

WEST*GROUP MANAGEMENT LLC

TMP 33-4-((1))- 3C, 3D1, 3F

23.787 Acres

PROFFER STATEMENT - PCA 1999-SU-018

January 20, 2005

Pursuant to Section 15.2-2303 (A) of the Code of Virginia 1950, as amended and Section 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), the Property Owner and Applicant and its successors or assigns (hereinafter collectively referred to as the "Applicant") proffer that the development of the Application Property shall be subject to the following proffers. In the event 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.

Requested Proffered Condition Amendment ("PCA")

Deletion of 26.77 Acres (Lots 3B and 3G)

The Property identified as Tax Map Reference 33-4-01-3B and 3G consisting of approximately 26.77 acres of land is hereby removed and deleted from rezoning application 1999-SU-018 and all subsequent proffered amendments thereto, such that the proffered conditions associated with RZ 1999-SU-018, as amended shall be of no further force and effect with respect to such property. Hereafter the application property (the "Property") shall be defined as Tax Map Reference 33-4-01-3C, 3D1 and 3F consisting of approximately 23.787 acres of land.

General

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Proffer Condition Amendment Plan ("PCA") prepared by VIKA, Inc., sheet 4 of 9 dated January 5, 2005. Applicant reserves the right to determine final building footprints, dimensions and locations at the time of final site plan design.

- a. The Property shall have an FAR limit of 0.35 FAR or 362,656 gross square feet. Individual land bays may be developed at an intensity of up to 0.7 FAR, but in no event shall the Property have an over-all FAR exceeding 0.35 FAR.
- b. Building heights shall not exceed four (4) stories or a maximum of 60 feet unless an increase is permitted by the Board pursuant to Sec. 9-607 of the Zoning Ordinance.
- c. The Property shall be developed in accordance with the I-5 minimum yard requirements.
- d. A minimum of 20% of the Property shall be retained as open space. Open space areas shall include the stormwater management facility, the wetland area, as well as other landscaped areas within the Property.

Stormwater Management

4. Stormwater Management (including BMPs) shall be provided for the total site, for an individual lot, for multiple lots or any combination thereof, unless otherwise modified or waived by the Director of DPWES. If the subject property is served by a singular stormwater management/BMP facility, the singular facility shall be placed in a location generally consistent with the location as shown on the GDP. All SWM/BMP facilities shall be in accordance with the Public Facilities Manual and approved by the Director of DPWES. Landscaping, if so permitted by DPWES and the Urban Forester, may be provided around the perimeter of the facility(ies).

Off-Street Parking

5. Each parcel shall accommodate the minimum number of parking spaces as required per the Zoning Ordinance for the corresponding gross floor area and specific use(s).

On-Site Transportation Improvements.

6. The internal spine road depicted on the GDP shall be designed and constructed in accordance with VDOT public street standards and dedicated for public maintenance. During final engineering design, the specific alignment for this spine road may vary from the GDP location due to final lot layout, geological constraints and/or topographic requirements. Applicant shall provide a four-foot sidewalk on one-side of the spine road.

Architectural Theme

7. In order to insure a consistent architectural theme and character throughout the Property, Applicant shall utilize a combination of similar building materials and architectural design features for building facades as utilized on Tax Map 33-4 ((1)) 3C and 3F and incorporate common landscaping features, walkways, signage, lighting and other similar design elements.

Applicant shall adopt restrictive covenants applicable to all lots within the Property to be implemented through an architectural review process with the objective to create a coordinated image for the Property.

Signage

8. All signs shall be of a size, location and setback consistent with the applicable provisions of the Zoning Ordinance. All signs shall incorporate similar design elements such as building materials, color, font-style and lighting to insure a coordinated image for the Property, subject to allowances for individual company logos.

Binding Effect

9. These proffers shall be binding on Applicant and its successors and assigns.

TIC CHANTILLY INVESTORS LLC

By: TIC Properties, LLC, its sole member

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS I, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS II, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS III, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS IV, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS V, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS VI, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS VII, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS VIII, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS IX, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS X, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS XI, LLC

By: Paul M. Aiesi Agent/Attorney-in-fact

Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F

CHANTILLY INVESTORS XII, LLC

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Name: Paul M. Aiesi

Title: Agent/Attorney-In-Fact

Owner of Tax Map Parcels 33-4((1)) 3F