

**Carrico Corners Office Condominiums
RZ 2005-MA-002**

December 6, 2006

Revised: January 11, 2007

Revised: January 24, 2007

Revised: January 31, 2007

Revised: February 2, 2007

Pursuant to Section 15.2-2303 (A), Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owners and applicants for themselves and their successors and/or assigns (collectively referred to as the "Applicant") in this Rezoning application ("RZ") proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 71-2 ((10)) 1, 2, 11 and 12 (the "Property") shall be in accordance with the following conditions if, and only if, Rezoning application RZ 2005-MA-002 is granted. In the event that the Rezoning application is denied, these Proffers shall be immediately null and void and of no further force or effect. The proffered conditions are:

GENERAL

1. Generalized Development Plan. The Property shall be developed in substantial conformance with the Generalized Development Plan dated November 30, 2004, and revised through February 1, 2007, prepared by Dewberry & Davis LLC and consisting of 4 sheets (the "GDP"). Minor modifications to the GDP may be permitted pursuant to Par. 5 of Sect. 18-204 of the Zoning Ordinance when necessitated by sound engineering or when necessary as part of final site engineering. The building footprint and size may be adjusted, as long as the following conditions are met: (i) the footprint is in substantial conformance with the GDP, (ii) the minimum open space tabulation provided in the GDP is not reduced, (iii) the minimum building setbacks from the property lines (as provided in accordance with the dimensions shown on the GDP) are maintained, and (iv) the building height complies with the maximum indicated in the GDP.

2. Telecommunications Equipment. Telecommunications equipment may be placed on the proposed building rooftop; however, any such facilities must (a) comply with the applicable provisions in the Zoning Ordinance; and (b) be screened and/or designed with techniques such as (i) including the facilities as part of the architecture of the building(s), (ii) employing telecommunication screening material, such as a wall or parapet, or (iii) employing flush-mounted antennas utilizing colors consistent with the building treatment in the area where the antennas are to be installed.

3. Streetscaping. Along Little River Turnpike, Route 236, the Applicant shall provide streetscaping in accordance with that represented on the GDP. This streetscaping shall match the streetscaping utilized on the Route 236 frontage of the Pinecrest development to the north (such as similar species and orientation of the vegetation) to provide complementary streetscaping on both sides of the street. At the time of site plan review, the Applicant shall provide the

Department of Public Works and Environmental Services (“DPWES”) with documentation indicating that the streetscaping provided along the Property’s frontage matches that of the Pinecrest development to the north.

4. Advance Density/Intensity Credit. The Applicant reserves intensity credit in accordance with the provisions of Par. 4 of Sect. 2-308 of the Ordinance for the eligible dedications along Little River Turnpike, Columbia Road and Randolph Drive as indicated on the GDP and as may be required at site plan.

5. Architecture. The office building will be designed with consistent materials and architectural style on all faces of the building. The building materials will include some combination of brick, windows, over-sized masonry blocks and/or pre-cast concrete.

TRANSPORTATION

6. Pedestrian-Activated Signal Heads. the Applicant shall install pedestrian-activated countdown signal heads to facilitate the movement of pedestrians through the intersection of Little River Turnpike and Columbia Road.

7. Columbia Road. The applicant shall provide 11-foot lanes along the Property’s Columbia Road frontage subject to Virginia Department of Transportation (VDOT) approval. If VDOT does not approve 11-foot lanes in this area, the Applicant shall provide 12 foot lanes and a 40 foot wide roadway section as indicated as an alternative option in the GDP.

8. Randolph Drive Exit. In an effort to deter drivers exiting the Property on Randolph Drive from driving through the neighboring residential community, the Applicant shall take the following actions subject to VDOT approval:

- A. Provide “No Right Turns” or “Left Turn Only” sign at the Randolph Drive egress to the Property;
- B. Subject to the approval of DPWES, design and construct the driveway entrance at the Randolph Drive ingress/egress to instruct drivers to turn left when exiting the Property and to turn right when entering the Property. This improvement may be a raised median, pavement striping or other similar improvements;
- C. Post signage within the office building and in the parking garage requesting that tenants and visitors to the building exit the site via Columbia Road or turn left when exiting at Randolph Drive; and
- D. Include information in the tenant lease/ownership documents to request that tenants and their visitors utilize the Columbia Road ingress/egress or turn left only when exiting at the Randolph Drive curb cut.

9. Construction Access. The Applicant shall instruct contractors during construction of the office building to limit construction vehicle access to the Property to Little River Turnpike and Columbia Road.

10. Sidewalk. Notwithstanding the representation on the GDP, the Applicant shall design and construct the sidewalk along Route 236 at the maximum distance from the edge of pavement as may be permitted by VDOT.

11. Traffic Calming. Prior to the issuance of the first Non-Residential Use Permit ("Non-RUP"), the Applicant shall contribute \$3,000 to the Fairfax County Department of Transportation ("DOT") for the purpose of conducting an analysis to determine if Randolph Drive meets the Residential Traffic Administration Program minimum guidelines for traffic calming measures.

Signatures on Following Pages

Pacific Lane Partners, L.L.C
Owner of Tax Map #71-2 ((10)) 1, 2, 11 and 12

By: Briana J. Krane
Name: BRIANA J. KRANE
Title: MANAGING MEMBER