

PCA 88-D-005-5

July 18, 2002

Pursuant to 15.2-2203A 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 Proffered Condition Amendment ("PCA"), the Applicants, WEST*GROUP PROPERTIES LLC, WEST*PARK Associates Limited Partnership, West*Mac Associates Limited Partnership, The Association for Manufacturing Technology (AMT), and Gannett Co., Inc., their successors and assigns, reaffirm Proffers dated August 23, 1995, a copy of which is attached as Exhibit A, which shall remain in full force and effect except as amended by Proffers dated February 26, 1999 (attached as Exhibit B) and Proffers dated June 21, 1999 (attached as Exhibit C) and New Proffer as follows:

New Proffer: Deletion of Land Bay "A-6". The Property identified as Tax Map Reference 29-4((7))A3, known as Land Bay "A-6", consisting of approximately 13.5453 acres of land is hereby removed and deleted from rezoning application 88-D-005 and all subsequent proffered amendments thereto, such that the proffered conditions associated with RZ 88-D-005, as amended, shall be of no further force and effect with respect to such property.

I. Generalized Development Plan ("GDP"). The location of buildings shown on the GDP dated September 5, 1990 and revised on October 4, 1994 and August 15, 1995 and February 23, 1999, April 12, 1999, and July 16, 2002 shall be considered for illustrative purposes only. Specific tabulations for floor area ratios, open space, parking, and final location of proposed buildings and parking structures shall be determined at the time of site plan review and approval. At the time of each site plan submission, a copy of the site plan shall be submitted to the Providence District Planning Commissioner for review and comment. The GDP is not proffered in its entirety, but certain elements of the GDP as specifically defined and described below are proffered.

A. Floor Area Ratios ("FAR"). The total FAR on the 185.9369 acre Gross Tract Area (as defined below) for all uses permitted in the C-3 Zoning District by right shall not exceed 0.58

FAR or 4,707,292 of non-residential square feet. The implementation of Density Transfer from Sub Unit L-4, defined herein, is described in definition of Land Bay A. However, individual Building Sites (as defined below) within each Land Bay may exceed a 1.0 FAR.

Definitions:

Gross Tract Area shall be defined as the total FAR on the 175.9408 acres of land plus the 5.7961 acres of land previously dedicated to public use or right-of-way, plus the 4.2 acres of land dedicated for the Destination Station, totaling 185,9369 acres for density computation purposes.

Building Site shall be defined as the land associated with a building(s), parking and/or parking structure(s), open space and accessory structures as shown on the "site plan."

Land Bays shall be defined as follows (and shown on the GDP):

- Land Bay A-1, A-2, A-3, A-4, and A-5 and collectively referred to as Land Bay A (consisting of 106.2768 acres of land and 1.9788 acres of land of previously dedicated right-of-way, for a total of 108.2556 acres of land for density calculation purposes). It is further understood that the total gross floor area of 1,900,674 square feet attributed to this land bay includes 503,223 square feet from Tax Map Parcel 29-4((7)) B (Sub Unit L-4) as-built site plan pursuant to definition of Density Transfer as defined in Proffers dated August 23, 1995. It is further understood that the total gross floor area of 2,305,011 square feet attributed to this land bay shall include 102,349 square feet of additional floor area beyond that approved pursuant to PCA 88-D-005-2.

Density Transfer. Pursuant to the Alternative Land Use Heading in the Tysons Corner Urban Center Addendum to the Comprehensive Plan for Fairfax County (the "Plan") and Land Unit Recommendations for Land Unit L, Sub Unit L-4, the Applicant shall be entitled to transfer a maximum of 508,247 square feet of non-residential floor area from Tax Map 29-4((7))B (Sub Unit L-4 of the Plan) to the portion of Sub Units L-1 and L-3 defined as the 110.4235 acre Land Bay A as described herein. Such floor area shall transfer to the 110.4235 acre Land Bay A of WEST*PARK at the time the site plan for the residential development approved under RZ 95-P-011 is secured by the posting of a Bond and Agreement with the Director of Environmental Management. Upon the posting of such Bond and Agreement, the density shall transfer and building permits for the transferred non-residential development may be issued. Upon bonding of the residential

site plan, WEST*PARK Associates shall have a maximum total of 2,207,686 square feet of non-residential floor area associated with Land Bay A.

The exact amount of non-residential floor area to be transferred from Sub Unit L-4 to Land Bay A shall be based on the amount of gross floor area for all residential buildings, exclusive of cellars, outside balconies which do not project more than six feet beyond the exterior wall of the buildings, parking structures, above and below grade, unconditioned breezeways and corridors, covered garages and roof top mechanical structures, but inclusive of community uses such as the clubhouse and leasing offices shown on the bonded site plan for the residential development allowed by RZ-95-P-011 subject to the following formula:

$$(698,688 \text{ square feet}) - (A \times 0.33) = B; \text{ where:}$$

- 698,688 square feet equals the planned non-residential intensity as calculated for Sub Unit L-4 in the Plan based on a 0.8 FAR on 20.0496 acres of land, including previously dedicated Park Run Drive;
- A equals square feet of residential use as shown on an approved site plan;
- 0.33 equals the conversion factor in accordance with Alternative Land Use recommendations in the Comprehensive Plan which requires the non-residential intensity of the property that is to be transferred to be reduced by one-third of the approved residential square footage; and
- B equals non-residential square feet to be transferred to WEST*PARK 110.4235 acre Land Bay A as defined herein.

Illustration based on preliminary estimates of residential floor area as shown on the FDP (actual residential floor area to be determined at site plan).

$$698,688 \text{ minus } (661,000 \times 0.33) \text{ equals } 478,355 \text{ square feet; where:}$$

- A equals 661,000 square feet (gross floor area proposed for residential use), and
- B equals 478,355 square feet, but not to exceed 508,247 square feet of non-residential intensity to be transferred to Land Bay A.

In the event the as-built site plan (a DEM prerequisite to bond release) indicates the actual floor area of residential development is less than that shown on the initial bonded site plan, then additional density created by the difference between the initial

bonded site plan and the as-built site plan may be transferred to WEST*PARK Land Bay A. However, in no circumstance shall the total density transfer exceed 508,247 square feet nor shall the total non-residential FAR for Lands Bays A, B, C, D and E (Plan reference Sub Units L-1 and L-3) exceed 5,200,000 square feet as prescribed in the "Option without Rail" Land Use recommendation for Sub Units L-1 and L-3 in the Plan.

- Land Bay B (consisting of 1.8366 acres)
- Land Bay C (consisting of 8.7000 acres) has been incorporated into Land Bay A-1.
- Land Bay D-1 and D-2 (consisting of 37.8177 acres of land and 8.0173 acres for land dedicated for public use and right-of-way, for a total of 45.8350 acres of land for density calculation purposes; and
- Land Bay E (consisting of 30.0097 acres notwithstanding that said total land area may be subdivided into two (2) or more lots of record, with one (1) lot consisting of approximately 5.0 acres containing only a stormwater management facility). It is further understood that the entire amount of gross floor area (1,307,223 square feet attributed to this land bay) may be located on the remaining +/- 25 acres of the site, notwithstanding the fact that this may result in an FAR that exceeds 1.0 when calculated only on the +/- 25 acres.

Sub Units L-1 and L-3 is the Tysons Corner Urban Plan definition of the area equivalent to the Gross Tract Area minus Land Bay A-6 (consisting of 13.5453 acres) as defined herein.

Sub Unit L-4 is the Tysons Corner Urban Plan definition of Tax Map Parcel 29-4((7)) B and is further described as the residential land associated with the density transfer element of Land Bay A herein. Sub Unit L-4 is not part of the Gross Tract Area as defined herein.

I.B. Bulk Regulations – No Change.

1. Height – No change

a) – No change

b) – No change

c) - No change

2. No change

I.C. Setbacks from the Dulles Airport Access Road (DAAR) – No change

I.D. Landscaping – No change

I.E. Transitional Screening and Barrier

1. No change
2. No change +
3. Deleted
4. No change
5. No change

I.F. Trail Systems – No change

I.G. Storm Water Management

1. Land Bays D-1, D-2 and A-6. Storm Water Management (SWM) and Best Management Practices (BMP) have been reviewed, approved and constructed for this area pursuant to a Plan entitled West*Mac Storm Drainage Study 6796-D-01 approved by DEM on March 25, 1988. Other requirements, if any, shall be in accordance with applicable County ordinances as approved by the Department of Public Works and Environmental Services (“DPWES”).

I.G.2 – No change

I.G.3 – No change

I.H. Conservation Storm Drainage Easement – No change

I.I. Limits of Clearing and Grading, Private Open Space, Storm Drainage, Conservation Easements and/or Minor Flood Plain Easements – No change.

1, 2, 3 – No change

I.J. Private Open Space. The GDP shows certain areas designated as Private Open Space within Land Bays A-1, A-2, A-3, and D-1. This Private Open Space is generally consistent with Private Open Space indicated in the Tysons Corner Master Plan as adopted by the Board of Supervisors on June 27, 1994. The Private Open Space shall be kept in a natural state and may include passive and active recreational uses, undisturbed natural areas, wooded areas, water bodies, water courses, including SWM and BMP facilities, lawn and landscaped areas and other similar or natural features designed and arranged to produce an aesthetically pleasing effect within the Land Bay(s). The Private Open Space shall be set aside for the use and enjoyment of the Applicants. The Private Open Space shall not be dedicated as public lands and shall remain in the ownership of the Applicants. Where Private Open Space and Transitional Screening and Barrier yards coincide, the Private Open Space shall be deemed as meeting the Transitional Screening and Barrier requirements. Any area disturbed in the Private Open Space shall be

replaced pursuant to Proffer I.1, except in the case where SWM/BMP's are constructed within the Private Open Space. Where SWM/BMP construction occurs, Proffer I.1 or 2 shall not be required.

II. Treatment of Cellar Space – No change

III. Noise Attenuation – No change

IV.A Destination Station – No change

1,2,3,4,5,6,7 – No change

IV.B Tysons Corner Area Wide Transportation Contribution – No change

1,2,3 No change

IV.C Signalization – No change

IV.D Jones Branch Drive Improvements – No change

IV.E Transportation System Management – No change

V. Contract Purchaser – No Change

VI. Counterparts – No change

WEST*GROUP PROPERTIES LLC (Owner of Land Bay A)

G.T. Halpin
G. T. Halpin, President

WEST*PARK Associates Limited Partnership (Owner of Tax Map 29-2((15))A8)

G.T. Halpin
G. T. Halpin, General Partner

West*Mac Associates Limited Partnership (Owner of Land Bays D-1 and D-2)

By: Federal Home Loan Mortgage Corporation

General Partner

By:

William J. Menda

Vice President, Administration and Corporate Properties

The Association for Manufacturing Technology (AMT) (Owner of Land Bay B)

Don F. Carlson

Don F. Carlson, President

Gannett Co., Inc. (owner of Land Bay E)

Gracia C. Martore, Sr. Vice President

West*Mac Associates Limited Partnership (Owner of Land Bays D-1 and D-2)
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Gracia C. Martore, Sr. Vice President