

PROFFERS/DEVELOPMENT CONDITIONS

FDPA 86-W-001-1
CDPA 86-W-001-2
PCA 86-W-001-2
RZ 86-P-089

July 25, 1988

Pursuant to Section 15.1-491(a), Code of Virginia, 1950 edition, as amended, subject to the Board of Supervisors' approval of the rezoning Conceptual Development Plan Amendment and Final Development Plan Amendment and Proffered Condition Amendment permitting 1,024,014 gross square feet of Government Center use, 1,414,592 gross square feet of commercial/office and 733,180 gross square feet of residential uses, Applicant proffers to the following development conditions:

A. LAND USE

1. The maximum Gross Floor Area (GFA) for the entire 217.64 acre site shall be 3,171,786 gross square feet which is approximately a 0.3347 FAR, with approximate FARs of the following: (a) 0.43 in Land Bay A which is 642,926 square feet, (b) 0.54 in Land Bay B which is 771,666 square feet, (c) 0.2 in Land Bay C which is 1,024,014 square feet, and (d) 0.33 in Land Bay D which is 733,180 square feet. The subject property shall be developed in conformance with the Conceptual Development Plan Amendment and Final Development Plan Amendment (CDPA/FDPA) revised through June 24, 1988, prepared by William H. Gordon Associates, and the Illustrative Landscape Plans dated May 23, 1988 as revised through June 24, 1988, prepared by Land Design Research, Inc.

2. Rezoning and PCA/CDPA/FDPA for Land Bays A and C are contingent upon acquisition of the Ballard Place right of way. If the state does not convey said right of way, a PCA/CDPA/FDPA shall be required as determined by the Zoning Administrator.

3. In accordance with the Fairfax County Zoning Ordinance, heights of buildings shall be in conformance with the heights as shown on the CDPA/FDPA with no portion of any building exceeding approximately 120 feet. Heights shall be consistent with the table titled "Summary of Building Heights for Land Bay A & B" as shown on the FDPA for heights and Land Bays A and B.

Consistent with the Fairfax County Zoning Ordinance, mechanical penthouses shall be permitted on the 120 foot office buildings in Land Bays A and B provided they meet the following standards as determined by DEM:

o They comprise less than twenty-five percent (25%) of the roof area of the building.

o Said mechanical penthouses do not exceed 20 feet in height.

o Said mechanical penthouses are located in the middle of the building.

o Said mechanical penthouses are architecturally clad with materials of a texture and color compatible with materials of the building upon which they are situated.

3. All Final Development Plan Amendments for the site shall be the subject of public hearings before the Planning Commission and the Board of Supervisors and subject to final approval by the Board of Supervisors.

4. All FDP Amendments shall be in general accordance with the Fairfax Center Area design criteria.

5. All signage other than that required by VDOT for the subject property shall be addressed through a Comprehensive Signage Plan pursuant to Section 12-210 of the Zoning Ordinance subject to public hearing and approval by the Board of Supervisors.

6. An indoor recreation center consisting of approximately 9,550 gross square feet for County employee use shall be provided within Land Bay C, and a day care center for County employee use shall be provided in Land Bay B (Building B-3) and shall be opened prior to or concurrent with the occupancy of Phase I of the Government Center.

7. The day care center for County employee use located in building B-3 shall consist of approximately 7,100 net square feet and will be designed for up to 100 children and 22 staff members. Normal hours of operation for this center will not exceed 6:30 a.m. to 6:30 p.m. An outside play area as required by Article 9-309 of the Fairfax County Zoning Ordinance shall consist of 2,000 square feet and shall be enclosed by a fence composed of material that is architecturally compatible with the building facade. The play area will contain an interior fence, subdividing the space into two distinct play areas. No more than 20 children shall utilize the total play area at any one time.

8. Other than the child care center in B3, Board approval of a Special Exception or FDPA shall be required for establishment of any additional child care centers or nursery schools.

9. Sufficient Gross Floor Area (GFA) shall be reserved for development of a cultural center for the public sector

portion of this development, in conformance with the use limitations of the PDC District.

10. In the event that the Board of Supervisors amends the requirement for parking in the Fairfax County Zoning Ordinance, the Applicant may, as permitted by the Zoning Administrator, provide the lesser amount of parking between the approved Plan and the amended Ordinance, without the necessity of legislative approval or any further amendments to this Development Plan.

B. RESIDENTIAL

1. Energy conservation measures similar to the Virginia Power Energy Savers Program shall be provided for the residential units.

2. Garages may not be converted into living space or to any use other than for the parking of vehicles. A covenant setting forth this use restriction shall be recorded among the Fairfax County Land records prior to the sale of any lots. The covenant shall run to the benefit of the homeowners' association and to Fairfax County and shall be approved prior to recordation by the County Attorney. Each initial residential sales contract shall expressly contain this use restriction.

3. Recreational amenity facilities for Land Bay D shall consist of at least a community center, swimming pool, two tennis courts, tot lots, and trail systems as shown on the CDPA/FDPA, and shall be available for use by the issuance date for the 300th residential use permit for the residential component. All owners and residents within Land Bay D shall be provided equal access to all recreational facilities within Land Bay D.

4. Memberships to the community center including pool and tennis courts within Land Bay D shall be limited to the owners and residents of the multifamily units and single family attached units in Land Bay D. There shall be a single "umbrella" homeowners' association established for the purpose of owning and operating the community center, including the pool and tennis courts. All residents and owners within Land Bay D shall be members. The cost of operating these facilities shall be incorporated as part of the rental fee for multifamily units, and shall be incorporated as part of the homeowners' association fee for the single-family attached units. Any multifamily apartments which are converted from rental units to condominiums shall also have incorporated, as part of the condominium association fees, the pool membership fees.

5. The swimming pool as shown on the CDPA/FDPA in Land Bay D shall be subject to the following conditions:

- a) Construction in conformance with Fairfax County's "Environmental Safeguards for the Construction and Operation of Swimming Pools".
- b) The minimum enclosed area devoted to the pool shall be 4,500 square feet.
- c) Pool hours shall not exceed from 8:00 a.m. to 9:00 p.m.
- d) The maximum number of employees shall be 15.
- e) A Soil Survey shall be completed prior to pool construction and shall be submitted to DEM for review and approval. If highwater table soils or unstable soils resulting from uncompacted fill, resource removal or any other circumstance resulting in instability are found in the immediate vicinity, then the pool shall be engineered and constructed to insure pool stability as determined by DEM. Any pool having a maximum depth in excess of 3 feet is required to have a hydrostatic relief valve.

A procedure shall be established as approved by DEM to insure that pool waters are properly neutralized prior to being discharged during draining or cleaning operations. The recommended method involves adding sufficient amounts of lime or soda ash to the acid cleaning solution to achieve a pH approximately equal to that of the receiving stream. In addition, the standard for dissolved oxygen shall be attained prior to the release of pool waters. This requires a minimum concentration of 4.0 milligrams per liter. If the water being discharged from the pool is discolored or contains a high level of suspended solids that could affect the clarity of the receiving stream, the water shall be allowed to stand so that most of the solids settle out prior to discharge.

- f) Eighteen parking spaces shall be provided for the community center/swimming pool, as shown on the CDPA/FDPA.
- g) After hour pool parties shall be limited to weekends and holidays.

6. At least fifteen percent (15%) (90 units) of the total residential units will be offered at rental rates which are affordable by households with incomes of seventy-five percent (75%) of the Washington, D.C. SMA median household income, as published and adjusted periodically by the U.S. Department of Housing and Urban Development, for a minimum period of twelve (12) years from the date of issuance of the first residential use permit for each of these units.

Residential Use Permits shall not be issued until the said units are approved for occupancy. This obligation shall be met regardless of whether the multifamily portion is developed as rental or condominium. Garden apartment units shall be utilized to fulfill the requirements of this proffer. Applicant shall submit a written report to Fairfax County on an annual basis showing the status of compliance with this proffer. These annual reports shall cease upon full compliance with this proffer.

7. The "Interparcel Access" shown on the CDPA/FDPA between Land Bays C and D shall be deleted. Instead, a public access easement between Land Bays C and D shall be recorded in the land records of Fairfax County by the applicant no later than at the time of site plan approval of Land Bay D. This easement shall be reviewed and approved by the County Attorney prior to recordation.

C. SANITARY SEWER

1. On-site sanitary sewer easements to serve adjacent properties shall be provided by Applicant where determined appropriate by the Director of DEM.

2. The Applicant or successors in interest shall replace all sanitary sewer lines determined by DEM to be inadequate as a result of the proposed development at the time sewer availability charges for the proposed development are paid.

D. STORMWATER MANAGEMENT

1. Best Management Practices (BMPs) equivalent to WSPOD standards shall be provided for the entire 217 acre site, as determined by DEM.

2. Maintenance access to stormwater management facilities shown on the CDPA/FDPA shall be provided with 15 feet of clearing including a ten foot (10') wide asphalt paved trail subject to the necessary maintenance easement agreements.

3. As determined by DEM, the permanent pool BMP ponds in both Land Bay A and Land Bay B shall exhibit innovative techniques in stormwater management through the employment of aeration devices. Such aeration devices shall be designed and engineered so as to avoid stagnation within the ponds, and to achieve, the State Water Control Board water quality standards for dissolved oxygen, pH, and temperature for Class III non-tidal waters within the coastal and piedmont zones of Virginia.

4. The Stormwater Management Pond located in Land Bay A shall be designed as a regional facility subject to approval of DPW and DEM.

E. ENVIRONMENTAL

1. Landscaping shall be provided in conformance with the landscaping plan dated May 23, 1988, as revised through June 24, 1988 titled "Illustrative Landscape Plan" prepared by LDR, subject to the approval of the County Arborist.

2.(a) The following landscaped buffers shall be provided:

o A minimum of 110 feet wide along the southern boundary of Land Bay B,

o A minimum of 100 feet wide along the southwestern boundary of Land Bay C, between 50 to 250 feet wide along the northwestern side of Land Bay D (north of the Government Center Parkway),

o A minimum of a 80 feet wide west of the Route 29 access road,

o A minimum of 35-50 feet wide along the southern boundary of Land Bay D parallel to Route 29,

o A minimum of 25' wide along the western side of Land Bay A shall be provided.

(b) Noise attenuation berms, as shown on CDPA/FDPA sections, shall be located along southern boundary of Land Bays B and C and western and southern boundaries of Land Bay D. The said noise attenuation berms shall be designed to achieve exterior noise standard of 65 dBA Ldn as referred to in Proffer F. where deemed necessary by DEM, as shown on CDPA/FDPA sections. These buffers shall be landscaped and bermed in accordance with the Illustrative Landscape Plan dated May 23, 1988 as revised through June 24, 1988 and pertinent cross-sections prepared by LDR as approved by the County Arborist, in consultation with the Fairfax County Water Authority with regard to water easements. Street and parking lot encroachment within this buffer shall not be permitted.

3. If at the time of the final engineering of the site, utilities must be located within landscaped areas of parking lots within Land Bay C, as determined by DEM, alternate landscaped areas shall be provided within the parking lot or the utilities shall be relocated to provide a minimum of (8%) interior parking lot landscaping, subject to approval by the Director of DEM.

4. Prior to any blasting activity on the subject property, Applicant shall, at its sole expense, make well inspections and make results of the inspections available to the adjacent land owners. In the event that the County Health Department determines that off-site domestic wells

fail or are unusable due to decrease of infiltration or contamination related to the development of the application property up to a period of five years after the development is completed, as evidenced by issuance of the first non-rup for the last building in Land Bay B, the Applicant and/or successors in interest to Land Bay B shall take corrective action to resolve the off-site well problem, including repair of the affected well(s), redrilling of affected well(s), connection to a public water supply or other such remedy that is appropriate to the character and extent of the well failure(s). The Applicant and/or successors in interest to Land Bay B shall determine the most appropriate remedy or corrective action, subject to approval by the County Health Department. This condition shall apply to those neighborhoods and dwellings within the area between West Ox Road on the west, Route 29 on the south, I-66 on the north, and the Difficult Run Stream Valley on the east, including those neighborhoods known as Dixie Hills, Legato Acres, and Centennial Hills.

5. In the event that any septic system in the residential community to the south of Land Bays B and C fails as a result of the development of the application property, the Applicant and/or successors in interest to Land Bay B will either repair or replace the existing septic system if approved by the Health Department, or alternatively, connect the affected property to the public sewer system. Applicant shall request that the County Health Department provide a baseline study of the present septic system conditions, within 60 days of said request.

6. Development shall conform to the limits of clearing and grading as shown on the CDPA/FDPA dated May 16, 1988 as revised through June 24, 1988. A sewer line location and tree preservation plan shall be submitted at the time of site plan review for approval by the County Arborist for all sewer lines to be located within the Environmental Quality Corridor (EQC) and within all other tree preservation areas shown on the CDPA/FDPA. The County Arborist and Director of DEM shall have approval authority over the clearing and grading necessary for the locations of all sewer lines. Applicant shall take precautions deemed necessary by DEM and County Arborist in locating said line to minimize disturbance of existing trees.

7. All other utilities, trails, and other public improvements as required by Fairfax County located in the EQCs and within all other tree preservation areas shown on the CDPA/FDPA shall also be reviewed and approved to insure minimal disruption of EQC and tree save areas as determined by the County Arborist. Or, the owner shall provide a forest management plan developed by a consulting Arborist or urban forester that addresses these issues and is subject to the review and approval by the County Arborist. Such reviews and

approvals shall be obtained from the County Arborist and the Director of DEM prior to any land disturbing activities.

8. The EQC areas and the wooded slope open space areas on Land Bay D shown on the CDPA/FDPA dated May 16, 1988 as revised through June 24, 1988, as tree preservation areas within the stream valley, shall be dedicated in fee simple to Board of Supervisors as public open space. Said dedication shall include those facilities shown as stormwater management facilities within the same area, but shall not include tot lot areas. A dedication line shall be provided upon site plan approval on the construction plan which delineates those areas as described above. The dedication line shall comply with the limits of clearing and grading as shown on the FDPA subject to minor modifications as may be permitted in paragraph 4 of Section 16-403 of the Fairfax County Zoning Ordinance. Acreage for that dedicated portion shall be applied to computations of density for Land Bay D.

9. All open space within the single family attached unit area of Land Bay D which is not subject to Proffer E.8 shall be included within a site plan for the attached units and shall be dedicated to the future homeowners' association for Land Bay D. All such other open space within the multifamily area of Land Bay D shall be owned by a condominium unit owners' association in the event of a condominium conversion.

10. For the top deck of the parking structures in Land Bays A and B, a mix of evergreen and deciduous trees shall be provided in planters at the end of each double row. Foundation planting that provides an effective year-round screen of the entire south side of parking deck P1 from Interstate 66 shall be provided subject to County Arborist approval.

11. "Naturalized" plantings and buffers, as presented on the Illustrative Landscape Plan, shall be subject to County Arborist approval.

12. All dumpsters shall be effectively screened from view as determined by the County Arborist.

13. In Land Bay B, the applicant shall preserve stands of high quality vegetation, if grading and site distance requirements reasonably permit, as determined by the County Arborist.

F. NOISE ATTENUATION

1. For those residential areas within 200 feet from centerline of the Government Center Parkway and those areas within 375-1,180 feet from centerline of Lee Highway (Route 29) the following highway noise mitigation measures shall be implemented as determined by DEM:

a) In order to achieve a maximum interior noise level of 45 dBA Ldn in all units located within that area impacted by highway noise having levels between 65 and 70 dBA Ldn, all units within this impacted area shall have the following acoustical attributes:

- i. Exterior walls shall have a laboratory Sound Transmission Class (STC) of at least 39.
- ii. Doors and windows shall have a laboratory STC of at least 28. If "windows" function as the walls, then they shall have the STC specified for exterior walls.
- iii. Adequate measures to seal and caulk between surfaces shall be provided.

b) In order to achieve a maximum exterior noise level of 65 dBA Ldn, noise attenuation structures such as acoustical fencing, walls, earthen berms or combinations thereof, shall be provided for those outdoor recreation areas including rear yards, unshielded by topography or built structures. If acoustical fencing or walls are used, they shall be architecturally solid from ground up with no gaps or openings. The structure employed must be of sufficient height to adequately shield the impacted area from the source of the noise.

2. For residential areas within 375 feet from centerline of Lee Highway (Route 29) the following noise mitigation measures shall be implemented as determined by DEM:

a) In order to achieve a maximum interior noise level of 45 dBA Ldn in all units located within the above area impacted by highway having levels between 70 and 75 dBA Ldn, all units within this impacted area shall have the following acoustical attributes:

- i. Exterior walls shall have a laboratory STC of at least 45.
- ii. Doors and windows shall have a laboratory STC of at least 37. If "windows" function as the walls, then they shall have the STC specified for exterior walls.

iii. Adequate measures to seal and caulk between surfaces shall be provided.

b) In order to achieve a maximum exterior noise level of 65 dBA Ldn, noise attenuation structures such as acoustical fencing, walls, earthen berms, or combinations thereof shall be provided for those outdoor recreation areas including rear yards, unshielded by topography or built structures. If acoustical fencing or walls are used, they shall be architecturally solid from ground up with no gaps or openings. The structure employed shall be of sufficient height to adequately shield the impact area from the source of the noise.

c) STC shall be interpreted to mean "as determined by an acoustical expert" acceptable to the Director of the Office of Comprehensive Planning.

3. At the applicant's option, applicant may do one of the following which will mitigate the exterior noise impacts from Lee Highway as stated above:

a) If the applicant elects to use a wall or a combination wall and berm to mitigate exterior noise impacts along the Route 29 frontage of Land Bay D, then the wall shall be of attractive and high quality brick or masonry construction in accordance with Zoning Ordinance requirements. Tree save areas and/or supplemental landscaping shall be provided between such wall and the Route 29 right of way line subject to County Arborist approval.

b) The applicant shall provide acoustically solid fencing flush to the ground without gaps as determined by DEM at the following locations:

- i. Southwest corner of Garden Apartment Building I.
- ii. South rear of Garden Apartment Building II.
- iii. Front of Garden Apartment Building III.
- iv. Southwest corner of Garden Apartment Building IV.
- v. South side of Garden Apartment tennis courts unless applicant demonstrates otherwise as determined by DEM in consultation with the Office of Comprehensive Planning.

G. TRAILS

1. Trails shall be provided in accordance with both the County Wide Trails Plan and the Fairfax Center Area Non-motorized Circulation Plan. Pedestrian circulation by way of trails/sidewalks, shall be provided within land bays, between land bays, and from developed areas to the major open space areas as shown on CDPA/FDPA including:

a) An eight foot (8') wide bike trail along the subject property's northern side of the subconnector road and on the bridge over I-66.

b) An eight foot (8') wide trail along the subject property's Route 29 frontage.

c) A ten foot (10') wide easement for a trail along Land Bay A's Fair Lakes Parkway frontage.

2. Within each land bay, bicycle parking facilities equating to five percent (5%) of the total provided parking shall be provided in a safe and accessible location.

3. If permitted by VDOT and the Fairfax Office of Transportation, the Applicant shall provide a pedestrian crossing with pedestrian activated signal across the Government Center Parkway as it separates Land Bay D. The purpose of the said signal will be to provide safe access to the recreational facilities located on the south side of the Government Center Parkway.

H. TRANSPORTATION

1. Contributions to the Fairfax Center Area Road Fund shall be made in accordance with the Procedural Guidelines adopted by the Board of Supervisors on November 22, 1982, as revised, and as may be revised in the future. Credit will be received as credits are permitted by the Adopted Procedural Guidelines.

2. The following road improvements involving Route 29 shall be provided:

a) Right of way measured approximately (52) feet and (63) feet where turn lanes are provided, from the existing physical roadway centerline of Route 29 shall be dedicated along the subject property's Route 29 frontage or as determined by VDOT.

b) The construction of an additional westbound through lane along the frontage of the property shall be completed with face of curb set 44 feet from the existing physical roadway centerline of Route 29 or as determined by VDOT.

c) The construction of right turn deceleration lane shall be completed along westbound Route 29 into the entrances of Land Bay D, generally as shown on the FDPA.

d) The construction of the westernmost access point shall be completed and located approximately 800 feet east of the existing Route 29 crossover at Holly Avenue, generally as shown on the CDPA/FDPA.

e) The construction of the intersection at the westernmost access point shall be completed with left turn lanes, generally as shown on the CDPA/FDPA, at two locations:

i. One left turn lane inbound to the site from eastbound Route 29.

ii. Two left turn lanes outbound from the site to eastbound Route 29.

f) A traffic signal shall be provided by the Applicant or its successors in interest to Land Bay B at the westernmost crossover of Route 29 at the request of and subject to the approval of VDOT.

g) The easternmost access point on Route 29 for Land Bay D is temporary only. Applicant or its successors in interest to Land Bay D shall close said access point upon completion of the following roadway improvements:

- i. The subconnector road east of Land Bay D between the Government Center Parkway and Route 29.
- ii. The Government Center Parkway connection to the subconnector road east of Land Bay D.
- iii. The interparcel access through the adjacent property southeast of Land Bay D to the Government Center Parkway.

h) The construction of the temporary easternmost access point shall be completed with channelized entrance to provide for a right turn inbound to the site from eastbound Route 29 and a right turn outbound from the site into the site from westbound Route 29.

3. The following road improvements involving the east-west subconnector road shall be provided:

a) A four lane divided subconnector road shall be built from the southern property line of RZ 84-P-101 to north of I-66 with a transition to six lanes at I-66. The bridge across I-66 shall be six lanes traversing Land Bay B to the connection with Government Center Parkway just northeast of Land Bay B generally as shown on the FDPA.

b) A two lane section of the subconnector road with 27 feet of pavement including curb and gutter with face of curb set 35 feet from the proposed centerline shall be built from the intersection of the Government Center Parkway just northeast of Land Bay B to that point where the subconnector turns to cross the northeastern corner of Land Bay C at the EQC, as shown on the CDPA/FDPA. A four lane divided portion to the subconnector shall be built in this northeastern corner of Land Bay C, generally as show on the CDPA/FDPA. The relationship between the centerline and the face of curb, which would not change the 27 feet of pavement, may be altered to accommodate a wider than standard median to be constructed by others.

c) The subconnector bridge shall be built to accommodate six (6), eleven (11) foot wide lanes of vehicular traffic; a four (4) foot wide median and an eight (8) foot wide bicycle path. The bridge will span ten (10), twelve (12) foot wide I-66 travel lanes; three (3), twelve (12) foot wide HOV lanes; and four (4), twelve (12) foot wide lanes for an improved Random Hills

Road; except that the bridge will span three (3) twelve (12) foot wide lanes for an improved Random Hills Road if required by final bridge design or the placement of bridge supports. The use of a three (3) lane section will be subject to final approval of the Fairfax County

Department of Environmental Management (DEM) and the Virginia Department of Transportation (VDOT). The construction costs of bridging I-66 shall be seventy-five percent (75%) creditable against the Fairfax Center Area Road Fund construction.

The Interstate 66 bridge shall be designed and constructed subject to the approval of both VDOT and FWHA.

d) The construction of two (2) right turn deceleration lanes along the eastbound subconnector shall be provided at the intersection with the Government Center Parkway just northeast of Land Bay B.

e) Sufficient off-site right of way shall be acquired and dedicated to the Board of Supervisors in fee simple for the ultimate Comprehensive Plan designation of a six lane divided subconnector and its bridging of I-66 between the portion of the subconnector previously committed as part of the Centennial Development Plan and the subconnector's intersection with the Government Center Parkway just northeast of Land Bay B. In the event the applicants or successors are unable to obtain the necessary right of way, the County will be requested to acquire the right of way and grading easements by means of its condemnation powers at the applicant's expense. Right of way measuring 90 feet shall be dedicated to the Board of Supervisors in fee simple in order to accommodate the subconnector east of the Government Center Parkway, generally as shown the FDPA.

4. The following road improvements involving the Government Center Parkway as shown on the CDPA/FDPA shall be provided as shown on the CDPA/FDPA:

a) Construction shall be completed on the Government Center Parkway as follows:

i. A seven (7) lane divided roadway within 110 feet of dedicated right of way with 90 feet of pavement and a 4 foot wide median between the intersection of the subconnector road just northeast of Land Bay B and the first entrance into Land Bay B.

ii. A four to six lane divided roadway within 110 feet of dedicated right of way with 54 to 78 feet of pavement including gutter pans and a 4 to 16 foot

median shown on the CDPA/FDPA between the northernmost entrance into Land Bay B and the southernmost entrance into Land Bay C.

iii. A six lane divided roadway within 110 feet of dedicated right of way with 78 feet of pavement and a 16 foot wide median between the southernmost entrance into Land Bay C and the intersection of the Route 29 access road.

iv. A four lane divided roadway within 110 feet of dedicated right of way within 66 to 78 feet of pavement including gutter pans and a 4 foot median as shown on the FDPA between the intersection of Route 29 access road and the eastern property line of Land Bay D.

b) The construction of turn lanes on the Government Center Parkway shall be provided at all entrances on and off of the Parkway as shown on the CDPA/FDPA as approved by DEM. Deceleration lanes will be provided at median breaks to provide for U-turns where there are no left turns.

5. The following road improvements involving Legato Road/Random Hills Road shall be provided:

a) Right of way measured approximately 27 feet from existing centerline of Legato Road shall be dedicated prior to site plan approval for any portion of Land Bay B.

b) The construction of road widening improvements with 52 feet of pavement including gutter pans with face of curb set 26 feet from centerline of existing pavement shall be completed prior to issuance of non-rups of any portion of Land Bay B.

c) The necessary right of way shall be dedicated at time of site plan approval for any portion of Land Bay B for a cul-de-sac on Legato Road in the southwest corner of Land Bay B, as shown on the CDPA/FDPA. The actual construction of the cul-de-sac will be performed and funded by others. Applicant shall design Legato Road along its frontage of Land Bay "B" and Geometric Design shall meet VDOT requirements. If a 3 lane section on Legato Road is deemed necessary by VDOT due to horizontal and vertical clearance of the bridge, applicant shall only be required to only build a 3 lane section in that area.

d) The construction of road widening improvements for Legato Road/Random Hills Road to a 4 lane undivided roadway within 54 feet of right of way with 52 feet of

pavement will extend through the entire frontage of the property along these roads; except that a 3 lane undivided roadway within the existing I-66 right of way with 40 feet of pavement and appropriate transitions will be constructed under the proposed East-West Subconnector bridge if required by final bridge design or the placement of bridge supports or high occupancy vehicle (HOV) on Route I-66. The use of a three (3) lane section will be subject to final review and approval of the Fairfax County DEM and VDOT.

6. The following road improvements involving the Legato Road access road shall be provided by the Applicant:

a) Right of way measuring 80 feet shall be dedicated and the construction of 64 feet of pavement including gutter pans for the roadway connecting Legato Road and the construction of the Government Center Parkway shall be completed, as shown on the CDPA/FDPA.

7. The following final road dedications and improvements shall be provided on the Route 29 access road as shown on the CDPA/FDPA:

(a) Dedicate right of way varying between 90 to 108 feet in width from the Access roads intersection with the Government Center Parkway and the Access Roads intersection with Route 29. The applicant shall design and construct an additional third northbound lane along the Route 29 Access Road subject to VDOT approval. Construction shall be upon demand by the County and/or VDOT. The area between the Route 29 Access Road and the Glen Alden development shall be bermed and landscaped so as to provide effective year-round screening of the road from the residences as determined by the County Arborist. The width of this buffer shall not be less than 80 feet.

(b) Construct improvements varying in width between 66 and 78 feet of pavement including gutter pans and a four foot median for the roadway referenced in paragraph 7(a), as shown on the FDPA.

(c) The additional right of way referenced in Paragraph 7(a) shall be provided by expanding the right of way to the west into the buffer area. ✓

8. The construction of a right turn deceleration lane shall be completed on the Fair Lakes Parkway at the entrance to Land Bay A, as shown on the CDPA/FDPA.

9. Dedication of all rights of way shall be made to the Board of Supervisors in fee simple. All public roadway improvements shall be implemented in accordance with VDOT and Fairfax County standards.

10. In the event that bus service is provided to the site, Applicant shall work with WMATA and VDOT to determine appropriate locations for and construct bus stops and shelters as deemed necessary by Fairfax County and WMATA.

11. A sum of Four Hundred and Thirty Thousand Dollars (\$430,000.00) for traffic signal installation shall be escrowed with DEM at such time VDOT determines the signal is warranted.

12. Applicant shall escrow with Fairfax County one-third (1/3) of the cost of the design, construction and utility relocation as determined by Fairfax County for the East-West Subconnector from the subconnector crossing of the Environmental Quality Corridor (EQC), as shown on the submitted CDPA/FDPA, south to an at-grade intersection with Route 29.

13. The alignment of the access road serving the parking garage P1 in Land Bay A shall follow the existing road's alignment.

14. The necessary right-of-way within Land Bay A for West Ox Road, as determined by the Office of Transportation and VDOT, shall be dedicated at time of final site plan approval.

15. In the event that the right of way for off-site transitions shown on the CDPA/FDPA cannot be obtained by the applicant from adjacent property owners, the applicant will be required to provide only those transitions which can be constructed within the available right of way.

I. TRANSPORTATION MANAGEMENT STRATEGIES

1. An ongoing ride sharing program shall be coordinated with the Fairfax County ride sharing staff, and established at each office building, including the Governmental Center.

2. When sixty percent (60%) of the non-residential space is occupied including the Governmental Center, the Applicant or successors shall prepare a traffic analysis to the mutual satisfaction of the Applicant and the Fairfax County Office of Transportation comparing traffic generated by the then existing development within these areas with traffic projections made in the traffic analysis prepared by Street Traffic Studies for the subject rezoning RZ 86-W-001 and CDPA 86-W-001-1. In the event this analysis indicates that traffic generation from such existing development with the said areas is in excess of the projected traffic generation for comparable square footage of development as identified in the analysis for the rezoning, Applicant or successor shall take the following actions:

a) One or more of the following transportation management strategies shall be implemented subject to the approval of DEM and the Office of Transportation.

i. Car-pool/van-pool programs established for employees occupying structures on the property and a program under the direction of a transportation coordinator provided by and at the expense of the occupants of additionally established uses within said areas.

ii. A program for matching car-pool and van-pool service coordinated with various governmental agencies and other private employers.

iii. Convenient parking in preferred locations designated for car-pool/van-pool use.

iv. A pay parking policy provided incentives for ride sharing participants.

v. Mass transit usage encouraged by construction of bus shelters and pedestrian walkways linking access to adjacent communities.

vi. In the event a direct feeder bus service between the application property, other area development, and the Vienna Metro Station is not provided by the public sector, a peak hour shuttle bus service to the Vienna Metro Station shall be implemented in cooperation with other major developments in the immediate area as determined by the Office of Transportation.

3. Non-rups for commercial/office development in excess of the amount occupied shall be approved only for that portion of the remaining non-residential development which can be supported by the trip rates found as a result of the study.

4. If the above Transportation Systems Management (TSM) strategies are not deemed effective by Fairfax County, additional TSM techniques acceptable to the developer and to the Fairfax County Office of Transportation shall be implemented to achieve the project level of trip generation. If the developer and the County Office of Transportation cannot agree upon the appropriate TSMs, then TSMs recommended by a mutually acceptable traffic consultant (employed at the cost of the Applicant or its successors) which achieve the projected level of trip generation shall be implemented and maintained.

5. The applicants shall work with and through Fairfax County to establish and participate in a Fairfax Center Transportation Management Association (TMA), on an equitable

basis as determined by the TMA, in conjunction with other development projects in the Fairfax Center Area.

J. PHASING

1. Phasing of development of Land Bays A and B shall occur as follows:

a) A minimum of thirty-three percent (33%) of the residential development (242,000 square feet within Land Bay D) must be completed, as evidenced by issuance of Residential Use Permits prior to the issuance of a building permit for commercial/office buildings which would exceed forty percent (40%) (566,000 square feet) of the approved total GFA for Land Bays A and B.

b) A minimum of fifty percent (50%) of the residential development (367,000 square feet) must be completed, as evidenced by issuance of Residential Use Permits, prior to the issuance of building permits for commercial/office buildings which would exceed seventy percent (70%) (990,000 square feet) of the approved total GFA for Land Bays A and B.

2. Before the issuance of the first Residential Use Permit within Land Bay D and non-rup's for residential recreational facility/community center, the following transportation improvements must occur:

a) The construction of Route 29 improvements is completed.

b) The construction of the Government Center Parkway improvements is completed southeast of the Legato Road access road.

c) The construction of the Legato Road access road, as shown on the CDPA/FDPA, is completed.

d) The construction of the Route 29 access road, as shown on the CDPA/FDPA, is completed.

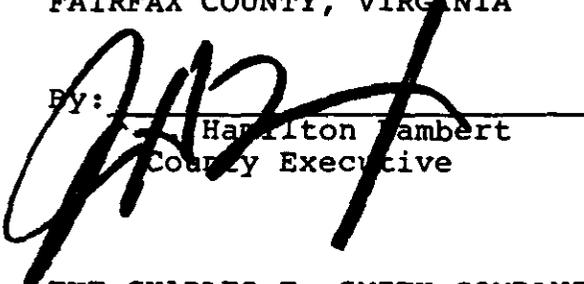
e) The construction of the cul-de-sac of Legato Road is completed in the location, as shown on the FDPA.

3. Residential Use Permits (RUPs) for more than 298 units and any non-residential Use Permits (Non-Rups) shall not be issued in Land Bays B, C, or D until the following occurs:

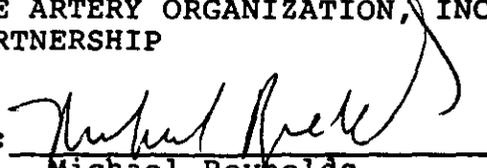
- a) The construction of the Route 29 improvements are completed.
- b) The construction of the east-west subconnector road is completed to the north between the Government Center Parkway just northeast of Land Bay B and the southern property line of the Centennial Development (RZ 84-P-101) including the bridge over I-66.
- c) The construction of the east-west subconnector road is completed through the Centennial Development (RZ 84-P-101) between its southern property line and West Ox Road.
- d) The construction of the Government Center Parkway in Land Bays B, C, and D, the Legato Road access road, the Route 29 access road, and the improvements to Legato Road are completed as described in paragraph two.
- e) The construction of the cul-de-sac of Legato Road is completed in the location, as shown on the CDPA/FDPA.

4. The applicants construction of two lanes of the subconnector road (as set forth in Proffer H.3.b)), between the Government Center Parkway just northeast of Land Bay B and the northeastern corner of Land Bay C near the EQC, shall be completed no later than two years after the subconnector is completed to the east of Land Bays C and D, connecting with Route 29.

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