

## PROFFERS

RZ 1999-PR-060

### RIVER TOWERS BUILDING NUMBER 3 JOINT VENTURE

November 20, 2000

Pursuant to Section 15.2-2303A of the Code of Virginia 1950, as amended, the undersigned applicant and owner, for themselves and their successors or assigns (hereinafter referred to as "Applicant"), hereby proffer the following conditions provided the subject property is rezoned as proffered herein.

1. **Conceptual/Final Development Plan.** Development of the property shall be in substantial conformance with the Conceptual/Final Development Plan ("CDP/FDP"), entitled "River Towers Joint Venture Tysons Corner," prepared by Dewberry & Davis, revised as of September 25, 2000.
2. **Final Development Plan Amendment.** Notwithstanding the Conceptual Development Plan and the Final Development Plan are presented together on the same plan, it shall be understood that the CDP shall be the entire plan relative to the points of access, and the general location of the buildings, on-site circulation, and common open space areas, and that the Applicant has the option to request a Final Development Plan Amendments ("FDPAs") from the Planning Commission for a portion of the plan in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, and these proffers.
3. **Minor Modifications.** Minor modifications from the FDP may be permitted pursuant to paragraph 4 of Section 16-403 of the Zoning Ordinance.
4. **Exterior Lighting.** All parking lot/sidewalk lighting on the property shall be focused downward and directly on parking/driving areas and sidewalks. Full cut-off lighting shall be provided for any proposed outdoor lighting, provided however, that building accent lighting may

also be provided so long as said lighting is directed on to the building surfaces. Outdoor lighting for signage shall be designed to minimize glare.

5. **Route 7 Widening.** At the time of site plan approval, the Applicant shall contribute the funds necessary for others to construct an additional lane and a trail along the Route 7 frontage of the subject property and provide ancillary easements along that frontage. Said sum shall be estimated by the Applicant's engineers, subject to said estimate being approved by the Department of Public Works and Environmental Services ("DPWES") and said estimated sum shall be paid to the County in escrow. This contribution is contingent upon receiving credit against the contribution to the Tysons Corner Road Fund, as specified in paragraph 6 hereinafter.
6. **Tyson's Corner Road Fund.** At the time of issuance of the first non-RUP for new construction on the subject property, the Applicant shall contribute Three Dollars and Two Cents (\$3.02) per square foot of total gross floor area on the square footage of new construction shown on the approved site plan. The actual contribution amount shall be subject to a credit for the money contributed by the Applicant for the widening of Route 7, as specified in paragraph 5 hereinabove. The contribution amount proffered in this paragraph 6 shall be utilized as determined by the Board of Supervisors for road improvements within the Tysons Corner area. Said contribution amount shall also be adjusted by increases to the Construction Cost Index from the *Engineering News Record* from the date of Board of Supervisors' approval of this rezoning application to the date of issuance of the first non-RUP.
7. **Stormwater Management.** Stormwater management and Best Management Practices for the proposed development will be provided on-site in accordance with the applicable provisions in the Public Facilities Manual and the Fairfax County Code. Because the proposed development decreases the impervious area on-site, an application for a waiver of stormwater management quantity control will be filed. Due to vertical constriction of the existing stormwater outfalls, innovative stormwater management techniques and facilities may have to be employed for stormwater and Best Management Practices, as determined by DPWES at the time of site plan review.

8. **Biking Facilities.** The Applicant shall provide bicycle parking facilities and showers and lockers on-site for the office-building workers.
9. **Bus Shelter.** The Applicant shall provide a bus shelter within the right-of-way of Leesburg Pike, subject to VDOT approval. The Applicant shall also provide a trash receptacle at the bus shelter location and maintain and empty the trash receptacle on a regular basis.
10. **Loading Docks.** The Applicant shall provide solid gates to screen the loading docks.
11. **First Floor Areas.**
  - (a) **Building I.** At least 5,000 square feet of the first floor area adjacent to the plaza shall be utilized for retail and/or restaurant uses. Other areas of the first floor will not be utilized for offices as a principal use, unless said office uses deal regularly with customers/clients who visit the offices in connection with the services rendered, e.g. real estate offices, stock brokerage offices, travel agencies and the like. In addition, any first floor use may have an office as an accessory use.
  - (b) **Building II.** The first floor area shall be utilized for retail and/or restaurant uses.
12. **Shade Tree.** If possible, subject to existing utility easements, a large shade tree shall be planted in the landscape island near the easternmost entrance from the service drive on Leesburg Pike, which is adjacent to the service station. This tree shall be located in a manner that does not interfere with adequate sight distance at the entrance.
13. **Architecture.** The development of the site shall be in general accordance with the architectural drawings included on Sheets 4 and 5 of the combined CDP/FDP as determined by the Department of Public Works and Environmental Services. A copy of Sheets 4 and 5 shall be provided with the building plans submitted for the construction of the buildings, the plaza and the parking garage.

14. **Pedestrian Bridge and Plaza.** The pedestrian bridge shown on the CDP/FDP shall be completed prior to issuance of the first non-RUP for the building fronting on Route 7. The Plaza shown on the CDP/FDP shall be completed prior to issuance of the first non-RUP in the first building to be constructed.
  
15. **Sign.** Prior to site plan approval, the Applicant shall contribute \$2,000 to Fairfax County to be applied towards construction of a sign to be located in the general area, as determined by the Board of Supervisors, that will identify to motorists that they are entering the Tyson's Corner area.
  
16. **Access.**
  - (a) The Applicant shall construct a service drive across the frontage of Fairfax Square in accordance with the attached sketch (marked Exhibit A and incorporated herein by reference), subject to the following conditions:
    - (1) The owner of Fairfax Square agrees to share with the Applicant, on a 50-50 basis, all costs necessary and incidental for the design and construction of the access configuration and traffic signalization shown in Exhibit A and further described herein (including, but not limited to, all costs necessary and incidental to obtaining approvals for construction and installation from applicable governmental authorities).
    - (2) The owner of Fairfax Square permits (at no cost to the Applicant) the changes on its site to accommodate the traffic configuration and improvements shown in Exhibit A.
    - (3) Sufficient public right-of-way exists to construct the service drive as shown in Exhibit A.
    - (4) The traffic configuration and improvements shown in Exhibit A are subject to the following additional conditions:

- i) Geometric revisions shall be designed to permit turning radii conforming to truck usages.
  - ii) A more detailed analysis and traffic simulation shall be provided to VDOT to define revised signal timings and offsets on Leesburg Pike (Route 7) signals.
  - iii) A raised concrete median ("pork chop" configuration) shall be installed at the intersection of Leesburg Pike (Route 7) and Old Gallows Road (Route 600).
  - (iv) The Applicant shall develop and implement a transportation demand management program ("TDM") consisting of voluntary management measures, the goal of which is to reduce single occupant vehicle trips. The TDM program shall include a reasonable and effective combination of some or all of the following elements:
    - Ridesharing incentive programs which may include activities to encourage and assist in the formation of car, van and bus pools, such as preferential parking charges and/or space location, and other analogous incentive programs;
    - Encourage tenants to provide variable work hours or flex-time programs for employees; or
    - Display of County RideSources literature and/or WMATA and Connector schedules or literature.
- (b) In the event that a written agreement to proceed in accordance with paragraph 16(a) above is not reached with the owner of Fairfax Square within ninety (90) days after approval of this rezoning, this proffer shall be null and void. In that event,

access to this application property shall be over the Fairfax Square parcel will be via the public access easement required to be provided over Fairfax Square as a result of the waiver of service drive approved by Fairfax County in 1989 (Site Plan No. 6846-SP-01-E-2). However, if an agreement is not reached within sixty (60) days after approval of this rezoning, written notice of such fact shall be provided to the Providence District Supervisor's office. If an agreement is reached, written notice of such fact shall also be provided to the Providence District Supervisor's office. Such notice shall also be provided to DPWES.

17. **Counterparts.** These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURES ON THE NEXT PAGE OR COUNTERPARTS]

**OWNER OF TAX MAP REFERENCE 39-2 ((1))  
PARCEL 7; TAX MAP REFERENCE 39-2 ((15))  
PARCELS 9 AND 11**

**RIVER TOWERS BUILDING NO. 3 JOINT VENTURE**

By:   
\_\_\_\_\_  
Samuel A. Rocks  
General Partner

**OWNER OF TAX MAP REFERENCE 39-2 ((15))  
PARCEL 30**

**BANK OF AMERICA, N.A.**

By: \_\_\_\_\_  
Richard E. Murrell  
Senior Vice President

**OWNER OF TAX MAP REFERENCE 39-2 ((1))  
PARCEL 7; TAX MAP REFERENCE 39-2 ((15))  
PARCELS 9 AND 11**

**RIVER TOWERS BUILDING NO. 3 JOINT VENTURE**

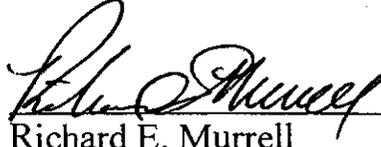
By: \_\_\_\_\_

Samuel A. Rocks  
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PARCEL 30**

**BANK OF AMERICA, N.A.**

By: \_\_\_\_\_

  
Richard E. Murrell  
Senior Vice President

F A I R F A X C O U N T Y

BOARD OF SUPERVISORS ACTION  
ZONING MAP AMENDMENT  
DATE OF ACTION 11/20/00

APPLICATION NUMBER: RZ 99-P-060

PROVIDENCE DISTRICT

APPLICANT: RIVER TOWERS, # 3 JOINT VENTURE

STAFF: BRAHAM

APPLICATION DATA

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EXISTING ZONING AND ACREAGE

ZONING: C- 3

ACRES: 3.95

PROPOSED:

ACTION:

PDC  
3.95

PDC  
3.95

TOTAL ACRES

TOTAL ACRES

3.95

3.95

MAP NUMBERS

039-2- /01/ /0007-

039-2- /15/ /0009- ,0011- ,0030-

REMARKS:

ZONING MAP AMENDMENT

RZ 99-P-060

ZONING DISTRICT DATA

ZONING DISTRICT: PDC

PROFFERED/CONDITIONED DWELLING UNIT DATA

TYPES	UNITS	ACRES	DENSITY	RANGE	LOMOD INCL	LOMOD ADD
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PROFFERED/CONDITIONED NON-RESIDENTIAL GROSS FLOOR AREAS

USE	GFA	FAR	USE	GFA	FAR
COMMERICAL -GEN	5,500		PUBLIC/QUASI PUB		
HOTEL/MOTEL			OFFICE	115,574	
INDUSTRIAL -GEN			TRAN-UTIL-COMM		
CULT/EDU/RELG/ENT			RETAIL-EATING EST	85,400	
INDUST-WAREHOUSE			*****TOTAL*****	206,474	1.20

REMARKS:

ZONING MAP AMENDMENT

RZ 99-P-060

CDNDITION/CONTRIBUTION DATA

COND CODE DESCRIPTION	COND CODE DESCRIPTION
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3Z OTHER - TRANSPORTATION	1Z OTHER - GENERAL
2Z OTHER - LAND USE	2B USE RESTRICTION
2I ARCHITECTURE	4H LANDSCAPING
4Z OTHER - ENVIRONMENT	3Z OTHER - TRANSPORTATION
3Z OTHER - TRANSPORTATION	1Z OTHER - GENERAL
4Z OTHER - ENVIRONMENT	4Z OTHER - ENVIRONMENT
4Z OTHER - ENVIRONMENT	3Z OTHER - TRANSPORTATION
3Z OTHER - TRANSPORTATION	4P LIGHTING
7A OTHER MISCELLANEOUS - SEE FILE	1B CONCEPTUAL DEVEL PLAN

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:

September 14, 1999

**DESCRIPTION OF  
THE PROPERTY OF  
LOTS 9 AND 11, SECTION 1 AND  
LOT 30, SECTION 2  
WORTHINGTON HEIGHTS AND  
RIVER TOWERS BUILDING NUMBER 3  
JOINT VENTURE  
PROVIDENCE DISTRICT  
FAIRFAX COUNTY, VIRGINIA**

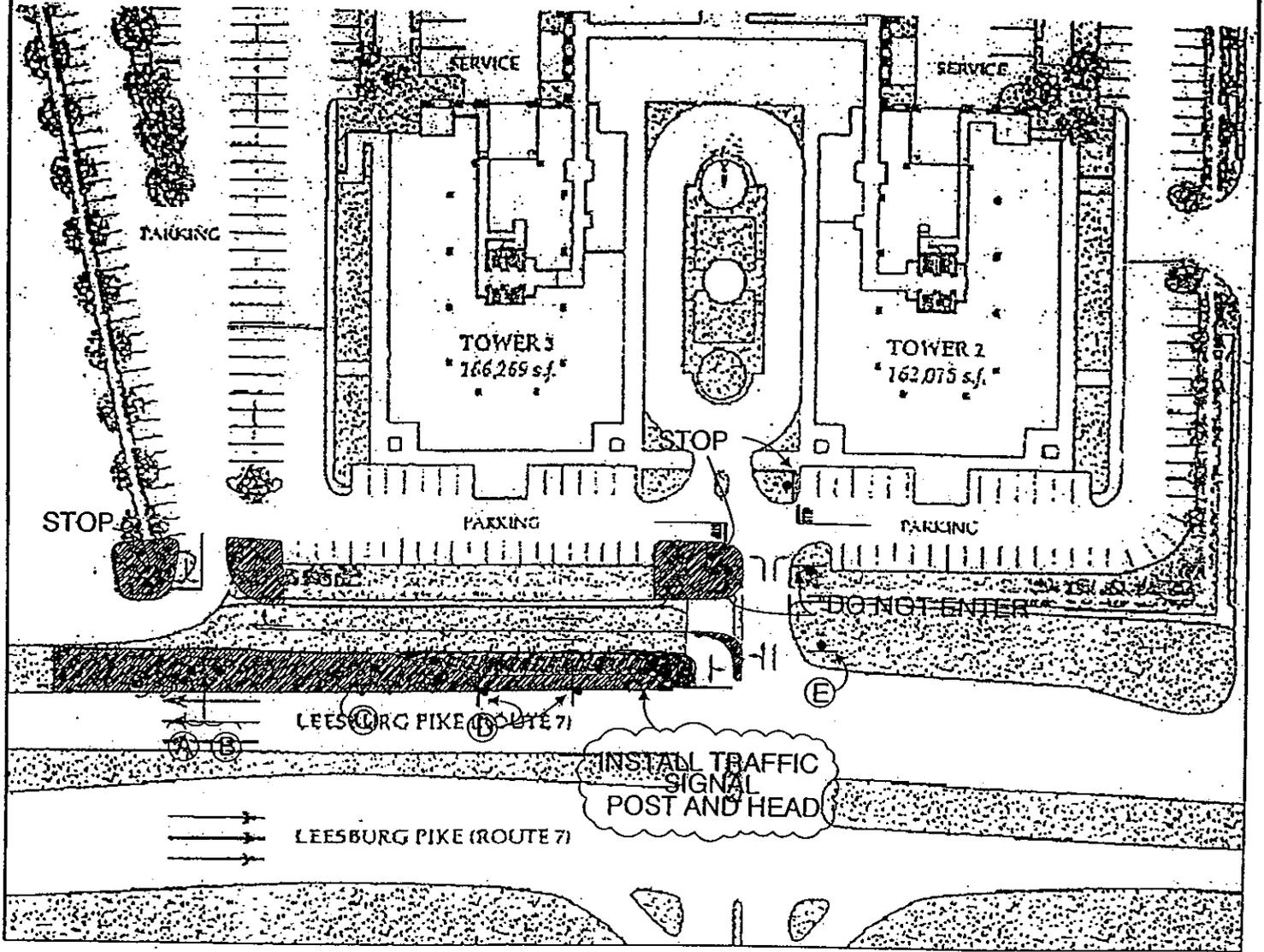
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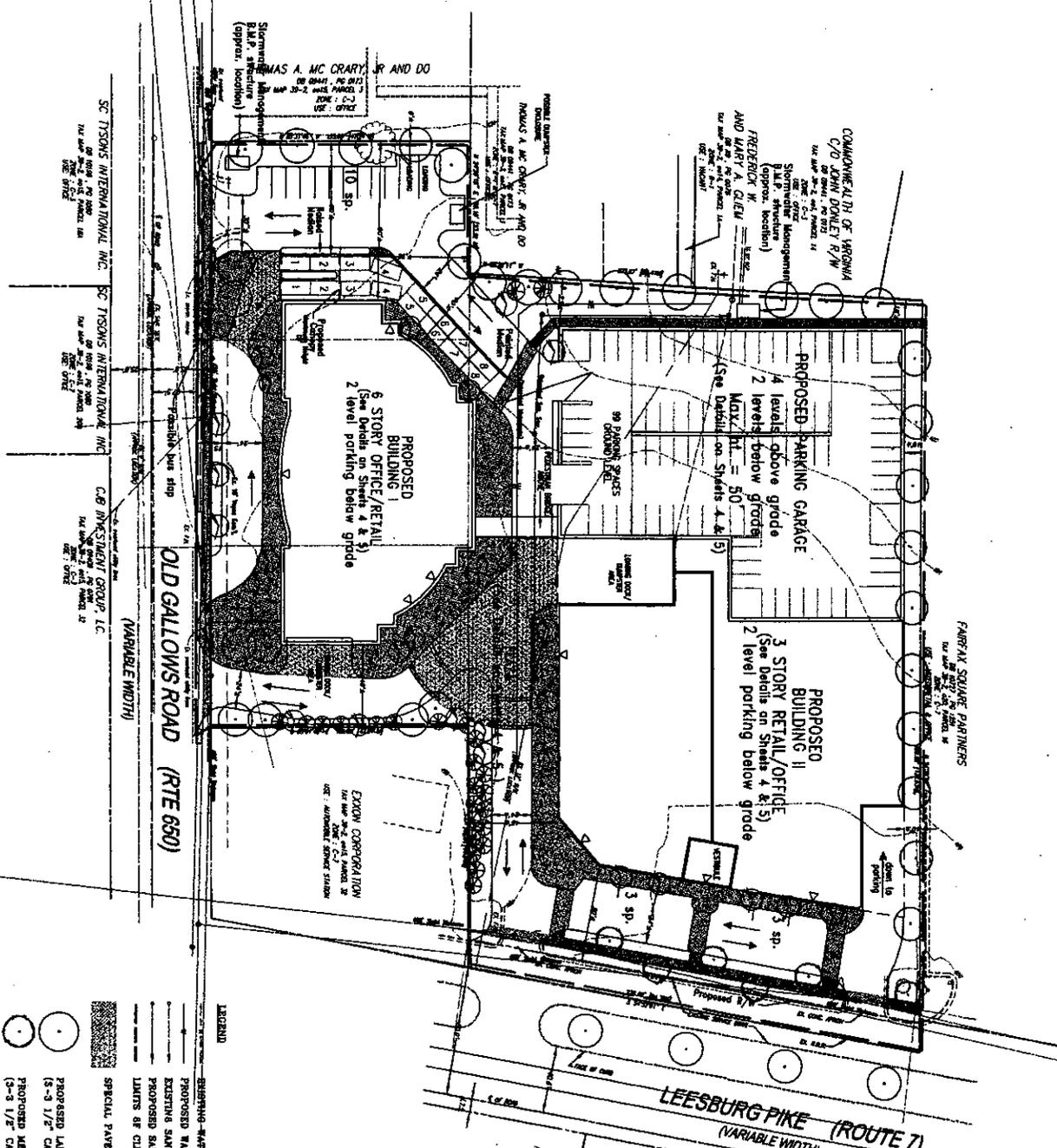
Beginning at a point on the southerly line of Leesburg Pike (Route 7), said point marking the northwesterly corner of Lot 32, Section 2, Worthington Heights; thence with the westerly and southerly line of Lot 32 S24°28'15"W, 146.14 feet and S65°31'45"E, 155.00 feet to a point on the westerly line of Old Gallows Road (Route 650); thence with the westerly line of Old Gallows Road S24°28'15"W, 346.00 feet to a point marking the northeasterly corner of lot 7, Section 1, Worthington Heights; thence with the northerly line of Lot 7 N65°31'45"W, 155.00 feet to a point on the easterly line of Lot 3, Gleim's Addition to Worthington Heights; thence with the easterly and the northerly line of Lot 3 and continuing with the northerly line of Frederick W. Gleim and Tyson Frederick Joint Venture and the easterly line of Fairfax Square Partners the following courses: N24°28'15"E, 76.19 feet; N62°28'11"W, 273.67 feet and N24°39'24"E, 452.52 feet to a point on the southerly line of Leesburg Pike; thence with the southerly line of Leesburg Pike S54°52'05"E, 276.58 feet to the point of beginning, containing 3.95 acres of land.

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

p:\descript\1999\rivtower.doc

# EXHIBIT A





- LEGEND**
- PROPOSED WATERMAIN
  - EXISTING WATERMAIN
  - PROPOSED SANITARY SEWER
  - EXISTING SANITARY SEWER
  - LIMITS OF CLEARING AND GRADING
  - SPECIAL PAVEMENT
  - PROPOSED LARGE DECIDUOUS TREE (3-3 1/2" CAL. MIN.)
  - PROPOSED MEDIUM DECIDUOUS TREE (3-3 1/2" CAL. MIN.)
  - PROPOSED SMALL DECIDUOUS/ORNAMENTAL TREE (6-8" HT. MIN.)
  - PROPOSED EVERGREEN TREE (6-7" HT. MIN.)

**REVISIONS**

NO.	DATE	DESCRIPTION
1	11/13/99	ISSUED FOR PERMIT
2	11/13/99	REVISED PER PERMIT COMMENTS
3	11/13/99	REVISED PER PERMIT COMMENTS
4	11/13/99	REVISED PER PERMIT COMMENTS
5	11/13/99	REVISED PER PERMIT COMMENTS



**DESIGNER:** DEWBERRY & DAVIS  
**DATE:** 11/13/99  
**SCALE:** 1" = 30'  
**PROJECT:** RIVER TOWERS JOINT VENTURE  
**LOCATION:** TYSONS CORNER, VA

**CONCEPTUAL/FINAL DEVELOPMENT PLAN**  
**RZ 1999-PR-960**  
**RIVER TOWERS JOINT VENTURE - TYSONS CORNER**  
**PROVIDENCE DISTRICT**  
**FAIRFAX COUNTY, VIRGINIA**

**Dewberry & Davis**  
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 Planners  
 Surveyors  
 Landscape  
 Architects  
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