

WOODLAND PARK EAST II

PROFFERS

RZ 2003-HM-046
PCA 2000-HM-044

October 18, 2004

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, and subject to the Board of Supervisors approving a rezoning and proffered condition amendment to the PDC District for property identified as Tax Map 16-4 ((1)) 42, 43, 44, 45 and 46 (hereinafter referred to as the "Application Property"), TST Woodland LLC, the Applicant in RZ 2003-HM-046 and PCA 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.

1. Development Plan. 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 fifteen (15) sheets dated January 23, 2004 through August 23, 2004, which CDP/FDP proposes a maximum of 1,773,621 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 in line with other principal or secondary uses and not to include a drive-through.
 - f. Financial institutions, including a drive-thru bank for Building 8 only.
 - 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. Bank teller machines.
 - r. Child care centers and nursery schools.
 - s. Dwelling units.
 - t. Affordable dwelling units

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- u. Hotels
- v. Private schools of general education
- w. Private school of special education
- x. Colleges and Universities

Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA) or Special Exception (SE) if in substantial conformance with the CDP/FDP and proffers. A Proffered Condition Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDP/FDP. The gross floor area of secondary uses, other than dwelling units and affordable dwelling units, shall be limited to ten percent of the principal uses in the development.

2. CDP Elements. Notwithstanding that the CDP/FDP is presented on fifteen (15) 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 Sheets 2 and 3 relative to the points of access, the maximum square footage, maximum 212,000 square feet of residential uses, 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. Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications to the FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on the CDP/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, or increase building heights.
4. Density Credit. 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. A total of 1,773,621 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, applied to the PDC Application Property as portrayed graphically and in tabular form on Sheets 2 and 13 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. Alterations. For Buildings 1-4, 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 buildings provided Buildings 1 and 2 are between 150,000 and 300,000 square feet each and there are no more than 500,000 square feet for Buildings 1 and 2 combined; Buildings 3 and 4 are between 250,000 and 450,000 square feet each and no more than 800,000 square feet for Buildings 3 and 4 combined; the total gross square footage for Buildings 1-4 does not exceed 1,061,078 square feet; the buildings heights as shown on the CDP/FDP are not exceeded; and the minimum open space and peripheral dimensions to lot lines are not reduced. In addition, the parking garage footprints may be altered within the designated "garage envelopes" for Buildings 1-4 as shown on Sheet 2 of the CDP/FDP, provided the garage heights are not exceeded and the minimum open space and peripheral dimensions to lot lines are not reduced.

6. Retail/Service Uses.

- a. Retail, eating establishments, fast food restaurants, and service establishment uses may be provided within all buildings on the Application Property. The majority of the retail, restaurant and/or service uses shall be located on the first floor of buildings with direct public access and windows oriented to adjacent internal roads in an effort to create an inviting streetscape.
- b. Retail, eating establishment, fast food restaurants, service and similar compatible establishments as listed in Proffer 1 shall be provided within Buildings 6, 7, 8, 9 and in the first floor of Building 10. Such uses shall have direct public access and windows oriented toward the internal roads. Buildings 8 and 9 shall be two stories in height, with at least 50 percent of the net square footage of the second story devoted to office uses.

It is intended that the principal use of Building 6 be a grocery store of approximately 40,000-60,000 square feet. The Applicant shall use best efforts to ensure provision of a grocery store as the initial tenant of Building 6. Best efforts shall include retaining a qualified retail broker and marketing the space for a twenty-four (24) month period beginning no more than twenty-four (24) months prior to commencement of construction. If marketing efforts are not successful in attracting a grocery store to Building 6, proof of best efforts to lease this space for a grocery store shall be provided to the Director, Department of DPZ to demonstrate the failed attempts. In the event the Director of DPZ agrees that best efforts have been expended, the space within Building 6 may be utilized for neighborhood retail/service/eating establishments/fast food restaurant uses such that no one tenant shall occupy more than 25,000 square feet.

- c. Buildings 5-11 shall be included on a consolidated site plan.
- d. Non-RUPs for Buildings 6 and 7 shall not be issued unless one or more of Buildings 5, 10 and 11 are under construction. Non-RUPs for Buildings 8 and 9 shall not be issued unless one or more of Buildings 5, 6, 7, 10 and 11 are under

construction. For the purposes of this proffer, "under construction" shall be defined as having completed the foundation and the framing for one level.

- e. The loading area for Building 6 shall provide a roll up screen door or other screening mechanism that is visually compatible, in terms of building color and style with the proposed grocery store, as determined by the Director, Department of Planning and Zoning (DPZ).
 - f. Notwithstanding the underground parking layouts shown on Sheet 6 of the CDP/FDP, the Applicant reserves the right to modify the layout of underground parking and to provide more than one level of parking underground provided such revisions do not impact the ground level design.
7. Sunrise Valley Drive. 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) or Residential Use Permit (RUP) 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. Monroe Street. 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 East Park Drive; and (c) northbound Monroe Street onto westbound Sunrise Valley Drive. These improvements shall be made consistent with that shown on Sheet 15 of 15 of the CDP/FDP. Said improvements shall be open to traffic prior to the issuance of any Non-RUP or Residential Use Permit (RUP). For purposes of these proffers, "open to traffic" shall mean that the committed road improvement is open to public traffic, whether or not accepted in the State system. Acceptance of public roads by VDOT into its roadway system shall be diligently pursued by the Applicant, and shall be accomplished prior to final bond release. (These improvements are being constructed with approved Fairfax County Plan #5518-SP-24-02 and are currently under construction.)
9. Signal Warrants. Prior to first site plan approval for the Application Property, excluding site plans for Buildings 12 and 13, the Applicant shall provide signal warrant analyses for signals at the intersections of (1) Sunrise Valley Drive/Corporate Park Drive; (2) Sunrise Valley Drive/Woodland Pointe Avenue; and (3) East Park Drive/Monroe Street. If determined warranted by VDOT, the Applicant shall make timely application to VDOT for signal installation with the goal of having the required signals in place prior to the issuance of the first RUP or Non-RUP for the Application Property, excluding Buildings 12 and 13. The Applicant shall include in any signal design plans, crosswalks and pedestrian activated countdown signals with noise activation for the seeing impaired, 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.

Left turn lanes currently exist from eastbound Sunrise Valley Drive onto Corporate Park Drive and Woodland Pointe Avenue. Prior to the issuance of the first Non-RUP or RUP for the Application Property, excluding Buildings 12 and 13, the Applicant shall construct dual left turn lanes at these two intersections as may be required by VDOT in conjunction with the installation of the traffic signals.

10. Office Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for office Buildings 1-4, 12 and 13 during peak periods by a minimum of 15% of the trips generated according to the Institute of Transportation Engineers (ITE) Trip Generation Manual, 6th Edition for the AM and PM peaks. Lessees/purchasers shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s) who may be the same individual coordinating the Residential Transportation Demand Management program. The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The transportation management strategies shall be implemented upon issuance of Non-RUPs for 75% of the first office or hotel building that reaches that threshold. Strategies implemented shall include, but not be limited to, the following:
 - a. Lessees of the office buildings shall be encouraged to join the Dulles Area Transportation Association (DATA), a recognized Commonwealth public-private Transportation Management Association;
 - b. Transportation Demand Management materials discussing available transit information, car/van pooling formation, alternative work schedules, and the Metrocheck program shall be distributed to lessees/purchasers.
 - c. Voluntary car pool/van pool programs shall be established for employees with the program under the direction of the transportation management coordinator;
 - d. 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;
 - e. Convenient parking in preferred locations of office parking structures shall be designated for car pool/van pool use;
 - f. Mass transit usage shall be encouraged and promoted by the transportation management coordinator. Bus stop(s)/shelter(s), exclusive of bus pull off lanes, shall be installed as described in Proffer 12;
 - g. Pedestrian walkways linking access to adjacent properties shall be provided;

- h. Broadband, high capacity data/network connections shall be provided to each office building; and
- i. Amenities for bicycle storage and shower facilities shall be provided for each office building.

The Applicant shall notify the Fairfax County Department of Transportation (DOT) of the date that the transportation strategies are implemented. One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of employees in the office development to determine their transportation characteristics. This survey will help form the basis of the transportation management program and shall be developed in consultation with DOT and submitted to the DOT for review and approval.

Then and bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the employees of the office development to demonstrate whether the goal of reducing Single Occupancy Vehicle (SOV) trips by 15% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 15% during peak hours has not occurred, five cents (\$0.05) per square feet of occupied gross floor area shall be contributed annually to a transportation demand management fund to be established for the six office buildings until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for the last of Buildings 1-4, 12 or 13.

- 11. Residential Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for the residential units during peak hours by a minimum of 15% of the trips generated according to the ITE Trip Generation Manual, 6th Edition for the AM and PM peaks. Residents and employees of the residential development shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s) who may be the same individual coordinating the Office Transportation Demand Management program. The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The transportation management strategies shall be implemented prior to the 150th RUP being issued. Strategies implemented shall include, but not be limited to, the following:
 - a. Participation in the Fairfax County Ride Share Program;
 - b. Dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential sale/lease packages;

- c. Making Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants and employees in a common area(s) of each building;
- d. Providing amenities for bicycle storage, including all weather storage;
- e. Providing a sidewalk system designed to encourage/facilitate pedestrian circulation;
- f. Providing broadband, high capacity data/network connections in all dwellings to facilitate working at home;
- g. Providing a business center wired with high capacity data/network connections.

The Applicant shall notify DOT of the date that the transportation strategies are implemented. One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of residents and employees in the residential development to determine their transportation characteristics. This survey will help form the basis of the transportation management program for development and shall be developed in consultation with DOT and submitted to the DOT for review and approval.

Then and bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the residents and employees of the residential development to demonstrate whether such goal of reducing SOV trips by 15% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 15% during peak hours has not occurred, \$50.00 per occupied dwelling unit shall be contributed annually to a transportation demand management fund to be established for the residential development until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for Tax Map 16-4 ((1)) 42.

12. Bus Shelters. The Applicant shall provide two (2) bus shelters for the Application Property, along Monroe Street and/or Sunrise Valley Drive, with the specific location(s) to be determined jointly by the Washington Metropolitan Area Transit Authority (WMATA) and DOT. The bus shelter(s) shall be the typical open type and the installation shall be limited to the concrete pad, the shelter itself and a trash can. No bus turn outs or special lanes shall be provided by the Applicant. If, by the time of site plan approval for the properties fronting on Monroe Street and/or Sunrise Valley Drive, WMATA/DOT has not determined the exact location of the bus shelter(s), the Applicant shall escrow \$20,000 per shelter with DPWES to be used for future bus shelters on Sunrise Valley Drive or Monroe Street in the immediate area of the Application Property. If, after ten years, the bus shelters have not been installed, the Applicant shall be entitled

to release and return of the escrowed funds. If installed along the Applicant's frontage, the bus shelter and trash can shall be maintained by the Applicant.

13. Site Amenities.

- a. Paved and landscaped plaza areas between Buildings 1 and 2, and between Buildings 3 and 4 shall be provided as generally shown on Sheet 11 of the CDP/FDP. A plaza focal area shall be provided adjacent to Building 6 as illustrated on Sheet 5. These plaza areas shall include a central focal area for passive recreational use to consist of one of the following features: a small reflecting pool or fountain, a display area for sculpture, a garden park with seating, or a vegetated overhead trellis feature. These plaza areas shall be designed to visually complement architectural elements of the adjacent building in terms of color, materials and/or design composition. The plazas will include specialty paving materials, enhanced landscaping, pedestrian lighting and site furnishings (benches, seating areas, tree grates, etc.) and may also incorporate visitor drop-off areas and limited visitor parking. In the event that Buildings 1 and 2 or 3 and 4 are phased, the plaza areas shall be completed prior to issuance of Non-RUPs for the second building.
- b. A central park area shall be provided as shown on the CDP/FDP. This amenity shall be an area of tree preservation coupled with passive and active recreational use. Tree preservation shall be provided as specified in Proffer 15. In addition, complementary landscaping, a comprehensive pedestrian pathway system, a playground, picnic shelter, benches and outdoor seating areas shall be provided within the central park, as generally illustrated on Sheets 12 and 14. These improvements are being constructed with approved Fairfax County Plan #5518-SP-27 and are currently under construction.
- c. An unprogrammed playfield and a sport court (such as a basketball court, tennis court, multi-purpose court or sand volleyball court) shall be provided behind the parking garages for Buildings 2 and 3 as shown on the CDP/FDP. This area shall be linked with pedestrian connections to adjacent office and nearby residential areas. The Applicant shall provide a planted four foot berm and an architecturally solid fence, six (6) feet in height, to shield the play area from roadway noise. No other noise mitigation shall be required/provided. These facilities shall be constructed with the first of Buildings 2 or 3.
- d. Paved and landscaped courtyards adjacent to Residential Buildings 5, 10 and 11 to include specialty paving, extensive landscaping, tables with chairs, benches, and possible water features shall be provided as generally illustrated on Sheet 10.
- e. A community room, a minimum of 2000 square feet in size, to include exercise facilities, a lounge with high speed internet access shall be provided within the residential buildings.

14. 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 Sheets 4, 9 and 10. The Applicant shall work with the Urban Forester to select plant species that in addition to meeting other landscaping requirements such as durability, availability and aesthetics, also aid in the maintenance of air quality. Location of plantings may be modified based on utility location, sight distance easements, and final engineering details as approved by the Urban Forester. (Landscaping for the central park area, identified in Proffer 13b, is being constructed with approved Fairfax County Plan #5518-SP-27 and is currently under construction.)

Streetscaping shall be provided along Sunrise Valley Drive as depicted on Sheet 9. Shade trees shall be planted along the Sunrise Valley Drive and shall be supplemented with ornamental trees and a combination of evergreen and deciduous shrubs. An earthen berm shall be utilized to accent the plantings and to help screen automobile parking from the roadway.

15. Tree Preservation. The Applicant shall provide for tree preservation in the area on the CDP/FDP identified as the "central park" as determined by the Urban Forester and as shown adjacent to Building 13. The improvements associated with the central park are being constructed with approved Fairfax County Plan #5518-SP-27 and are currently under construction. 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 areas on the CDP/FDP identified as the central park and adjacent to Building 13:
 - 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 and Building 13. 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 areas. 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 others 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 six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (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 and improvements related to Building 13. 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.
16. 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. (Tree transplantation is currently being implemented with approved Fairfax County Plan #5518-SP-27.)
 17. Phasing. The Applicant shall construct the landscaped entrance road from Monroe Street to the central park amenity with the first phase of construction. The central park shall be substantially complete as determined by the Urban Forester prior to issuance of the first Non-RUP or RUP. (These improvements are being constructed with approved Fairfax County Plan # 5518-SP-27.)
 18. Hotels. If hotels are provided in Buildings 1 and/or 2, prior to site plan approval an independent noise analysis using a methodology approved by DPZ and DPWES shall be

provided to determine the impact of roadway noise from the Dulles Airport Access Road (DAAR) on the hotel. The study and any proposed mitigation methods for reducing the interior noise levels to DNL 45 dBA or less shall be reviewed and approved by DPWES in consultation with the Department of Planning and Zoning (DPZ) and implemented by the Applicant.

19. Architectural Design.

- a. The architectural design of the facades of the office/hotel Buildings 1-4, 12 and 13 shall be architecturally compatible with each other and the buildings which surround them in Woodland Park and include complementary colors, façade treatments and architectural elements. 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 11.

Notwithstanding what is shown on the CDP/FDP, the Applicant reserves the right to increase the height of Buildings 12 and 13 to a maximum of 85 feet.

- b. The architectural design of the retail, residential and drive-in bank buildings (Buildings 5-11) shall be in substantial conformance and general character with that shown on Sheets 7 and 8. The individual buildings shall be designed to create the appearance of a unified and coordinated development and shall be complementary in terms of architectural style and scale. The intent is to create a harmonious design with complementary yet distinctive architecture, and to ensure a lively pedestrian oriented street level. This coordinated development shall be accomplished through the use of complementary building materials, colors, landscaping or similar design features, and the following:
- 1). Retail buildings shall be constructed with masonry (brick, stone, and ground or split face CMU) with EIFS, molded polyurethane (FYRON) and wood trim accents. Storefronts shall be constructed with aluminum and/or wood framing, glass, decorative brackets and awnings.
 - 2). Building materials for the residential buildings shall include one or more of the following: masonry (brick, stone, and ground or split face CMU) or cementitious siding, with EIFS, painted wood or painted metal accents.
 - 3). All buildings shall be constructed with architectural treatments that are consistent on all sides of the building. Rooftop mechanical equipment shall be located to limit visibility.
 - 4). A coordinated color palette designed to complement the building materials shall be developed with a consistency of use for all buildings.
 - 5). A coordinated signage system shall be provided to establish project identity. Signs shall be complementary in terms of size, location and

lighting. Signs shall be provided in accordance with Article 12, Section 205 of the Zoning Ordinance, unless modified through a comprehensive sign plan or special exception.

- 6). Streetscape treatments shall be consistent throughout the retail/residential development.
20. 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.
21. FAA Approval. If required, 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.
22. Trails/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, garages, and amenities as generally shown on Sheet 14 of the CDP/FDP.
 - c. Crosswalks with specialty pavers or stamped asphalt shall be provided at locations shown on the CDP/FDP and as required by VDOT.
 - d. The Applicant shall construct an eight (8) foot wide asphalt trail along the Application Property's northern property line within or adjacent to the DAAR right-of way, as generally shown on Sheets 3 and 14. The trail shall be constructed coincident with the development of Buildings 3, 4 and 13. Should the trail be constructed on the Application Property, a public access easement shall be provided in a form acceptable to the County Attorney.
23. Lighting. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning

Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty (20) feet in height and shall utilize full cut-off fixtures which shall focus directly on the Application Property. All upper level parking deck lighting fixtures shall not exceed the height of fifteen (15) feet. Lighting in the parking decks shall be installed between the ceiling beams to reduce glare.

24. 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 community center with exercise facilities, children's playground in the central park, and passive courtyards.

25. Park Contribution.

a. In addition to Proffer 24 above, upon site plan approval for the first residential building, the Applicant shall escrow \$161,290 with Fairfax County for development of a baseball field to be constructed by others on property identified as Tax Map 15-4 ((1)) 13, 23A and 23A1. Should the baseball field not be constructed within ten (10) years of the approval of these applications, the escrowed money may be used for the development of facilities in nearby parks or park acquisition.

b. In addition to provision of the unprogrammed playfield described in Proffer 13c and the trail described in Proffer 22d, upon site plan approval for the first office building, the Applicant shall escrow \$25,000 with Fairfax County for development of a baseball field to be constructed by others on property identified as Tax Map 15-4 ((1)) 13, 23A, 23A1. Should the baseball field not be constructed within ten (10) years of the approval of these applications, the escrowed money may be used for the development of facilities in nearby parks or park acquisition.

26. Affordable Dwelling Units. The Applicant shall provide five percent (5%) of the units as affordable dwelling units, as defined by Article 2 of the Zoning Ordinance.

27. Stormwater Management. Stormwater management with Best Management Practices (BMP) shall be provided for the residential and non-residential uses in the off-site pond located on Tax Map 16-3 ((1)) 25D1, as may be approved by DPWES. In addition, stormwater management may be provided in one or more surface and/or underground facilities on the Application Property, as approved by the Department of Public Works and Environmental Management ("DPWES"). The maintenance of the on-site facilities shall be the responsibility of the Applicant and/or the Woodland Park Property Owners Association. Subject to DPWES approval, the Applicant shall ensure that the off-site facility is designed to provide detention for the Application Property, that run-off is adequately conveyed to the pond, and the Applicant has permission to use the facility. If

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the Applicant cannot provide adequate SWM/BMP in general conformance with the CDP/FDP, a PCA and/or FDPA may be required.

28. School Contribution. Prior to issuance of the first RUP for the residential buildings, the Applicant shall contribute \$765 per unit to the Fairfax County Board of Supervisors for the construction of capital improvements to Coppermine Elementary School.
29. Airport Noise Notification. The homeowners association documents and/or leasing agreements for the residential units shall contain a notification that the Application Property is in close proximity to the International Airport at Dulles and within two miles of the 60 dBA Ldn noise contour and that the dwelling units may experience airport related noise.
30. Energy Efficiency. All residential units shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.
31. Private Street Design. Both the streets and sidewalks shall be constructed in conformance with Public Facilities Manual TS 5A Standards with regard to design, depth of pavement and materials consistent with public streets and sidewalk standards. The Applicant shall be responsible for the maintenance of all private streets.
32. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
33. 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.
34. 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]

PROFFERS

RZ 2003-HM-046/PCA 2000-HM-044-1

APPLICANT/TITLE OWNER OF TAX MAP 16-4 ((1))
PT. 42, 43; PT. 44, PT. 45, PT. 46

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



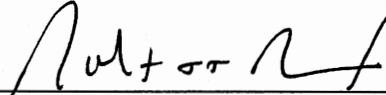
By: Burton Lehman
Its: Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

PROFFERS
RZ 2003-HM-046/PCA 2000-HM-044-1

CONTRACT PURCHASER
OF TAX MAP 16-4 ((1)) PT. 42

JBG/ROSENFELD WOODLAND, L.L.C.



By: Robert J.T. Rosenfeld
Its: Managing Member

[SIGNATURES END]

WOODLAND PARK EAST II

PROFFERS

RZ 2003-HM-046

PCA 2000-HM-044

October 18, 2004

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, and subject to the Board of Supervisors approving a rezoning and proffered condition amendment to the PDC District for property identified as Tax Map 16-4 ((1)) 42, 43, 44, 45 and 46 (hereinafter referred to as the "Application Property"), TST Woodland LLC, the Applicant in RZ 2003-HM-046 and PCA 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.

1. Development Plan. 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 fifteen (15) sheets dated January 23, 2004 through August 23, 2004, which CDP/FDP proposes a maximum of 1,773,621 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 in line with other principal or secondary uses and not to include a drive-through.
 - f. Financial institutions, including a drive-thru bank for Building 8 only.
 - 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. Bank teller machines.
 - r. Child care centers and nursery schools.
 - s. Dwelling units.
 - t. Affordable dwelling units

Description of
a portion of the properties of
TST Woodland, L.L.C.
Hunter Mill District
Fairfax County, Virginia
Page 4

N 10° 30' 53" E, 51.98 feet

to the point of beginning.

Containing 912,090 square feet or 20.93872 acres of land.

G:\project\admin\0313\3014\desc of rezoning area.doc

- u. Hotels
- v. Private schools of general education
- w. Private school of special education
- x. Colleges and Universities

Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA) or Special Exception (SE) if in substantial conformance with the CDP/FDP and proffers. A Proffered Condition Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDP/FDP. The gross floor area of secondary uses, other than dwelling units and affordable dwelling units, shall be limited to ten percent of the principal uses in the development.

2. CDP Elements. Notwithstanding that the CDP/FDP is presented on fifteen (15) 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 Sheets 2 and 3 relative to the points of access, the maximum square footage, maximum 212,000 square feet of residential uses, 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. Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications to the FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on the CDP/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, or increase building heights.
4. Density Credit. 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. A total of 1,773,621 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, applied to the PDC Application Property as portrayed graphically and in tabular form on Sheets 2 and 13 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. Alterations. For Buildings 1-4, 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 buildings provided Buildings 1 and 2 are between 150,000 and 300,000 square feet each and there are no more than 500,000 square feet for Buildings 1 and 2 combined; Buildings 3 and 4 are between 250,000 and 450,000 square feet each and no more than 800,000 square feet for Buildings 3 and 4 combined; the total gross square footage for Buildings 1-4 does not exceed 1,061,078 square feet; the buildings heights as shown on the CDP/FDP are not exceeded; and the minimum open space and peripheral dimensions to lot lines are not reduced. In addition, the parking garage footprints may be altered within the designated "garage envelopes" for Buildings 1-4 as shown on Sheet 2 of the CDP/FDP, provided the garage heights are not exceeded and the minimum open space and peripheral dimensions to lot lines are not reduced.

6. Retail/Service Uses.

- a. Retail, eating establishments, fast food restaurants, and service establishment uses may be provided within all buildings on the Application Property. The majority of the retail, restaurant and/or service uses shall be located on the first floor of buildings with direct public access and windows oriented to adjacent internal roads in an effort to create an inviting streetscape.
- b. Retail, eating establishment, fast food restaurants, service and similar compatible establishments as listed in Proffer 1 shall be provided within Buildings 6, 7, 8, 9 and in the first floor of Building 10. Such uses shall have direct public access and windows oriented toward the internal roads. Buildings 8 and 9 shall be two stories in height, with at least 50 percent of the net square footage of the second story devoted to office uses.

It is intended that the principal use of Building 6 be a grocery store of approximately 40,000-60,000 square feet. The Applicant shall use best efforts to ensure provision of a grocery store as the initial tenant of Building 6. Best efforts shall include retaining a qualified retail broker and marketing the space for a twenty-four (24) month period beginning no more than twenty-four (24) months prior to commencement of construction. If marketing efforts are not successful in attracting a grocery store to Building 6, proof of best efforts to lease this space for a grocery store shall be provided to the Director, Department of DPZ to demonstrate the failed attempts. In the event the Director of DPZ agrees that best efforts have been expended, the space within Building 6 may be utilized for neighborhood retail/service/eating establishments/fast food restaurant uses such that no one tenant shall occupy more than 25,000 square feet.

- c. Buildings 5-11 shall be included on a consolidated site plan.
- d. Non-RUPs for Buildings 6 and 7 shall not be issued unless one or more of Buildings 5, 10 and 11 are under construction. Non-RUPs for Buildings 8 and 9 shall not be issued unless one or more of Buildings 5, 6, 7, 10 and 11 are under

PROFFERS

RZ 2003-HM-046/PCA 2000-HM-044-1

Page 4

construction. For the purposes of this proffer, "under construction" shall be defined as having completed the foundation and the framing for one level.

- e. The loading area for Building 6 shall provide a roll up screen door or other screening mechanism that is visually compatible, in terms of building color and style with the proposed grocery store, as determined by the Director, Department of Planning and Zoning (DPZ).
 - f. Notwithstanding the underground parking layouts shown on Sheet 6 of the CDP/FDP, the Applicant reserves the right to modify the layout of underground parking and to provide more than one level of parking underground provided such revisions do not impact the ground level design.
7. Sunrise Valley Drive. 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) or Residential Use Permit (RUP) 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. Monroe Street. 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 East Park Drive; and (c) northbound Monroe Street onto westbound Sunrise Valley Drive. These improvements shall be made consistent with that shown on Sheet 15 of 15 of the CDP/FDP. Said improvements shall be open to traffic prior to the issuance of any Non-RUP or Residential Use Permit (RUP). For purposes of these proffers, "open to traffic" shall mean that the committed road improvement is open to public traffic, whether or not accepted in the State system. Acceptance of public roads by VDOT into its roadway system shall be diligently pursued by the Applicant, and shall be accomplished prior to final bond release. (These improvements are being constructed with approved Fairfax County Plan #5518-SP-24-02 and are currently under construction.)
9. Signal Warrants. Prior to first site plan approval for the Application Property, excluding site plans for Buildings 12 and 13, the Applicant shall provide signal warrant analyses for signals at the intersections of (1) Sunrise Valley Drive/Corporate Park Drive; (2) Sunrise Valley Drive/Woodland Pointe Avenue; and (3) East Park Drive/Monroe Street. If determined warranted by VDOT, the Applicant shall make timely application to VDOT for signal installation with the goal of having the required signals in place prior to the issuance of the first RUP or Non-RUP for the Application Property, excluding Buildings 12 and 13. The Applicant shall include in any signal design plans, crosswalks and pedestrian activated countdown signals with noise activation for the seeing impaired, 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.

Left turn lanes currently exist from eastbound Sunrise Valley Drive onto Corporate Park Drive and Woodland Pointe Avenue. Prior to the issuance of the first Non-RUP or RUP for the Application Property, excluding Buildings 12 and 13, the Applicant shall construct dual left turn lanes at these two intersections as may be required by VDOT in conjunction with the installation of the traffic signals.

10. Office Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for office Buildings 1-4, 12 and 13 during peak periods by a minimum of 15% of the trips generated according to the Institute of Transportation Engineers (ITE) Trip Generation Manual, 6th Edition for the AM and PM peaks. Lessees/purchasers shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s) who may be the same individual coordinating the Residential Transportation Demand Management program. The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The transportation management strategies shall be implemented upon issuance of Non-RUPs for 75% of the first office or hotel building that reaches that threshold. Strategies implemented shall include, but not be limited to, the following:
- a. Lessees of the office buildings shall be encouraged to join the Dulles Area Transportation Association (DATA), a recognized Commonwealth public-private Transportation Management Association;
 - b. Transportation Demand Management materials discussing available transit information, car/van pooling formation, alternative work schedules, and the Metrocheck program shall be distributed to lessees/purchasers.
 - c. Voluntary car pool/van pool programs shall be established for employees with the program under the direction of the transportation management coordinator;
 - d. 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;
 - e. Convenient parking in preferred locations of office parking structures shall be designated for car pool/van pool use;
 - f. Mass transit usage shall be encouraged and promoted by the transportation management coordinator. Bus stop(s)/shelter(s), exclusive of bus pull off lanes, shall be installed as described in Proffer 12;
 - g. Pedestrian walkways linking access to adjacent properties shall be provided;

- h. Broadband, high capacity data/network connections shall be provided to each office building; and
- i. Amenities for bicycle storage and shower facilities shall be provided for each office building.

The Applicant shall notify the Fairfax County Department of Transportation (DOT) of the date that the transportation strategies are implemented. One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of employees in the office development to determine their transportation characteristics. This survey will help form the basis of the transportation management program and shall be developed in consultation with DOT and submitted to the DOT for review and approval.

Then and bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the employees of the office development to demonstrate whether the goal of reducing Single Occupancy Vehicle (SOV) trips by 15% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 15% during peak hours has not occurred, five cents (\$0.05) per square feet of occupied gross floor area shall be contributed annually to a transportation demand management fund to be established for the six office buildings until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for the last of Buildings 1-4, 12 or 13.

- 11. Residential Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for the residential units during peak hours by a minimum of 15% of the trips generated according to the ITE Trip Generation Manual, 6th Edition for the AM and PM peaks. Residents and employees of the residential development shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s) who may be the same individual coordinating the Office Transportation Demand Management program. The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The transportation management strategies shall be implemented prior to the 150th RUP being issued. Strategies implemented shall include, but not be limited to, the following:
 - a. Participation in the Fairfax County Ride Share Program;
 - b. Dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential sale/lease packages;

- c. Making Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants and employees in a common area(s) of each building;
- d. Providing amenities for bicycle storage, including all weather storage;
- e. Providing a sidewalk system designed to encourage/facilitate pedestrian circulation;
- f. Providing broadband, high capacity data/network connections in all dwellings to facilitate working at home;
- g. Providing a business center wired with high capacity data/network connections.

The Applicant shall notify DOT of the date that the transportation strategies are implemented. One year after the transportation management strategies are implemented, the Applicant shall conduct a survey of residents and employees in the residential development to determine their transportation characteristics. This survey will help form the basis of the transportation management program for development and shall be developed in consultation with DOT and submitted to the DOT for review and approval.

Then and bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the residents and employees of the residential development to demonstrate whether such goal of reducing SOV trips by 15% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 15% during peak hours has not occurred, \$50.00 per occupied dwelling unit shall be contributed annually to a transportation demand management fund to be established for the residential development until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for Tax Map 16-4 ((1)) 42.

12. Bus Shelters. The Applicant shall provide two (2) bus shelters for the Application Property, along Monroe Street and/or Sunrise Valley Drive, with the specific location(s) to be determined jointly by the Washington Metropolitan Area Transit Authority (WMATA) and DOT. The bus shelter(s) shall be the typical open type and the installation shall be limited to the concrete pad, the shelter itself and a trash can. No bus turn outs or special lanes shall be provided by the Applicant. If, by the time of site plan approval for the properties fronting on Monroe Street and/or Sunrise Valley Drive, WMATA/DOT has not determined the exact location of the bus shelter(s), the Applicant shall escrow \$20,000 per shelter with DPWES to be used for future bus shelters on Sunrise Valley Drive or Monroe Street in the immediate area of the Application Property. If, after ten years, the bus shelters have not been installed, the Applicant shall be entitled

to release and return of the escrowed funds. If installed along the Applicant's frontage, the bus shelter and trash can shall be maintained by the Applicant.

13. Site Amenities.

- a. Paved and landscaped plaza areas between Buildings 1 and 2, and between Buildings 3 and 4 shall be provided as generally shown on Sheet 11 of the CDP/FDP. A plaza focal area shall be provided adjacent to Building 6 as illustrated on Sheet 5. These plaza areas shall include a central focal area for passive recreational use to consist of one of the following features: a small reflecting pool or fountain, a display area for sculpture, a garden park with seating, or a vegetated overhead trellis feature. These plaza areas shall be designed to visually complement architectural elements of the adjacent building in terms of color, materials and/or design composition. The plazas will include specialty paving materials, enhanced landscaping, pedestrian lighting and site furnishings (benches, seating areas, tree grates, etc.) and may also incorporate visitor drop-off areas and limited visitor parking. In the event that Buildings 1 and 2 or 3 and 4 are phased, the plaza areas shall be completed prior to issuance of Non-RUPs for the second building.
- b. A central park area shall be provided as shown on the CDP/FDP. This amenity shall be an area of tree preservation coupled with passive and active recreational use. Tree preservation shall be provided as specified in Proffer 15. In addition, complementary landscaping, a comprehensive pedestrian pathway system, a playground, picnic shelter, benches and outdoor seating areas shall be provided within the central park, as generally illustrated on Sheets 12 and 14. These improvements are being constructed with approved Fairfax County Plan #5518-SP-27 and are currently under construction.
- c. An unprogrammed playfield and a sport court (such as a basketball court, tennis court, multi-purpose court or sand volleyball court) shall be provided behind the parking garages for Buildings 2 and 3 as shown on the CDP/FDP. This area shall be linked with pedestrian connections to adjacent office and nearby residential areas. The Applicant shall provide a planted four foot berm and an architecturally solid fence, six (6) feet in height, to shield the play area from roadway noise. No other noise mitigation shall be required/provided. These facilities shall be constructed with the first of Buildings 2 or 3.
- d. Paved and landscaped courtyards adjacent to Residential Buildings 5, 10 and 11 to include specialty paving, extensive landscaping, tables with chairs, benches, and possible water features shall be provided as generally illustrated on Sheet 10.
- e. A community room, a minimum of 2000 square feet in size, to include exercise facilities, a lounge with high speed internet access shall be provided within the residential buildings.

14. 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 Sheets 4, 9 and 10. The Applicant shall work with the Urban Forester to select plant species that in addition to meeting other landscaping requirements such as durability, availability and aesthetics, also aid in the maintenance of air quality. Location of plantings may be modified based on utility location, sight distance easements, and final engineering details as approved by the Urban Forester. (Landscaping for the central park area, identified in Proffer 13b, is being constructed with approved Fairfax County Plan #5518-SP-27 and is currently under construction.)

Streetscaping shall be provided along Sunrise Valley Drive as depicted on Sheet 9. Shade trees shall be planted along the Sunrise Valley Drive and shall be supplemented with ornamental trees and a combination of evergreen and deciduous shrubs. An earthen berm shall be utilized to accent the plantings and to help screen automobile parking from the roadway.

15. Tree Preservation. The Applicant shall provide for tree preservation in the area on the CDP/FDP identified as the "central park" as determined by the Urban Forester and as shown adjacent to Building 13. The improvements associated with the central park are being constructed with approved Fairfax County Plan #5518-SP-27 and are currently under construction. 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 areas on the CDP/FDP identified as the central park and adjacent to Building 13:
- 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 and Building 13. 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 areas. 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 others 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 six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (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 and improvements related to Building 13. 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.
16. 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. (Tree transplantation is currently being implemented with approved Fairfax County Plan #5518-SP-27.)
 17. Phasing. The Applicant shall construct the landscaped entrance road from Monroe Street to the central park amenity with the first phase of construction. The central park shall be substantially complete as determined by the Urban Forester prior to issuance of the first Non-RUP or RUP. (These improvements are being constructed with approved Fairfax County Plan # 5518-SP-27.)
 18. Hotels. If hotels are provided in Buildings 1 and/or 2, prior to site plan approval an independent noise analysis using a methodology approved by DPZ and DPWES shall be

provided to determine the impact of roadway noise from the Dulles Airport Access Road (DAAR) on the hotel. The study and any proposed mitigation methods for reducing the interior noise levels to DNL 45 dBA or less shall be reviewed and approved by DPWES in consultation with the Department of Planning and Zoning (DPZ) and implemented by the Applicant.

19. Architectural Design.

- a. The architectural design of the facades of the office/hotel Buildings 1-4, 12 and 13 shall be architecturally compatible with each other and the buildings which surround them in Woodland Park and include complementary colors, façade treatments and architectural elements. 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 11.

Notwithstanding what is shown on the CDP/FDP, the Applicant reserves the right to increase the height of Buildings 12 and 13 to a maximum of 85 feet.

- b. The architectural design of the retail, residential and drive-in bank buildings (Buildings 5-11) shall be in substantial conformance and general character with that shown on Sheets 7 and 8. The individual buildings shall be designed to create the appearance of a unified and coordinated development and shall be complementary in terms of architectural style and scale. The intent is to create a harmonious design with complementary yet distinctive architecture, and to ensure a lively pedestrian oriented street level. This coordinated development shall be accomplished through the use of complementary building materials, colors, landscaping or similar design features, and the following:
- 1). Retail buildings shall be constructed with masonry (brick, stone, and ground or split face CMU) with EIFS, molded polyurethane (FYFON) and wood trim accents. Storefronts shall be constructed with aluminum and/or wood framing, glass, decorative brackets and awnings.
 - 2). Building materials for the residential buildings shall include one or more of the following: masonry (brick, stone, and ground or split face CMU) or cementitious siding, with EIFS, painted wood or painted metal accents.
 - 3). All buildings shall be constructed with architectural treatments that are consistent on all sides of the building. Rooftop mechanical equipment shall be located to limit visibility.
 - 4). A coordinated color palette designed to complement the building materials shall be developed with a consistency of use for all buildings.
 - 5). A coordinated signage system shall be provided to establish project identity. Signs shall be complementary in terms of size, location and

lighting. Signs shall be provided in accordance with Article 12, Section 205 of the Zoning Ordinance, unless modified through a comprehensive sign plan or special exception.

- 6). Streetscape treatments shall be consistent throughout the retail/residential development.

20. 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.

21. FAA Approval. If required, 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.

22. Trails/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, garages, and amenities as generally shown on Sheet 14 of the CDP/FDP.
- c. Crosswalks with specialty pavers or stamped asphalt shall be provided at locations shown on the CDP/FDP and as required by VDOT.
- d. The Applicant shall construct an eight (8) foot wide asphalt trail along the Application Property's northern property line within or adjacent to the DAAR right-of way, as generally shown on Sheets 3 and 14. The trail shall be constructed coincident with the development of Buildings 3, 4 and 13. Should the trail be constructed on the Application Property, a public access easement shall be provided in a form acceptable to the County Attorney.

23. Lighting. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning

Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty (20) feet in height and shall utilize full cut-off fixtures which shall focus directly on the Application Property. All upper level parking deck lighting fixtures shall not exceed the height of fifteen (15) feet. Lighting in the parking decks shall be installed between the ceiling beams to reduce glare.

24. 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 community center with exercise facilities, children's playground in the central park, and passive courtyards.
25. Park Contribution.
- a. In addition to Proffer 24 above, upon site plan approval for the first residential building, the Applicant shall escrow \$161,290 with Fairfax County for development of a baseball field to be constructed by others on property identified as Tax Map 15-4 ((1)) 13, 23A and 23A1. Should the baseball field not be constructed within ten (10) years of the approval of these applications, the escrowed money may be used for the development of facilities in nearby parks or park acquisition.
 - b. In addition to provision of the unprogrammed playfield described in Proffer 13c and the trail described in Proffer 22d, upon site plan approval for the first office building, the Applicant shall escrow \$25,000 with Fairfax County for development of a baseball field to be constructed by others on property identified as Tax Map 15-4 ((1)) 13, 23A, 23A1. Should the baseball field not be constructed within ten (10) years of the approval of these applications, the escrowed money may be used for the development of facilities in nearby parks or park acquisition.
26. Affordable Dwelling Units. The Applicant shall provide five percent (5%) of the units as affordable dwelling units, as defined by Article 2 of the Zoning Ordinance.
27. Stormwater Management. Stormwater management with Best Management Practices (BMP) shall be provided for the residential and non-residential uses in the off-site pond located on Tax Map 16-3 ((1)) 25D1, as may be approved by DPWES. In addition, stormwater management may be provided in one or more surface and/or underground facilities on the Application Property, as approved by the Department of Public Works and Environmental Management ("DPWES"). The maintenance of the on-site facilities shall be the responsibility of the Applicant and/or the Woodland Park Property Owners Association. Subject to DPWES approval, the Applicant shall ensure that the off-site facility is designed to provide detention for the Application Property, that run-off is adequately conveyed to the pond, and the Applicant has permission to use the facility. If

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the Applicant cannot provide adequate SWM/BMP in general conformance with the CDP/FDP, a PCA and/or FDPA may be required.

28. School Contribution. Prior to issuance of the first RUP for the residential buildings, the Applicant shall contribute \$765 per unit to the Fairfax County Board of Supervisors for the construction of capital improvements to Coppermine Elementary School.
29. Airport Noise Notification. The homeowners association documents and/or leasing agreements for the residential units shall contain a notification that the Application Property is in close proximity to the International Airport at Dulles and within two miles of the 60 dBA Ldn noise contour and that the dwelling units may experience airport related noise.
30. Energy Efficiency. All residential units shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.
31. Private Street Design. Both the streets and sidewalks shall be constructed in conformance with Public Facilities Manual TS 5A Standards with regard to design, depth of pavement and materials consistent with public streets and sidewalk standards. The Applicant shall be responsible for the maintenance of all private streets.
32. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
33. 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.
34. 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.

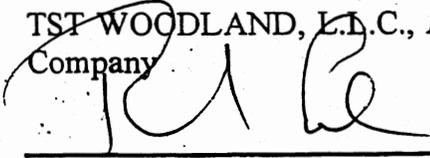
[SIGNATURES BEGIN ON NEXT PAGE]

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APPLICANT/TITLE OWNER OF TAX MAP 16-4 ((1))
PT. 42, 43; PT. 44, PT. 45, PT. 46

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

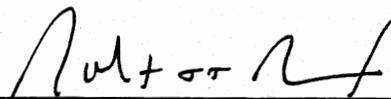


By: Burton Lehman
Its: Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

CONTRACT PURCHASER
OF TAX MAP 16-4 ((1)) PT. 42

JBG/ROSENFELD WOODLAND, L.L.C.



By: Robert J.T. Rosenfeld
Its: Managing Member

[SIGNATURES END]

FINAL DEVELOPMENT PLAN CONDITIONS

FDP 2003-HM-046/FDPA 2000-HM-044

August 25, 2004

If it is the intent of the Planning Commission to approve FDP 2003-HM-046 and FDPA 2000-HM-044 for a mixed-use development located at Tax Maps 16-4 ((1)) 42-46 staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions:

1. Development of the property shall be in substantial conformance with the fifteen sheets of the CDP/FDP entitled "Woodland Park East" prepared by William H. Gordon Associates, Inc. dated March 2004 as revised through August 23, 2004.
2. Prior to site plan approval, it shall be demonstrated to DPWES that non-tidal wetlands are not present on the site, or if present, evidence of compliance with § 404 of the Clean Water Act shall be provided to DPWES.
3. The parking garages for Building 3 and 4 shall be setback a minimum of forty feet from the Dulles Airport Access and Toll Road and Monroe Street rights-of-way.

The above proposed conditions are staff recommendations and do not reflect the position of the Planning Commission unless and until adopted by the Planning Commission.