

Tysons II Land Company, L.L.C.  
PCA 84-D-049-2  
Tax Map 29-4 ((10)) 2A1, 2A2, 2C and 2D

PROFFER STATEMENT

July 29, 1997  
May 18, 1998 (last revised)

On October 15, 1984, the Board of Supervisors of Fairfax County rezoned 106.83520 acres which was the subject of Rezoning 84-D-049 to the Planned Development Commercial (PDC) District and adopted proffers dated August 17, 1984, as revised through October 15, 1984 (Proffers). A copy of the Proffers is attached as Exhibit A. The Board also approved the Conceptual Development Plan for Tysons II which accompanied the rezoning application (Approved CDP). On October 4, 1984, the Planning Commission approved the Final Development Plan, as revised through October 4, 1984 (Approved FDP).

On October 16, 1995, the Board of Supervisors approved Proffer Condition Amendment PCA 84-D-049 and adopted proffers dated February 15, 1995 revised through September 14, 1995 (1995 Proffers). A copy of the 1995 Proffers is attached as Exhibit B. The Board also approved Conceptual Development Plan Amendment dated April 12, 1995, as revised through September 13, 1995, for Sectors II, III, and IV which accompanied the Proffer Condition Amendment (Approved CDPA). On October 12, 1995, the Planning Commission approved the Final Development Plan Amendment dated April 12, 1995, as revised through September 13, 1995, for the Parcels which include buildings G, H, I, J1, J2, K, L, and M (Approved FDPA).

The proffers dated August 17, 1984, as revised through October 15, 1984, and the proffers dated February 15, 1995, as revised through September 14, 1995 (to the extent the 1995 Proffers affect the subject property), are reaffirmed and shall remain in full force and effect, except as follows:

1. The Final Development Plan Amendment dated July 29, 1997, and revised through March 9, 1998 (FDPA), replaces the Approved FDP as it relates to Parcels C, D, E, and F only.
2. If an amendment to any portion of this FDPA becomes necessary at a later date, the applicant reserves the right to submit only that portion which is affected by the amendment for review and approval by the Planning Commission
3. Proffer #12 is deleted as it applies to the office component of Sector I and the Parcels which include the buildings shown as C, D, E, and F on the FDPA and replaced with the following:

12. Development of the property which is the subject of this application shall be in accordance with the conditions set forth in the proffers dated August 17, 1984, as revised through October 15, 1984, and in the proffers dated July 29, 1997 as revised through March 5, 1998.
  
4. The principal and secondary uses which shall be permitted are identified on the FDPA. Such principal and secondary uses shall not result in any additional free-standing buildings beyond what is shown on the FDPA. However, temporary free-standing structures may be permitted, as required to operate any outdoor recreation uses. No fast food restaurant shall be permitted that sells primarily ready to consume hamburgers, fried chicken or tacos or that have drive through facilities. Other restaurants which qualify under the Fairfax County Zoning ordinance as "fast food restaurants," but do not sell primarily ready-to-consume hamburgers, fried chicken or tacos are permitted; these include, but are not limited to, delicatessens, coffee shops, bagel shops, ice cream, yogurt and frozen dessert stores, rotisserie or grilled chicken restaurants and bakeries. Any permitted fast food restaurants shall be designed (i) to maintain and protect the high quality character of the Tysons II planned development, and (ii) to be conducted entirely within an enclosed building. The signage associated with any fast food restaurants shall comply with the provisions of the approved Comprehensive Sign Plan (CSP 84-D-049) for Tysons II, as the same may be amended. Additionally, no quick service food stores shall be permitted other than those which (i) shall be oriented to cater primarily to the occupants of the principal use, or (ii) sell a specialty line of products such as a chocolate shop, bakery, coffee shop, wine and cheese shop or gourmet shop.
  
5. Retail sales establishments shall be limited to the cellar space and the first two floors of any buildings within the FDPA.

TYSONS II LAND COMPANY, L.L.C.,  
a Virginia limited liability company

By: Lerner Enterprises Limited Partnership, a Maryland  
limited partnership, its manager

By: Taleco Partners, L.L.C.

Its: General Partner

By: 

Mark D. Lerner  
Executive Vice President

TYSONS II DEVELOPMENT CO. LIMITED  
PARTNERSHIP, a Maryland limited partnership

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

Theodore N. Lerner  
Its: General Partner

MDM DEVELOPMENT COMPANY, L.L.C.,  
a Virginia limited liability company

By: Tysons II Land Company, L.L.C., a Virginia  
limited liability company

By: Lerner Enterprises Limited Partnership, a  
Maryland limited partnership, its manager

By: Taleco Partners, L.L.C.  
General Partner

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

Mark D. Lerner,  
Executive Vice President