

## PROFFERS

OCT 5 1990

RZ 88-D-005

October 3, 1990

ZONING EVALUATION DIVISION

Pursuant to 15.1-491(a) of the Code of Virginia, 1950 as amended, and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended) ("ZO"), subject to the Board of Supervisors' approval of the requested rezoning to the C-3 zoning district, Applicants (West\*Mac Associates Limited Partnership, WEST\*PARK Associates Limited Partnership, Washington Hall Corporation, and NMTBA) and their successors and assigns (hereinafter "Applicants") hereby proffer to the following conditions. If this rezoning application is approved, the proffered conditions described below supersede all previously approved proffered conditions applicable to the property. The property (hereinafter referred to as the "Subject Property") consists of approximately 199.48 acres. The word "Applicants" shall be used when proffers relate to the Subject Property in its entirety. Any future modification(s) to these proffers which affect only a specific building or land area may be approved by the Board of Supervisors upon application for a proffered condition amendment by the individual owner of the specific building or land area without amending this entire proffer statement.

I. Generalized Development Plan ("GDP"). The location of buildings shown on the GDP dated September 5, 1990 shall be considered for illustrative purposes only. Specific tabulations for floor area ratios, green space, parking, and final location

of proposed buildings and parking structures shall be determined at the time of site plan review and approval. At time of each site plan submission, a copy of the site plan shall be submitted to the Fairfax County Planning Commission for review for conformance with these proffers. The GDP is not proffered in its entirety, but certain elements of the GDP as specifically described below are proffered.

A. Floor Area Ratios ("FAR"). The total FAR on the 199.48 acre Subject Property for office and accessory uses (as defined in the ZO) shall not exceed 0.54 FAR. Individual sites within the gross tract area may exceed 0.54 FAR, but under no circumstances will the cumulative FAR of the Subject Property exceed 0.54 FAR. No individual building shall exceed 1.0 FAR.

B. Building Height. All buildings, with the exception of those Buildings 19, 20, and 30 as shown on the GDP, shall not exceed 75 feet in height and 45 degree angle of bulk plane as defined in the Fairfax County Zoning Ordinance. Buildings 19, 20, and 30 shall not exceed 90 feet in height and 25 degree angle of bulk plane as defined in the Fairfax County Zoning Ordinance.

C. Setbacks from the Dulles Access Road. Applicants shall adhere to the building and parking structure setbacks shown on the GDP in that area abutting the Dulles Access Road access ramp right-of-way and along the remainder of the property line east of the ramp right-of-way and abutting the Dulles Access Road. After the final location of the on-site roadway for Buildings 26, 27,

28 and 29 is determined, the buffer area within the setback shall consist of existing trees when possible or plantings of native trees, at a minimum size of 4"-6" in caliper at a minimum density of one per 20 linear feet of Dulles Access Road frontage. This proffer is not applicable to Outparcel A, as defined in subsequent paragraph H.

D. Landscaping. Future building sites shall be landscaped using a mix of shade, ornamental and evergreen trees (6 to 8 feet in height at time of planting) of a quantity and species consistent with existing WEST\*PARK landscaping and as generally illustrated on sheet 6 of 6 of the GDP. All landscaping plans submitted at time of site plan submission shall be reviewed and approved by the County Arborist.

E. Transitional Screening and Barrier. Applicants shall provide transitional screening and barrier along north side of Jones Branch Drive from the centerline of Park Run Drive west to the east side of the Springhill/International/Jones Branch Drive intersection consistent with Transitional Screening and Barrier Modification No. 9055 dated November 23, 1987 and its referenced landscape plan dated November 18, 1987 by Huntley, Nyce and Associates, but excluding the frontage of Outparcel A. The said modification amends the barrier and yard width to 10 - 15 feet and provides for a combination of save area and supplemental planting. Transitional screening and barrier for Building 30 shall be in conformance with Proffer H.2 on Page 6.

F. Trail Systems. In lieu of the trail system as shown on the County-wide trails plan, continuous four-foot wide concrete sidewalks along all public street frontages shall be provided with each site plan submittal and installed prior to issuance of the first non-residential use permit for any building subject to an approved site plan showing sidewalk within the Subject Property. Applicants shall coordinate trail/sidewalk connections with adjacent properties in the locations as shown on the GDP.

G. Storm Water Management.

1. Applicants shall provide both existing and future storm water management facilities in conformance with Public Facilities Manual standards to serve the entire Subject Property, as approved by Department of Environmental Management ("DEM") and Department of Public Works ("DPW").

2. Water Quality. Subject to the approval of DPW and DEM at time of site plan review and approval of Building 24 or 25, whichever is earlier, and unless otherwise waived, Pond C as shown on the GDP shall be designed as a wet pond Best Management Practice ("BMP") and storm water detention facility equivalent to Water Supply Protection Overlay District ("WSPOD") standards. Applicants shall preserve (i.e. leave in its natural state) the area contiguous to Pond C shown as "SAVE" area on the GDP. An additional buffer area contiguous to the "SAVE" area shall be provided as shown and noted on the GDP. The existing storm drainage easement shall be adjusted to accommodate Pond C.

3. Oil/Grit Separators. The existing riser structure within Pond C as shown on the GDP shall be modified or replaced

to provide an oil/grit separator. The location, design and type of such device shall be at the sole discretion of the Applicants, but subject to reasonable review and approved by DEM and/or DPW at time of site plan review and approval of Building 24 or 25, whichever is earlier.

4. Oil/grit separators shall also be provided in conjunction with site plans for future parking structures for Buildings 19, 20, 23, 24 and 25.

5. Oil/grit separators as defined in 3 and 4 above shall be designed in harmony with the methods recommended in Chapter 8 of the 1987 Metropolitan Washington Council of Governments (COG) document entitled Controlling Urban Runoff: A Practical Manual for Planning and Designing Urban BMP's or with other methods approved by DEM. The oil/grit separator(s) shall be cleaned via vacuum pumping in accord with Section 8.8 of the aforementioned COG documents, at least two (2) times per year or as requested by DEM not to exceed four (4) times per year. The qualifications of the maintenance operator shall be reviewed and approved by the appropriate Fairfax County agency as determined by DEM. Oil/grit separator maintenance records shall be kept on-site and shall be made available to County officials upon request. In order to facilitate a possible County study of the effectiveness and maintenance needs of oil/grit separators, access to the property shall be provided upon request from the County.

H. Environmental Quality Corridor (EQC).

1. Applicants shall preserve in an undisturbed state the EQC as generally depicted on the GDP subject to the

following. The EQC may be crossed by utilities, roadways, and trails in a manner that will minimize disturbance in the EQC. Any disturbed areas will be re-vegetated as approved by the County Arborist. In the event that clearing and grading is required within the EQC area, the disturbed area shall be re-vegetated by ground cover and re-forested by trees pursuant to Section 12-04037A of the Public Facilities Manual. The area preserved as the EQC buffer shall be deemed to satisfy transitional screening and barrier requirements in the areas where the EQC and transitional screening yards coincide.

2. EQC west of West\*Mac Phase V (Building 30). Applicants will provide, subject to these proffers, by easement or dedication not later than the time of site plan approval for Building 30, an area equal to at least twelve and one-half percent (12.5%) of the Building 30 property (consisting of 13.5453 acres), consisting of a natural buffer strip extending at least 25 feet in width from the common property line between the Lincoln property and the Building 30 property commencing at the property corner immediately north of the Westpark Drive right-of-way and ending at the property corner immediately west of the Park Run Drive right-of-way conditioned upon the waiver of any transitional yard, barrier, and screening requirements between the two parcels.

3. EQC between Building 26 and Building 28. Applicants shall prohibit any construction within the conservation/storm drainage easement recorded at Deed Book 6927 at page 249 and

generally shown on the GDP, except minor construction as provided for in the easement document (utility crossing, trails, maintenance, etc.) shall be installed so as to minimize disturbance. Applicants agree to identify and mark archaeological site 44FX1348 contained within the Conservation Easement. If site is to be impacted by any future construction, Applicants shall contact the Environmental and Heritage Resources Branch of the Office of Comprehensive Planning 30 days prior to commencement of construction activity to determine whether a Phase II archaeological study is necessary.

I. Limits of Clearing and Grading. Applicants shall use best efforts to adhere to the general limits of clearing and grading as shown on the GDP. Actual limits of clearing and grading shall be determined at time of site plan review and approval. Any major difference between limits of clearing and grading on the GDP and site plan is subject to approval by County Arborist.

II. Noise Attenuation. Applicants agree to limit interior noise level to 50 dBA Ldn in all future buildings located within the area impacted by highway noise having levels between 70 dBA Ldn and 75 dBA Ldn. Applicants agree to provide acoustical treatment for all new structures located within 940 feet from the centerline of Dulles Access Road and within 210 feet from the centerline of International Drive. Applicants agree to treat all new buildings, other than parking structures and unoccupied accessory buildings (i.e. generator enclosures, mechanical

equipment buildings, etc.), with the following acoustical attributes:

- o Exterior walls shall have a laboratory sound transmission class (STC) of at least 39.
- o Doors and windows shall have an STC rating of at least 28. If windows are fixed and serve as walls, they shall have same rating as specified for exterior walls.
- o Adequate measures to seal and caulk surfaces will be provided.

**III. Transportation Proffers.**

A. Destination Station. Prior to December 31, 1990, subject to County approval of a subdivision plat, Applicants agree to dedicate and convey in fee simple to the Board of Supervisors a 4.2 acre parcel of land (hereinafter referred to as "Outparcel A") as depicted on the GDP subject to the following conditions:

1. Recordation of a restrictive covenant in a form similar to Exhibit A for Outparcel A. Said covenant shall limit the use of Outparcel A to a bus destination station, kiss and ride lot, or mass transit facility. Further, covenant shall specifically preclude the use of the site as a general or commercial parking lot.

2. The Applicants shall provide post-development storm water detention for Outparcel A up to but not exceeding the volume of the original design computation level as indicated on

6796-DS-01-1 as approved on March 25, 1988 associated with Outparcel A.

3. Upon conveyance of Outparcel A to the Board of Supervisors, any necessary approvals for Outparcel A for uses described in I.1 above shall not require Applicants to file a special exception or proffered condition amendment on Subject Property.

4. Dedication of Outparcel A shall be deemed to be subject to an advanced dedication and reservation of density pursuant to Paragraph 5 of Article 2-308 for 128,065 square feet (4.2 acres x 43,560 x 0.69 FAR) and such density credit will be included and may be used in FAR calculations for any buildings or sites within the 199.48 acre application.

5. Provision of a 25-foot wide transitional screening yard and barrier situated entirely upon Outparcel A along the eastern side of Outparcel A to buffer the Destination Station from the West\*Mac project.

6. The extent of this obligation extends solely to the 4.2 acre site shown on the GDP inclusive of any future right-of-way or easement dedications.

7. Upon conveyance of Outparcel A, Applicants shall provide Fairfax County funds not to exceed \$100,000.00 for an architectural and engineering design of the Destination Station.

B. Tysons Corner Area Wide Transportation Contribution.

1. Applicants shall contribute to Fairfax County \$2.85

per FAR square foot (gross floor area, excluding cellar) with the following exceptions:

- o All existing buildings shall be exempt from \$2.85 payment to the extent that there is no increase in FAR square feet (gross floor area, excluding cellar) above the area shown in "Floor Area Computation" Table appearing on sheet 5 of 6 in the GDP dated September 5, 1990.

- o Building 18 as shown on the GDP which is 139,474 FAR square feet.

- o West\*Mac Buildings 26, 27, 28, 29, and 30 inclusive comprising 1,460,259 gross square feet on 48.5115 acres of land area.

The \$2.85 per square foot, as increased by escalations to the Engineering News Record, Construction Cost Index from the date of rezoning approval, shall be paid directly to the County of Fairfax at issuance of building permits for the applicable building area and shall be used for Tysons Corner Area Wide Transportation Improvements in order of the following priorities as determined by the Board of Supervisors:

- o Destination Station on Outparcel A.
- o Additional toll lanes and toll booths on the Dulles Access Road.
- o Metrorail or Dartrail design and development.

2. Applicants shall contribute \$7,500.00 per acre in lieu of \$2.85 square feet described in III.B.1 above for Tysons Corner Area Wide Transportation Fund improvements upon issuance

of building permit for Building 30 or within five (5) years of the date of the Board's approval of this rezoning application, whichever first occurs. Said contribution shall not exceed \$101,625.00 (\$7,500.00 x 13.5 acres).

Applicants have previously paid \$232,500.00 (\$7,500.00 x 31 acres) for Buildings 26, 27, 28, 29 and Outparcel A. Therefore, Buildings 26, 27, 28, 29 and any density credit for Outparcel A (Destination Station 4.2 acres) shall be exempt from \$2.85 per square foot contribution as outlined in paragraph III.B.1 above.

C. Signalization. Applicants shall design and escrow funds, as determined by Virginia Department of Transportation ("VDOT"), for traffic signal equipment and installation at the intersection of Park Run Drive and Jones Branch Drive and at the intersection of Park Run Drive and Westpark Drive, subject to the approval of VDOT. The traffic signal design and escrow at the intersection of Park Run Drive and Jones Branch Drive shall be provided when necessary warrants are met as determined by VDOT, or by December 31, 1993, or at time of issuance of non-residential use permits for Building 27, 28 or 29, whichever is earlier. The traffic signal design and escrow at Park Run Drive and Westpark Drive shall be provided when necessary warrants are met as determined by VDOT or at time of issuance of non-residential use permit for Building 30, or December 31, 1995, whichever is earlier.

D. Jones Branch Drive Improvements. Upon request from Fairfax County or at time of site plan submission for Building 27 or 29, whichever is earlier, Applicants shall dedicate and convey

in fee simple to the Board of Supervisors right-of-way along the property's Jones Branch Drive frontage of a sufficient width to provide an additional lane on the north side of the westbound approach of existing Jones Branch Drive from Park Run Drive to the east side of Springhill Road/International Drive intersection. Any dedication of land associated with this proffer shall be deemed to constitute an advance dedication with reservation of density pursuant to Article 2-308, Paragraph 5 of the Zoning Ordinance. Applicants shall construct the additional lane within the dedicated right-of-way as above described as follows: Applicants shall submit plans for the additional lane at the time of site plan submission for Building 27, 28 or 29, but no later than December 31, 1991. Applicants shall substantially complete construction sufficient to open for traffic within six months of approval of plans and issuance of permits and shall open roadway to traffic upon receipt of appropriate DEM and VDOT approvals to do so. In the event that Fairfax County elects to construct the additional lane, Applicants shall reimburse the County for the cost of construction not to exceed \$30,000.00 and payable to the Tysons Corner Area Wide Transportation Fund within six months of VDOT acceptance of the road for maintenance.

E. Transportation System Management.

1. Within six months of approval of this rezoning, Applicants shall prepare in coordination with the Office of Transportation ("OT") a Draft Transportation Management Program

("TSM Program") that attempts to reduce vehicular trips by 20% in the Tysons Quadrangle. After mutual agreement of the Draft TSM Program by OT and Applicants, Applicants shall prepare and OT and Applicants shall mutually agree on a Final TSM program consistent with Draft TSM Program. The Final TSM Program shall be implemented on a schedule mutually acceptable to Applicants and OT, but commence no later than eighteen months of the date of approval of this rezoning.

2. Applicants shall contribute \$270,000.00 to implement the Final TSM Program and said funds shall be distributed by the Applicants in accordance with a mutually agreed to Funds Distribution Program that shall be an integral part of the Final TSM Program.

3. Applicants shall provide OT with an evaluation of the Final TSM Program at the end of the third and sixth calendar years of the program to determine whether adjustments are necessary to the TSM Program. If OT and/or Applicants determine adjustments are necessary, Applicants shall implement adjustments subject to the limitations of the \$270,000.00 fund.

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West\*Mac Associates Limited Partnership

By: Federal Home Loan Mortgage Corporation  
General Partner

By: Maxine B. Stokes  
Maxine B. Stokes  
Vice President, Administration  
and Corporate Properties

WEST\*PARK Associates Limited Partnership

By: Southfork Corporation  
General Partner

By: Charles B. Ewing, Jr.  
Charles B. Ewing, Jr.  
President

Washington Hall Corporation

By: Anthony B. Kuklin  
Anthony B. Kuklin  
Vice President

NMTBA

By: Albert W. Moore  
Albert W. Moore  
President