

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

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 VDH&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 of, 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).

H-L LAND IMPROVEMENT VENTURE:

HOMART DEVELOPMENT CO., Joint Venturer

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

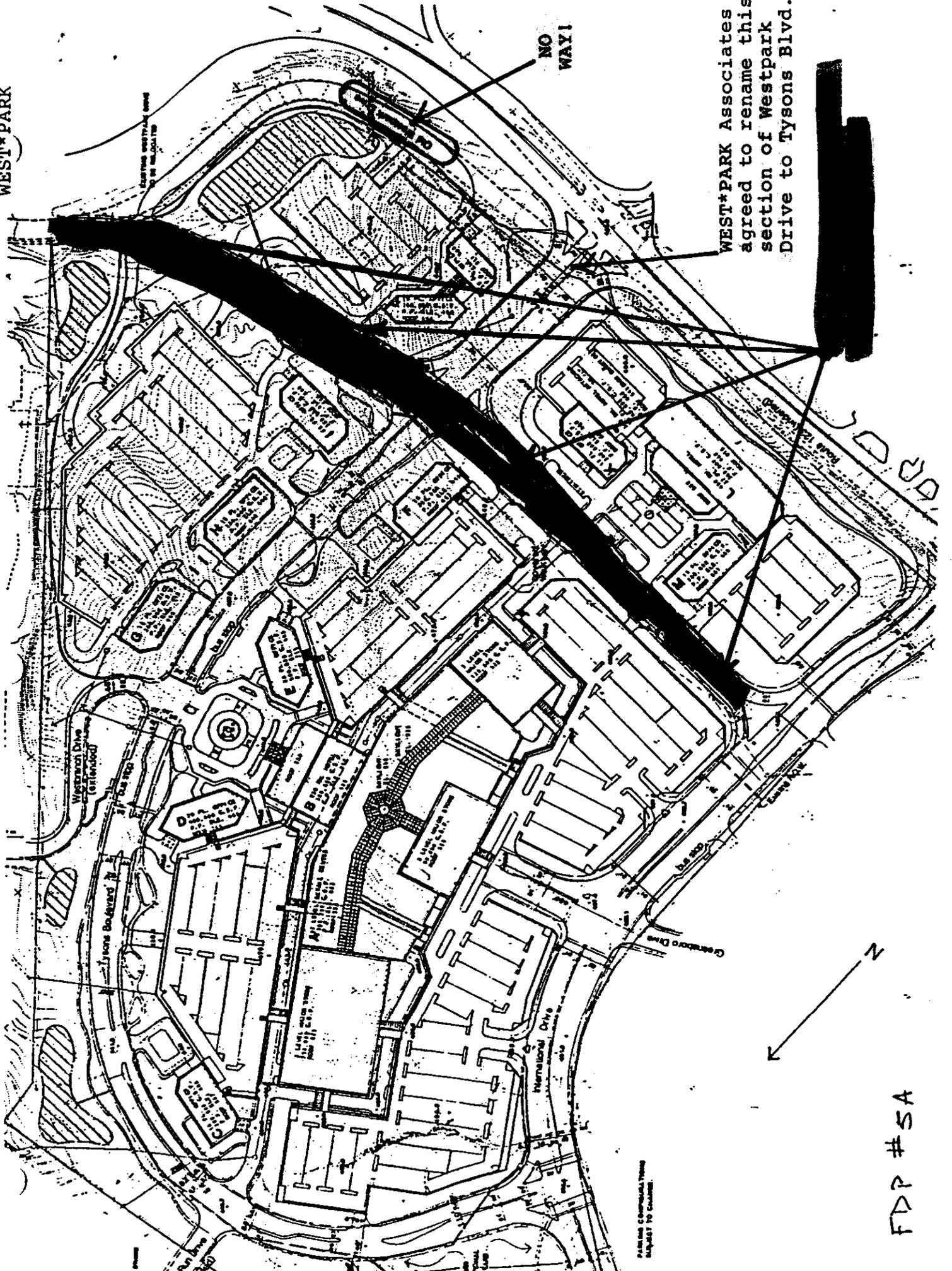
TYSONS II DEVELOPMENT CO. LIMITED
PARTNERSHIP, Joint Venturer

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

WEST*PARK

NO
WAY!

WEST*PARK Associates
agreed to rename this
section of Westpark
Drive to Tysons Blvd.



FDP # SA

PLEASE CONSULT THE
DRAWING TO CORRECT