

## **PROFFERS FOR C-4 AND PDH-40 DISTRICTS**

### **A. Applicable to the C-4 DISTRICT (2.62 ACRES)**

Pursuant to Section 15.2-2303( A) of the 1950 Code of Virginia, as amended, the undersigned applicant and owner proffer the following conditions provided the Board of Supervisors approves SE 98-L-057, and the property is rezoned to the C-4 District as proffered. For the purpose of these proffers, the term "Applicant" refers to Springfield East L.C., its successors or assigns. For the purpose of this Section A, the term "Subject Property" refers to the 2.62 acres that are to be rezoned to the C-4 District. The term "Application Property" refers to the 15.28 acres that contain both the C-4 and PDH-40 portions of the property.

- A-1. **Generalized Development Plan.** Subject to the provisions of Section 18-204 of the Zoning Ordinance, the subject property shall be developed in substantial conformance with the Generalized Development Plan ("GDP"), Sheet 4 of 13, prepared by Dewberry & Davis, revised and last dated June 9, 1999.
- A-2. At such time as development occurs, a freestanding monument sign will be constructed in accordance with Article 12 of the Zoning Ordinance. No pole-mounted business identification sign shall be utilized on this site. Building materials used for the sign will be coordinated with materials used for signage on the C-4 and PDH-40 portions of the Application Property.
- A-3. Between the hotel and multi-family portions of the Application Property, the Applicant proffers to construct a solid masonry wall, a minimum six (6) feet in height, and provide landscaping as generally shown on Sheets 4 and 7 of the GDP/CDP/FDP in the event that the proposed reduction in the transition yard width requirement is granted. Both faces of the wall will be constructed

of materials that will be in keeping with building materials used on the PDH-40 portion of the Application Property. Landscaping within the transition yard between the hotel and the residential uses will meet or exceed requirements as set forth in Article 13 of the Zoning Ordinance for transitional screening yard one.

- A-4. A parking reduction request has been submitted to Fairfax County. In the event that the request is not approved, the Applicant will either provide the required number of parking spaces for the proposed use, or reduce the size of the hotel so as to meet Zoning Ordinance parking requirements, as determined by the Department of Public Works and Environmental Services ("DPWES").
- A-5 The hotel building shall be constructed of architectural materials that are compatible with the adjacent residential buildings, as determined by DPWES.

**B. Applicable to the PDH-40 DISTRICT (12.66 ACRES)**

Pursuant to Section 15.2-2303(A) of the 1950 Code of Virginia, as amended, the undersigned applicant and owners proffer to develop the subject property in accordance with the following conditions provided the Board of Supervisors rezones the subject property to the PDH-40 Zoning District as proffered. For the purpose of these proffers, the term "Applicant" refers to Springfield East L.C., its successors or assigns. For the purpose of this Section B, the term "Subject Property" refers to the 12.66 acres that are to be rezoned to the PDH-40 District. The term "Application Property" refers to the 15.28 acres that contain both the C-4 and PDH-40 portions of the property.

- B-1. **Conceptual/Final Development Plan.** Subject to the provisions of Section 16-403 of the Zoning Ordinance, which provides for minor modifications, development of the property shall be in conformance with the plan entitled "Conceptual/Final Development Plan ("CDP/FDP")", prepared by Dewberry & Davis, revised as of June 9, 1999.

B-2. **Final Development Plan Amendment.** Notwithstanding, the CDP/FDP is presented on one sheet and said CDP/FDP is the subject of Proffer B-1 above. The CDP shall constitute the entire plan relative to the points of access, the total number, type and maximum height of units, minimum distance of units from the periphery of the subject property, and general location of residential lots and common open space areas. The Applicant shall have the option to request Final Development Plan Amendments ("FDPA") from the Planning Commission for portions of the Plan in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

B-3. **Noise Attenuation.** With reference to the Franconia-Springfield Parkway, the Applicant shall provide the following noise attenuation measures to achieve a maximum interior noise level of 45 dBA Ldn:

- a. All buildings that are designed to house residents and located within 740 feet of the centerline of the eastbound lanes of the Franconia-Springfield Parkway impacted by highway noise having levels between 65 and 70 dBA Ldn, shall have the following acoustical attributes:
  - (1) Exterior walls will have a laboratory sound transmission class ("STC") of at least 39.
  - (2) Doors and windows will have a laboratory STC of at least 28. If windows constitute more than twenty (20) percent of any facade, they shall have the same laboratory STC rating as walls.
  - (3) Adequate measures to seal and caulk between surfaces will be provided.
- b. All buildings that are designed to house residents and located within 230 feet of the centerline of the eastbound lanes of the Franconia-Springfield Parkway impacted by highway noise

having levels between 70 and 75 dBA Ldn shall have the following acoustical attributes:

- (1) Exterior walls shall have a laboratory sound transmission classification ("STC") rating of at least 45.
- (2) Doors and windows shall have a laboratory STC rating of at least 37. If windows constitute more than twenty (20) percent of any facade, they shall have the same laboratory STC rating as walls.
- (3) Adequate measures to seal and caulk between surfaces will be provided.

- c. As an alternative to "a" or "b" above, the Applicant may elect to have a refined acoustical analysis performed, subject to approval of the DPWES, to verify or amend the noise levels and impact areas set forth above and/or to determine which units/buildings may have sufficient shielding to permit a reduction in the mitigation measures prescribed above.

**B-4. Recreational Facilities/Amenities.** The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreational facilities by providing the following facilities as shown on the CDP/FDP.

- a. One (1) swimming pool
- b. Clubhouse with fitness center
- c. One (1) tot lot
- d. One (1) play area
- e. One (1) multi-purpose court (half-court)

The proposed tot lot will be developed in accordance with the provisions of Section 2-0209.1F of the Public Facilities Manual (types of playground equipment for tot lots). Benches and a trash receptacle will also be located in the tot lot area.

The proposed play area will be designed for children aged six (6) to twelve (12) years. Equipment for the area will be selected from among the following: slides, swings, horizontal bars, climbers, ramps, balance beams, and play structures. Benches and a trash receptacle will also be provided in the play area.

The proposed half court multi-purpose court will be surfaced to permit roller blades and skateboards. Benches and a trash receptacle will be provided in the area.

In the event that completion of these facilities does not meet the requirements of Section 6-110, the Applicant shall contribute the balance of the monetary requirement to the Fairfax County Park Authority at the time of site plan approval, for use on nearby County recreational facilities. In addition, the Applicant shall also contribute \$108,711.00 to the Fairfax County Park Authority for off-site recreational improvements. The off-site recreation contribution shall be utilized for recreational facilities in Hooes Road Park.

B-5. **Landscaping.** Landscaping will be provided generally as shown on Sheets 10 and 11 of the CDP/FDP. A two (2) foot wide grass landscape strip will be provided between the parking lot and sidewalk that runs along the front of the multi-family units. See Sheet 7 of the CDP/FDP.

B-6 **Architecture/Phasing.** The architectural style of proposed residential units will be as generally portrayed on Sheet 12 of the CDP/FDP, subject to refinements made during final engineering and architectural design. Similar architectural materials shall be used on all sides of the buildings. Enclosed balconies or sun rooms will be included only on the northern face of the garden buildings along the northern perimeter of the site.

A building permit for the eight (8) story building on the site shall be obtained prior to the issuance of a Residential Use Permit ("RUP") for the third, four (4) story building.

- B-7. **Swimming Pool Discharge.** All waste water resulting from the cleaning and draining of the pool located on the site shall contain a minimum dissolved oxygen concentration of 4.0 milligrams per liter prior to discharge. The Applicant shall neutralize pool waters to PH from 6.0 to 9.0 prior to discharge. Sufficient amounts of lime or soda ash shall be added to achieve a PH of approximately equal to that of the receiving stream. If the water being discharged from the pool is discolored or contains a high level of suspended solids that could effect the clarity of the receiving stream, it shall be allowed to stand so that most of the solids settle prior to being discharged.
- B-8. **Signage.** Signage will be coordinated throughout the residential area. Signage type, location, and size will be as generally shown on Sheets 3, 5 and 7 of the CDP/FDP, subject to adjustments made during final design.

Appropriate signage will be placed at the northwestern entrance of the multi-family area to discourage non-residents from entering the gated community at that location. The sign(s) will state "Residents Only Entrance" and will be visible from the road so as to deter non-resident traffic.

C. **Applicable to both the C-4 and the PDH-40 Districts**

For the purpose of these proffers, the term "Applicant" refers to Springfield East, L.C., its successors or assigns. For the purpose of this Section C, the term "Application Property" refers to the 15.28 acres containing both the C-4 and PDH-40 portions of the property.

**Transportation**

- C-1. **Shuttle Bus.** Prior to issuance of the one hundredth (100th) RUP unit, and for the benefit of the residents, hotel guests and employees of all uses on the Application Property, the Applicant shall either (1) provide, operate, and maintain shuttle bus services or (2) participate in an area Transportation Management Association ("TMA") that provides shuttle bus service between the property and

the Franconia-Springfield Transportation Center. At a minimum, the service shall be available at ten (10) minute intervals during morning peak hour (7:00 a.m. to 8:30 a.m.) and evening peak hour (5:00 p.m. to 6:30 p.m.) periods (excluding Saturdays, Sundays and national holidays). The shuttle bus shall also operate on weekdays during off-peak hours and on weekends and holidays on a schedule appropriate for passenger needs. The shuttle bus shall be a "body-on-chassis" or equivalent design, sized to accommodate peak hour ridership under the schedule proffered herein.

If shuttle bus service is provided by the Applicant, it shall continue to be provided by the Applicant for a period of two (2) years from the date on which the one hundredth (100th) RUP is issued, unless a shuttle bus service is provided in lieu of the Applicant's shuttle bus service by an area TMA before the expiration of said two (2) years. If shuttle bus service is available through an area TMA, the Applicant shall join the TMA and pay for participating on an appropriate pro rata basis for a period of two (2) years from the date on which the one hundredth (100th) RUP is issued.

At the conclusion of this two (2) year period, the Applicant shall establish and transfer all administrative tasks of operating the shuttle service or participating in the TMA that have not already been transferred, to a management entity authorized to coordinate transportation management for the residential/non-residential uses on the Application Property. Written notification of the creation of the management entity and the name and address of the representative of the entity shall be provided to the Fairfax County Department of Transportation and to the Department of Planning and Zoning. The management entity will be financially responsible for shuttle service operations and for implementing equitable assessment procedures. In the event that an area TMA is being used to provide this shuttle service, the management entity for the residential/non-residential uses on the Application Property will continue to participate in the TMA for the benefit of residential/non-residential users on the Application Property. The management entity may also permit other properties within Land Unit D-1 (as

defined in the Comprehensive Plan) to participate in the shuttle service, so long as new members pay their pro rata shares of the applicable assessments.

The initial management entity will be management of the multi-family rental portion of the property. As additional users develop on-site, management responsibilities for the shuttle will be transferred to an Owners Association comprised of property owners within the Application Property. The Owners Association's Board of Directors will be financially responsible for providing the shuttle service operations, and for implementing equitable assessment procedures.

In the event that the multi-family portion of the development is converted to condominium ownership, the Applicant shall include provisions in the Declaration of Covenants, Conditions and Restrictions to provide for homeowners' association ("HOA") dues assessments and/or user fees to be allocated to the cost of continued operation and maintenance of the shuttle service and shall disclose this obligation to all prospective home buyers in the HOA documents.

In the event that public transportation via a connector bus service or some other mode of public transportation is developed which renders provision of shuttle service unnecessary, then the shuttle bus will not be required and the requirements of this proffer shall be null and void. This determination will be made by the Fairfax County Department of Transportation and the Lee District supervisor.

**C-2. Access from Loisdale Road.**

- a. If not already accomplished by VDOT as part of the ongoing initial construction on Loisdale Road, the northbound approach on Loisdale road at the site entrance to the Application Property will be restriped to two (2) northbound lanes. The

outside second northbound lane will function as a combination through/right turn lane.

- b. The Applicant shall provide public street access and a sidewalk from Loisdale Road to the Application Property in accordance with VDOT standards and as generally shown on the GDP/CDP/FDP.
- c. Consolidated access to said public street will be coordinated with the owner of Tax Map Parcel 90-2 ((1)) 57.
- d. A temporary turnaround at the end of the public right-of-way extending from Loisdale Road to the Application Property, built to state standards, will be constructed within the public right-of-way, if required by VDOT.

C-3. **Signalization.** Funding for the full cost of a traffic signal at the site's entrance from Loisdale Road shall be escrowed with the County prior to site plan approval. If warranted, this signal shall be installed by the Applicant at the request of Fairfax County or VDOT prior to final bond release for the proposed hotel. If the signal is not warranted at that time, the funds shall be released to the County for the future installation of that signal and the funds increased to cover the full cost of the signal at that time.

C-4. **Boulevard.** The Applicant proposes to construct its principal access road as a half-section of an ultimate four (4) lane divided, boulevard-type street. The street will be constructed as generally shown on the GDP/CDP/FDP so as to meet right-of-way, pavement width and pavement construction standards for a one-half section of a TS-2 multi-lane street with curb and gutter as set forth in the Public Facilities Manual. A sidewalk will also be constructed as shown. The improvements will be placed in a fifty-one (51) foot public access easement and reserved for future dedication in fee simple and at no cost upon demand by VDOT or Fairfax County to facilitate the road's eventual use as half of a public street.

Should Springfield Metro Center I (RZ/FDP 1998-LE-006/SE 1998-L-057) and Springfield Metro Center II (RZ 1998-LE-064/SE 1998-L-058) be completed prior to the redevelopment of Parcel 57, then prior to the release of the final bonds on Springfield Metro Center I and Springfield Metro Center II, the Applicant will post a cash escrow or letter of credit in an amount determined by DPWES, using standard bonding estimates to offset the cost of the following improvements by others:

- a. Construction of a half section of a TS-2 standard road across Parcel 57 to connect with existing road segments on the Application Property;
- b. Removal of pavement deemed no longer necessary for the road on the Application Property; and
- c. Reseeding that portion of the Application Property which was the former road.

See Exhibit 1 to the Proffers ("Off-site Road Improvement Illustrative"), attached.

It is envisioned that the remaining portion of the boulevard is to be constructed by others on the adjacent property to the south, Tax Map 90-2 ((1)) Parcel 57, at such time as the property redevelops.

The Applicant will use best efforts in working with VDOT to incorporate its portion of the boulevard into the public street system. In the event that this road is not accepted for state maintenance, a property owners' association comprised of the owners of land accessing said road (Tax Map 90-2 ((1)) Parcels 56, 58A, 58B, and 59A) will be established by the Applicant to assess maintenance fees and to contract to meet maintenance requirements. Should the multi-family portion of the Application Property be converted to condominium ownership, the obligation for bearing a pro rata cost for road maintenance shall be disclosed to all prospective home buyers. The Applicant shall include provisions in

the Declaration of Covenants, Conditions and Restrictions to allow for HOA dues assessments to be allocated to the cost of road maintenance and shall disclose this obligation to all prospective home buyers in the HOA documents.

- C-5. **Future Access to the Public Boulevard.** At such time as the site's principal access road is constructed as a four (4) lane divided, public boulevard as herein envisioned, the northwestern entrance to the multi-family area will be limited to right turns in and out only. Appropriate signage will be placed at the entrance to prohibit turning movements.
- C-6. The Applicant will dedicate to the Fairfax County Board of Supervisors in fee simple right-of-way for, and construct one-half (1/2) of a four (4) lane undivided road along the southeastern boundary between the site's principal access road and the existing railroad right-of-way as generally shown on Sheet 3 of the CDP/FDP.
- C-7. **Access Road Turnaround.** The principal access road shall be terminated in a temporary cul-de-sac on Parcel 58A which is controlled by the Applicant and shown on the GDP/CDP/FDP. This temporary turnaround may be revised or eliminated as part of the development of this adjacent property, subject to VDOT approval.

**Other**

- C-8. **Maximum FAR.** The combined floor area of residential and hotel uses will not exceed an FAR of 0.7.
- C-9. The pattern of landscaping established within the ten (10) foot landscape strip adjacent to the principal access road shall be extended northwestward off-site, within the existing easement and public right-of-way, as generally shown on the GDP/CDP/FDP, provided the adjacent property owner grants permission. The Applicant shall diligently seek permission from said adjacent

property owner. If permission is not obtained, the Applicant shall provide documentation of its diligent efforts to DPWES.

- C-10. **Pedestrian Circulation.** Subject to receiving the necessary easement from the owner of Parcel 60, the Applicant shall construct a pedestrian walkway from the Application Property across Parcel 60 to the Franconia/Springfield Metro Station. As a part of the walkway construction, shade tree plantings and light poles will be installed pursuant to a plan approved by DPWES, except as may be limited along the existing stormwater management dam.
- a. The Applicant will diligently pursue efforts to obtain the necessary easement from Washington Metropolitan Area Transit Authority ("WMATA") to construct this pedestrian walkway prior to issuance of the first Residential Use Permit ("RUP") for the Subject Property.
  - b. Should an easement not be obtained by the time the Applicant is ready for site plan approval, the Applicant will post a bond or cash escrow prior to site plan approval to cover the cost of the walkway improvements.
  - c. Prior to posting said bond or cash escrow, the Applicant shall provide documentation to DPWES of said diligent efforts to obtain said easement. After posting said bond or cash escrow, the Applicant will, nevertheless, continue its diligent pursuit of the easement approval, seeking to obtain a definitive response from WMATA prior to issuance of the one hundredth (100th) residential use permit on the site. Until a definitive response is obtained from WMATA, the Applicant shall provide quarterly reports to the Department of Planning and Zoning documenting its diligent efforts. These quarterly reports shall be provided within the first week of each of the following months: January, April, July and October. Said quarterly reports shall, in each case, provide updated documentation of the Applicant's continuing efforts to obtain the easement. Said quarterly

reports shall continue until a definitive response is received from WMATA.

- d. The amount of the bond or cash escrow for said improvements shall be estimated by the Applicant's engineers using County bond estimate amounts and subject to approval of DPWES.
- e. Should the easement be obtained from WMATA within three (3) months after site plan approval, said walkway improvements shall be installed by the Applicant prior to issuance of the first RUP.
- f. Should the easement not be obtained within three (3) months after site plan approval, the Applicant will nevertheless diligently complete construction of the walkway improvements after the easement is obtained.
- g. When the walkway improvements are installed and approved by the County, the performance bond or the escrow, as the case may be, shall be canceled and returned to the Applicant with accrued interest from the escrow, if applicable.

Further, and subject to receiving any necessary permission and/or easement from the owner of Tax Map 90-2 ((1)) Parcel 57, the Applicant shall provide a pedestrian connection between the Application Property and the trail located adjacent to the Franconia/Springfield Parkway.

- C-11. **Stormwater Management.** Stormwater management ("SWM") and Best Management Practices ("BMP's") for the Application Property (i.e., the 15.28 acres) shall be provided in accordance with the requirements of the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance as approved by DPWES. At this time, the Applicant intends to apply for a waiver of on-site SWM/BMP's with DPWES in order to utilize the off-site regional SWM/BMP facility located on the Joseph Alexander Transit Center property. SWM/BMPs may also be provided on-site in a location

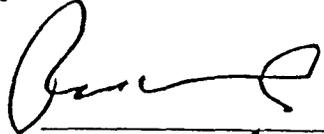
and manner acceptable to DPWES. In the event a waiver for SWM/BMP's is not approved by DPWES, a Proffered Condition Amendment ("PCA") or a Final Development Plan Amendment ("FDPA") application may be necessary if on-site SWM/BMP's affects the layout so that the layout is not in substantial conformance with the CDP/FDP.

- C-12. Monument foundations for entrance signs shall be brick-faced.
- C-13. Aluminum siding shall not be utilized on any building.
- C-14. Animal waste from household pets shall be collected and disposed of in accordance with County ordinance requirements. To this end, trash receptacles shall be placed at strategic locations on-site to facilitate disposal.
- C-15. The landscaped open space areas shall be planted, where practicable, with vegetation that is designed to enhance the quality of stormwater runoff.
- C-16. **Counterparts.** These proffers may be executed in one or more counterparts, each of one when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.

(Signatures on the following page)

**Applicant/Contract Purchaser**

Springfield East L.C.  
by KSI Services Inc.

By:   
Title: President

**Owner Tax Map Reference 90-2 ((1))  
Parcels 5, 6, 58A & 59A**

Hydro Conduit Corporation

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

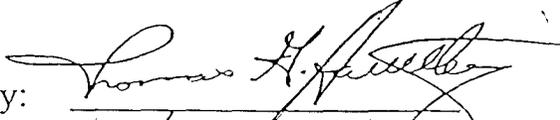
**Applicant/Contract Purchaser**

Springfield East L.C.  
by KSI Services Inc.

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

**Owner Tax Map Reference 90-2 ((1))  
Parcels 5, 6, 58A & 59A**

Hydro Conduit Corporation

By:   
Title: CFO/SECRETARY