

Proffered Conditions
PDCREF2 CHANTILLY LLC
RZ 2022-SU-00019
August 14, 2023

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950 as amended, the undersigned Owner/Applicant (“Applicant”), proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Map as Tax Map Reference 33-2 ((1)) 6 (part) (hereinafter referred to as the “Property”) will be in accordance with the following conditions (the “Proffered Conditions”), if and only if, said rezoning to the I-5 (General Industrial) District is granted. In the event said request is denied, these Proffered Conditions will be null and void. The Applicant, for themselves, their successors, and assigns hereby agree that these Proffered Conditions will be binding on the future development of the Property unless modified, waived, or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, (hereinafter referred to as the “Board”) in accordance with applicable County and State statutory procedures. These conditions supersede all other proffered conditions applicable to the Property, specifically, those associated with RZ 2019-SU-021. The Proffered Conditions are organized in two parts. The proffers in Part 1 are applicable to the property if Option 1 (Data Center), as shown on the Generalized Development Plan (“GDP”), is developed and the proffers in Part 2 are applicable to the Property if Option 2 (Warehouse), as shown on the GDP, is developed.

PART 1 – The following proffers, Proffer 1 through 35, apply if and only if Option 1 (Data Center), as shown on the GDP, is developed.

I. GENERAL

1. Substantial Conformance. Subject to the provisions of Section 8100.2.D of the Fairfax County Zoning Ordinance (the “Zoning Ordinance”), development of the Property will be in substantial conformance with the GDP prepared by Kimley-Horn dated June 8, 2023.
2. Density. The maximum floor area ratio for the Property must not exceed .8.
3. Height. The maximum building height for the Property will not exceed one-hundred ten (110) feet, except if a lower height is mandated by the Federal Aviation Administration (“FAA”). Formal review by the FAA of the building height will be requested at the time of site plan prior to building construction.
4. Minor Modifications. Pursuant to Section 8100.5.A.1 of the Zoning Ordinance, minor modifications to the GDP, such as, but not limited to locations of utilities, landscaping, the general location, and footprints of buildings and parking may be permitted when it is determined by the Zoning Administrator that such modifications are in substantial conformance with the GDP and provided that the modifications do not increase the floor area ratio, decrease the amount of open space, tree save, or distances to peripheral lot

lines, change the points of access to the Property, or alter the limits of clearing and grading shown on the GDP.

5. Density Credit. Advance density credit is and will be reserved as may be permitted by the provisions of the Zoning Ordinance for all eligible dedications described herein or as may be required by the Fairfax County Department of Transportation (“FCDOT”) or the Virginia Department of Transportation (“VDOT”) pursuant to the Public Facilities Manual (“PFM”), at or prior to the time of subdivision and/or site plan approval.
6. Fairfax County Park Authority Contribution/Potential Dedication. Prior to the issuance of the first Non-RUP for a building on the Property, the Applicant will either (1) dedicate the 67-acre RPA adjacent to the Property to the Park Authority, or (2). In the event that the Park Authority and the applicant cannot reach an agreement on said dedication, the applicant will contribute to the Park Authority \$0.27 per square foot gross floor area (GFA) to offset the impacts of non-residential development in Suburban Centers. In the event that the Applicant does not elect to dedicate the RPA area to the Park Authority, the Applicant will, prior to issuance of the first Non-RUP for a building on the Property, grant a twenty (20)-foot-wide public access easement, as generally shown on the GDP, to allow the establishment of a trail within the open space by others in the future. Prior to submission of the first site plan for the Property, the Applicant will coordinate with the Park Authority’s Trail Planner to field locate the trail easement shown on the GDP. The final location of the easement may be revised during site plan review, as there may be stormwater features that may conflict with the proposed easement as shown on the GDP. The Applicant will have no obligation to fund or construct the trail.

If the dedication option is exercised, the dedication will be subject to the following criteria and conditions:

- a. Prior to dedication, the Park Authority will conduct a reconnaissance survey of the RPA area to identify any invasive bamboo to be removed. If the Park Authority identifies any invasive bamboo onsite, the Applicant will delineate the onsite bamboo cover and prepare an invasive species control and remediation plan and submit to the Park Authority’s Natural Resource Branch for review and approval. Upon said approval, the Applicant will be responsible for the control and removal of any invasive bamboo per the agreed upon invasive species control and remediation plan.
- b. Prior to dedication, the Applicant will perform any additional environmental site assessment necessary to confirm there are no environmental hazards (e.g., underground storage tanks, illegal dumping sites, major construction debris) present onsite. If any such environmental hazards are identified onsite, the Applicant will develop a plan to

remediate and/or remove any identified environmental concerns and submit to the Park Authority for review and approval. Upon said approval, the Applicant will be responsible for the removal and/or remediation of any identified environmental concerns per the agreed upon remediation plan.

- c. The Applicant will retain perpetual maintenance responsibilities for offsite stormwater outfalls within the dedicated area. Upon acceptance of the land dedication, the Park Authority will grant necessary easements for (a) the construction of stormwater outfalls within the RPA area and/or (b) the maintenance, repair, and/or replacement of stormwater outfalls within the RPA area.
- d. Prior to final dedication, the Applicant and FCPA will conduct a field visit and FCPA staff will review the dedication plat to be recorded with the deed for accuracy.
7. Architecture. The final architectural treatment and design of all buildings will include unifying elements such as materials, textures, color, lighting, and landscaping as generally reflected on the materials and exhibits contained in the GDP. Architectural plans, elevations, illustrations, materials, and heights may be revised as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the GDP and as set forth in these Proffers, as determined by DPD.
8. Sewer Capacity. At the time of site plan, Applicant will perform a final sanitary sewer capacity analysis for approval by the Wastewater Planning and Monitoring Division. The Applicant must comply with all applicable provisions of Chapter 67.1 of the Fairfax County Code, as subsequently amended, with respect to the treatment and discharge of wastewater. In addition, once the data center is fully operational, the Applicant agrees to work with Fairfax County on an ongoing basis to monitor sodium and bromide concentrations in the water discharged into the County's sanitary sewer system to ensure that such concentrations remain at acceptable levels. If it is determined that the concentration levels exceed acceptable limits, the Applicant will work with the Wastewater Planning and Monitoring Division to identify what, if any, measures may be appropriate to address the issue.
9. Signage. Signage on the Property will be installed in conformance with the Zoning Ordinance. Only one (1) freestanding tenant sign will be visible from Lee Jackson Highway/U.S. Rt. 50.
10. Lighting. All on-site, outdoor lighting must comply with the outdoor lighting standards of the Zoning Ordinance. All proposed parking and building mounted lighting on the Property must utilize full cut-off fixtures and LED lighting will be used for all streetlights. Exterior building and site lighting on the Property must be limited to a Correlated Color Temperature ("CCT") of 3000 Kelvin or less.

II. TRANSPORTATION

11. Parking. The Applicant will provide parking as shown on the GDP. However, Applicant reserves the right to reduce the amount of parking provided at site plan so long as the minimum required by the Zoning Ordinance is met. The Applicant will seek to minimize the amount of parking and loading areas at the time of site plan, to the extent feasible, and/or consider the use of permeable pavement.
12. Bicycle Parking. The Applicant must install a bicycle rack in the location(s) shown on the GDP, or in an alternative location determined in consultation with Fairfax County Land Development Services (“LDS”) and FCDOT at the time of site plan review.
13. Interparcel Access Easement. Interparcel access between the Property and the adjacent Auto Park property will be provided via the easement recorded among the land records of Fairfax County in Deed Book 27739 at Page 1401.
14. Public Access Easements. At the time of record plat recordation, the Applicant must cause to be recorded among the land records a public access easement running to the benefit of Fairfax County, in a form acceptable to the County Attorney, over all the sidewalks and trails as shown on the GDP.
15. Dedication and Construction of Right Turn Lane. Subject to VDOT approval and prior to issuance of the first Non-Residential Use Permit, the Applicant will construct a right turn lane meeting VDOT standards along eastbound Lee Jackson Highway/U.S. Rte. 50, as generally shown on the GDP. The Applicant must also dedicate in fee simple, at no cost to Fairfax County, right-of-way necessary to accommodate said right turn lane.
16. Construction of Trail Along Route 50. Subject to VDOT approval and prior to issuance of the first Non-Residential Use Permit, the Applicant will construct a ten (10)-foot wide asphalt-paved trail along eastbound Lee Jackson Highway/U.S. Rte. 50, as generally shown on the GDP.

III. ENVIRONMENTAL

17. Landscaping. A landscape plan that shows, at a minimum, landscaping in conformance with the landscape design shown on the GDP must be submitted concurrently with the first submission, and all subsequent submissions of the site plan for review and approval of the Forest Conservation (“FCON”) Branch of Land Development Services.

Landscaping must be generally consistent with the quality, quantity, and the locations shown on the GDP. The landscape plan must include native groundcover plantings throughout the landscaped area. A diverse selection of

native or adapted species that are non-invasive plants must be incorporated to encourage native pollinators to reduce the needs for supplemental watering and the use of chemical fertilizers, herbicides, and pesticides. The landscape plan will not include any invasive species and will incorporate native species to the greatest extent feasible. At the time of planting, the minimum caliper for deciduous trees will be one and one-half (1.5) inches to three (3) inches and the minimum height for evergreen trees will be six (6) feet. Actual types and species of vegetation will be determined pursuant to more detailed landscape plans approved by FCON at the time of site plan approval. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utilities and other design considerations, as approved by FCON, provided such relocated landscaping must retain a generally equivalent number of plantings as shown on the approved GDP.

18. Limits of Clearing and Grading. The Applicant must conform strictly to the limits of clearing and grading as shown on the GDP, as modified by the tree preservation walk-through, subject to allowances specified in the proffers and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities in areas protected by the limits of clearing and grading as shown on the GDP, they must be located in the least disruptive manner necessary as determined by FCON. A replanting plan must be developed and implemented, subject to approval by FCON, for any areas protected by the limits of clearing and grading that must be disturbed for such utilities.

The Applicant must provide appropriate tree protection devices, based on site conditions and proposed construction activities as reviewed and approved by FCON. Tree protection fences must 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.

19. Tree Preservation. The Applicant will submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions. The preservation plan and narrative will be prepared by a Certified Arborist or a Registered Consulting Arborist and will be subject to the review and approval of FCON. The tree preservation plan must include a tree inventory that identifies the location, species, critical root zone, trunk size, crown spread, and condition analysis percentage rating for individual trees, living or dead, with trunks twelve (12) inches in diameter or greater (measured at four and one-half (4.5) feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture), ten (10) feet inside and twenty-five (25) feet outside of the proposed limits of clearing and grading. The tree preservation plan will include areas for preservation shown on the approved GDP, as well as any additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan will include elements of Public

Facilities Manual (“PFM”) 12-0309 deemed appropriate to the project site as determined by FCON. Tree preservation measures will be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets and the Tree Preservation Plan. Tree preservation measures may include, but are not limited to the following: 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 I of the Erosion and Sediment Control Plan.

20. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting, the Applicant must have the approved limits of clearing and grading flagged with a continuous line of flagging. The Applicant must retain the services of a Certified Arborist or Registered Consulting Arborist (“Project Arborist”) to attend the pre-construction meeting. The Project Arborist retained may be different than the Design Arborist who prepared the Tree Preservation Plan for approval. During the pre-construction meeting, the Project Arborist will review the limits of clearing and grading with a FCON representative to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation and/or to increase the survivability of trees at the limits of clearing and grading. Such adjustments must be recorded by the Project Arborist and tree protection fencing must be implemented under the Project Arborist’s supervision based on these adjustments.
21. Landscape Planting Pre-installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plan, the contractor/developer must coordinate a pre-installation meeting on the site with the landscape contractor, FCON staff, and any additional appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan must be reviewed and approved by FCON staff prior to planting. The installation of plants not approved by FCON may require the submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.
22. Site Monitoring. The Applicant’s Project Arborist must be present on-site during implementation of all tree preservation measure 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, tree protection fence installation, vegetation/tree removal, and demolition activities. During implementation of remaining Erosion and Sediment Control devices, the Project Arborist must visit the site on a regular basis to continue monitoring tree preservation measures and ensure that all activities are conducted as identified in the Tree Preservation Plan and approved by FCON. Written reports must be submitted to FCON and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist

reports must be described and detailed in the Tree Preservation Plan on the first, and all subsequent submissions of the site plan.

23. 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 planting plan. The Applicant must provide notes and details specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by FCON.
24. Invasive Species Management Plan. 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 plan species management plan in order for the area to be awarded full 10-year canopy credit. At the time of site plan submission, the Applicant must provide a management plan for review and approval by FCON 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.
25. Stormwater Management. Stormwater management quantity and quality requirements will be met by utilizing Best Management Practices and Low Impact Development (“LID”) technology practices like bio-retention or biofiltration facilities, vegetated swales, porous pavement, and/or tree box filters. Final Site design will look at converting wet ponds to extended detention ponds in appropriate areas around the site. Landscape features will incorporate infiltration of rainwater and preservation and/or creation of forested areas with no soil compaction. Additional LID design features will be considered as site plan is further refined. Stormwater management facilities will be designed in a manner calculated to reduce discharges leaving the site to levels that will minimize stream erosion through the use of the energy balance method (based on forested existing conditions or an improvement factor of 0.7) or any equivalent methodology.

The existing VDOT stormwater facility will meet the same conditions as currently exist if it is impacted by the improvements for this site. This includes, but is not limited to capacity, function, area, volume and easements or right of way for this facility. Access to this facility will be maintained or replaced in kind with equivalent access and accessibility by maintenance vehicles.

26. Salt Management. Salt must be applied during freezing increment weather only to paved surfaces where and when needed for safety. When no longer

needed, excess or leftover salt must be removed for reuse at a later date or disposal. Residual salt must not be swept or shoveled into planted landscape areas, wet ponds, or bioretention ponds.

27. Resource Protection Area (RPA)/Environmental Quality Corridor (EQC).
Areas of proposed disturbance within the RPA and EQC will be restored and revegetated in accordance with the standards specified in Par. (f) of Section 118.3-3 of the Chesapeake Bay Preservation Ordinance and as reviewed and approved by FCON. A restoration plan will be part of the site plan submission and the restoration work will be completed prior to the issuance of the first non-residential use permit. Applicant will ensure at the time of site plan that the limits of disturbance will be minimized to the extent feasible so that they do not encroach into the wetland area located in the northeast corner of the Property.
28. Electric Vehicle Charging. Concurrent with the first site plan submission, the Applicant will designate at least 2% of the parking spaces to be equipped with universal, Level 2 electric vehicle charging stations, fully wired and functional. This proffer does not apply to any parking or loading areas for tractor trailer trucks.
29. Green Building Commitment.

A. The Applicant must include, as part of the building plan submission for any new building to be constructed on the Property, a list of specific credits within the project's registered version of the U.S. Green Building Council's Leadership in Energy and Environmental Design Core and Shell ("LEED®-CS") rating system, determined to be applicable by the USGBC, or its equivalent (as determined by the Applicant and Fairfax 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 LEEDAP 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-Data Center Silver certification of the building.

B. The Applicant must 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.

C. Prior to building plan approval for the building to be constructed, the Applicant must post a “green building escrow” in the form of cash or a letter(s) of credit from a financial institution acceptable to DPWES as defined in the PFM, in the amount of \$2.00/square foot of GFA, as shown on the approved site plan. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED-Data Center Silver certification, by the USGBC, under the project’s registered version of the LEED-CS rating system. The provision to EDRB of documentation from the USGBC that each building has attained LEED-Data Center Silver certification will be sufficient to satisfy this commitment.

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

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

extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release.

30. Interior Noise. Noise attenuation construction measures must be utilized, based on a pre-construction Building Shell and Barrier acoustical analysis that accounts for existing noise sources (e.g., traffic noise from Route 50, airport noise), to ensure that interior noise in office portions of the building is mitigated to levels that do not exceed 50 dBA DNL. Such acoustical analysis (the “Pre-Construction Acoustical Analysis”) will be provided prior to issuance of the first interior building permit. Prior to the issuance of the non-residential use permit for each building, the Applicant will conduct post-development interior noise testing of the building(s), with such tests certified by an acoustical engineer, to demonstrate that an interior noise level of 50 dBA DNL or less has been achieved in the office portions of each building. The results of such post-development interior noise testing must be provided to the Environment and Development Review Branch (EDRB) of the Department of Planning and Development.
31. Maximum Exterior Noise. The Pre-Construction Acoustical Analysis will also confirm that final engineered design will meet applicable noise limitations specified in the Fairfax County Noise Ordinance, subject to approval by the County Zoning Permits Section (“ZPS”), Zoning Administration Division. Approval of the Pre-Construction Acoustical Analysis by ZPS must occur prior to issuance of the first Non-Residential Use Permit. The results of the Pre-Construction Acoustical Analysis will also be submitted to the Environmental and Development Review Branch (“EDRB”), Department of Planning and Development for informational purposes. Further, Applicant will use construction techniques and mitigation measures, which may include, but not necessarily be limited to, silencers, baffles, enclosures, or other acoustical treatments as necessary to ensure that sound levels meet applicable noise limitations.
32. Post-construction Noise Study. Following the completion of construction and installation of all mechanical equipment, the Applicant will conduct a noise analysis to ensure that all proffered noise commitments have been met. Said study will be provided to ZPS for review and approval prior to issuance of the first Non-Residential Use Permit. The results of the study will also be submitted to the Environmental and Development Review Branch (“EDRB”), Department of Planning and Development for informational purposes.
33. Generator Testing. Generator testing will only be conducted between 9 a.m. and 9 p.m. and will be limited in duration to no more than two (2) hours per day.
34. Bird-friendly Building Design. At the time of site plan submission, a narrative of bird-friendly design strategies to be employed with this building will be prepared and submitted to EDRB) for review. The objective of the strategies

will be to make the building visible to birds in flight and reduce reflections that distract or confuse birds through the use of appropriate glazing treatments or architectural elements, such as using color, texture, opacity, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds. In addition, the Applicant will study whether interior lighting should be reduced and direct lighting which is visible from the exterior should be eliminated to reduce a building's attractiveness to birds flying at night. The Applicant should describe the results of its studies of bird-friendly design strategies, and to what extent any of the strategies will be implemented, in a narrative at the time of building permit issuance. To the extent strategies are identified but not implemented, the narrative will describe the reason(s) for the exclusion of such strategies.

35. Diesel Storage Design. Any aboveground storage tanks for the storage of diesel fuel on the Property for backup generators must include safety features such as, but not necessarily limited to, inner and outer emergency vents, overfill protection valves, fill ports within a spill container, and leak detection equipment. Further, the area in which storage tanks are to be located will be graded and designed in a manner to contain any leaks onsite within an oil-water separator until cleanup can occur and that prevents leaks from entering into the RPA or stormwater facilities. The Applicant will abide by all applicable regulations, including the United States Environmental Protection Agency (EPA) Spill Prevention, Control, and Countermeasure (SPCC) regulation (40 CFR Part 112), the Virginia Department of Environmental Quality (DEQ) Tank Compliance Program, the Virginia State Water Control Board regulations for aboveground storage tanks (ASTs), and Fairfax County Fuel Storage Tank Regulations.

IV. MISCELLANEOUS

36. Zoning Administrator Consideration. Upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control, proffered improvements such as, but not limited to, the proffered right turn lane, have been delayed (due to, but not limited to, an inability to secure necessary permission from VDOT) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these proffered improvement(s).

PART 2 – The following proffers, Proffer 36 through 65, apply if and only if Option 2 (Warehouse), as shown on the GDP, is developed.

V. GENERAL

37. Substantial Conformance. Subject to the provisions of Section 8100.2.D of the Fairfax County Zoning Ordinance (the "Zoning Ordinance"), development of the Property will be in substantial conformance with the GDP prepared by Kimley-Horn dated June 8, 2023.

38. Density. The maximum floor area ratio for the Property must not exceed .3.
39. Minor Modifications. Pursuant to Section 8100.5.A.1 of the Zoning Ordinance, minor modifications to the GDP, such as, but not limited to locations of utilities, landscaping, the general location, and footprints of buildings and parking may be permitted when it is determined by the Zoning Administrator that such modifications are in substantial conformance with the GDP and provided that the modifications do not increase the floor area ratio, decrease the amount of open space, tree save, or distances to peripheral lot lines, change the points of access to the Property, or alter the limits of clearing and grading shown on the GDP.
40. Density Credit. Advance density credit is and will be reserved as may be permitted by the provisions of the Zoning Ordinance for all eligible dedications described herein or as may be required by the Fairfax County Department of Transportation (“FCDOT”) or the Virginia Department of Transportation (“VDOT”) pursuant to the Public Facilities Manual (“PFM”), at or prior to the time of subdivision and/or site plan approval.
41. Fairfax County Park Authority Contribution/Potential Dedication. Prior to the issuance of the first Non-RUP for a building on the Property, the Applicant will either (1) dedicate the 67-acre RPA adjacent to the Property to the Park Authority, or (2). In the event that the Park Authority and the applicant cannot reach an agreement on said dedication, the applicant will contribute to the Park Authority \$0.27 per square foot gross floor area (GFA) to offset the impacts of non-residential development in Suburban Centers. In the event that the Applicant does not elect to dedicate the RPA area to the Park Authority, the Applicant will, prior to issuance of the first Non-RUP for a building on the Property, grant a twenty (20)-foot-wide public access easement, as generally shown on the GDP, to allow the establishment of a trail within the open space by others in the future. Prior to submission of the first site plan for the Property, the Applicant will coordinate with the Park Authority’s Trail Planner to field locate the trail easement shown on the GDP. The final location of the easement may be revised during site plan review, as there may be stormwater features that may conflict with the proposed easement as shown on the GDP. The Applicant will have no obligation to fund or construct the trail.

If the dedication option is exercised, the dedication will be subject to the following criteria and conditions:

- a. Prior to dedication, the Park Authority will conduct a reconnaissance survey of the RPA area to identify any invasive bamboo to be removed. If the Park Authority identifies any invasive bamboo onsite, the Applicant will delineate the onsite bamboo cover and prepare an invasive species control and remediation plan and submit to the Park Authority’s Natural

Resource Branch for review and approval. Upon said approval, the Applicant will be responsible for the control and removal of any invasive bamboo per the agreed upon invasive species control and remediation plan.

- b. Prior to dedication, the Applicant will perform any additional environmental site assessment necessary to confirm there are no environmental hazards (e.g., underground storage tanks, illegal dumping sites, major construction debris) present onsite. If any such environmental hazards are identified onsite, the Applicant will develop a plan to remediate and/or remove any identified environmental concerns and submit to the Park Authority for review and approval. Upon said approval, the Applicant will be responsible for the removal and/or remediation of any identified environmental concerns per the agreed upon remediation plan.
 - c. The Applicant will retain perpetual maintenance responsibilities for offsite stormwater outfalls within the dedicated area. Upon acceptance of the land dedication, the Park Authority will grant necessary easements for (a) the construction of stormwater outfalls within the RPA area and/or (b) the maintenance, repair, and/or replacement of stormwater outfalls within the RPA area.
 - d. Prior to final dedication, the Applicant and FCPA will conduct a field visit and FCPA staff will review the dedication plat to be recorded with the deed for accuracy.
- 42.
43. Architecture. The final architectural treatment and design of all buildings will include unifying elements such as materials, textures, color, lighting, and land-scaping as generally reflected on the materials and exhibits contained in the GDP. Architectural plans, elevations, illustrations, materials, and heights may be revised as a result of final architectural and engineering design, provided the quality of design remains in substantial conformance with that shown on the GDP and as set forth in these Proffers, as determined by DPD.
44. Sewer Capacity. At the time of site plan, Applicant will perform a final sanitary sewer capacity analysis for approval by the Wastewater Planning and Monitoring Division.
45. Signage. Signage on the Property will be installed in conformance with the Zoning Ordinance. Only one (1) freestanding tenant sign will be visible from Lee Jackson Highway/U.S. Rt. 50.
46. Lighting. All on-site, outdoor lighting must comply with the outdoor lighting standards of the Zoning Ordinance. All proposed parking and building mounted lighting on the Property must utilize full cut-off fixtures and LED lighting will be used for all streetlights. Exterior building and site lighting on

the Property must be limited to a Correlated Color Temperature (“CCT”) of 3000 Kelvin or less.

VI. TRANSPORTATION

45. Parking. The Applicant will provide parking as shown on the GDP. However, Applicant reserves the right to reduce the amount of parking provided at site plan so long as the minimum required by the Zoning Ordinance is met. The Applicant will seek to minimize the amount of parking and loading areas at the time of site plan, to the extent feasible, and/or consider the use of permeable pavement.
46. Bicycle Parking. The Applicant must install a bicycle rack in the location(s) shown on the GDP, or in an alternative location determined in consultation with Fairfax County Land Development Services (“LDS”) and FCDOT at the time of site plan review.
47. Interparcel Access Easement. Interparcel access between the Property and the adjacent Auto Park property will be provided via the easement recorded among the land records of Fairfax County in Deed Book 27739 at Page 1401.
48. Public Access Easements. At the time of record plat recordation, the Applicant must cause to be recorded among the land records a public access easement running to the benefit of Fairfax County, in a form acceptable to the County Attorney, over all the sidewalks and trails as shown on the GDP.
49. Dedication and Construction of Right Turn Lane. Subject to VDOT approval and prior to issuance of the first Non-Residential Use Permit, the Applicant will construct a right turn lane meeting VDOT standards along eastbound Lee Jackson Highway/U.S. Rte. 50, as generally shown on the GDP. The Applicant must also dedicate in fee simple, at no cost to Fairfax County, right-of-way necessary to accommodate said right turn lane.
50. Construction of Trail Along Route 50. Subject to VDOT approval and prior to issuance of the first Non-Residential Use Permit, the Applicant will construct a ten (10)-foot wide asphalt-paved trail along eastbound Lee Jackson Highway/U.S. Rte. 50, as generally shown on the GDP.

VII. ENVIRONMENTAL

51. Landscaping. A landscape plan that shows, at a minimum, landscaping in conformance with the landscape design shown on the GDP must be submitted concurrently with the first submission, and all subsequent submissions of the site plan for review and approval of the Forest Conservation (“FCO”) Branch of Land Development Services.

Landscaping must be generally consistent with the quality, quantity, and the locations shown on the GDP. The landscape plan must include native groundcover plantings throughout the landscaped area. A diverse selection of native or adapted species that are non-invasive plants must be incorporated to encourage native pollinators to reduce the needs for supplemental watering and the use of chemical fertilizers, herbicides, and pesticides. The landscape plan will not include any invasive species and will incorporate native species to the greatest extent feasible. At the time of planting, the minimum caliper for deciduous trees will be one and one-half (1.5) inches to three (3) inches and the minimum height for evergreen trees will be six (6) feet. Actual types and species of vegetation will be determined pursuant to more detailed landscape plans approved by FCON at the time of site plan approval. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utilities and other design considerations, as approved by FCON, provided such relocated landscaping must retain a generally equivalent number of plantings as shown on the approved GDP.

52. Limits of Clearing and Grading. The Applicant must conform strictly to the limits of clearing and grading as shown on the GDP, as modified by the tree preservation walk-through, subject to allowances specified in the proffers and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities in areas protected by the limits of clearing and grading as shown on the GDP, they must be located in the least disruptive manner necessary as determined by FCON. A replanting plan must be developed and implemented, subject to approval by FCON, for any areas protected by the limits of clearing and grading that must be disturbed for such utilities.

The Applicant must provide appropriate tree protection devices, based on site conditions and proposed construction activities as reviewed and approved by FCON. Tree protection fences must 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.

53. Tree Preservation. The Applicant will submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions. The preservation plan and narrative will be prepared by a Certified Arborist or a Registered Consulting Arborist and will be subject to the review and approval of FCON. The tree preservation plan will include a tree inventory that identifies the location, species, critical root zone, trunk size, crown spread, and condition analysis percentage rating for individual trees, living or dead, with trunks twelve (12) inches in diameter or greater (measured at four and one-half (4.5) feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture), ten (10) feet inside and twenty-five (25) feet outside of the proposed limits of clearing and grading. The tree preservation plan will

include areas for preservation shown on the approved GDP ,as well as additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan will include elements of Public Facilities Manual (“PFM”) 12-0309 deemed appropriate to the project site as determined by FCON. Tree preservation measures will be clearly identified, labeled, and detailed on the Erosion and Sediment Control Plan sheets and the Tree Preservation Plan. Tree preservation measures may include, but are not limited to the following: 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 I of the Erosion and Sediment Control Plan.

54. Project Arborist/Pre-construction Meeting. Prior to the pre-construction meeting, the Applicant must have the approved limits of clearing and grading flagged with a continuous line of flagging. The Applicant must retain the services of a Certified Arborist or Registered Consulting Arborist (“Project Arborist”) to attend the pre-construction meeting. The Project Arborist retained may be different than the Design Arborist who prepared the Tree Preservation Plan for approval. During the pre-construction meeting, the Project Arborist will review the limits of clearing and grading with a FCON representative to determine where adjustments to the clearing limits can be made to increase the area of the tree preservation and/or to increase the survivability of trees at the limits of clearing and grading. Such adjustments must be recorded by the Project Arborist and tree protection fencing must be implemented under the Project Arborist’s supervision based on these adjustments.
55. Landscape Planting Pre-installation Meeting. Prior to installation of any plants to meet the requirements of the approved landscape planting plan, the contractor/developer must coordinate a pre-installation meeting on the site with the landscape contractor, FCON staff, and any additional appropriate parties. Any proposed changes to planting locations, tree/shrub planting sizes, and species substitutions shown on the approved plan must be reviewed and approved by FCON staff prior to planting. The installation of plants not approved by FCON may require the submission of a revision to the landscape plan or removal and replacement with approved trees/shrubs prior to bond release.
56. Site Monitoring. The Applicant’s Project Arborist must be present on-site during implementation of all tree preservation measure 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, tree protection fence installation, vegetation/tree removal, and demolition activities. During implementation of remaining Erosion and Sediment Control devices, the Project Arborist must visit the site on a regular basis to continue monitoring tree preservation measures and ensure that all

activities are conducted as identified in the Tree Preservation Plan and approved by FCON. Written reports must be submitted to FCON and SDID site inspector detailing site visits. A monitoring schedule and Project Arborist reports must be described and detailed in the Tree Preservation Plan on the first, and all subsequent submissions of the site plan.

57. 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 planting plan. The applicant must provide notes and details specifying how the soil will be restored for the establishment and long-term survival of landscape plants for review and approval by FCON.
58. Invasive Species Management Plan. 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 plan species management plan in order for the area to be awarded full 10-year canopy credit. At the time of site plan submission, the Applicant must provide a management plan for review and approval by FCON 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.
59. Stormwater Management. Stormwater management quantity and quality requirements will be met by utilizing Best Management Practices and Low Impact Development (“LID”) technology practices like bio-retention or biofiltration facilities, vegetated swales, porous pavement, and/or tree box filters. Final Site design will look at converting wet ponds to extended detention ponds in appropriate areas around the site. Landscape features will incorporate infiltration of rainwater and preservation and/or creation of forested areas with no soil compaction. Additional LID design features will be considered as site plan is further refined. Stormwater management facilities will be designed in a manner calculated to reduce discharges leaving the site to levels that will minimize stream erosion through the use of the energy balance method (based on forested existing conditions or an improvement factor of 0.7) or any equivalent methodology.

The existing VDOT stormwater facility will meet the same conditions as currently exist if it is impacted by the improvements for this site. This includes, but is not limited to capacity, function, area, volume, and easements or right of way for this facility. Access to this facility will be maintained or replaced in kind with equivalent access and accessibility by maintenance vehicles.

60. Salt Management. Salt must be applied during freezing increment weather only to paved surfaces where and when needed for safety. When no longer needed, excess or leftover salt must be removed for reuse at a later date or disposal. Residual salt must not be swept or shoveled into planted landscape areas, wet ponds, or bioretention ponds.
61. Resource Protection Area (RPA)/Environmental Quality Corridor (EQC). Areas of proposed disturbance within the RPA and EQC will be restored and revegetated in accordance with the standards specified in Par. (f) of Section 118.3-3 of the Chesapeake Bay Preservation Ordinance and as reviewed and approved by FCON. A restoration plan will be part of the site plan submission and the restoration work will be completed prior to the issuance of the first non-residential use permit. Applicant will ensure at the time of site plan that the limits of disturbance will be minimized to the extent feasible so that they do not encroach into the wetland area located in the northeast corner of the Property.
62. Electric Vehicle Charging. Concurrent with the first site plan submission, the applicant will designate at least 2% of the parking spaces to be equipped with universal, Level 2 electric vehicle charging stations, fully wired and functional. This proffer does not apply to any parking or loading areas for tractor trailer trucks.
63. Green Building Commitment. The Applicant will select one of the following programs to be implemented, and will inform EDRB which program the Applicant has chosen as part of building plan submission for the building:
 - A. LEED New Construction

If the Applicant selects the Leadership in Energy and Environmental Design-New Construction (“LEED-NC”) rating system, then the Applicant will pursue certification for the warehouse building under the most recent version of the LEED for Building Design and Construction, New Construction Rating System (“LEED BD+C-NC”) rating system, other LEED rating system for which the project meets the eligibility requirements, or another equivalent rating system, with approval by EDRB.

 - i. Project Checklist. The Applicant will include as part of the building plan submission for the warehouse building, a list of specific credits within the applicable LEED BD+C rating system that the Applicant anticipates attaining for the warehouse building. A LEED AP who is also a professional engineer or licensed architect will provide project scorecard updates at the time of building plan review for the warehouse

building confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Certification for the warehouse building.

- ii. County Team Member. In addition, 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. Green Building Escrow. The Applicant will, prior to building plan approval, post a "Green Building Escrow" in the form of cash or a letter of credit from a financial institution authorized to do business in the Commonwealth of Virginia in the amount of \$2 per gross square foot of the new warehouse building. The 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, or higher level of certification, by the USGBC, under the applicable version of the LEED BD+C rating system. The provision to the EDRB of documentation from the USGBC that the warehouse building have attained LEED Certification will be sufficient to satisfy this commitment.
- iv. Waiver of Green Building Escrow. If the Applicant, prior to building plan approval for the warehouse building and prior to the posting of the Green Building Escrow submits documentation to the EDRB from the USGBC's design final review portion of the split review process, demonstrating that the warehouse building is anticipated to attain a sufficient number of design-related credits that, along with anticipated construction-related credits, will be sufficient to attain LEED Silver, the requirement for posting the Green Building Escrow will be waived. In the event the Applicant is unable to provide said documentation, or in the event that the design final review portion of the split review process is incomplete at the time of building plan approval, then the Applicant will be required to post the Green Building Escrow.
- v. Release of Green Building Escrow. The Green Building Escrow will be released in accordance with the following:

- a. If the Applicant is able, subsequent to building plan approval, to provide the USGBC's documentation of the design final review portion of the split review process as described above demonstrating that the warehouse building is anticipated to attain LEED Silver, the County will release the entirety of the Green Building Escrow to the Applicant. Prior to release of the bond for the project, the Applicant will provide documentation to the EDRB demonstrating the status of attainment of LEED Silver from the USGBC for the warehouse building.
- b. If, prior to bond extension, reduction or final bond release for the Property, whichever occurs first, the Applicant provides to the EDRB documentation demonstrating that LEED Certification for the warehouse building has been attained, the entirety of the Green Building Escrow will be released to the Applicant. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Property.
- c. If, prior to bond extension, reduction or final bond release for the Property, whichever occurs first, the Applicant provides to the EDRB documentation demonstrating that LEED Certification for the warehouse building has not been attained but that the building has been determined by the USGBC to fall within three (3) points of the attainment of LEED Certification, fifty (50) percent of the Green Building Escrow will be released to the Applicant; the other fifty (50) percent will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Property.
- d. If, prior to bond extension, reduction or final bond release for the Property, whichever occurs first, the Applicant fails to provide to the EDRB documentation demonstrating the

attainment of LEED Certification or demonstrating that the warehouse building has fallen short of LEED Certification by three (3) points or fewer, the entirety of the Green Building Escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting the implementation of County environmental initiatives. If the certification is still in progress at the time of application for the bond extension or reduction, the time frame for the provision of the documentation described above will be automatically extended to the time of the next bond extension or reduction. However, the documentation must be provided prior to the final bond release for the Property.

- e. Extension of Time. If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of EDRB, that USGBC's completion of the review of the LEED Certification application for the warehouse building have been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds will be made to the Applicant or to the County during the extension.

- vi. Alternative Program. Where the Applicant has provided evidence sufficient for EDRB to find that an alternative green building program that is administered by an independent third party or a proprietary program that has demonstrated equivalence to LEED or another independent third party rating system, other than the foregoing programs, 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. The use of an alternative program must be approved by EDRB prior to Site Plan approval.

- 64. Noise. Noise attenuation construction measures must be utilized to ensure that interior noise is mitigated to levels that do not exceed 50 dBA DNL. Prior to the issuance of the non-residential use permit for each building, the Applicant will conduct post-development interior noise testing of the building(s), with such tests certified by an acoustical engineer, to demonstrate that an interior noise level of 50 dBA DNL or less has been achieved. The results of such post-development interior noise testing must be provided to EDRB.

65. Bird-Friendly Design. At the time of site plan submission, a narrative of bird-friendly design strategies to be employed with this building will be prepared and submitted to EDRB for review. The objective of the strategies will be to make the building visible to birds in flight and reduce reflections that distract or confuse birds through the use of appropriate glazing treatments or architectural elements, such as using color, texture, opacity, patterns, louvers, screens, interior window treatments, or ultraviolet materials that are visible to birds. In addition, the Applicant will study whether interior lighting should be reduced and direct lighting which is visible from the exterior should be eliminated to reduce a building's attractiveness to birds flying at night. The Applicant should describe the results of its studies of bird-friendly design strategies, and to what extent any of the strategies will be implemented, in a narrative at the time of building permit issuance. To the extent strategies are identified but not implemented, the narrative will describe the reason(s) for the exclusion of such strategies.

VIII. MISCELLANEOUS

66. Zoning Administrator Consideration. Upon demonstration that despite diligent efforts or due to factors beyond the Applicant's control, proffered improvements such as, but not limited to, the proffered right turn lane, have been delayed (due to, but not limited to, an inability to secure necessary permission from VDOT) beyond the timeframes specified, the Zoning Administrator may agree to a later date for completion of these proffered improvement(s).

Successors and Assigns

These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

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 and the same instrument.

TITLE OWNER/APPLICANT'S SIGNATURES TO FOLLOW ON NEXT PAGE:

RZ 2022-SU-00019

PDCREF2 CHANTILLY LLC

By: Michael Lefkowitz

Its: Authorized Agent