

PROFFERS

LCOR/JV ACQUISITION L.L.C.

RZ 2001-MV-011

July 25, 2001

Pursuant to Section 15.2-2303(a), *Code of Virginia*, 1950 as amended. LCOR/JV Acquisition L.L.C. (hereinafter referred to as the "Applicant") and the owners for themselves, successors and assigns in RZ 2001-MV-011 (the "Application Property") proffer the following provided that the Board of Supervisors approves the Application and its companion case (SEA 88-V-023-1). In the event that the Board of Supervisors approves the Application and SEA 88-V-023-1, these proffers shall supercede all previous proffers for the Application Property and all previous proffers for the Application Property shall be deemed null and void and of no further effect on the Application Property.

1. Development Plan

A. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP) prepared by VIKA, Incorporated, consisting of 12 sheets dated February 28, 2001 and revised through July 10, 2001. Said CDP/FDP proposes a maximum of 447,903 gross square feet of building area. The primary use shall be multi-family residential units. In addition, the following secondary uses may be included within the structures shown on the CDP/FDP consistent with the provisions of Zoning Ordinance Section 6-403 and without requiring an amendment to the CDP/FDP or the approval of a special exception for such use:

- 1) Accessory uses and accessory service uses as provided in Article 10 of the Zoning Ordinance.
- 2) Eating establishments.
- 3) Personal service establishments.
- 4) Quick-service food stores.
- 5) Bank teller machines.

Exterior signage and exterior building entrances for any such secondary use shall require approval of a Final Development Plan Amendment (FDPA), but shall not require a Proffered Condition Amendment (PCA). Additional secondary uses not listed above may be permitted with the approval of a FDPA. A PCA application shall not be required so long as the layout is in substantial conformance with the CDP.

- B. Notwithstanding that the CDP/FDP is presented on 12 sheets and said CDP/FDP is the subject of Proffer 1.A. above, it shall be understood that the CDP shall be the entire plan shown on Sheet 3 relative only to the points of access, the maximum square footage, the amount and general location of open space and general location and arrangement of the buildings, uses, and parking garages. The Applicant reserves the option to request a FDPA for elements other than the CDP elements from the Planning Commission for all 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.
- C. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the Final Development Plan (FDP) may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on the FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP 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; decrease the setback from the peripheries of the Application Property; or substantially change the location of open space areas.

2. Transportation Management Strategies

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. Upon the occupancy of 300 dwelling units, the following transportation management strategies shall be implemented:

- The Applicant shall designate an individual to act and whose responsibility it will be to implement a transportation management strategy.
- Mass transit (both rail and bus) usage shall be encouraged and promoted by the transportation coordinator.
- Voluntary car pool/van pool programs shall be established for employees on the property, under the direction of a transportation coordinator; and
- A program for matching car pool and van pool service shall be coordinated with various governmental agencies and other private employers in the area.

3. Parking. The Applicant has requested a parking reduction pursuant to Section 11-102(5) of the Zoning Ordinance and will provide parking pursuant to such reduction request as approved, whether in whole or in part, by the Board of Supervisors. In the event such parking reduction request is not approved by the Board of Supervisors, the Applicant

shall provide parking in accordance with Article 11 of the Zoning Ordinance. The provision of additional parking to that shown on the CDP/FDP to meet Article 11 requirements or to meet the requirements of a partial parking reduction as may be approved by the Board of Supervisors shall not require a PCA or FDPA provided such additional parking is located below grade or within the above-grade footprint and above-grade height of the parking structure as shown on the CDP/FDP. The number of parking spaces represented on the CDP/FDP is based on preliminary estimates; the final number of parking spaces provided shall be determined at the time of site plan approval. The Applicant agrees to provide a minimum of 17 bicycle storage spaces on the first floor of the parking garage.

4. Access. The Applicant agrees that vehicular access for the Application Property will be from Metroview Parkway and that no direct vehicular access from Huntington Avenue will be provided.
5. Landscape Plan. A landscape plan(s) shall be submitted as part of the site plan(s) in conformance with the landscape design shown on Sheet 3 of the CDP/FDP. The landscaped plan(s) shall include detailed streetscape, courtyard and open space landscaping, and provide details for landscaping, paving and amenities. Said plan(s) shall be coordinated with and approved by the Urban Forester.
6. Recreational Facilities. Pursuant to Paragraph 2 of Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide recreational facilities to serve the Application Property. These facilities include swimming pools, passive seating areas for multifamily use or an indoor recreational facility, which may include, but not be limited to, fitness equipment. The Applicant proffers that the minimum expenditure for the above-referenced recreational facilities shall be \$955.00 per residential unit. If the actual expenditure for such facilities does not equal a minimum of \$955.00 per residential unit, the Applicant shall contribute the difference to the Fairfax County Park Authority for park improvements to Huntington Park. In addition, the Applicant agrees to contribute \$100,000 for park and/or trail improvements in the Huntington Community at the time of building permit approval. One-half of such amount (\$50,000) shall be contributed to the Fairfax County Park Authority for park improvements to Huntington Park. The other one-half of such amount (\$50,000) shall be contributed toward improvements to a trail that may be located on the south side of Cameron Run if such trail is identified on the Comprehensive Plan at the time of building permit approval. In the event such trail has not been identified on the Comprehensive Plan at such time, the entire amount (\$100,000) shall be contributed to the Fairfax County Park Authority for park improvements to Huntington Park. The Applicant agrees to provide screening of the pool area from the Metrorail tracks as conceptually shown on the CDP/FDP. Such screening shall include a masonry/split-face masonry unit wall and a row of evergreen trees that are five to six feet tall at the time of planting located in planters on the pool side of the wall.

7. Noise. In order to achieve a maximum interior noise level of approximately 45 dBA Ldn for all exterior facing units on the northern and western sides of the building within that area between 70 and 75 dBA Ldn noise contours, the Applicant shall construct the proposed dwelling units with the following acoustical measures to mitigate the impact of noise:
- Construction materials and techniques known to have physical properties or characteristics suitable to achieve an STC of at least 45 for exterior walls;
 - Doors and windows shall have a laboratory STC rating of at least 37. If glazing constitutes more than 20 percent (20%) of any façade exposed to noise levels of DNL 65 dBA or above, they shall have the same laboratory STC as walls.
 - Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

In order to achieve a maximum exterior noise level of 65 dBA Ldn in the pool area, a masonry/split-face masonry unit wall and/or other noise attenuation measures shall be provided as determined by a refined acoustical analysis submitted by the Applicant prior to site plan approval and as approved by DPWES.

The Applicant reserves the right to pursue other methods of mitigating interior and/or exterior noise impacts that can be demonstrated through such acoustical analysis.

8. Stormwater Management. Unless waived or modified by DPWES, the Applicant shall provide on-site stormwater management designed with Best Management Practices within an underground structure located in the garage. The maintenance of the underground facilities shall be the responsibility of the Applicant and its successors, and the Applicant agrees to enter a reasonable maintenance agreement with Fairfax County at the time of site plan approval documenting this obligation. The private ownership and maintenance responsibilities shall be disclosed to future purchasers of the building and/or individual units therein.
9. Energy Conservation. Dwelling units constructed on the Application Property shall meet thermal guidelines of the Virginia Power Energy Saver Program for energy-efficient homes or its equivalent, as determined by DPWES.
10. Affordable Housing. At the time of site plan approval, the Applicant shall contribute \$300,000 to the Fairfax County Housing Trust Fund to assist Fairfax County's low and moderate income housing goals.

11. Streetscape. The Applicant agrees to construct a decorative fence at a maximum height of four feet with brick piers along the Huntington Avenue frontage of the Application Property. Openings in the fence to provide pedestrian access to Huntington Avenue shall not be gated. Street trees along the Huntington Avenue frontage of the Application Property shall be Willow Oak species planted at approximately 30-foot intervals as shown on the CDP/FDP. Street trees shall be a minimum 2-2½ inch caliper at the time of planting. The Applicant agrees that the final design of the Huntington Avenue fence and lighting fixtures shall be coordinated with the fence and lighting fixtures constructed (or to be constructed) along the Huntington Avenue frontage of nearby Parcel 83-1 ((1)) 53B if such fence and lighting fixtures are shown on an approved site plan for such parcel prior to site plan approval for the Application Property.
12. Temporary Commercial Off-Street Parking. The Applicant agrees that upon the earlier of the sale of the Application Property by Starr Management Corporation and/or its affiliates or upon the expiration of Special Exception 96-V-045 by its terms on November 20, 2003, Special Exception 96-V-045, as amended, shall be void and of no further force and effect on the Application Property.
13. Architectural Design. The architectural design of the buildings shall be in general character with the elevations and perspectives shown on Sheets 7-11 of the CDP/FDP. Modifications may be made with the final architectural designs. Exterior materials shall consist primarily of brick, glass, precast concrete and Exterior Insulation Finishing System.
14. Geotechnical Report. If required by DPWES, geotechnical studies shall be submitted at the time of site plan submissions and the recommendations of said studies implemented, as determined by DPWES.
15. Lighting. Outdoor lighting shall use full cut-off fixtures and shall be directed downward and inward to minimize glare onto adjacent residential properties. Lighting fixtures along the Application Property's Huntington Avenue frontage and eastern property line as shown on the CDP/FDP shall not exceed a height of ten (10) feet. Lighting fixtures on other portions of the site as shown on the CDP/FDP shall not exceed a height of 16 feet.
16. Signage. Signage shall be permitted in accordance with Article 12 of the Zoning Ordinance.
17. Rooftop Mechanical Equipment. Rooftop mechanical equipment shall be screened from ground level view around the perimeter of the Application Property. The height of any mechanical penthouse shall not exceed eighteen (18) feet.
18. Heritage Resources. The Applicant agrees to provide 30 days written notice to the County Archeologist prior to the commencement of clearing and grading of the Application Property. The Applicant further agrees to allow the County Archeologist

access to the Application Property for a period of 15 days following the provision of such written notice to recover archeological artifacts at no cost to the Applicant. At the end of said 15 day period this proffer shall be void and of no further force or effect. Under no circumstance shall this proffer be interpreted to delay the start of construction or to delay ongoing construction efforts once started.

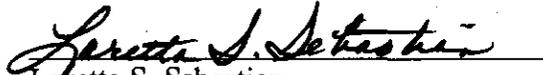
19. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
20. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein, or as may be required by Fairfax County or VDOT at time of site plan approval.
21. 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.

[SIGNATURES BEGIN ON NEXT PAGE]

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TITLE OWNER

STARR MANAGEMENT CORPORATION

A handwritten signature in cursive script, reading "Loretta S. Sebastian", written over a horizontal line.

Loretta S. Sebastian

Vice President, Secretary, Director

[SIGNATURES CONTINUE ON NEXT PAGE]

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APPLICANT/CONTRACT PURCHASER

LCOR/JV ACQUISITION L.L.C.

By: LCOR Operating Company LLC
Its: Managing Member

By: LCOR Public/Private LLC
Its: Managing Member

By: LCOR Holdings, LLC
Its: Managing Member

By: LCOR Incorporated
Its: Member

By:



Timothy D. Smith

Senior Vice President, Assistant Secretary

[SIGNATURES END]