

PROFFERS
Madison Building Associates, LLC
Second Madison Building Associates, LLC
RZ 2009-DR-016

March 4, 2010

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owners and the Applicant in this rezoning proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference No. 30-2((4))(D)11B, 47A (hereinafter referred to as the "Property") will be in accordance with the following conditions if, and only if, said rezoning request for the PDC District is granted by the Board of Supervisors of Fairfax County, Virginia (the "Board"). In the event said application request is denied or the Board's approval is overturned by a court of competent jurisdiction, these proffers shall be null and void. The Owners and the Applicant ("Applicant"), for themselves, their successors and assigns, agree that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board, in accordance with applicable County and State statutory procedures. The Proffered Conditions are:

GENERAL

1. Substantial Conformance. Subject to the proffers and the provisions of Article 16 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP"), prepared by Walter L. Phillips, Inc., and dated February 4, 2010. The Applicant reserves the right to request a Final Development Plan Amendment ("FDPA") for elements other than the CDP elements from the Planning Commission for all or a portion of the CDP/FDP in accordance with Section 16-402 of the Zoning Ordinance if such an amendment is in accordance with the approved CDP and these proffers.

2. Minor Modifications. In addition to that described above, pursuant to paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications to the CDP/FDP and these proffers may be permitted as determined by the Zoning Administrator.



3. Maximum Density. The maximum floor area ratio ("FAR") permitted on the Property shall be 1.22. Based on this maximum FAR, the maximum gross floor area ("GFA") that may be constructed shall be 141,770 square feet. The Applicant reserves the right to construct a lesser amount of GFA provided that the building and Property remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

4. Density Credit. Density credit shall be reserved for the Property as provided by Section 2-308 of the Zoning Ordinance for all dedications described herein and/or as shown on the CDP/FDP or as may reasonably be required by Fairfax County, VDOT or others at the time of site/subdivision plan approvals.

5. Architecture. The development of the proposed mini-warehouse building and existing office building on the Property shall incorporate landscaping, architectural design, and building materials, in substantial conformance with those shown on the CDP/FDP. Mini-warehouse building materials shall include either masonry, stone, precast concrete, metal and glass, or any combination thereof. The Applicants shall submit the final architectural design of the mini-warehouse building to the Dranesville District Supervisor for review and comment at the time building plans are submitted to Fairfax County. Rooftop mechanical equipment will be shielded from view from the ground-level of adjacent streets and by a trellis and planters to shield view from McLean House.

6. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan ("CSP") that may be approved by the Planning Commission. The mini-warehouse building mounted and freestanding signs shall be in substantial conformance with that depicted on Sheet 17 of the CDP/FDP provided they are in accordance with Article 12.

7. Building Lighting. Exterior accent lighting of the architectural elements of the mini-warehouse building as shown on the CDP/FDP shall utilize lighting fixtures that are aimed and shielded so that light is directed only on the features intended to be illuminated to minimize light spill into the night sky. In addition, lighting fixtures shall not cause direct glare or direct light beyond the building façade onto neighboring residential property. The lighting fixtures type, number and location on and surrounding the mini-warehouse building shall be in substantial conformance with that shown on Sheet 17 of the CDP/FDP. This proffer shall be

considered supplemental to the glare standards contained in the Fairfax County Zoning Ordinance.

8. Site Lighting/Security. All on-site, outdoor lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. The Applicant shall provide a security lighting plan for the mid-block pedestrian walkway, as shown on Sheet 17 of the CDP/FDP.

USES

9. Principal and Secondary Uses. All principal and secondary uses referenced below shall be deemed to be "specifically designated on the FDP" such that approval of a separate special exception shall not be required to initiate such a use interior to the existing office building or within the footprint of the proposed mini-warehouse use pursuant to Section 6-405 of the Zoning Ordinance. The primary principal use of the existing building (Parcel 11B) shall be offices and the primary secondary use shall be a mini-warehouse between 58,000 to 60,590 square feet located within the proposed structure (Parcel 47A). Other principal and secondary uses permitted in the PDC Zoning District that are not specifically listed in this Proffer may be permitted with the approval of a PCA and/or a special exception or special permit as required. A PCA shall not be required as long as the proposal remains in substantial conformance with the CDP.

A. Other Principal Uses:

- Business Service and supply establishments;
- Financial institutions (without drive-through);
- Garment cleaning establishments (drop-off and pick-up only, no on-site processing);
- Offices;
- Personal service establishments;
- Public uses;
- Repair service establishments; and
- Retail sales establishments;

B. Other Secondary Uses:

- Accessory uses;
- Bank Teller machines, unmanned;
- Fast food restaurants (without drive-through);
- Quick service food stores;

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- Vehicle rental establishments (cars only);
- Private School of special education
- Health clubs;
- Community clubs, centers, meeting halls;
- Private clubs and public benefit associations;
- Private schools of general education; and
- Telecommunications facilities limited to those that are mounted on the rooftop, mounted to the penthouse, or located within the building.

The Applicant agrees to limit the overall secondary use allocation to a maximum of 43% of the total gross floor area for mini-warehousing and up to 7% of the total gross floor area for all other secondary uses.

C. Cellar space within the mini-warehousing building shall be used solely for storage units, building utilities or parking and shall not be used for any use that would require additional parking.

TRANSPORTATION

10. Bicycle Lane. The Applicant shall provide signage for a bicycle lane along the Property's Beverly Road frontage as approved by FCDOT and VDOT.

11. Bicycle Parking. The Applicant shall install four (4) bicycle racks throughout the Property as generally shown on the CDP/FDP, and reviewed and approved by Fairfax County at the time of site plan approval. These facilities shall be provided in convenient and visible locations, as may be feasible, and shall be located so as not to impede pedestrian use of sidewalks. Bike parking shall be design and installed as inverted U-shaped racks, racks of equivalent or quality for users of the commercial spaces.

12. Right-of-Way Dedication. At the time of site plan approval or upon demand, whichever occurs first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of twenty-six (26) feet from the centerline along the Property's Beverly Road frontage as shown on the CDP/FDP.

STORMWATER MANAGEMENT

13. Stormwater Management Facilities. The Applicant shall provide underground on-site Stormwater Management (SWM) and Best Management Practices (BMPs) facilities as

shown on the CDP/FDP to satisfy detention and water quality requirements in accordance with the requirements of the Public Facilities Manual, DPWES.

LANDSCAPING

14. Landscaping. At the time of site plan review, the Applicant shall submit to DPWES, a landscape plan showing landscaping consistent with the quality, quantity and general location shown on the Landscape Plan on Sheet 4 for the CDP/FDP. This plan shall be subject to review and approval of Urban Forestry Management, DPWES. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans approved by Urban Forestry Management at the time of site plan approval.

15. Native Trees. Native trees that are conducive to air quality enhancement shall be used within the landscaping, streetscape and landscaped open space areas as determined appropriate by Urban Forest Management.

PEDESTRIAN IMPROVEMENTS

16. On-site Sidewalks and Crosswalks. Sidewalks and crosswalks shall be provided as shown on the CDP/FDP and in conformance with the McLean Design Guidelines commensurate with the development of the Property.

A. Crosswalks that are provided internal to the site shall be distinguishable in design from the internal drive aisles and other internal surface treatments. Crosswalks on the periphery of the development and those crossing Beverly Road and Old Chain Bridge Road shall be painted in accordance with applicable VDOT or County standards, subject to VDOT approval. In the event the crosswalks are not approved by VDOT, the Applicant shall contribute the cost (as estimated by DPWES) of the crosswalks to the Dranesville District Pedestrian Improvement Fund, prior to site plan approval.

B. The Applicant shall construct a 5 foot wide brick and concrete sidewalk along the frontages of Beverly Road and Old Chain Bridge Road. Street trees and streetscaping shall be provided as shown on the CDP/FDP, as approved by FCDOT and VDOT. Such improvement shall be in place prior to the issuance of a Non-RUP for the mini-warehouse building. Applicant shall enter into a maintenance agreement for said improvements, if requested by FCDOT and/or VDOT.

C. The owners of the 2 parcels shall each be responsible for maintaining the portions of sidewalks subject to VDOT maintenance agreements or that are on their parcel and the owner of parcel 47A shall be responsible for maintenance of the mid-block pedestrian sidewalk.

17. A. Mid-Block Pedestrian Walkway. The Applicant shall construct a pedestrian connection from the edge of right-of-way of Beverly Road to the edge of right-of-way of Old Chain Bridge Road as shown on the CDP/FDP. The Applicant shall dedicate a public sidewalk easement for this pedestrian improvement. Said connection shall be provided prior to the issuance of the Non-RUP for the mini-warehouse building.

B. ADA Pedestrian Treatment. The Applicant shall construct an ADA pedestrian treatment (handicap ramp) on both sides of Beverly Road and Old Chain Bridge Road as shown on the CDP/FDP provided permission is granted by VDOT and subject to available ROW. The improvement shall be complete prior to the issuance of the Non-RUP for the mini-warehouse building.

GREEN BUILDING PRACTICES

18. The Applicant will include, as part of the site plan submission and building plan submission for the building, a list of specific credits within the most current version of the U. S. Green Building Council's Leadership in Energy and Environmental Design - Core and Shell (LEED® -CS) rating system, or other LEED rating system determined to be applicable to the building by the U. S. Green Building Council (USGBC), that the Applicant anticipates attaining. At least one principal participant of the Applicant's project team shall be a LEED Accredited Professional, and such professional will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list are expected to meet at least the minimum number of credits necessary to attain LEED Silver certification for the building.

19. Prior to building plan approval for the building, the Applicant will submit, to the Environment and Development Review Branch of DPZ, documentation from the U. S. Green Building Council demonstrating that LEED Silver precertification under the Core and Shell program has been attained for that building. Prior to release of the bond for that building, the Applicant shall provide documentation to the Environment and Development Review Branch of

DPZ demonstrating the status of attainment of LEED Certification from the U. S. Green Building Council for the building.

20. If the Applicant fails to attain LEED Silver precertification prior to building plan approval, the Applicant will, prior to building permit approval, execute a separate agreement and post a "green building escrow," in the form of a cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot of building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building council, under the most current version of the LEED-CS rating system or other LEED rating system determined, by the U.S. Green Building council, to be applicable to the building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification within two years (or such longer time if the Applicant provided documentation to the satisfaction of the Environment and Development Review Branch of DPZ that USGBC review of the LEED certification has been delayed through no fault of the Applicant) of issuance of the first Non-RUP, exclusive of core and shell, for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

TREE PRESERVATION FENCING

21. All on and off-site trees and vegetation shown to be preserved shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart shall be erected at the limits of clearing and grading adjacent to any on or off-site vegetation to be preserved as shown on the phase I & II erosion and sediment control sheets.

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TREE PRESERVATION

22. The applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions. The preservation plan and narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist, and the plan, narrative and any requested deviation shall be subject to the review and approval of the Urban Forest Management Division, DPWES. The tree preservation plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 8 inches in diameter and greater (measured at 4 1/2 -feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet to either side of the limits of clearing and grading. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the CDP/FDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0506 and 12-0508. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

TREE PRESERVATION WALK-THROUGH

23. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a

manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

TREE APPRAISAL

24. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 8 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.

At the time of the respective site plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with the paragraph above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFMD. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for the improvements on the Application Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

ROOT PRUNING

25. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The details for these treatments shall be reviewed and approved by the UFMD, DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
- Root pruning shall take place prior to any clearing and grading, or demolition of structures.
- Root pruning shall be conducted with the supervision of a certified arborist.
- An UFMD, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.

SITE MONITORING

26. During any clearing or tree/vegetation/structure removal on the Applicant Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.

MISCELLANEOUS

27. Mini-warehouse Hours of Operation. The hours of operation of the mini-warehouse facility shall be limited to 7:00 a.m. to 8:00 p.m. Monday through Saturday and 9 a.m. to 6 p.m. Sunday. Limited 24 hour access by tenants shall be allowed by appointment only.

28. Mini-warehouse storage units shall not be visible from outside the building.

29. Tenants shall not park their vehicles on-site overnight.

30. Noise from the HVAC rooftop units shall not exceed a level of 55dBA LMAX at the property line along Beverly Road.

31. There shall be no truck, trailer, and/or van rentals conducted from the site.

32. There shall be no amplified music or commercial messages broadcast within the loading area of the mini-warehousing building.

UNDERGROUND UTILITIES

33. The Applicant shall provide a 15' wide utility easement along the Property's Old Chain Bridge road frontage replacing the existing overhead utility easement. Wider easements adjacent to each property line shall be provided for future potential ground mounted transformers or switches. All utility easements shall meet the requirements of and be reviewed and approved by the respective utility companies.

34. A. Prior to the issuance of a Non-RUP for the mini-warehouse building, the Applicant shall underground the existing overhead Dominion Power, Verizon and Cox lines that currently run along the Property's Old Chain Bridge Road frontage between Dominion Pole RA82 and Dominion Pole SA03 (removing Dominion Poles SA05 and RA72), pursuant to Dominion Power, Verizon and Cox specifications and consistent with the design specification for the duct bank and conduits to be installed in the initial phase of utility undergrounding at the intersection of Old Dominion and Chain Bridge Roads. The wires shall be installed in duct banks that shall run from property line to property line. The Dominion pole directly across Old Chain Bridge Road shall be removed, provided that no additional expense is incurred by Applicant associated with Verizon wires on that pole. The 2 Verizon wires that cross Old Chain Bridge Road shall be removed during the underground work. Commencement of the undergrounding work shall occur upon approval from all required agencies and the County's approval of the Site Plan such that, in the course of standard construction practices, this work can be coordinated with required streetscape improvements.

B. The Applicant shall notify the Dranesville District Supervisor's office and Environmental and Facilities Inspection Division ("EFID") 2 business days prior to the installation of the conduit and shall provide written certification that all of the work outlined in paragraph 34.a. has been completed to the Dranesville District Supervisor's office and EFID

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within 2 business days of completion. The Applicant shall provide the Dranesville Supervisors bimonthly updates on the progress of the under grounding work after the initial notification.

ESCALATION

35. All monetary contributions required by these proffers shall be adjusted upward or downward based on the percentage change in the annual rate of inflation as calculated by referring to the Consumer Price Index for all urban customers (CPI-U), (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics occurring subsequent to the date of rezoning approval and up to the date of payment. In no event shall an adjustment increase exceed the annual rate of inflation as calculated by the CPI-U.

APPLICANT/TITLE OWNERS

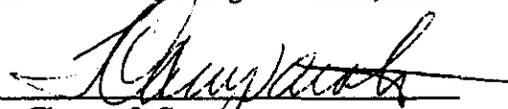
Madison Building Associates, LLC

By: Madison Building Manager, LLC, its
Member/Manager

By: Madison Building, Inc., its Managing
Member

By: 
Thomas J. Comparato, Co-President

Second Madison Building Associates, LLC

By: 
Thomas J. Comparato
Title: Member/Manager

FINAL DEVELOPMENT PLAN CONDITIONS

FDP 2009-DR-016

February 25, 2010

If it is the intent of the Planning Commission to approve FDP 2009-DR-016 located at 1320 Old Chain Bridge Road [Tax Map 30-2 ((4)) D-11B and D-47A] to permit a new mini-warehouse building and existing commercial building, the staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions.

1. A maintenance agreement shall be executed with the Virginia Department of Transportation (VDOT) for the streetscape and sidewalk areas within the right-of-way.

