

WOODLAND PARK EAST

PROFFERS

RZ 2000-HM-044

May 23, 2002

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, and subject to the Board of Supervisors approving a rezoning to the PDC District for property identified as Tax Map 16-3 ((1)) pt. 6A1 and 16-4 ((1)) 35-39 (hereinafter referred to as the "Application Property"), TST Woodland LLC, the Applicant in RZ 2000-HM-044 proffers for themselves, their successors and assigns the following conditions. In the event that this Application is approved, any previous proffers for the Application Property are hereby deemed null and void and hereafter shall have no effect on the Application Property.

Development Plan

1. Development of the Application Property shall be in substantial conformance with the Conceptual Plan/Final Development Plan (CDP/FDP Plat) prepared by William H. Gordon Associates, Inc., consisting of seven sheets dated June 2000 through May 3, 2002, which CDP/FDP proposes a maximum of 1,672,616 gross square feet of building area. The following Principal and Secondary Uses may be permitted within the buildings shown on the CDP/FDP:
 - a. Accessory uses and accessory service uses.
 - b. Business service and supply service establishments.
 - c. Eating establishments.
 - d. Establishment for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building is incidental to the principal use of scientific research, development and training.
 - e. Fast food restaurants, only if located with other principal or secondary uses and not to include a drive-through.
 - f. Financial institutions.
 - g. Health clubs.
 - h. Institutional uses.
 - i. Medical offices.
 - j. Personal service establishments.
 - k. Offices.
 - l. Private clubs and public benefit associations.
 - m. Public uses.
 - n. Quick service food stores.
 - o. Repair service establishments.
 - p. Retail sales establishments.
 - q. Exposition halls and facilities to house cultural or civic events.
 - r. Bank teller machines.
 - s. Child care centers and nursery schools.
 - t. Dwellings.

- u. Hotels
- v. Private schools of general education

Additional Principal and Secondary uses not listed above, including a drive-through bank, may be permitted with the approval of a Final Development Plan Amendment (FDPA). A Proffered Condition Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDP/FDP.

2. Notwithstanding that the CDP/FDP is presented on seven sheets and said CDP/FDP is the subject of Proffer 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheet 2 relative to the points of access, the maximum square footage, the amount of open space, the general location and arrangement of the buildings, the parking garages and the central park, and the peripheral setbacks. The Applicant has the option to request a FDPA for elements other than the CDP elements from the Planning Commission for all of or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.
3. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on Sheets 1-7 of the CDP/FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP shown on Sheets 1-7 as determined by the Department of Planning and Zoning ("DPZ") and do not increase the total amount of square footage, decrease the amount of open space; or decrease the setback from the peripheries.
4. A total of 1,672,616 square feet of development shall be permitted on the Application Property, including 474,978 square feet derived from the public street dedication density credit. The public street dedication density credit of 474,978 square feet is applied to the PDC Application Property as portrayed graphically and in tabular form on Sheet 4 of the CDP/FDP shall be utilized for development of the Application Property only, unless otherwise revised through approval of a proffered condition amendment.
5. The Applicant reserves the right to alter building footprint sizes, modify landscape plazas, adjust pedestrian and vehicular circulation areas, and shift building locations within designated building envelopes and/or move building gross square footage between Land Bays (Land Bay I includes Buildings 1 and 2; Land Bay II includes Buildings 3 and 4; and Land Bay III includes the 13 residential buildings), provided that Land Bay I does not exceed 500,000 gross square feet, Land Bay II does not exceed 900,000 gross square feet and Land Bay III does not exceed 600,000 gross square feet; the total gross square footage for all land bays does not exceed 1,672,616 square feet; the buildings heights as shown on the CDP/FDP are not exceeded; the minimum open space and peripheral dimensions to lot lines are not reduced; and the central park is maintained as shown on the CDP/FDP. It shall also be understood that the parking garage footprints may be altered within the designated "garage envelope" as shown on Sheet 2 of the CDP/FDP.

6. Retail/Service Uses. Retail, restaurant and service establishment uses may be provided on the first floors of all buildings on the Application Property. Within Land Bays I and II, the Applicant commits to providing retail, restaurant and service establishments in one of the following manners:
 - a. The first floor of Building 5 (approximately 13,000 square feet) shall be dedicated to retail, restaurant and service uses and a hotel shall be developed in lieu of either Office Buildings 1 or 2; or
 - b. The first floor of Building 5 (approximately 13,000 square feet) and an additional 20,000 square feet, in any combination, on the first floors of either Buildings 1, 2, 3 or 4 shall be dedicated to retail, restaurant and service uses; or
 - c. The first and second floors of Building 5 (approximately 26,000 square feet) and an additional 7,000 square feet, in any combination, on the first floors of either Buildings 1, 2, 3 or 4 shall be dedicated to retail, restaurant and service uses. Building 5 shall include a minimum of two retail, restaurant or service uses.

Transportation

7. The Applicant shall extend the existing left turn lane from eastbound Sunrise Valley Drive onto northbound Monroe Street prior to the issuance of the first Non-Residential Use Permit (Non-RUP) for the second commercial building on the Application Property, or as may be required by the Virginia Department of Transportation ("VDOT"), whichever shall occur first. This improvement is being constructed with approved Fairfax County Plan #5518-SP-24-02 and is currently under construction.
8. The Applicant shall construct one half of a six lane section along its Monroe Street frontage and shall construct dual left turn lanes from (a) southbound Monroe Street onto eastbound Sunrise Valley Drive; (b) northbound Monroe Street onto Woodland Tech Drive; and (c) northbound Monroe Street onto westbound Sunrise Valley Drive. These improvements shall be made consistent with that shown and dimensioned on the attached Exhibits 1 and 2, prepared by William H. Gordon & Associates, Inc. Said improvements shall be open to traffic prior to the issuance of a Non-RUP or Residential Use Permit (RUP) for more than 250,000 square feet of space on the Application Property. These improvements are being constructed with approved Fairfax County Plan #5518-SP-24-02 and are currently under construction.
9. The Applicant shall provide a signal warrant analysis upon request by VDOT and shall install a traffic signal at the intersections of (1) Sunrise Valley Drive/Corporate Park Drive; (2) Sunrise Valley Drive/Techpointe Avenue; and (3) Woodland Tech Parkway/Monroe Street, if determined warranted by VDOT. The Applicant shall include in any signal design plans, crosswalks and pedestrian accommodations as may be permitted by VDOT. These obligations shall become null and void for any signal not warranted by VDOT within two years of final bond release for the Application Property.

10. The Applicant shall construct dual left turn lanes from eastbound Sunrise Valley Drive onto Corporate Park Drive and Techpointe Avenue as may be required by VDOT in conjunction with the installation of the traffic signals.
11. 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 encouraged. Lessees shall be advised of this transportation management condition. Upon occupancy of the first office building on the Application Property, the following transportation management strategies shall be implemented by the Applicant and/or the occupants of the building(s):
 - a. Identify an individual to act as the transportation director for the Application Property, whose responsibility will be to develop and implement transportation management programs;
 - b. Lessees of the buildings shall be encouraged to join the Dulles Area Transportation Association (DATA), a recognized Commonwealth public-private Transportation Management Association;
 - c. Transportation Demand Management materials discussing available transit information, car/van pooling formation, alternative work schedules, and the Metrocheck program shall be distributed to lessees.
 - d. Voluntary car pool/van pool programs shall be established for employees occupying office space on the Application Property, with the program under the direction of the transportation director;
 - e. A program for matching car pool and van pool services shall be coordinated with DATA, various governmental agencies and other private employers in the area;
 - f. Convenient parking in preferred locations shall be designated for car pool/van pool use;
 - g. Mass transit usage shall be encouraged and promoted by the transportation director. Should bus transit service be routed to the Application Property, bus stop(s)/shelter(s), exclusive of bus pull off lanes, shall be installed as approved by the County;
 - h. Pedestrian walkways linking access to adjacent properties and bicycle parking racks shall be provided.
12. Density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT at time of site plan approval.

Design Details

13. Site Amenities. Site amenities shall include:
 - a. Paved and landscaped plaza areas between Buildings 1 and 2, and between Buildings 3, 4, and 5. These areas shall include specialty paving materials, enhanced landscaping, pedestrian lighting and site amenities as generally illustrated on Sheet 6, and may also incorporate visitor drop-off areas and visitor parking. The design of these plaza areas, including pedestrian and vehicular connections to and through the plazas, are subject to modification by final engineering and architectural design without the requirement for a FDPA.
 - b. Provision of a centralized park area as shown on the CDP/FDP. This amenity shall be an area of tree preservation coupled with passive recreational use. Tree preservation shall be provided as specified in proffer 16. In addition, complementary landscaping, a comprehensive pedestrian pathway system, benches and outdoor eating areas shall be provided within the central park.
14. Phasing of Amenities. The Applicant shall construct the landscaped entrance road from Monroe Street and the central park amenity with the first phase of construction on the Application Property. The central park shall be substantially complete as determined by the Landscape Architect of Record in concurrence with the Urban Forester prior to the issuance of the first Non-RUP or the issuance of the 250th Residential Use Permit (RUP) on the Application Property.
15. Landscape Plan. A landscape plan shall be submitted as part of the site plan(s) and shall be coordinated with and approved by the Urban Forester. This plan shall be in substantial conformance with the landscape concepts plan as to quantity and quality of plantings, and in general conformance with the location of plantings as shown on Sheet 3. Location of plantings may be modified based on utility location, sight distance easements, and final engineering details as approved by the Urban Forester.
16. Tree Preservation. The Applicant shall provide for tree preservation in the area on the CDP/FDP identified as the "central park". The central park is an amenity to be used for the passive recreational enjoyment of the residents and the office occupants of Application Property. As such, it is not designed as an undisturbed area, but rather as a wooded park. Clearing and limited grading may occur within the central park to develop the pedestrian walkway system, seating and outdoor eating areas, specialized landscaped areas, limited areas of lawn, and to clear the understory of undesirable vegetation and permit new plantings where desirable. Within this context, the Applicant shall perform the following measures relating to tree preservation in the area on the CDP/FDP identified as the central park:
 - a. The Applicant shall submit a tree preservation plan of the first and all subsequent site plan submissions for the central park/tree save area. The preservation plan shall be prepared by a professional with experience in the preparation of tree

preservation plans, such as a certified arborist or landscape architect, and reviewed and approved by the Urban Forestry Division. The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees ten inches in diameter or greater in the central park/tree preservation area. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and other as necessary, shall be included in the Plan.

- b. The trees designated to be saved shall be protected by chain link fencing, a minimum of four (4) feet in height attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart, placed at the dripline of the trees. The fencing shall be installed prior to any work being conducted on the site, including demolition of existing structures and shall remain at all times during construction of the central park. Signage affirming restricted access shall be provided on the temporary fence highly visible to construction personnel. The landscape architect contracted by the Applicant shall monitor the construction of the proposed development to ensure consistency with the landscape/tree preservation plan. Three days prior to commencement of any clearing, grading, or demolition activities, the Urban Forestry Division shall be notified and given the opportunity to inspect the site to assure that all tree preservation devices have been correctly installed.
 - c. As a result of final engineering in the event the areas designated as tree save areas on the CDP/FDP are modified or cannot be preserved, equivalent tree save areas or equivalent landscaped areas shall be substituted on the site as determined by the Urban Forestry Division.
17. Tree Transplantation. Prior to any site disturbance activities on the Application Property, the Applicant shall identify existing, quality vegetation suitable for transplanting elsewhere on the Application Property. The Applicant shall develop and implement a transplanting plan to be reviewed and approved by the Urban Forester. Plants identified on the residential portion of the Application Property as suitable candidates for transplantation, as determined by the Project Landscape Architect/Arborist and reviewed by the Urban Forester shall, if feasible, be replanted into the central park area. Plants on the non-residential portions of the Application Property which are determined to be suitable transplantation candidates, as determined by the Project Landscape Architect/Arborist and reviewed by the Urban Forester, shall, if feasible, be replanted in the central park or elsewhere on the non-residential portions of the site. A tree transplantation plan shall be submitted to the Urban Forestry Division for review and approval and shall contain the species and sizes to be transplanted, existing location of trees, proposed final location of trees, proposed time of year to move the trees, transplant method to be used, including tree spade size, if applicable, and details regarding after-transplant care, including mulching and watering.

18. Architectural Design. The architectural design of the buildings will be complementary with each other and the buildings which surround them in Woodland Park. Building materials shall include one or more of the following: masonry, stone, pre-cast concrete, metal panels and glass. The architectural style shall be in keeping with the general character of that depicted on Sheet 7.
19. Parking Structures. All exposed facades of the office parking structures shall be constructed of either masonry, stone, metal panels or pre-cast concrete and shall be designed to be compatible with the facade treatments of the office buildings they serve. All exposed facades of the residential parking structures shall be constructed of either masonry, stone, or pre-cast concrete with either masonry or stone accents at the entrances to the parking structures.

The two parking garages serving Office Buildings 3 and 4 shall be constructed with planters as an integral part of portions of the exterior walls adjacent to the DAAR and Monroe Street. Cascading evergreen plant material, or substitute plant selections as approved by the Urban Forester, shall be installed in these planters to soften the edge and screen the façades. The Applicant shall provide an irrigation system for the planters. Details of the parking structure planters for these two garages shall be submitted for review by the Urban Forester at the time of final site plan submission.
20. FAA Approval. The Applicant shall obtain FAA approval for the height of the buildings prior to site plan approval. If FAA approval is not received, the Applicant shall lower the height of the building to that approved by the FAA.
21. Sidewalks. Pedestrian connections shall be constructed as follows:
 - a. Sidewalks shall be provided along the Application Property's frontages with Sunrise Valley Drive and Monroe Street.
 - b. Sidewalks shall be provided throughout the interior of the Application Property connecting the various buildings and garages as generally shown on Sheet 6 of the FDP.
 - c. Crosswalks shall be provided at locations as required by VDOT.
22. Lighting. Full cut-off lighting shall be provided on the upper level of parking decks and on the Application Property where lighting may impact residential uses either on or off the Application Property. Lights internal to the parking garages shall be located between the beams to prevent glare.

Miscellaneous

23. Recreational Facilities. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance regarding developed recreational facilities for the residential uses. The Applicant proffers that the minimum expenditure for the recreational facilities shall be \$955.00 per residential unit. The Applicant shall receive credit for the on-site

recreational facilities which shall include, but not be limited to, a swimming pool and a community center with exercise facilities.

24. Park Contribution. In addition to Proffer 23 above, upon site plan approval for the first office building, the Applicant shall contribute \$25,000 to the Fairfax County Park Authority for facility development in a nearby park or acquisition of parkland.
25. Swimming Pool. All wastewater resulting from the cleaning and draining of the swimming pool on the Property shall contain a minimum dissolved oxygen concentration of 4.0 milligrams per liter prior to discharge. The Applicant shall neutralize pool waters to a PH from 6.0 to 9.0 prior to discharge. Sufficient amounts of lime or soda ash shall be added to achieve a PH of approximately equal to that of the receiving stream. 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, it shall be allowed to stand so that most of the solids settle out prior to be discharged. In order to ensure that high levels of chlorine are not discharged into the surface water system, pool water shall not be chlorinated prior to discharge.
26. Affordable Dwelling Units. The Applicant shall comply with the Affordable Dwelling Unit (ADU) Program as set forth in Section 2-801 of the Zoning Ordinance unless modified by the ADU Advisory Board. In the event that ADUs are not required in accordance with Section 2-801 of the Zoning Ordinance, the Applicant shall contribute 1% of the hard costs of construction (excluding the cost of garages) to the Housing Trust Fund for the building(s) that do not provide ADUs.
27. Stormwater Management. Stormwater management with Best Management Practices shall be provided in the off-site pond located on Tax Map 16-3 ((1)) 25D1 and in one or more surface and/or underground facilities on the Application Property. The maintenance of the on-site facilities shall be the responsibility of the Applicant and/or the Woodland Park Property Owners Association.
28. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
29. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.
30. Severability. Any of the sections/buildings within the Application Property may be subject to Proffered Condition Amendments or Final Development Plan Amendments without joinder or consent of the other sections.

[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/TITLE OWNER

TST WOODLAND, L.L.C., A Delaware Limited Liability
Company

By:  *JS*
Name: Gary W. Roth
Title: Vice President

[SIGNATURES CONTINUED ON NEXT PAGE]

PROFFERS
RZ 2000-HM-044

CONTRACT PURCHASER
OF TAX MAP 16-3 ((11)) 6A1 PT.,
16-4 ((1)) 39 PT., 37 PT., 36 PT., 35 PT.

TST WOODLAND/PARCEL 16 LLC

By:  
Name: Gary W. Roth
Title: Vice President

[SIGNATURES CONTINUED ON NEXT PAGE]

PROFFERS
RZ 2000-HM-044

CONTRACT PURCHASER
OF TAX MAP 16-3 ((11)) 6A1 PT.

FF REALTY LLC


By: Glenn D. Jones
Its: Vice President

[SIGNATURES END]