



APPLICATION FILED: March 30, 2006
PLANNING COMMISSION: July 27, 2006
BOARD OF SUPERVISORS: July 31, 2006 @ 3:30

County of Fairfax, Virginia

July 12, 2006

STAFF REPORT

APPLICATIONS PCA C-696-6 and FDPA C-696-3

HUNTER MILL DISTRICT

APPLICANT: OTO Development, LLC

PARCEL(S): 15-4 ((5) 3 part, 4, and 5 part

ACREAGE: 11.84 acres

ZONING: PDC

FAR: 0.99 FAR (or 2.7 million square feet) of office, research and development, multifamily residential, retail and other complementary uses

OPEN SPACE: 23%

PLAN MAP: Mixed Use

PROPOSAL: Amend the proffers and approved CDPA/FDPA associated with RZ C-696 to permit the option to construct two hotels on Land Bay IV, which is currently approved for office use only; and modify the CDPA to include all of Parcel 3 within Land Bay IV, which would remove approximately 0.28 acres from Land Bay II.

STAFF RECOMMENDATIONS:

Staff recommends approval of PCA C-696-6 subject to the execution of proffers consistent with those contained in Appendix 1.

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Department of Planning and Zoning

Zoning Evaluation Division
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5509
Phone 703 324-1290
FAX 703 324-3924
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Staff recommends approval of FDPA C-696-3 subject to the development conditions contained in Appendix 1.

Staff recommends reaffirmation of the previously approved waivers and modifications listed below for “Option A”; and a new affirmation of the same waivers and modifications for “Option B”.

- Modification of the loading space requirement as required in Section 11-200 of the Zoning Ordinance.
- Modification of the transitional screening requirement along a portion of the southern boundary of the site where it abuts the existing multifamily development.
- Waiver of the barrier requirement along a portion of the southern boundary, where it abuts the existing multifamily development.
- Waiver of the 600 feet maximum length of private streets.
- Modification of the construction materials for sidewalks per Section 8-0100 of the Public Facilities Manual (PFM)
- Modification of the construction materials for trail requirements per Section 8-0200 of the PFM.

It should be noted that it is not the intent of the staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

For additional information, call Zoning Evaluation Division, Department of Planning and Zoning at 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.



Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice.
For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

**A GLOSSARY OF TERMS FREQUENTLY
USED IN STAFF REPORTS WILL BE
FOUND AT THE BACK OF THIS REPORT**

DESCRIPTION OF THE APPLICATION

Proposal

The applicant, OTO Development, LLC, proposes to add an option to the approved CDPA/FDPA associated with RZ C-696 to permit the construction of two hotels on one of the five land bays comprising the Dulles Station at Dulles Corner development. The hotels are proposed for Land Bay IV, which is currently approved for two office buildings only. The total square footage of these hotels would be lower than the 245,000 gross square feet currently approved for the area of Land Bay IV; and the applicant would like to retain the ability to reallocate the density between Land Bays III and IV, provided that the combined 425,000 gross square-foot cap approved for these land bays is not exceeded. In addition, the applicant would like to reserve the option for office development on both land bays, in accordance with the existing CDP/FDP approval, in the event of a market condition change. No changes are proposed to the permitted intensity of the application property. No changes are being proposed to the permitted uses, intensity or design of the remainder of Dulles Station not covered by this application, and all other previous proffers are reaffirmed, except for revisions to those regarding the two traffic signals adjacent to the subject property. The applicant's proffers, affidavit, and statement of justification can be found in Appendices 1-3, respectively.

Previously Approved Waivers and Modifications:

The applicant is requesting a reaffirmation of all the previously approved waivers and modifications listed below for "Option A" (the existing approval); and a new affirmation of the same waivers and modifications for "Option B" (which is being proposed with this application) because of the similarity of the two Options:

- Modification of the loading space requirement as required in Section 11-200 of the Zoning Ordinance.
- Modification of the transitional screening requirement along a portion of the southern boundary of the site where it abuts the existing multifamily development.
- Waiver of the barrier requirement along a portion of the southern boundary, where it abuts the existing multifamily development.
- Modification of the construction materials for sidewalks per Section 8-0100 of the Public Facilities Manual (PFM)
- Modification of the construction materials for trail requirements per Section 8-0200 of the PFM.

LOCATION AND CHARACTER

Site Description:

The 11.84-acre subject property is located on the south side of the Dulles Airport Access Road, with frontage on Sunrise Valley Drive, and is a portion of the 63.12-acre development known as Dulles Station. Land Bays II, III and IV, the subject of this application, are contiguous to one another and Whittier Boulevard in the westernmost portion of the site (see Sheet 2 of the CDPA provided at the front of this staff report). Portions of the PDC-zoned Dulles Station development are currently being developed with roads and buildings.

Surrounding Area Description:

Direction	Use	Zoning	Plan
North	Office on Parcel 14; Vacant Parcel 13; Dulles Airport Access Road; across DAAR is residential (MF & SFA) and stream valley open space	C-3, PDC, PDH-20	Mixed Use, Public Park
South	Residential (MF) Vacant-proposed office development	PDC, PDH-20	Mixed Use
East	Dulles Technology Center Office Park	I-4	Mixed Use
West	Dulles Corner Office Park	PDC	Mixed Use

BACKGROUND:

Application	Date	Description
RZ/FDP C-696	August 25, 1975	Rezoned 63.12 acres from RE-1 to PDC with maximum 0.33 FAR.
PCA/FDPA C-696	August 7, 1989	Increased FAR to 0.70 for the development of office, hotel and retail uses.
PCA/FDPA C-696-2	October 16, 2000	Increase the FAR to 0.99 for the development of office, retail and multifamily.
PCA C-696-3	August 6, 2001	Amended the proffers related to offsite transportation improvements.
PCA C-696-4	April 29, 2002	Amended the proffers to modify the phasing of development; provide a minimum amount or a combination of uses in specific buildings; and provide a hotel/health club option in lieu of office buildings.
PCA C-696-5	March 27, 2006	Amended proffer relating to offsite transportation improvements to make a monetary contribution to pay for the proffered improvement rather than acquiring the land and physically constructing the improvement themselves

On August 25, 1975, the Board of Supervisors approved RZ C-696, which rezoned the subject property from the RE-1 District (Residential -1 dwelling unit per acre) to the PDC District (Planned Development Commercial). In addition, the Planning Commission approved the Final Development Plan for a convention center, commercial office space, and research and development at an overall Floor Area Ratio (FAR) of 0.33.

On August 7, 1989, the Board of Supervisors approved PCA/FDPA C-696 to allow an increase in the FAR from 0.33 to 0.70; and to revise the site plan to include office, hotel and retail uses.

On October 16, 2000, the Board of Supervisors approved PCA C-696-02 to amend the Conceptual Development Plan and proffers to permit the development of office, retail, and multifamily uses at an overall FAR of 0.99. The concurrent Final Development Plan Amendment approved 1,505,000 square feet for office and 1,210,000 square feet for multifamily development.

On August 6, 2001, the Board of Supervisors approved PCA C-696-03 to amend the proffers to modify the timing of off-site transportation improvements on Fox Mill and Centreville Roads. There were no revisions to the previously approved Conceptual/Final Development Plan Amendment.

On April 29, 2002, the Board of Supervisors approved PCA C-696-04 to modify the phasing of the development; to provide a minimum amount of retail, restaurant, service uses and/or combination of residential and retail, office or service uses in specific office and multifamily buildings; and to permit the option to provide hotels and/or health club/commercial recreation use(s) in lieu of specific office buildings. Copies of these proffers are contained in Appendix 4.

On March 27, 2006, the Board of Supervisors approved PCA C-696-05 to amend Transportation Proffer #5 to permit the applicants to make a monetary contribution to pay for offsite transportation improvements rather than acquiring the land and constructing the improvements themselves. Copies of these proffers are contained in Appendix 4.

COMPREHENSIVE PLAN PROVISIONS

Plan Area: Area III

Planning Sector: Dulles Suburban Center, Land Unit A

Plan Map: Mixed Use

Plan Text:

On page 54 of the 2003 edition of the Area III Plan, as amended through February 10, 2003, the Plan states under the heading, Land Unit A "General Land Unit Recommendations":

"This land unit is planned for a complementary mix of land uses including office, hotel and support retail at .50-1.0 FAR... A cohesive mixture of residential and nonresidential uses should provide convenience to those who live and work in the area. Development in this land unit should provide for the incorporation of possible future transit related facilities and pedestrian access to transit."

ANALYSIS

Combined Conceptual/Final Development Plan (CDPA/FDPA) (provided at front of this report)

Title: Conceptual Development Plan Amendment, (CDPA), Final Development Plan Amendment (FDPA) and Proffer Conditioned Amendment (PCA) for Dulles Station at Dulles Corner Hotels, Hunter Mill District, Fairfax County, Virginia

Prepared by: Urban Engineering & Associates, Inc.

Original & Revised Dates: February 7, 2006 and revised through July 5, 2006

Description of the Combined Development Plan:

Sheet 1 is the cover sheet and contains a vicinity map, sheet index and contact information for the applicant, agent, engineer and architect. Sheet 2 illustrates the location of the five (5) land bays comprising Dulles Station. Land Bays II, III and IV, the subject of these applications, are situated along both sides of the development's only east-west corridor, the future Whittier Boulevard. Sheet 3 contains the CDPA general notes, site tabulations and proposed uses for each land bay, angle of bulk plane information, and a land bay legend. As shown in the tables, the applicant is proposing to construct two, six-story hotels at a maximum height of 58 feet and with a gross floor area of 245,000 square feet at an FAR of 0.76. The site is permitted a maximum height of 550 feet above sea level (equivalent to a building height of 102 feet), subject to FAA approval, and an FAR of 0.99 in accordance with the adopted proffers of PCA C-696-4. The Zoning Ordinance requires 362 parking spaces for the proposed hotel buildings. The

applicant is proposing 447 parking spaces. Land Bay IV is shown to comprise 7.45 acres, reflecting the inclusion of 0.28 acres transferred from Parcel 3 of Land Bay II.

The FDPA consistent with the current approval (permitting office and residential uses only), referred to as "Option A," consists of five (5) sheets, beginning with Sheet 4. This sheet depicts building footprints, open-space areas, pedestrian trails, and the street network. Sheet 5 is the landscaping plan showing deciduous and evergreen trees predominantly located along the perimeter of the property; in the community park area; and within the interior open space areas of the multifamily buildings. In addition, streetscaping is proposed on the private and public street frontages. Sheet 6 provides typical roadway sections throughout the subject site. Sheet 7 contains architectural renderings illustrating north-to-south residential view perspectives. The final page of Option A, Sheet 8, contains general notes, site tabulations, proposed uses, final development plan comments, bulk plane information, and a land bay legend. According to the table provided, Land Bay II, located in the central portion of the subject site, includes five multifamily buildings (Buildings G, H, I, J and K), six stories in height, at a maximum of 80 feet. A maximum height of 60 feet is proposed for each building's associated parking structure. Land Bay III, located in the northwest quadrant of the L-shaped spine road of the development, is proposed to include one six-story office building at a maximum height of 86 feet, with a 60-foot maximum height parking structure. Land Bay IV, located in the southwestern portion of the subject site, includes two 6-story office buildings at a maximum height of 86 feet each; and one 5-story parking structure at a maximum height of 60 feet. Land Bay III and Land Bay IV are proposed for a maximum of 180,000 square feet and 245,000 square feet of office uses, respectively. Combined, the two land bays provide a maximum gross floor area of 425,000 square feet of office uses, as shown.

The alternative hotel option for is referred to as "Option B" and consists of six sheets beginning on Sheet 9, which contains final development plan comments. Sheet 10 is the CDPA/FDPA for the entirety of Land Bay IV, the southernmost portion of Land Bay III, and the 0.28-acres of Parcel 3 within Land Bay II that is being proposed for inclusion into Land Bay IV. The sheet depicts the footprints of the proposed hotels and adjacent roadways. Sheet 11 is a continuation of the CDPA/FDPA, showing the remaining northern portion of Land Bay III. The landscape plan for this option is shown on Sheets 12 and 13, and includes evergreen, shade and ornamental trees along the perimeter of the site and adjacent to the proposed hotels. General depictions of entrance features composed of brick veneer and pre-cast concrete are also shown. Sheet 14 (A1.1) contains elevations for the proposed Hyatt Hotel and Sheraton Hotel.

Sheet 15 is the Existing Conditions and Soils Map for Land Bay IV and the majority of Land Bay III, with the northernmost portion of Land Bay III continued on Sheet 16. Sheet 17 is the Existing Vegetation Map for Land Bay IV, with

Sheet 18 being a continuation of the northernmost portion of Land Bay III. As shown, the cover type of the site is upland forest composed primarily of oak, pine and poplar in good to fair condition.

Sheet 19 is the Stormwater Management Plan, delineating the drainage divide for the site. Sheet 20 is a continuation of the Plan, and also contains Zoning Ordinance Regulations for stormwater management, a stormwater management narrative and a stormwater management analysis. Sheet 21 contains a Hydrologic Soil Group and Land Use Map as well as a Drainage Divide Map showing pre-development and post-development conditions. Sheet 22 contains tables showing Curve Numbers, Time of Concentration, and TR-20 Input/Output.

Land Use and Environmental Analysis (Appendix 5)

Several land use and environmental issues associated with this application were identified by Staff. These issues, and their respective resolutions, are discussed below:

Issue: The site is affected by noise from the Dulles Airport Access Road. The Comprehensive Plan stipulates that noise sensitive uses, such as hotels, should not exceed interior noise levels of DNL 45 dBA; and that outdoor recreation areas of these uses (e.g. swimming pools) should not exceed DNL 65 dBA.

Resolution: The applicant has proffered to utilize construction techniques that will maintain interior noise levels on the site at 45 dBA Ldn. No outdoor recreation areas are being proposed with this application.

Issue: Heights of the proposed hotels and their proximity to the Airport Zone.

Resolution: Proffer #5, Section I, requires that the height of all proposed buildings receive Federal Aviation Administration approval prior to site plan approval.

Issue: The soils of the subject property are associated with shallow bedrock depth and other constraints to development.

Resolution: Proffer #1, Section VII, has been carried forward to require a geotechnical analysis of the property if requested by DPWES; and adherence to final recommendations as may be determined by the Director of DPWES.

Issue: The development plan does not indicate that any of the existing vegetation on the subject property will be preserved as part of the overall landscape plan.

Resolution: There is no significant vegetation on the site, and no tree preservation opportunities were found due to grading, installation of utilities, and the proposed surface parking. (Although Option A provides structure parking,

there is no significant change in the impervious surface area generated by the surface parking proposed for Option B.) No increase in intensity beyond what is already approved is being proposed; and the limits of clearing and grading are similar for both options.

Transportation Analysis (Appendix 6)

Issue: Transportation has recommended traffic signal warrant analyses for the western entrance of the site at Sunrise Valley Drive (formerly Horse Pen Road) and where the internal public road on the property makes a 90 degree turn.

Resolution: The applicant has proffered to provide traffic signal warrant analyses for these two intersections. (See Proffers #8 and #11, Section III. "Transportation" of Appendix I.)

Issue: If traffic signals are warranted at these intersections and approved by VDOT, staff has requested that the applicant design and construct them. However, it is the recommendation of staff that the intersections referenced in Transportation proffers #8 and #11 of C-696-4 (approved in 2002) should be exchanged to enable the full construction (or escrow of funds for) the Sunrise Valley Drive (formerly Horse Pen Road)/Whittier Boulevard intersection rather than the intersection where the internal public road on the property makes a 90 degree turn.

Resolution: The applicant has revised the proffers so that the \$50,000 previously proffered for the installation of a traffic signal at the intersection of Sunrise Valley Drive (formerly Horse Pen Road) and Whittier Boulevard is now designated for the installation of a traffic signal at the point where the internal public road on the property makes a 90 degree turn (see Proffer #8 Section III in Appendix I). Furthermore, if VDOT determines that a signal at this intersection is not warranted, the proffer allows the County to utilize these funds for other needed transportation improvements within the area.

Conversely, the applicant has proffered to provide a signal at the intersection of Sunrise Valley Drive (formerly Horse Pen Road) and Whittier Boulevard— rather than at the point where the internal public road on the property makes a 90 degree turn—limiting the scope of the commitment to include the same construction anticipated under the approved proffers. (See Proffer #11, Section III in Appendix I.) As with the previous signal discussed above, if VDOT determines that a signal at this intersection is not warranted, the applicant has also proffered to contribute escrowed funds equivalent to \$200,000, adjusted according to the consumer price index, for future installations.

Issue: Transportation has recommended that traffic counts be taken at the AT&T building access on Sunrise Valley Drive to evaluate the need for right-in/right-out access, and to evaluate the need for a traffic signal at Sunrise Valley Drive intersection.

Resolution: The applicant has proffered to take traffic counts at this location. (See Proffer #11, Section III in Appendix I.)

Issue: The applicant should construct an interparcel connection to the AT&T property as proffered and provide necessary easements for this process.

Resolution: The revised plan shows the interparcel connection to the AT&T site, located at Tax Map 15-2 ((1)) 14. The applicant has also corrected the language of the original proffer to clarify its intent of only providing an access easement to the site rather than constructing the actual connection (Proffer #10)

Issue: As this proposal would permit hotels, Proffer 14, Section III, should be revised to include hotel uses as a trigger for a Transportation Systems Management Program (TSM).

Resolution: Proffer #14 has been revised so that a TSM Program is triggered prior to the occupancy of more than 250,000 square feet of hotel floor area. Staff from the Department of Transportation has reviewed and approved the applicant's proffers relative to these issues.

Public Facilities (Appendix 7)

The current proposal does not alter the previous analyses regarding stormwater, as the proposed hotels will not appreciably change the site's impervious surface area. Nevertheless, the applicant will be required to meet all stormwater management requirements at the time of site plan approval. Similarly, all fire prevention, public parks, water service and sanitary sewer service requirements as established under the previously proffered Conceptual/Final Development Plan continue to be met. (See Appendix 7.)

CONFORMANCE WITH PROFFERS

The applicant is requesting to amend the proffers to permit an option for the construction of two hotels (in lieu of office buildings) whose total square footage would not exceed the 245,000 gross square feet currently approved for the Land Bay IV. The applicant would also like to retain the ability to reallocate the density between Land Bays III and IV, provided that the 425,000 gross square-foot cap for the combined land bays is not exceeded. In addition, the applicant would like to retain the option for office development on both land bays, in accordance with the existing approval. No other changes are being proposed to the permitted uses, intensity or design of the site, and all other previous proffers are reaffirmed except Proffers 8 and 11, which have been amended to adjust the location of proffered transportation improvements.

ZONING ORDINANCE PROVISIONS

The proffered condition amendment application does not alter the previous analysis regarding the general or design standards for the P District, waivers and modifications, or other applicable Zoning Ordinance provisions as established with the currently proffered Conceptual/Final Development Plan (PCA/FDPA C-696-02 and PCA C-696-04) for the property.

The previously approved FDP, which is being carried forward with this application as “Option A,” was approved with waivers and modifications that staff considers appropriate to be carried forward. Although Option B is physically very similar to Option A in terms of building size and layout, it is a new plan option and requires the same waivers and modifications; therefore, staff recommends the following waivers and modifications also be approved for Option B:

- Modification of the loading space requirement as required in Section 11-200 of the Zoning Ordinance.
- Modification of the transitional screening requirement along a portion of the southern boundary of the site where it abuts the existing multifamily development.
- Waiver of the barrier requirement along a portion of the southern boundary, where it abuts the existing multifamily development.
- Modification of the construction materials for sidewalks per Section 8-0100 of the Public Facilities Manual (PFM)
- Modification of the construction materials for trail requirements per Section 8-0200 of the PFM.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

Staff concludes that the subject application is in harmony with the Comprehensive Plan and is in conformance with the applicable Zoning Ordinance provisions, subject to the execution of the proffers contained in Appendix 1.

Staff Recommendations

Staff recommends approval of PCA C-696-6, subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends approval of FDPA C-696-3 subject to the development conditions contained in Appendix 1.

Staff recommends reaffirmation of the previously approved waivers and modifications listed below for “Option A”; and a new affirmation of the same waivers and modifications for “Option B”.

- Modification of the loading space requirement as required in Section 11-200 of the Zoning Ordinance.
- Modification of the transitional screening requirement along a portion of the southern boundary of the site where it abuts the existing multifamily development.
- Waiver of the barrier requirement along a portion of the southern boundary, where it abuts the existing multifamily development.
- Waiver of the 600 feet maximum length of private streets.
- Modification of the construction materials for sidewalks per Section 8-0100 of the Public Facilities Manual (PFM)
- Modification of the construction materials for trail requirements per Section 8-0200 of the PFM.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendations of staff, and that it does not reflect the position of the Board of Supervisors.

APPENDICES

1. Draft Proffers
2. Affidavit
3. Statement of Justification
4. Proffers for PCA C-696-04 and PCA C-696-05
5. Land Use and Environmental Analysis
6. Transportation Analysis
7. Public Facilities Analyses
8. Glossary of Terms

DRAFT PROFFERS

PCA C-696-6

July 12, 2006

Pursuant to Section 2-2303(a), *Code of Virginia*, 1950 as amended, and subject to the Board of Supervisors approval of the requested Proffered Condition Amendment on property identified as Tax Map 15-4 ((5)) 3 part, 4 and 5 part (hereinafter referenced to as the "Hotel/Office Property"), the Applicant and owners for themselves, their successors and assigns proffers that development of the Hotel/Office Property shall be subject to approved proffers associated with PCA C-696-4, dated April 26, 2002, and PCA C-696-5, dated February 10, 2006, which shall remain in full force and effect except as amended below. In the event that PCA C-696-6 is denied, these proffer revisions shall immediately be null and void and of no further force and effect.

I. GENERAL

I-1 [Revised as follows]

The Property shall be developed in accordance with the combined conceptual development plan amendment/final development plan amendment, prepared by Urban Engineering, consisting of a total of twenty-two (22) sheets, dated February 7, 2006, as revised through July 5, 2006 (the "CDPA/FDPA"). The CDPA consists of sheets one (1) through three (3) of the CDPA/FDPA. The FDPA consists of two development options, either of which the Applicant may elect to implement at its discretion. As one option, the Applicant may develop office uses on Building Sites N, O and P ("Option A"). Option A shall be developed in accordance with FDPA sheets four (4) through eight (8) of the CDPA/FDPA. As an additional option, the Applicant may develop hotel uses on Building Sites N, O and P ("Option B"). Option B shall be developed in accordance with sheets nine (9) through twenty-two (22) of the CDPA/FDPA. The remainder of the Property shall be developed in accordance with sheets four (4) through eight (8) of the CDPA/FDPA.

I-8 [Revised as follows]

- a. The architectural elevations and design details shown on Sheet 7 submitted with the FDPA, are provided to illustrate the general scale, character, quality, design intent, and organization of the proposed development. The Applicant reserves the right to modify the elevations based on final architectural design. However, the architectural design and building materials of the office buildings and residential buildings shall be compatible to the other. Building materials shall include one or more of the following: masonry, stone, pre-cast concrete, stucco, metal panels and glass. Exposed permanent facades of parking structures shall be constructed of either stone, masonry or pre-cast concrete and shall be designed to be compatible

with the façade treatments of the associated office buildings and/or residential buildings.

- b. If hotel uses are implemented on Building Sites N, O and P, the design of the hotel buildings shall be in general conformance with the style and character of the building elevations shown on Sheet 14 of the CDPA/FDPA. Building materials shall be consistent with the materials described in Proffer 8.a.

III. TRANSPORTATION

III-8 [Revised as follows]

The Applicant shall contribute the sum of \$50,000 toward the installation of a traffic signal in the vicinity of the point where the internal public road on the Property makes a ninety degree turn (i.e. the intersection of future Whittier Boulevard and Rock Hill Road), when the signal is warranted by the Virginia Department of Transportation (VDOT), but prior to the issuance of the last RUP or Non-RUP for the Property. The Applicant shall submit the warrant study to VDOT prior to site plan approval for the first building located on Building Sites N, O and P. In the event that VDOT determines a signal is not warranted at this general location, the County may, at its discretion, utilize said contribution for other motorized and/or non-motorized, transportation improvements for the area within or adjacent to the boundaries of Land Unit A in the Dulles Suburban Center of the Area III Comprehensive Plan. Using the date of April 29, 2002, as the base date, this contribution shall be adjusted according to the Consumer Price Index.

III-10 [Revised as follows]

The entrances onto the Property from Fox Mill Road and Horse Pen Road shall be in the approximate location shown on the CDPA with specific locations as approved by VDOT. The design and construction of each of these entrances will provide for the following improvements to be constructed along the Property's frontages only:
Fox Mill Road (Northern) Entrance

The northern entrance, located facing the Dulles Airport Access Road shall be designed to include:

- two westbound left turn/deceleration lanes into the Property.
- two westbound thru lanes along the Property's frontage,
- one eastbound right turn/deceleration lane into the Property,
- two eastbound thru lanes along the Property's frontage,
- one right turn/deceleration lane, exiting the Property, onto eastbound Fox Mill Road;
- one right and/or left turn/deceleration lane exiting the Property; and
- a traffic signal, if warranted by VDOT prior to the issuance of the last RUP or Non-RUP for the Property, with a warrant study provided by the Applicant, upon demand by VDOT.

Horse Pen Road (Western) Entrance

The western entrance, facing Dulles Airport, to the Property shall be aligned with the entrance to the development opposite the Property and shall be designed to include:

- one left turn/deceleration lane into the Property,
- one free-flow right turn/deceleration lane into the Property,
- a double left turn lane, exiting the site onto southbound Horse Pen Road,
- two northbound thru-lanes along the Property's frontage,
- two southbound thru-lanes along the Property's frontage, and
- upon completion of this Horse Pen Road entrance, the Applicant will, without charge or compensation, grant all necessary easements to allow the adjacent owner of parcel 15-2 ((1)) 14, as designated on the Fairfax County Tax Assessment Map (the "Adjacent Owner"), to construct, at the Adjacent Owner's expense, an ingress/egress access between the parcel designated on the Fairfax County Tax Assessment Map as 15-2 ((5)) 5 and said adjacent parcel.

The Horse Pen Road entrance improvements shall be constructed coincident with the development of Building N, as identified on the FDPA, or when traffic generation from the Property requires construction of this access point as determined by VDOT and DPWES.

The Applicant shall dedicate and convey, to the Board of Supervisors in fee simple, all lands necessary from the Property for the ultimate improvement of Horse Pen Road and Fox Mill Road as six lane divided roadways along the Property's frontage including such additional right-of-way and ancillary easements that may be necessary as determined by VDOT to accommodate the dual left and free flow right turn lanes proposed herein, and shall make such dedication and conveyance at the time of site plan approval, or upon request by the Fairfax County Board of Supervisors.

III-11 [Revised as follows]

- a. Prior to site plan approval for any building on the Hotel/Office Property, the Applicant shall provide a warrant study to VDOT for a traffic signal at the intersection of Sunrise Valley Drive and the entrance to the Property (i.e., the intersection of future Whittier Boulevard and Sunrise Valley Drive) to reflect the full build-out of the Property. The warrant study shall include traffic counts for the building located on the property identified among the Fairfax County tax map records as 15-2 ((1)) 14. In the event that VDOT determines a signal is warranted, the Applicant shall design, equip, and install the traffic signal, including crosswalks and pedestrian countdown signals, as may be approved by VDOT. It is expressly understood that the Applicant is not responsible for any costs of the signal installation attributable to the acquisition of any off-site rights-of-way and/or easements, or completion of utility relocations on property that the Applicant does not control.

- b. In the event that VDOT determines a signal is not warranted, the Applicant shall escrow the sum of \$200,000.00 with the County that shall be designated for the future installation of a traffic signal at this location, or for other motorized and/or non-motorized, transportation improvements for the area within or adjacent to the boundaries of Land Unit A in the Dulles Suburban Center of the Area III Comprehensive Plan. The Applicant shall provide said monetary contribution prior to the issuance of the last RUP or Non-RUP for the Property. Using the approval date of this proffered condition amendment application as the base date, this contribution shall be adjusted according to the Consumer Price Index.

III-14 [Revised as follows]

- a. The designation of transportation coordination duties to be carried out by a designated property manager or transportation coordinator (the “TSM Coordinator”) who will have authority to implement the TSM Program. The TSM Coordinator will be assigned prior to the occupancy of more than 250,000 square feet of office and/or hotel gross floor area.

IV. ENVIRONMENTAL

IV -1[Revised as follows]

- a. Appropriate measures will be taken to achieve a maximum interior noise level for buildings on the Property of 45 dBA Ldn.
- b. If hotel uses are implemented on Buildings Sites N, O and P, the Applicant shall provide the following noise attenuation measures for the hotel buildings:
 - (i). In order to reduce interior noise to a level of approximately 45 dBA Ldn, facades of the buildings which are projected to be impacted by highway noise having levels above 70 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls should have a laboratory sound transmission class (STC) rating of at least 45. Glazing should have a laboratory STC rating of at 37 unless glazing constitutes more than 20% of any façade exposed to noise levels above 70 Dba Ldn. If glazing constitutes more than 20% of an exposed façade, then a building shell analysis will be performed to determine modifications needed to ensure recommended interior noise levels. Doors shall have a laboratory STC rating of at least 28. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission. Any facades requiring mitigation shall be identified on the site plan.

- (ii). Prior to the issuance of building permits, alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by the Department of Public Works and Environmental Services after consultation with the Department of Planning and Zoning.

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[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/CONTRACT PURCHASER OF
TAX MAP 15-4 ((5)) 3 PT., 4 AND 5 PT.

OTO DEVELOPMENT LLC

By: James A. Ovenden
Its: Secretary, Treasurer and CFO

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 15-4 ((5)) 3

MERRYBROOK RUN LP

By: Crimson Development, Inc., its General Partner

By: R. Kevin Dougherty
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 15-4 ((5)) 4

DULLES URBAN OASIS LIMITED
PARTNERSHIP

By: Crimson Development, Inc., its General Partner

By: R. Kevin Dougherty
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 15-4 ((5)) 5

DULLES ROCKHILL PARTNERS LIMITED
PARTNERSHIP

By: Crimson Development, Inc., its General Partner

By: R. Kevin Dougherty
Its: President

[SIGNATURES END]