

PROFFER STATEMENT

PCA 80-L-070

January 21, 2005

Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owners and applicants for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicant") in this Proffer Condition Amendment ("PCA") proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map 107-4 ((1)) 68A (the "Property") will be in accordance with the following conditions if, and only if, Proffer Condition Amendment application PCA 80-L-070 is granted. In the event that this PCA is denied, these proffers will immediately be null and void and of no further force and effect, and the proffers accepted with RZ 80-L-070 will remain in effect. The proffered conditions are:

GENERAL

1. Previous Proffers. The proffers associated with RZ 80-L-090 shall be amended and replaced with the following proffers.
2. Generalized Development Plan. The Property shall be developed in substantial conformance with the Generalized Development Plan (dated August 20, 2004 and revised through November 30, 2004, prepared by Walter L. Phillips Incorporated (the "GDP") consisting of two (2) sheets) and as qualified below.

Proposed Lot 1

If Proposed Lot 1 of the Property redevelops in the future, irrespective of the development indicated on the GDP, Lot 1 of the Property may develop up to .35 FAR with the uses permitted by-right as indicated in the list below, or after filing an application and obtaining appropriate County approval of a special exception or special permit in the I-6, Heavy Industrial District, and in accordance with the regulations indicated in the Fairfax County Zoning Ordinance.

- Accessory uses and accessory service uses as permitted by Article 10.
- Child care centers and nursery schools, limited by the provisions of Sect. 5-605.
- Churches, chapels, temples, synagogues and other such places of worship.
- Contractor's offices and shops.
- Establishments for printing of any size, production, processing, assembly, manufacturing, compounding, preparation, cleaning, servicing, testing, repair or storage of materials, goods or products, and associated retail sales; except those particular heavy industrial uses set forth in Par. 13 of Sect. 9-501.
- Establishments for scientific research, development and training.
- Financial institutions.
- Funeral Homes.
- Heavy public utility uses (Category 2), all uses except storage facilities for natural gas, oil and other petroleum products.
- Kennels, limited by the provision of Sect. 5-605.
- Light public utility uses (Category 1), all uses except radio or television broadcasting tower facilities, microwave facilities, satellite earth stations, and mobile and land based telecommunication facilities.

- Mobile and land based telecommunication facilities, subject to the provisions of Sect. 2-514.
- New vehicle storage.
- Offices.
- Private schools of general education, limited by the provisions of Sect. 5-605.
- Public uses.
- Quasi-public athletic fields and related facilities, limited by the provisions of Sect. 5-605.
- Truck rental establishments.
- Vehicle light service establishments, limited by the provisions of Sect. 605.
- Vehicle transportation service establishments.
- Veterinary hospitals, limited by the provisions of Sect. 5-605.
- Warehousing and associated retail establishments.
- Wholesale trade establishments.

The following uses are permitted as long as all service activity takes place indoors.

- Heavy equipment and specialized vehicle sale, rental and service establishments.
- Vehicle major service establishments.

Proposed Lot 2

Proposed Lot 2 shall develop in conformance with the Special Exception Plat dated April 9, 2004 and revised through January 20, 2005, prepared by Walter L. Phillips Incorporated (the "SE Plat") consisting of two (2) sheets.

TRANSPORTATION

3. Gunston Cove Road Frontage. The Applicant shall continue to provide 26' of pavement to face of curb and 35' of right-of-way from centerline along the frontage of the Property. Prior to issuance of a Non-Residential Use Permit ("Non-RUP") for the Property, the Applicant shall provide a through and deceleration lane within this right-of-way, curb and gutter and a 5' sidewalk along the Gunston Cove Road frontage. The Applicant shall transition the frontage improvements to connect with the existing frontage improvements on the adjacent property to the north (Tax Map 107-4 ((1)) 69A).
4. Gunston Cove Bridge Contribution. Prior to issuance of a Non-RUP for the Property, the Applicant shall provide a contribution of \$20,000 to Fairfax County toward the repair or replacement of the one-lane Gunston Cove Road bridge that crosses the CSX Railroad tracks at Armercross Road/Lorton Market Street ("Gunston Cove Bridge"). By 2015, if Fairfax County, the Virginia Department of Transportation or the CSX Railroad do not have sufficient funds to complete the Gunston Cove Bridge repairs or replacement, the \$20,000 contribution shall be reallocated for use in a transportation improvement elsewhere in Lorton, as determined by Fairfax County.
5. Proposed Lot 1 Access. No more than two points of ingress/egress shall be provided to access Lot 1 from Gunston Cove Road.

LOT 1 SCREENING

6. Proposed Lot 1 Screening. The Applicant shall provide transitional screening as indicated on the GDP. If the Applicant changes the layout of Proposed Lot 1, necessitating site plan approval, the Board of Supervisors screening modification shall no longer be valid. If the Applicant changes the current use or a new tenant moves in on Proposed Lot 1 necessitating a new Non-RUP, and the change in use or tenant is accompanied by outside storage or parking of vehicles other than employees or visitors (i.e. vehicle storage rather than parking) in any area that is visible from Gunston Cove Road, the Board of Supervisors modification of screening shall no longer be valid. If the modification is no longer valid, the Applicant must provide the transitional screening as required by the Zoning Ordinance or pursue a new modification of the transitional screening per Section 13-304 of the Zoning Ordinance.

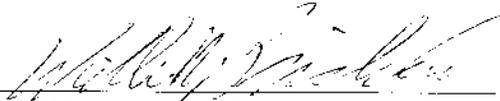
MISCELLANEOUS

7. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
8. 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.

Signature on Following Page

Owner of Tax Map 107-4 ((1)) 68A

Metfin Associates

By: 

Name: Walter M. Prichard

Title: Managing General Partner

Contract Purchaser of Tax Map 107-4 ((1)) 68A (pt.)

Commonwealth Construction Management

By: 

Name: David P. Tracy

Title: Chairman and President