RZ 2005-SU-026
SULLY NORTH INVESTMENTS L.C.
PROFFER STATEMENT

October 18, 2005
December 9, 2005
December 16, 2005
January 3, 2006
January 25, 2006
January 27, 2006
February 7, 2006

Pursuant to Section 15.2-2303(A) of the Code of Virginia, as amended, and subject to the Fairfax County Board of Supervisors' (the "Board") approval of rezoning application RZ 2005-SU-026, as proposed, from the R-1, I-3, WS and AN Districts, to the I-5, WS and AN Districts, the owners and Sully North Investments L.C. (the "Applicant"), for themselves and their successors and assigns, hereby proffer that development of Tax Map Parcels 34-2 ((1)) 33 (part) and 34 (part) (the "Property"), containing approximately 13.54 acres, shall be in accordance with the following proffered conditions which shall replace any and all existing proffered conditions and special exception conditions, including SE 2004-SU-028 which shall be null and void, pertaining to the Property:

1. Substantial Conformance. 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 (the "GDP") dated June 29, 2005, as revised through December 9, 2005 and prepared by Urban Engineering & Associates, Inc., as further modified by these proffered conditions.

2. Minor Modifications. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, the Applicant may make minor modifications to the GDP which may be required as a result of final engineering and design. The Applicant shall have the flexibility to modify the layout shown on the GDP, provided such changes are in substantial conformance with the GDP and proffers, and do not decrease below the minimum amount of open space or less than the peripheral setbacks shown to be provided on the Property.

3. Permitted Uses. The following uses, and other related uses including but not limited to a materials inspection facility and guardhouses, as listed in Section 5-502 of the Zoning Ordinance shall be permitted: accessory uses and accessory services uses; child care centers; financial institutions; mobile land-based telecommunications facilities; offices; and public uses.

4. Maximum Floor Area Ratio (FAR). The maximum floor area ratio ("FAR") built upon the Property which is the subject of this rezoning shall not exceed 0.03 FAR; any remaining density attributable to the Property over and above said 0.03 FAR up to .50 FAR shall be reserved for and attributed to development on the remainder of the

55.37074 acre assemblage/project area (Tax Map Parcels 34-2 ((1)) 33 and 34). Parking garages depicted on the GDP shall not be included in gross floor area calculations.

5. Right-of-Way Dedication. The Applicant shall dedicate all right-of-way ("ROW") referenced below subject to review and approval by VDOT and DPWES. All road ROW dedicated in conjunction with these proffers and/or as depicted on the GDP shall be conveyed to the Board of Supervisors in fee simple at the time of recordation of the final record plat for the contiguous development area, or upon demand by Fairfax County, whichever occurs first. All ROW dedication shall be subject to the "Density Credit" proffer in Paragraph 19, below, regarding reservation of development intensity to the residue of the Property.

6. Road Improvements. The following ROW dedication and/or road improvements shall be provided by the Applicant, as approved by VDOT and DPWES, on Air and Space Museum Parkway and Wall Road. All entrances into the development depicted on the GDP shall have restricted access for private use only. However, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of the respective improvements has been unreasonably delayed by others, the Zoning Administrator may agree to a later date for the completion of the improvements:

   A. Air and Space Museum Parkway. In accordance with that shown on the GDP, the Applicant shall dedicate and convey in fee simple to the Board up to 112 feet of ROW sufficient for construction of and shall construct a four-lane, divided roadway on the Property, plus northbound left and right turn lanes at its Wall Road intersection and at the Property's main entrance and secondary entrance median breaks, as depicted on the GDP, beyond that portion of Air and Space Museum Parkway already funded for construction by the "Route 28 PPTA", prior to issuance of the first Non-Residential Use Permit ("Non-RUP") for the Phase 2 office building.

   B. Wall Road Frontage Improvements. In accordance with that shown on the GDP, along the frontage of the subject Property the Applicant shall dedicate and convey in fee simple to the Board 35 feet of ROW from the existing centerline and construct one-half of a four-lane undivided roadway prior to issuance of the first Non-RUP for the Phase 2 office building.

   C. Wall Road Left Turn Lane. The Applicant shall restripe Wall Road to accommodate an off-site separate left turn lane from westbound Wall Road to southbound Air and Space Museum Parkway prior to issuance of the first Non-RUP for the Phase 2 office building.

   D. Cul-de-Sac. Subject to provision of ROW from adjacent property owners, the Applicant shall dedicate and construct to VDOT standards a permanent cul-de-sac at the terminus of Wall Road prior to issuance of the first Non-RUP for the Phase 2 office building.

7. Traffic signals.

A. A warrant study for a traffic signal at the Air and Space Museum Parkway/Historic Sully Way intersection shall be submitted to VDOT for review prior to site plan submission for any buildings on Tax Map Parcel 34-2 ((1)) 34. The traffic signal shall be designed and installed by the Applicant, when warranted.

B. A warrant study for a traffic signal at the Wall Road/Centreville Road intersection shall be submitted prior to issuance of Non-RUPs for 600,000 square feet of development on Tax Map Parcel 34-2 ((1)) 33 and/or 34. The warrant study shall project traffic for the site build out. The Applicant shall pay the cost for design and installation of said traffic signal, when warranted. In the event that the traffic signal is not warranted prior to final bond release, an escrow shall be provided by the Applicant for the cost of the traffic signal in an amount to be determined by FCDOT.

8. Office Transportation Demand Management. Transportation Demand Management ("TDM") strategies shall be utilized to attempt to reduce vehicle trips during peak periods. Tenants shall be advised of this TDM strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s) (collectively "TDM Coordinator"). The TDM Coordinator position may be a part of other duties assigned to the individual(s). The TDM strategies shall be implemented upon 75% occupancy of the first office building. Strategies implemented shall include but not be limited to the following:

A. TDM materials describing available transit options, car/van pooling formation, and alternative work schedules shall be distributed to building occupants;

B. Voluntary car pool/van pool programs shall be established for employees with the program under the direction of the TDM Coordinator;

C. A program for matching car pool and van pool services shall be coordinated with FCDOT;

D. Convenient parking in preferred locations of office parking structures shall be designated for car pool/van pool use;

E. Mass transit usage shall be encouraged and promoted by the TDM Coordinator; and

F. Conveniently located bicycle storage, locker and shower facilities shall be provided for the use of office employees.

9. Private Streets. All private streets will be constructed with materials and depth of pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM"), as determined by DPWES. The above standard shall not apply to parking lots.

10. Roads in Use. All public streets shall be constructed in accordance with the PFM and/or VDOT standards, as determined by DPWES. Acceptance of public roads by VDOT into its roadway system shall be diligently pursued by the Applicant, and shall be accomplished prior to final bond release.

11. Interparcel Access. The Applicant shall record, in a form approved by the County Attorney, an inter-parcel access easement from Air and Space Museum Parkway to Tax Map Parcel 34-2 ((1)) 6 to the south and east in the general width and location shown on the GDP.

12. Bus Shelters. Upon initiation of bus service on Air and Space Museum Parkway, bus shelters shall be installed on Air and Space Museum Parkway in locations determined by FCDOT. The number of bus shelters shall be determined by FCDOT in coordination with the Washington Metropolitan Area Transit Authority ("WMATA") as appropriate, but shall not exceed two bus shelters. If bus service is not available at issuance of the Non-RUP for 1.25 million square feet of development on Tax Map Parcel 34-2 ((1)) 34, an escrow shall be provided for the provision of bus shelters in an amount determined by FCDOT and based upon the number (not to exceed two) of shelters determined appropriate by FCDOT.

13. Pedestrian Circulation System. As depicted on GDP Sheet 5, an eight (8)-foot wide, "Type I" asphalt trail shall be constructed by the Applicant on the subject Property along the south side of Air and Space Museum Parkway. Said trail shall be subject to a public access easement, in standard County format, if located outside of the public ROW or public ownership. Final trail locations shall be subject to the review and approval of DPWES. Sidewalks shall be provided generally as depicted on the GDP and shall be a minimum of five feet in width. Not withstanding all of the aforesaid, the Applicant shall have no obligation to construct off-site sidewalks or trails, except that shown on the GDP along Air and Space Museum Parkway westward to the Route 28 exit ramp.

14. Security. Guard houses, and security fencing up to the maximum height permitted by the Zoning Ordinance, shall be provided around the perimeter of the site, generally as depicted on the GDP.

15. Lighting. All lighting, including of signage, shall be provided in accordance with the requirements of Section 14-900 of the Zoning Ordinance. Full cut-off lighting shall be used wherever possible, as determined by the Applicant.

16. Stormwater Management. In accordance with County engineering requirements and subject to approval by the DPWES, an underground stormwater management/Best Management Practice ("SWM/BMP") detention vault facility shall be provided on-site, and/or an above ground SWM facility on-site or off-site generally as depicted on the GDP in accordance with PFM requirements.

17. Open Space. A minimum of twenty (20) percent of the Property shall be retained in open space.

18. Landscaping. Landscaping shall be generally consistent with the quality, quantity and the locations shown on GDP Sheet 4 "Landscape Plan." Actual types, quantities and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent submissions of site plans for each respective section, for review and approval by Urban Forest Management. Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by Urban Forest Management.

19. Construction Vehicles. Construction vehicles traveling to or from the Property shall be prohibited from using Franklin Farm Road.

20. Density Credit. All intensity of use attributable to land areas dedicated and/or conveyed to the Board or any other public entity at Applicant's expense pursuant to these proffers (including, without limitation, the dedications referenced above) shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the Property.

21. Sanitary Sewer. Prior to final site plan approval for construction of any building on the Property for which adequate sanitary sewer collection capacity does not exist in the downstream collector, sub-main, or trunk components serving the Property, the Applicant shall (i) submit a public improvement plan, for review and approval by DPWES, for any such inadequate component; and (ii) construct each such component as approved by DPWES provided said construction has been made the subject of a Pro Rata Reimbursement Agreement pursuant to which Applicant shall be reimbursed, on a pro rata basis by each subsequent user of such replacement component, Applicant's cost of constructing such facilities over and above its own pro rata share of such cost.

22. 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.

[SIGNATURE ON FOLLOWING PAGE]

SULLY NORTH INVESTMENTS L.C.
Applicant and Title Owner of Parcel 34-2-((1))-33

By: _____
Name: William E. Peterson
Title: Manager

DD NORTH PHASE II L.C.
Title Owner of Parcel 34-2-((1))-34

BY: MVP Management, LLC, *Its Manager*

By: _____
Name: William E. Peterson
Title: Manager