

**LOISDALE BUSINESS CENTER
PROFFER STATEMENT
PCA 80-L-004**

**October 23, 2008
Revised November 24, 2008
Revised December 19, 2008
Revised January 9, 2009
Revised February 11, 2009
Revised February 21, 2009
Revised February 27, 2009
Revised March 6, 2009
Revised March 25, 2009
Revised April 22, 2009**

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant, for itself and its successors and/or assigns (hereinafter referred to as the "Applicant"), hereby proffers that the development of the parcel under consideration and shown on the Fairfax County Tax Map as Tax Map 90-4 ((1)) 3 (the "Property") shall be in accordance with the following conditions if, and only if, Proffered Condition Amendment PCA 80-L-004 (the "Application") is granted. If approved, these proffers ("Proffers") supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force and effect, and the proffers accepted by the Board of Supervisors with RZ 80-L-004 for the Property will remain in effect.

GENERAL

1. Generalized Development Plan. The Property shall be developed in substantial conformance with the Generalized Development Plan (the "Development Plan") dated June 18, 2008, and revised through March 3, 2009, and prepared by Walter L. Phillips, Inc., consisting of 10 sheets. Notwithstanding the foregoing, and as further described in Proffer 8 herein, the architecture of the Proposed Development (hereinafter defined) shall be in general conformance with Sheet 10 of the Development Plan.
2. Minor Modifications. Minor modifications to the Development Plan may be permitted when necessitated by sound engineering or as necessary as part of final site design or engineering, pursuant to Section 18-204(5) of the Zoning Ordinance. Such modifications shall not reduce the amount of open space below that shown on the Development Plan.

PROPOSED DEVELOPMENT

3. Proposed Development. The development proposed with this Application includes up to 59,476 square feet of office and other uses as permitted under Section 4-202 of the Zoning Ordinance, including accessory uses as permitted in accordance with Article 10 of the Zoning Ordinance, provided such accessory and other permitted uses are provided in accordance with the Zoning Ordinance and the site design depicted on the Development Plan, 5,750 square feet of

cellar space, and a mix of surface parking and below-grade structured parking (the "Proposed Development"), as shown on the Development Plan.

4. Building Height. The building height for the Proposed Development shall not exceed the maximum building height shown on Sheet 1 of the Development Plan and shall consist of two stories of office space and underground parking. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance, provided, however, that the height of the building's atrium/canopy feature shall not exceed fifteen (15) feet from the top of the parapet wall to the top of the atrium/canopy feature. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing the Proposed Development to a lesser building height than that which is represented on the Development Plan, provided the configuration of the building footprint remains in substantial conformance with that shown on the Development Plan as determined by the Zoning Administrator.

5. Cellar Space. The Applicant shall limit the use of cellar space in the Proposed Development to:

- A. The core area used by the building tenants or owners (such as rest rooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms);
- B. Specialty areas used by the building tenants or owners (such as computer rooms, computer labs, battery rooms, "clean rooms", security tanks, SCIF rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenants or janitorial supplies, libraries, etc.);
- C. Simultaneous or accessory uses by the building tenants or owners (such as conference rooms, conference centers, employee cafeterias or canteens, employee lounges or classrooms); and
- D. The Applicant shall not include office space within the cellar.

6. Parking. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works & Environmental Services ("DPWES"), for the uses within the Proposed Development. The Applicant reserves the right, however, to provide parking spaces in excess of the minimum requirements of Article 11 of the Zoning Ordinance.

STORMWATER MANAGEMENT

7. Stormwater Management. As part of site plan approval for the Proposed Development, the Applicant shall demonstrate that the Proposed Development will meet applicable Fairfax County requirements for stormwater quantity and stormwater quality. The site plan shall include strategies for addressing both water quantity and water quality management issues, including detailed mitigation measures to be implemented as part of construction. The Applicant shall construct stormwater quantity and quality measures in accordance with the site plan (and each

subsequent revision thereto) with the Proposed Development, such that the runoff reductions outlined below shall be achieved.

- A. Stormwater Management Goals. Using a series of infiltration facilities and/or structural and non-structural stormwater management and/or Best Management Practices (“BMP”) facilities, the Applicant shall demonstrate conformance with applicable Fairfax County requirements for stormwater quantity and stormwater quality.
- B. Best Management Practices. As part of site plan approval, the Applicant shall incorporate BMPs into the Proposed Development in order to improve water quality associated with stormwater runoff from the Property. Using infiltration facilities and/or structural and non-structural facilities, the site plan shall demonstrate conformance with applicable Fairfax County water quality requirements. In the event that either the Applicant or DPWES deems it necessary to substitute another BMP strategy for one of those listed above, the Applicant shall identify an alternate strategy acceptable to both parties and, if necessary, will seek administrative approval from the Zoning Administrator pursuant to the provisions of Sect. 16-403 of the Zoning Ordinance.
- C. Maintenance Responsibility. Prior to site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the “SWM Agreement”) providing for the perpetual maintenance of all stormwater management facilities (“SWM Facilities”). The SWM Agreement shall require the Applicant (or its successors) to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES, provided DPWES requests such a maintenance report. The SWM Agreement also shall address easements for County inspection and emergency maintenance of the SWM Facilities to ensure that the facilities are maintained by the Applicant in good working order.

SITE DESIGN

8. Architecture and Building Materials. The architectural design of the Proposed Development shall be in general conformance with the elevations shown on Sheet 10 of the Development Plan. Building materials for the Proposed Development shall be selected from among the following: brick, masonry/stone, aluminum, glass, steel, and pre-cast panels with the appearance of brick, provided that final architectural details and accents may include other materials.

9. Landscaping. Landscaping for the Proposed Development shall be in substantial conformance with Sheet 4 of the Development Plan. As part of the first site plan and all subsequent site plan submissions, the Applicant shall submit to the Urban Forest Management Division (“UFM”) of DPWES for review and approval a detailed landscape plan. Such landscape plan(s) shall show a mix of shade and/or ornamental trees consistent with the quality and quantity of plantings and materials shown Sheet 4 of the Development Plan. Native species

shall be used for the proposed tree plantings to the maximum extent possible and as determined practical by UFM. Adjustments to the type and location of vegetation and the design of the plantings shall be permitted in consultation with UFM so long as the final landscape design and planting materials are in substantial conformance with Sheet 4 of the Development Plan as determined by UFM.

10. Tree Preservation. As part of site plan approval for the Proposed Development, the Applicant shall demonstrate that the Proposed Development will meet applicable Fairfax County requirements for tree preservation and the requirements of this Proffer 10.

- A. Tree Preservation Plan. The Applicant shall submit a tree preservation plan (“Tree Preservation Plan”) as part of the first and all subsequent site plan submissions for the Proposed Development. The Tree Preservation Plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of UFM.

The Tree Preservation Plan shall consist of a tree survey that includes the location, species, size, crown spread, and condition rating percentage of all trees ten (10) inches in diameter and greater, and twenty-five (25) feet to either side of the limits of clearing and grading shown on the Development Plan for the entire Property. The Tree Preservation Plan shall provide for the preservation of those areas outside of the limits of clearing and grading shown on the Development Plan and any additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the *Guide for Plant Appraisal* published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as crown pruning, root pruning, mulching, and fertilization, shall be included in the Tree Preservation Plan.

- B. Tree Preservation Walk-Through. 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 a representative from UFM to determine where adjustments to the clearing limits can be made to increase the size of the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading. Any such adjustments agreed upon by the Applicant and UFM shall be memorialized in writing and implemented by the Applicant. 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 the adjacent trees and associated understory vegetation and soil conditions.

- C. Limits of Clearing and Grading. The Applicant shall strictly conform to the limits of clearing and grading as shown on the Development Plan, subject to allowances specified in this Proffer 10 and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is necessary to install utilities and/or trails within areas protected by the limits of clearing and grading as shown on the Development Plan, such utilities shall be located in the least disruptive manner possible as determined by UFM. The Applicant shall develop and implement a replanting plan, subject to UFM approval, for any areas protected by the limits of clearing and grading that must be disturbed for such utilities and/or trails.

The first site plan and all subsequent site plan submissions shall clearly identify the limits of clearing and grading and the areas to be left undisturbed as shown on the Development Plan. As part of the site plan, the Applicant shall provide management practices for the protection of understory plant materials in areas to be left undisturbed, subject to UFM approval. The Applicant shall actively monitor the site to ensure that inappropriate activities such as the storage of construction materials, dumping of construction debris, and traffic by construction equipment and personnel do not occur within these areas. The Applicant shall restore understory plant materials to the satisfaction of UFM if these areas are found to be damaged, removed, or altered in any manner not allowed by UFM.

Any work occurring in or immediately adjacent to the areas to be left undisturbed, such as root pruning, the installation of tree protection fencing and silt control devices, or the removal of trees shall be performed in a manner that minimizes damage to any tree, shrub, herbaceous, or vine plant species that grows in the lower canopy environment. The use of power equipment in these areas shall be limited to small hand-operated equipment such as chainsaws. Any work that requires the use of larger motorized equipment such as, but not limited to, tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, or any accessory or attachment connected to such equipment shall not occur unless approved by UFM.

- D. Tree Protection Fencing. All trees shown to be preserved and all areas designated to be left undisturbed on the Tree Preservation Plan shall be protected by tree protection fencing. 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, or super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading as shown on the Phase II erosion and sediment control sheets of the site plan, as may be modified by Proffer 10.E herein.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the direct supervision of a certified arborist or landscape architect and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing and grading activities, but subsequent to the installation of the tree protection devices, the Applicant shall provide UFM notice and the opportunity to inspect the site to assure that all tree preservation devices have been correctly installed. If it is determined that the tree preservation devices have not been installed correctly, no grading or construction activities shall occur until such devices are installed correctly, as determined by UFM.

E. Root Pruning. The Applicant shall root prune as needed to comply with the tree preservation requirements of Proffer 10 herein. 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 UFM and 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.
- Root pruning shall be conducted with the supervision of a certified arborist.
- UFM shall be informed when all root pruning and tree protection fence installation is complete.

F. Site Monitoring. At all times during the installation of tree protection fencing and during any clearing or removal of trees, vegetation, or structures, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted in accordance with the proffers and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers and UFM approvals. The monitoring schedule shall be described and detailed in the Tree Preservation Plan and shall be reviewed and approved by UFM.

G. Tree Appraisal. The Applicant shall retain a professional arborist with experience in plant appraisal to determine the replacement value of all trees ten (10) inches in diameter or greater located on the Property that are shown to be preserved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first site plan submission. The replacement value shall take into consideration the age, size, and condition of such trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the *Guide for Plant Appraisal* published by the International Society of Arboriculture, subject to review and approval by UFM.

At the time of site plan approval, the Applicant shall post 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 above paragraph (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit shall be equal to fifty percent (50%) of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements constructed on the Property adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFM 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 UFM. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Trees that are dead, dying, or were improperly removed due to unauthorized construction activities. Such payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for the furtherance of tree preservation objectives. Upon release of the bond for the improvements on the Property constructed adjacent to the respective tree save areas, any amount remaining in the bonds required by this Proffer 10.G shall be released to the Applicant.

11. Streetscaping. Streetscape improvements and plantings shall be provided as indicated on the Development Plan. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with UFM, to shift the location of street trees to accommodate final architectural design, utilities, and layout considerations.

12. Outdoor Patio. Prior to the issuance of the first Non-Residential Use Permit ("Non-RUP") for the Proposed Development, the Applicant shall provide an outdoor patio area with picnic tables, benches, and plantings in the location as shown on the Development Plan, provided, however, that the Applicant may relocate the outdoor patio area to the roof of the building in the event the Applicant installs a green roof as part of the Proposed Development.

13. Dumpster Pad. As part of site plan approval for the Proposed Development, the Applicant shall locate the dumpster pad in the location identified as the "Proposed Dumpster Location" on Sheet 3 of the Development Plan, provided, however, that the Applicant may relocate the dumpster pad to the location identified as the "Dumpster Alternative Location" on Sheet 3 of the Development Plan if the Proposed Dumpster Location is not feasible based upon final site design and engineering or creates any adverse impact on the proposed infiltration area shown on the Development Plan, as determined by DPWES.

14. Lighting. All on-site outdoor lighting shall be in conformance with Part 9 of Article 14 of the Zoning Ordinance. The maximum height of any freestanding light fixtures shall be fourteen feet (14') above grade, as measured from grade to the top of the fixture. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible. The Applicant shall not install any building-mounted exterior lighting on the northern façade of the office building. When measured outside the building,

interior lighting of the building shall not exceed the Outdoor Lighting Standards of Part 9 of Article 14 of the Zoning Ordinance.

15. Signage. Signage for the Property and the Proposed Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance and the conditions of this Proffer 15 or pursuant to a special exception approved by the Board of Supervisors in accordance with Section 9-620 of the Zoning Ordinance.

- A. No building-mounted signage shall be permitted on the north or east elevations.
- B. A maximum total of 280 square feet of building-mounted signage, measured as set forth in the Zoning Ordinance, shall be permitted. A maximum of 200 square feet of building-mounted signage shall be permitted on each of the west and south elevations. No elevation shall have more than two (2) signs.
- C. All signs shall be located above the mid-point of the building's height, as defined by the Zoning Ordinance. The specific location of the signs, however, shall be determined at the time of the issuance of the sign permit.
- D. No letter shall be taller than six (6) feet in height, except that a logo, acronym, and/or the first letter of a name may be a maximum of nine (9) feet in height.
- E. No single sign shall exceed 200 square feet in size.
- F. The maximum length for each sign shall be 50 feet.
- G. Any lighted signs shall be internally lit or backlit only.
- H. All signs shall be building-mounted and of a design which is consistent with the architectural façade of the building.
- I. No sign shall move, display any flashing or intermittent lights, nor have any features which would be construed as fluorescent or neon in character or color.
- J. All signs shall be for tenant identification and/or identification of the building's address.
- K. All other signs shall conform with the requirements of Article 12 of the Zoning Ordinance.

TRANSPORTATION

16. Dedication of Right-of-Way for Loisdale Road. As part of the first site plan approval for the Proposed Development, or upon written request by Fairfax County, whichever occurs first, the Applicant shall dedicate in fee simple to the Board of Supervisors right-of-way to 59.5 feet from the existing centerline of Loisdale Road for public street purposes, as shown on the Development Plan.

17. Construction of a Deceleration/Right Turn Lane on Loisdale Road. Subject to Virginia Department of Transportation (“VDOT”) approval, the Applicant shall construct a deceleration/right turn lane from northbound Loisdale Road into the Property (the “Deceleration/Right Turn Lane”), as shown on the Development Plan, provided, however, that the Applicant’s obligation to construct the portion of the Deceleration/Right Turn Lane that is not located along the frontage of the Property shall be contingent upon the Applicant’s ability to acquire any necessary off-site right-of-way (although not currently anticipated), the necessary off-site temporary construction and grading easement(s), and any associated off-site easements necessary to allow the Applicant to construct the Deceleration/Right Turn Lane (collectively, the “Off-Site Easements”) as described in Proffer 19 herein and as shown on the Development Plan. In the event the Applicant is relieved of its obligation to construct any portion of the Deceleration/Right Turn Lane located off-site of the Property in accordance with Proffer 19 herein, and subject to VDOT approval, the Applicant shall construct and/or stripe a modified deceleration/right turn lane along the frontage of the Property (the “Modified Deceleration/Right Turn Lane”). The Deceleration/Right Turn Lane or the Modified Deceleration/Right Turn Lane, as applicable, shall be completed and opened to traffic (but not necessarily accepted by VDOT for maintenance) no later than the issuance of the first Non-RUP for the Proposed Development. Notwithstanding the foregoing, however, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant’s control (such as the inability to secure necessary permission for utility relocations or VDOT approval), construction of the Deceleration/Right Turn Lane or the Modified Deceleration/Right Turn Lane, as applicable, will be or has been delayed beyond the time set forth in these Proffers, the Zoning Administrator may agree to a later date for the construction of the Deceleration/Right Turn Lane or the Modified Deceleration/Right Turn Lane.

18. Construction/Striping of a Left Turn Lane on Loisdale Road. Subject to VDOT approval, the Applicant shall implement lane striping and road improvements as necessary to create a left turn lane from southbound Loisdale Road into the Property (the “Left Turn Lane”), as shown on the Development Plan. The Left Turn Lane shall be completed and opened to through traffic (but not necessarily accepted by VDOT for maintenance) no later than the issuance of the first Non-RUP for the Proposed Development.

19. Off-Site Easements. The Applicant shall attempt to acquire the Off-Site Easements as part of the Proposed Development.

- A. Acquisition. The Applicant shall attempt to acquire any off-site right-of-way (although not currently anticipated), off-site temporary construction and grading easement(s), and any associated off-site easements as necessary to complete the Deceleration/Right Turn Lane described in Proffer 17 herein and as shown on the Development Plan. The Applicant shall use its good faith efforts to obtain such easements.
- B. Condemnation. In the event the Applicant is unable to acquire the necessary right-of-way and/or easements at fair market value, as determined by an MAI (Member of the Appraisal Institute) appraisal, and the County notifies the Applicant in writing that the County desires the condemnation of the necessary right-of-way and/or easements, then the Applicant shall request the Board of

Supervisors to condemn such right-of-way and/or easements. It is understood that the Applicant's request to the Board of Supervisors for condemnation will not be considered until it is forwarded in writing to the Division of Land Acquisition or other appropriate County official, accompanied by (1) plans, plats and profiles showing the necessary right-of-way and/or temporary construction and grading easement to be acquired, including all associated easements (2) an independent appraisal of the value of the right-of-way and/or easement to be acquired and of all damages to the residue of the affected property; (3) a sixty (60) year title search certificate of the property containing the right-of-way and/or easement to be acquired; and (4) a letter of credit in an amount equal to the appraised value of the right-of-way and/or easement to be acquired and of all damages to the residue which can be drawn upon by the County. It is also understood that in the event the property owner of the right-of-way and/or easement to be acquired is awarded more than the appraised value of the property in damages to the residue in a condemnation suit, the amount of the award in excess of the letter of credit amount shall be paid to the County by the Applicant within forty-five (45) days of said award. In addition, the Applicant agrees that all reasonable and documented sums expended by the County in acquiring the necessary right-of-way and/or easement shall be paid to the County by the Applicant within sixty (60) days of written demand.

- C. Contribution in Lieu of Construction. In the event the necessary right-of-way and/or easement(s) required for the Deceleration/Right Turn Lane cannot be acquired voluntarily, and the Board of Supervisors elects not to exercise its right of eminent domain, then the Applicant shall, prior to the issuance of the first building permit for the Proposed Development, escrow funds with DPWES in an amount equal to the cost of completing the portion of the Deceleration/Right Turn Lane that is not located along the frontage of the Property, including but not limited to the cost of right-of-way and/or easement acquisition and utility relocation, as determined by DPWES, for use by the Board of Supervisors and/or VDOT to complete the portion of the Deceleration/Right Turn Lane that is not located along the frontage of the Property in the future. The Applicant thereafter shall be relieved of its obligation to complete the portion of the Deceleration/Right Turn Lane that is not located along the frontage of the Property.

20. Bus Shelter Pad. Prior to the issuance of the first Non-RUP for the Proposed Development, and subject to Fairfax County Department of Transportation ("FCDOT") and VDOT approval, the Applicant shall install a bus shelter pad (the "Bus Shelter Pad") in the location as shown on the Development Plan for future use by Fairfax County or WMATA. The Applicant shall maintain the Bus Shelter Pad, provided the County and/or VDOT grant the Applicant the necessary easements and/or permits for the Applicant to perform such maintenance. The Applicant shall have no obligation to install a bus shelter on the Bus Shelter Pad.

21. Interparcel Connection. Prior to site plan approval for the Proposed Development, the Applicant shall grant an easement to the Board of Supervisors for an interparcel connection

between the Property and Tax Map 90-4 ((1)) 4 in the area identified as "Proposed Inter-Parcel Access Easement" on Sheet 3 of the Development Plan. Construction of the interparcel connection shall not be the responsibility of the Applicant and shall be completed by others in accordance with the Public Facilities Manual ("PFM"), and such construction shall be completed in a manner that does not disrupt the daily operations of the Applicant's office building (including ingress and egress for the Property).

22. Loisdale Road Trail. Prior to the issuance of the first Non-RUP for the Proposed Development, the Applicant shall provide a 10-foot asphalt trail along Loisdale Road in the location as shown on the Development Plan.

23. Loisdale Road Widening Exhibit. Prior to site plan approval for the Proposed Development, the Applicant shall submit an exhibit depicting the widening of Loisdale Road to thirty-five (35) feet from its existing centerline (the "Widening Exhibit") to DPWES and FCDOT for review and comment. The Widening Exhibit shall demonstrate that the Proposed Development will not prevent the future widening of Loisdale Road to thirty-five (35) feet from its existing centerline. In the event the Widening Exhibit shows that a retaining wall is needed on the Property in order to accommodate a 10-foot asphalt trail along Loisdale Road, the Applicant shall, at such time as the widening of Loisdale Road occurs, construct the portion of the retaining wall located on the Property as shown on the Widening Exhibit. The Applicant shall have no obligation to construct any off-site portion of the retaining wall and such off-site retaining wall construction shall be the responsibility of others. Further, the Applicant shall have no obligation to widen Loisdale Road to thirty-five (35) feet from its existing centerline and such widening shall be the responsibility of others.

MISCELLANEOUS

24. Loisdale Park Contribution. Prior to the issuance of the first Non-RUP for the Proposed Development, the Applicant shall contribute \$5,000.00 to the Fairfax County Park Authority for capital improvements to the Fairfax County Loisdale Park, provided the Fairfax County Park Authority vacates all of its right, title, and interest in and to the existing 20-foot access easement shown on Sheet 3 of the Development Plan.

25. Advanced Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of site plan approval for the Property.

26. Utilities. To the extent possible and as permitted by the applicable utilities companies, the Applicant shall place all utilities serving the Property underground. Upon request by the Applicant, the Zoning Administrator may waive/modify the requirement to place utilities underground without approval of a PCA upon a determination that such requirement (a) is infeasible or impractical or (b) would require the Applicant to secure easements or consents from third-parties that, despite having been diligently pursued by the Applicant, are not available.

27. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and its 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 pages follow]

A handwritten signature or set of initials, possibly 'WA', located in the bottom right corner of the page.

LOISDALE ROAD, LLC

By: Chapel Hill, LLC
Its: Managing Member

By: 
Name: David P. Tracy
Its: Managing Member