

**PROFFER STATEMENT
GUNSTON CENTER LLC
RZ 2004-MV-020**

June 15, 2005

Pursuant to Section 15.2-2303 (A) of the Code of Virginia, 1950 as amended, Gunston Center, L.L.C., (hereinafter referred to as the "Applicant") for the owners, themselves, successors and assigns in RZ 2004-MV-020 (the "Rezoning Application"), filed for property identified as Tax Map 113-3 ((1)) 40 and 41 (hereinafter referred separately as "Parcel 40" and "Parcel 41", and jointly as the "Property"), and proffers that the development of the Property shall be subject to the following conditions.

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the limits of clearing and grading, the location and size of tree preservation areas, existing and proposed conservation easements, height and footprint of the building, the location of the vehicular access, right-of-way ("ROW") dedication, frontage improvements, and open space shall be developed in substantial conformance with the Generalized Development Plan ("GDP") prepared by Walter L. Phillips, consisting of fifteen (15) sheets, where Sheets 1 – 7 are dated September 3, 2004 and revised through May 13, 2005, Sheets 8 – 9 are dated September 3, 2004 and revised through May 13, 2005, Sheets 10A – 10B are dated April 22, 2002 and revised through February 13, 2003, where Sheets 10C – 10E are dated March 22, 2002 and revised through December 6, 2002, and where Sheet 10F is dated December 6, 2002.. The Floor Area Ratio ("FAR") for Parcel 41 shall not exceed 0.30. Should any minor adjustments to the limits of clearing and grading be approved by the Department of Public Works and Environmental Services ("DPWES") pursuant to Section 18-204 of the Zoning Ordinance, revegetation of any additionally cleared area and/or equivalent additional tree save areas shall be provided on site as determined by Urban Forest Management ("UFM").
2. a. At the time of Site Plan approval, Parcel 40 shall be dedicated to the County of Fairfax Board of Supervisors (the "Board") for public open space. Parcel 40 shall be left undisturbed, except for the necessary construction activities associated with the installation of the sewer line that will serve Parcel 41 and any survey or research activities associated with archaeological or historic resources located on Parcel 40. Construction activities associated with the installation and maintenance of the sewer line shall be conducted within the fifteen (15) foot wide sanitary sewer easement depicted on Sheet 2 of the GDP, including any staging of construction equipment or materials. If it is necessary for construction activity to exceed the limits of that sanitary sewer easement, as determined by DPWES, such activity outside the limits shall be the minimum necessary as determined by DPWES. Any area disturbed by the installation or maintenance of the sewer line shall be restored to a natural state, as determined by the Urban Forester.
- b. The Applicant shall notify the Fairfax County Cultural Resource Management and Protection Section of the Park Authority a minimum of forty-eight (48) hours prior to the commencement of any construction activities (including clearing) above the eighty-two

(82) foot topographical contour within the fifteen (15) foot wide sanitary sewer easement on Parcel 40. The Applicant shall permit the Fairfax County Cultural Resource Management and Protection Section of the Park Authority to be on-site during construction activities, and to collect and document any historical resources, artifacts and/or soil profiles of interest to them. These documentation and collection activities shall not interfere or delay the construction of the sewer line within the easement.

3. The structure on Parcel 41 shall be constructed of masonry (tilt up concrete), and the façade of the structure shall have a unified theme in terms of color and architectural treatments. No loading bays shall be permitted on the front façades of the structure (those façades facing Furnace Road or Richmond Highway.)
4. The following uses shall be prohibited on Parcel 41: crematories; electrical generating plants; solid waste disposal and treatment facilities, including incinerators and landfills; service stations; automobile repair (unless ancillary to a permitted, primary use); quick service food stores; fast food restaurants; and any antennas over ten (10) feet in height from grade. All operations, activities and/or storage associated with motor freight terminals, motor vehicle storage and impoundment yards, new vehicle storage or vehicle transportation service establishments, if any, shall be conducted within a completely enclosed building. No operations, activities and/or storage for these uses shall be permitted outdoors.
5. Special Permit and Special Exception uses shall be permitted on Parcel 41 without the necessity of a proffered condition amendment, so long as they are otherwise in conformance with these proffers and GDP. This proffer shall not relieve the Applicant from the filing and processing of any Special Exception and/or Special Permit applications through the County's normal review process. Further, this proffer shall not restrict or prohibit accessory uses and accessory service uses permitted by Article 10 of the Fairfax County Zoning Ordinance for the I-4 Zoning District.
6. At the time of site plan approval, or upon demand by VDOT or Fairfax County, whichever shall occur first, the Applicant shall dedicate and convey in fee simple at no cost to the Board 120 feet of ROW from the existing centerline of Furnace Road, as shown on the GDP, to accommodate the future widening of the Furnace Road tunnel under the CSX railroad tracks and any realignment of Furnace Road that may be required at that time.
7. The Applicant shall comply with Article 11 of the Ordinance, *Off-Street Parking, and Loading, Private Streets*, and shall demonstrate that there is adequate parking for proposed uses prior to issuance of any Non-RUP. If alternate striping is required, it shall not significantly alter the main travel ways within the parking areas, as determined by DPWES.
8. If permitted, individually, by the owners of Parcels identified on the Fairfax County Tax Map

as TM 113-3 ((1)) 12, 13, and 19 (the "Cited Parcels"), the Applicant shall, at the Applicant's expense, plant on the Cited Parcels, one (1) evergreen tree for every 20 linear feet of property line adjacent to the railroad ROW, which is a minimum of five (5) feet in height, in order to establish a year round vegetative screen between the homes on the Cited Parcels, the railroad tracks and the Property. This proffer shall be considered fulfilled for any of the Cited Parcels if, after two (2) attempts to contact the owner(s) of the respective parcel via certified mail, the owners do not give permission for the Applicant to plant the proffered trees. This proffer shall be completed prior to bond release.

9. The Applicant shall post a sign at their vehicular egress location that states, in effect, "No left turns by vehicles are permitted from this property." If permitted by VDOT, this sign shall be posted within the ROW of Furnace Road.
10. All occupants of the Property shall instruct their drivers, and those persons delivering materials to the Property, to utilize Richmond Highway (Route 1), in lieu of Old Colchester Road.
11. No railroad spur shall be constructed on the Property.
12. Signs shall be in conformance with Article 12, Signs. No signs shall be permitted to extend above the roofline of the primary structure. Any freestanding identification signs shall be limited to a monument style sign no more than ten (10) feet in height. No exposed neon tubing shall be permitted on any sign.
13. Within 45 days of approval of the Rezoning Application, the Applicant shall submit a revision to approved Site Plan 1001-SP-01-2 that denotes site plan revisions necessitated by approval of this Rezoning Application.
14. Prior to approval of the revised site plan, as described in Proffer 13, above, the Applicant shall record a deed that reestablishes Parcel 40 and Parcel 41 as two (2) distinct parcels.
15. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications as may be reasonably required by Fairfax County or VDOT whether such dedications occur prior to or at time of site plan approval.

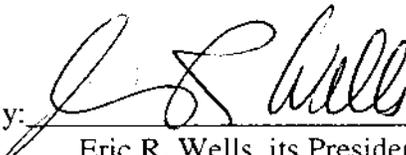
[SIGNATURE ON NEXT PAGE]

Proffers – Signature Page
RZ 2004-MV-020

APPLICANT/TITLE OWNER

GUNSTON CENTER, L.L.C.

by: Apex Corporation, its Managing Member

By:  _____
Eric R. Wells, its President