

STATEMENT OF PROFFERED DEVELOPMENT CONDITIONS
STARR MANAGEMENT CORPORATION

PCA 92-V-032

Dated March 21, 1997

Pursuant to Section 15.1-491(a) of the Code of Virginia, 1950, as amended, and Section 18-203 of the Zoning Ordinance of Fairfax County (1978 amended), the applicant and property owner, for itself and its successors or assigns hereinafter collectively referred to as the "Applicant") proffers that the development of the parcels under consideration in the referenced case hereinafter collectively referred to as the "Property" and individually as "Parcel 53A" and "Parcel 53B") will be in accordance with the following terms and conditions ("Proffers") if, and only if, said Rezoning Application ("Application") is approved by the Fairfax County Board of Supervisors and for so long as the Property is subject to regulations which permit the Applicant to develop the Property as shown on the Generalized Development Plan prepared by Rinker-Detwiler & Associates, P.C., dated January 28, 1993 ("GDP") and described in these Proffers. In the event this Application is denied, these Proffers shall immediately be null and void and of no further force and effect. All of these conditions are entered into voluntarily as a unified proffer subject to their acceptance or rejection by the Board as a whole. Additions, deletions, or exceptions to these Proffers may be made only by or with the consent of the Applicant. If approved by the Board, these Proffers supersede and take the place of any other proffers or development conditions that affect the Property except for the development conditions included in Special Exceptions SE 88-V-023, SE 88-V-025 and SE 96-V-045. The proffered conditions are as follows:

I. GENERAL

1. The Property will be developed in accordance with the GDP, provided, however, that minor modifications may be permitted when necessitated by sound engineering practices or other minor modifications which may become necessary as part of final site engineering design, as approved by the Department of Environmental Management.

2. Access to the Property will be via the existing access road located as shown on the GDP.

3. The Applicant shall construct the sidewalk and pedestrian path system and provide the streetscape shown on the GDP.

4. The total floor area ratio (FAR) for the proposed development shall not exceed 0.6506. The maximum total gross floor area shall be 200,000 square feet.

5. The height of the building on Parcel 53A shall not exceed 90 feet. The maximum height of the building on Parcel 53B shall be 48 feet. The maximum height of the roof-top mechanical structures will be 16 feet 8 inches. The maximum height above finished grade of the parking structure on Parcel 53B shall not exceed thirteen feet. While the GDP shows the parking structure on Parcel 53A to have a height above finished grade of 51.0 feet, the Applicant reserves the right, in its sole discretion, to provide for a parking structure with a height of 60.5 feet.

II. TRANSPORTATION

1. Until the commencement of the development of the Property as shown on the GDP, the Applicant shall maintain the existing oil and grit separators and the existing landscaping along the Huntington Avenue frontage of the Property and shall maintain the former interim parking facility in a manner that will discourage the congregation of persons on the Property. Nothing in

these Proffers shall be construed to prevent the Applicant from allowing community service groups from using the former interim parking facility provided such groups obtain all required County approvals.

2. The Applicant will work with the Fairfax County Office of Transportation to provide for the implementation of the following Transportation Demand Management Program (TDM). The objective of this TDM program is to reduce peak hour single occupant vehicle traffic demands generated at the project. The method to be used will provide incentives to encourage use of public transportation, ride sharing, and staggered work hours. The program has three general components which are:

- a. The establishment of transportation coordination duties to be carried out by the property manager.
- b. Support of and coordination with a Fairfax County Office of Transportation coordinator.
- c. Specific incentive programs to be implemented by the property manager.

The sum of \$20,000 per year will be committed to the implementation of this TDM program. As this will be an ongoing activity, the funds will be committed from rental income and will be equivalent to ten cents per square foot of gross floor area per year. That portion of these funds requested by the Office of Transportation will be contributed to Fairfax County to support the County coordinator, and the remainder will be used to fund the on-site incentive program.

The on-site incentive program will be developed by the property manager in conjunction with the County Coordinator. The first step in the program will be to incorporate language in tenant leases to ensure that tenants will cooperate with the property manager in the program. This

cooperation will take the form of allowing the property manager to conduct surveys of employees, to distribute transportation management information to employees, and to meet with the tenant's office administrator on a regular basis to discuss the program.

The property manager will carry out a survey at 60% occupancy of the Parcel 53A and Parcel 53B buildings to determine the transportation characteristics of the building tenants and employees. This survey will be the basis for fine tuning the elements of the FDM program. Based on the survey data, the property manager will allocate the annual budget for the FDM program to appropriate incentives for each element of the program.

The elements for the program will include the following:

- a. Subsidy of Metrorail and Metrobus fares and Fairfax County bus fares.
- b. Reservation of and subsidy of parking spaces for carpools and staggered work hour participants.
- c. Monitoring of the effectiveness of the program.

Finally, the developer will provide space for a lunch food service tenant to reduce the need for building occupants to have a car available to get lunch.

3. The Applicant will not extend the consolidated access road through to Fenwick Drive

III. ENVIRONMENTAL

1. A transitional screening yard measuring not less than fifty (50) feet in width shall be maintained along the eastern boundary of Parcel 53B. The landscaping in this area, which includes trees and other plantings selected to reach an ultimate size of fifty (50) feet, will be maintained by the Applicant. These plantings are equivalent to a minimum of Transitional Screening 3, as determined by the County Arborist. All landscaping maintained within this yard will be designed

and implemented with the objective of minimizing the disturbance of existing vegetation. This shall not preclude, however, the clearing of underbrush within the transitional screening area or the removal of dead, dying or diseased vegetation. The barrier, located in the approximate center of the transitional screening area, consists of a six (6) foot high metal chain link fence, both sides of which have been densely planted with a shrub variety designed to repel passage and to assimilate and obscure the fence.

2. Other on-site landscaping will be provided in accordance with the GDP.
3. As part of the site plans for the office buildings, oil/grit separators will be provided as BMP facilities to improve water quality of runoff leaving the site. Engineering design and maintenance procedures will be supplied to the Department of Environmental Management and the Office of Comprehensive Planning for review and approval at the time of site plan submission.
4. The Applicant will provide a study of the impact of the noise and vibration emanating from the elevated railway and implement appropriate mitigation measures as determined by Fairfax County. Appropriate measures will be taken to achieve a maximum interior noise level of 57 dBA Ldn, as determined by the Department of Environmental Management.

IV. OTHER

1. In the context of this proffer statement, all references to the "Applicant" shall include any subsequent owner or developer of the Property.
2. Prior to final site plans approval, if requested by the Director of the Department of Environmental Management, a geotechnical analysis of the Property will be provided for approval by the Department of Environmental Management and its final recommendations adhered to as determined by the Department of Environmental Management.

3. The Applicant will assume liability for any vibration damage to the adjacent homes on Fenwick Drive which is directly caused by any pile driving and heavy construction activities which may be required in the development of the Property, provided, however, that these homeowners agree to submit to an inspection of the condition of their homes, which will include photographs and reports prepared by the contractor chosen by the Applicant prior to the commencement of these activities. The inspection of the homes must be permitted within fifteen (15) days of the postmark of an appropriate notice by the Applicant of his intent to commence the pile driving or heavy construction activities. Such notice shall be by certified mail, return receipt requested. Any claims for damage must be submitted in writing within ten (10) days of the actual occurrence of the damage.

4. The Applicant will obey all applicable Fairfax County sign ordinances.

V. TEMPORARY COMMERCIAL OFF-STREET PARKING FACILITY

If the Fairfax County Board of Supervisors approves Special Exception Application SE 96-V-045, the applicant will provide an interim parking facility in accordance with the design shown on the Special Exception and Proffered Condition Amendment Plat prepared by Rinker + Detwiler and Associates and dated August 22, 1996. Vehicles entering the interim parking facility between the hours of 5:30 a.m. and 9:30 a.m., Monday through Friday, except holidays, shall be charged the same parking rates as the Huntington Metrorail Garage. If, in the future, the Huntington Metrorail Garage charges a monthly parking rates, the applicant shall charge the same monthly parking rates as the Huntington Metrorail Garage.

STARR MANAGEMENT CORPORATION

By: Loretta Sebastian
Loretta Sebastian, Vice President

EXHIBIT A