

June 3, 1985

CENTENNIAL DEVELOPMENT CORPORATION
VAN DORN BUSINESS PARK
REZONING CASE NO. RZ 84-L-014

PROFFERS

Pursuant to 15.1-491 (a) of the Code of Virginia (1950 as amended) and 18-203 of the Zoning Ordinance of Fairfax County (1978 as amended) the property owners and applicant, for themselves and their successors or assigns (hereinafter collectively referred to as the "Developer") proffer that the development of the parcels under consideration and shown on Fairfax County Tax Maps as Tax Map References 81-2-((8))-2, 3, 4, 5; 81-2-((1))-15A, 15, 16; and 81-4-((25))-6, 7, 8, hereinafter collectively referred to as the "Property" will be in accordance with the following conditions, if and only if, the Rezoning Application RZ 84-L-014 as amended is granted to the I-3 zoning district. In the event said rezoning requests are denied or not granted as applied for, these proffers shall immediately be null and void and of no further force and effect. These proffered conditions supersede all previous proffers proposed for the Property. The proffered conditions are as follows:

LAND USE

1. The Property which is the subject of this rezoning application shall be developed in general accordance with the Generalized Development Plan as dated April 16, 1985, as amended (the Plan) approved as part of Rezoning Case No. RZ 84-L-014.

2. Development of the Property shall be done in accordance with the I-3 zoning district and shall not exceed a .25 Floor Area Ratio (FAR). However, individual subdivided parcels may exceed a .25 FAR. Uses on the site shall be those uses permitted in I-3 district (hotel, or accessory retail), as defined in Section 10-200 of the Zoning Ordinance and permitted in the I-3 zoning district. Applicant will restrict retail operations to uses accessory to those of its tenants and compatible with the operation of a first class office park. The .25 FAR is inclusive of hotel use which the Applicant shall seek by Special Exception (and accessory retail use). Said hotel use will be oriented toward Van Dorn Street. Its height shall not exceed 75 feet. If the Special Exception use for this hotel shall not be granted, the square footage for this hotel shall be reallocated for office use.

3. Applicant agrees that accessory retail uses shall generally be located on the first floor of the buildings shown on the plan dated April 16, 1985, and not in free standing structures. Applicant shall use a coordinated system of signage and graphics to locate such uses.

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4. Applicant will provide high quality design and construction materials for the subject park by use of exterior facade treatment combinations of stone, glass, pre-cast concrete, or brick masonry materials.

5. Accessory retail uses shall not include quick service food stores.

ENVIRONMENTAL

1. Subject to approval of Department of Environmental Management (DEM), storm water management facility shall be constructed on the Property in alternative locations as shown on the plans submitted. Storm water detention facilities shall be designed in conformance with Fairfax County regulations regarding Best Management Practices (BMP).

2. The Applicant shall construct on site trails as indicated on the plans submitted (dated April 16, 1985). Said trails shall be constructed in accordance with Fairfax County standards, and a public access easement shall be recorded which will permit public access to the said trails. Any Structures shall be located so as to avoid vandalism and shall be in areas visible to the public for security purposes. No built-in grills shall be permitted in the park and the park shall be used for passive recreational uses only.

3. Subject to final engineering and utility construction, the Developer shall:

a) Preserve and protect, in consultation with the County arborist to the extent practicable, existing healthy trees within the proposed on-site open space areas with a base diameter of twelve inches (12") or greater;

b) preserve and protect, to the extent practicable, existing large stands of trees within proposed open space areas and vegetation by establishing limits of clearing;

c) provide open space areas in accordance with the County policy;

d) prior to Site Plan approval, establish the limits of clearing and grading for the exterior of Crown Royal Drive.

4. A landscape plan generally consistent with the Landscape and Recreation/Park Area Plan dated April 16, 1985 to be submitted with each Site Plan shall include the following elements:

a) To the extent practical and subject to engineering, the Developer shall provide parking

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lot landscaping, and landscaping near commercial buildings. All landscaping shall be consistent with the landscaping guidelines for Fairfax County.

b) Subject to VDH&T approval, the developer shall provide landscaped medians along Crown Royal Drive.

5. Innovative energy conservation techniques including passive solar orientation of buildings shall be used where considered feasible and practical throughout the development of the Property.

6. Bicycle racks shall be provided on site. A minimum of one bicycle rack for each commercial building shall be provided.

7. The Applicant agrees that all commercial buildings constructed on the Property shall have appropriately placed wet stacks and that in the marketing of said commercial buildings the Developer shall encourage tenant improvements of these areas so that they may be finished as a shower/changing area for building users who may either walk, jog, or bike to work or who may exercise in the area during lunch periods or before work.

8. The Applicant will provide an undisturbed (except as noted in this paragraph) transitional buffer of at least one hundred feet (100') between the single family attached community to the south and west (Cameron Crossing) and the subject Property. The buffer may be utilized for location of utilities as required by Fairfax County. Any trail or utility construction within the 100 foot buffer will be done in consultation with the homeowner's association of Cameron Crossing. The buffer shall be provided consistent with the Plan dated April 16, 1985, as amended. Applicant shall provide a six (6) foot high wooden barrier along the entire length of the 100 foot buffer as shown on landscape plan dated April 18, 1985, as amended. Applicant shall remove any trash or debris located within the 100 foot buffer prior to the installation of the barrier. Construction of barrier shall take place upon issuance of non-RUPS on each of the three western-most buildings on the site and will be phased with the completion of construction on each subdivided parcel.

9. Applicant agrees to comply substantially with the submitted Landscaped Plan and Recreation/Park Area Plan dated April 16, 1985. Open space on the site will exceed 20 percent.

10. In the event that any I-3 uses may result in the use of any hazardous or toxic substances, the Developer will have approval of such uses by the State Water Control Board and the State Air Pollution Control Board.

11. Building heights shall be tapered from Van Dorn Street to the west in order to minimize visual impacts of this development to Cameron Crossing. Buildings with frontage on Van

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Dorn Street shall not exceed 75 feet in height (excluding rooftop penthouses). Buildings located in proximity to the western property line shall not exceed four stories (approximately 50 feet in height). Buildings oriented to the interior of the site shall not exceed five stories (approximately 65 feet in height). All building heights are to be calculated excluding rooftop mounted penthouses and according to Fairfax County standards.

12. Applicant shall construct four parking spaces as shown on the plan to serve existing tennis courts subject to necessary County approval and provision of easements shall be at no expense to Applicant. It is hereby understood that the tennis courts are for the exclusive use of the residents of Cameron Crossing and their guests.

13. In addition to the wooden barrier referred to in paragraph 8, Applicant will utilize landscaped berms at various locations to visually screen surface parking.

14. Applicant agrees to submit development of this property, as required by Fairfax County, to the Geotechnical Review Board for its approval.

15. Applicant shall provide a buffer on the south side of Crown Royal Drive extending from the east entrance of Crown Royal Circle along the south side of Crown Royal Drive, west along the south side of High Meadow Road, to the western-most edge of the townhouses on the western side of Ambassador Way. This buffer will abut the southern edge of the sidewalk, will be continuous and unbroken, and consist of two parallel rows of plantings. The plantings shall be Evergreen, staggered, and shall include trees of 8 to 10 feet in height at planting so as to reasonably obscure Crown Royal Drive. Evergreen shall be augmented by lower plantings. Said landscaping to be initiated prior to commencement of construction of Crown Royal Drive.

16. The architectural design of the proposed development will be a coordinated design with an architectural consistency throughout the project.

17. Applicant shall provide coordinated signage and lighting plan.

18. To the extent permitted by the easement, the Applicant shall plant adjacent to the sewage easement north of Langton Drive to provide a noise and visual buffer between U.S. Interstate 95 and Cameron Crossing, consistent with the submitted landscape plan, as amended. These plantings to be made upon the occupancy of the second building (of three) along the western property line or within four years, whichever shall first occur.

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TRANSPORTATION

The Applicant shall provide the following transportation improvements subject to all off-site easements or right-of-way being provided:

1. The Applicant shall construct buildings and transportation improvements in phases pursuant to the attached Phased Transportation Improvement Plan and Project Development Schedule dated April 10, 1985 (enclosed).

2. If approved in writing by VDH&T, and scheduled for installation prior to the issuance of the final non-RUP for the last building to be developed on the Property, the Applicant shall contribute up to one-half of the cost (not to exceed \$30,000) of a traffic signal on South Van Dorn Street, including a pedestrian activated traffic signal if required by Fairfax County or VDH&T. If additional funding for the signal is not available at the time of installation, applicant will fund the entire cost.

3. The Applicant agrees to promote van pooling by requiring the management company for the Property to designate an employee as a van pool coordinator for the first three years any commercial building on the Property is occupied, and thereafter on provide a central directory for ride sharing and van pooling in each commercial building. Van pooling activities that are part of this development shall be coordinated with the Fairfax County Ride Sharing Coordinator.

4. Applicant agrees to provide easements necessary for interparcel access from the parcel located to the east of the Property which fronts on Van Dorn Street identified as Tax Map 81-4((1))30A.

5. Applicant will provide easements necessary for interparcel access to parcels located to the north identified as Tax Map 81-2-((1)) parcels 12 and 12A.

6. Off-site dedication of rights of way and easements needed to construct road improvements proposed in this application and as required by VDH&T shall be acquired by Fairfax County through its power of eminent domain at the Applicant's expense. Fairfax County shall encourage owners of property required for off-site easements and right of way to agree to advance dedication and reservation of density. In the event of future rezonings of these off-site properties, Fairfax County shall require reimbursement to Applicant for any amount paid for actual cost of acquisition and construction of frontage utilized for construction for widening of South Van Dorn Street. Applicant shall pay up to \$3.65 per square foot of land for all off-site acquisitions needed for completion of off-site road improvements.

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7. The alignment of and median cuts for Crown Royal Drive shall be constructed as shown on the Generalized Development Plan dated April 16, 1985, subject to VDH&T approval.

8. Upon issuance of non-RUPs for 75% (420,626 sq. ft.) of the approved 0.25 FAR, applicant shall cause a traffic study to be undertaken to the mutual satisfaction of applicant and the Fairfax County Office of Transportation. This study will be performed to determine the following:

a) When the a.m. peak hour for development generated traffic occurs.

b) Whether the development traffic levels and a.m. peak hours are substantially the same as indicated in the traffic impact study conducted by Gorove/Slade Associates, Incorporated, dated April 10, 1985.

If this traffic analysis indicates that the a.m. peak hour for development generated traffic occurs prior to 7:15 to 8:15 a.m. and/or the amount of vehicles generated by the Van Dorn Business Park are greater than the amount indicated in the Gorove/Slade study, then the applicant will put into effect additional transportation system management (TSM) techniques acceptable to the County of Fairfax and the applicant to insure that the development's morning peak hour occurs not before the 7:15 to 8:15 a.m. and that the volumes of traffic generated by the Van Dorn Business Park during this time period will not exceed the volumes provided for in the Gorove/Slade traffic study.

If the morning peak hour occurs before 7:15 to 8:15 a.m. for the initial 75% of development, the applicant will lease the portion of the remaining 25% of development necessary to assure an a.m. peak hour of 7:15 to 8:15 with a stipulation that leases for whatever portion of the 25% is necessary will provide that tenants may not occupy their space prior to 7:30 a.m. Furthermore, the applicant will put into effect other key TSM measures to cause a reduction in traffic generated by the Van Dorn Business Park. If the applicant and the County Office of Transportation cannot agree upon the appropriate TSM measures, then TSM measures recommended by a mutually acceptable traffic consultant (employed at the cost of the applicant or its successor or successors other than residential users) to achieve the projected level of development generated traffic as stated in the Gorove/Slade traffic study shall be implemented.

9. The Applicant shall provide traffic signs or devices for Crown Royal Drive as required by the Virginia Department of Highways and Transportation. Examples of said signs might include the following: Yield, Stop or Do Not Block Intersection. Subject to VDH&T approval, traffic entering at High Meadow Road in the evening shall have the right of way. If deemed necessary by Fairfax County and VDH&T at 50 percent occupancy of the site,

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the applicant shall provide a separate right turn lane, if possible, from Crown Royal Drive to High Meadow. In addition, subject to VDH&T approval, applicant shall provide a median break at the intersection of Crown Royal Drive with both Crown Royal Circle and High Meadow Road so as to permit left turns.

10. Upon commencement of construction, the applicant shall initiate a traffic warrant study for the proposed traffic signal at Crown Royal Drive and Van Dorn Street, to be submitted to VDH&T to justify the installation of a signal at the Crown Royal Drive and Van Dorn Street intersection. Applicant will continue to pursue, in cooperation with Cameron Crossing Homeowners Association, left turn access and signal at the main entrance to the site from Van Dorn Street with VDH&T, rather than Crown Royal Drive. In that event, applicant agrees to provide improvements on Van Dorn Street to acquire necessary VDH&T permit.

11. Applicant shall provide on site and off site road improvements along the west side of south Van Dorn Street, pursuant to the attached Phased Transportation Improvement Plan dated April 10, 1985.

12. At the time of Site Plan approval of each building in the park, building elevations shall be submitted for review by the Fairfax County Planning Commission.

13. All construction traffic associated with the development of the applicant's property except for construction of Crown Royal Drive between Van Dorn Street and High Meadow Road, shall not use Crown Royal Drive between Van Dorn Street and High Meadow Road. If the Fairfax County Office of Transportation and/or VDH&T shall determine that such a prohibition is unacceptable, a committee shall be convened including, but not limited to, representatives of the Applicant, Cameron Crossing Homeowners Association, and the Lee District Land Use Advisory Committee to establish a set of acceptable construction traffic guidelines for the Van Dorn Business Park.

14. If appropriate park signage is permitted on S. Van Dorn Street by VDH&T and unless required by VDH&T, the Applicant shall place no signs on Crown Royal Drive between the entrance of Crown Royal Drive at Van Dorn Street and the Applicant's property.

15. Should it be necessary to disturb the sign at the entrance of Cameron Crossing, due to construction, then Applicant shall relocate the sign, associated plantings, and other accouterments so as to resemble as closely as possible the original structure.

16. Applicant shall provide a left turn lane to enable north bound traffic on South Van Dorn Street to make a left turn into Crown Royal Drive. Road widenings associated with the

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provision of the left turn lane into Crown Royal Drive shall be provided upon occupancy of the second office building.

17. Applicant shall, as a part of its leasing program, encourage tenants to restrict the commencement of office hours to 7:15 a.m. or after in an effort to coordinate with the Gorove/Slade traffic study dated April 10, 1985.

18. Upon construction of Crown Royal Drive extended to the site, applicant shall modify the northern-most entrance to the site to prohibit left turns. Said modification shall consist of either the construction of a triangular island which restricts turning movements at the intersection of this access road with South Van Dorn Street to right turns only, or the installation of an appropriate temporary precast concrete median that would be removable. The design of such a median or of such a channelization shall be acceptable to VDH&T. In the event that the Applicant is successful in gaining permission from VDH&T for left turn access and a signal at the main entrance to the site from Van Dorn Street as described in No. 10 above, the Applicant will remove any improvements that restrict left turns at said entrance.

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Applicant/Contract Purchaser
CENTENNIAL DEVELOPMENT CORP.
a Virginia corporation

By:

 (seal)
Pete T. Scamardo,
President

Clarence Maurice McGuin
Clarence Maurice McGuin

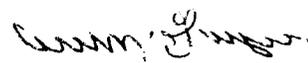
Pearl Mae McGuin
Pearl May McGuin

Laurence McGuin
Laurence McGuin

and

Lillian Juanita McGuin
Lillian Juanita McGuin,
Attornies In Fact for:

Harry Aubrey McGuin, Naomi McGuin,
Mary T. McGuin, Thomas McGuin,
Pat McGuin, Catherine Marie McGuin,
George Talbot, Gertrude Talbot,
Nancy E. Gibson, Sharon Gibson,
Roy Gibson, Virginia Mae Dove,
Vernon S. Dove, Ann Louise Cresent,
John Henry Cresent

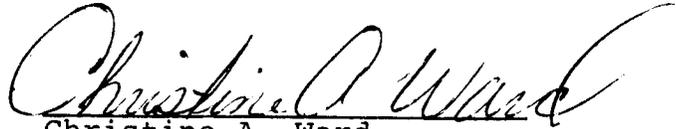

John Alan Gayle

Elsie A. Staats
Elsie A. Staats

Stanley H. Staats
Stanley H. Staats

Richard L. Ward
Richard L. Ward

June 3, 1985


Christine A. Ward


Cecil A. Gayle


Alice E. Staats


Bobby V. Staats


Eddy O. Gayle


Charlotte E. Gayle

ROADWAY PHASING SCHEDULE

<u>Phase</u>	<u>Begin Construction</u>	<u>Development</u>	<u>Roadway Improvements</u>
1st	April, 1986	150 Room Hotel	<ul style="list-style-type: none">• Construct South Van Dorn Street entrance to include acceleration and deceleration lanes and connect to existing Crown Royal Drive as a 24 foot wide roadway.• Provide funding for a traffic signal at the Crown Royal Drive/South Van Dorn Street intersection, if warranted upon occupancy of the hotel.
2nd	April, 1987	136,727 Office/ Retail	<ul style="list-style-type: none">• Widen Crown Royal Drive from South Van Dorn Street to the site's south property line to its Master Planned cross-section.• Widen the east side of South Van Dorn street at the I-95 ramp intersection to provide for two left turn lanes from northbound South Van Dorn Street to the I-95 ramps.• Provide funding for a traffic signal at the Crown Royal Drive/South Van Dorn Street intersection.• Widen the west side of South Van Dorn Street from the I-95 ramps to 200 feet south of Crown Royal Drive to provide for <u>three southbound through lanes</u>.• Construct a southbound right-turn lane from South Van Dorn Street to the I-95 ramps.• Widen the east side of South Van Dorn Street at Crown Royal Drive to provide for a northbound left turn lane from South Van Dorn Street to Crown Royal Drive.

3rd

April, 1988

136,727 S.F. Office/
Retail

- Widen the on-site section of Crown Royal Drive to its Master Planned cross section.
- Widen the access drive from South Van Dorn Street to its Master Planned cross section.

4th

April, 1989

136,727 s.f. Office/
Retail

- Construct all remaining internal site roadways including a cul-de-sac or turn around on Crown Royal Drive.

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- All 1st and 2nd Phase off-site roadway improvements are guaranteed to be completed as of April, 1988.
 - The cul-de-sac at the end of the secondary access drive into the site will be a private roadway maintained by Centennial Development Corporation.