

**RZ 2009-SU-024
SULLY EAST L.C.
DULLES DISCOVERY SOUTH
PROFFER STATEMENT**

April 22, 2010
May 11, 2010
May 14, 2010
May 28, 2010
June 2, 2010
June 11, 2010

Pursuant to Section 15.2-2303(A) of the Code of Virginia, as amended, and subject to the Fairfax County Board of Supervisors approval of RZ 2009-SU-024, as proposed, from the PDH-16, PDC, I-5, WS and HD Districts to the PDC, WS, and HD Districts, Sully East L.C. (the "Applicant") and the owners, for themselves and their successors and assigns, hereby proffer that development of Tax Map Parcels 34-2-((1))-2 (pt.), 3A, 7, 8, 10A, 27 (pt.), and 35 (pt.), plus approximately 1.99 acres of Barnsfield Road to be vacated and/or abandoned, totaling approximately 76.60 acres (collectively known as the "Property") shall be in accordance with the following proffered conditions (the "Proffers"), which, if approved, shall replace any and all existing proffered conditions pertaining to the Property. In the event this application is denied, these proffers shall immediately be null and void and the previous proffers shall remain in full force and effect.

1. **Substantial Conformity.** The Property shall be developed in substantial conformance with the Conceptual Development Plan and Final Development Plan ("CDP/FDP") consisting of eighteen sheets (Sheets 1 through 14C) prepared by Urban, Ltd, entitled "Dulles Discovery South" dated July 2009 and revised through May 5, 2010, and further modified by these proffered conditions.
2. **Minor Modifications.** Notwithstanding that CDP 2009-SU-024 appears on the same development plan with FDP 2009-SU-024, it shall be understood that the CDP shall consist of the entire plan relative to the general layout, points of access to the existing road network, uses, building heights, peripheral setbacks, limits of clearing and grading, and the amount of open space on the Property ("CDP Elements"). Pursuant to Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP may be permitted due to final architectural, engineering and design issues, as determined by the Zoning Administrator. Building footprints and gross square feet within each building may be adjusted, as long as the maximum gross square feet of development is not exceeded; the minimum amount of open space depicted on the CDP/FDP is not reduced; the building heights provided on the CDP/FDP for individual buildings are not increased beyond that allowed on the CDP/FDP and as otherwise permitted in these Proffers and by the Zoning Ordinance; and the development otherwise is in substantial conformance with the CDP/FDP and these Proffers. The Applicant further retains the option to file partial Conceptual Development Plan Amendments (CDPAs) and/or partial Proffered Condition Amendments (PCAs) in the future pursuant to Section 18-204 of the Zoning Ordinance.

3. **Final Development Plan Amendments.** The Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals of the CDP/FDP from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance, except as to the CDP Elements as defined in Paragraph 2, above.
4. **Maximum Floor Area Ratio (FAR).** The maximum floor area ratio ("FAR") built upon the Property that is subject to this rezoning application, and including application of density credit associated with dedication of land for certain road improvements, shall not exceed 0.35 FAR as detailed on Sheet 2 of the CDP/FDP.
5. **Permitted Uses.** The following uses shall be permitted on the Property:

Offices, and establishments for scientific research, development and training shall be the principal uses. Uses accessory to such uses may include, but shall not be limited to, business service and supply service establishments; eating establishments; financial institutions; garment cleaning establishments; personal service establishments; public uses; retail sales establishments; central plant; data centers; inspection facilities and guard booths; accessory service uses; light public utility uses; child care centers; nursery schools.
6. **Maximum Building Height.** The maximum building heights for individual buildings and structures shall not exceed that depicted on the CDP/FDP, not including those structures excluded from maximum building height calculations in accordance with the Zoning Ordinance. Buildings and structures located within the outermost 500 feet of the Sully Historic Overlay District ("SHOD"), and as shown on the CDP/FDP, shall not exceed 60 feet in "actual height" in accordance with the Zoning Ordinance and as permitted in accordance with the approval of SEA 2003-SU-023.
7. **Road Improvements.** The following road improvements shall be provided by the Applicant, subject to and as approved by VDOT and DPWES. To the extent any of the following road improvements shall have been completed by others, the Applicant shall have no further obligation with respect to such completed road improvements. Further, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of a respective improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement:
 - A. **Wall Road Left Turn Lane.** The Applicant shall restripe Wall Road to accommodate a second left turn lane from eastbound Wall Road onto northbound Centreville Road prior to issuance of the Non-Residential Use Permit ("Non-RUP") for the initial office building constructed on the Property.
 - B. **Centreville Road Left Turn Lane.** In accordance with that shown on the CDP/FDP, the Applicant shall extend the storage capacity of the existing northbound left turn lane entering the Property from Centreville Road by approximately, but no less than, 50 feet prior to issuance of the Non-RUP for the initial office building constructed on the Property.

- C. Centreville Road Site Entrance. The site entrance to the Property from Centreville Road shall be constructed as shown on the CDP/FDP prior to issuance of the Non-RUP for the initial office building constructed on the Property.
 - D. Historic Sully Way Site Entrance. The site entrance to the Property from Historic Sully Way shall be constructed as shown on the CDP/FDP prior to the issuance of the Non-RUP for the initial office building constructed on the Property.
 - E. Historic Sully Way Left Turn Lane. The Applicant shall restripe Historic Sully Way to accommodate a second left turn lane from northbound Historic Sully Way onto westbound Air and Space Museum Parkway prior to issuance of the Non-RUP for the initial office building constructed on the Property.
 - F. Centreville Road Crosswalk. The Applicant shall provide a crosswalk at the intersection of Centreville Road and Franklin Farm Road in association with Proffer 15 for the purpose of permitting a safe crossing of Centreville Road for pedestrians and bicyclists. Appropriate accessibility improvements, limited to pedestrian signal heads at the Centreville Road/Franklin Farm Road intersection and curbing constructed in compliance with ADA standards, shall be provided.
8. **Traffic Signals**. The following traffic signals shall be installed and/or modified by the Applicant, subject to and as approved by VDOT and DPWES. Should any of the following traffic signals have been installed by others, the Applicant shall have no further installation obligation with respect to such traffic signals installed by others. Further, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, installation and/or modification of such traffic signal has been unreasonably delayed by others, the Zoning Administrator may agree to a later date for the completion of the installation and/or modification of such signal:
- A. Centreville Road/Wall Road Intersection. A warrant study for a traffic signal at the Centreville Road/Wall Road intersection has been submitted by others in association with site plan 9751-SP-007-2. Should the traffic signal at the Centreville Road/Wall Road intersection be warranted, but not installed by others prior to issuance of the Non-RUP for the initial office building constructed on the Property, the Applicant shall design and/or install such traffic signal prior to issuance of the Non-RUP for the initial office building constructed on the Property using funds escrowed by others for the purpose of installing such signal. The Applicant shall submit a traffic signal timing modification analysis to VDOT for review prior to submission of the initial site plan for development of office space in excess of 752,500 gross square feet ("GSF") on the Property. Such traffic signal timing modification analysis shall be for the purpose of determining whether adjustments to the signal timings of the Centreville Road/Wall Road traffic signal are warranted, utilizing updated traffic counts based upon the assumed occupancy of 752,500 GSF of office space on the Property as of the date of the analysis. In the event that VDOT determines that adjustments to the signal timings are warranted based upon such analysis, then the Applicant shall make such adjustments prior to issuance of the initial non-RUP for office use in excess

of 752,500 GSF on the Property. Should no timing adjustments be deemed necessary for the Centreville Road/Wall Road traffic signal based upon such analysis, then the Applicant's obligation under this proffer shall be deemed satisfied.

- B. Centreville Road/Franklin Farm Road. The Applicant shall submit a traffic signal timing modification analysis to VDOT for the Centreville Road/Franklin Farm Road intersection traffic signal (i) prior to submission of the initial site plan for office development on the Property and (ii) prior to submission of the initial site plan for office development in excess of 752,500 GSF on the Property. Such respective traffic signal timing modification analyses shall be for the purpose of determining whether adjustments to the signal timings of the Centreville Road/Franklin Farm Road traffic signal are warranted, respectively, (a) due to the vacation/abandonment of Barnsfield Road and removal of that leg of the intersection, and the addition of the crosswalk referenced in Proffer 7(F) and the multi-purpose trail connection referenced in Proffer 15(B)(ii), or (b) upon occupancy of greater than 752,500 square feet of office use on the Property. Such initial analysis (8(B)(i) above) shall utilize updated traffic counts which assume the occupancy of the initial office building on the Property. Such later analysis (8(B)(ii) above) shall utilize updated traffic counts based upon existing and projected occupancy of office use on the Property at full build-out. In the event that VDOT determines that adjustments to the signal timings are warranted, then the Applicant shall make such adjustments prior to, respectively, issuance of the non-RUP (i) for the initial office building on the Property, and/or (ii) for office use in excess of 752,500 square feet on the Property. Should no timing adjustments be deemed necessary for the Centreville Road/Franklin Farm Road traffic signal based upon such respective analyses, then the Applicant's respective obligation for traffic signal timing modification under this proffer shall be deemed satisfied.
- C. Centreville Road/Lees Corner Road. The Applicant shall submit a traffic signal timing modification analysis to VDOT for the Centreville Road/Lees Corner Road intersection traffic signal (i) prior to submission of the initial site plan for office development on the Property and (ii) prior to submission of the initial site plan for office development in excess of 752,500 GSF on the Property. Such traffic signal timing modification analysis shall be for the purpose of determining whether adjustments to the signal timings of the Centreville Road/Lees Corner Road traffic signal are warranted, respectively, (a) to accommodate the fourth approach to the intersection (the Centreville Road site entrance) as shown on the CDP/FDP, or (b) upon occupancy of greater than 752,500 square feet of office use on the Property. Such initial analysis (8(C)(i) above) shall utilize updated traffic counts which assume the occupancy of the initial office building on the Property. Such later analysis (8(C)(ii) above) shall utilize updated traffic counts based upon existing and projected occupancy of office use on the Property at full build-out. In the event that VDOT determines that adjustments to the signal timing are warranted, then the Applicant shall make such adjustments prior to, respectively, issuance of the non-RUP (i) for the initial office building on the Property, and/or

(ii) for office use in excess of 752,500 square feet on the Property. Should no timing adjustments be deemed necessary for the Centreville Road/Lees Corner Road traffic signal based upon such respective analyses, then the Applicant's respective obligation for traffic signal timing modification under this proffer shall be deemed satisfied.

9. **Transportation Demand Management ("TDM")**. Transportation Demand Management ("TDM") strategies shall be utilized to reduce office vehicle trips during peak periods. TDM coordination duties shall be implemented by a Transportation Demand Management Coordinator (the "TDM Coordinator"), who shall be appointed to enforce such TDM duties prior to the issuance of the Non-RUP for the first office building constructed on the Property. The contact information of the TDM Coordinator shall be provided to the Fairfax County Department of Transportation ("FCDOT") within thirty days of such appointment. The TDM Coordinator position may be a part of other duties assigned to the individual(s). Strategies shall include, but not be limited to, the following, and shall be implemented by the Applicant for each office building constructed on the Property:

- A. Distribution and promotion of TDM-related materials to office employees such as, but not limited to, maps, schedules and other transportation information pertaining to transit service options, car/van pooling formation and services, teleworking, and flexible work schedules to the extent that any of these are available to office employees who commute to and from the Property on a daily basis;
- B. Display of TDM-related materials in a publicly accessible central location within each office building;
- C. Conveniently located bicycle storage, locker rooms and shower facilities for use by office employees; and
- D. Designated parking spaces nearest to building entrances within surface parking lots and structured parking garages, exclusive of accessible parking spaces reserved for persons with disabilities, for use by carpool/vanpool vehicles, alternative fuel vehicles and car-sharing vehicles from services such as Zipcar™.
- E. Annual surveys of the commuting patterns of the employees at the Property shall be provided by the TDM Coordinator to FCDOT beginning one year following issuance of the Non-RUP for the second office building constructed on the Property and continuing until completion of two (2) years following issuance of the Non-RUP for the final office building constructed on the Property. The sole purpose of said surveys shall be to inform FCDOT of commuting modes, routes, and timing to and from the Property.
- F. The TDM Coordinator shall work with FCDOT to host an annual commuter outreach event designed to provide non-SOV commuting options to employees at the Property.

10. **Bus Shelters.** The Applicant shall provide two (2) bus shelters for the Property, with the specific locations to be determined by the Applicant in consultation with FCDOT. Bus shelter installation shall be limited to the concrete pad, the shelter itself and a refuse receptacle. No bus loading areas or bus travel lanes shall be constructed by the Applicant to support said bus shelters. Should the bus shelters be installed along or in the right-of-way adjacent to the Property's frontage, such bus shelters and trash receptacles shall be maintained by the Applicant. If, by the time of final bond release for office development on the Property, the exact location of said bus shelters has not been determined, the Applicant shall escrow \$20,000 per shelter whose location has not been determined, to be used for bus shelters located along public streets adjacent to the Property.
11. **Vacations/Abandonments.** Prior to final approval of the initial site plan for development on the Property, the Applicant shall obtain vacation and/or abandonment by the Board of Supervisors of that portion of the Barnsfield Road right-of-way shown within the CDP/FDP for vacation/abandonment and shall acquire all rights to use such area as shown on the CDP/FDP. In the event that any of the following does not occur: (i) the Board of Supervisors does not approve the vacation and/or abandonment of the Barnsfield Road right-of-way shown within the CDP/FDP; (ii) the Applicant is unable to acquire all rights necessary to use the Barnsfield Road right-of-way shown within the CDP/FDP; or (iii) failure to obtain such approval and/or acquisition precludes development in substantial conformance with the CDP/FDP, then the Applicant shall obtain a PCA to the extent necessary to develop that affected portion of the Property, which may result in a loss of density.
12. **Interparcel Access Easement.** The Applicant shall provide a vehicular interparcel access easement to Tax Map Parcel 34-2 ((1)) 10B, as depicted on CDP/FDP. The Applicant reserves the right to provide appropriate signage, fencing, landscaping and other security features necessary to ensure that no vehicular access from this off-site parcel is permitted through the office complex on the Property.
13. **Access Easement.** The Applicant shall provide an access easement to Tax Map Parcel 34-2 ((1)) 12 for purposes of emergency and maintenance vehicle access to said parcel from Historic Sully Way, as shown on the CDP/FDP. Such access easement shall be recorded among the land records of Fairfax County in conjunction with approval of the initial site plan for office development on the Property, and shall, by its terms, terminate upon provision by others of a permanent route of vehicular access from Tax Map Parcel 34-2 ((1)) 14 or from another point along Historic Sully Way. The Applicant shall not be responsible for any design, construction, or maintenance of any travel lane within said access easement. The Applicant reserves the right to provide appropriate signage, fencing, landscaping and other security features necessary to ensure that no vehicular access from this off-site parcel is permitted through the office complex on the Property.
14. **Private Streets.** All private streets shall be constructed with materials and depth of pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM"), as determined by DPWES, unless waived and/or modified in association with site plan approval for any portion of office development of the Property. The above standard shall not apply to parking lots, stormwater

management access roads, or to the temporary access easement area referenced in Paragraph 13 immediately above.

15. Multi-Purpose Trail.

- A. Prior to issuance of the Non-RUP for the initial office building constructed on the Property, the Applicant shall construct, subject to approval by DPWES and VDOT, a ten (10) foot wide multi-purpose trail within the Historic Sully Way right-of-way on its south and east sides adjacent to the Property as shown on Sheet 6 of the CDP/FDP.
- B. Subject to the obtaining of all necessary easements at no cost to the Applicant and to approval by DPWES and VDOT, the Applicant shall construct, (i) a ten (10) foot wide trail within the east side of the Historic Sully Way right-of-way from the point at which Historic Sully Way departs the Property's western boundary to the cul-de-sac located in Historic Sully Way at its point of access to Sully Historic Site; (ii) a ten (10) foot wide trail along the west side of Centreville Road between the intersection with Franklin Farm Road and the Property's northern boundary; and (iii) an eight (8) foot wide trail along the northern Property boundary between Centreville Road and Historic Sully Way.

As shown on the CDP/FDP, said trail shall be constructed for the purpose of providing a connection between Centreville Road and the cul-de-sac located in Historic Sully Way at its point of access to Sully Historic Site. Appropriate crosswalk improvements in accordance with Proffer 7.F shall be provided by the Applicant, subject to approval by VDOT, in association with said trail improvement. Any portion of said trail improvement located outside of public right-of-way shall be subject to a public access easement. The Applicant shall diligently and in good faith pursue said necessary easements and shall, should it fail to obtain said easements prior to final bond release for office development on the Property, demonstrate in writing to DPWES such efforts and contribute to DPWES an amount equal to the cost of constructing said trail connection within any such easement areas not obtained.

- 16. On-Site Recreational Amenities.** In addition to the on-site and off-site trail network to be provided subject to Proffer 15 above, the Applicant shall provide one (1) fitness facility consisting of exercise equipment and gender-specific locker rooms, including shower facilities, to be located within one of the office buildings on the Property. All employees of the office buildings on the Property shall have access to such fitness facility. Said fitness facility shall be installed prior to the issuance of the Non-RUP for the second office building constructed on the Property. Other on-site passive amenities, such as benches and other seating/gathering facilities, shall be provided and shall be shown on all applicable landscape sheets in association with each site plan submission.

- 17. Limits of Clearing and Grading.** The Applicant shall conform to the limits of clearing and grading shown on the CDP/FDP, subject to the installation of utilities, fences, trails and/or security features, if necessary, as approved by DPWES. All limits of clearing and

grading shall be protected by temporary fencing, a minimum of four feet in height. The temporary fencing (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 installed prior to any work being conducted on the Property, and signage identifying "Keep-Out - Do Not Disturb" shall be provided on the temporary fence and made clearly visible to construction personnel. Any necessary disturbance beyond that shown on the CDP/FDP shall be coordinated with Urban Forestry, DPWES, and accomplished in the least disruptive manner reasonably possible given engineering, cost, and site design constraints as determined by Urban Forestry, DPWES. Any area protected by the limits of clearing and grading that must be disturbed due to the installation of utilities, fences, trails and/or security features shall be replanted with a mixture of native, non-invasive plant species to return the disturbed area as nearly as reasonably possible to its condition prior to the disturbance, as determined by Urban Forestry, DPWES.

18. Landscaping.

- A. Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on Sheets 13 and 14 of the CDP/FDP. At the time of planting, the minimum caliper for canopy and understory trees shall be between two (2) and three (3) inches. The minimum height for evergreen trees shall be between eight (8) and ten (10) feet. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent submissions of site plans for each respective section, for review and approval by Urban Forestry, DPWES. Such landscape plans shall provide tree coverage and species diversity consistent with that shown on Sheets 13 and 14 of the CDP/FDP, and in accordance with PFM criteria, as determined by Urban Forestry, DPWES.
- B. The berms and associated landscaping shown on the CDP/FDP to be provided, respectively, adjacent to Historic Sully Way and to Centreville Road, shall be installed prior to issuance of the initial Non-RUP for office development on the Property. The final locations and sizes of such berms and landscaping shall be based upon final engineering and location of utility infrastructure in accordance with Proffer 19 below, as determined at the time of site plan review for development of office uses on the Property.
- C. Fencing shall be installed along the perimeter of the site in the locations shown on Sheet 14C of the CDP/FDP. Perimeter fencing adjacent to the public right-of-way shall be of the decorative style depicted on the Sheet 14C of the CDP/FDP. Other perimeter fencing not adjacent to the public right-of-way shall be of the black vinyl coated type depicted on Sheet 14C of the CDP/FDP.

- 19. Location of Utilities.** Utilities shall be generally located so as to not interfere with the landscaping, berming and/or fencing concepts shown on the CDP/FDP adjacent to Historic Sully Way and Centreville Road. The Applicant reserves the right to make minor modifications to such landscaping, berming and/or fencing concepts to reasonably

accommodate utilities, provided such relocated landscaping shall retain a generally equivalent number of plantings on, and shall continue to reflect the concepts illustrated on, the CDP/FDP. For all other areas of the Property, in the event that during site plan review for development of office uses on the Property any landscaping shown on the CDP/FDP cannot be installed in order to locate utilities, as determined by DPWES, then an area of additional landscaping generally consistent with that displaced shall be substituted at an alternate location on the Property, subject to approval by Urban Forestry, DPWES.

20. **Fairfax County Water Authority ("FCWA") Facilities.** If during site plan review it is determined necessary to relocate FCWA's 48-inch transmission main located on the Property due to land disturbance activities, the Applicant shall, at its own cost and subject to approval by the FCWA, relocate such transmission main. If such relocation activity is deemed necessary, the Applicant shall obtain FCWA approval for same prior to approval of the associated site plan for office development on the Property. Any such relocation shall be limited solely to permitted land disturbance activities conducted by the Applicant in association with the construction of office uses on the Property as depicted on the CDP/FDP.
21. **Fairfax County Architectural Review Board ("ARB").** In accordance with Section 7-204 of the Zoning Ordinance, solely with respect to development of uses located within the Sully Historic Overlay District boundary on the Property, the Applicant shall submit applications to the ARB (i) for review and recommendation, for all site plans and grading permits; (ii) for review and approval prior to issuance of any sign permits, and any building permit for the erection, construction, reconstruction, exterior rehabilitation, remodeling, and/or alteration of, or additions (limited to additions to buildings and accessory structures visible from the public right-of-way or a contributing historic property) to structures within the SHOD.
22. **Architectural Elevations.** Building elevations shall be generally consistent in character and materials, as to architectural style and quality, with the conceptual elevations attached to these Proffers as **Exhibit A** and the Materials Board attached to these Proffers as **Exhibit B**, as determined by DPWES, and subject to approval by the ARB of those elevations within ARB jurisdiction in accordance with Proffer 21 above.
23. **East Garage Treatment.** The southeast façade of the East Garage shall be screened through the utilization of green screen or other design feature(s) for the purpose of softening its visual impact from the public right-of-way and adjacent communities.
24. **Energy Efficiency.** All buildings shall be built to United States General Services Administration (GSA) Standards for Sustainable Design (currently minimum of the U.S. Green Building Council's ("USGBC") Leadership in Energy and Environmental Design—Core and Shell (LEED®-CS) Silver certification). The applicant will include, as part of the site plan submission, a statement certifying that a LEED®-accredited professional is a member of the design team, and that the LEED®-accredited professional is working with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED® certification.

Prior to building plan approval for each respective office building to be constructed on the Property, the Applicant shall submit documentation to Fairfax County DPZ ("DPZ") that such respective office building has been registered with the most current version of the USGBC LEED®-CS rating system for certification and that LEED® Silver precertification under such Core and Shell rating system has been attained for such building. Within twelve (12) months after issuance of a Non-RUP for any office building to be constructed on the Property, the Applicant shall submit documentation to DPZ that such building has been awarded LEED® Silver certification (because the Tenant for the contemplated office complex is requiring LEED® Silver). Should certification in accordance with this Proffer of any such office building under the LEED® rating system be unreasonably delayed by others through no fault of the Applicant, the Zoning Administrator may agree to a later date for providing documentation of such certification to DPWES.

25. **Lighting.** All lighting, including signage, shall be provided in accordance with the requirements of Section 14-900 of the Zoning Ordinance, and in accordance with Section 7-200 (SHOD) of the Zoning Ordinance for those portions of the Property located within the SHOD. The maximum height for parking lot lights shall be twenty-five (25) feet, measured from the grade at the base of each such light to the top of the fixture. Said maximum height may be increased by the Zoning Administrator upon demonstration by the Applicant of a need to satisfy Tenant lighting requirements.

26. **Stormwater Management.** In accordance with County engineering requirements and subject to approval by DPWES of any waivers and/or modifications that may be requested in association with any site plan submission for development of office uses on the Property, a stormwater management/Best Management Practice ("SWM/BMPs") facility shall be provided on-site generally in the location depicted on the CDP/FDP (the "SWM/BMP Pond"). The Applicant may utilize alternative measures, including innovative BMPs, as supplemental designs at the time of site plan submission for office development on the Property, subject to the approval of DPWES.
 - A. In order to restore, as nearly as practicable, a natural appearance to the proposed SWM/BMP Pond, the landscape plan submitted, as part of the first and all subsequent submissions of the site plan for the SWM/BMP Pond, shall show the restrictive planting easement for the pond and the maximum feasible amount of landscaping that reasonably will be allowed in the planting areas of the pond outside of that restrictive planting easement, in keeping with the planting policies of Fairfax County, as determined by Urban Forestry, DPWES. The Applicant shall install said landscaping in accordance with said plan, subject to DPWES and Urban Forestry approval.

 - B. The SWM/BMP Pond shall be constructed in the general location shown on the development plan and in accordance with all applicable PFM design requirements, as determined by DPWES. An increase in the amount of clearing and/or grading for this facility from that shown on the development plan (to include clearing and grading associated with any spillways, outfall pipes, and/or maintenance roads) shall be permitted only if the following conditions are met:

- i. The increase is required to meet PFM requirements as determined by DPWES;
- ii. The change is in substantial conformance with the development plan and proffers;
- iii. The additional area needed for the facility is accommodated without any reduction in non-stormwater management open space, tree save and/or landscaping area on the Property; and
- iv. Any vegetation required to be removed shall be compensated for by a proportionate amount of vegetative plantings as approved by UFM.

If it is determined that additional clearing and/or grading is required and such does not meet those criteria, a PCA shall be required.

- C. Prior to site plan approval for the initial phase of office development on the Property, the Applicant shall execute an agreement with Fairfax County in a form acceptable to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of all elements of the SWM/BMP facilities installed on the Property. The SWM Agreement shall require regular routine maintenance of such SWM/BMP facilities by the Applicant and shall make provisions for Fairfax County inspection of such SWM/BMP facilities.

27. **Historical Marker.** Prior to final bond release for the initial phase of office development on the Property, the Applicant shall fund the cost of and erect a historical marker within the Centreville Road right-of-way, subject to VDOT approval, within close proximity to the historically significant area associated with the former "Turley Hall" plantation house. Should VDOT not permit the installation of the historical marker within the public right-of-way, the Applicant shall install such historical marker on the Property adjacent to the public right-of-way, but outside of the perimeter fence shown on the CDP/FDP, in a location that avoids conflicts with landscaping and/or berming treatments shown on the CDP/FDP. The final location, design and text of said marker shall be determined in consultation with the Sully District Supervisor and the Fairfax County History Commission and in accordance with the History Commission's recommended guidelines and treatment for historical markers when developed.

28. **Cemeteries.** To protect, during construction activities, the two cemeteries located on the Property as shown on the CDP/FDP, prior to the initiation of clearing and grading the Applicant shall install temporary fencing as follows around the perimeter of each cemetery in a location to be determined by the Applicant in consultation with the Cultural Resource Management and Protection Section of the Fairfax County Park Authority: 4-foot tall, 14-gauge welded wire, attached to 6-foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart. Said temporary fencing shall be removed after completion of construction in the immediate area of the respective cemetery, at which time the Applicant shall provide, around each respective cemetery, a

three (3) foot tall, decorative fence, perimeter landscaping, and a historical marker commemorating such cemetery. The Applicant shall coordinate the ultimate location, design and text of each marker with the Fairfax County History Commission. Family members and representatives of, or researchers or historians approved by, the Fairfax County History Commission shall be provided access to the cemeteries subject to pre-authorization in accordance with established visitor protocol for the Property. Maintenance of the cemeteries shall be provided by the Applicant and in accordance with the History Commission's recommended guidelines and treatment for historical markers when developed.

29. **History Commission Contact Information.** Prior to issuance of the Non-RUP for the initial office building on the Property, the Applicant shall provide to the Fairfax County History Commission contact information for the Applicant or the entity managing the Property for purposes of scheduling access to the cemeteries in accordance with Proffer 28.
30. **Historic Sully Contact Information.** Prior to issuance of the non-RUP for the initial office building on the Property, the Applicant shall provide contact information to Sully Historic Site for the Applicant or the entity managing the Property for purposes of coordinating communication regarding issues of mutual interest between said parties.
31. **Construction Vehicles.** Construction vehicles travelling to or from the Property shall be prohibited from using Franklin Farm Road and Lees Corner Road.
32. **Federal Aviation Administration (FAA) Regulation.** The Applicant shall construct buildings and improvements on the Property in accordance with applicable FAA regulations.
33. **Escalation.** All monetary contributions required by these Proffers shall be adjusted for inflation, in conformance with the Consumer Price Index, occurring subsequent to the date of subject rezoning approval and up to the date of payment of the respective contribution.
34. **Density Credit.** All intensity of use attributable to land areas dedicated and/or conveyed to the Board of Supervisors, or any other County and/or Virginia agency, at the Applicant's expense pursuant to these Proffers shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the Property.
35. **Severability.** Any portion of the Property may be the subject of a PCA, CDPA and/or FDPA without joinder and/or consent of the other portions, if such PCA, CDPA and/or FDPA does not have any material adverse effect on such other portion. Previously approved proffered conditions or development conditions applicable to the portion(s) not the subject of such a PCA, CDPA, and/or FDPA shall otherwise remain in full force and effect.

36. **Counterparts.** To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.
37. **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, assigns, and/or developer(s) of the Property or any portion of the Property.

[SIGNATURES ON FOLLOWING PAGE]

SULLY EAST L.C.

*Applicant and Title Owner of Parcels
34-2-((1))-2, 3A, 10A, 27, 35; Future title owner
upon abandonment of a portion of Barnsfield Road
Right-of-Way*

BY: MVP Management, LLC, Manager

By: 
Name: John M. Peterson
Title: Manager

SULLY EAST-CASSEL LC

*Title Owner of Parcels 34-2-((1))-7, 8; Future title
owner upon abandonment of a portion of Barnsfield
Road Right-of-Way*

BY: MVP Management, LLC, Manager

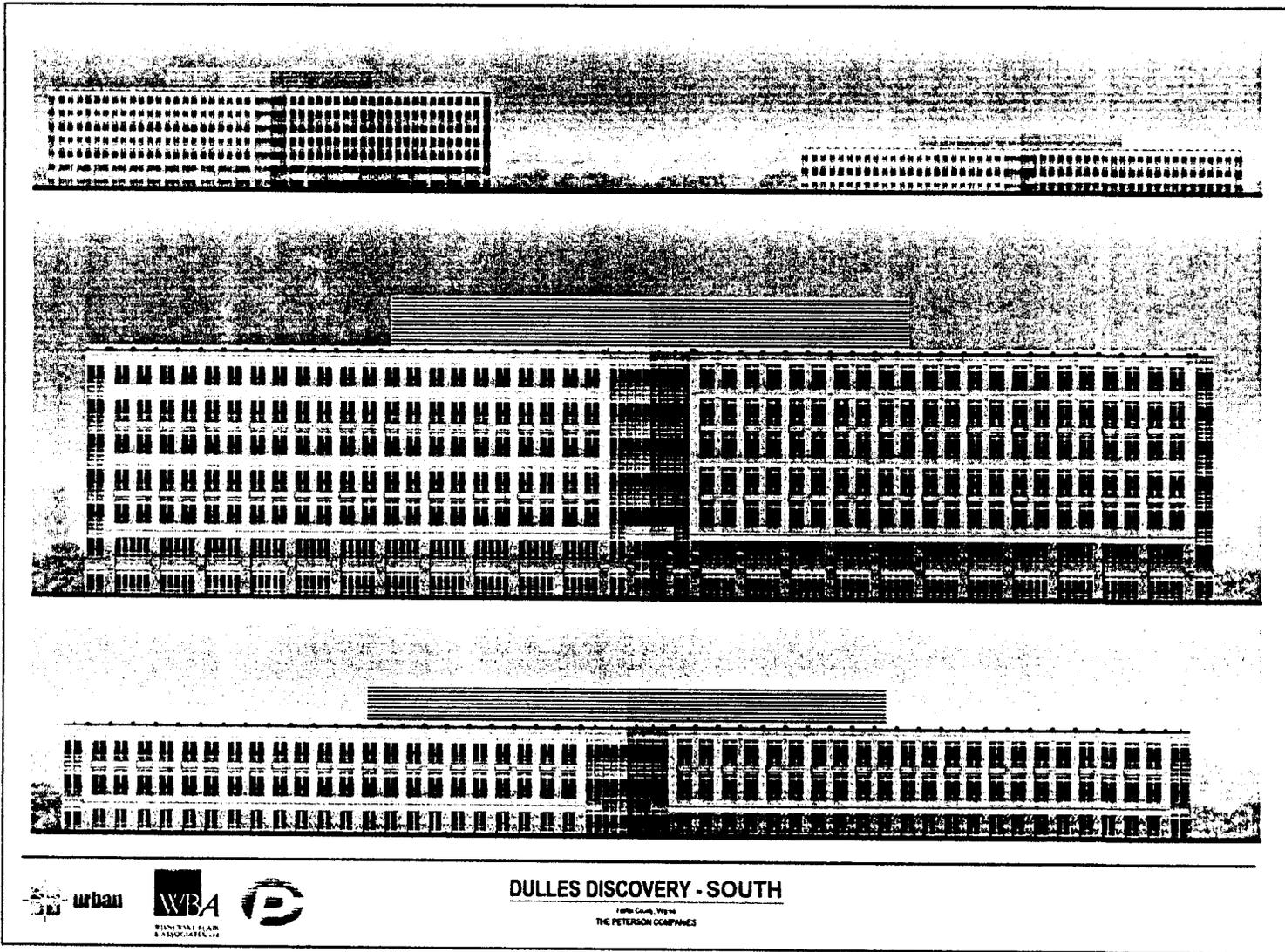
By: 
Name: John M. Peterson
Title: Manager

BOARD OF SUPERVISORS OF FAIRFAX
COUNTY, VIRGINIA

*Title Owner of approximately 1.9918 acres of
Barnsfield Road Right-of-Way*

By: 
Name: ANTHONY H. GRIFFIN
Title: COUNTY EXECUTIVE

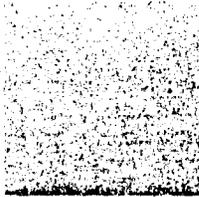
Exhibit A



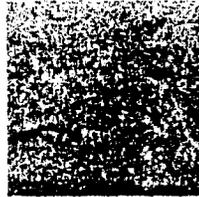
DULLES DISCOVERY - SOUTH

19900 GLENN VIEW RD
THE PETERSON COMPANIES

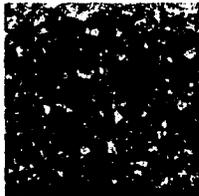
Exhibit B



Pre-cast A



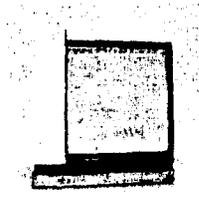
Pre-cast B



Pre-cast C



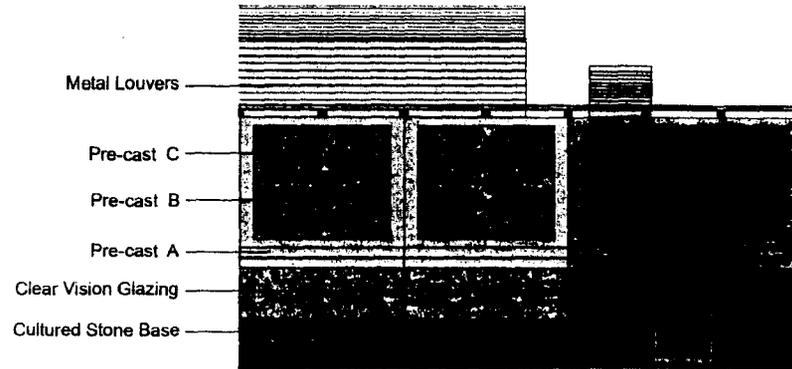
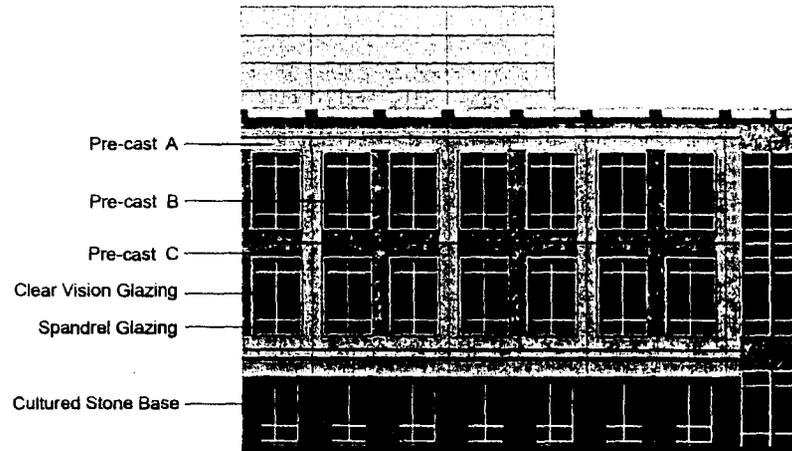
Cultured Stone Base



Aluminum Security Storefront System with Clear Vision Glazing



Opaque Spandrel Glazing



Materials