

PROFFERS

PCA 86-D-093-13

July 22, 1998  
Revised July 30, 1998  
Revised July 31, 1998  
Revised August 3, 1998

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and subject to the Board of Supervisors approving a Proffered Condition Amendment which retains an overall Floor Area Ratio (FAR) of a 0.7 for the Worldgate Development, the Applicants, Worldgate Properties LLC and Monument Four LLC, their successors and assigns (hereinafter "Applicant" ), agree that the application property will be developed in accordance with the following proffers. The Application Property consists of two individual Land Bays, identified as G and H, which total approximately 7.52 acres. These proffers shall be a modification and supplementation to previously approved proffers applicable to Land Bays G and H, which are referenced as PCA 86-D-093-10 and PCA 86-D-093-11. All previously approved proffers, except those modified herein, shall remain the same without modification. The numbering of the proffers will remain consistent with the previously approved proffers.

NOTE: THESE PROFFERS SHALL NOT APPLY TO LAND BAYS A1, A2, B, C, D, E, F, I, J, K, L AND M. LAND BAYS I, J AND K ARE SUBJECT TO PROFFERS DATED APRIL 26, 1993 AND ACCEPTED BY THE BOARD OF SUPERVISORS ON APRIL 26, 1993, IN CONJUNCTION WITH PCA 86-D-093-5. LAND BAYS I, J AND K SHALL BE DEVELOPED IN ACCORDANCE WITH A DEVELOPMENT PLAN DATED AUGUST 21, 1992 AS REVISED THROUGH MARCH 19, 1993, AND APPROVED AS FDPA 86-D-093-3. LAND BAYS E AND F ARE SUBJECT TO PROFFERS DATED JUNE 7, 1994, AND ACCEPTED BY THE BOARD OF SUPERVISORS ON JUNE 27, 1994, IN CONJUNCTION WITH PCA 86-D-093-8. LAND BAYS E AND F SHALL BE DEVELOPED IN ACCORDANCE WITH A DEVELOPMENT PLAN DATED JANUARY 27, 1994, AS REVISED THROUGH JUNE 3, 1994, AND APPROVED AS FDPA 86-D-093-6. LAND BAYS A1 AND A2 ARE SUBJECT TO PROFFERS DATED DECEMBER 18, 1995 AND ACCEPTED BY THE BOARD OF SUPERVISORS ON FEBRUARY 12, 1996 IN CONJUNCTION WITH PCA 86-D-093-10. LAND BAYS A2 AND C SHALL BE DEVELOPED IN ACCORDANCE WITH A

JDS

DEVELOPMENT PLAN DATED OCTOBER 13, 1993, AS REVISED THROUGH NOVEMBER 18, 1993, AND APPROVED AS FDPA 86-D-093-5. LAND BAYS L AND M SHALL BE DEVELOPED IN ACCORDANCE WITH PROFFERS ACCEPTED BY THE BOARD OF SUPERVISORS ON JULY 27, 1998 IN CONJUNCTION WITH PCA 86-D-093-12, AND A DEVELOPMENT PLAN DATED JANUARY 16, 1998, AS REVISED THROUGH JUNE 30, 1998, AND APPROVED AS FDPA 86-D-093-8. LAND BAYS B, C AND D ARE SUBJECT TO PROFFERS DATED OCTOBER 21, 1997 AND ACCEPTED BY THE BOARD OF SUPERVISORS ON OCTOBER 27, 1997 IN CONJUNCTION WITH PCA 86-D-093-11. LAND BAY D SHALL BE DEVELOPED IN ACCORDANCE WITH A DEVELOPMENT PLAN DATED JANUARY 27, 1994, REVISED THROUGH JUNE 3, 1994, AND APPROVED AS FDPA 86-D-093-6.

**MODIFIED PROFFERS:**

**II. Conceptual/Final Development Plan**

- A. Pursuant to Section 18-204 of the Fairfax County Zoning Ordinance, the development of Land Bays G and H shall be in substantial conformance with the Conceptual Development Plan Amendment/Final Development Plan Amendment ("CDPA/FDPA") referenced as FDPA 86-D-093-9 prepared by VIKA, Inc., Engineers, dated March 16, 1998, as revised through July 16, 1998. Minor deviations to the Land Bay boundaries may result due to architectural design and/or site engineering. Any of the Land Bays as shown on the CDPA/FDPA may be the subject of a future PCA and/or FDPA, as may be required, without the joinder and/or consent of the owners of other Land Bays or the original Applicant/Developer. Land Bay boundaries may not be modified unless the owners of the Land Bays subject to modification join and/or consent to the future PCA/FDPA. Previously approved proffered conditions applicable to the Land Bays which are not the subject of a proposed PCA/FDPA shall remain in full force and effect unless amended.

Amendments to the approved FDPA for Land Bays G and H shall be permitted in accordance with Section 16-402 of the Fairfax County Zoning Ordinance. Modifications to the approved FDPA for Land Bays G and H shall be permitted in accordance with Section 16-403 of the Fairfax County Zoning Ordinance. Thus, within individual building sites, minor modifications, to include but not be limited to, the footprint, gross floor area and height of individual buildings, may be made in conjunction with the approval of a site plan, provided it is demonstrated that the modification is consistent with the then current proffers and the overall design concepts expressed on the approved FDPA plan for Land Bays G and H.

VII. Building Heights

- B.1. The height of the office buildings identified on the CDPA/FDPA as 4 and 6 shall not exceed a height of 150 feet. Office building No. 5 shall not exceed a height of 160 feet.

XI. Stormwater Management

A.-C. No change.

- D. Stormwater management water quality controls are provided in the overall Worldgate system sufficient to meet the BMP requirements for Land Bays G and H. Applicant shall provide additional water quality measures, above those provided in the pond system, by installing a Bioretention facility as indicated on the CDP/FDP which will treat the first half inch of runoff from the front surface parking facility draining to the bioretention facility (+25,000 square feet). Applicant shall plant the bioretention area with one or more of the following groundcovers: *Deschampsia cespitosa*, *Tufted Hair Grass*, *Hedria helix 'Baltica'*, *English Ivy*, *Pachysandra terminalis*, *Japanese Pachysandra*, *Panicum vigatum*, *Switch Grass*, and/or *Vinca minor* Common

Periwinkle. Other groundcovers may be substituted, at the discretion of the Applicant, but only with the concurrence of the Urban Forester.

XVII. Penthouses and Parking Decks

- A. Penthouses for mechanical equipment shall not exceed 20 feet above allowable height of structures permitted in the zoning district or as limited herein for specific Land Bay(s). Parking decks shall not exceed a maximum of three and one-half stories above grade, except for office building No. 5, which shall not exceed four and one-half stories above grade.
  
- B. Where garage parking is installed, the top deck and its parapet walls shall contain planter boxes as shown on Exhibit A hereto. These planter boxes shall be six (6) to eight (8) feet in length, approximately eighteen (18) inches deep and approximately fifteen (15) inches in width. The planter boxes shall be planted with *Jasminum Nudiflorum*. Other plants may be substituted, at the discretion of the Applicant, but only with the concurrence of the Urban Forester.

This planting, or any portion thereof, may be removed or relocated on the deck, at the Applicant's sole discretion, at such time as the large trees planted between the garage and the residences to the north or east sufficiently mature to adequately screen the parking garages. The Urban Forester shall determine whether said trees have sufficiently matured to adequately screen the parking garages. Wherever possible, parking garages shall be visually screened by existing vegetation, berms and/or new plantings.

- C. The parapet walls on all above-ground levels of parking garages shall be at least 3½ feet in height to screen automobiles and their headlights.

JDS

XVI. On-site Construction

A. Exterior construction on-site shall be limited to the hours of 6:30 a.m. to 9:00 p.m. weekdays, and 8:00 a.m. to 6:00 p.m. on Saturday. Exterior construction will not be allowed on Sundays or any federal holidays between Memorial Day and Labor Day, inclusive. Interior construction, that is when exterior walls and windows are in place, shall be permitted at any time. Construction deliveries shall be made during exterior construction hours.

B. A representative of the Applicant/Developer shall be available to the residents of the areas at all times that there is construction on-site.

C. Construction debris and trash shall be contained on-site and periodically disposed of according to local and state laws, ordinances and regulations.

D. Wiltshire Lane shall not be used for construction access.

E. Construction access from Alton Square Road shall be limited, as follows:

- (i) Construction vehicles shall be limited to the section between Worldgate Drive and the northern boundary of Land Bay H.
- (ii) There shall be no parking of unattended construction vehicles or of construction employees' vehicles on Alton Square Road or anywhere in the Crescent Condominium or the Westerly Apartment properties.
- (iii) To the extent possible, all unloading of construction vehicles and deliveries shall occur on-site rather than on Alton Square Road. If such must occur on Alton Square Road, this unloading shall occur between 9:00 a.m. and 5:30 p.m., and

shall be accomplished in a manner so as not to impede or endanger any Fairfax County Public School bus drop-offs on Alton Square Road.

**ADDITIONAL PROFFERS:**

**XXIX. Parking**

- A. Irrespective of the parking tabulations shown on the Conceptual/Final Development Plans approved pursuant to FDPA 86-D-093-5, FDPA 86-D-093-6, and FDPA 86-D-093-9, parking for Land Bays G and H shall be in accordance with Article 11 of the Fairfax County Zoning Ordinance, as may be administratively modified by DPW&ES or, as modified by a shared parking agreement approved by the Board of Supervisors, or any amendment thereto that may be approved by the Board of Supervisors. Such a shared parking agreement for Land Bays B and C was approved by the Board of Supervisors on August 3, 1987 and was amended on May 19, 1997.
- B. Parking for Land Bays G and H may be in excess of that required under the Fairfax County Zoning Ordinance or any modification thereto; provided that such is in substantial conformance with the approved CDP/FDP.

**XXX. Architectural Detail**

All exterior facades of the proposed office buildings and parking structures shall be of architectural precast concrete, or other high quality building material, and, excluding penthouses, shall be similar in design treatment, character and quality to that shown on the renderings attached as Exhibit B hereto. The design treatment, character and quality of office buildings Nos. 4, 5 and 6 shall be compatible and harmonious with one another.

XXXI. Loading Dock Deliveries

Deliveries at the loading dock area shall be permitted only between the hours of 7:00 a.m. to 8:00 p.m., Monday-Friday; Saturdays from 9:00 a.m. to 6:00 p.m.; and Sundays from 10:00 a.m. to 5:00 p.m. The delivery and pick-up of office furniture, files and equipment, which are associated with the relocation of an office use, are exempt from these limited hours.

XXXII. Permitted Adjustments to the FDP.

The Applicant shall modify the footprint of office building No. 5 and its garage in order to (i) move it further away from the northern property line of Land Bay G towards Worldgate Drive a minimum of 5 feet and up to a maximum of 10 feet; and (ii) reduce the east-west length of the garage structure on Land Bay G to a maximum of 280 feet, retain the east-west length of the office building No. 5 at 215± feet, center office building No. 5 upon its garage structure, and site the garage/office building No. 5 structure in a manner generally equidistant between office buildings Nos. 4 and 6; all without the need for an FDPA. Provided that an easement agreement is reached with the owner of the Westerly Apartment property to the north (Parcel 2B) and subject to site plan review, the Applicant may eliminate a portion of the service drive located at the rear of Land Bays G and H without the need for an FDPA.

XXXIII. FAA Review

The Applicant shall obtain FAA approval for the height of Buildings #5 and #6 prior to building permit approval.

Proffers - PCA 86-D-093-13

August 3, 1998

Page 8

---

MONUMENT FOUR LLC

BY: The Monument Fund, LLC

BY: Monument Akridge, LLC, its Managing Member

BY: JACo Manager, LLC, its Managing Member

BY: JACo Manager, Inc., its Managing Member

By: \_\_\_\_\_

Name: JOSEPH C SVATOS

Its: VICE PRESIDENT

JDS

WORLDGATE PROPERTIES, LLC

BY: The Monument Fund, LLC

BY: Monument Akridge, LLC, its Managing Member

BY: JACo Manager, LLC, its Managing Member

BY: JACo Manager, Inc., its Managing Member

By: \_\_\_\_\_

Name: JOSEPH C SVATOS

Its: VICE PRESIDENT

JDS

MIII&IVFDPAPROFFERS080398.006

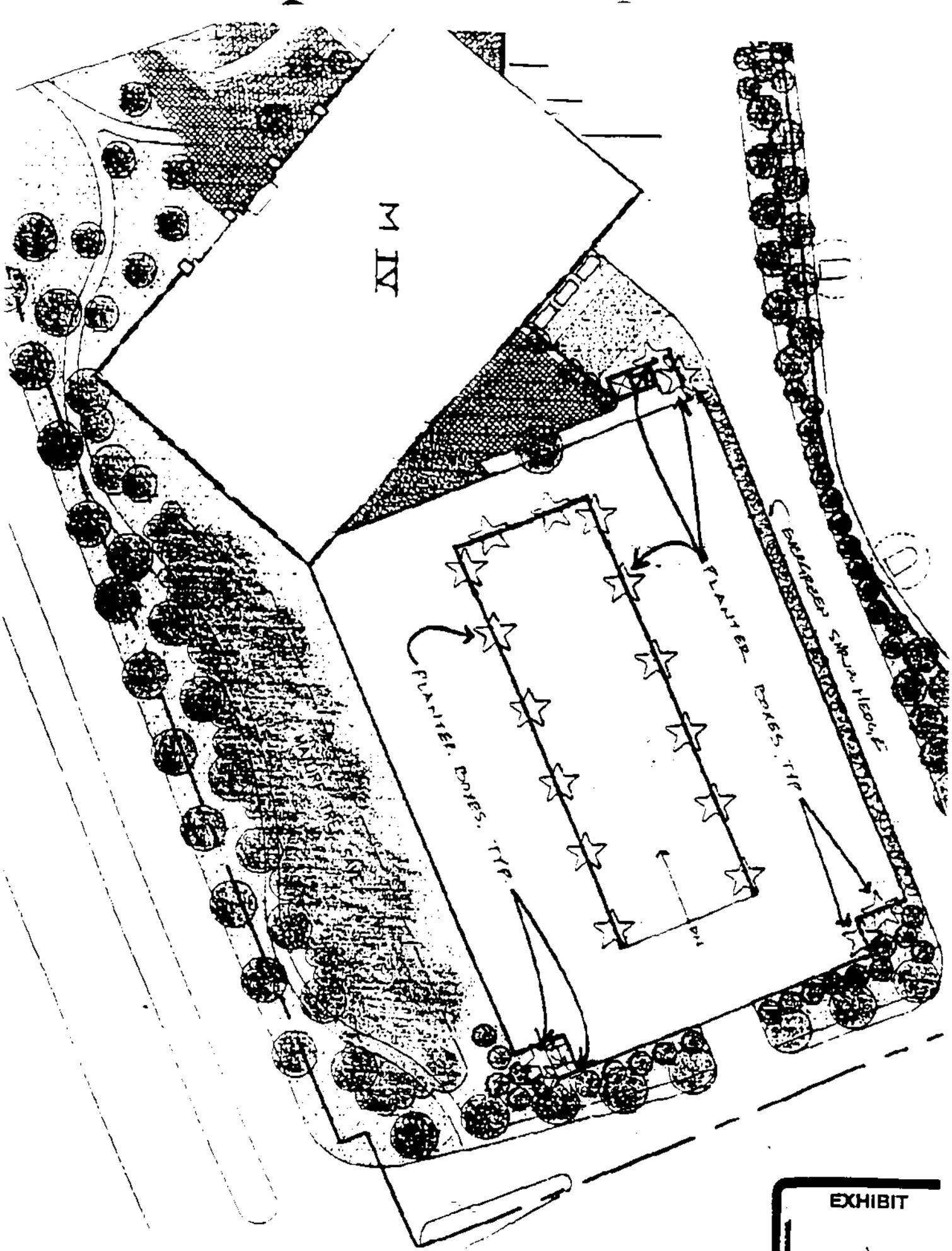
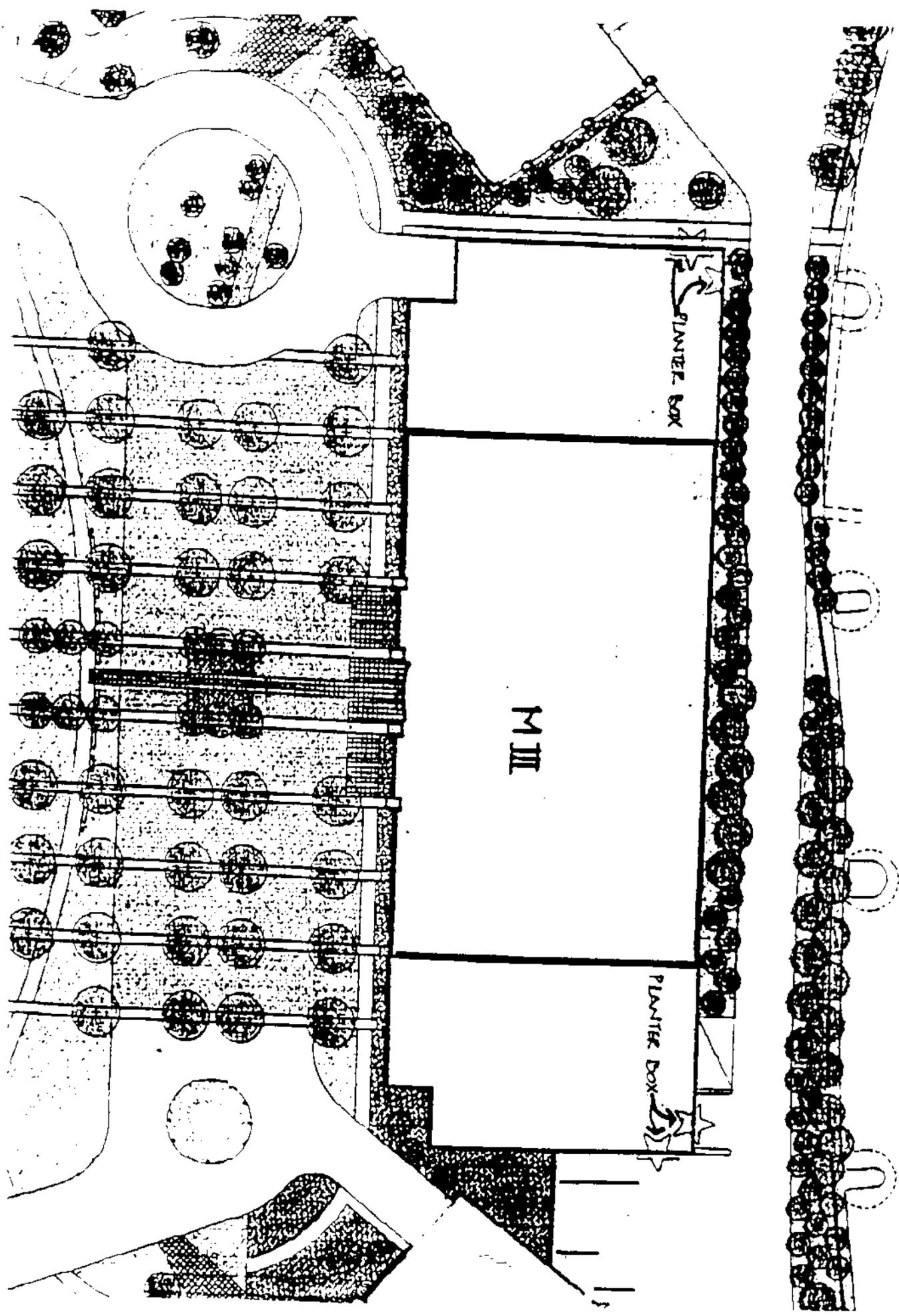
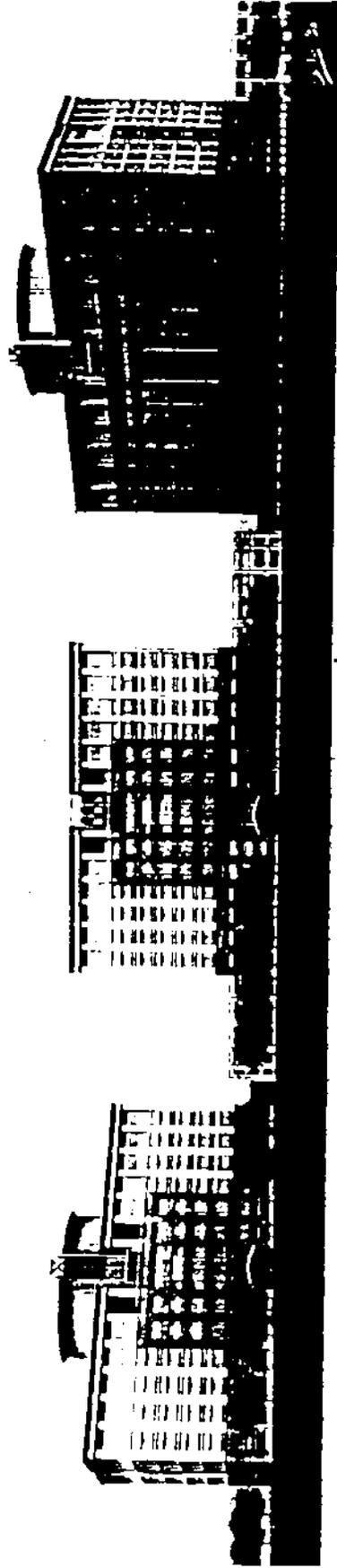


EXHIBIT  
A





VII

VIII

VIII

---

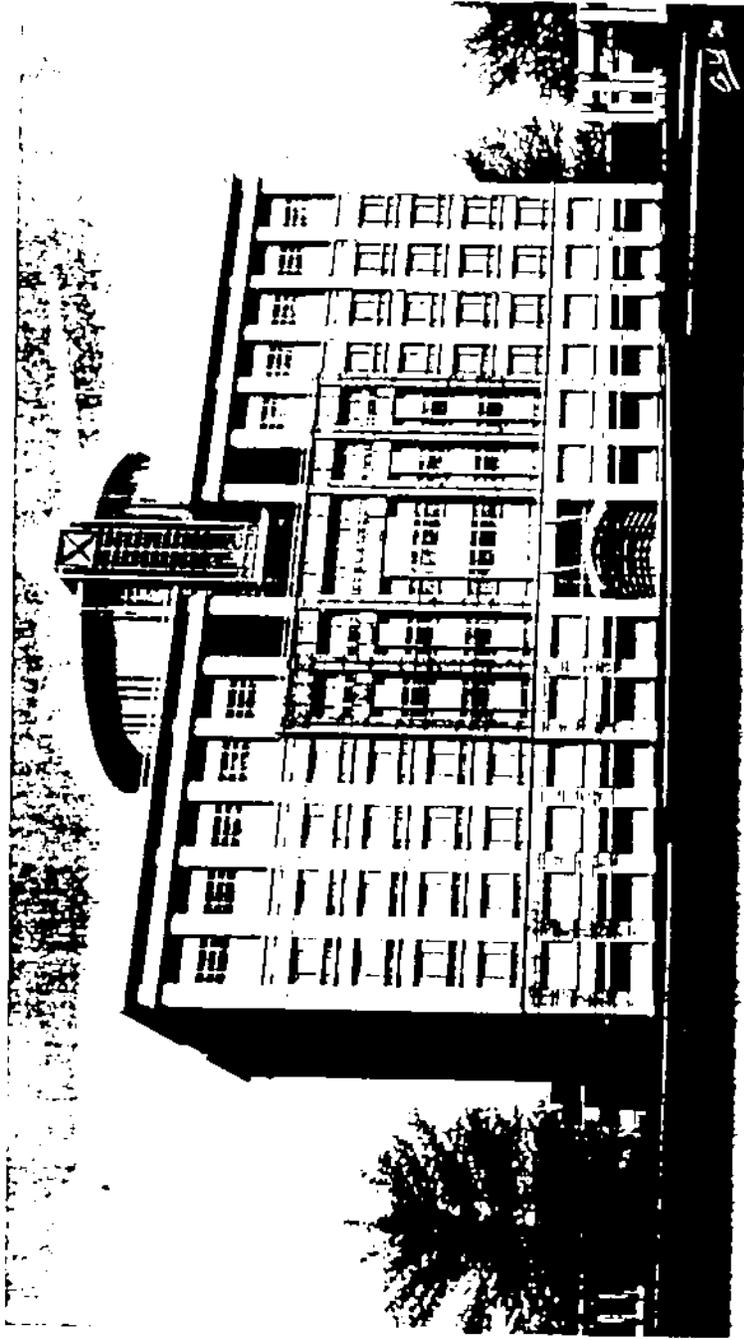
Monument II, III & IV

The John Akridge Companies

HICKOK  
WARNER  
FOX



ARCHITECTS

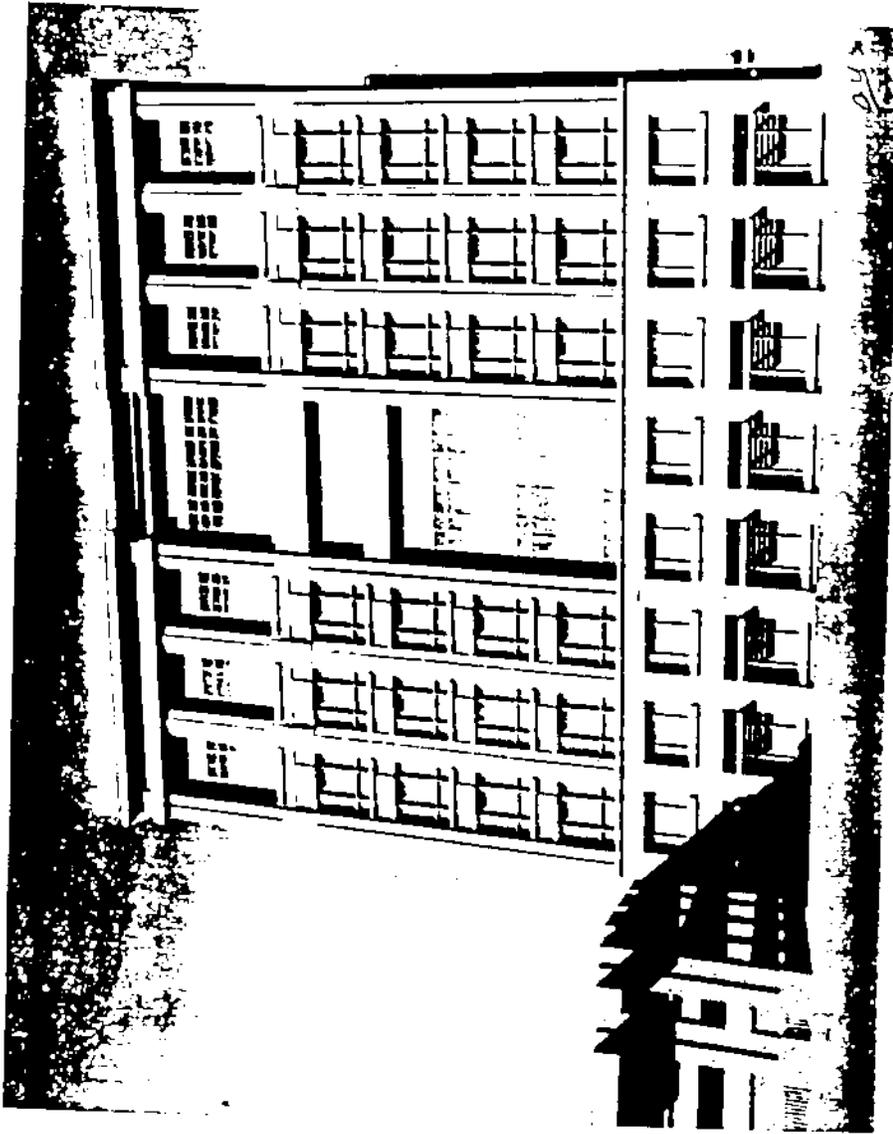


Monument II -- view from Worldgate Drive

The John Akridge Companies

HICKOK  
WARNER  
FOX

ARCHITECTS



Monument II -- view from Worldgate Drive

The John Akridge Companies

HICKOK  
WARNER  
FOX

ARCHITECTS