

**PROFFERS**

**PCA C-696-5**

**February 10, 2006**

Pursuant to Section 2-2303(a), *Code of Virginia*, 1950 as amended, and subject to the Board of Supervisors approval of the requested Proffered Condition Amendment on property identified as Tax Map 15-4 ((5)) 2A, 2B, 3, 4, 5, 8A, and 16-1 ((25)) 1 (hereinafter referred to as the "Property"), the Applicant and owners for themselves, their successors and assigns proffer that the development of the Property shall be subject to approved proffers dated April 26, 2002, which shall remain in full force and effect except as amended below. In the event that PCA C-696-5 is denied, these proffer revisions shall immediately be null and void and of no further force and effect.

III-5 [Revised as follows]

- a. The Applicant shall contribute Seven Hundred Fifty-five Thousand Dollars (\$755,000.00) towards the construction of the following improvements:
  - i. A free-flow right turn lane on southbound Sunrise Valley Drive onto westbound Frying Pan Road at the Frying Pan Road/Sunrise Valley Drive intersection. Said lane shall extend a minimum 600 feet north of Frying Pan Road exclusive of its transition to Sunrise Valley Drive.
  - ii. A single westbound lane of Frying Pan Road from the Frying Pan Road/Sunrise Valley Drive intersection to the Route 28/Frying Pan Road intersection.

Using the approval date of this application as the base date, this contribution shall be adjusted according to the construction cost index as published in the *Engineering News Record*. The Applicant shall fund these improvements prior to the issuance of Non-RUPs for more than 750,000 square feet of gross floor area, or the issuance of RUPs and Non-RUPs for more than 1,000,000 square feet of gross floor area, whichever occurs first. If any, or all, of the improvements described in Proffer 5(a.i or ii) are deemed by the County to be unnecessary or are bonded and constructed by others, the County may, at its discretion, utilize said contribution for other motorized and/or non-motorized transportation improvements for the area within or adjacent to the boundaries of Land Unit A in the Dulles Suburban Center of the Area III Comprehensive Plan.

The Applicant shall provide the County with an escrow of Two Hundred Twenty Thousand Six Hundred Thirty-Eight Dollars (\$220,638.00) to acquire the right-of-way required for the improvements described in Proffer 5(a.i and ii), to the extent

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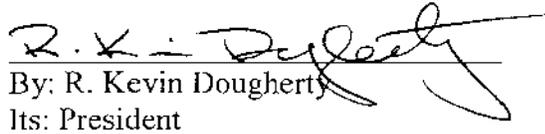
that said right-of-way is not provided by others. Using the approval date of this application as the base date, the amount escrowed shall be adjusted according to any increases in the annual assessment rate of the undeveloped property but in any event no more than 2% per year. The Applicant shall escrow said funds prior to the issuance of Non-RUPs for more than 750,000 square feet of gross floor area, or the issuance of RUPs and Non-RUPs for more than 1,000,000 square feet of gross floor area, whichever occurs first. It is understood that the County shall use best efforts to acquire said right-of-way from others. Best efforts shall include that DPWES will require the dedication for widening of existing roads as indicated on the Comprehensive Plan, in accordance with Article 17 of the Zoning Ordinance, at the time of site plan approval for the development of parcel(s) 15-4 ((1)) 25 and/or 26A, as designated on the Fairfax County Tax Assessment Map. If the acquisition of all or a portion of the right-of-way is deemed by the County to be unnecessary or if the dedication of all or a portion of said right-of-way is provided by others, the County shall release the a proportionate share of the funds from escrow to the Applicant at the time when the county determines the right-of-way to be unnecessary or upon recordation of a deed of dedication as the case may be.

[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/AGENT FOR TITLE OWNERS

DSV DULLES FOX MILL LIMITED PARTNERSHIP

By: Crimson Development, Inc., its General Partner

  
By: R. Kevin Dougherty  
Its: President

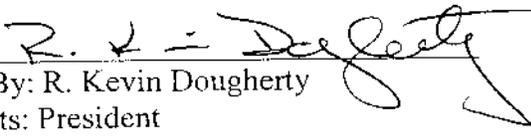
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TITLE OWNER OF TAX MAP 15-4 ((5)) 2A

STATION RESIDENCES LLC

By: Dulles Park, LLC, its Managing Member

By: Dulles Park Corporation, its Managing Member

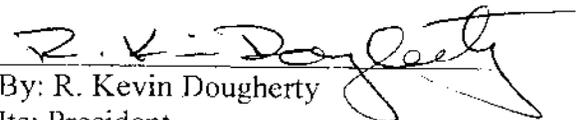
  
By: R. Kevin Dougherty  
Its: President

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TITLE OWNER OF TAX MAP 15-4 ((5)) 2B

STATION RESIDENTIAL LIMITED PARTNERSHIP

By: Crimson Development, Inc., its General Partner

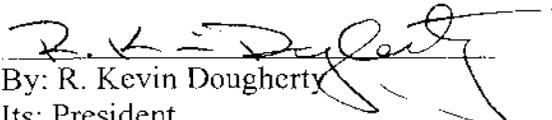
  
By: R. Kevin Dougherty  
Its: President

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TITLE OWNER OF TAX MAP 15-4 ((5)) 3

MERRYBROOK RUN LP

By: Crimson Development, Inc., its General Partner

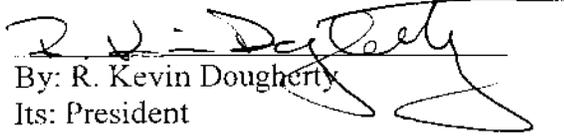
  
By: R. Kevin Dougherty  
Its: President

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TITLE OWNER OF TAX MAP 15-4 ((5)) 4

DULLES URBAN OASIS LP

By: Crimson Development, Inc., its General Partner

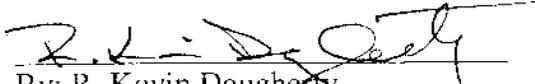
  
By: R. Kevin Dougherty  
Its: President

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TITLE OWNER OF TAX MAP 15-4 ((5)) 5

DULLES ROCKHILL PARTNERS LP

By: Crimson Development, Inc., its General Partner

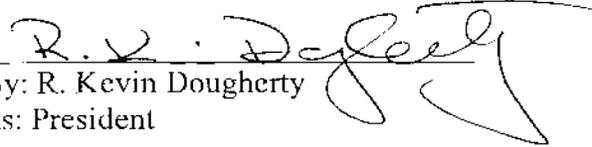
  
By: R. Kevin Dougherty  
Its: President

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TITLE OWNER OF TAX MAP 16-1 ((25)) 1

HOUSTON OFFICE PARTNERS LP

By: Crimson Development, Inc., its General Partner

  
By: R. Kevin Dougherty  
Its: President

[SIGNATURES END]