

PROFFER STATEMENT

GUNSTON COMMERCE CENTER

PCA 89-V-062-2 and RZ 2004-MV-011

December 2, 2005

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950 as amended, Colchester Land Company LLC, (hereinafter referred to as the "Applicant") for the owners, themselves, successors and assigns in PCA 89-V-062-2 and RZ 2004-MV-011, filed for property identified as Tax Map 113-3 ((1)) 5A, 5C, 5D, 5F, 5H2, and 5H3 (hereinafter referred to as the "PCA Property"), and property identified as Tax Map 113-3 ((1)) 5H1 (hereinafter referred to as the "RZ Property"), proffers that the development of the PCA Property and the RZ Property (hereinafter collectively referred to as the "Property") shall be subject to the following conditions. These proffers supersede and replace all previously approved proffers affecting the Property.

General

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Generalized Development Plan ("GDP") prepared by Dewberry & Davis, consisting of eight (8) sheets dated December 29, 2003, and revised through September 2, 2005, as further modified by these proffered conditions.
2. The PCA Property includes part of The Gunston Commerce Center's Land Bay A, which shall remain zoned to the I-4 District, and all of The Gunston Commerce Center's Land Bays B, C and D, of which Land Bays B and D will remain zoned to the I-4 District and Land Bay C will remain zoned to the I-5 District. The RZ Property includes part of The Gunston Commerce Center's Land Bay A only, which shall be rezoned from the I-4 District to the I-5 District.

For the purpose of clarity in implementing these proffers, the Fairfax County tax parcels and Comprehensive Plan Land Units that are associated with each of the Property's development Land Bays are indicated in the chart below:

| Parcel Number | Gunston Commerce Center Land Bay | Comprehensive Plan Land Unit | Applicable Zoning Application | Designation |
|-----------------------------------|----------------------------------|------------------------------|-------------------------------|--------------|
| TM 113-3 ((1)) 5D, 5F, 5H2, 5H3 | Land Bay A | Land Unit C | PCA 89-V-062-2 | PCA Property |
| TM 113-3 ((1)) 5H1 | Land Bay A | Land Unit C | RZ 2004-MV-011 | RZ Property |
| TM 113-3 ((1)) 5C | Land Bay B | Land Unit C | PCA 89-V-062-2 | PCA Property |
| TM 113-3 ((1)) 5A (pt. zoned I-5) | Land Bay C | Land Unit B5-b | PCA 89-V-062-2 | PCA Property |
| TM 113-3 ((1)) 5A (pt. zoned I-4) | Land Bay D | Land Unit B5-a | PCA 89-V-062-2 | PCA Property |

Proffers

PCA 89-V-062-2 and RZ 2004-MV-011

Page 2

Two (2) parcels of land that are located within Land Bay A of the Gunston Commerce Center, as approved pursuant to PCA 89-V-062, are not included in the PCA or RZ applications addressed by these proffers: TM 113-3 ((1)) 5E and 5G. These two (2) parcels shall continue to be bound by proffers accepted pursuant to PCA 89-V-062, unless and until revised by a subsequent PCA application.

Use

3. (a) The following uses shall be excluded from both the RZ Property and PCA Property:

- Crematory, human or animal
- Heavy equipment and specialized vehicle sale, rental and service establishments
- Motor freight terminals
- Motor vehicle storage and impoundment yards
- Outdoor storage uses
- Electrical substations and distributions centers
- Electrical generating plants and facilities, except private co-generation facilities
- Lumber yards and building material yards
- Natural gas, oil and other petroleum product metering, regulating, compressor, control and distribution stations
- Utility transmission facilities
- Vehicle major and light service establishments that provide services to the general public. (These establishments shall not be excluded for government contractors who do not provide services to the general public.)
- Recycling centers
- Sewage treatment and disposal facilities
- Solid waste disposal and treatment facilities including incinerators and landfills
- Sports arenas and stadiums
- Supply yards for any public utility
- Drive-in motion picture theaters
- Heavy industrial uses
- Service Stations
- Sales or rental of adult-oriented materials, such as, but not limited to books, motion pictures, and paraphernalia
- Sales of automobile parts and accessories

(b) The RZ Property shall include a maximum of 50% of the structure's GFA for non-freestanding fast food (without drive-through), quick service food store and/or retail uses, which shall be located on the first floor of the structure, and shall not exceed a maximum of 13,650 GFA. In addition to the uses listed in Proffer 3(a) above, the proposed development of the RZ Property shall specifically exclude the following use:

- Drive-through windows associated with Fast Food Restaurants

(c) In addition to the uses listed in Proffer 3(a) above, the PCA Property shall specifically exclude the following uses, except as may be allowed as accessory service uses:

- Fast food restaurants
- Quick-service food stores

(d) All operations, activities and storage on the Property shall be conducted within a completely enclosed building. Further, this proffer shall not restrict or prohibit accessory uses and accessory service uses permitted by Article 10 of the Fairfax County Zoning Ordinance.

4. Except as limited by Proffer No. 3 above, Special Permit and Special Exception uses shall be permitted for all land bays without the necessity of a proffered condition amendment if they are in substantial conformance with the Proffers and the GDP. This use flexibility shall not relieve the Applicant from the filing and processing of any Special Exception and/or Special Permit requests for a particular land bay through the County's normal review process.

Density and Density Restrictions

5. In order to assure that anticipated traffic impacts of development are mitigated, phasing of development is proposed as described in the subparagraphs below.
- (a) The overall maximum floor area ratio ("FAR") for the Property shall be 0.22, which equates to 945,061 GFA of industrial, office, retail commercial and related non-residential development.
- (b) Within Land Bay A, the maximum FAR for the Property shall not exceed 0.21. The maximum GFA permitted within the RZ Property (Tax Map 113-3 ((1)) 5H1) shall not exceed 27,350 GFA of non-residential development, which equates to a maximum FAR of 0.32 when considered alone. The maximum GFA permitted within the Land Bay A PCA Property (Tax Map 113-3 ((1)) 5D, 5F, 5H2, and 5H3) shall not exceed 197,511 GFA of non-residential development, which equates to a maximum FAR of 0.20, when considered alone.
- (c) Office use on the Property shall not exceed 72 % (approximately 680,444 GFA) of the total permitted overall maximum gross floor area of development (which is 945,061 GFA).
- (d) Cellar space, if any, shall not exceed twenty percent (20%) (approximately

189,012 SF) of the Property's total permitted gross square feet of development (which is 945,061 GFA). Office uses shall not be permitted within cellar spaces.

- (e) **Phase I** – No Non-Residential Use Permits (“NonRUP”) may be issued for Buildings 1 - 8 which would result in office use that, combined, exceeds 35% of the maximum approved GFA for the Property (approximately 340,222 GFA), until the “Phase I Transportation Improvement”, which is a left turn lane on northbound Richmond Highway onto Furnace Road as described in Proffer 10c, is complete and is open to traffic.
- (f) **Phase II** – No NonRUP may be issued for Buildings 9, 10, 11, 12 or 13 until the “Phase II Transportation Improvements”, which are the construction of double turn lanes from northbound Richmond Highway onto Furnace Road, the addition of a traffic lane on eastbound Furnace Road adjacent to the RZ Property, and the addition of a lane on Furnace Road adjacent to Land Bays C and D as described more fully in Proffers 10d and 10e, are constructed and are open to traffic.
- (g) **Phase III** – No NonRUP may be issued that would result in the approval of more than 889,376 GFA on the Property, unless and until the Applicant demonstrates to the satisfaction of Fairfax Department of Transportation that the actual peak hour traffic counts for the existing development plus the projected peak hour traffic counts (based on rates/equations from the ITE Trip Generation Manual) for the Phase III GFA (up to 55,685 GFA) do not exceed 1343 Vehicle Trips Per Hour (“VTPH”) for the AM peak hour and 1411 VTPH in the PM peak hour..

1344 VTPH and 1411 VTPH are the maximum number of VTPH projected to occur in the AM and PM, respectively, as a result of occupation of all Buildings that are identified on the GDP. This amount of VTPH is denoted within Table 4 of the report *Traffic Impact Analysis of Gunston Commerce Center*, which was prepared by PHR+A, and which is dated August 16, 2005. Phase III begins when more than 889,377 GFA within the Property is occupied, and will be complete with the occupation of a maximum of 945,061 GFA. This occupation of Phase III GFA will most likely result from the construction of mezzanines in existing buildings.

- 6. The Applicant reserves the right to develop a lesser amount of GFA from the total represented on the GDP and the building footprints and associated parking may be reduced proportionately, provided the Zoning Ordinance requirements are met.

Height

- 7. The maximum height of any building constructed in Land Bays C and D shall be forty (40) feet. The maximum height of any building constructed in Land Bays A and B shall

be seventy-five (75) feet, unless a higher height is approved by the Fairfax County Board of Supervisors. Any structure that exceeds four (4) stories shall be returned to the Planning Commission for review prior to Site Plan approval in order to determine the structure's compliance with this proffer statement.

Transportation

8. Unless already dedicated, at the time of the first site plan approval, or within sixty (60) days of approval by the Virginia Department of Transportation ("VDOT") or Fairfax County, whichever first occurs, the Applicant shall dedicate to the Board of Supervisors and convey in fee simple, right-of-way along the Property's frontage with Furnace Road in accordance with the distance depicted on the Furnace Road Exhibit - Gunston Commerce Center, prepared by Dewberry & Davis, dated October 19, 1992. Exhibit A is a reduced copy of this drawing. With respect to the portion of the Furnace Road frontage not shown on Exhibit A, the Applicant shall dedicate to the Board of Supervisors and convey in fee simple, right-of-way along the Property's frontage with Furnace Road forty-five (45') from centerline at the time of the first site plan approval for Land Bays C and D, or within sixty (60) days upon and by VDOT or Fairfax County, whichever event first occurs.
9. The Applicant reserves density credit in accordance with the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications as described herein.
10. The Applicant shall design and construct road improvements according to the following phasing schedule:
 - a) Unless already provided and/or constructed, at the time of final site plan approval for any building in Land Bays A or B, the Applicant shall, subject to VDOT approval, provide frontage improvements along Furnace Road for that portion of the Property encompassed by said site plan. Such improvements shall include a half-section of the modified four-lane divided roadway, including curb, gutter and a sidewalk, as identified on Exhibit A attached hereto. In addition, the Applicant shall, subject to VDOT approval, construct right turn and left turn deceleration lanes for said development. This proffer shall not include or require the Applicant to perform any upgrading or reconstruction of the Interstate 95/Furnace Road bridge, other than adding improvements (e.g., pavement, drainage and grading) between the existing pillars.
 - b) Unless already constructed, prior to the issuance of a Non-Residential Use Permit ("Non-RUP") which would result in a cumulative total of 250,000 gross square feet of industrial development in Land Bays A and/or B, or which would result in a cumulative total of 500,000 gross square feet of industrial development in Land Bays A, B, C and/or D, the Applicant shall improve Furnace Road between Route 1 and

Interstate 95 to a full section of a modified four lane divided roadway, including curb, gutter and a sidewalk, for a four lane roadway as depicted on the Furnace Road Exhibit - Gunston Commerce Center, prepared by Dewberry & Davis, dated October 19, 1992 (Exhibit A). Inclusive in this improvement shall be right turn deceleration lane on Furnace Road for Land Bay B and a left turn deceleration lane on Furnace Road for Land Bay A.

- c) **Phase I Transportation Improvement** – A Public Improvement plan for the striping of the left turn lane from northbound Richmond Highway onto Furnace Road shall be submitted by the Applicant within sixty (60) days of approval of the PCA and RZ applications. This turn lane shall be approximately 350 feet long, with taper, and shall be accommodated within existing ROW and pavement, if approved by VDOT. However, upon demonstration by the Applicant that, despite diligent efforts, the improvement has been delayed, the Zoning Administrator may agree to a later date for the completion of the improvements, and may permit the issuance of NonRUPs for Buildings 1 – 8 that result in office use that exceeds a combined 35% GFA on the Property.
- d) **Phase II Transportation Improvements (pt.)** – Prior to the issuance of a Non-RUP for Buildings 9 – 13, the Applicant shall improve the Furnace Road/Route 1 intersection with double left turn lanes on northbound Route 1 to its intersection with Furnace Road, as depicted on Sheet 8 of the GDP, and shall make appropriate signal modifications and improvements (or provide funding for such modifications and improvements if such work is to be performed directly by VDOT) in accordance with VDOT standards. However, upon demonstration by the Applicant that, despite diligent efforts, the improvement has been delayed, the Zoning Administrator may agree to allow the issuance of NonRUPs for Buildings 9 – 13 prior to completion of the improvements.

In lieu of constructing these improvements, the Applicant may escrow an amount sufficient to cover the costs associated with these improvements as of the date of the payment, if it is determined by Fairfax County DOT that these improvements would be more efficiently constructed by VDOT at such time as Richmond Highway is widened.

- e) **Phase II Transportation Improvements (pt.)** – In addition to Proffer 10d above, and prior to the issuance of a NonRUP for Buildings 9 – 13, the Applicant shall improve the Furnace Road/Route 1 intersection with double left turn lanes, a right turn lane and a right turn/through lane eastbound on Furnace Road as depicted on Sheet 8 of the GDP, and shall make appropriate signal modifications and improvements in accordance with VDOT standards. Provided that VDOT approves these improvements, modifications shall occur to the median in order to accommodate the additional turn lane, and all lane construction and reconfiguration

shall occur within the existing curbs flanking Furnace Road in this location. However, upon demonstration by the Applicant that, despite diligent efforts, the improvement has been delayed, the Zoning Administrator may agree to allow the issuance of NonRUPs for Buildings 9 – 13 prior to completion of the improvements.

- f) Unless already constructed or addressed by a waiver, at the time of final site plan approval for the first building in Land Bay C (Building 6, 7, 8 or 9), the Applicant shall, subject to VDOT approval, provide frontage improvements along Furnace Road for Land Bay C. Such improvements shall include a half-section of a modified four lane divided roadway, including curb, gutter and a sidewalk, similar in design to the concept depicted on Exhibit A. In addition, the Applicant shall, subject to VDOT approval, construct right turn and left turn deceleration lanes for said development. This proffer shall not include or require the Applicant to perform any upgrading or reconstruction of the Interstate 95/Furnace Road bridge, other than adding improvements (e.g., pavement, drainage and grading) between the existing pillars.
 - g) Unless already done, at the time of final site plan approval for any building in Land Bay D (Building 10, 11, 12 or 13), the Applicant shall, subject to VDOT approval, provide frontage improvements along Furnace Road for that portion of Land Bay D encompassed by said site plan; provided, however, that in no event shall the frontage improvements for a site plan fail to include a connection to the existing improved section of Furnace Road, as described in Proffer 5f, above. Such improvements shall include a half-section of a four lane divided roadway, including curb, gutter and a sidewalk, in accordance with VDOT standards for a four lane divided roadway. In addition, the Applicant shall, subject to VDOT approval, construct right turn and left turn deceleration lanes on Furnace Road for said development.
11. Unless already contributed, in addition to the transportation dedications and improvements contained in Proffers 8, 9, and 10 above, the Applicant shall contribute \$200,000 to Fairfax County for off-site roadway improvements identified in the Lorton-South Route 1 Community Planning Sector (LP2). Two equal payments of \$100,000 each shall be made to Fairfax County: The first payment shall be made one year from the date of approval of PCA 89-V-062 by the Board of Supervisors; the second payment shall be made two years from the date of approval of this PCA by the Board of Supervisors.
12. Unless already constructed, concurrent with the development of Land Bay B (Tax Map 113-3 ((1)) 5C) (Buildings 4 and 5), the Applicant shall construct the private road within the ingress/egress access easement illustrated on the GDP to a TS-1 Category 5 two-lane roadway in accordance with Fairfax County's Public Facilities Manual. Unless already provided, the Applicant shall provide interparcel access and the necessary public ingress and egress easements to allow access for the adjacent property to the west (Tax Map 113-3 ((1)) 6A and 7) through Land Bay B to a median break on Furnace Road at one additional point along the eastern property boundary of said adjacent parcels.

13. Unless already resurfaced, concurrent with the development of Land Bay B (Buildings 4 and 5), the Applicant shall resurface the existing service drive along Route 1, as determined by VDOT. The Applicant shall restrict its use of the service drive to Land Bay B to ingress movements through the construction of on-site channelization techniques. It is expressly understood that any channelization technique shall not restrict the access of the Lazy Susan Inn to the service drive via the fifty foot (50') easement located on Land Bay B.
14. Prior to issuance of a Non-RUP which would result in a cumulative total of 750,000 gross square feet of development on the Property, the Applicant shall provide, operate, and maintain a shuttle bus service for use by the employees of the subject development on the Property to provide access to and from the Dawson Beach Road Transportation Center in Woodbridge, Virginia. Said service shall be available during the morning (7:00 a.m. to 8:30 a.m.) and the evening (4:30 p.m. to 6:00 p.m.) peak hours (excluding Saturdays, Sundays and holidays). Seating capacity of the shuttle service shall provide for a minimum of ten (10) passengers. In the event that public transportation via a connector bus service or some other mode of public transportation is developed which renders provision of the shuttle bus unnecessary as determined by the Fairfax County Department of Transportation ("FDOT"), or if after two (2) years of operation FDOT determines, upon receipt and review of an independent study submitted by the Applicant that said service is not practicable or economical, then the shuttle bus service may be discontinued and the requirements of this proffer shall automatically become null and void.
15. The Applicant shall provide one (1) bus shelter at a location that is acceptable to the County. This proffer is specifically conditioned upon public transportation being available to the Property.
16. Unless already provided, the Applicant shall provide all turn lanes required by VDOT. In addition, all access points, median break spacing locations and turn lanes for Land Bays A, B, C and D shall be constructed to specifications required by VDOT.
17. The Applicant shall provide, at no cost to the County or VDOT, all ancillary easements for the future road improvements to Route 1 and Furnace Road if road improvements are constructed by others prior to the time of site development or if road improvements are not constructed by the Applicant at the time of site development.

Environment and Landscaping

18. All trash dumpsters located on the Property shall be screened and sited to minimize off site visual impacts, subject to the approval of DPWES.
19. (a) Stormwater management Best Management Practices ("BMPs") shall be provided in

accordance with the Public Facilities Manual standards to achieve a forty percent (40%) phosphorous reduction and to control runoff from eighty percent (80%) of the newly created impervious surfaces. Minor modifications to the size, design, configuration and location of the proposed stormwater management pond due to final engineering may be approved by DPWES pursuant to the provisions of Section 18-204 of the Zoning Ordinance.

(b) Outfall for the stormwater management pond on Land Bay A shall be routed to the existing drainage ditch located in the I-95 right-of-way, subject to the approval of the Virginia Department of Transportation (VDOT) and DPWES. If such outfall is not approved by the VDOT, an alternative method shall be found which meets the outfall standards of the Public Facilities Manual, while resulting in the minimum amount of disturbance as determined by the Urban Forestry Branch, DPWES.

20. Unless already modified and approved, subject to the provisions of Section 18-204 of the Zoning Ordinance, development shall conform to the limits of clearing and grading as shown on the GDP. Should any minor adjustments to the limits of clearing and grading be approved by DPWES pursuant to Section 18-204 of the Zoning Ordinance, revegetation of any additionally cleared area and/or equivalent additional save areas shall be provided on site as determined by DPWES.
21. The Environmental Quality Corridor ("EQC") shall be as delineated on the GDP and, except as qualified herein, shall remain as undisturbed open space. In the EQC area, except as otherwise provided herein, there shall be no clearing of any vegetation, except for dead or dying trees or shrubs; and there shall be no structures, except for utilities and stormwater management ponds and any required barriers, as generally depicted on the GDP or in such other manner as may be determined necessary by DPWES which minimizes the disturbance to the EQC to the maximum extent feasible. Any additional disturbance areas which are determined by DPWES to be necessary shall be re-vegetated with indigenous species, subject to the approval of the Urban Forester.
22. Landscaping of the site shall be provided as indicated on Sheet 7 of the GDP, subject to final approval by the Urban Forester, DPWES. Subject to VDOT approval, said landscaping may include plantings within the existing right-of-way of Route 1, as depicted on the Landscape Detail. All landscaping shall be provided along Route 1 frontage of Land Bay A at the time of development of the first building in Land Bay A. Deciduous trees shall be a minimum of two and one-half inch (2 ½") caliper at breast height at the time of planting. Evergreen trees shall have a minimum height of seven feet (7') at the time of planting. The species of trees and other plant material shall be as approved by the Urban Forester at the time of final site plan approval.
23. Unless already installed, notwithstanding and in addition to the commitments contained in Proffer No. 22 above, the Applicant shall provide the following special gateway

minimum buffers and landscaping (which is generally shown on the Landscape Detail);

- (a) Land Bay A Route 1 Frontage West of the Route 1 Entrance - There shall be a 25-foot wide landscaped buffer area as shown on Sheet 7 of the GDP.
- (b) Land Bay A Remaining Furnace Road Frontage - There shall be a landscaped buffer area with a minimum width of 25 feet.
- (c) Land Bay B Interstate 95 Frontage - There shall be a minimum landscaped buffer area, including the BMP facility, of 30,000 square feet. This area is shown on the GDP.
- (d) Land Bay C Interstate 95 Frontage (Excluding EOC Frontage) - There shall be a minimum landscaped buffer area of 40,000 square feet along the Interstate 95 frontage. The width of the buffer shall be an average of 40 feet, with a minimum of 25 feet.

Existing vegetation which is suitable for use in compliance with the requirements of this proffer shall be used as required planting materials.

24. In order to achieve a maximum interior noise level of 50 dBA L_{dn}, all buildings with office, retail or child care uses shall have the following acoustical attributes:

- (a) Exterior walls shall have a laboratory Sound Transmission Class (STC) rating of at least 29.
- (b) Doors and windows known to have a laboratory STC rating of at least 28. If windows function as walls (as determined by DPWES) they shall have the same laboratory STC rating as walls.
- (c) Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

As an alternative, the Applicant may have a refined acoustical analysis performed, subject to approval of DPWES, to determine which buildings may have sufficient shielding from vegetation and other structures to permit a reduction in the mitigation measures prescribed above.

Utilities

25. Public sewer service shall be provided from the Prince William County Sewer Service Authority to the site as determined by DPWES. The provision of sanitary sewer service

from Prince William County is the subject of an agreement between Fairfax County and the Prince William County Sewer Service Authority. With this option, the Applicant shall construct a sewage pumping station as shown on the GDP, unless already constructed. It is acknowledged that a NonRUP cannot be issued until sewer service is available or bonded or a private system is approved by Fairfax County with an approved construction plan.

Other

26. All loading docks associated with the industrial development shall be oriented away from public street frontages and toward the interior of the site. Any loading docks designated on the GDP may, in the Applicant's sole discretion, become a drive-in door or be deleted from the development.
27. The development shall have a common architectural theme to include signage, design, materials and color coordination throughout the site. The theme shall have a quality similar to existing Buildings 1, 2, 4, 5 and 7 with respect to materials and appearance, which shall be demonstrated to DPWES by the submission of photographs of these existing buildings to DPWES at the time of building permit submission for Buildings 3, 6, 8, 9, 10, 11, 12 and 13. Building facade materials shall be predominately masonry and brick, except that plain cinder block shall not be used on any front facades.

Signage shall be consistent in color, lighting, type and height, and shall be in keeping with the "gateway" concept. Building mounted signs shall have a common theme. All free standing signs shall be monument signs, and shall be generally consistent with the signage depicted on Sheet 7 of the GDP. The height of the monument signs shall not exceed ten feet (10') for signs identifying the project along the Route 1 entrances and shall not exceed eight feet (8') for signs identifying the project along the Furnace Road entrances. All building identification and on-site directory monument signs shall not exceed eight feet (8') in height. In no instance shall any free standing elevated display advertising that is intended to attract traffic from Richmond Highway or Interstate 95 be permitted for any fast food restaurants or quick service food stores.

All lighting shall be located, directed and shielded, if necessary, to minimize glare on adjacent properties.

28. The sizes and shapes of the buildings, and the number of buildings, shown on the GDP are preliminary and may vary or change as a result of final engineering and architectural design, the Special Exception applications, and final user/occupant negotiations. The design modifications permitted herein shall not:
 - (a) Increase the amount of proposed gross floor area for the land bay;

- (b) Increase the amount of impervious surfaces;
- (c) Decrease the percentage of open space illustrated on the GDP for the particular land bay;
- (d) Modify the site entrances, unless required to satisfy VDOT standards; or
- (e) Decrease the quality or quantity of the streetscape and interior landscaping concepts as presented in the Landscape Detail.

29. In addition to the design restrictions contained in Proffer No. 28, the Applicant shall comply with the following design and parking standards:

- (a) The Applicant may combine building footprints shown on the GDP provided that such combination will result in an increase in open space within the land bay and the maximum FAR of the land bay is not exceeded.
- (b) No more than two (2) buildings may be combined in Land Bays A and D, provided that this restriction shall not be applicable to buildings used by special exception uses. Buildings 6, 8, and 9 in Land Bay C may be combined, provided that this restriction shall not be applicable to buildings used by special exception uses.
- (c) Land Bay B may be combined from three (3) buildings into two (2) buildings or into one (1) building.
- (d) The Applicant may also split single buildings shown on the GDP into two (2) smaller buildings.
- (e) The Applicant may construct structured parking facilities on the Property without necessitating an amendment to the GDP, provided that such facilities are constructed in locations generally consistent with those depicted on the GDP, do not increase the amount of impervious surface shown on the GDP, and provided that such facilities meet bulk requirements for the appropriate zoning district in which it is located. Further, any structured parking within Land Bay D, shall be designed as generally depicted on Sheet 6 of the GDP.
- (f) The Applicant may construct retaining walls on the Property if required to implement the construction of additional parking spaces as such parking spaces are indicated on the GDP.

If a site plan is not in substantial conformance with the GDP and the standards contained in Proffer No. 28 and this Proffer No. 29, as determined by DPWES, then the site plan shall be forwarded to the Planning Commission for review and approval as to conformance with the intent of the above-stated design standards and these proffers prior to final site plan approval by DPWES.

30. Any of the land bays may be the subject of a proffered condition amendment ("PCA") application without joinder and/or consent of the owners of the other land bays, provided that such PCA does not affect the other land bays. Previously approved proffered conditions applicable to a particular land bay which is not the subject of such a PCA shall otherwise remain in full force and effect.
31. Unless already granted, the Applicant shall grant permission to the County Archaeologist or his agents, at their own risk, to enter the Property and to perform a Phase I Site Location Reconnaissance Survey, provided that performance of said survey does not unreasonably interfere with or delay the Applicant's construction schedule. In addition, unless already contributed, the Applicant shall also make a \$1,500.00 contribution to the County at the time of approval of the first final site plan for development on the Property. The Applicant intends that this contribution be used for the training of heritage resources volunteers. Unless already granted, if a Phase II and/or Phase III Archaeological Study is determined by the County Archaeologist to be necessary, the Applicant shall similarly grant permission to the County Archaeologist or his agents, at their own risk, to enter the Property to perform any necessary test and to remove artifacts for examination, provided that testing and removal do not unreasonably interfere with or delay the Applicant's construction schedule or the business operation of the existing golf driving range. Unless already provided, the Applicant shall provide the County Archaeologist written notice of the Applicant's intent to begin development construction activities ninety (90) days prior to beginning said activities. Unless already contributed, the Applicant shall contribute up to \$15,000.00 to help defray the cost of any Phase II or Phase III recovery efforts on the Property. Such contribution shall be made to the County at the time of final site plan approval for the first two (2) industrial/flex buildings at the following rate: \$7,500.00 for the first building and up to \$7,500.00 for the second building. It is further understood that the County Archaeologist shall complete the Phase I Surveys, and Phase II and III surveys if necessary, within one hundred-eighty (180) days of rezoning, or prior to beginning of construction in the particular land bay, whichever occurs later.
32. Unless already done, the Applicant shall provide a trail and a public access easement in Land Bay C from Furnace Road to the property line of the adjacent park, as shown on Sheet 5 of the GDP.
33. Unless already relocated, the Applicant shall protect and preserve the existing cemetery in Land Bay A, as shown on the GDP, by appropriate fencing and signage. Any relocation of the cemetery shall only be performed in conformance with all applicable Federal, State

Proffers

PCA 89-V-062-2 and RZ 2004-MV-011

Page 14

and local laws and ordinances.

34. It shall be understood that as many as two (2) telephone service step-in cabinets not to exceed 100 square feet in area and eight (8) feet in height each may be located on the Property. The cabinets shall be located outside of the EQC and located in the least disruptive manner to avoid negative impact to the buffer/landscaped areas.
35. Each reference to the "Applicant" in this Proffer Statement will include within its meaning, and will be binding upon, the Applicant or the Applicant's successor(s) in interest, and/or developer(s), owner(s) and/or operators of the Property, or any portion thereof.

J:\LYNCH\43.10 PCA GUNSTON COMMERCE CENTER\PROFFERS\COMBINED PROFFERS FOR PCA AND RZ\PROFFERS
DECEMBER 2, 2005 CLEAN.DOC

[SIGNATURE ON NEXT PAGE]

Signature Sheet

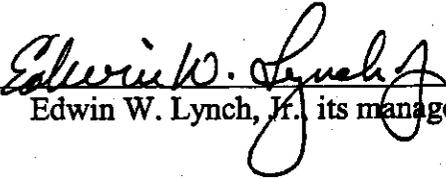
PCA 89-V-062-2 and RZ 2004-MV-011

Page 1 of 1

APPLICANT/TITLE OWNER

COLCHESTER LAND COMPANY LLC

By:


Edwin W. Lynch, Jr., its manager