

## PROFFERS

PCA 95-Y-016-2  
RZ 2001-SU-015

December 20, 2001

Pursuant to Section 2-2303(a), *Code of Virginia*, 1950 as amended, and subject to the Board of Supervisors approval of the requested Proffered Condition Amendment on property identified as 34-3 ((1)) pt. 7B, 7C, pt. 7D, pt. 19, 26, 33, 33A and the requested rezoning from I-3 and I-5 to C-8 on property identified as Tax Map 34-3 ((1)) 27, 28 and 29 (hereinafter referred to as the "Application Property"), the Applicant and owners for themselves, successors and assigns proffer that the development of the Application Property shall be subject to approved proffers dated August 5, 1996 and June 22, 1998, which shall remain in full force and effect except as amended below.

1. **EXHIBITS – [Revised to read]**

a. [Add the following new text to the existing paragraph]

However, subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as "Zoning Ordinance"), development of that portion of the Application Property including the EQC and land south of the EQC shall be in substantial conformance with the following exhibits:

- i. The Generalized Development Plan and Special Exception Plat (GDP/SE Plat), Sheets 1 and 5 of 16, prepared by VIKA, Incorporated, dated February 26, 2001 as revised through December 20, 2001.
- ii. Landscape Plan, Sheet 6 of 16, dated February 26, 2001, revised through December 20, 2001, prepared by VIKA, Incorporated.
- iii. Lake and Lake Edge Treatment, Sheet 7 of 16, dated February 26, 2001, revised through December 20, 2001 prepared by VIKA, Incorporated.

b. The following illustrative exhibits are submitted with these proffers for illustrative purposes only. Final design details may change at the time of site plan submission, but shall be generally consistent in character with that depicted on the illustrative exhibits. Specific features such as architecture, building entry features, and peripheral parking lot landscaping will be provided throughout the site in accordance with proffered paragraphs and proffered exhibits.

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- i. No change.
  - ii. No change.

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- iii. No change.
  - iv. Sign Location Sketches, Sheet 8 of 16, dated December 20, 2001, prepared by VIKA Incorporated.
  - v. Proposed Road Improvements, Sheet 9 of 16, dated December 20, 2001, prepared by VIKA Incorporated.
  - vi. Illustrative Details and Individual Use Enlargements on Sheets 11, 12, 13, and 14 prepared by VIKA, Incorporated dated July 31, 2001 and revised through December 20, 2001.
  - vii. Illustrative Architectural Elevation: Building B-2 on Sheet 6 of 16 prepared by VIKA Incorporated and dated December 20, 2001.
- c. [No change]
  - d. [No change]

**2. USES – [Revised to read]**

- a. It is the intent of the Applicant to seek Special Exception (SE) and Special Permit (SP) approvals for Buildings, B-2, B-3, D, J and I on the site, as shown on the GDP/SE Plat. However, the Applicant shall not be limited to seek only those SE or SP uses identified on the GDP/SE Plat. The Applicant may request SE or SP uses or uses otherwise permitted by the Zoning Ordinance or by interpretation without a Proffered Condition Amendment, provided there is no increase in the maximum FAR of 0.22 and there are no changes in layout except as may be permitted under Section 18-204.

The Applicant shall comply with the parking as required in the Zoning Ordinance and shall provide an updated parking tabulation with each site plan, as may be required by DPWES.

- b. No change.

**3. TRANSPORTATION**

- a. [Revised Paragraph 3.a.ii. to read] The Applicant shall construct frontage improvement to Lee Road measuring 35 feet from the existing centerline, within the dedicated right-of-way as approved by DPWES and VDOT and as shown on Sheet 9

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of the GDP. In order to provide an appropriate transition from the proposed frontage improvements to the existing two lane section of Lee Road south of Penrose Place, the Applicant shall construct off-site improvements to the east side of Lee Road south of its intersection with Penrose Place as shown on the GDP/SE Plat. Construction of Lee Road frontage improvements between Route 50 and Entrance A, including a right turn lane at Entrance A shall occur coincident with the first phase of construction. Construction of the remainder of Lee Road improvements south of Entrance A shall occur with each subsequent phase of development. However, all Lee Road improvements shall be completed prior to the issuance of any Non-RUP for Building A and B-1. The Applicant shall construct a five-foot concrete sidewalk within the right-of-way north of Penrose Place.

- b. No change.
- c. Penrose Place: [Revised to read]
  - i. Applicant shall dedicate and convey in fee simple to the Board right-of-way along the Application Property's Penrose Place frontage measuring 26 feet from the existing center line, and shall dedicate right-of-way to accommodate the relocation of the intersection of Penrose Place and Lee Road, as shown on the GDP/SE Plat. Dedication shall be made at the time of first site plan approval for Buildings A and B-1 or upon demand from Fairfax County whichever shall occur first.
  - ii. Applicant shall construct frontage improvements to Penrose Place measuring 19 feet from face of curb to the existing centerline, construct the realigned approach to Lee Road, and construct the cul-de-sac at the eastern terminus of Penrose Place, as approved by VDOT and shown on the GDP/SE Plat. Such improvements shall occur coincident with development of the portions of the Application Property adjacent to the improvements.
  - iii. Applicant shall scarify and remove the existing asphalt pavement in the abandoned portion of Penrose Place, properly prepare the soil, and restore those portions shown as open space on the GDP/SE Plat to their natural vegetated or landscaped state as determined by the Urban Forester/DPWES. Such work shall be implemented prior to issuance of a Non-Residential Use Permit for Building A.
- d. No change.

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**4. PEDESTRIAN CONNECTIONS – [Revised to read]**

- a. Pedestrian connections shall be provided throughout the development linking together individual buildings and providing connections to adjacent development as depicted on Sheets 5 and 6 of 16 of the GDP/SE Plat prepared by Dewberry & Davis for the portion north of the EQC and Sheets 4, 6 and 10 of the GDP/SE Plat prepared by VIKA Incorporated on the EQC and portions south. Such connections shall consist of a combination of sidewalks, special pavings, asphalt trails and clearly marked pedestrian crosswalks as determined by DPWES.
- b. No change.

**5. LANDSCAPING AND OPEN SPACE – [Revised to read]**

- a. Applicant shall provide landscaping on the Application Property in accordance with that shown on Sheets 6, 11, 12, 13 and 14 on the GDP/SE Plat. A Landscape Plan shall be submitted to the Urban Forester/DPWES for review and approval. Such Plan shall provide for a consistent design theme in order to create a visually unified development. The exact location of the proposed plantings may be modified as necessary for the installation of utilities, VDOT requirements and tenant requirements in coordination with the Urban Forester/DPWES but shall, at a minimum, provide for the character, quality, caliper, height and quantity of plantings depicted on the GDP/SE Plat.
- b. No change.
- c. [Revised to read] Except as necessary for the construction of forested wetlands as required by the Corps of Engineers ASP-18 (permit no. 98-B013 for the Chantilly Crossing project), the applicant shall preserve those areas designated on the GDP/SE Plat as "existing vegetation to be saved". If during the process of site plan review it is determined by the Urban Forester/DPWES to be appropriate or necessary to remove any trees previously designated to be preserved, except as required for creation of forested wetlands, then the Applicant shall provide replacement trees of a comparable canopy in coordination with the Urban Forester/DPWES. The area of disturbance within the proposed tree save areas required for the creation of forested wetlands will be coordinated with the Urban Forester/DPWES to enhance the ability of these areas to provide water quality functions and improved wildlife habitat.
- d. [Revised to read] Applicant shall preserve the Environmental Quality Corridor (EQC) shown on the GDP traversing the Application Property from Route 50 to the

internal circulation road. This portion of the EQC shall remain undisturbed with the exception of permitted encroachments to allow necessary installation of utilities and trails and the creation of forested wetlands as required by the Corp of Engineers ASP-18 (permit no. 98-B013 for the Chantilly Crossing project). The area of disturbance within the EQC required for the creation of forested wetlands will be coordinated with the Urban Forester/DPWES to enhance the ability of the EQC to provide water quality functions and improved wildlife habitat. If the location of utilities within the EQC is necessary, as determined by DPWES, all crossings shall be coordinated with the Urban Forester/DPWES to minimize disturbance. The area of disturbance for the installation of utilities shall be revegetated by the Applicant subject to the approval of the applicable utility companies.

- e. [Revised to read] The remainder of the EQC as shown on the GDP may be utilized for the storm water management facility and aerating fountains, two road crossings, and the lake and the lake edge treatments illustrated on Sheet 7 of 16 of the GDP/SE Plat prepared by VIKA Incorporated. The outfall area located south of Entrance C shall be revegetated with native species of wildlife habitat plantings in a sufficient quantity to reforest this area as determined by the Urban Forester.
- f. [Revised to read] In conjunction with site plan approval for Building A, the Applicant shall remove debris located within the Resource Protection Area (RPA) identified on the GDP in the southeast portion of the Application Property and shall restore the area to native vegetation as may be determined by the Urban Forester/DPWES.
- g. [New] Prior to the issuance of a Non-RUP for Building A, the Applicant shall dedicate in fee simple or easement the portion of the Application Property located south of Penrose Place that is classified as Environmental Quality Corridor. This dedication is made for park purposes. However, the Applicant reserves the right to: (1) maintain a sign easement and requisite access easements to the proposed sign located along Route 28; (2) reserve density credit in accordance with provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance; and (3) include the area of dedication in its open space calculations.

## 6. DESIGN ELEMENTS

- a. No change.
- b. No change

- c. [Revised to read] Two freestanding signs shall be provided to identify the project. One sign shall be located at the intersection of Route 50 and Lee Road; the other sign shall be located along Route 28, as shown on the GDP/SE Plat. In addition, one monument sign shall be permitted for identification of the service station identified as Building B-3.
- d. No change.
- e. No change.

**7. STORM WATER MANAGEMENT – [Revised to read]**

- a. Applicant shall design and construct a regional storm water management facility designed to meet Best Management Practices in a location as generally shown on the GDP/SE Plat, in accordance with the Department of Public Works and Environmental Services (DPWES) requirements. The regional pond shall be constructed as a “wet” pond in accordance with plans and specifications approved by DPWES. Existing interim conservation easements shall be vacated once the regional pond is bonded.
- b. The Applicant reserves the right to phase the construction of the proposed regional storm water management pond to coincide with phased construction of the proposed development as approved by DPWES. However, prior to the issuance of a Non-RUP for either Building A or B-1, the regional pond shall be designed and bonded to accommodate its ultimate capacity. Further, the pond shall be substantially complete and operational and procedures for the transfer of the pond to the County in process within one year of issuance of the Non-RUP for either Building A or Building B-1.
- c. Based on the regional nature of the pond, the Applicant shall be entitled to reimbursement through a pro-rata share agreement administered by DPWES.

**8. SEVERABILITY – No change.**

**9. ARCHAEOLOGY – No change.**

**10. SEWER EXTENSION – No change.**

**11. [Deleted and replaced with the following]**

**ENVIRONMENTAL TESTING –** Prior to site plan approval, the Applicant shall submit a Phase 1 Environmental Investigation of Tax Map 34-3 ((1)) 29 to DPWES and the Fairfax

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County Health Department ("Health Department") for review and approval. This investigation shall be generally consistent with the procedures described within the American Society for Testing and Materials document entitled "Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process". If warranted by the results of the Phase I investigation, as determined by DPWES and the Health Department, the Applicant shall institute a Phase II monitoring program to determine if soil, surface water or groundwater contaminants are present on the property. If contaminants are detected on Parcel 29 or abutting properties identified as Tax Map 34-3 ((1)) 7B, 26 or 28 in concentrations requiring remedial action, a remediation program coordinated with, and approved by, DPWES and the Health Department shall be performed in accordance with applicable federal, state, and County requirements. Sufficient documentation of completion of the remediation program or an appropriate corrective action plan shall be provided to DPWES and the Health Department prior to site plan approval for Parcel 29.

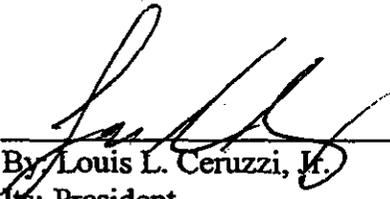
12. [Deleted and replaced with the following]  
**SITE LIGHTING** – Parking lot lighting on the Application Property located south of the EQC shall be a maximum of 35 feet in height and shall utilize full cut-off fixtures in order to minimize glare and light trespass. Building/security lights shall also utilize full cut-off lighting fixtures a maximum of 20 feet in height.
13. [New]  
**BICYCLE FACILITIES** – The Applicant shall provide a minimum of three bicycle parking racks in the area south of the EQC in accordance with the detail shown on Sheet 13 of the GDP/SE Plat.

[SIGNATURES BEGIN ON NEXT PAGE]

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APPLICANT/CONTRACT PURCHASER

STARWOOD CERUZZI II, L.L.C.

  
By Louis L. Ceruzzi, Jr.  
Its: President

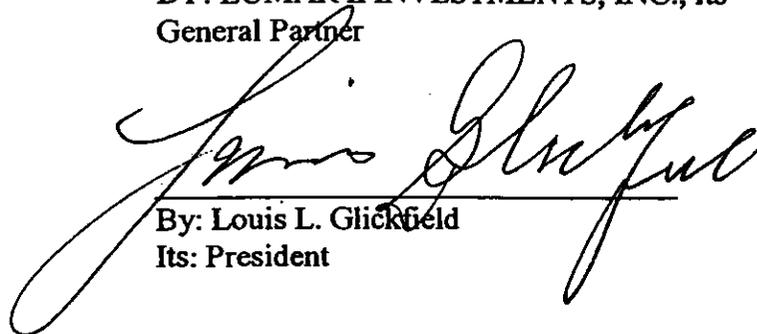
[SIGNATURES CONTINUE ON NEXT PAGE]

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TITLE OWNER OF TAX MAP 34-3 ((1))  
PT. 7B, 7C, PT. 19, 26, 33, 33A

CHANTILLY 50-28 ASSOCIATES LIMITED  
PARTNERSHIP

BY: LOMAR II INVESTMENTS, INC., its  
General Partner

A handwritten signature in cursive script, appearing to read "Louis L. Glickfield", written over a horizontal line.

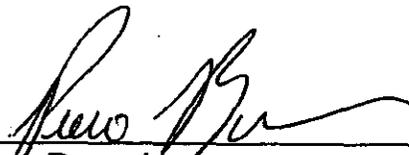
By: Louis L. Glickfield  
Its: President

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TITLE OWNER OF TAX MAP 34-3 ((1))  
PT. 7D

ESA VIRGINIA, INC.



By: Piero Bussani  
Its: Vice President-Legal/Development

[SIGNATURES END]