PROFFER STATEMENT

Application No.:	**RZ 1997-RZ-PR-058**
Applicant/Title Owner:	**B. F. Saul Real Estate Investment Trust**
Development:	**Courtyard by Marriott Hotel**
Property Location:	**Fairfax County Tax Map 29-4-((1)) Parcels 1 and 1A**
Zoning District:	**C-4**
Date:	**June 19, 1998**

Pursuant to Section 15.2-3303 of the Code of Virginia, (1950, as amended) ("Virginia Code") and Section 18-204 of the Fairfax County Zoning Ordinance (1978, as amended) (the "Zoning Ordinance"), B.F. Saul Real Estate Investment Trust (the "Applicant") proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Map as Tax Map Reference No. 29-4-((1)), Parcels 1 and 1A (hereinafter referred to as the "Property") shall be in accordance with the following conditions if, and only if, the concurrent Rezoning and Special Exception applications are granted by the Fairfax County Board of Supervisors. In the event said applications are denied, this proposed Proffer Statement shall be null and void, and of no further force and effect. The proposed proffered conditions are as follows:

1. Generalized Development Plan: Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Generalized Development Plan/Special Exception plat ("GDP/SE"), Sheets 1 and 2, prepared by Walter L. Phillips, Incorporated, dated November 10, 1997, last revised June 9, 1998; provided, however, that minor modifications may be permitted that are necessitated by sound

engineering practices that may become necessary as part of final site engineering design, as determined by the Department of Environmental Management ("DEM"), as further modified by these proffered conditions. A Proffered Condition Amendment shall not be required if such modifications are in substantial conformance with the GDP/SE, as defined by the Zoning Ordinance. Applicant reserves the right to develop a lesser amount of gross floor area from the total represented on the GDP and the building footprints and associated parking may be reduced proportionately, provided the Zoning Ordinance requirements are met.

2. Metro Service Expansion: A portion of the Property, as depicted on the GDP/SE, shall be reserved for the future construction by others of an escalator gateway from the proposed Metro rail station at Tysons Corner. The Property shall be improved in a manner that accommodates an entrance point for this Metro escalator as follows:

i.) Garage Design: The underground parking garage shall be designed and constructed so that it may be modified to accommodate the construction of the escalators and, thereafter, the garage shall continue to be used for parking to serve the Property.

ii.) Proposed Metro Escalator Location: In the indefinite period of time preceding the extension of Metro rail to Tysons Corner, Applicant shall utilize the surface area contained in the portion of the Property reserved for the Metro rail escalator gateway for open space, as depicted on the GDP/SE. At such time that the

Metro rail escalator is constructed, Applicant shall grant a public access easement for Metro rail riders to use the escalator gateway area.

iii.) Parking Conformity: Applicant is presently pursuing a parking reduction for the Property with Department of Environmental Management ("DEM"). In the event that Metro service is realized within Tysons Corner, Applicant could lose parking in the proposed underground garage to accommodate the Metro escalator. At such time as the portion of the underground parking area is converted for use by the Metro escalators, Applicant shall either initiate an amendment to an approved parking reduction and/or Proffered Condition Amendment applications (if any are required) to reconcile the parking requirements in existence at the time of such Metro service expansion with the available parking on the Property. Applicant reserves the right to construct additional parking in accordance with the Zoning Ordinance in effect at the time, provided that such construction is determined to be in substantial conformance with the GDP/SE.

3. Landscaping: Subject to the approval by the Urban Forestry Branch of DEM ("Urban Forestry Branch"), landscaping shall be provided as generally shown on the GDP/SE. Minor modifications to the GDP/SE concerning locations, layouts and species of vegetation may be permitted pursuant to final landscape plans submitted for review and approval to the Urban Forestry Branch at the time of site plan review. Applicant further agrees to the following:

i.) Required Replantings: Applicant recognizes that the Property is in the vicinity of the planned interchange at the intersection of International Drive and

Chain Bridge Road (Route 123). In the event Applicant's landscaping is adversely impacted by the actual construction of this interchange, Applicant shall, at its expense, replant landscaping located on the Property that is disturbed by the construction of the interchange to either an area along the southern property line adjacent to the roadway or to an area that is located elsewhere on the Property.

ii.) Tree Boxes: The landscaping shown on the GDP/SE has been designed to achieve objectives of the Streetscape Design Concept for Tysons Corner as is contained in the Fairfax County Comprehensive Plan ("Comprehensive Plan"). If necessary because of the construction of the underground parking garage, Applicant may install tree boxes on the Property as reflected on the GDP/SE. The design of the tree boxes shall be subject to the approval of the Urban Forestry Branch at the time of site plan review, including, but not limited to, a review of their dimensions and irrigational characteristics to determine that the design can accommodate the proposed plant species.

iii.) Plantings in VDOT Right-of-Way: In order to achieve objectives of the Streetscape Design Concept for Tysons Corner as the same is contained in the Comprehensive Plan, and subject to VDOT approval, Applicant shall utilize land area in the existing right-of-way for purposes of landscaping. Applicant shall maintain such landscaping in a manner that maintains pedestrian and driver visibility and safety. Furthermore, at VDOT's request, Applicant shall, at its expense, remove such landscaping in order to accommodate actual construction of the interchange at International Drive and Chain Bridge Road (Route 123). If VDOT denies Applicant's

request to use the existing right-of-way for landscaping purposes, Applicant shall provide such landscaping on the Property or shall seek the appropriate Proffered Condition Amendment or Proffer Interpretation relief.

4. Signage: All signage shall be in accordance with Article 12 of the Zoning Ordinance and all off-site directional signage shall be in accordance with VDOT and County standards. With respect to freestanding signage, such signage shall be of a monument style and not of a pylon or pole style.

5. Pedestrian Access: Applicant shall grant a public access easement for those sidewalks specifically designated for public access on the GDP/SE. Such sidewalks shall provide pedestrian access on the Property, as well as access to, from, and through the Property to adjacent properties, as designated on GDP/SE, as designated on the GDP/SE.

6. Provision of Parking and Parking Related Services: As stated previously, Applicant is presently pursuing an amendment to the existing parking reduction on the Property. If such request is denied by the Board of Supervisors, Applicant shall file a Proffered Condition Amendment application to permit the development of the number of parking spaces necessary to comply with the Zoning Ordinance requirements. Applicant reserves the right to implement the following parking related services:

i.) Shuttle Van Service: Applicant shall provide shuttle bus/van service to serve the transportation needs of hotel patrons in the immediate area.

ii.) Valet Parking Service: Applicant reserves the right to provide a valet assisted parking service on the Property to be utilized by patrons of the planned hotel and/or restaurant.

7. Tysons Corner Transportation Fund Contribution: Applicant shall contribute $3.02, as adjusted pursuant to the index described below, for each gross square foot of the proposed new building to be constructed on the Property to the Fairfax County Board of Supervisors ("Board of Supervisors") for the "Tysons Corner Transportation Fund." Using the approval date of the subject rezoning as the base date, said contribution rate shall be adjusted for inflation based on the Construction Cost Index published in the Engineering News Record by McGraw-Hill. The contribution shall be paid in accordance with the following terms:

i.) If, at the time of final site plan approval, the Board of Supervisors has adopted a formal policy governing payment of funds to the Tysons Corner Transportation Fund, payments shall be made as specified therein.

ii.) If, at the time of final site plan approval, the Board of Supervisors has not adopted a final policy governing payment of funds to the Tysons Corner Transportation Fund, ten percent (10%) shall be paid at the time of final site plan approval/bonding and the remaining ninety percent (90%) shall be paid at the time of issuance of the initial building permit for the hotel.

8. Architecture: The proposed building shall have a consistent architectural theme to include details pertaining to signage, design, material and color coordination. Exhibit A is a conceptual sketch which is illustrative of the type of character and quality of the proposed building.

› "Applicant" in this Proffer Statement shall include within its

ıding upon, Applicant, Applicant's successor(s)-in-interest, and/or

ators of the Property.

Title Owner/Applicant:

B.F. Saul Real Estate Investment Trust

By: _____
Name: B F Saul III
Title: Senior Vice President

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& Boothe LLP
Suite 900
2

EXHIBIT A