

CF CENTREVILLE, INC.  
Rezoning 86-S-071  
Final Development Plan 86-S-071

PROFFER STATEMENT

July 20, 1987 (Second Revision)

Pursuant to Section 15.1-491(a), Code of Virginia, the following Proffer of Development Conditions are contingent upon all of the following events occurring: (1) rezoning of the 101.57 acres which are the subject of Rezoning Application 86-S-071 to the PDC District; (2) Conceptual Development Plan approval by the Board of Supervisors and Final Development Plan approval by the Planning Commission of the applicant's submitted Conceptual Development Plan and Final Development Plan; (3) release and discharge of the real covenants set forth in Deed of Covenant dated April 8, 1974, and previously recorded among the Fairfax County land records in Deed Book 4256, at page 696, and the Addendum dated January 27, 1975 and recorded in said records in Deed Book 4256, at page 709 as they apply to the application property. These Proffer of Development Conditions shall supercede all previous proffers and/or covenants referenced in Rezoning C-131. For the purpose of these Proffers, the term applicant collectively refers to the current property owners and their successors or assigns.

General:

1. Development of the subject property shall be in substantial accordance with the Final Development Plan, revised May 29, 1987, subject to the provisions of Section 16-403, paragraph 4, of the Fairfax County Zoning Ordinance and these proffers.

2. Development of the subject property shall not exceed the following densities and intensities:

- a. 100,000 square feet of retail space.
- b. 1,800,000 square feet of commercial office building space, subject to the provisions of paragraph 23 herein.
- c. 336 apartment dwelling units.
- d. A 300-room hotel.

3. No more than 900,000 square feet of commercial office building space will be occupied within the first six years after rezoning. No more than 1,350,000 square feet of commercial office building space will be occupied within the first nine years after rezoning. In the event that the Route 28/29 grade separated interchange is completed prior to the expiration of the aforesaid time periods, these restrictions shall no longer apply as of the date said interchange is operational. The applicant agrees that no more than 900,000 square feet of commercial office space shall be occupied prior to construction of the 336 apartment dwelling units. The applicant will construct at least 50,000 square feet of retail space, including, but not limited

to, a cinema and a community meeting facility, prior to occupancy of the hotel, or, in the alternative, prior to the occupancy of 75% of the commercial office space, whichever event first occurs.

4. At least ten (10%) percent of the multi-family units developed on the subject property will be offered at rental rates affordable by households with incomes of eighty (80%) percent of the Washington, D. C. SMA median household income for households of two or more persons, 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 said affordable units. Applicant shall submit a written report to Fairfax County on an annual basis showing the status of compliance with the requirements of this proffer. These annual reports shall cease after full compliance with this proffer.

5. Subject to the provisions of paragraph 23 hereof, applicant shall acquire, subject to good title only, fee simple ownership of the parcel identified on Fairfax County Tax Maps as 54-4-((1)), Parcel 3A, and comply with the proffers in Rezoning Application 86-S-097 within three (3) years from date of this rezoning unless requested to do so on an earlier basis by Fairfax County and provided that Centreville United Methodist Church has an adequate substitute church facility.

SITE DESIGN:

6. The existing subtrunk sanitary sewer line on the subject property shall be relocated and enlarged, as necessary, subject to Department of Public Works review and approval, to insure adequate capacity for the development of the subject property and for other parcels which would be served hereby, provided adequate arrangements are made for payment by the owners of these other parcels to cover the cost of oversizing said lines to accommodate said other parcels and the pro rata cost for the design and construction of said sewer lines.

7. The applicant shall provide, at applicant's expense, the following private recreational facilities:

- a. Two tot lots.
- b. One multi-use court.
- c. One tennis court.
- d. One swimming pool.
- e. One clubhouse.

8. Easements shall be provided, as required by DEM, to accommodate the extension by others of sanitary sewer lines to existing residential properties adjacent to this site and northeast of the subject property.

9. Landscaping on the subject property shall be in substantial conformance with the typical landscaping sections prepared by Land Design/Research, Inc., dated July 8, 1987, attached hereto as Exhibit 1, and subject to the County

Arborist's approval of special conditions not addressed by the typical landscaping sections.

10. A trail system shall be provided as shown on the Final Development Plan prepared by Gordon & Associates, dated May 29, 1987.

11. At-grade parking facilities will be provided pursuant to Fairfax County standards during the period prior to completion of applicable parking buildings. In no event shall these at-grade parking facilities be located in areas which are shown on the Final Development Plan as open space.

12. Construction vehicle parking will be provided on-site for on-site construction.

13. The applicant will work with the County Arborist's Office to develop landscaping plans for parking buildings where needed to improve views of the project from off-site.

14. The applicant will provide a community meeting room in the first speculative office building, or in the hotel, at applicant's option. This community room will have a capacity for 50 persons, and will be made available to civic groups, with prior reservation, Monday through Thursday of each week.

15. The applicant will provide an outdoor, covered exhibit area, open to the public, describing the history of Centreville and this site. This exhibit area shall be maintained by the applicant and located near the central lake facility or within the linear park.

16. a. The heights of the commercial buildings on the site from the ground level, inclusive of penthouses and mechanical equipment, shall not exceed the following heights for each building as designated on the Final Development Plan:

<u>Building</u>	<u>Use</u>	<u>Height</u>
Number 1	Office	91 feet
Number 2	Office	117 feet
Number 3	Office	143 feet
Number 4	Office	130 feet
Number 5	Office	130 feet
Number 6	Office	130 feet
Number 7	Office	130 feet
Number 8	Office	143 feet
Number 9	Office	143 feet
Number 10	Hotel	143 feet

b. The following uses shall not be placed upon the subject property without Special Exception or Special Permit approval: drive-in banks; health clubs; child care center and nursery schools; food court.

TRANSPORTATION:

17. Prior to the issuance of building permits in excess of 50% of the commercial office space authorized by this rezoning, construction of an eastbound ramp, connecting westbound traffic on Lee Highway with eastbound traffic on Route 66 shall have design approval and a construction contract awarded, or, at applicant's option, if said construction contract has not been awarded, applicant may provide for construction of an interim ramp, which construction shall be fully bonded by applicant prior to the issuance of permits in excess of 50% of the commercial office space authorized by this rezoning.

a. If applicant elects to construct an interim eastbound ramp connecting westbound traffic on Lee Highway with eastbound traffic on Route 66, provision will also be made for a left turn for eastbound Lee Highway traffic onto said ramp, all in general accordance with preliminary engineering plans, profiles, and typical sections, prepared by Dewberry & Davis, entitled "Preliminary Road Improvements US Route 29 (Lee Highway)," and dated March 13, 1987, attached hereto as Exhibit 2, Sheets 1 and 2 of 3.

b. In the event that State and/or Federal funding is obtained for the construction of the eastbound ramp connecting westbound traffic on Lee Highway with eastbound traffic on Route 66, and said construction contract has been awarded by the State, the developer will seek modifications to the proposed Route 66 and Route 29 Interchange in general accordance with Exhibit 3, dated April 1987, attached hereto.

18. Prior to occupancy of the first office building, the applicant shall substantially complete, i.e., final paving installed but subject to punch list items, at-grade improvements to the intersection of Route 28/29 in general accordance with Exhibit 2, Sheet 2 of 3. Said improvements shall include the provision of signalization to satisfy VDOT requirements.

19. Prior to occupancy of the first office building, in accordance with Exhibit 2, the applicant will dedicate right-of-way along Route 29 and substantially complete construction, i.e., final paving installed but subject to punch list items, of a

half-section involving three through lanes along the frontage of the subject property and, if required, sight distance correctional work on Route 29 at the Machen Road intersection; the applicant shall also substantially complete construction, i.e., final paving installed but subject to punch list items, of double left-turn lanes and free-flow right turn lanes on Route 29 at its intersections with the on-site loop road.

20. The applicant will dedicate right-of-way along Route 66 in accordance with Exhibit 2, Sheet 2 of 3.

21. Within fourteen (14) days after rezoning, applicant will submit to the Office of the County Attorney a proposed agreement providing for the applicant to fund the design of a grade separated interchange at Routes 28 and 29. In the event that the applicant fails to submit the proposed agreement within fourteen (14) days following the date of rezoning, the deadlines set forth in this paragraph shall be extended respectively for each day beyond the fourteenth (14th) day. Said agreement shall also designate the applicant as the development agent representing Fairfax County to administer the design process for said interchange. In the event that applicant and the County Attorney cannot agree on the terms of said agreement within sixty-one (61) days of final rezoning, then, in that event, applicant shall, within ninety (90) days of final rezoning, contribute \$100,000 to be placed in escrow with Fairfax County, to be allocated by the County solely for the engineering design of a grade separated interchange at the intersection of Routes 29

and 28. Thereafter, in ninety (90) day intervals, applicant shall contribute additional sums into escrow, in the amount of \$150,000 each, to be used solely for the design of said intersection, provided, however, in no event shall the contributions of this paragraph 21 exceed the sum of \$1,000,000.

22. The applicant will contribute the sum of \$3.30 per gross square foot of building floor area of the total approved office/retail (non-residential) space and \$1,140 per residential unit for off-site road improvements subject to offset credits for the monies expended for all costs for the road improvements set forth in paragraphs 18 and 21, and the additional offset credit described in paragraph 23 hereinafter.

23. CF Centreville, Inc. has reached agreement to acquire the property now owned by the Centreville United Methodist Church; said property is identified on Fairfax County Tax Maps as 54-4-((1))-Parcel 3A. The purpose of this agreement is to enable CF Centreville, Inc. to acquire Parcel 3A so that it may be dedicated for highway right-of-way. In the event that the Centreville United Methodist Church, pursuant to this agreement, proffers to highway right-of-way as shown on the Generalized Development Plan prepared by Gordon & Associates, dated June 1, 1987, as part of the Board of Supervisors rezoning action in Rezoning Application 86-S-097, and settlement on said agreement is consummated, then, in that event, the applicant, CF Centreville, Inc., or its successors and assigns, shall be entitled to an additional offset credit in the amount of

\$1,000,000, and the applicant shall be entitled to develop 1,800,000 square feet of commercial office building space on the subject property. In the event that Centreville United Methodist Church fails to consummate settlement on said agreement, applicant shall seek specific performance to enforce the terms of the agreement. During the pendency of any Court proceeding to enforce the agreement, applicant shall be entitled to develop 1,650,000 square feet of commercial office building space on the subject property. However, in the event that settlement on said agreement ultimately cannot be consummated, the applicant shall not be entitled to said \$1,000,000 additional offset credit, nor shall the applicant be entitled to 1,800,000 square feet of office space, and office development of the subject property under paragraph 2(b) above shall be limited to 1,650,000 square feet of commercial office building space.

24. The net payments after credits referred to in paragraphs 22 and 23 hereinabove, shall be made into an escrow fund managed by Fairfax County, said funds to be used by Fairfax County for the design/construction of the Route 28/29 interchange. These net payments shall be made on a per square foot/dwelling unit basis upon the issuance of building permits in accordance with the density payment formula set forth in paragraph 22. Since the applicant will construct the above road improvements during the initial stages of the project, contributions in excess of the offset credits will be made on a per square foot/dwelling unit basis upon issuance of building

permits for square footage or dwelling units in excess of the density formula offset credits. Payments made during the first year from the date of rezoning shall be made at the rates set forth hereinabove. Payments made after the first year from the date of rezoning shall be subject to inflationary adjustments based upon the actual time of payment, using the initial payment amounts set forth above as the base and applying the inflationary rate set forth in the Engineering News Record for the applicable period.

25. All public improvements shall be designed and constructed to meet VDOT standards.

26. The construction of the on-site public roads to the property line of Minchew and to the property line of Artery shall occur prior to the issuance of any non-residential use permits for the office portion of the subject property.

ENVIRONMENT:

27. Prior to final site plan approval, a 100-year flood plain study will be provided for DEM review and approval.

28. The BMP facility shall be designed as a regional facility to serve all presently undeveloped areas within the watershed located downstream of Route 28. Maintenance of the Stormwater Detention Lake and all BMP facilities shall be the responsibility of the owners of the commercial sites and shall be administered by an association of such owners to the exclusion of owners of residential properties.

29. The following noise attenuation measures shall be provided:

- a. In order to achieve a maximum interior noise level of 45 dBA Ldn, applicant proffers that all residential units located within that area impacted by highway noise having levels in excess of 65 dBA Ldn shall have the following acoustical attributes:
  - (1) Exterior walls should have a laboratory sound transmission class (STC) of at least 39.
  - (2) Doors and windows should have a laboratory sound transmission class (STC) of at least 28. If "windows" function as the walls, then they should have the STC specified for exterior walls.
  - (3) Adequate measures to seal and caulk between surfaces should be provided.
- b. In order to achieve a maximum interior noise level of 45 dBA Ldn, applicant proffers that all residential units located within that area impacted by highway noise having levels between 70 and 75 dBA Ldn shall have the following acoustical attributes:
  - (1) Exterior walls should have a laboratory sound transmission class (STC) of at least 45.

- (2) Doors and windows should have a laboratory sound transmission class (STC) of at least 37. If "windows" function as the walls, then they should have the STC specified for exterior walls.
  - (3) Adequate measures to seal and caulk between surfaces should be provided.
- c. In order to achieve a maximum noise level of 50 dBA Ldn, applicant proffers that all commercial buildings located within that area impacted by highway noise having levels between 70 and 75 dBA Ldn shall have the following acoustical attributes:
- (1) Exterior walls should have a laboratory sound transmission class (STC) of at least 39.
  - (2) Doors and windows should have a laboratory sound transmission class (STC) of at least 28. If "windows" function as the walls, then they should have the STC specified for exterior walls.
  - (3) Adequate measures to seal and caulk between surfaces should be provided.
- d. In order to achieve a maximum interior noise level of 50 dBA Ldn, applicant proffers that commercial buildings located within that area impacted by highway noise having levels in excess of 75 dBA

Ldn shall have the following acoustical attributes:

- (1) Exterior walls should have a laboratory sound transmission class (STC) of at least 45.
- (2) Doors and windows should have a laboratory sound transmission class (STC) of at least 37. If "windows" function as the walls, then they should have the STC specified for exterior walls.
- (3) Adequate measures to seal and caulk between surfaces should be provided.

30. A tree preservation program within the Environmental Quality Corridor shall be coordinated with the County Arborist and subject to County Arborist approval.

31. From the date of approval of the rezoning and through site grading, the County Archaeologist will be allowed to enter the subject property to conduct archaeological assessments and remove artifacts, provided that the removal does not unreasonably hold up the construction process.

July 20, 1987  
Date

CF CENTREVILLE, INC.

By William L. Mason  
William L. Mason  
Vice-President