



FAIRFAX COUNTY

OFFICE OF THE CLERK
BOARD OF SUPERVISORS
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035-0072

Tel: 703-324-3151 Fax: 703-324-3926

V I R G I N I A

October 30, 1995

Benjamin F. Tompkins, Esquire
Hazel and Thomas, P.C.
3110 Fairview Park Drive - Suite 1400
Post Office Box 12001
Falls Church, Virginia 22042-4505

RE: Proffered Condition Amendment
Number PCA 84-D-049

Dear Mr. Tompkins:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on October 16, 1995, approving Proffered Condition Amendment PCA 84-D-049 in the name of Tysons II Land Company, L.L.C. subject to the proffers dated September 14, 1995, on subject parcels 29-4 ((10)) 3A, 3B, 3C, 3D, 4A, 4B, 5A, 5B, 5C, 6 and B consisting of approximately 41.09 acres in Providence District.

The Planning Commission approved Final Development Plan Amendment FDPA 84-D-049 on October 12, 1995, subject to the Board of Supervisors' approval of PCA 84-D-049, and subject to the revised development conditions dated October 12, 1995.

Sincerely,

Nancy Velts
Clerk to the Board of Supervisors

NV/ns

PCA 84-D-049
October 30, 1995

2.

cc: John M. Yeatman, Director, Real Estate Dvs., Assessments
Melinda M. Artman, Deputy Zoning Administrator
Barbara A. Byron, Director, Zoning Evaluation Dvs., OCP
Robert Moore, Trnsprtn.Planning Dvs., Office of Transportation
Paul Eno, Project Planning Section, Office of Transportation
Department of Environmental Management
Y. Ho Chang, Resident Engineer, VDOT
Land Acq. & Planning Dvs., Park Authority
Barbara J. Lippa, Deputy Executive Director, Planning Commission

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 16th day of October, 1995, the following ordinance was adopted:

AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROFFERED CONDITION AMENDMENT PCA 84-D-049

WHEREAS, Tysons II Land Company, L.L.C. filed in proper form, an application requesting amendment to the plan of a certain parcel of land, hereinafter described, by amending conditions proffered and accepted pursuant to Virginia Code Ann. § 15.1.491(a), and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board its recommendation, and

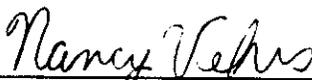
WHEREAS, this Board has today held a duly called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended,

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Providence District, and more particularly described as follows (see attached legal description):

Be, and hereby is further restricted by the amended conditions proffered and accepted pursuant to Virginia Code Ann., §15.1491(a), which conditions are incorporated into the Zoning Ordinance as it affects said parcel, and

BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcels.

GIVEN under my hand this 16th day of October, 1995.



Nancy Vehr

Clerk to the Board of Supervisors

The Planning Commission approved Final Development Plan Amendment FDPA 84-D-049 on October 12, 1995, subject to the Board of Supervisors' approval of PCA 84-D-049, and subject to the revised development conditions dated October 12, 1995.

February 14, 1995

DESCRIPTION OF
PARCELS 3-A, 3-B, 3-C, 3-D,
4-A, 4-B, 5-A, 5-B, 5-C, 6
and OUTLOT "B"
TYSONS II
DRANESVILLE DISTRICT
FAIRFAX COUNTY, VIRGINIA

RECEIVED
OFFICE OF COMPREHENSIVE PLANNING
FR 15 1995
ZONING EVALUATION DIVISION

Parcels 3-A, 3-B, 3-C and 3-D

Beginning at a point on the northerly line of Galleria Drive (Route 7649) marking the southernmost corner of the National Machine Tool Builders Association; thence running with the northerly line of Galleria Drive the following courses: S 45° 41' 28" W, 121.97 feet; with a curve to the right whose radius is 665.20 feet and whose chord is S 58° 08' 58" W, 287.01 feet, an arc distance of 289.28 feet; S 70° 36' 28" W, 24.50 feet; N 80° 40' 54" W, 24.98 feet; S 70° 36' 28" W, 190.95 feet; N 80° 40' 54" W, 24.98 feet; S 70° 36' 28" W, 279.13 feet and with a curve to the right whose radius is 46.00 feet and whose chord is N 57° 14' 20" W, 72.65 feet, an arc distance of 83.74 feet to a point on the easterly line of Tysons Boulevard (Route 7648); thence running with the easterly line of Tysons Boulevard the following courses: N 05° 05' 09" W, 432.25 feet; with a curve to the left whose radius is 1475.39 feet and whose chord is N 13° 04' 25" W, 410.04 feet, an arc distance of 411.37 feet and with a curve to the right whose radius is 46.00 feet and whose chord is N 19° 11' 29" E, 59.45 feet, an arc distance of 64.63 feet to a point on the easterly line of Westbranch Drive (Route 5457); thence running with the easterly line of Westbranch Drive the following courses: with a curve to the left whose radius is 148.00 feet and whose chord is N 07° 16' 44" E, 233.78 feet, an arc distance of 269.49 feet; N 44° 53' 11" W, 205.32 feet and with a curve to the right whose radius is 102.00 feet and whose chord is N 16° 35' 38" W, 96.69 feet, an arc distance of 173.00 feet to a point; thence continuing with the easterly line of Westbranch Drive and Lots 9, 3, 2 and 1, Westpark Subdivision and the southwesterly line of the aforementioned National Machine

Tool Builders Association S 49° 13' 10" E, 1535.09 feet to the point of beginning, containing 15.17 acres of land;

A N D

Parcels 4-A and 4-B

Beginning at a point on the northerly line of Chain Bridge Road (Route 123) marking the intersection with the aforesaid easterly line of Tysons Boulevard; thence running with the easterly line of Tysons Boulevard the following courses: N 09° 45' 54" W, 19.74 feet; N 05° 05' 09" W, 293.54 feet and with a curve to the right whose radius is 121.00 feet and whose chord is N 32° 45' 40" E, 148.48 feet, an arc distance of 159.85 feet to a point on the southerly line of the aforesaid Galleria Drive; thence running with the southerly line of Galleria Drive the following courses: N 70° 36' 28" E, 130.56 feet; with a curve to the right whose radius is 246.00 feet and whose chord is N 76° 53' 49" E, 53.90 feet, an arc distance of 54.00 feet; with a curve to the left whose radius is 254.00 feet and whose chord is N 76° 53' 49" E, 55.65 feet, an arc distance of 55.76 feet; N 70° 36' 28" E, 225.09 feet; N 41° 53' 50" E, 24.98 feet; N 70° 36' 28" E, 24.50 feet; with a curve to the left whose radius is 767.20 feet and whose chord is N 65° 49' 31" E, 127.97 feet, an arc distance of 128.11 feet and S 58° 56' 56" E, 75.26 feet to a point on the westerly line of the interchange of the Capital Beltway (Interstate Route 495) and the aforementioned Chain Bridge Road; thence running with the westerly line of the said interchange and continuing with the northerly line of Chain Bridge Road the following courses: with a curve to the left whose radius is 590.87 feet and whose chord is S 00° 51' 00" W, 49.66 feet, an arc distance of 49.67 feet; S 01° 33' 30" E, 239.12 feet; with a curve to the right whose radius is 183.93 feet and whose chord is S 29° 49' 20" W, 191.56 feet, an arc distance of 201.49 feet; with a curve to the right whose radius is 916.00 feet and whose chord is S 65° 28' 14" W, 136.26 feet, an arc distance of 136.39 feet; S 78° 31' 08" W, 370.15 feet; S 63° 45' 12" W, 29.52 feet and S 78° 57' 31" W, 113.57 feet to the point of beginning, containing 7.54 acres of land;

A N D

Parcels 5-A, 5-B and 5-C

Beginning at a point on the aforesaid northerly line of Chain Bridge Road marking the intersection of the westerly line of the aforesaid Tysons Boulevard; thence running with the northerly line of Chain Bridge Road S 80° 59' 55" W, 569.32 feet and S 81° 23' 47" W, 550.07 feet to a point marking the intersection with the easterly line of International Drive (Route 6034); thence running with the easterly line of International Drive the following courses: with a curve to the right whose radius is 92.50 feet and whose chord is N 26° 34' 48" W, 73.80 feet, an arc distance of 75.92 feet; with a curve to the right whose radius is 727.50 feet and whose chord is N 02° 14' 14" E, 134.54 feet, an arc distance of 134.74 feet; with a curve to the left whose radius is 841.83 feet and whose chord is N 02° 13' 51" E, 155.87 feet, an arc distance of 156.10 feet; N 03° 04' 53" W, 33.48 feet and with a curve to the right whose radius is 117.50 feet and whose chord is N 40° 59' 05" E, 163.44 feet, an arc distance of 180.74 feet to a point on the southerly line of the aforesaid Galleria Drive; thence running with the southerly line of Galleria Drive the following courses: N 85° 03' 03" E, 7.50 feet; N 04° 56' 57" W, 3.50 feet; N 85° 03' 03" E, 399.38 feet; N 87° 17' 45" E, 18.27 feet; S 62° 42' 15" E, 20.00 feet; N 87° 17' 45" E, 64.09 feet; N 42° 17' 45" E, 14.14 feet; N 87° 17' 45" E, 17.59 feet; S 87° 53' 49" E, 97.86 feet; N 85° 03' 03" E, 268.38 feet and with a curve to the right whose radius is 96.00 feet and whose chord is S 50° 01' 03" E, 135.60 feet, an arc distance of 150.57 feet to a point on the aforementioned westerly line of Tysons Boulevard; thence running with the westerly line of Tysons Boulevard S 05° 05' 09" E, 278.46 feet and S 04° 46' 26" W, 41.44 feet to the point of beginning, containing 11.87 acres of land;

A N D

Parcel 6

Beginning a point on the easterly line of Park Run Drive (Route 6062) marking the intersection with the northerly line of the aforesaid Tysons Boulevard; thence running with the easterly line of Park Run Drive with a curve to the right whose radius is 46.00 feet and

whose chord is N 57° 50' 19" W, 60.83 feet, an arc distance of 66.46 feet and N 16° 27' 00" W, 62.40 feet to a point on the southerly line of Parcel "B", Westpark Subdivision; thence running with the southerly lines of the Westpark Subdivision the following courses: N 75° 44' 21" E, 556.83 feet; S 15° 11' 07" E, 125.31 feet and S 49° 13' 10" E, 589.82 feet to a point on the westerly line of the aforesaid Westbranch Drive; thence running with the westerly line of Westbranch Drive the following courses: with a curve to the left whose radius is 148.00 feet and whose chord S 11° 50' 19" E, 161.42 feet, an arc distance of 170.73 feet; S 44° 53' 11" E, 205.32 feet; with a curve to the right whose radius is 102.00 feet and whose chord is S 21° 26' 25" E, 81.17 feet, an arc distance of 83.48 feet; with a curve to the right whose radius is 76.00 feet and whose chord is S 34° 56' 40" W, 82.65 feet, an arc distance of 87.38 feet and with a curve to the right whose radius is 46.00 feet and whose chord is N 69° 26' 25" W, 62.36 feet, an arc distance of 68.53 feet to a point on the northeasterly line of the aforesaid Tysons Boulevard; thence running with the northeasterly line of Tysons Boulevard the following courses: with a curve to the left whose radius is 1475.39 feet and whose chord is N 29° 03' 47" W, 118.41 feet, an arc distance of 118.45 feet; N 02° 06' 23" W, 20.25 feet; with a curve to the left whose radius is 1485.39 feet and whose chord is N 33° 17' 08" W, 64.36 feet, an arc distance of 64.36 feet; N 79° 48' 58" W, 14.12 feet; with a curve to the left whose radius is 1475.39 feet and whose chord is N 38° 32' 29" W, 186.76 feet, an arc distance of 186.88 feet; N 42° 10' 13" W, 146.98 feet; with a curve to the left whose radius is 806.94 feet and whose chord is N 59° 16' 04" W, 474.48 feet, an arc distance of 481.60 feet; with a curve to the right whose radius is 244.00 feet and whose chord is N 71° 47' 30" W, 38.92 feet, an arc distance of 38.96 feet; with a curve to the left whose radius is 256.00 feet and whose chord is N 75° 51' 01" W, 76.85 feet, an arc distance of 77.14 feet and with a curve to the left whose radius is 818.94 feet and whose chord is S 88° 08' 41" W, 210.16 feet, an arc distance of 210.74 feet to the point of beginning, containing 5.00 acres of land;

A N D

Outlot "B"

Beginning at a point on the northeasterly line of aforesaid International Drive marking the southeasterly corner of Parcel 7, Tysons II; thence departing International Drive and running with the southeasterly line of the said Parcel 7 N 35° 56' 59" E, 863.60 feet to a point on the southerly line of the aforesaid Parcel "B", Westpark Subdivision; thence running with the southerly line of the said Parcel "B" N 75° 44' 21" E, 89.82 feet to a point on the westerly line of the aforesaid Park Run Drive; thence running with the westerly line of Park Run Drive S 16° 27' 00" E, 75.42 feet and with a curve to the right whose radius is 46.00 feet and whose chord is S 25° 21' 15" W, 61.33 feet, an arc distance of 67.13 to a point on the northwesterly line of the aforesaid Tysons Boulevard; thence running with the westerly line of Tysons Boulevard the following courses: with a curve to the left whose radius is 615.96 feet and whose chord is S 47° 07' 51" W, 421.89 feet, an arc distance of 430.61 feet; with a curve to the right whose radius is 244.00 feet and whose chord is S 31° 33' 35" W, 37.92 feet, an arc distance of 37.95 feet; with a curve to the left whose radius is 256.00 feet and whose chord is S 28° 39' 13" W, 65.61 feet, an arc distance of 65.79 feet; S 21° 17' 28" W, 159.66 feet; N 68° 42' 32" W, 3.50 feet; S 21° 17' 28" W, 7.50 feet and with a curve to the right whose radius is 117.50 feet and whose chord is S 65° 51' 40" W, 164.92 feet, an arc distance of 182.80 feet to a point on the aforementioned northeasterly line of International Drive; thence running with the northeasterly line of International Drive with a curve to the right whose radius is 2233.50 feet and whose chord is N 69° 22' 28" W, 15.15 feet, an arc distance of 15.15 feet to the point of beginning, containing 1.51 acres of land, making an aggregate area of 41.09 acres of land.

All being more particularly described on a plat attached hereto and made a part hereof.

Tyson's II Land Company, L.L.C.
PCA 84-D-049
Tax Map 29-4((10)) 3A, 3B, 3C, 3D,
4A, 4B, 5A, 5B, 5C, 6 & B

PROFFER STATEMENT

February 15, 1995
August 8, 1995 (revised)
August 30, 1995 (revised)
September 13, 1995 (revised)
September 14, 1995 (revised)

On October 15, 1984, the Board of Supervisors of Fairfax County rezoned 106.83520 acres which was the subject of Rezoning 84-D-049 to the PDC District and adopted proffers dated August 17, 1984 as revised through October 15, 1984 ("Proffers"). A copy of the Proffers is attached as Exhibit A. The Board also approved the Conceptual Development Plan for Tysons II which accompanied the rezoning application ("Approved CDP"). On October 4, 1984, the Planning Commission approved the Final Development Plan as revised through October 4, 1984 ("Approved FDP").

The proffers dated August 17, 1984, as revised October 15, 1984, are reaffirmed and shall remain in full force and effect, except as follows:

1. The Approved CDP and Approved FDP shall remain in effect, except that Sheet 3 shall be replaced by the Conceptual Development Plan Amendment dated February 13, 1995, as revised through September 13, 1995 ("CDPA") for Sectors II, III, and IV; the parking tabulation shown on Sheet 4 as it applies to Sectors II, III and IV shall be replaced by Note 7 of the CDPA and Note 7 of the Final Development Plan Amendment dated February 13, 1995, as revised through September 13, 1995 ("FDPA"); Sheet 5 shall be replaced by the FDPA for the Parcels which include buildings G, H, I, J1, J2, K, L, and M; and Sheet 6 shall be modified by the FDPA, pertaining to the Parcels which include buildings G, H, I, J1, J2, K, L, and M.

2. If an amendment to any portion of this FDPA becomes necessary at a later date, the applicant reserves the right to submit only that portion which is affected by the amendment for review and approval by the Planning Commission.

3. Proffer #12 is deleted as it applies to Sectors II, III, and IV and the Parcels which include buildings G, H, I, J1, J2, K, L, and M and replaced with the following:

12. Development of the property which is the subject of this application shall be in

accordance with the conditions set forth in Proffers dated August 17, 1984, as revised through October 15, 1984, and dated February 15, 1995 as revised through September 13, 1995.

4. The principal and secondary uses which shall be permitted are identified on the FDPA. Such principal and secondary uses shall not result in any additional free-standing buildings beyond what is shown on the FDPA and the primary use of any parcel shall be as set forth in the Building Schedule on the FDPA.

5. Retail sales establishments shall be limited to the first two floors of any buildings within the FDPA. The cellar space of any buildings within the FDPA may have retail sales establishments selling convenience merchandise.

6. The last sentence of Proffer #13 is deleted as it applies to Sectors II, III, and IV and the Parcels which include buildings G, H, I, J1, J2, K, L, and M and replaced with the following:

The total number of offstreet parking spaces for each Sector at build-out shall be that number required pursuant to Note 7 on the CDPA and Note 7 on the FDPA.

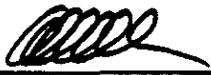
TYSONS II LAND COMPANY, L.L.C.

By: Lerner Enterprises Limited Partnership,
a Maryland limited partnership,
its manager

By: 

General Partner
Mark D. Lerner

TYSONS II PROPERTY OWNERS ASSOCIATION

By: 

Its: Treasurer

Mark D. Lerner, Treasurer

EXHIBIT A

H-L Land Improvement Venture
RZ 84-D-049
Tax Map Parcel 29-4-((1))-pt. of 11

PROFFER

August 17, 1984

Revised September 20, 1984

Revised October 4, 1984

Revised October 10, 1984

Revised October 15, 1984

RECEIVED
OFFICE OF COMPREHENSIVE PLANNING

SEP 27 1995

ZONING EVALUATION DIVISION

In the event the Board of Supervisors of Fairfax County, at the hearing scheduled for October 15, 1984, (1) shall rezone the 106.83520 acres which are the subject of Rezoning Application 84-D-049 to the PDC District, (2) approve the accompanying Conceptual Development Plan for Tysons II, and (3) the Planning Commission shall approve the pending Final Development Plan for Tysons II, as revised through October 4, 1984, to permit 4,653,741 square feet of commercial development (i.e., office, retail, and hotel); development of the referenced property shall be subject to the following terms and conditions:

1. Applicant shall proceed forthwith to design and construct the following road improvements generally as shown on the referenced Final Development Plan and the Highway Design Plan dated September 20, 1984, filed with and made a part of this application.

A. International Drive shall be constructed as a six (6) lane road (with turning lanes) between Chain Bridge Road (Route 123) and Westpark Drive, subject to availability without cost to Applicant of rights-of-way, grading, drainage, and utility easements from adjacent property owners. Contributions which may have been made, committed, or bonded, to the County by adjacent owners/developers or others in lieu of construction of portions of International Drive shall either be transferred to, or if monies are paid to Applicant for International Drive improvements pursuant to said commitments, a like amount shall be paid to the County by Applicant for other highway improvements in the immediate vicinity of International Drive.

NOTE: Estimated value of right-of-way necessary for this highway improvement at cost is \$2,230,000.00. Estimated construction cost is \$1,920,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant shall fund all of the construction costs, including engineering and design costs.

B. An eastbound lane and a westbound lane shall be constructed on Route 123 between the western portion of the interchange of I-495/Route 123 and the eastern portion of the interchange of Route 7/Route 123, resulting in a six-lane divided highway with turning lanes.

NOTE: Estimated construction cost is \$2,605,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant shall fund all of the construction costs, including engineering and design costs.

C. Route 123/I-495 Interchange:

- (i) A ramp shall be constructed providing access from northbound I-495 to westbound Route 123 providing said ramp shall be constructed entirely within the existing right-of-way, or within right-of-way acquired by others.

NOTE: Estimated construction cost is \$575,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant shall fund all of the construction costs, including engineering and design costs.

- (ii) The extension of the westbound Route 123 lane provided in 1.B shall be constructed to connect the aforesaid ramp (1.C.(i)) with the Route 123 improvements provided in 1.B.

The extension of the eastbound Route 123 lane shall be constructed to connect the improvements provided in 1.B. above with the ramp between eastbound Route 123 and northbound I-495.

In no event shall the additional west and eastbound lanes of Route 123 provided in this paragraph (1.C.(ii)) be required if relocation of I-495 bridge piers is a prerequisite to construction of the two additional lanes. Nothing contained in this paragraph (1.C.(ii)) shall be construed to relieve the Applicant of the obligation to provide the road improvements set forth in paragraph 1.B.

NOTE: Estimated construction cost is \$685,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant shall fund all of the construction costs, including engineering and design costs.

- (iii) Plans shall be prepared for improvements required by paragraph 1.C.(i) and 1.C.(ii) and submitted to appropriate governmental authority for approval on or before March 15, 1985. In the event appropriate governmental approvals for those improvements required in 1.C.(i) or 1.C.(ii), or either of same, shall not be approved, and necessary permits issued

by December 31, 1987, the obligation of Applicant to construct improvements for which permits are not approved shall, at the option of Applicant, terminate.

At such time as permits providing for the construction of the improvements required in paragraphs 1.C.(i) or 1.C.(ii), or both, shall be issued, construction shall be commenced by Applicant pursuant to this provision within sixty days after receipt of said permits.

- (iv) In the event neither of the improvements provided in paragraphs 1.C.(i) and 1.C.(ii), is approved by appropriate governmental authority, then and only in that event, a contribution of \$7,500.00 per acre of the site/area (a total for the entire site of \$801,264.00) for transportation improvements in the Tysons Quadrangle shall be made to Fairfax County at time of site plan approval. This contribution may be made pro rata based on the acreage of site plans as each site plan is approved and bonded.

It is the intent of this paragraph that in the event either the ramp provided in paragraph 1.C.(i) or the additional lanes provided in 1.C.(ii) is constructed at Applicant's cost, there shall be no requirement for the aforesaid acreage contribution.

D. A four-lane road known as Tysons Boulevard shall be constructed between International Drive and Route 123, with turning lanes at each major intersection (i.e., International Drive, Westpark Drive, and Route 123) to provide internal circulation and promote through traffic movements.

NOTE: Estimated value of right-of-way necessary for this highway improvement at cost is \$2,313,000.00. Estimated construction cost is \$2,670,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant shall fund all of the construction costs, including engineering and design costs.

E. The relocation and extension of Westpark Drive to intersect with Tysons Boulevard and International Drive shall be constructed.

NOTE: Estimated value of right-of-way necessary for this highway improvement at cost is \$1,487,000.00. Estimated construction cost is \$1,710,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant

shall fund all of the construction costs, including engineering and design costs.

F. That portion of Park Run Drive between Tysons Boulevard and the boundary of the subject application shall be constructed at such time as Tysons Boulevard is constructed.

In the event right-of-way, grading, drainage, and utility easements now owned by others are provided by others at no cost to Applicant, Park Run Drive shall be extended from the property line of the subject application as provided above to Westpark Drive.

NOTE: Estimated value of the Applicant's portion of the right-of-way necessary for this highway improvement at cost is \$55,000.00. Estimated construction cost from Tysons Boulevard to the property line is \$152,500.00 and from the property line to Westpark Drive is \$457,500.00. In the event the actual cost of construction exceeds these estimates, the Applicant shall fund all of the construction costs, including engineering and design costs.

G. The extension of Westbranch Drive from its existing terminus to Tysons Boulevard.

NOTE: Estimated value of right-of-way necessary for this highway improvement at cost is \$220,000.00. Estimated construction cost is \$210,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant shall fund all of the construction costs, including engineering and design costs.

H. Improvements to the Springhill Road/Dulles Parallel Lane Toll Plaza as previously approved by Fairfax County and VDE&T to increase capacity of the toll plaza. A portion of these improvements has been previously added to current Dulles Parallel Lane construction and paid for by Applicant. Additional improvements to the toll plaza shall be provided at the Applicant's cost in accordance with letter dated June 15, 1984, from K. F. Mihevc, Homart Project Director to the Virginia Department of Highways and Transportation, transmitting check in the amount of \$70,191.50.

The total estimated construction cost (including the check referenced above) is \$270,000.00. In the event the actual cost of construction exceeds this estimate, the Applicant shall fund all of the construction costs, including engineering and design costs.

I. Signalization as required by Fairfax County and Virginia Department of Highways and Transportation at the following intersections: International Drive/Route 123; International Drive/Greensboro Drive; International Drive/

Tysons Boulevard; International Drive/Westpark Drive; Tysons Boulevard/Westbranch Drive; Tysons Boulevard/Westpark Drive; Tysons Boulevard/Route 123. Signalization shall be provided at Tysons Boulevard/Park Run Drive intersection if determined necessary by Fairfax County and/or VDH&T at the time of the construction of Park Run Drive. Cost of signalization is included in the improvement cost estimates.

J. Those road improvements specified in 1-A through 1-I shall be in accord with Virginia Department of Highways and Transportation standards and shall be tendered for acceptance as public highways. No parking shall be allowed on those roadways constructed pursuant to paragraphs 1(A) through 1(I).

K. Upon the request of either Fairfax County or VDH&T preliminary design only, with no obligation to construct, shall be provided sufficient for the processing of necessary governmental applications for the provision of a connection between the southbound I-495/westbound Route 123 ramp and Westpark Drive which would enable traffic utilizing the aforesaid ramp to exit the ramp directly onto Westpark Drive.

All references to estimated right-of-way value are based on cost to Applicant and relate only to right-of-way within the boundary of the subject application. All values for right-of-way and construction are based on current dollars and are as determined by the Applicant and are not confirmed by the Board of Supervisors.

In the event Applicant is unable to obtain right-of-way including grading, drainage, and utility easements beyond the boundary of the subject Application property necessary for construction (other than as provided in paragraphs 1A and 1F), the necessary right-of-way shall be obtained at Applicant's expense by eminent domain proceedings initiated by Fairfax County. Construction of each of the improvements committed herein shall be predicated upon the availability of right-of-way and easements and timely receipt of all appropriate and necessary governmental approvals and permits.

It is the intent of Applicant to proceed forthwith to design and construct the aforesaid highway improvements and to place said improvements in service at the earliest possible time subject only to the availability of rights-of-way and easements and receipt of necessary governmental approvals and permits. However, in order to expedite to the maximum the solution of transportation concerns in the immediate area of the subject application property, Applicant agrees, subject only to timely issuance of construction permits, right-of-way availability, and seasonal weather conditions, to commence immediately and to complete prior to December 31, 1985, (1) the extension of International Drive provided in Paragraph IA, (2) the widening of Route 123 provided in Paragraph IB,

(3) the ramp with associated laneage provided in Paragraph IC and (4) the relocation of Westpark Drive, including that portion of Tysons Boulevard between Route 123 and the relocated portion of Westpark Drive. The Applicant further agrees to construct all of the improvements referenced above in this paragraph as (1), (2), (3), and (4) and the remainder of Tysons Boulevard from Westpark Drive to International Drive prior to issuance of any non-residential use (occupancy) permits for any uses in Sectors I, III, and IV as shown on the Conceptual Development Plan. In addition, prior to issuance of any non-residential use permits for any uses in Sector II, the improvements referenced above in this paragraph as (1), (2), (3), and (4) shall be constructed.

2. Applicant shall reserve right-of-way for the landing specified herein for a bridge consisting of two standard twelve-foot travel lanes (one in each direction) and a four-foot pedestrian walkway connecting Westpark Drive in the location shown on the referenced Final Development Plan and Highway Design Plan with the existing Tysons Corner Center.

At such time as sufficient right-of-way and/or easements are obtained without cost to Applicant within the existing Tysons Corner Center for the construction of the bridge and one-half the cost of design and construction of the bridge is provided by others within the time specified herein, the Applicant shall cause the bridge to be designed and constructed and shall pay the other one-half of the cost of design and construction of the aforesaid bridge. There shall be no access to the bridge from Route 123, it being the intent to provide only a connection between Westpark Drive and the existing Tysons Corner Center. The bridge shall be, at the option of Applicant, either dedicated to public use or, if not dedicated to public use, subject to an easement allowing public use.

The commitment of Applicant provided in this paragraph shall terminate five years from date of issuance of a non-residential occupancy permit for the retail center as shown on the referenced Final Development Plan unless right-of-way and sufficient funds for final design of the bridge and approaches shall have been committed prior to the expiration of the five-year period, in which event the obligation of Applicant to cause the bridge to be constructed shall be extended for an additional two years, it being the intent of Applicant that the obligation pursuant to this Paragraph shall terminate seven years from the date of issuance of a non-residential occupancy permit for the retail center portion of this application unless right-of-way and funding are completed and construction commenced within the said seven-year period.

NOTE: Estimated construction cost is \$4,000,000.00 of which one-half is to be paid by Applicant. In the event cost of construction exceeds this estimate, the Applicant shall fund one-half of the construction cost, including engineering and design cost.

3. Upon request of the Fairfax County Board of Supervisors at any time on or after January 1, 1986, and availability of right-of-way without cost to Applicant, Applicant shall provide funding and cause to be designed (if design is not available by others) and constructed the remaining lanes of International Drive necessary to provide a six-lane connection between Westpark Drive and Springhill Road. Applicant shall be reimbursed by Fairfax County for all cost of design and construction, together with interest (at a rate equivalent to the rate on 91-day U.S. Treasury Securities Bonds in effect on the date of issuance of the permit to construct on funds) expended by Applicant, said reimbursement to be paid within five years from the date construction of the referenced segment of International Drive is accepted for public maintenance by the Virginia Department of Highways and Transportation or at such earlier time as the Board of Supervisors may elect.

4. The Floor Area Ratio from the entirety of property of the Applicant which is the subject of the application shall not exceed 1.0.

5. On-site stormwater detention/retention requirements shall be in accordance with applicable Fairfax County Public Facilities Manual criteria.

6. The U.S. Geological Survey at Reston, Virginia, the Smithsonian Institute, Washington, D. C., and the Fairfax County Director of Planning shall be advised at least thirty days prior to excavation on the subject site in areas suspected of containing fossils or artifacts and said agencies shall have a reasonable opportunity to explore said areas, providing explorations shall be conducted promptly and shall not interfere with construction operations. Upon the grant of this zoning application, representatives of the U. S. Geological Survey, the Smithsonian Institute, and Fairfax County shall be permitted to explore the site for the purpose of locating and removing fossils and artifacts, and notice of this provision shall be furnished the aforesaid agencies.

7. Applicant reserves the right to provide and install directional signs in style similar to that of signs which may be utilized in the development of subject property at such points on site as Applicant may deem appropriate for purposes of assuring adequate traffic circulation, providing said signs shall be coordinated with Fairfax County and the Virginia Department of Highways and Transportation prior to installation.

8. A detailed landscape plan shall be submitted with each site plan in substantial accordance with the generalized landscape plan filed with the Final Development Plan. The landscape plan shall include:

A. A uniform high quality design and theme for signage and lighting.

B. A pedestrian and bicycle trail system for passive/active recreation and inter-parcel pedestrian circulation which will be designed to minimize pedestrian/vehicular conflict.

C. Landscaping and selective berming along Tysons Boulevard, International Drive, and Westpark Drive.

D. Plazas of diverse character to serve as focal points for social interaction.

E. Street furniture at appropriate locations along the pedestrian sidewalk/trail system.

F. Landscaping around the detention ponds designed to accent those amenities.

G. Landscaping near office buildings and parking decks to decrease summer heat and winter winds.

9. Deleted.

10. Each reference to "Applicant" in this proffer shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or the developer(s) of the site or any portion of the site.

11. Development of the property which is the subject of this application shall be in conformance with the Conceptual Development Plan and the Final Development Plan.

12. Development of the property shall be in accordance with the conditions set forth in this Proffer dated August 17, 1984, as revised through October 15, 1984.

13. Pursuant to the existing provisions in the Zoning Ordinance of Fairfax County for reduction in parking requirements due to the shared parking characteristics of the proposed mixed-use/multi-use project, the total number of off-street parking spaces to be provided at build-out for Sectors I and II, respectively, shall be as set forth on the Conceptual Development Plan dated August 31, 1984, as revised through October 4, 1984. The number of parking spaces required in the course of construction and occupancy of the several uses prior to total build-out in the aforesaid Sectors shall be based upon the analysis and ratios set forth in the Shared Parking Analysis for the Tysons II Mixed Use Development, prepared by Kellerco, Inc. and dated February 9, 1984, as revised and supplemented through October 4, 1984. Within Sector I and Sector II, respectively, (i) if a retail, hotel, or office use is the first and sole use established, off-street parking shall be provided for that use in accordance with, and without reduction from, ordinance requirements; (ii) once two or more uses are established within either Sector, off-street parking shall be provided for that Sector with reduction from

ordinance requirements in accordance with the following approximate average shared parking ratios established in the aforesaid Kellerco Shared Parking Analysis:

<u>Sector</u>	<u>Combination of Uses</u>	<u>Ratio of Parking Spaces Per 1000 Gross Square Feet</u>
I	Retail/Office/Hotel	2.89
I	Retail/Office	3.23
I	Retail/Hotel	2.64
I	Office/Hotel	2.65
II A.	Hotel/Office/Office	2.24
II B.	Hotel/Hotel/Office	1.60

(iii) the aforesaid notwithstanding, whenever the full retail use (845,741 gross square feet) is constructed in Sector I in combination with the hotel and/or office uses, the number of offstreet parking spaces provided for Sector I will be (a) based upon application of the above ratios, or (b) 4504 parking spaces (or a prorated portion of the 4504 spaces should less than the full retail use be constructed), whichever requirement shall be greater. In the event a single use is established in either Sector, Applicant reserves the right, in order to meet Ordinance parking requirements without reduction and to satisfy its commitment under this proffer, to provide parking on a temporary basis. Once two or more uses are established in Sector I or Sector II, respectively, easements will be recorded to run with the land underlying the respective Sector establishing the right to cross-access parking facilities within such Sector to satisfy the parking requirements set forth herein. Applicant reserves the right to manage and control the flow of parking into the various parking facilities. The total number of offstreet parking spaces for each Sector at build-out shall be that number set forth on the Final Development Plan (Sheet 4, as it relates to Sheet 5, Alternate A).

E-L LAND IMPROVEMENT VENTURE:

HOMART DEVELOPMENT CO., Joint Venturer

By: E. Wayne Angle
E. Wayne Angle
Vice President

TYSONS II DEVELOPMENT CO. LIMITED
PARTNERSHIP, Joint Venturer

By: Theodore N. Lerner
Theodore N. Lerner
Managing General Partner