

**PROFFERS
FOR THE HERITAGE CENTER DEVELOPMENT
RZ 2000-BR-061**

**April 5, 2001
revised April 20, 2001
revised May 7, 2001
revised May 15, 2001
revised May 30, 2001
revised June 7, 2001**

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, and Section 18-203 of the Zoning Ordinance of Fairfax County (1978 amended), the title holder and applicant (hereinafter referred to as the 'Applicant') in this rezoning application proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference Nos. 70-2 ((1)) 1A, 70-2 ((1)) 9, and 70-2 ((1)) 10 (hereinafter referred to as the 'Property') will be in accordance with the following conditions if, and only if, said rezoning request for the C-4, C-3 and H-C Highway Corridor Overlay and S-C Sign Control Overlay Districts is granted. In the event said application request is denied, or withdrawn, these proffers shall be null and void. The Applicant for itself, its successors and assigns, agree that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia in accordance with applicable County and State statutory procedures. The Applicant and the Owner further agree that these proffers shall remain fully binding on the Applicant and its successors or assigns and any and all future owners of the Property.

1. Subject to the proffers and the provisions of Section 18-204 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, the development shall be in substantial conformance with the submitted Generalized Development Plan ('GDP') containing six (6) sheets and prepared by Burgess & Niple, dated November, 2000, and revised

DESCRIPTION OF THE LAND OF
BOURJ, LTD.
(HERITAGE CENTER, PHASE 1)
BRADDOCK DISTRICT
FAIRFAX COUNTY, VIRGINIA

RECEIVED
DEPARTMENT OF PLANNING AND ZONING

DEC 7 2000

ZONING EVALUATION DIVISION

Beginning at a point on the southerly right-of-way line of Little River Turnpike, Route 236 (variable width), said point being 514+ feet in an easterly direction from the point of intersection of the easterly right-of-way line of Heritage Drive, Route 2630; thence, running with the southerly right-of-way line of Little River Turnpike, the following courses and distances:

Along the arc of a curve to the right, 5437.64 feet in radius, an arc distance of 224.08 feet, the chord of said arc running S73° 44' 02"E 224.06 feet to a point;

S72° 33' 12"E 86.90 feet to a point at the northwest corner of the now or formerly Yoo Property;

Thence, S29° 47' 00"W 614.27 feet with the westerly property line of the now or formerly Yoo Property to a point lying on the northerly property line of the now or formerly Wedgewood West Associates Property;

Thence, N60° 13' 00"W 302.75 feet with the northerly property line of the Wedgewood West Associates Property to a point lying on the easterly property line of Parcel 1A of the Bourj, Ltd. Property;

Thence, N29° 47' 00"E 543.33 feet with the easterly property line of Parcel 1A of the Bourj, Ltd. Property to the point of beginning, and containing 4.03123 acres.

through the following dates as referenced by the date on the engineers seal printed on each sheet: May 18, 2001 for sheet 1; May 29, 2001 for sheet 2; April 5, 2001 for sheet 3; May 29, 2001 for sheet 4; May 18, 2001 for sheet 5, and May 18, 2001 for sheet 6.

2. New development on the portion of the Property identified by Tax Map Reference 70-2 ((1)) 1A shall consist of a single ten-story office building and associated parking that is of an architectural design that is compatible with the existing office buildings located on the Property. Design of said building will be generally consistent with conceptual elevations shown on Exhibit B attached hereto. The Applicant reserves the right to make minor modifications to the size and location of the building footprint in accordance with the requirements of Section 18-204 of the Zoning Ordinance. The Applicant also reserves the right to utilize new and existing development on the Property for accessory uses other than office including, but not limited to, retail, service, and eating establishment uses, subject to applicable review and permitting by Fairfax County. New development on the portion of the Property identified by Tax Map Reference 70-2 ((1)) 1A shall also include removal of the existing service station facilities currently located at the southeastern corner of the intersection of Heritage Drive and Little River Turnpike, and the replacement of the service station facilities with an at-grade plaza, as generally shown on the GDP. The at-grade plaza located in the northwestern corner of the site will be bisected by a walkway surfaced with an exposed aggregate concrete surface and partially covered with an arbor and landscaped with planting material as shown on the landscaping plan on pages 5 and 6 of the GDP, to include, but not limited to, deciduous shade trees of at least a 2.5-inch caliper. The Applicant reserves the right to make minor modifications to the at-grade plaza in accordance with the requirements of Section 18-204 of the Zoning Ordinance.

3. The existing service station facilities may be used as office and/or storage space during construction of said office building subject to approval from the Department of Public Works and Environmental Services. The service station facilities shall be demolished/removed prior to issuance of a non-RUP for the office building, but in any case no later than 3 years (36 months) from the date of approval of the subject rezoning by the Board of Supervisors.

4. The existing Resource Protection Area on the Phase One portion of the site will remain undisturbed, unless otherwise approved by Fairfax County. Prior to the issuance of a non-RUP for the new office building, the Applicant shall file and obtain approval of an application for the redelineation of said Resource Protection Area from the Department of Public Works and Environmental Services. All areas shown on the approved GDP as Resource Protection Areas and designated as open space shall remain open space subsequent to the redelineation, subject to minor modifications as described in Par. 5 of Section 18-204 of the Zoning Ordinance.

5. Development on all three subject parcels, including the new ten-story office building to be constructed on the portion of the Property identified by Tax Map Reference 70-2 ((1)) 1A, shall not exceed a maximum composite FAR of 1.32, and the height of the new office building shall not exceed 120 feet, unless otherwise approved by Fairfax County.

6. Streetscape improvements will be installed within the rights-of-way of Little River Turnpike and Heritage Drive, as shown on the GDP. These will consist of trees, "acorn" style lights and brick paver accents at points along the concrete sidewalks, in general conformance with the approved Comprehensive Plan language for the site and the Urban Streetscape Design Guidelines for the Annandale CBC, as listed in Amendment No. 95-43 of the Comprehensive Plan. Streetscapes along both Little River Turnpike and Heritage Drive on the Property and/or the right-of-way will be

designed and implemented in general conformance with the approved Comprehensive Plan language for the site, as shown on the GDP.

7. Pole lights and building-mounted lights installed on the Property will be limited to full cut-off luminaires directed downward to prevent off-site glare.

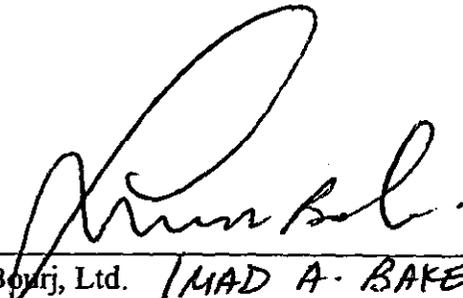
8. The Applicant shall construct a deceleration lane for traffic traveling eastbound on Little River Turnpike towards the main (eastern-most) entrance of the site as shown on the GDP. The Applicant shall construct a right-in only access point to the site closest to the intersection of Little River Turnpike and Heritage Drive on the north side of the site as shown on the GDP. These off-site improvements shall be designed and constructed in accordance with applicable VDOT standards.

9. At the time of final site plan approval, the applicant shall contribute \$5,000.00, as adjusted yearly based on 10-year trends by the Virginia Highway Construction Bid Index as published in engineering news records from the date of the rezoning approval, to the cost of activated pedestrian signals and crosswalk markings at the intersection of Little River Turnpike and Heritage Drive.

10. The Applicant shall install two (2) public bus shelters on the Property and/or adjacent right-of-way as shown on the GDP, subject to the standards and regulations promulgated for these facilities by the Virginia Department of Transportation, prior to issuance of a non-RUP for the new building. The exact location of the two bus shelters shall be determined by the Fairfax County Department of Transportation at the time of final site plan approval.

11. Traffic stacking for the existing drive-in bank located on the Property shall be provided as shown on the attached drawing ('Exhibit A') by the time of issuance of a non-RUP for the new office building.

12. The drive-in bank that is located on the parcel identified by Fairfax County Tax Map Reference 70-2 ((1)) 1A is subject to the terms and conditions of SEA 89-A-071, as may be amended.



Boatj, Ltd. IMAD A. BAKER
Applicant and Title Holder
Agent: Vice President