

PROFFERS

RZ 84-P-129

July 20, 1987

Pursuant to Section 15.1-491 (a) Code of Virginia, 1950 edition as amended, subject to the Board of Supervisors approving the rezoning to PDC and PDH-40 and approval of the Conceptual and Final Development Plan consisting of the following uses: 518,000 square feet of office gross floor area; 518,000 square feet of residential gross floor area; 80,000 square feet of retail gross floor area; and approximately 2,000 square feet of community center, the Applicant proffers the following:

1. The subject property shall be developed in accordance with the Conceptual and Final Development Plans prepared by HOK, architects and planners, dated June 30, 1987, as revised.

2. The Applicant shall provide the following along the subject property's frontage as graphically illustrated in the attachment prepared by Barton-Aschman made a part hereof dated June 24, 1987.

a) Dedicate right-of-way measured 65.5 feet from existing centerline of Gallows Road.

b) Construct a third through lane between the property's southern boundary line and the northern access road within the dedicated right of way. In addition, Applicant shall construct a right turn lane on northbound Gallows Road extending from the southern boundary of the site to the southern access to the site. At the time of the widening of the Gallows Road bridge over I-66 the Applicant agrees to construct a right hand turn lane to the site's north access road along the frontage of Gallows Road for a distance of 250 feet. If the Gallows Road bridge is not widened prior to the completion of the last phase of this project, the Applicant agrees to escrow with Fairfax County the funds necessary as determined by DEM to complete this improvement.

c) The Applicant agrees to provide the following on-site dedication and temporary easements along the frontage of Gallows Road between the site's north access road and the right of way of I-66:

o Dedicated right of way not to exceed 77 feet from centerline for the slopes/grading required for the widening of Gallows Road to a six lane facility.

o Provide a temporary construction easement not to exceed 92 feet from the centerline of Gallows Road.

d) Provide a stubbed vehicular connection to the east for future connection to Hartland Road, as shown on the FDP. This connection shall be constructed to the property line as a private street and shall be designed to meet the vertical alignment of a future, possible extension of Hartland Road.

e) Subject to VDOT approval, reconstruct the median in Gallows Road between the site's southern access road and the site's northern access road to provide a south bound left hand turn lane at the southern access road. This construction may require modification by the Applicant to the existing north bound left hand turn lane for WMATA's "kiss and ride" entrance.

f) Applicant agrees to provide signals at each of the two subject site entrances to Gallows Road when warrants are achieved and signals are approved by VDOT.

Density for all on-site land areas dedicated for right of way shall be reserved in perpetuity pursuant to Section 2-308 of the Fairfax County Ordinance.

3. The use of mass transit, ride-sharing, and other transportation strategies to reduce single-occupant vehicular traffic generated by site development during peak periods shall be implemented to reduce peak hour trip generation. Lessees shall be advised of this transportation strategy Development Condition. The following transportation management strategies shall be implemented by the developer and/or the occupants of the building(s):

a) Voluntary car pool/van pool programs shall be established for employees occupying office space on the property, and the program shall be under the direction of a transportation director provided by the occupants of the buildings on site.

b) A program for matching car pool and van pool service shall be coordinated with various governmental agencies and other private employers in the immediate area.

c) Convenient parking in preferred locations shall be designated for car pool/van pool use.

d) Mass transit usage shall be encouraged and promoted by the transportation director, including the construction of bus stops and/or shelters (as required by mass transit service to the site) and/or pedestrian walkways linking access to adjacent properties.

e) Applicant will conduct a transportation analysis upon occupancy of 50 percent of the subject property's square footage. In the event the projected trip generation rates set forth in the study by Barton-Aschman dated April 4, 1987, (as revised June 19, 1987) are exceeded, the Applicant shall undertake additional TSM techniques as necessary to achieve the said projected rate. If the rates are not accomplished at the 50 percent occupancy, the Applicant shall conduct a similar study at 75 percent occupancy with added TSMS implemented if necessary.

4. The Applicant agrees to develop in accordance with the Urban Design Concept plan for the transit development area for building heights, pedestrian circulation, open space, and landscaped buffers as illustrated in the adopted sector plan.

5. Applicant shall develop the property in substantial conformance with the accompanying Landscape Plan prepared by HOK dated June 15, 1987, which indicates high quality site and architectural design, streetscape, urban design, and development amenities.

6. Applicant agrees to contribute on a pro-rata share basis an amount determined by Fairfax County to provide an environmental monitoring program for noise and air quality on the subject property. Such cash contribution shall be provided to the County upon approval of non-rups for at least 50 percent of the development of the subject property. Said cash contribution shall not exceed Twenty-Five Thousand Dollars and No/100 (\$25,000.00).

7. Applicant agrees to provide at grade pedestrian linkages connecting the subject site to the Dunn Loring Metro Station as shown on the FDP. The crossing shall include special pavement materials, marked pavement, traffic signals with pedestrian activated cycles, subject to VDOT approval.

8. Applicant and/or assigns agrees to provide the following options to promote affordable housing:

a) For those units built originally as rental units, the developer will make available, for a period of twelve (12) years, multifamily rental units for low and moderate income families in an amount equal to five percent (5%) of the total number of residential rental dwelling units ultimately built on the subject property. Units reserved for occupancy by low income families will be two (2) bedroom apartments for which initial rents will be established at levels affordable to households at sixty percent (60%) of the median income of the Washington, D.C. Metropolitan Statistical Area. Tenants will be required to pay no more than thirty percent (30%) of gross monthly income for rent and utilities.

An additional five percent (5%) of the total number of residential rental units ultimately built on the subject property shall be made available for a period of 12 years for low and moderate income families at levels affordable to households at 90 percent (90%) of the median income of the Washington, D.C. metropolitan statistical area. Affordable units will be intermixed throughout the project and made available on a pro-rata basis as herein described as each phase of the project is developed. Applicant and/or assigns may raise rents on the units subject to this requirement at the same rate at which it increases rent for comparable units in the development rented at market rents, or to the degree that the median income rises in the Washington, D.C. S.M.A. Applicant and/or assigns agree to enter into a Private Rental Program Agreement with the Fairfax County Private Rental Program Agreement with the Fairfax County Redevelopment and Housing Authority to monitor applicant's compliance with this proffer.

b) Should the developers substitute three bedroom units in lieu of the two bedroom units proffered at sixty percent (60%) of the median income there will be a corresponding reduction in the requirement for units proffered at ninety percent (90%) of the median income.

c) For those units built originally for sale, the Applicant will sell five percent (5%) of those units to the Fairfax County Redevelopment and Housing Authority at cost for resale under the moderate income direct sales (MIDS) program. It is understood that cost will not exceed a price that would be affordable within the published income limits for the MIDS program. The MIDS units shall be distributed throughout the residential buildings and will be made available on a pro-rata basis as herein described as units are completed. An additional five percent (5%) of the units built originally for sale will be offered to the Fairfax County Redevelopment and Housing Authority at cost for resale under the Moderate Income Direct Sales (MIDS) program. The said offer shall be made for a period of 90 days subject to the terms and conditions of the above referenced paragraph. In the event the Fairfax County Redevelopment and Housing Authority does not exercise the said option, there shall be no further obligations under this paragraph. Upon the exercise of the option, Applicant shall give Fairfax County Redevelopment and Housing Authority a reasonable time to settle on said units.

d) In the event the Applicant proposes to provide elderly housing at a below market cost within the subject property, said elderly program shall, if approved by Fairfax County Redevelopment and Housing

Authority be credited towards the fulfillment of conditions 8 a) and b) to the extent the authority deems it appropriate.

9. Storm water management facilities constructed on the subject property shall meet the standards and policies adopted in the Fairfax County Public Facilities Manual to meet Best Management Practices facilities (BMP) for the purpose of water quality protection.

10. Applicant shall construct the below listed off-site road improvements. In the event that the existing dedicated right of way will not accommodate those improvements, Applicant will use best efforts to acquire and request County to pursue advanced dedication and reservation of density. If the Applicant is unable to acquire the said right of way, the Applicant shall request the Board of Supervisors to condemn at the Applicant's sole expense. The Applicant shall provide the road improvements consistent with the phasing schedule as set forth below:

a) Prior to the issuance of non-rups for the first office building the Applicant shall construct:

o An additional two lanes eastbound along Prosperity Avenue for a distance of 200 feet plus a 100 foot transition at the metro station opposite the southern access to the site.

o A right turn lane from northbound Prosperity Avenue to eastbound Lee Highway.

o A right turn lane from westbound Lee Highway to northbound Gallows Road.

b) Prior to issuance of non-rups for the second office building, the Applicant will construct a right turn lane on southbound Gallows Road to westbound Lee Highway.

c) Prior to issuance of non-rups for the third office building, the Applicant shall construct the extension of Porter Road from the southern boundary of parcel 52 to Lee Highway. This roadway shall consist of a 48 foot road section from face of curb to face of curb within a 60 foot right of way.

The above referenced improvements shall be subject to the approval of VDOT and the Fairfax Office of Transportation. All off-site improvements will utilize 11 foot wide travel lanes for all travel lanes from the centerline to the face of curb. All proposed off-site turn lanes shall be a maximum of 200 feet in length with a 50 foot transitional taper. Applicant anticipates County assistance - for example, unless inconsistent with County policy,

advanced density credits to the grantor to reduce the expense of acquiring necessary off-site rights of way - in taking measures to minimize off-site acquisition costs.

11. Height of the buildings shall be in substantial accordance with the building heights as shown on the FDP.

12. With regard to the office buildings, Applicant and/or assigns proffers, in order to achieve a maximum interior noise level of 50 dBA Ldn within that area impacted by highway noise from I-66, having levels between 70 and 75 dBA Ldn, buildings shall have the following acoustical attributes:

a) Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.

b) Windows shall have an STC rating of at least 28. If windows function as the walls, then they shall have the STC rating specifications for exterior walls.

c) Adequate sealing measures and caulking between surfaces shall be provided.

With regard to the residential buildings, Applicant and/or assigns proffers, in order to achieve a maximum interior noise level of 45 dBA Ldn within that area impacted by highway noise from Gallows Road, having levels in excess of 65 dBA Ldn, shall have the following acoustical attributes:

a) Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.

b) Windows shall have an laboratory STC rating of at least 28. If windows function as the walls, then they shall have the STC rating specifications for exterior walls.

c) Adequate sealing measures and caulking between surfaces shall be provided.

13. Residential units shall be constructed using material and techniques which merit recognition for the Northern Virginia Builders Association E-7 energy award program.

14. Applicant agrees to provide the following facade treatments for the buildings proposed on the subject site:

a) Offices building facades shall consist of construction materials consistent with the following: brick, pre-cast concrete, stone, and glass. Entries will be substantially in compliance with details submitted in the FDP graphics.

b) Residential building facades shall consist of construction materials consistent with architectural stucco (example: dry-vit), brick, and glass. First and second floors of exterior facades shall be architecturally detailed consistent with FDP graphics. Roofs shall be peaked in a residential style. Balconies and ground floor patios shall be provided.

c) Parking structure facades facing Gallows Road shall have architectural treatment compatible with adjacent office buildings (materials, color, and finish). All parking structure facades shall be architecturally treated to include building materials consisting of pre-cast concrete, brick, architecturally treated concrete, and architectural rail systems. Parking structure landscaping shall be designed consistent with landscaping guidelines adopted by Fairfax County.

15. A parking reduction plan in accordance with Section 11-102 of the Fairfax Zoning Ordinance has been proposed in recognition of the subject site's proximity to the Dunn Loring Metro Station. In the event the reduced parking plan is not approved, Applicant shall provide parking consistent with Fairfax County Zoning Ordinance within areas depicted in the FDP.

16. Applicant will construct a six foot barrier around the swimming pool in order to screen noise and visual impacts from the swimming pool to the properties located to the east. Hours of operation shall be 9:00 a.m. to 9:00 p.m. Membership shall be limited to residents of the residential buildings and tenants of the office buildings.

17. Facade materials for the office buildings shall be architecturally compatible with the residential buildings. Roofs and penthouses of the office buildings will be architecturally treated (e.g. cornice treatments, sloping roofs, setbacks and parapets, etc.). If deemed necessary by DEM, the Planning Commission will review architectural materials at the time of site plan submission to determine architectural compatibility.

18. The Applicant agrees to honor the limits of clearing and grading as shown on the landscape plan.

19. Phasing - Applicant shall not obtain building permits for its third office building until construction has commenced on approximately one-half (1/2) of the residential units.

20. Applicant agrees to expend at least \$300 per unit for recreational amenities on site, consistent with the requirements of the PDH and PDC zoning ordinance districts. Expenditures for the swimming pool complex, the common area

room for the residents, and the community center shall be credited toward this requirement.

21. The Applicant agrees to replace the existing eight inch sanitary sewer line with a 15 inch sewer line underneath I-495 concurrent with the construction of either the first office or residential building. No rups or non-rups shall be issued for either an office or residential building prior to the completion by the Applicant and acceptance of the sanitary sewer by Fairfax County. They will request DEM to establish the off-site sanitary sewer constructed by the Applicant shall be subject to the execution of a pro-rata or reimbursement agreement. The Applicant also agrees to pay any reimbursement fees for existing improvements of other sewer lines serving this project.

22. In addition to the transitional landscape screening as shown on the Final Development Plan, the Applicant will plant off-site a double row of staggered pines (or similar evergreens) between Keystone Lane and the subject property along the eastern property line; and also between the Merrifield Village Apartments' buildings and the subject property along the southern property line. This proffer is subject to agreement to access by the owners of the Merrifield Village Apartments at no charge to the Applicant. Maintenance of the plant materials on the Merrifield Village Apartments' property shall be the responsibility of the Merrifield Village Apartments' owners.

23. The rear elevation of the residential buildings adjacent to the Merrifield Village Apartments shall be consistent in building materials and design with the front elevations of the said buildings. Provided, however, that specific design details may vary.

24. The Applicant shall provide public ingress and egress easements for all internal streets.

25. The Applicant shall take reasonable steps to preclude long term parking by users of metro in parking areas on site necessary for use of the office, retail, and residential uses on the subject property.

26. The Applicant shall review its reduced parking application with the owners of the Merrifield Village Apartments or their appointed representatives prior to its approval by Fairfax County.

27. Immediately upon completion of buildings C and D, the Applicant shall provide pedestrian access from the east between buildings C and D if previously requested by Merrifield Village Apartments' owners. Immediately upon completion of the second phase of building E, the Applicant shall provide pedestrian access from the east through the

opening between the buildings designated E on the FDP if previously requested by Merrifield Village Apartments' owners.

28. The Applicant agrees to enclose any trash containers behind buildings D and E with screen fencing or walls and to provide landscaping and a six foot high screen wall to screen loading areas along the southern and eastern property lines.

29. The Applicant will take reasonable measures to direct parking deck lighting along the eastern property line downward to minimize the impact of lighting on the adjacent residential apartment community.

30. The Applicant shall take necessary measures to assure security and prevent trespass during construction of the project.

31. If final costs of proffers numbered 2, 6, 7, 10, and 21 are less than Three Million and no/100 Dollars (\$3,000,000.00), the Applicant will upon completion and acceptance of such improvements, escrow the difference for the design and/or construction of a grade separated on interchange at the intersection of Gallows Road and Lee Highway.

FAIRFAX-DUNN LORING
LIMITED PARTNERSHIP

By: *Stephen M. Cumbie*

Stephen M. Cumbie Trustee
Stephen M. Cumbie, Trustee

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Robert J. Shafer

Hilda S. Harrell Jones
Hilda S. Harrell Jones

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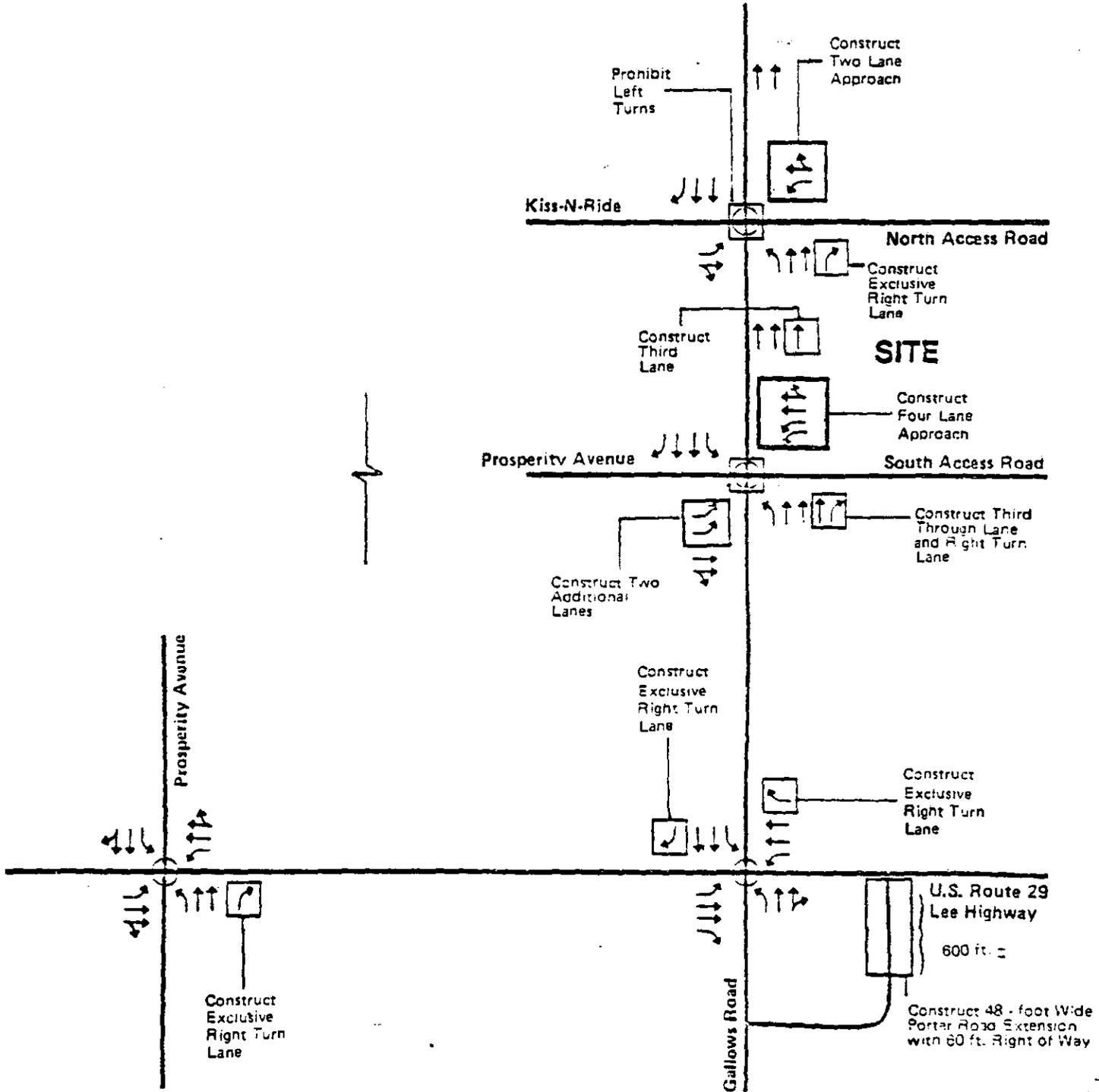
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AND AS Attorney in Fact for:

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Maria W. Warmenhoven,
James Zarin, Glenda Beth Zarin,
Jack Walters, Jr.,
Irma V. Selquist,
Jose Velazquez, Lia V. Velazquez,
Lia Hueck and Nelson A. Herrman

RZ 84-P-129:DFTMDW



METRO PLACE AT DUAN LORING
FAIRFAX COUNTY, VIRGINIA

BARTON-ASCHMAN ASSOCIATES
WASHINGTON, D.C.

-  Proposed Improvement
-  Lane Use
-  Proposed Traffic Signal
-  Existing Traffic Signal

PROPOSED ROADWAY IMPROVEMENTS

ZONING MAP AMENDMENT

RZ 84-P-129

ADDITIONAL MAP NUMBERS

049-2- /04/ /0011- ,0012- ,0013- ,0014- ,0015

049-2- /04/ /0016- ,0017- ,0018- ,0019-

ZONING MAP AMENDMENT

RZ 84-P-129

ZONING DISTRICT DATA

ZONING DISTRICT: PDC

PROFFERED/CONDITIONED DWELLING UNIT DATA

TYPES	UNITS	ACRES	DENSITY	RANGE	LOMOD INCL	LOMOD ADD
SFD						
SFA						
LOR						
MID						
HI						
-----	-----	-----	-----	-----	-----	-----
TOT						

PROFFERED/CONDITIONED NON-RESIDENTIAL GROSS FLOOR AREAS

USE	GFA	FAR	USE	GFA	FAR
COMMERICAL-GEN	518,000		PUBLIC/QUASI PUB		
HOTEL/MOTEL			OFFICE		
INDUSTRIAL-GEN			TRAN-UTIL-COMM		
CULT/EDU/RELG/ENT			RETAIL-EATING EST		
INDUST-WAREHOUSE			*****TOTAL*****	518,000	

REMARKS:

TRANSPORTATION DATA IS FOR ENTIRE DEVELOPMENT

ZONING MAP AMENDMENT

RZ 84-P-129

ZONING DISTRICT DATA

ZONING DISTRICT: PDH-40

PROFFERED/CONDITIONED DWELLING UNIT DATA

TYPES	UNITS	ACRES	DENSITY	RANGE	LOMOD INCL	LOMOD ADD
SFD						
SFA						
LOR						
MID						
HI	518					

TOT	518					

PROFFERED/CONDITIONED NON-RESIDENTIAL GROSS FLOOR AREAS

USE	GFA	FAR	USE	GFA	FAR
COMMERICAL-GEN			PUBLIC/QUASI PUB		
HOTEL/MOTEL			OFFICE		
INDUSTRIAL-GEN			TRAN-UTIL-COMM		
CULT/EDU/RELG/ENT			RETAIL-EATING EST		
INDUST-WAREHOUSE			*****TOTAL*****		

REMARKS:

TRANSPORTATION DATA IS FOR ENTIRE DEVELOPMENT

ZONING MAP AMENDMENT

RZ 84-P-129

CONDITION/CONTRIBUTION DATA

COND CODE DESCRIPTION	COND CODE DESCRIPTION
1B CONCEPTUAL DEVEL PLAN	1C FINAL DEVELOPMENT PLAN
1E CONDITIONS, PROFFERED	2A DENSITY
2B USE RESTRICTION	2H RECREATION FACIL/SITES
2I ARCHITECTURE	2J BUILDING HEIGHT
2K SETBACK	2L FAR
2M DEVELOPMENT PHASING	3A CONTRIBUTION-TRANSP *SEE BELOW
3B RIGHT-OF-WAY: DEDICATION/RESERV	3C FACIL: CONSTR/REALGN/WIDEN/EXPND
3E INTERNAL CIRCULATION	3F PEDESTRIAN FACILITY/TRAIL
3G CONTRUCTION TRAFFIC RESTRICTION	4D BUFFER
4E NOISE ATTENUATION	4G TRANSITN *SCRN/BARRIER:WAIVE/MOD

CONTRIB DATA:	CND CODE	AMOUNT	CONDITIONED	EXPIRES	CONTRIB CODE
		\$0		00/00/00	
		\$0		00/00/00	
		\$0		00/00/00	
		\$0		00/00/00	

REMARKS:

APPLICANT MADE MOD. PRICED HOUSING COMMITMENTS INCLUDING PURCHASE OPTION, RENT SUBSIDY, & ELDERLY/HANDICAPPED

JUNE 12, 1987

DESCRIPTION OF
THE PROPERTY OF
FAIRFAX - DUNN LORING ET AL
PROVIDENCE DISTRICT
FAIRFAX COUNTY, VIRGINIA

PROPOSED PDC ZONING

Beginning at a point on the Southerly R/W line of (Route #66) marking the Northwesterly corner of Fairfax Merrifield Associates; thence departing from the road and running with the Westerly lines of Fairfax Merrifield Associates the following courses: S 01° 17' 20" W, 644.13 feet; S 82° 41' 20" W, 159.95 feet and S 00° 37' 19" W, 270.61 feet to a point; thence through the property of Fairfax - Dunn Loring Et Al, the following courses: N 89° 22' 41" W, 79.66 feet; with a curve to the right whose radius is 165.48 feet (and whose chord is N 69° 24' 22" W, 113.05 feet) an arc distance of 115.37 feet; with a curve to the left whose radius is 406.62 feet (and whose chord is N 12° 05' 44" E, 239.46 feet) an arc distance of 243.07 feet; S 82° 41' 20" W, 44.66 feet; with a curve to the right whose radius is 584.70 feet (and whose chord is N 03° 51' 12" E, 235.19 feet) an arc distance of 236.81 feet and N 89° 44' 30" W, 422.68 feet to a point on the Easterly R/W line of Gallows Road (Route #650); thence with the Easterly R/W line of Gallows Road N 00° 15' 30" E, 301.19 feet to a point on the aforementioned Southerly R/W line of Route #66; thence with a Southerly R/W line of Route #66 the following courses: N 68° 38' 42" E, 367.64 feet; N 82° 32' 40" E, 228.86 feet and with a curve to the right whose radius is 666.19 feet (and whose chord is S 79° 31' 06" E, 195.11 feet) an arc distance of 195.82 feet to the point of beginning, containing 9.940 acres of land.



Description of
the Property of
Fairfax - Dunn Loring Et Al
Providence District
Fairfax County, Virginia
June 12, 1987
Page Two

PROPOSED PDH ZONING

Beginning at a point on the Easterly R/W line of Gallows Road (Route #650), marking the Northwesterly corner of GTA Development Corp.; thence with an Easterly R/W line of Gallows Road the following courses:
N 03° 09' 04" E, 290.08 feet; with a curve to the left whose radius is 3986.66 feet (and whose chord is N 01° 41' 56" E, 202.09 feet) an arc distance of 202.11 feet; N 00° 14' 47" E, 46.22 feet; with a curve to the left whose radius is 997.43 feet (and whose chord is N 05° 18' 10" W, 192.90 feet) an arc distance of 193.20 feet and N 00° 15' 30" E, 84.35 feet to a point; thence departing from the Road and running through the property of Fairfax - Dunn Loring Et Al the following courses: S 89° 44' 30" E, 422.68 feet; with a curve to the left whose radius is 584.70 feet (and whose chord is S 03° 51' 12" W, 235.19 feet) an arc distance of 236.81 feet; N 82° 41' 20" E, 44.66 feet; with a curve to the right whose radius is 406.62 feet (and whose chord is S 12° 05' 44" W, 239.46 feet) an arc distance of 243.07 feet; with a curve to the left whose radius is 165.48 feet (and whose chord is S 69° 24' 22" E, 113.05 feet) an arc distance of 115.37 feet and S 89° 22' 41" E, 79.66 feet to a point on the Westerly line of Fairfax Merrifield Associates; thence with the Westerly line of Fairfax Merrifield Associates S 00° 37' 19" W, 225.81 feet to a point; thence with the Northerly lines of Fairfax Merrifield Associates and the aforementioned GTA Development Corp., S 81° 59' 24" W, 594.50 feet to the point of beginning.



Description of
the Property of
Fairfax - Dunn Loring Et Al
Providence District
Fairfax County, Virginia
June 12, 1987
Page Three

containing 8.332 acres of land.

All being more particularly described on a plat attached hereto and made
a part hereof.

MP:srr

