

PROFFERS

PCA 82-P-069-9

July 27, 1998

The proffers are hereby provided pursuant to Section 15.2-2303(A) Code of Virginia 1950, as amended, and subject to the Board of Supervisors approving the request for a Proffered Condition Amendment for property identified as Tax Map 45-4 ((11)) 1A, 1B and 1C; 55-1 ((1)) 33 and 55-2 ((1)) 19, 21 (the "Property"). The proffers are hereby made by Meridian/Fair Lakes LLC, its successors and assigns (hereinafter collectively referred to as the "Applicant"). If accepted, these proffers shall amend and supplement the proffers affecting the property, including those approved by the Board of Supervisors on April 2, 1984, September 24, 1984, and October 18, 1995 (the "Previous Proffers"). All of the Previous Proffers remain in full force and effect except as amended hereby.

1. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance, development of the property shall be in substantial conformance with the Conceptual Development Plan Amendment (CDPA) prepared by Land Design Inc. dated March 25, 1998 and revised through June 9, 1998.
2. Paragraph 2 of the proffer under the Land Use dated October 18, 1995, shall be revised to read as follows:

Allocation of land uses as provided in the text accompanying the Conceptual Development Plan Amendment is affirmed as follows:

No more than 7,182,823 square feet of principal and secondary uses shall be constructed on subject property. Non-residential uses shall not exceed 5,364,820 square feet. However, up to 607,215 square feet in Land Bay II may be converted from non-residential to residential uses exclusive of ADU's and up to 14,200 square feet may be converted to eating establishments/fast food restaurant/personal service establishment uses in Land Bay II. Residential units shall not be fewer than 1,464.

The specific uses to be provided in the first phase of development are depicted in FDPs submitted for Land Bays I-A, I-B, V-A, VI-A and VI-B. Land Bay II shall be approximately 120 acres, and shall be developed in 1,463,616 square feet of employment, residential and eating establishment/fast food restaurant uses specified in the CDPA for Land Bays II-A and II-B. The residential square footage in Land Bay II shall not exceed 607,215 square feet which shall be exclusive of the square footage for affordable dwelling units. In addition, the residential square footage in Land Bay II shall not be counted towards, i.e., shall be deemed in its entirety to be in excess of, the fifty (50) percent limitation for residential use in the Fair Lakes PDC District as specified in Par. 5 of Sect. 6-206 of the Zoning Ordinance as well as the

PROFFERS
PCA 82-P-069-9

2:1 ratio of primary to residential uses recommended for office-mixed use areas in the Fairfax Center Area. The residential use in the remainder of Fair Lakes may be developed up to the fifty (50) percent (based upon the principal, non-residential uses in all of Fair Lakes) limitation in accordance with Par. 5 of Sect. 6-206 of the Zoning Ordinance except to the extent further modified by the Board of Supervisors in a subsequent PCA application.

A mix of principal and secondary uses shall be distributed over the remainder of the site, with other retail, hotel and other residential uses to be located in Land Bays III, IV and V. The aggregate non-residential square footage shall not exceed 5,364,820 square feet, of which 200,000 to 800,000 square feet shall be allocated to hotel use, 200,000 to 1,100,000 square feet, exclusive of any eating establishment/fast food restaurant/personal service establishment uses in Land Bay II, to uses such as retail uses, accessory service uses, retail sales establishments, child care centers, eating establishments, financial institutions, health clubs, theaters, service stations, car washes and other principal and secondary PDC uses that are neither residential, hotel or office/research in character, and 2,960,000 to 4,964,820 square feet (less any conversion of non-residential to residential and/or eating establishment/fast food restaurant/personal service establishment uses in Land Bay II) to office, research and other non-retail uses. Specific uses shall be designated at the time the FDPs are submitted. For purposes of this proffer, the designation of a building as office or other employment use shall be construed to permit inclusion of fast food (e.g., delicatessen), financial institution, and other such accessory and personal service uses on the ground and/or first floor level of such building, it being understood that the details of any drive-through and/or child care uses must be the subject of final development plan or special exception approval.

[SIGNATURE PAGES BEGIN ON FOLLOWING PAGE]

PROFFERS
PCA 82-P-069-9

APPLICANT/TITLE OWNER OF TAX MAP 45-4 ((11)) 1B
MERIDIAN/FAIR LAKES LLC

By: Meridian Investment Limited Partnership, its
Member

By: D.C. Inc., its general partner

By: *G. David Cheek*
Name: G. David Cheek
Its: President

[SIGNATURES CONTINUE ON NEXT PAGE]

PROFFERS
PCA 82-P-069-9

TITLE OWNER OF TAX MAP 45-5 ((11)) 1A

TACO BELL CORP.

By: 
Name: Laurence Gerich
Its: Assistant Secretary

[SIGNATURES CONTINUE ON NEXT PAGE]

PROFFERS
PCA 82-P-069-9

TITLE OWNER OF TAX MAP 55-2 ((1)) 19, 21, and
55-1 ((1)) 33

TRW, INC

By: 

Name: Marsha A. Klontz

Its: Assistant Secretary and Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

PROFFERS
PCA 82-P-069-9

TITLE OWNER OF TAX MAP 45-4 ((11)) 1C

ROCKS FAIR LAKES I.C

By: 

Name: Samuel A. Rocks

Its: Managing Member

[SIGNATURES CONTINUE ON NEXT PAGE]

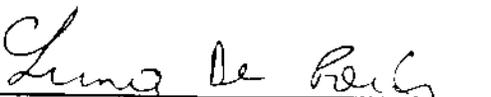
PROFFERS
PCA 82-P-069-9

CONTRACT PURCHASER OF TAX MAP

45-4 ((31)) B



Alexandre K. de Paris



Luna de Paris