**PROFFERS**

**RZ 1999-HM-037**

**August 18, 2000**

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, and subject to the Board of Supervisors approving a rezoning to the PDC District for property identified as Tax Map 16-3 ((1)) 29C1, 29D and 16-3 ((11)) 7 (hereinafter referred to as the "PDC Application Property"), and approving a rezoning to the I-4 District for property identified as Tax Map 16-3 ((11)) 5A (hereinafter referred to the "I-4 Application Property"), TST Woodland LLC, the Applicant in RZ 1999-HM-037 proffers for themselves, the property owners, their successors and assigns the following conditions. The proffered conditions are set forth in three sections, Section I applying to the PDC Application Property, Section II applying to the I-4 Application Property and Section III applying to both the PDC and I-4 Application Properties. In the event that this application is approved, any previous proffers for the PDC and I-4 Application Properties are hereby deemed null and void and hereafter shall have no effect on the PDC and I-4 Application Properties.

## I. PDC Application Property (Tax Map 16-3 ((1)) 29C1 and 29D and 16-3 ((11)) 7)

A. Development Plan

1. Pursuant to Section 18-204 of the Fairfax County Zoning Ordinance, development of the Property shall be in substantial conformance with the Conceptual Plan/Final Development Plan/Special Exception Plat (CDP/FDP/SEA Plat) prepared by William H. Gordon Associates, Inc., consisting of five sheets variously dated December 1999 through June 23, 2000, which CDP/FDP/SEA Plat proposes a maximum of 875,725 gross square feet of office use which shall include the following Principal and Secondary Uses; which shall be located within the principal office buildings:

   a. Accessory uses and accessory service uses.
   b. Business service and supply service establishments.
   c. Eating establishments.
   d. Establishment for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building is incidental to the principal use of scientific research, development and training.
   e. Fast food restaurants.
   f. Financial institutions.
   g. Health clubs.
   h. Institutional uses.
   i. Medical offices.
   j. Personal service establishments.

k. Private clubs and public benefit associations.
l. Public uses.
m. Quick service food stores.
n. Repair service establishments.
o. Retail sales establishments.
p. Exposition halls and facilities to house cultural or civic events.
q. Bank teller machines.
r. Child care centers and nursery schools.

Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA). A Proffered Condition Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDP/FDP/SEA Plat.

2. Notwithstanding that the CDP/FDP/SEA Plat is presented on 5 sheets and said CDP/FDP/SEA Plat is the subject of Proffer 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheets 1, 2, 4 and 5 relative to the points of access, the maximum square footage, the amount of open space and general location and arrangement of the buildings, parking garages and stormwater management facilities. The Applicant has the option to request a FDPA for elements other than the CDP elements from the Planning Commission for all of or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.

3. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on Sheets 1-5 of the CDP/FDP/SEA Plat without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP shown on Sheets 1-5 as determined by the Department of Planning and Zoning ("DPZ") and do not increase the total amount of square footage, decrease the amount of open space; decrease the setback from the peripheries; or substantially change the location of open space areas.

4. A total of 875,275 square feet of development shall be permitted on the PDC Application Property including 123,068 square feet from the public street dedication density credit. The public street dedication density credit of 123,068 square feet is applied to the PDC Application Property as portrayed graphically and in tabular form on Sheet 5 of the CDP/FDP/SEA Plat shall be utilized for development of the PDC Application Property only unless

_ otherwise revised through approval of a proffered condition amendment.

B. Transportation

1. Centreville Road

a. At the time of site plan approval, or upon demand by Fairfax County, whichever shall occur first, the Applicant shall dedicate and convey in fee simple to the Board right-of-way along the PDC Application Property's Centreville Road frontage measuring 13 feet from the existing right-of-way as shown on the CDP/FDP/SEA Plat, for a future right turn lane from northbound Centreville Road onto the DAAR eastbound ramp.

b. At the time of site plan approval, or upon demand by Fairfax County, whichever shall occur first, the Applicant shall dedicate to the Board of Supervisors a 13-foot wide easement adjacent to Centreville Road for public street purposes (road signs, trails, etc.).

c. If requested by Fairfax County Department of Transportation, the Applicant shall construct a second interim or permanent left turn lane from southbound Centreville Road onto Woodland Park Road prior to the issuance of the first Non-RUP for the third office building on the PDC Application Property.

d. The Applicant shall install a traffic signal at the intersection of Centreville Road and Woodland Park Road. Any off-site easements necessary for the installation of the traffic signal shall be obtained from VDOT. If required by VDOT, the Applicant shall provide a warrant study in conjunction with the approval of the referenced signal.

2. Woodland Park Road. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors the right-of-way along the PDC Application Property's Woodland Park Road frontage necessary to construct a maximum four-lane approach to the Centreville Road intersection. The Applicant shall construct the four-lane approach including (a) dual left turn lanes onto southbound Centreville Road and (b) either dual right turn lanes onto northbound Centreville Road or a dedicated right-turn lane and shared right turn/through lane as determined by VDOT.

3. Sunrise Valley Traffic Signal. When deemed appropriate by VDOT, the Applicant shall complete a warrant study, and when warranted install a traffic signal at the intersection of Sunrise Valley Drive and Wood Oak Drive.

4. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT at time of site plan approval.

5. Transportation Management Strategies. The use of mass transit, ride-sharing and other transportation strategies to reduce single occupant vehicular traffic generated by site development during peak periods shall be encouraged. Lessees shall be advised of this transportation strategy development condition. The following transportation management strategies shall be implemented by the developer and/or the occupants of the building(s):

- voluntary car pool/van pool programs shall be established for employees occupying office space on the property, and the program shall be under the direction of a transportation director provided by the occupants of the buildings;

-a program for matching car pool and van pool service shall be coordinated with various governmental agencies and other private employers in the area;

-convenient parking in preferred locations shall be designated for car pool/van pool use; and

-mass transit usage shall be encouraged and promoted by the transportation director, including the construction of bus stops/shelters (as required by mass transit service to the site) and/or pedestrian walkways linking access to the adjacent properties.

C. Design Details

1. Landscape Plan. A landscape plan shall be submitted as part of the site plan(s) and shall be coordinated with and approved by the Urban Forester. This plan shall be in general conformance with the landscape concepts plan as to quantity and quality as shown on Sheet 3.

2. Architecture. The architectural design of the three (3) buildings will be harmonious and complementary with each other and the buildings which

surround them in Woodland Park. Building materials shall include one or more of the following: masonry, stone, pre-cast concrete, and glass. All facades of the parking structures shall be constructed of either masonry, stone or pre-cast concrete and shall be designed to be compatible with the facade treatments of the office buildings as determined by the Department of Public Works and Environmental Services ("DPWES"). Planters shall be included along the exterior edge of the garage adjacent to DAAR and plant material installed to soften the facade. Applicant shall provide an irrigation system for the planters.

3. FAA Approval. The Applicant shall obtain FAA approval for the height of the buildings prior to site plan approval. If FAA approval is not received, the Applicant shall lower the height of the building to that approved by the FAA.

4. Site Amenities. Site amenities shall include:

   a. Paved and landscaped plaza areas between Buildings A, B and C and the pond.

   b. Benches and outdoor eating areas in the plazas and landscaped open space area adjacent to the pond and Centreville Road.

   c. The exact locations of plazas, benches, sidewalks and picnic areas are subject to modification with final engineering and architectural design.

5. Sidewalks. Pedestrian connections shall be constructed as follows:

   a. In lieu of a sidewalk along Centreville Road, an eight (8) foot wide trail shall be constructed on the Centreville Road frontage, as shown on the CDP/FDP/SEA Plat.

   b. Sidewalks shall be provided along Woodland Park Road and within the interior of the Application Property as shown on the CDP/FDP/SEA Plat.

6. Lighting. Full cut-off lighting shall be provided for outdoor lighting at the perimeter of the Property where lighting may impact residential uses.

## II. I-4 Application Property (Tax Map 16-3 ((11)) 5A)

A. Development Plan

1. Development of the I-4 Application Property shall be in substantial conformance with the Generalized Development Plan ("GDP"), prepared by William H. Gordon Associates, Inc., consisting of four (4) sheets (Sheets 1, 2, 5 and 6) dated December 1999 through June 23, 2000.

2. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the GDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on Sheet 6 of the GDP without requiring approval of an amended GDP provided such changes are in substantial conformance with the GDP as determined by the DPZ and do not increase the approved square footage, decrease the amount of open space or substantially alter the location of open space areas.

3. The square footage permitted on the I-4 Application Property shall not exceed 133,032. The primary uses of the building shall be office and establishments for scientific research, development and training. Financial institutions, child care centers, schools of general education and special education, mobile and land based telecommunication facilities, light public utility uses, public uses, quasi public athletic fields and related facilities and other similar uses which are permitted by right in the I-4 District, and accessory uses as listed in Article 10 of the Zoning Ordinance, may be provided.

## III. Both PDC and I-4 Application Properties

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

B. Counterparts. These proffers may be executed in one or more counterparts, each of one when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.

C. Severability. The PDC Application Property and I-4 Application Property may be subject to Proffered Condition Amendments without joinder and/or consent of other property, and furthermore, any of the sections/buildings within the PDC Application Property may be subject to Proffered Condition Amendments without joinder or consent of the other sections.

[SIGNATURES BEGIN ON NEXT PAGE]

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PROFFERS
RZ 1999-HM-037

APPLICANT/TITLE OWNER OF TAX MAP 16-3 ((1)) 29C1 AND 29D AND 16-3 ((11)) 7
TST WOODLAND, L.L.C., A Delaware Limited Liability Company

By: Tishman Speyer/Travelers Real Estate Venture, L.P., its Managing Member

By: Tishman Speyer/Travelers Associates, its general partner

By: TSCE Real Estate Venture, L.P., a general partner

By: TSCE Venture Corp., its general partner

By:_____
Name:_____
Title:_____

[SIGNATURES CONTINUE ON NEXT PAGE]

PROFFERS
RZ 1999-HM-037

TITLE OWNER OF TAX MAP 16-3 ((11)) 5A
BFG IMMOBILIEN-INVESTMENT GESELLSCHAFT MBH

By:_____
Name:_____
Title:_____

[SIGNATURES END]