00006 (the “Application”). For purposes of these Proffers, the Applicant and WMATA are jointly referred to herein as the “Applicant.” If accepted, these Proffers will replace and supersede any previous proffers approved on the Property. In the event the Application is denied, these Proffers will be null and void and of no further force and effect.

GENERAL

1. Substantial Conformance. Development of the Property will be in substantial conformance with certain elements of the plan set titled “WMATA – West Falls Church Conceptual / Final Development Plan RZ-2022-DR-0006; FDP-2022-DR-00006,” prepared by Walter L. Phillips, Inc., dated March 9, 2022, and revised through January 13, 2022, (the “Development Plan”), and as may be further modified by these Proffers.
2. Proffered Elements. The proffered elements of the Development Plan are limited to the grid of streets, general location of the buildings, site access points, minimum and maximum building heights, the minimum and maximum gross floor area (“GFA”) of each use, general quality and character of the streetscape, minimum amount and general location of the park and open spaces as identified on Sheets C-0101 through L304 of the Development Plan, (the “Proffered Elements”). Only a future amendment to such Proffered Elements will require a subsequent Conceptual Development Plan Amendment (“CDPA”) or Proffered Condition Amendment (“PCA”). Other elements of the Development Plan may be adjusted or modified with approval of future Final Development Plans (“FDPs”) or Final Development Plan Amendments (“FDPAs”) in accordance with the provisions set forth in subsection 8100.2.E(2) of the Zoning Ordinance. The Applicant reserves the right to revise the amount of parking to be provided as shown on Sheet C-0102 of the CDP/FDP based on approved parking reductions, or a change in the proposed development, if otherwise permitted by the Zoning Ordinance.

3. Minor Modifications. Pursuant to subsection 8100.5 of the Zoning Ordinance, the Applicant may make minor modifications and/or minor variations to the CDP and Proffered Elements when such modifications and/or variations are determined to be in substantial conformance with the CDP Elements and these Proffers as determined by the Zoning Administrator.
4. Existing Development. As depicted on Sheets C-0201 through C-0206 of the Development Plan, the Property is currently developed as a transit facility (West Falls Church Metro Station) which includes a parking structure, landscaping, and surface parking lots (the “Existing Development”). The Existing Development may remain until such time as the Property is redeveloped in accordance with this Application.
5. Proposed Development. As more particularly set forth on Sheets C-0102 and C-0301 of the Development Plan, the Property is divided into eight separate buildings/development blocks (“Block/Building”), which may be developed with up to 1,003,000 square feet of GFA (the “Proposed Development”). The Proposed Development will be consistent with the development tabulations on Sheet C-0102 of the Development Plan (the “Development Tabulations”), and will include: (a) residential development with a minimum of 799 dwelling units and a maximum of 900 dwelling units, of which a minimum of 75 units and a maximum of 85 units will be single-family attached units; (b) a minimum of 10,000 square feet and a maximum of 30,000 square feet of ground floor, community-serving retail or active ground floor uses (which will include all non-residential and non-office uses permitted in the PRM zoning district, inclusive of multifamily residential amenity areas, subject to use standards contained in the Zoning Ordinance, and as generally shown on Sheet L005 of the Development Plan); (c) 110,000 square feet of office uses; (d) public and private outdoor recreation and open space areas; (e) the West Falls Church Metro Station transit facilities; and (f) existing surface parking areas to be used on an interim basis only.
6. Special Exception/Special Permit Uses. The Proposed Development will consist of a mix of uses. Uses allowed by special exception (“SE”) or special permit (“SP”) in the PRM zoning district may be permitted on the Property without the need for a proffered condition amendment (“PCA”) or a CDPA, provided they are authorized through a separate requisite SE or SP process and are in substantial conformance with these Proffers and the CDP.
7. Square Footage Transfer. The square footage within each Block/Building will be established at time of FDP and may be adjusted up or down from the square footages depicted on the CDP provided: (a) the reallocated square footage can be accommodated within the minimum and maximum building heights for each Block/Building utilizing the reallocated square footage as shown on the Development Plan; (b) the minimum and maximum GFAs by use are maintained; (c) the maximum square footage for the Property is not exceeded; (d) the minimum and quality of the overall open space on the Property is not reduced; (e) the building envelopes shown on Sheet C-0301 the Development Plan are not exceeded; (f) the Proposed Development is otherwise in substantial conformance with these Proffers and the Development Plan, as applicable; and (g) FDPs or FDPAs for the applicable building(s) utilizing the reallocated square footage are approved by the County.

8. Development Phasing. The Applicant will construct streets, infrastructure, pedestrian improvements, publicly accessible parks and facilities, and private amenities on the Property as depicted on the Development Plan in conjunction with the development of each Block/Building as generally shown on the Preliminary Phasing Plan Illustrative (the “Phasing Plan”) provided on Sheets C-0302 through C-0305 of the Development Plan and as further described in these Proffers. Development of any Block/Building may proceed in any order provided that any proffered improvements that apply to any such Block/Building are provided or otherwise addressed with the development of that Block/Building. Adjustments to the Phasing Plan may be approved by the Zoning Administrator without the need for a PCA, CDPA, or FDPA provided that any such adjustments do not materially adversely affect other phases.
9. Development Plans. All FDPs for the Property will be in substantial conformance with the Development Plan and these Proffers. FDPs approved for individual building sites on the Property will establish the approximate GFA for each Block/Building, the minimum and maximum number of residential units, and the mix of uses within the limits established by these Proffers, and the Development Plan. In addition, the following information will be provided with each FDP:
 - A. Tabulations. A tabulation indicating the development status of the Property will be provided with each FDP and site plan submitted for the Property. The tabulation will include a listing of all existing and proposed buildings, along with the GFA, uses, number of dwelling units, number of Affordable Dwelling Units (ADUs) and Workforce Dwelling Units (“WDUs”), and parking approved on the FDP and site plan as may be applicable. The tabulation will identify the reassignment of any excess GFA by use between other Blocks/Buildings on the Property (as compared with what was originally shown on the Development Plan) and will be updated with each subsequent FDP and site plan approved for the Property;
 - B. Functional Drawings/Sight Distance. Functional drawings to include proposed right-of-way lines associated with existing and proposed public streets and sight distance lines at all intersections overlaid on the Landscape Plan (defined below) as further defined in these Proffers;
 - C. Utilities. Approximate location of existing and proposed utilities to serve the area of the FDP overlaid on the Landscape Plan as further defined in these Proffers.
 - D. Proposed Uses. A list of proposed uses and demonstration of how such uses meet the applicable "Use Standards" of subsection 4102 of the Zoning Ordinance;
 - E. Architectural Elements/Building Heights. Information on building materials, building heights, shadow studies, architectural massing and fenestration, and specific features designed to activate the streetscapes as further defined in these Proffers;

- F. Streetscape. A graphic depiction of, and any adjustments to, the activated streetscape elements as well as submission of a “Streetscape Furnishing and Materials Plan” as further defined in these Proffers, as well as a commitment to pedestrian-level/scale street lighting.
 - G. Garage Treatments. Proposed parking garage façade treatments as further defined in these Proffers;
 - H. Loading/Trash/Service Area Treatment. Proposed loading/trash/service area treatments as further defined in these Proffers;
 - I. Interim Conditions. Identification of specific proposed interim conditions within the FDP area and outside the FDP area as further defined in these Proffers;
 - J. Phasing. Identification of specific proposed phased improvements in accordance with those generally set forth on the Phasing Plan provided on Sheets C-0302 through C-0305 of the Development Plan as further defined in these Proffers;
 - K. Parking Spaces. Refinement of the location and number of parking spaces for uses proposed with the FDP;
 - L. Provisions for Bicycles. Information on bicycle parking, storage, and bicycle lane dimensions as further described in these Proffers;
 - M. Bus Shelters. Details of any proposed bus shelter locations and designs;
 - N. Parks and Recreation. Specific details on park and recreational facilities and for the area shown on the FDP as further described in these Proffers;
 - O. Residential Amenities. Specific details on facilities and amenities to be provided for residential uses in the area of the FDP as further described in these Proffers;
 - P. Stormwater Management. Identification of specific stormwater management facilities as further described in these Proffers;
 - Q. Retaining Walls/Fencing. Identification of the height and materials of proposed retaining walls, fencing, screening or barriers as further described in these Proffers; and
 - R. Community Outreach Regarding Building Height. Information in the FDP statement of justification detailing the Applicant’s prior communications and any anticipated communications with the surrounding community regarding the design of any buildings in excess of 85 feet in height.
10. Interim Conditions. At the time of FDP submission, the Applicant will identify the specific proposed interim conditions within the FDP area and will ensure such conditions provide

reasonable pedestrian connections, vehicular circulation, temporary streetscaping, landscaping, park, and amenity treatments. In addition, the Applicant reserves the right to establish construction and sales/leasing trailers on the Property on an interim basis, the location of which will be identified on the site plan.

11. Signage. Signage for the Property will be provided in accordance with the requirements of Article 7 of the Zoning Ordinance. The Applicant reserves the right to pursue a future CSP; such CSP will not require an amendment to the Development Plan.
12. Wayfinding Signage. Concurrent with approval of the first site plan for the Property, the Applicant will develop a uniform wayfinding signage system in general conformance with the precedent imagery contained on Sheet L421 of the Development Plan. If necessary, the Applicant will process a Comprehensive Sign Plan for said wayfinding signage system. The intent of the wayfinding signage system will be to ensure the public can easily identify and access all publicly accessible onsite and offsite recreational areas, parking facilities, and public pathways to access the West Falls Church Metrorail Station (the “Metrorail Station”). Said wayfinding signs will be installed by the Applicant concurrent with the construction of each Block/Building. Adjustments to the wayfinding signage system may be made in conjunction with each FDP. Any wayfinding signage located within the public right-of-way will be subject to Virginia Department of Transportation (“VDOT”) approval.
13. Declarations/Owners Associations. The Applicant will cause the recordation of one or more declarations creating an umbrella owners’ association (“UOA”) and, as necessary, condominium owners’ associations (“COA”) or declarations of covenants and agreements dealing with the governance of maintenance and operation of the Property or other governance documents which will legally bind the Property, (collectively referred to as the “Governance Documents”). Such Governance Documents will be prepared, be legally effective and recorded prior to the issuance of the first Non-Residential Use Permit (“Non-RUP”) or Residential Use Permit (“RUP”) for the second new building to be constructed on the Property. The Governance Documents will specify the various proffer and maintenance obligations set forth in these Proffers, including, but not necessarily limited to, the maintenance of certain streets, associated sidewalks and streetscapes, and site amenities such as, but not limited to, the publicly accessible park areas as well as funding, implementation and monitoring of the TDM program, stormwater facilities, retaining walls, noise attenuation measures, landscaping, and more. The Governing Documents will also specify that, during times of inclement weather, salt will only be applied to paved surfaces in the minimum amount necessary and sidewalks will be cleared of any snow.

URBAN DESIGN & PLACEMAKING

14. Maximum and Minimum Building Heights. The minimum and maximum building heights for the proposed buildings on the Property are identified in the Development Tabulations. The final height for each building may be refined at the time of FDP and site plan, but will not exceed the maximum building heights or be less than the minimum building heights shown in the Development Tabulations.

15. Building Architecture Design. The architectural treatment and design of all buildings on the Property will create a sense of identity and place, and will create human scale through the use of unifying elements such as materials, textures, color, window treatments, detailing, lighting, and landscaping as generally reflected on the Development Plan. Architectural design will generally conform to the character and quality depicted on Sheets A000A and A000B of the Development Plan as well as the following guidelines:
 - A. Except where buildings front on common open space areas or internal parking courts, all residential buildings will be designed to feature entrances fronting along tree-lined streets;
 - B. The Applicant may provide bay windows, stoops, balconies, awnings, and other architectural features along the façade of any single-family attached unit and may extend beyond the building footprints as depicted on Sheets A000A and A000B of the Development Plan; and
 - C. Any trash dumpster not located within a structure will be screened with brick or cementitious screening walls, or similar measure that is architecturally compatible with the building(s) served by such structure, to limit its visibility from streets and public sidewalks as depicted on Sheet L426 of the Development Plan.
16. Bird-Friendly Design Elements. In an effort to reduce bird injury and death due to in-flight collisions with buildings, the Applicant will include one or more bird friendly design elements, as determined by the Applicant, in the architectural plans of the new buildings to be constructed 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 in commercial buildings, the use of decoys, and division of glass swaths. These elements will be identified in the building permit submission set. Upon the issuance of a building permit for each building, the provisions of this proffer will be deemed satisfied as to such building.
17. Parking Structure Design. New above-grade parking structures which are visible to the public, not including single-family attached garages or garage façades that face a limited access interstate highway, will incorporate uses, screening, landscaping and/or public art/feature walls at the street level so as to provide a pleasant and attractive design/experience along the streetscape, similar to the precedent imagery contained on Sheet L428 of the Development Plan. This proffer will not apply to the existing Metrorail Station garage (the “WMATA Garage”) owned by WMATA. In addition, one or more of the following techniques will be employed to screen garage areas above the street level:
 - A. Continuation of the general façade detailing of the building above down to the ground level;
 - B. Application of a variety of architectural screening materials that may include, but not be limited to, metal framing systems with inserted panels of wire mesh, metal,

glass, natural vegetation or other materials, and precast concrete or masonry enhancements and spandrels designed to minimize views into the garage;

- C. Landscaping features; and/or
 - D. Installation of murals or other artwork on the façades.
18. Loading and Parking Garage Entrance Locations. Loading areas, service areas and entrances for the Proposed Development will be provided as shown on Sheet C-0301 of the Development Plan, however, the Applicant may adjust the locations and/or dimensions of such loading areas, service areas, entrances, and curb cuts in consultation with the Fairfax County Department of Transportation (“FCDOT”) at the time of site plan or subsequent FDPA. The Applicant will design and construct the entrances and driveways with driveway aprons that maintain a flush condition with the adjacent sidewalk across all vehicular access points, or otherwise provide special pavement markings or other treatments to alert pedestrians of any potential vehicular conflicts.
19. WMATA Garage Upgrades. Prior to issuance of the first RUP for Building D, the Applicant will screen the WMATA Garage in a manner similar to the examples depicted on Sheet L424 of the Development Plan, to soften the parking structure’s visual impact to the proposed development. Paint and/or other artwork will be applied to a minimum of 30 percent of the garage façade facing Civic Plaza South, as defined in Proffer 39.B, and will be subject to WMATA’s approval through its Art in Transit program. The Applicant and, subsequently, the UOA established pursuant to Proffer 13, will be perpetually responsible for the maintenance of any screening applied to the WMATA Garage.
20. Rooftop Telecommunications Equipment. Telecommunications equipment may be placed on the rooftops and façades of any building on the Property. Any such facilities will comply with the applicable requirements of the Zoning Ordinance and Comprehensive Plan and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as, but not limited to, facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas. Telecommunication equipment may also be architecturally integrated onto façades of the buildings where necessary to ensure on-street and/or open space coverage.
21. Retaining Walls. The anticipated location of any proposed new retaining walls constructed on the Property in excess of three feet in height, will be shown on the FDP, with modifications permitted subject to final engineering at time of site plan. Such retaining walls will be constructed of stacked stone, cast-in-place concrete, concrete block, precast concrete, and/or brick, as determined at the time of FDP approval. Any portions of highly-visible poured concrete retaining walls which are visible from sidewalks and streets will

be constructed of stacked stone and/or brick, and/or be clad with artwork. If railings are required, they will be installed in compliance with all relevant code requirements.

- A. Multifamily Activated Streetscape Uses. The Applicant will provide activation at the ground level for all multifamily buildings as shown on Sheet L005 of the Development Plan, by providing active uses that may include, but are not limited to, ground-floor retail uses or interior building amenity areas (e.g., lobbies, gyms, etc.), pocket parks, plazas to host seasonal/community events, patios, and/or residential units with patios, stoops, direct street access, and balconies (whether or not such balconies extend beyond the façade of the building) on the first or second floor.
 - B. Live/Work Units. As depicted on Sheet A-001 of the Development Plan, the row of nine single-family attached units located in Building E adjacent to New Street #3 will be designed as live/work units meeting the definition and standards for “Live-Work Development” under the Zoning Ordinance. Such units will incorporate ground floor work space which may be occupied by the unit owner and integrated with the owner’s dwelling unit on the upper stories. Any such work space will be separated from the living unit by stories (e.g., any work area will be on the ground floor). Such units will incorporate into their design doors opening directly onto the adjacent sidewalk, commercial-appearing windows on the ground floor with a minimum of 35 percent glazing along the ground floor front facade, awnings, and a minimum floor-to-ceiling height of nine feet. The Applicant will include within the marketing materials for such units information about the intent and design elements of such units, and the Governing Documents for such units, as defined in Proffer 13, will specify that the exterior design elements specified within this proffer are to remain.
22. Farmers’ Markets, Food Trucks, Festivals, Fairs, Kiosks, or Similar Activities. The Applicant, or its designee, will be permitted to operate festivals, fairs, or similar activities, including, but not limited to, farmers' markets and food vendors, on the Property, either in the interim surface parking lots or within publicly-accessible privately owned open spaces, including portions of the privately-owned streets/pedestrian ways (with the exception of West Falls Station Boulevard, which shall remain open to traffic at all times) as indicated on Sheets C-0301 through C-0305 of the Development Plan. The Applicant will coordinate with the Zoning Administrator regarding the issuance or approval of an administrative permit as may be required under the Zoning Ordinance and will obtain the approval of VDOT or WMATA prior to closure of any VDOT- or WMATA-owned streets, respectively, as necessary. The Applicant further reserves the right to operate food trucks in accordance with the applicable provisions of the Zoning Ordinance.
23. Streetscape Elements. Subject to approval by VDOT as applicable, the Applicant will install streetscape improvements for those streets as depicted on Sheets C-0307 and C-0308 of the Development Plan and in accordance with the conditions described in these Proffers. Streetscape elements may be adjusted at the time of FDP and site plan review, and individual Blocks/Buildings may have slight variations, provided the quality of the

streetscape is consistent with that shown on the Development Plan. Streetscape elements for all such streets will include:

- A. A landscape amenity panel located immediately behind the face of curb in those locations depicted on the Development Plan; and
 - B. A clear sidewalk adjacent to the landscape amenity panel. Sidewalk treatments will continue across all vehicular access points within the development.
24. Streetscape Furnishings and Materials. As depicted on Sheets L422 and L423 of the Development Plan, unified and high-quality streetscape materials will be provided on the Property and may include, but not be limited to, unit pavers, seat walls, tree space edging, lighting (including pedestrian-level street lighting), traffic signal poles, benches, trash receptacles and other hardscape elements (jointly, “Pedestrian Realm Elements”). Where feasible, pedestrian and vehicular lighting will be co-located. A Streetscape Furnishing and Materials Plan will be provided as part of all FDPs. These plans will include general product information and approximate locations of Pedestrian Realm Elements to be located in the streetscape between the building face and the curb, and in other public realm open spaces.
- A. Maintenance. The Applicant, UOA, or assigned sub-association, as appropriate, will maintain and replace in-kind all Pedestrian Realm Elements within the Property. The pedestrian realm includes all areas between the back of curb and the back of the sidewalk, including landscape amenity panels, bio-retention facilities and sidewalk, whether located within the public right-of-way or on private land with public access easements. Neither the Applicant nor any successor associations or equivalent will be required to repair or restore any Pedestrian Realm Elements within the right-of-way of Falls Church Drive that are damaged by public contractors, or permittees that are not acting under the direct authority of the Applicant. Maintenance commitments include, but are not limited to:
 - i. All plantings including trees, shrubs, perennials, and annuals;
 - ii. All associated irrigation elements;
 - iii. All hard surfaces;
 - iv. All streetscape furnishings including benches, bike racks, trash and recycling receptacles and non-standard structures;
 - v. All lighting fixtures, poles and brackets;
 - vi. All non-VDOT standard sign posts, traffic signal poles, pedestrian signal poles, mast arms, signal heads and control boxes;
 - vii. Snow removal;

- viii. Leaf removal;
 - ix. Trash, recycling and litter removal;
 - x. Decorative and structural retaining walls;
 - xi. Public art;
 - xii. Special drainage features, such a Low Impact Design (“LID”) facilities;
and
 - xiii. All urban park amenities including horticultural care, maintenance of all water features, irrigation, lighting, furnishings, paving, and art.
25. Public Art. The Applicant will provide public art within the Proposed Development in the general locations contained on Sheet L427 of the Development Plan. The Applicant will make the final determination regarding the type of public art to be provided and appropriate location(s) on the Property at the time of site plan submission, and may elect to rotate the public art installations on a temporary basis and in accordance with a schedule that it, in its sole discretion, deems appropriate. Nothing contained in this proffer will preclude the Applicant from installing additional public art elements on the Property as it deems appropriate. Such public art will be installed concurrent with the development of the applicable public space as required by these Proffers.

ENVIRONMENTAL

26. Green Building Certification For Residential Buildings. In order to promote energy conservation and green building techniques, all new dwelling units on the Property will be constructed to achieve one of the following programs, or an alternative third-party certification as approved by the Environment and Development Review Branch (“EDRB”) of DPD. Selection of one of the following certification methods, or an alternative, will be within the Applicant's sole discretion at time of site plan submission:

A. LEED For Multifamily Residential Buildings.

- i. If the Applicant selects the U.S. Green Building Council’s (“USGBC”) Leadership in Energy and Environmental Design for Homes (LEED for Homes) rating system for any multifamily residential building, then the Applicant will include, as part of the site plan/subdivision plan submission and building plan submission for that multifamily residential building, a list of specific credits within the most current version of the LEED for Homes rating system that the Applicant anticipates attaining. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain

LEED certification of the multifamily residential building.

- ii. The Applicant will include a LEED-accredited professional (“LEED-AP”) as a member of the design team. This professional will also be a professional engineer or licensed architect. The LEED-accredited professional will work with the design team to incorporate sustainable design elements and innovative technologies into the Project with a goal of having such multifamily residential building attain LEED certification. At the time of site plan submission for the multifamily residential building, the Applicant will provide documentation to EDRB demonstrating compliance with the commitment to engage such a professional.
- iii. Prior to building permit approval for the applicable multifamily residential building, the Applicant will post, for that multifamily residential building, a “green building escrow,” in the form of cash, performance bond or a letter of credit from a financial institution acceptable to the Fairfax County Department of Public Works and Environmental Services (“DPWES”) as defined in the PFM, in the amount of \$2.00 multiplied by 80 percent of the square footage of such multifamily residential building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the USGBC, under the most current version of the USGBC’s LEED for Homes rating system. The provision to the EDRB of documentation from the USBGC that the multifamily residential building has attained LEED certification will be sufficient to satisfy this commitment.
- iv. If prior to bond extension, reduction or final bond release for the applicable multifamily residential building, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for such multifamily residential building has not been attained but that the multifamily residential building has been determined by the USGBC to fall within three points of attainment of LEED certification, 50 percent of the green building escrow for that multifamily residential building will be released to the Applicant; the other 50 percent will be released to the County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension. However, the documentation will be provided prior to the final bond release.
- v. If prior to the bond extension, reduction or final bond release for the applicable multifamily residential building, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED certification or demonstrating that such multifamily

residential building has fallen short of LEED certification by three points or more, the entirety of the escrow for that multifamily residential building will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

- vi. As an alternative to the actions outlined above, the Applicant may choose to pursue a certification higher than LEED certification for any multifamily residential building, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits can meet at least the minimum number of credits necessary to attain LEED Silver certification for that multifamily residential building. Prior to building plan approval for the applicable multifamily residential building, the Applicant will submit documentation from the LEED-AP that will demonstrate that the multifamily residential building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Under this alternative, the Applicant will not be required to provide a “green building escrow” unless it fails to provide the above referenced documentation that the multifamily residential building is anticipated to attain LEED Silver certification. However, if the Applicant is unable to provide the design and construction-related credit documentation prior to the building permit approval for the applicable multifamily residential building but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant will, prior to the issuance of the building permit for such multifamily residential building, post an escrow identical to the one described in Proffer 26.A.iii, above. This escrow will be released upon submission of the documentation to EDRB from the USGBC demonstrating that such multifamily residential building is anticipated to attain a sufficient number of credits to attain LEED certification.

B. LEED for Residential Townhomes.

- i. LEED for Homes Rating System. If the Applicant selects the USGBC Leadership in Energy and Environmental Design for Homes (“LEED® for Homes”) rating system for the Proposed Development, then the Applicant will pursue LEED certification under the most recent version of the LEED for Homes rating system, or other applicable LEED rating system as determined in consultation with the EDRB, in effect at the time the Applicant registers the Proposed Development with the USGBC. The

Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within the most current version of the LEED® for Homes rating system that the Applicant anticipates attaining for the Proposed Development. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the Proposed Development.

- ii. LEED Accredited Professional. The Applicant will include a LEED®-accredited professional (“LEED-AP”) as a member of the design team. The LEED-AP will also be a professional engineer or licensed architect, and will work with the design team to incorporate sustainable design elements and innovative technologies into the Proposed Development with a goal of having the project attain LEED certification. At the time of site plan submission for the Proposed Development, the Applicant will provide documentation to the EDRB demonstrating compliance with the commitment to engage such a professional.
- iii. Green Building Escrow. Prior to building permit approval for the Proposed Development, the Applicant will post a “green building escrow,” in the form of cash, a performance bond, or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00 multiplied by 80 percent of the gross square footage of the Proposed Development. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification, by the USGBC, under the applicable version of the USGBC’s LEED® for Homes rating system. The provision to the EDRB of documentation from the USGBC that the Proposed Development has attained LEED certification will be sufficient to satisfy this commitment.
- iv. Release of Green Building Escrow. The Green Building Escrow for the Proposed Development will be released in accordance with the following:
 - 1. If prior to bond extension, reduction or final bond release for the Proposed Development, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED certification for the Proposed Development has not been attained but that the Proposed Development has been determined by the USGBC to fall within three points of attainment of LEED certification, 50 percent of the green building escrow for the Proposed Development will be released to the Applicant; the other 50 percent will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the timeframe for

the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.

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

C. LEED New Construction.

- i. If the Applicant selects the USGBC LEED – New Construction (“LEED-NC”) rating system for any residential building, then the Applicant will include, as part of the site plan submission for such building, a list of specific credits within the registered version of the LEED-NC rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined jointly by the Applicant and the County), that the Applicant anticipates attaining. All references herein to LEED include both LEED or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency.
- ii. Except as otherwise provided below as an alternative to Proffer 26.C.i, the LEED-AP will provide a certification statement at the time of site plan review confirming that the items on the list of credits will meet at least the minimum number of credits necessary to attain LEED certification of the building.
- iii. Prior to building plan approval for the applicable residential building, the Applicant will designate the Chief of the EDRB 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.

- iv. Prior to the building permit approval for the applicable building, the Applicant will post a “green building escrow” in the form of cash, performance bond or a letter(s) of credit from a financial institution acceptable to Land Development Services (“LDS”) as defined in the PFM, in the amount of \$2.00 multiplied by 80 percent of the square footage of such residential building, as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification, by the USGBC, under the registered version of the LEED-NC rating system or other LEED rating system determined, by the USGBC, to be applicable to each applicable building. The provision to EDRB of documentation from the USGBC that such building has attained LEED certification will be sufficient to satisfy this commitment. At the time LEED certification is demonstrated to the EDRB, the escrowed funds, performance and/or letter(s) of credit will be released to the Applicant.
- v. If prior to bond extension, reduction or final bond release for the applicable Residential Building, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED-NC certification for such residential building has not been attained but that the building has been determined by the USGBC to fall within three points of attainment of LEED-NC certification, 50 percent of the green building escrow for that building will be released to the Applicant; the other 50 percent will be released to the County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension. However, the documentation will be provided prior to the final bond release.
- vi. If prior to the bond extension, reduction or final bond release for the applicable residential building, whichever occurs first, the Applicant fails to provide documentation to EDRB demonstrating attainment of LEED-NC certification or demonstrating that such building has fallen short of LEED-NC certification by three points or more, the entirety of the escrow for the building will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.
- vii. As an alternative to the actions outlined in Proffer 26.C.iv through vi, above, the Applicant may choose to pursue a certification higher than LEED-NC

certification for any residential building, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits can meet at least the minimum number of credits necessary to attain LEED-NC Silver certification for that building. Prior to building plan approval for the applicable building, the Applicant will submit documentation from the LEED-AP that will demonstrate that such building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-NC Silver certification for that building. Under this alternative, the Applicant is not required to provide a “green building escrow” unless the Applicant fails to provide the above-referenced documentation that the building is anticipated to attain LEED-NC Silver certification. However, if the Applicant is unable to provide the design and construction-related credit documentation prior to the building permit approval for the applicable building but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit for such building, post an escrow identical to the one described above. This escrow will be released upon submission of the documentation to EDRB from the USGBC demonstrating that such building is anticipated to attain a sufficient number of credits to attain LEED-NC certification.

- viii. Prior to final bond release for the building, the Applicant will submit documentation to EDRB, confirming the status of LEED-NC certification for that residential building.
- D. EarthCraft House. The Applicant may select certification in accordance with the EarthCraft House Program as demonstrated through documentation provided to DPWES and EDRB prior to the issuance of the RUP for each dwelling unit or building, as applicable.
- E. EarthCraft Multifamily. If the Applicant selects EarthCraft Multifamily for any multifamily dwelling or single-family attached units, then the Applicant must provide documentation from the EarthCraft project manager demonstrating that the project has been registered, completed final inspection, and has met the requirements to attain EarthCraft Certification prior to RUP issuance for each dwelling unit. The Applicant will provide documentation to LDS and EDRB demonstrating certification for the Proposed Development prior to final bond release.
- F. National Green Building Standard (“NGBS”). If the Applicant selects the NGBS for any new residential building then the Applicant will seek certification of each dwelling unit in the applicable residential building in accordance with the 2015 NGBS rating system using either the ENERGY STAR Qualified Homes path for energy performance, or another approved energy performance path, as demonstrated through documentation submitted to EDRB from a home energy rater

certified through Home Innovation Research Labs that demonstrates that such dwelling unit has attained the certification prior to the issuance of the Residential Use Permit ("RUP") for each such dwelling unit in the applicable Residential Building. To use an energy path other than ENERGY STAR, the dwelling unit must provide both the above-referenced certification documentation and additional documentation demonstrating equivalent or greater energy performance to the ENERGY STAR standard prior to the issuance of the Residential Use Permit ("RUP") for each such dwelling unit.

- G. Alternative Program. Where the Applicant has provided evidence sufficient for EDRB to find that an alternative green building program administered by an independent third party or a proprietary program has demonstrated equivalence to another independent third party rating system, other than the foregoing programs, and that such alternative program will ensure that equivalent environmental and energy efficiency will be achieved in the Project, the Zoning Administrator may approve the use of such alternative program, subject to such conditions as may be reasonably necessary to ensure that the alternative program will achieve the goals of this proffer.
27. Green Building Certification For New Non-Residential Buildings. In order to promote energy conservation and green building techniques, all new non-residential buildings on the Property (e.g., the Office/Retail Building on Block B) will be constructed to achieve one of the following programs, or an alternative third-party certification as approved by EDRB. Selection of one of the following certification methods, or an alternative, will be within the Applicant's sole discretion at time of site plan submission:

A. LEED Certification.

- i. The Applicant will include, as part of the building plan submission for any new non-residential buildings and hotel buildings to be constructed on the Property, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell ("LEED-CS") rating system, New Construction ("LEED-NC") rating system, or other LEED rating system determined to be applicable by the USGBC, or its equivalent (as determined by the Applicant and the County), that the Applicant anticipates attaining. All references herein to LEED-CS include both LEED-CS or its equivalent as determined by the Applicant and the County and all references to USGBC include the applicable equivalent agency. Except as otherwise provided below in Paragraph E as an alternative, the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED-CS Silver certification of the building.
- ii. The Applicant will designate the Chief of EDRB 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.

- iii. Prior to building plan approval for the building to be constructed, the Applicant will post a “green building escrow” in the form of cash or a letter(s) of credit from a financial institution acceptable to LDS as defined in the PFM, in the amount of \$2.00 multiplied by 100 percent of the square footage of such building, as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-CS Silver certification, by the USGBC, under the project's registered version of the LEED-CS rating system or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to EDRB of documentation from the USGBC that each building has attained LEED-CS Silver certification will be sufficient to satisfy this commitment.
- iv. At the time LEED-CS Silver certification is demonstrated to EDRB, the escrowed funds and/or letter(s) of credit will be released to the Applicant. If, prior to bond extension, reduction or final bond release for the applicable building site plan, whichever occurs first, the Applicant provides to EDRB documentation demonstrating that LEED-CS Silver certification for the building has not been attained but that the building has been determined by the USGBC to fall within three points of attainment of LEED-CS Silver certification, 50 percent of the green building escrow will be released to the Applicant; the other 50 percent will be released to the County and will be posted to a fund within the County budget supporting implementation of county environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation will be provided prior to the final bond release.
- v. If prior to bond extension, release or final bond release for the applicable building site plan, whichever occurs first, the Applicant fails to provide documentation to the EDRB demonstrating attainment of LEED-Silver certification or the Applicant provides documentation demonstrating that the building has fallen short of LEED-CS Silver certification by three points or more, the entirety of the escrow for that building will be released to the County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives. If the certification is still in progress at the time of application for bond extension or reduction, the timeframe for the provision of the documentation described above will be automatically extended to the time of the next bond extension or

reduction. However, the documentation will be provided prior to the final bond release.

- vi. As an alternative to the actions outlined in the Paragraphs A, C and D above, the Applicant may choose, at its sole discretion, to pursue a certification higher than LEED-CS Silver, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED-CS Gold pre-certification. Prior to building plan approval for the building to be constructed, the Applicant will submit to EDRB documentation from the USGBC demonstrating that LEED Gold precertification under the Core and Shell program has been attained for that building. Under this alternative, the Applicant is not required to provide a “green building escrow” unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-CS Gold certification. However, if the Applicant is unable to provide the precertification documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the Applicant may, prior to the issuance of the building permit, post an escrow identical to the one described in Paragraph C above. This escrow will be released upon submission of the documentation to EDRB from the USGBC demonstrating that the building is anticipated to attain a sufficient number of credits to attain LEED Gold pre-certification.

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

28. Electric Vehicle Charging Infrastructure.

- A. Electric vehicle charging stations will be installed in new parking structures serving office and multifamily buildings on the Property such that, at the issuance of the first RUP/Non-RUP for the building(s) served by said parking structures, a minimum of two percent of all parking spaces in such parking structures will have access to electric charging stations. Nothing contained in this proffer will preclude the Applicant from providing a higher percentage of recharging stations if desired.

- B. The parking garages in Buildings A, B, D, and F will be designed to support the future installation of EV charging infrastructure for 30 percent of parking spaces (each an “EV-Ready Space”) within each such parking garage. The Applicant will include within the site plan and building plan submissions, as applicable, the identification of said EV-Ready Spaces, as well as provide information, to the satisfaction of EDRB and DPD, that conduits with pull strings and access points will be installed sufficient to support the future installation of an EV charging station at each of the EV-Ready Spaces.
- C. The Applicant will offer initial purchasers of single-family attached units the option, at the purchaser’s cost, to install an electric vehicle charging station in their respective garages. In the event that such initial purchasers do not opt to have an electric vehicle charging station installed in their garages during initial construction, all electrical panels will be sized to accommodate future installations in order to allow subsequent purchasers to more readily install an electric vehicle charging station.

29. Noise Mitigation.

- A. Interior Noise. At the time of initial submission for the site plan for any Blocks/Buildings anticipated to be impacted by noise levels above 65 dBA, the Applicant will submit to the Chief of the EDRB for approval, and to LDS for information only, an acoustical study prepared by a qualified acoustical consultant (the “Indoor Noise Study”) addressing indoor noise levels, including development phasing, proposed noise attenuation measures as described in the Interior Noise Study, and proposed materials to ensure compliance with the interior DNL limit of 45 dBA, as appropriate. The Indoor Noise Study shall include an analysis of Buildings A, B, F, and G, as well as Block H. The Applicant will not obtain full-shell building permits until the Chief of the EDRB has approved the Indoor Noise Study, provided that a failure by the Chief of the EDRB to review and respond to the Applicant within 60 days of receipt of the Indoor Noise Study will be deemed approval of such study.

The Applicant will provide noise attenuation measures described in the Indoor Noise Study designed to reduce interior noise of those identified noise impacted units to within the limits required by the Zoning Ordinance (e.g., to a level of 45 dBA Ldn for residential buildings and 50 dBA Ldn for office and non-residential buildings). 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, as may be applicable, which is the policy established by the County for outdoor recreation in residential areas impacted by high noise levels.

- B. Exterior Noise. A Phase II Noise Analysis, prepared by Phoenix Noise & Vibration, LLC and dated January 19th, 2023, provides an assessment of the ambient

environment around Civic Plaza North as defined in Proffer 39.A. A refined Pickleball Court Noise Analysis, prepared by Phoenix Noise & Vibration, LLC and dated January 6, 2023, provides a review of the noise generated by pickleball games which may take place in the sport court site of the Grove Recreational Park, as well as the ambient environment around the sport court site as defined in Proffer 39.E. Both noise studies are included as Exhibit A to these Proffers. The Applicant agrees that noise impacts will be deemed to occur if predicted exterior noise levels in Civic Plaza North and the Grove Recreation Park are projected to exceed 65 dBA and that noise attenuation measures will be required to be installed which result in exterior noise levels in those two community spaces of less than 65 dBA. Where external noise attenuation measures are determined to be required based upon these three noise studies, external structural noise attenuation measures (e.g., noise walls) will be used only if adequate noise attenuation cannot otherwise be achieved. Wooden noise walls will not be used for structural noise attenuation purposes.

30. Stormwater Management. As described in the stormwater narrative on C-0502 of the Development Plan, stormwater management and best management practice ("SWM/BMP") facilities will be provided as required to meet or exceed the minimum requirement for SWM/BMPs at the time of Application approval. The peak runoff rate released from the Property in the post-developed condition for the 10-year, 24-hour storm will be at least 40 percent less than the peak runoff rate released in the existing condition for the same storm. The type and quantity of SWM/BMPs shown on the Development Plan are conceptual in nature and are only provided to indicate the types of facilities that may be provided to meet the minimum requirements. No offsite nutrient credits are permitted. The Applicant will implement onsite SWM/BMP techniques to control the quantity and quality of stormwater runoff from the Property in accordance with all federal, state, and county regulations and standards in effect at the time of site plan approval for the Property.
31. Stormwater Management Pond. In accordance with the stormwater management plan contained on Sheets C-0501 through C-0511 of the Development Plan, the Proposed Development, excluding any Metro transit facilities, will not utilize the existing stormwater management pond (the "Pond") for purposes of stormwater detention. The Applicant will not interfere with any uses of the Pond by the Pavilion or Village communities as provided for under the perpetual 1995 Storm Water Discharge Easement Agreement, recorded in the Land Records of Fairfax County in Deed Book 9431 at Page 1977 (or any revised or restated successor easement), or by Metro, including its use of the Pond to comply with permit requirements. In any plans submitted to the County for this Proposed Development, the Applicant will reserve sufficient detention capacity to accommodate stormwater emanating from Metro transit facilities and the Pavilion and Village communities so long as they retain their residential character substantially as it exists and is approved by the County as of the date of this Application. The Applicant will determine the amount of detention capacity to confirm compliance with the above limitations at time of site plan in accordance using accepted modeling methodologies identified in the PFM, as well as the percentage of detention capacity used by the Village and Pavilion. The Applicant will

notify the Pavilion and Village communities of its methodologies and calculations, and will give said communities sufficient time to comment or object to same.

LANDSCAPING

32. Conceptual Landscape Plan. Landscaping will be provided in substantial conformance with the conceptual landscape plan for the Property provided on Sheets L001 through L404 of the Development Plan (the “Conceptual Landscape Plan”), which illustrates the overall plan regarding plantings, streetscapes, open spaces, tree buffers, and other landscape features to be provided on the Property. The Conceptual Landscape Plan is conceptual in nature and the tree species and planting locations may be modified by the Applicant in conjunction with FDP submissions and as part of final engineering and building design. As part of subsequent FDPA approvals, more detailed landscape plans for each building phase will be provided in substantial conformance with the concepts shown on the Development Plan, with adjustments permitted so long as the quantity and quality of the landscaping provided and the function of the space remains consistent with that shown on the Landscape Plan.
33. Detailed Landscape Plan. As part of the site plan submission for each Block/Building on the Property, the Applicant will submit to Urban Forest Management Division (“UFMD”) for review and approval a Detailed Landscape Plan that is in substantial conformance with the quantity and quality of plantings and landscaping materials shown on the approved FDP, and will include, among other things, irrigation information, design details for tree wells and other similar planting areas on structures and along streets. These details will include the composition of planting materials, methods for providing suspended pavement treatments over tree root zones to prevent soil compaction, and methods for ensuring the viability of plantings on structures and along streets. Adjustments to the type and location of plantings will be permitted to avoid conflicts with utilities and other site engineering considerations.

Prior to the installation of plants to meet requirements of the approved landscape plan, the Applicant will coordinate a pre-installation meeting on site with the landscape contractor and a representative of UFMD.

- A. Native, Non-Invasive Species. All landscaping provided must be native to the mid-Atlantic region to the extent available and feasible, and must be non-invasive (meaning the Applicant must not use any plant species identified in the 2014, or latest version, of the Virginia Invasive Plant Species List published by the Virginia Department of Conservation and Recreation). Where feasible, companion plantings of native overstory tree, understory tree, shrub, and perennial plantings will be used to create ecological structure in the landscape, improve the site’s aesthetics, increase the habitat value of the site, increase the viability of the plantings, and protect the soil from erosion and extreme temperature fluctuations.
- B. Pre-Installation Meeting. Prior to installation of plants to meet the requirements of the Landscape Plan, the Applicant must coordinate a pre-installation meeting on-

site with the landscape contractor and UFMD. Any proposed changes to the planting locations, tree/shrub planting sizes, and any proposed substitutions for the plants shown on the Landscape Plan must be reviewed and approved by UFMD prior to planting. The installation of plants, to meet the requirements of the Landscape Plan that are not approved by UFMD, may require the submission of a revision to the Landscape Plan, or part thereof, or removal and replacement with approved trees/shrubs prior to bond release.

Field location of planting material, when required by the Landscape Plan, must be reviewed at the pre-installation meeting. The Applicant/Contractor/Developer must stake proposed individual planting locations prior to the pre installation meeting. Stakes must be adjusted, as needed, during the course of the meeting as determined by UFMD based on discussion with the Applicant/Contractor/Developer.

- C. Utility Locations. Utilities, including but not limited to water, sanitary sewer, and storm sewer utility lines will, to the reasonable extent feasible, be installed within the street network and in locations that do not conflict with the landscaped open space areas and streetscape elements shown on the CDP. Utilities may be placed within open space or streetscape areas provided that the long-term health of trees and other plantings is ensured by the provision of sufficient soil volume as determined by the UFMD. Adjustments to the type and locations of plantings and the use of raised planters will be permitted to avoid conflicts with utilities and other site engineering considerations. If, at the time of site plan approval, street trees shown on the FDP are in conflict with existing or proposed utilities and alternative locations for the street trees satisfactory to UFMD cannot be accommodated, the Applicant will modify the location of utilities to ensure that the trees shown on the FDP can be provided.
 - D. Sight Distance Considerations. Sight distance requirements will be provided with the landscape plan as a part of each FDP submitted for the Property, and will avoid conflicts with street tree locations. If it is determined at the time of site plan review that street tree locations conflict with sight distance requirements, the Applicant will investigate whether limited pruning or minor adjustments to the locations of street trees will alleviate sight distance concerns. In the event VDOT does not approve the tree locations even after the changes anticipated above, the Applicant will be permitted to relocate the affected street tree without the need for confirmation from the Department of Planning and Development (“DPD”), subject to approval by UFMD and coordination with DPD. If the deleted street tree(s) result in a tree canopy below 10 percent on the Property, the street tree(s) will be accommodated in another location on the Property, as approved by DPD in consultation with UFMD.
34. Invasive Plant Species Management. Forested areas containing plant species that are known to be invasive in quantities that threaten the long-term health and survival of the existing vegetation present must be the subject of an invasive plant species management plan. At the time of site plan submission, the Applicant must provide a management plan

for review and approval by UFMD specifying the common and scientific name of invasive species proposed for management, the target area for management efforts, methods of control and disposal of invasive plants, timing of treatments and monitoring, duration of the management program, and potential reforestation, as needed.

35. Tree Preservation. For the purposes of preserving certain trees located on the Property, the Applicant will contract with a certified arborist or landscape architect (the "Project Arborist") to prepare a tree preservation plan to be submitted as part of the first site plan submission for the Property (the "Tree Preservation Plan"). The Tree Preservation Plan will be reviewed and approved by UFMD. The Tree Preservation Plan will seek to preserve the trees identified on the Development Plan for preservation.

A. Tree Inventory and Condition Analysis. The Applicant will submit a Tree Inventory and Condition Analysis as part of the first and all subsequent plan submissions. The Tree Inventory and Condition Analysis will be prepared by a Certified Arborist or Registered Consulting Arborist, and will include elements of PFM § 12-0507 deemed appropriate to the project site as determined by UFMD.

B. Tree Preservation Plan. The Applicant will submit a Tree Preservation Plan and Narrative as part of the first and all subsequent plan submissions. The Tree Preservation Plan and Narrative will be prepared by a Certified Arborist or Registered Consulting Arborist, and will include elements of PFM § 12-0509 deemed appropriate to the project site as determined by UFMD.

C. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting, the Applicant will have the approved limits of clearing and grading flagged with a continuous line of flagging. The Applicant will retain the services of a Certified Arborist or Registered Consulting Arborist (the "Project Arborist") to attend the pre-construction meeting to review the limits of clearing and grading with an UFMD 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 will be recorded by the Project Arborist and tree protection fencing will be implemented under the Project Arborist's supervision based on these adjustments.

D. Tree Protection Fencing. The Applicant will provide appropriate tree protection devices, based on site conditions and proposed construction activities as reviewed and approved by UFMD. Tree protection fencing will consist of four-foot-high welded wire attached to six-foot steel posts driven 18 inches into the ground and spaced no further than 10 feet apart; or super silt fence.

E. Tree Preservation Measures. Tree preservation measures will be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets and Tree Preservation Plan. Tree preservation measures may include, but are not limited to, the following: root collar excavation, root pruning, crown pruning, mulching, watering, etc. Specifications will be provided on the plan detailing how

preservation measures will be implemented. Tree preservation activities will be completed during implementation of Phase 1 of the Erosion and Sediment Control Plan. Development plans will seek to avoid significant changes to elevations (both “cut” and “fill” operations), changes to water flow, and excavation within the critical root zone of all trees to be protected.

- F. Demolition. The demolition of all existing structures and site features within or adjacent to tree preservation areas will be accomplished in the least disruptive manner practical as reviewed and approved by UFMD. All tree protection fencing will be in place and verified by a County representative prior to commencement of demolition activities.
 - G. Site Monitoring. The Applicant’s Project Arborist will 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 areas of trees to be preserved. Construction activities include, but may not be limited to, clearing, root pruning, pneumatic soil excavation technology, tree protection fence installation, vegetation/tree removal, and demolition activities. During implementation of Phase 2 Erosion and Sediment Control Plan, the Project Arborist will visit the Property 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 UFMD. Written reports will be submitted to UFMD and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist reports will be described and detailed in the Tree Preservation Plan.
36. Soil Remediation. Soil in planting areas that contain construction debris and rubble, are compacted, or are unsuitable for the establishment and long-term survival of landscape plants, will be the subject of remedial action to restore planting areas to satisfy cultural requirements of trees, shrubs, and groundcovers specified in the Landscape Plan. The Applicant will provide notes and details specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by UFMD. Soil remediation will take place only after site disturbance is complete, including all vehicle and equipment traffic, but before placement of topsoil.

PARK AND RECREATIONAL FACILITIES

37. Recreation Facilities For Residents. Pursuant to subsection 2105.5.B(4)(b) of the Zoning Ordinance, and as otherwise depicted on the CDP, the Applicant will provide on-site recreational facilities for the future residents of the Property. The specific design of these areas may be adjusted at the time of FDP or site plan approval. The Applicant will expend a minimum of \$1,900.00 per non-Affordable Dwelling Unit (“ADU”) residential dwelling unit toward said recreational facilities, which will be made available to all residents of the development, and which may include, but will not be limited to, the following:
- A. Media/entertainment centers outfitted with televisions, seating areas, and stereo/sound equipment;

- B. Exterior recreational areas, which may include walking paths and sidewalks, fitness stations, outdoor furniture, outdoor kitchen/grills, fire pits, pedestrian-scaled lighting, specialty landscaping, lawn areas, tot lots, playgrounds, Zen gardens, and outdoor adult exercise areas;
- C. Courtyard areas, which may be located on the rooftop of the buildings, the top deck of parking garages, or in open areas, and may include pool and related bathhouse facilities, seating areas, landscaping, and hardscape areas;
- D. Club rooms and/or entertainment centers for resident gatherings; and
- E. Fitness centers furnished with exercise equipment that may include, but not be limited to, stationary bikes, treadmills, weight training equipment with weight machines and free weights, but not necessarily staffed.

Recreational facilities such as rooftop amenities and pool facilities may be separately designated for the residents of the individual residential buildings/units or more common facilities such as a business or fitness center may be shared between them. Prior to final bond release for the Property, the balance of any funds not expended for the Property, if any remain as determined by LDS, will be contributed or may be escrowed, and contributed to the FCPA for the provision of recreational facilities located in the service area for the Property as determined by FCPA in consultation with the District Supervisor.

- 38. Park Contribution. Prior to the issuance of the first RUP in each Building (A, D, and F) or each Block (E, H, and G), the Applicant will contribute \$893.00 per resident (at 1.75 persons per multifamily dwelling unit and 2.60 residents per single-family attached dwelling unit) in that Building or Block to FCPA to provide off-site recreational facilities intended to serve the area of development at the discretion of the Dranesville District Supervisor.
- 39. Public Parks and Open Spaces. The Applicant will provide publicly-accessible, at-grade, open space areas in conformance with the concepts, locations, and minimum acreages depicted on the CDP and in the Phasing Plan, and as further described in the subsections below and in these Proffers.

The Applicant will: (a) retain these publicly accessible parks in fee simple; (b) record public access easements in a form acceptable to the Office of the County Attorney (“OCA”) ensuring that the park spaces are open to the public for periods of time consistent with traditional County parks and subject to usual and customary rules and regulations; and (c) provide for perpetual private maintenance for these publicly accessible parks. While public access easements to the Board will be granted for these areas, the Applicant reserves the right to reasonably restrict access for limited times for security, maintenance and repairs, and/or safety purposes.

The variety and quantity of recreational facilities and amenities provided in the publicly

accessible parks will generally follow those shown on the Development Plan, but the park designs, recreational facilities, and amenities to be provided will be subject to refinement and adjustment at the time of FDP and site plan, provided they result in a similar variety and level of physical activity. It is the intention of this proffer that such public parks and open spaces will be phased in with the development of any adjacent Block/Building as indicated on the Phasing Plan, and not necessarily constructed at one time. As development is phased in accordance with the Phasing Plan, the publicly accessible parks provided for any given Block/Building and shown on an FDP may be less than the minimum shown for that Block/Building, provided that upon buildout of the Proposed Development, the Applicant will meet or exceed the urban park calculations as shown on the Development Plan.

As depicted on Sheet L301 through L306 of the Development Plan and in the Phasing Plan, the Proposed Development includes the following distinct publicly accessible public parks and open space areas:

- A. Civic Plaza North. As depicted on Sheets L204 and L304 of the Development Plan, the Applicant will provide an approximately 0.46-acre publicly accessible urban park (the “Civic Plaza North”) located adjacent to and encompassing a portion of the WMATA Metrorail Station exit north of New Street #4 and extending to the west along the edge of the property and Buildings A and B. This area will include bicycle parking, bicycle lockers, hardscaping elements, landscaping, areas for seating, and a shared use path. The Applicant will upgrade the existing entrance to the Metrorail Station, with such upgrades to include bus shelters, specialty pavers, landscape and hardscape features. Civic Plaza North may also feature a retail kiosk, in which case such kiosk must be depicted and approved as part of the FDP for Civic Plaza North. Approximately half (or approximately 0.23 acres) of Civic Plaza North will be completed and open for use prior to the issuance of the first RUP for Building D, and the remaining portion will be completed and open for use prior to the issuance of the first RUP for Building A or B, whichever is first in time.
- B. Civic Plaza South. Prior to issuance of the first RUP for Building F, and as depicted on Sheet L203 and Sheet L303 of the Development Plan, the Applicant will provide an approximately 0.41-acre publicly accessible urban park (the “Civic Plaza South”). This space will be programmed as a multifunctional gathering space and will include a hardscape plaza, seating areas, pergola, lawn and landscape beds, and public art/sculptural elements.
- C. Pocket Park. Prior to issuance of the 17th RUP in Block E, and as depicted on Sheet L201 and Sheet L301 of the Development Plan, the Applicant will provide an approximately 0.12-acre publicly accessible pocket park. This space will include a trellis element, street furniture, and native plantings, rain and/or pollinator habitats, and seating or picnic areas.
- D. Linear Park. Within six months following issuance of the first RUP for Building F, and as depicted on Sheet L202 and Sheet L302 of the Development Plan, the

Applicant will provide an approximately 0.38-acre publicly accessible urban park (the “Linear Park”) located adjacent to Building F and Block G, which will include active recreation elements, hardscape elements for gathering, landscaping, seating areas with benches or swings, interpretive play areas, shade structures, and public art/sculptural elements.

- E. Grove Recreation Park. Prior to issuance of the 40th RUP for the single-family attached dwelling units, and as generally depicted on Sheets L206 and L306 of the Development Plan, the Applicant will provide an approximately 0.89-acre publicly accessible park located at the corner of Haycock Road and West Falls Station Boulevard (the “Grove Recreation Park”). The Grove Recreation Park will include a fenced dog play using mulch as a base material, with a pet waste station, a sport court, picnic tables, and seating areas. Prior to site plan approval for the Grove Recreation Park, the Applicant will provide a plan to address the regular maintenance of the pet waste station and any other waste generated by pets.

The park will include an eight-foot-wide shared use-path along Haycock Road connecting the existing sidewalk with a shared-use path/fitness walkway along West Falls Station Boulevard which will include four exercise stations. Pedestrian scale lighting, as depicted on Sheets L-0702 and L-0703 will be installed along the shared use path. All landscaping located within the Grove Recreation Park will be native varieties, with a majority of the mature existing tree canopy to remain as depicted on the Landscape Plan. The Grove Recreational Park will be open for use from dawn until dusk with extended hours during winter months, subject to rules established by the UOA pursuant to Proffer 13.

To aid in the preservation of existing trees and reduce the potential for erosion within the dog play area, all fences and sally ports for the dog play area will be field-located to avoid impacts to roots, and will be installed in conjunction with a certified arborist and UFMD staff. The final design of the dog play area will maximize areas with five percent (or less) slopes and the Applicant will implement minor grading, as necessary and reasonably practicable, to mitigate and design around areas with existing steep slopes greater than ten percent. The Applicant will coordinate with UFMD staff during the design and construction of the dog play area to ensure that tree protection measures for existing trees impacted by such fencing and grading are implemented.

- F. Nature Play Space. Prior to issuance of the first RUP for Building D, and as generally depicted on Sheet L-0205 and Sheet L-0305 of the Development Plan, the Applicant will provide an approximately 0.29-acre publicly-accessible park (the “Nature Play Space”), located adjacent to Block H. Nature Play Space will include hardscape pathways, boardwalks, trails, landscaping, seating areas, playgrounds/tot lots with ADA compliant surfacing and play equipment, interpretive play elements, signage, and sculptural elements. All landscaping located within the Nature Play Space will be native varieties, with the existing tree canopy to remain as depicted

on the Landscape Plan. The Nature Play Space will be open for use from dawn until dusk and will not have lighting features which would encourage evening use.

TRANSPORTATION IMPROVEMENTS

40. Transportation Improvements and Phasing. Subject to obtaining all necessary rights-of-way and easements and approval by FCDOT, VDOT, and WMATA, as applicable, the Applicant will construct the road and frontage improvements shown on the Development Plan and as described below. For purposes of this proffer, “construct” will mean that the committed road improvement is open to use by the public for travel, but not necessarily accepted for maintenance by VDOT or has obtained the release of bond. Notwithstanding the timeframes specified herein for completion of the transportation improvements, the Applicant may, in its sole discretion, expedite and construct any or all of the transportation improvements identified below in advance of such specified timeframes.
41. Streets.
 - A. New Public Streets. The Applicant will dedicate in fee simple to the County right-of-way for new public streets on the Property as shown on Sheet C-0311 of the Development Plan and subsequent FDPs, to a point one-foot behind the curb or to such standard as may be approved on the site plan. Public streets on the Property will be constructed according to VDOT and PFM standards, subject to any modifications/waivers as may be granted. A public access easement in a form acceptable to the OCA will be recorded over sidewalks associated with the public streets at the time of plat recordation.
 - B. Internal Streets. The proposed private internal streets will be developed as generally reflected on the Development Plan and subsequent FDPs, subject to any modifications/waivers as may be granted. Private streets on the Property will be constructed of materials and depth of pavement consistent with that required by the PFM. A public access easement in a form acceptable to the OCA will be recorded over all private streets and associated sidewalks internal to the development at the time of record plat recordation. Residential purchasers will be advised in writing prior to entering into a contract of sale that the Applicant, UOA, or assigned sub-association, as appropriate, will be responsible for the maintenance of all private streets in the development.
 - C. Four-Way Stop Control. As depicted on Sheet C-0306, the Applicant will provide four-way stop control at the intersection of New Street #2, the vehicular entrance to Building C (the existing WMATA Garage), and the proposed woonerf, subject to VDOT and FCDOT approval. Alternate locations for four-way stop control may be considered in consultation with VDOT and FCDOT.

42. Parking. Upon buildout of the Property as contemplated by this Application, parking will be provided in accordance with the parking ratios set forth on the Development Plan or subsequent parking reduction or revision.
- A. Parking Ratios. The number of parking spaces to be provided for each Block/Building will be refined with each FDP approval and at the time of site plan for that Block/Building, as applicable. The Applicant will submit with each FDP and site plan a running tabulation of the parking spaces constructed on the Property.
 - B. Phasing of Parking. Parking will be provided in phases concurrent with development of the Property. A parking tabulation and applicable parking reductions for the entire Property will be provided with each FDP and site plan for the Property. Required off-street parking spaces and loading spaces for an individual building need not be provided on the parcel on which the building is located, but will be provided within the Property. Parking spaces in excess of the maximum parking ratios set forth in the Zoning Ordinance may be provided in the early phases of development of the Property provided that, at the build-out of the Property, the maximum parking rates are not exceeded. A parking tabulation for the Property will be provided with each FDP and site plan.
 - C. On-Street Parking. On-street parking may be provided on all private streets depicted on the CDP to meet the parking requirements of the Zoning Ordinance, so long as such spaces are striped and are provided in accordance with PFM standards (as applicable), including, but not limited to, the provision of adequate space for turnarounds subject to approval of any necessary waivers and/or modifications and as may be adjusted at the time of FDP and/or site plan approval. Parking on private streets may be restricted through appropriate signage or such other means as determined appropriate by the Applicant.
 - D. Short-Term Loading. As part of FDP and subsequent site plan approvals for each Block/Building, the Applicant will designate short-term, standard size parking spaces for small loading (defined as Universal Size Car Spaces per the PFM), delivery, and service vehicles within any new parking structures, or areas adjacent to the Block/Building provided that any such spaces are in addition to the minimum parking requirements described in this proffer. Any such short-term spaces will be designated with signage and/or stenciling or paint.
 - E. Future Parking Revisions. The Applicant reserves the right to: (1) submit and pursue approval of a parking reduction from the Board; and (2) provide parking at revised rates as may be permitted by future amendments to the Zoning Ordinance. Any modification to the layout resulting from a reduction approved by the Board and/or a future amendment to the Zoning Ordinance, will not require a PCA or CDPA.
 - F. Use of Certain Garages. The conversion of single-family attached dwelling garages in a manner that precludes the parking of vehicles within such garages is prohibited.

This will not preclude the use of garages as sales offices in any model units/homes during the initial marketing of that portion of the Proposed Development, with the understanding that such sales offices will be converted back to garages upon sale of the models. A covenant setting forth these restrictions will be recorded among the Land Records of Fairfax County (the "Land Records") in a form approved by the OCA prior to the sale of any such units and will run to the benefit of the UOA or assigned sub-association, established pursuant to Proffer 13. Prospective purchasers will be advised of these restrictions, and the interior dimensions of the garages, in writing, prior to entering into a contract of sale. These restrictions and the interior dimensions of the garages will be included in the marketing materials for the initial sale of units on the Property and included prominently in the UOA/HOA documents in order to provide notice to prospective purchasers in connection with future resale of the units.

- G. Loading and Service Area Scheduling/Coordination. Prior to the issuance of the first RUP or Non-RUP for each multifamily building constructed on the Property, the Applicant will appoint, and continuously employ, a dockmaster(s) to oversee the management of each such multifamily building's garage and loading operations. It will be the dockmaster's responsibility to: (a) minimize loading conflicts with pedestrian movements; (b) ensure scheduled deliveries avoid peak traffic times defined as 7:00 a.m. to 9:00 a.m. and 5:00 p.m. to 7:00 p.m. weekdays; (c) ensure any loading door(s) remain closed except for the movement of trucks in and out of the loading/service area; (d) keep the loading/service area clean and well-maintained at all times; and (e) ensure the loading/service area entrance and any designated service spaces in the garage are exclusively used for loading, trash, delivery, and service vehicles.
43. Pedestrian Circulation. Pedestrian connectivity will be provided throughout the Property generally consistent with the concepts shown on the "Pedestrian Circulation Plan" on Sheet L002 of the Development Plan, through the use of elements such as sidewalks, trails, bus shelters, bus pull-offs and lawn areas, including connections to open space, trails and/or sidewalks located off-site. Off-site connections to existing trails, sidewalks, and/or open space, as depicted on Sheet C-0301 of the Development Plan, will be constructed subject to receipt of all necessary off-site easements, acquisition of property, and dedication of right-of-way. The Applicant will install marked pedestrian crosswalks, curb ramps, and associated pedestrian signals at all signalized intersections adjoining the Property and at other locations as shown on an approved FDP, subject to VDOT approval where applicable. To facilitate pedestrian connectivity between the Metrorail Station and Building F, Building F shall include a secondary entry/exit to the building fronting along Metro Access Drive and connecting to an internal stairwell for use by residential tenants of the building.
- A. Pedestrian and Bicycle Access During Construction. Throughout the entirety of site-work/infrastructure construction, each phase of vertical construction, and during maintenance and snow removal from completed infrastructure, the Applicant will maintain the transportation infrastructure, pedestrian access, and pedestrian lighting required for safe access the Metro facilities and any existing

parking areas to remain in each phase and as depicted on the site plan. The Applicant may provide alternative, temporary infrastructure and/or pedestrian access, including detour signage for vehicles, pedestrians and bicyclists, as needed. Prior to approval of each site plan for the Property during which vehicular, pedestrian and bicycle access is anticipated to be temporarily adjusted or relocated, the Applicant will develop a Maintenance of Traffic Plan to ensure safe vehicular, pedestrian and bicycle access during construction. In the event the Applicant elects to temporarily adjust and/or relocate the transportation infrastructure and/or pedestrian access provided with the development of a prior Block/Building to accommodate construction of a future new Block/Building, the Applicant will demonstrate on the site plan (and on each subsequent site plan thereafter to the extent the transportation infrastructure and/or pedestrian access showed therein has been adjusted further, relocated and/or restored) how vehicular, pedestrian and bicycle access to the Property will be maintained during construction of that new Block/Building. For purposes of this proffer “completion of construction” means that the new building on that Block/Building and associated infrastructure is open to use by the public.

44. Bicycle Infrastructure.

- A. Bicycle Circulation. In conjunction with roadway improvements, the Applicant will provide on-street bicycle lanes as shown on Sheet C-0306 of the Development Plan, subject to approval by VDOT and FCDOT, as may be applicable. The final dimensions will be determined at the time of FDP and site plan approval. Bicycle lane striping will be subject to approval by VDOT and FCDOT, as may be applicable.
- B. Bicycle Parking. As part of the site plan approval for each new building within the Proposed Development, the Applicant will designate on the site plan for such building short-term and long-term secure bicycle storage locations convenient to the office, multifamily residential, and retail uses. The total number of bike parking/storage spaces, including the design and location of such facilities, will be determined as specified in the County’s Bicycle Parking Guidelines dated February 14, 2017, as may be amended. Such bicycle storage facilities will be installed prior to issuance of the first initial RUP or Non-RUP for each Block/Building, as applicable, shown on such site plan and as coordinated with the County Bicycle Coordinator. For purposes of this proffer, short-term bicycle parking will be publicly accessible. Long-term bicycle parking may be private and will be in a secure location such as a bicycle room, parking structure, cage, locker, or other secure parking option approved by FCDOT.
- C. Bikeshare Concrete Pad & Station. The Applicant will provide space and associated easement or license agreement to accommodate a bikeshare station (the “Bikeshare Station”) as depicted on Sheet C-0301 of the Development Plan as “Potential Future Bikeshare Space.” The final location and number of docking stations for the Bikeshare Station will be determined at time of site plan in coordination with

FCDOT. Following installation of the Bikeshare Station, the Applicant will have no further obligation to maintain, fund, or provide future bikeshare stations or relocation of the same.

- D. West Falls Station Boulevard Bicycle Facilities. As depicted on Sheet C-0308 of the Development Plan, the Applicant will construct on-road bicycle lanes on both sides of West Falls Station Boulevard on the Property (the “Baseline Design”). In the event VDOT and FCDOT grant approval for one of the two alternatives depicted as “Alternative A” and “Alternative B” on Sheets C-0313 and C-0314 of the Development Plan, the Applicant shall construct the selected alternative. Prior to submission of the first site plan for the Property that includes West Falls Station Boulevard, the Applicant will submit a written request with VDOT and FCDOT seeking their formal written approval for either alternative, the implementation of which shall be specifically contingent upon VDOT’s acceptance for maintenance of West Falls Station Boulevard under either alternative. In the event approval for either alternative is not granted by both entities within three months of the Applicant’s formal written request, the Applicant shall have no further obligation under this proffer to construct either alternative and shall instead construct bicycle facilities as depicted in the Baseline Design.
45. Signal Timing Updates. Within one year of the first RUP/Non-RUP for whichever one of Blocks E, G, or H develops first, the Applicant will conduct and submit to VDOT and FCDOT an analysis of the existing traffic and pedestrian signal timing at the following intersections to determine if timing modifications to the signal timing software are warranted: Leesburg Pike/West Falls Station Boulevard, Leesburg Pike/Haycock Road; Mustang Alley/Haycock Road, and Magnolia Street/Haycock Road. If warranted, the Applicant will make any such signal timing adjustments to the signal timing software in coordination with VDOT and FCDOT. If adjustments are not warranted at the time of the initial study submission, the Applicant thereafter will conduct an additional analysis within 12 months following issuance of the first RUP/Non-RUP for each new aforementioned block.
46. Falls Church Drive Improvements. The Applicant will, subject to VDOT approval, make improvements to Falls Church Drive as depicted on Sheet C-0301 of the Development Plan to include pedestrian crosswalks, installation of pedestrian actuated signalization, modifications to the existing median to include an eastbound left turn lane, constructing the ultimate streetscape adjacent to the WMATA Garage/Building C, and constructing the ultimate streetscape improvements on the west side of Falls Church Drive. Said improvements will be installed, operational, and available for use, but not necessarily accepted by VDOT, prior to the issuance of the first RUP or Non-RUP for the overall Property. The ultimate streetscape improvements adjacent to Building D will be constructed prior to the issuance of the first RUP for Building D. The Applicant will grant a public access easement in a form acceptable to the OCA for any portion(s) of the streetscape adjacent to Falls Church Drive located outside the right-of-way.

47. Bus Shelters. The Applicant will install a minimum of four bus stop shelters on the Property. The final design of the bus shelters will be determined in consultation with FCDOT prior to approval of each FDP in which a bus shelter is located, and will be installed prior to issuance of the first RUP/Non-RUP for the closest building. In the event the final bus shelter location necessitates adjustments to street tree locations and other street furnishings from that shown on the Development Plan, such adjustments may be accommodated without the requirement for a CDPA, FDPA, or PCA.
48. Grove Avenue Right Turn Lane. The Applicant will, subject to VDOT approval, install a right turn lane along Grove Avenue at its intersection with Haycock Road, as depicted on Sheet C-0301 of the Development Plan. Said improvements will be installed, operational, and available for use, but not necessarily accepted by VDOT, prior to the issuance of the first RUP for any portion of Phase 3 of the Proposed Development.
49. West Falls Station Boulevard.
 - A. Construction Onsite. The Applicant will construct, at no cost to the County, a new local street and sidewalk (together, “West Falls Station Boulevard”) on the Property, as depicted on Sheet C-0301 of the Development Plan. West Falls Station Boulevard, as constructed across the Property, will be constructed in a suitable public ingress-egress easement in a form reviewed and approved by the OCA, and recorded among the Land Records. West Falls Station Boulevard will be constructed in accordance with PFM before the issuance of the first RUP or Non-RUP for the overall Property.
 - B. Construction Offsite. Prior to the issuance of the first RUP or Non-RUP for the overall Property, and if not already provided by others, the Applicant will commence the implementation of the planning and construction design of West Falls Station Boulevard to ultimately be constructed across Tax Map ##40-3 ((1)) 92 and 92A owned by the City of Falls Church (the “Offsite Property”) between Mustang Alley and Falls Church Drive, as depicted on Sheet C-0607 of the Development Plan. For the purposes of this proffer, such implementation will include the following:
 - i. The timely preparation, submission, and diligent processing of all legislative or administrative applications necessary to permit the approval, bonding, and ultimate construction of West Falls Station Boulevard across the Offsite Property (such as, but not limited to, a Public Improvement Plan, Final Development Plan, a Site Plan, and/or other Construction Plans);
 - ii. The establishment of an escrow account in the amount of \$2,000,000.00, which will be expressly established to pay for costs related to the construction of West Falls Station Boulevard across the Offsite Property, with documentation demonstrating establishment of the escrow account submitted to the County; and

- iii. Recordation of a construction easement from the owner of the Offsite Property to permit construction of West Falls Station Boulevard across the Offsite Property, in a form satisfactory to the OCA.

West Falls Station Boulevard will be open for use across the Offsite Property within 24 months following issuance of the first RUP for the Property or prior issuance of the first RUP for any portion of Phase 3, whichever is first in time. West Falls Station Boulevard, as constructed across the Offsite Property, will be constructed in a suitable public ingress-egress easement in a form reviewed and approved by the OCA, and recorded among the Land Records.

50. Traffic Signal Preemption Devices. Prior to the approval of the first site plan for the overall Property, the Applicant will make a cash contribution in the amount of \$20,000.00 to the Capital Project titled “Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction” for use in the installation of preemptive traffic signal devices on traffic signals within a five-mile radius of the Property. The Applicant will have no responsibility for actual installation or maintenance of the preemptive signal devices.
51. Haycock Metrorail Connector Trail. As depicted on Sheet C-0312 of the Development Plan, the Applicant will upgrade existing pedestrian facilities along Haycock Road between Metro Access Drive and the northwest corner of Haycock Road and Turner Avenue. Said upgrades will include a variable width asphalt trail, the potential replacement/relocation of existing concrete sidewalk facilities, any necessary restriping, concrete safety barriers or other approved safety devices, transitions between existing and proposed pedestrian facilities, and the installation of a new crosswalk across Turner Avenue (together, the “Haycock Road Trail”). The Haycock Road Trail will be designed and constructed in accordance with applicable VDOT and PFM standards.

Any portion of the Haycock Road Trail located on the Property will be located within a public access easement dedicated to the County at no cost. The Applicant will make good faith efforts to acquire any off-site right-of-way and/or easements necessary for construction of the Haycock Road Trail. The Owner will advise the County of such acquisition efforts. Where any necessary right-of-way and/or easements cannot be obtained despite such good faith efforts, the Applicant will ask the County for assistance (e.g., funding and/or condemnation efforts) in fulfilling this commitment in order to achieve full or partial construction as described below.

Concurrent with the submission of the first site plan for the Property, the Applicant will submit plans for the Haycock Road Trail to VDOT and the County (the “Initial Plans”). As may be necessary for the full construction of the Haycock Road Trail, the Initial Plans will include requests for VDOT/County approval of any waivers and/or modifications, as well as the identification of offsite right-of-way and/or easements. The Applicant will make a good faith effort to acquire approvals of such necessary waivers and/or modifications. The Applicant’s obligation to construct the Haycock Road Trail (or any portion thereof) will be as follows:

- A. Full Construction: If, within 24 months following submission of the Initial Plans, all such necessary waivers and modifications are granted and any necessary off-site right-of-way and/or easements are acquired as described above, the Applicant will construct the Haycock Road Trail and have it open for use within 12 months following final approval of public improvements plans, or prior to issuance of the 40th RUP for the Property, whichever is later.
 - B. Partial Construction/Partial Cash-In-Lieu: If, within 24 months following submission of the Initial Plans, any necessary waivers and modifications are not granted and/or any necessary off-site right-of-way/easements have not been acquired, the Applicant will construct only those portions of the Haycock Road Trail that do not require any of the unapproved waivers or modifications and/or off-site right-of-way/easements. The Applicant will also provide a contribution equivalent to a percentage of the Haycock Trail Cash Contribution, defined below, in full satisfaction of this proffer.
 - C. No Construction/Cash-In-Lieu: If, within 24 months following submission of the Initial Plans, any waivers/modifications are not granted, and/or off-site right-of-way/easements are not acquired, such that no portion of the Haycock Road Trail can be constructed, the Applicant will make a one-time cash contribution of \$350,000.00 to the County (the “Haycock Trail Cash Contribution”) to be used for pedestrian and bicycle transportation improvements in the vicinity of the Property in full satisfaction of the proffer.
52. Haycock Road/Great Falls Street Intersection Improvements. The Applicant will, subject to VDOT and FCDOT approval, provide upgrades to the existing intersection of Haycock Road and Great Falls Street. Such improvements will include an exclusive left turn lane and a single shared through/right-turn lane in each direction along Haycock Road at the intersection, maintenance or replacement (as applicable) of any pedestrian facilities within the existing right-of-way and limits of disturbance of said improvements, and any necessary modifications to the existing traffic signal to accommodate such improvements. Said improvements will be installed, operational, and available for use, but not necessarily accepted by VDOT, prior to the issuance of the first RUP for any portion of Phase 3 of the Proposed Development.
53. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of subsection 5100.2.E of the Zoning Ordinance for all eligible dedications described herein or as may be required by the County or VDOT.

TRANSPORTATION DEMAND MANAGEMENT

54. Transportation Demand Management. This proffer sets forth the programmatic elements of a transportation demand management program (the "TDM Program") that will be implemented by the Applicant, and/or its successors and assigns, which may include the UOA or assigned sub-association, as appropriate, to encourage the use of transit (Metrorail and bus), other high-occupancy vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by new residential and office buildings constructed on the Property.
- A. Definitions. For purposes of this proffer, "Stabilization" will be deemed to occur one year following issuance of the last RUP for the final residential building or Non-RUP for the final office building to be constructed on the Property. "Pre-stabilization" will be deemed to occur any time prior to Stabilization.
- i. Transportation Demand Management Plan. Concurrent with submission of the initial site plan for the Proposed Development, the Applicant will prepare and submit to FCDOT a Transportation Demand Management Plan (the "TDM Plan"). The TDM Plan will adapt over time to respond to the changing transportation related circumstances of the Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.
- ii. Transportation Management Association. The Applicant will participate in or otherwise become associated with a larger Transportation Management Association, should one be established for this area.
- iii. Trip Reduction Goals. The objective of the TDM Plan will be to reduce the number of weekday peak hour vehicle trips generated by the residential and new office uses located within the Property through the use of strategies including, but not limited to, mass transit and ridesharing. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby Metrorail and bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.
- iv. Baseline. The baseline number of weekday peak hour residential and new office vehicle trips for the proposed units within the Property against which the TDM Goals (as defined in subparagraph B) will be derived upon the number of residential units and amount of new office GFA depicted on the

CDP and approved with this Application using the trip generation rates/equations applicable to such approved residential and new office uses as set forth in the Institute of Transportation Engineers, Trip Generation, 9th Edition for Land Use Code = 220 and 710 respectively.

- B. TDM Goal. The TDM strategies will be utilized to reduce the A.M. and P.M. peak hour vehicular trips by a minimum of 45 percent following the implementation of all phases of development for the new residential and new office uses.
- C. Process of Implementation. The TDM Program will be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA.
 - i. TDM Program Manager. The Applicant will appoint and continuously employ, or cause to be employed, a TDM Program Manager ("TPM") for Property/COA. If not previously appointed, the TPM will be appointed no later than 60 days after the issuance of the first building permit for the first new building to be constructed on the Property. The TPM duties may be part of other duties associated with the appointee. The TPM will notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter, the TPM will do the same within 10 days of any change in such appointment.
 - ii. Annual Report and Budget. Every calendar year after the first issuance of RUP or Non- RUP, on a date chosen by the Applicant between January 1st and May 15th annually, the TPM will submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Property. The Annual Report and Budget will be reviewed by FCDOT. If FCDOT has not responded with any comments within 60 days after submission, then the Annual Report and Budget will be deemed approved and the program elements will be implemented. If FCDOT responds with comments on the Annual Report and Budget, then the TPM will meet with FCDOT staff within 15 days of receipt of the County's comments. Thereafter, but in any event, no later than 30 days after the meeting, the TPM will submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.
 - iii. TDM Account. The TPM will establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the TDM Budget. All interest earned on the principal will remain in the TDM Account and will be used by the TPM for TDM purposes. Funding of the TDM Account will be in accordance with the budget for the TDM Program elements to be

implemented in a year's TDM. In no event will the TDM Budget exceed Fifty Thousand Dollars (\$50,000.00). The TPM will provide written documentation to FCDOT demonstrating the establishment of the TDM Account within 10 days of its establishment. The TDM Account will be replenished annually thereafter following the establishment of each year's TDM Budget. The TDM Account will be managed by the TPM.

- iv. TDM Remedy Fund. At the same time the TPM creates and funds the TDM Account, the TPM will establish a separate interest bearing account (referred to as the "TDM Remedy Fund") with a bank or other financial institution qualified to do business in Virginia. Funding of the TDM Remedy Fund will be made one time on a building by building basis at the rate of \$0.20 per gross square foot of new office uses and \$0.10 per gross square foot of residential uses on the Property. Funding will be provided by the building owners prior to the issuance of the first initial RUP or Non-RUP for each applicable new building. Funds from the TDM Remedy Fund will be drawn upon only for purposes of immediate need for TDM funding and may be drawn on prior to any TDM Budget adjustments as may be required.
- v. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the new building owners, through the TPM, will deposit contributions to fund a multimodal incentive program for initial purchasers/lessees. Such contributions will be made one time on a building-by-building basis at the rate of \$0.02 per gross square foot of new office or residential uses to be constructed on the Property and provided prior to the issuance of the first RUP or Non-RUP for each individual new building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Property.
- vi. Monitoring. The TPM will verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts will be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts will be conducted for the Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new building to be constructed on the Property. Person Surveys will be conducted every three years and Vehicular Traffic Counts will be collected annually until the results of three consecutive annual traffic counts conducted upon buildout show that the applicable trip reduction goals for the Property have been met. Any time during which Person Survey response rates do not reach 20 percent, FCDOT may request additional surveys be conducted the following year. At such time, Person Surveys and Vehicular Traffic Counts will

thereafter be provided every five years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

vii. Remedies.

- a. If the Maximum Trips After Reduction for the Property is exceeded as evidenced by the Vehicular Traffic Counts outlined above, then the TPM will meet and coordinate with FCDOT to address, develop and implement such remedial measures as may be identified in the TDM Plan. Such remedial measures will be funded by the Remedy Fund, as may be necessary, and based on the expenditure program that follows:

Maximum Trips Exceeded	Remedy Expenditure
Up to 1 percent	No Remedy needed
1.1 percent to 3 percent	3 percent of Remedy fund
3.1 percent to 6 percent	6 percent of Remedy Fund
6.1 percent to 10 percent	10 percent of Remedy Fund
Over 10 percent	15 percent of Remedy Fund

- b. There is no requirement to replenish the TDM Remedy Fund at any time.

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

- ix. Review of Trip Reduction Goals. At any time and concurrent with remedial actions and/or the payment of penalties as outlined herein, the Applicant may request that FCDOT review the vehicle trip reduction goals established for the Property and set a revised lower goal for the Property consistent with the results of such surveys and vehicular traffic counts provided for by this proffer. In the event a revised lower goal is established for the Property, the Maximum Trips After Reduction will be revised accordingly for the subsequent review period without the need for a PCA.

- D. Continuing Implementation. The TPM will bear sole responsibility for continuing implementation of the TDM Program and compliance with this proffer. The TPM will continue to administer the TDM Program in the ordinary course in accordance with this proffer including submission of Annual Reports.
- E. Notice to Owners. All owners of the Property will be advised of the TDM Program set forth in this proffer. The then-current owner will advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this proffer prior to purchase. The requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), will be included in all initial and subsequent purchase documents.
- F. Enforcement. If the TPM fails to timely submit a report to FCDOT as required by this proffer, the TPM will have 60 days within which to cure such violation. If after such 60-day period the TPM has not submitted the delinquent report, then the UOA, established pursuant to Proffer 13 and or its assigned sub-association, as appropriate, will be subject to a penalty of \$75.00 per day not to exceed \$27,375.00 for any one incident. Such penalty will be payable to the County.

AFFORDABLE HOUSING

55. Affordable Dwelling Units. If required by the provisions of § 5101 of the Zoning Ordinance, ADUs will be provided pursuant to said regulations unless modified by the ADU Advisory Board. The Applicant reserves the right to provide ADUs associated with for-sale units as rental units in residential rental buildings on the Property.
56. Workforce Dwelling Units. In addition to any ADUs that may be required pursuant to these Proffers, the Applicant will provide for-sale and/or rental housing units on the Property to be sold/rented as Workforce Dwelling Units (“WDUs”) administered as set forth in the “Board of Supervisors’ Countywide Workforce Dwelling Unit Administrative Policy Guidelines,” adopted February 23, 2021, in effect as of the approval date of this Application (the “WDU Guidelines”), such that the total number of ADUs, if any, plus the total number of WDUs, results in not less than 10 percent of the total number of rental residential units constructed on the Property and 15 percent of the for-sale residential units constructed on the Property, with income tiers established as follows:

<u>Income Tier</u>	<u>For-Sale Units</u>	<u>Rental Units</u>
Up to 120% AMI	2%	--
Up to 100% AMI	3%	--
Up to 80% AMI	5%	5%
Up to 70% AMI	3%	2.5%
Up to 60% AMI	2%	2.5%
Total	15%	10%

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 provide WDUs associated with for-sale units as rental units in residential rental buildings on the Property, with the WDUs provided at the percentage of for-sale units (15 percent) and the rents offered at the income tiers of WDU rental units.

The Applicant reserves the right to enter into a separate binding written agreement with the appropriate County agency as to the terms and conditions of the administration of the WDUs following approval of this Application without the need for a CDPA or PCA. Such an agreement will be on terms mutually acceptable to both the Applicant and the County and may occur after the approval of this Application. Neither the Board nor the County will be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the WDUs will be administered solely in accordance with such an agreement and the provisions of this proffer will become null and void. Such an agreement and any modifications thereto will be recorded in the Land Records.

MISCELLANEOUS

57. Community Coordination. Prior to the start of construction on the Property, a meeting will be held with representatives of The Pavilion at West Falls Church Metro, The Villages, Gates of Westfall, Ellison Heights-Mount Daniel, and Chestnut Place (together, the “Neighboring Communities”) to provide information on planned construction activities, truck routes, and phasing and to coordinate solutions to identified concerns. The name and telephone number of a contact person for construction issues will be provided in writing to the District Supervisor and representatives of the Neighboring Communities, and will be posted on the Property prior to the start of construction.
58. Construction Activity Plan. The Applicant will prepare and implement a construction management plan during construction of each phase of development, as appropriate, so as to ensure safe and efficient pedestrian and vehicle circulation at all times on the Property and on the public roadways adjoining the Property. The management plan for each phase will include an interim lighting plan for pedestrian pathways which will acknowledge that there may be intermittent periods during construction in which electric service is not available, and will specify how a safe pedestrian pathway will be provided along the Property’s street frontages during the course of construction. The management plans will identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with FCDOT and/or VDOT concerning construction material deliveries, lane, street or sidewalk closures, off-street construction worker parking, and/or other construction related activities to minimize disturbance on the surrounding street and sidewalk network. The Applicant will inform all contractors and subcontractors of the plans for construction related traffic circulation. The management plan will include a requirement that contractors, subcontractors, and construction workers be informed not to park on residential streets in surrounding neighborhoods, and that truck traffic making deliveries to the Property are to refrain from using Haycock Road east of

the Interstate 66 bridge, Great Falls Street, Highland Avenue, and Grove Avenue. Signs providing such information will be posted at all construction entrances. Such plan will be prepared by a qualified professional and submitted for review and comment to the VDOT, FCDOT and LDS prior to issuance of any land development permit or building permit for each phase.

59. Fairfax County Public Schools Contribution. Prior to the issuance of the building permit for each building which includes residential units, the Applicant will make a contribution to Fairfax County Public Schools ("FCPS") in the amount of \$14,956.00 per expected student generated by each such building to be utilized for capital improvements to FCPS to address impacts on the school division resulting from the proposed development. Said contribution will be based upon the actual number and type of dwelling units constructed in said building, and utilized for capital improvements and capacity enhancements at the schools that students generated by the building will attend. If, following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this proffer, FCPS 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. The Applicant will provide notification to the FCPS Office of Facilities Planning Services in the Department of Facilities and Transportation Services at such time as each site plan for a new residential Building (A, D, and F) of Block (E, H, and G) is approved to allow it to plan and prepare for future student growth.
60. 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 these Proffers will include within its meaning and will be binding upon the Applicant's successor(s) in interest and/or developer(s) of the Property or any portion of the Property. Once portions of the Property are sold or otherwise transferred, the associated proffers become the obligation of the purchaser or other transferee and will no longer be binding on the seller or other transferee.
61. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered will be deemed an original document, and all of which, taken together, will constitute but one in the same instrument.
62. Zoning Administrator Consideration. Notwithstanding the foregoing, upon demonstration that, despite good faith and diligent efforts or due to factors beyond the Applicant's control (including, but not limited to, construction schedules, availability of financing, weather delays, duration of approval process, market conditions, inability to secure necessary easements, licenses, or permission from other private or public entities for utility relocations and traffic improvements, etc.), proffered commitments have been delayed beyond the timeframes specified herein, the Zoning Administrator may extend the timeframes for completion to a later date as determined by the Zoning Administrator or release the Applicant from further obligations related to the referenced proffered commitment.

63. Severability/Future Applications. Pursuant to subsection 8100.2.D of the Zoning Ordinance, any portion of the Property may be the subject of a PCA, SE, SP, or FDPA without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP, or FDPA will otherwise remain in full force and effect.
64. Annual Escalation Clause. All monetary contributions, with the exception of Proffer 59 related to public school contributions, will adjust on a yearly basis from the base month of January 2023 and change effective each January 1st thereafter, as permitted by Va. Code Ann. § 15.2-2303.3.

[SIGNATURES APPEAR ON FOLLOWING PAGES]


APPLICANT / AGENT FOR TITLE OWNER
OF TAX MAP 40-3 ((1)) 83, 84; 40-4 ((1)) 13;
40-4 ((2)) 1, 2

FCGP – METRO DEVELOPMENT LLC,
a Delaware limited liability company

By: Falls Church Gateway Partners – Metro LLC,
a Delaware limited liability company,
Its Sole Member

By: ME Homes Associates LLC,
a Delaware limited liability company,
Its Manager

By: ME Manager LLC,
a Delaware limited liability company,
Its Manager


By: 
Name: Frank R. Connors
Title: EVP

[SIGNATURES CONTINUE ON NEXT PAGE]

CONTRACT PURCHASER
OF TAX MAP 40-3 ((1)) 83 pt., 84 pt.;
40-4 ((1)) 13 pt.; 40-4 ((2)) 1, 2

ME HOMES ASSOCIATES LLC,
a Delaware limited liability company,

By: ME Manager LLC,
a Delaware limited liability company,
its Manager

By: 
Name: Frank R. Connors
Title: EVP

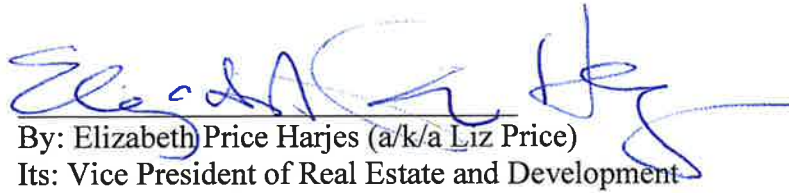
[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP

40-3 ((1)) 83, 84;

40-4 ((1)) 13; 40-4 ((2)) 1, 2

WASHINGTON METROPOLITAN AREA TRANSIT
AUTHORITY

A handwritten signature in blue ink, appearing to read 'Elizabeth Price Harjes', is written over a horizontal line. The signature is stylized and cursive.

By: Elizabeth Price Harjes (a/k/a Liz Price)

Its: Vice President of Real Estate and Development

[SIGNATURES END]

Exhibit A

Acoustical Noise Studies