

# PROFFER STATEMENT

## GUNSTON COMMERCE CENTER

PCA 89-V-062-2 and RZ 2004-MV-011

December 2, 2005

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950 as amended, Colchester Land Company LLC, (hereinafter referred to as the "Applicant") for the owners, themselves, successors and assigns in PCA 89-V-062-2 and RZ 2004-MV-011, filed for property identified as Tax Map 113-3 ((1)) 5A, 5C, 5D, 5F, 5H2, and 5H3 (hereinafter referred to as the "PCA Property"), and property identified as Tax Map 113-3 ((1)) 5H1 (hereinafter referred to as the "RZ Property"), proffers that the development of the PCA Property and the RZ Property (hereinafter collectively referred to as the "Property") shall be subject to the following conditions. These proffers supersede and replace all previously approved proffers affecting the Property.

### General

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Generalized Development Plan ("GDP") prepared by Dewberry & Davis, consisting of eight (8) sheets dated December 29, 2003, and revised through September 2, 2005, as further modified by these proffered conditions.
2. The PCA Property includes part of The Gunston Commerce Center's Land Bay A, which shall remain zoned to the I-4 District, and all of The Gunston Commerce Center's Land Bays B, C and D, of which Land Bays B and D will remain zoned to the I-4 District and Land Bay C will remain zoned to the I-5 District. The RZ Property includes part of The Gunston Commerce Center's Land Bay A only, which shall be rezoned from the I-4 District to the I-5 District.

For the purpose of clarity in implementing these proffers, the Fairfax County tax parcels and Comprehensive Plan Land Units that are associated with each of the Property's development Land Bays are indicated in the chart below:

Parcel Number	Gunston Commerce Center Land Bay	Comprehensive Plan Land Unit	Applicable Zoning Application	Designation
TM 113-3 ((1)) 5D, 5F, 5H2, 5H3	Land Bay A	Land Unit C	PCA 89-V-062-2	PCA Property
TM 113-3 ((1)) 5H1	Land Bay A	Land Unit C	RZ 2004-MV-011	RZ Property
TM 113-3 ((1)) 5C	Land Bay B	Land Unit C	PCA 89-V-062-2	PCA Property
TM 113-3 ((1)) 5A (pt. zoned I-5)	Land Bay C	Land Unit B5-b	PCA 89-V-062-2	PCA Property
TM 113-3 ((1)) 5A (pt. zoned I-4)	Land Bay D	Land Unit B5-a	PCA 89-V-062-2	PCA Property

- Drive-through windows associated with Fast Food Restaurants

(c) In addition to the uses listed in Proffer 3(a) above, the PCA Property shall specifically exclude the following uses, except as may be allowed as accessory service uses:

- Fast food restaurants
- Quick-service food stores

(d) All operations, activities and storage on the Property shall be conducted within a completely enclosed building. Further, this proffer shall not restrict or prohibit accessory uses and accessory service uses permitted by Article 10 of the Fairfax County Zoning Ordinance.

4. Except as limited by Proffer No. 3 above, Special Permit and Special Exception uses shall be permitted for all land bays without the necessity of a proffered condition amendment if they are in substantial conformance with the Proffers and the GDP. This use flexibility shall not relieve the Applicant from the filing and processing of any Special Exception and/or Special Permit requests for a particular land bay through the County's normal review process.

#### Density and Density Restrictions

5. In order to assure that anticipated traffic impacts of development are mitigated, phasing of development is proposed as described in the subparagraphs below.
- (a) The overall maximum floor area ratio ("FAR") for the Property shall be 0.22, which equates to 945,061 GFA of industrial, office, retail commercial and related non-residential development.
- (b) Within Land Bay A, the maximum FAR for the Property shall not exceed 0.21. The maximum GFA permitted within the RZ Property (Tax Map 113-3 ((1)) 5H1) shall not exceed 27,350 GFA of non-residential development, which equates to a maximum FAR of 0.32 when considered alone. The maximum GFA permitted within the Land Bay A PCA Property (Tax Map 113-3 ((1)) 5D, 5F, 5H2, and 5H3) shall not exceed 197,511 GFA of non-residential development, which equates to a maximum FAR of 0.20, when considered alone.
- (c) Office use on the Property shall not exceed 72 % (approximately 680,444 GFA) of the total permitted overall maximum gross floor area of development (which is 945,061 GFA).
- (d) Cellar space, if any, shall not exceed twenty percent (20%) (approximately

be seventy-five (75) feet, unless a higher height is approved by the Fairfax County Board of Supervisors. Any structure that exceeds four (4) stories shall be returned to the Planning Commission for review prior to Site Plan approval in order to determine the structure's compliance with this proffer statement.

Transportation

8. Unless already dedicated, at the time of the first site plan approval, or within sixty (60) days of approval by the Virginia Department of Transportation ("VDOT") or Fairfax County, whichever first occurs, the Applicant shall dedicate to the Board of Supervisors and convey in fee simple, right-of-way along the Property's frontage with Furnace Road in accordance with the distance depicted on the Furnace Road Exhibit - Gunston Commerce Center, prepared by Dewberry & Davis, dated October 19, 1992. Exhibit A is a reduced copy of this drawing. With respect to the portion of the Furnace Road frontage not shown on Exhibit A, the Applicant shall dedicate to the Board of Supervisors and convey in fee simple, right-of-way along the Property's frontage with Furnace Road forty-five (45') from centerline at the time of the first site plan approval for Land Bays C and D, or within sixty (60) days upon and by VDOT or Fairfax County, whichever event first occurs.
9. The Applicant reserves density credit in accordance with the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications as described herein.
10. The Applicant shall design and construct road improvements according to the following phasing schedule:
  - a) Unless already provided and/or constructed, at the time of final site plan approval for any building in Land Bays A or B, the Applicant shall, subject to VDOT approval, provide frontage improvements along Furnace Road for that portion of the Property encompassed by said site plan. Such improvements shall include a half-section of the modified four-lane divided roadway, including curb, gutter and a sidewalk, as identified on Exhibit A attached hereto. In addition, the Applicant shall, subject to VDOT approval, construct right turn and left turn deceleration lanes for said development. This proffer shall not include or require the Applicant to perform any upgrading or reconstruction of the Interstate 95/Furnace Road bridge, other than adding improvements (e.g., pavement, drainage and grading) between the existing pillars.
  - b) Unless already constructed, prior to the issuance of a Non-Residential Use Permit ("Non-RUP") which would result in a cumulative total of 250,000 gross square feet of industrial development in Land Bays A and/or B, or which would result in a cumulative total of 500,000 gross square feet of industrial development in Land Bays A, B, C and/or D, the Applicant shall improve Furnace Road between Route 1 and

shall occur within the existing curbs flanking Furnace Road in this location. However, upon demonstration by the Applicant that, despite diligent efforts, the improvement has been delayed, the Zoning Administrator may agree to allow the issuance of NonRUPs for Buildings 9 – 13 prior to completion of the improvements.

- f) Unless already constructed or addressed by a waiver, at the time of final site plan approval for the first building in Land Bay C (Building 6, 7, 8 or 9), the Applicant shall, subject to VDOT approval, provide frontage improvements along Furnace Road for Land Bay C. Such improvements shall include a half-section of a modified four lane divided roadway, including curb, gutter and a sidewalk, similar in design to the concept depicted on Exhibit A. In addition, the Applicant shall, subject to VDOT approval, construct right turn and left turn deceleration lanes for said development. This proffer shall not include or require the Applicant to perform any upgrading or reconstruction of the Interstate 95/Furnace Road bridge, other than adding improvements (e.g., pavement, drainage and grading) between the existing pillars.
  - g) Unless already done, at the time of final site plan approval for any building in Land Bay D (Building 10, 11, 12 or 13), the Applicant shall, subject to VDOT approval, provide frontage improvements along Furnace Road for that portion of Land Bay D encompassed by said site plan; provided, however, that in no event shall the frontage improvements for a site plan fail to include a connection to the existing improved section of Furnace Road, as described in Proffer 5f, above. Such improvements shall include a half-section of a four lane divided roadway, including curb, gutter and a sidewalk, in accordance with VDOT standards for a four lane divided roadway. In addition, the Applicant shall, subject to VDOT approval, construct right turn and left turn deceleration lanes on Furnace Road for said development.
11. Unless already contributed, in addition to the transportation dedications and improvements contained in Proffers 8, 9, and 10 above, the Applicant shall contribute \$200,000 to Fairfax County for off-site roadway improvements identified in the Lorton-South Route 1 Community Planning Sector (LP2). Two equal payments of \$100,000 each shall be made to Fairfax County: The first payment shall be made one year from the date of approval of PCA 89-V-062 by the Board of Supervisors; the second payment shall be made two years from the date of approval of this PCA by the Board of Supervisors.
12. Unless already constructed, concurrent with the development of Land Bay B (Tax Map 113-3 ((1)) 5C) (Buildings 4 and 5), the Applicant shall construct the private road within the ingress/egress access easement illustrated on the GDP to a TS-1 Category 5 two-lane roadway in accordance with Fairfax County's Public Facilities Manual. Unless already provided, the Applicant shall provide interparcel access and the necessary public ingress and egress easements to allow access for the adjacent property to the west (Tax Map 113-3 ((1)) 6A and 7) through Land Bay B to a median break on Furnace Road at one additional point along the eastern property boundary of said adjacent parcels.

accordance with the Public Facilities Manual standards to achieve a forty percent (40%) phosphorous reduction and to control runoff from eighty percent (80%) of the newly created impervious surfaces. Minor modifications to the size, design, configuration and location of the proposed stormwater management pond due to final engineering may be approved by DPWES pursuant to the provisions of Section 18-204 of the Zoning Ordinance.

(b) Outfall for the stormwater management pond on Land Bay A shall be routed to the existing drainage ditch located in the I-95 right-of-way, subject to the approval of the Virginia Department of Transportation (VDOT) and DPWES. If such outfall is not approved by the VDOT, an alternative method shall be found which meets the outfall standards of the Public Facilities Manual, while resulting in the minimum amount of disturbance as determined by the Urban Forestry Branch, DPWES.

20. Unless already modified and approved, subject to the provisions of Section 18-204 of the Zoning Ordinance, development shall conform to the limits of clearing and grading as shown on the GDP. Should any minor adjustments to the limits of clearing and grading be approved by DPWES pursuant to Section 18-204 of the Zoning Ordinance, revegetation of any additionally cleared area and/or equivalent additional save areas shall be provided on site as determined by DPWES.
21. The Environmental Quality Corridor ("EQC") shall be as delineated on the GDP and, except as qualified herein, shall remain as undisturbed open space. In the EQC area, except as otherwise provided herein, there shall be no clearing of any vegetation, except for dead or dying trees or shrubs; and there shall be no structures, except for utilities and stormwater management ponds and any required barriers, as generally depicted on the GDP or in such other manner as may be determined necessary by DPWES which minimizes the disturbance to the EQC to the maximum extent feasible. Any additional disturbance areas which are determined by DPWES to be necessary shall be re-vegetated with indigenous species, subject to the approval of the Urban Forester.
22. Landscaping of the site shall be provided as indicated on Sheet 7 of the GDP, subject to final approval by the Urban Forester, DPWES. Subject to VDOT approval, said landscaping may include plantings within the existing right-of-way of Route 1, as depicted on the Landscape Detail. All landscaping shall be provided along Route 1 frontage of Land Bay A at the time of development of the first building in Land Bay A. Deciduous trees shall be a minimum of two and one-half inch (2 ½") caliper at breast height at the time of planting. Evergreen trees shall have a minimum height of seven feet (7') at the time of planting. The species of trees and other plant material shall be as approved by the Urban Forester at the time of final site plan approval.
23. Unless already installed, notwithstanding and in addition to the commitments contained in Proffer No. 22 above, the Applicant shall provide the following special gateway

from Prince William County is the subject of an agreement between Fairfax County and the Prince William County Sewer Service Authority. With this option, the Applicant shall construct a sewage pumping station as shown on the GDP, unless already constructed. It is acknowledged that a NonRUP cannot be issued until sewer service is available or bonded or a private system is approved by Fairfax County with an approved construction plan.

Other

26. All loading docks associated with the industrial development shall be oriented away from public street frontages and toward the interior of the site. Any loading docks designated on the GDP may, in the Applicant's sole discretion, become a drive-in door or be deleted from the development.
27. The development shall have a common architectural theme to include signage, design, materials and color coordination throughout the site. The theme shall have a quality similar to existing Buildings 1, 2, 4, 5 and 7 with respect to materials and appearance, which shall be demonstrated to DPWES by the submission of photographs of these existing buildings to DPWES at the time of building permit submission for Buildings 3, 6, 8, 9, 10, 11, 12 and 13. Building facade materials shall be predominately masonry and brick, except that plain cinder block shall not be used on any front facades.

Signage shall be consistent in color, lighting, type and height, and shall be in keeping with the "gateway" concept. Building mounted signs shall have a common theme. All free standing signs shall be monument signs, and shall be generally consistent with the signage depicted on Sheet 7 of the GDP. The height of the monument signs shall not exceed ten feet (10') for signs identifying the project along the Route 1 entrances and shall not exceed eight feet (8') for signs identifying the project along the Furnace Road entrances. All building identification and on-site directory monument signs shall not exceed eight feet (8') in height. In no instance shall any free standing elevated display advertising that is intended to attract traffic from Richmond Highway or Interstate 95 be permitted for any fast food restaurants or quick service food stores.

All lighting shall be located, directed and shielded, if necessary, to minimize glare on adjacent properties.

28. The sizes and shapes of the buildings, and the number of buildings, shown on the GDP are preliminary and may vary or change as a result of final engineering and architectural design, the Special Exception applications, and final user/occupant negotiations. The design modifications permitted herein shall not:

- (a) Increase the amount of proposed gross floor area for the land bay;

If a site plan is not in substantial conformance with the GDP and the standards contained in Proffer No. 28 and this Proffer No. 29, as determined by DPWES, then the site plan shall be forwarded to the Planning Commission for review and approval as to conformance with the intent of the above-stated design standards and these proffers prior to final site plan approval by DPWES.

30. Any of the land bays may be the subject of a proffered condition amendment ("PCA") application without joinder and/or consent of the owners of the other land bays, provided that such PCA does not affect the other land bays. Previously approved proffered conditions applicable to a particular land bay which is not the subject of such a PCA shall otherwise remain in full force and effect.
31. Unless already granted, the Applicant shall grant permission to the County Archaeologist or his agents, at their own risk, to enter the Property and to perform a Phase I Site Location Reconnaissance Survey, provided that performance of said survey does not unreasonably interfere with or delay the Applicant's construction schedule. In addition, unless already contributed, the Applicant shall also make a \$1,500.00 contribution to the County at the time of approval of the first final site plan for development on the Property. The Applicant intends that this contribution be used for the training of heritage resources volunteers. Unless already granted, if a Phase II and/or Phase III Archaeological Study is determined by the County Archaeologist to be necessary, the Applicant shall similarly grant permission to the County Archaeologist or his agents, at their own risk, to enter the Property to perform any necessary test and to remove artifacts for examination, provided that testing and removal do not unreasonably interfere with or delay the Applicant's construction schedule or the business operation of the existing golf driving range. Unless already provided, the Applicant shall provide the County Archaeologist written notice of the Applicant's intent to begin development construction activities ninety (90) days prior to beginning said activities. Unless already contributed, the Applicant shall contribute up to \$15,000.00 to help defray the cost of any Phase II or Phase III recovery efforts on the Property. Such contribution shall be made to the County at the time of final site plan approval for the first two (2) industrial/flex buildings at the following rate: \$7,500.00 for the first building and up to \$7,500.00 for the second building. It is further understood that the County Archaeologist shall complete the Phase I Surveys, and Phase II and III surveys if necessary, within one hundred-eighty (180) days of rezoning, or prior to beginning of construction in the particular land bay, whichever occurs later.
32. Unless already done, the Applicant shall provide a trail and a public access easement in Land Bay C from Furnace Road to the property line of the adjacent park, as shown on Sheet 5 of the GDP.
33. Unless already relocated, the Applicant shall protect and preserve the existing cemetery in Land Bay A, as shown on the GDP, by appropriate fencing and signage. Any relocation of the cemetery shall only be performed in conformance with all applicable Federal, State

Signature Sheet

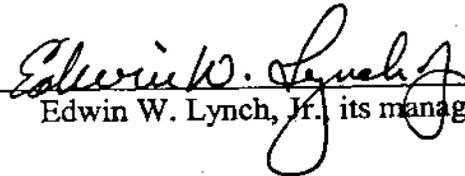
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APPLICANT/TITLE OWNER

COLCHESTER LAND COMPANY LLC

By:



Edwin W. Lynch, Jr. its manager