WEST*GROUP MANAGEMENT LLC
TMP 33-4-((1))-Pt.3 & 33-2-((1))-Pt. 6A
50.5997 Acres

PROFFER STATEMENT - RZ 1999-SU-018
July 23, 1999

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, as amended), the Property Owner and Applicant and its successors or assigns (hereinafter collectively referred to as the "Applicant") hereby proffer that, subject to the Board of Supervisors' approval of the rezoning application as proposed from the C-8 District to the I-5 District, the development of the parcels under consideration and shown on the Generalized Development Plan ("GDP"), dated June 21, 1999, prepared by Greenhorne & O'Mara, Inc. ("Property"), shall be subject to the terms and conditions listed below. In the event this application is denied, these proffers shall be null and void immediately, and have no further force and effect. Further, these proffers and GDP supersede all other previous proffers and development plans for the subject property.

General

1. Applicant reserves the right to determine final building footprints, dimensions and locations at the time of final site plan design. However, subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in conformance with the following elements of the Generalized Development Plan ("GDP") prepared by Greenhorne & O'Mara, Inc., dated June 21, 1999:

a. The Property shall have an FAR limit of 0.35 FAR or 771,447 gross square feet. Individual land bays may be developed at an intensity of up to 0.7 FAR, but in no event shall the Property have an over-all FAR exceeding 0.35 FAR.

b. Building heights shall not exceed four (4) stories or a maximum of 60 feet unless an increase is permitted by the Board pursuant to Sec. 9-607 of the Zoning Ordinance.

c. The Property shall be developed in accordance with the I-5 minimum yard requirements but building setbacks shall be a minimum of 50 feet from Stonecroft Boulevard and the loading areas for Lots 1 and 7 shall be oriented away from Stonecroft Boulevard.

d. A minimum of 20% of the Property shall be retained as open space. Open space areas shall include the proposed stormwater management facility, the wetland area, RPA and floodplain areas and the buffers along Stonecroft Boulevard and the common property line with the Auto Park as well as other landscaped areas within the Property.

e. The lot lines shown on the GDP are for illustrative purposes only and may be reconfigured at the sole discretion of Applicant provided that:

i. No buildable lot shall be less than 20,000 square feet or less than 100 feet in width.

ii. The total number of buildable lots shall not exceed 10 without a PCA and amendment to the GDP.

iii. Outlots (unbuildable lots or dedications of land for public uses) may be smaller than 20,000 square feet and 100 feet in width.

iv. The development of the individual lots, with regard to specific design elements such as building entrance features/landscaping, peripheral and interior parking lot landscaping and streetscape along the public access road shall be in general conformance with the illustrative exhibits as set forth on Sheets 3 of 5 and 4 of 5 and with this proffer statement.

Landscaping and Screening

2. Landscaping and screening shall be provided in general conformance with the illustrative exhibits as set forth on Sheets 2 of 5, 3 of 5, 4 of 5 and 5 of 5. More specifically, the following buffer and wetland preservation shall be incorporated with the subsequent Stonecroft Business Park development plans:

(i). Along the common property line with the Auto Park, Applicant shall provide a buffer varying in width from 7.5 feet to 100 feet. The total area of this buffer along the common property line shall not be less than one (1) acre. This buffer shall consist of either the retention of existing trees and understory vegetation, or a heavily landscaped berm as generally shown on Sheet 5 of 5 of the GDP, or a combination thereof. The buffer shall be developed on a site by site basis in conjunction with the site plans for Lots 1, 2, 3 and 4. In the event the buffer area includes utilization of existing specimen trees and native understory, the area shall be delineated and preserved in accordance with the Public Facilities Manual and industry standards and under the direct supervision of a third party landscape architect, arborist or urban forester whose license is recognized by the County or State.

(ii). Applicant shall preserve the wetland area and RPA/EQC area in the southwest corner of the Property as delineated on Sheet 2 of 5 of the GDP.

(iii). The cumulative coverage of the landscaping provided as outlined in Paragraphs 1d, 1e(iv), 2(i), 2(ii) and 5 herein shall result in a minimum composite site plan tree coverage calculation of seventeen percent (17%)

of the gross site. Individual lots and phased site plans may provide less than seventeen percent (17%) tree coverage.

Uses

3. The proposed development shall exclude the following uses:

   a. Crematory, human or animal
   b. Kennels
   c. Storage yards
   d. Lumber yards and building material yards
   e. Recycling center

Stormwater Management

4. Stormwater Management (including BMPs) shall be provided for the total site, for an individual lot, for multiple lots or any combination thereof, unless otherwise modified or waived by the Director of DPWES. If the subject property is served by a singular stormwater management/BMP facility, the singular facility shall be placed in a location generally consistent with the location as shown on the GDP. All SWM/BMP facilities shall be in accordance with the Public Facilities Manual and approved by the Director of DPWES. Landscaping, if so permitted by DPWES and the Urban Forester, may be provided around the perimeter of the facility(ies).

Stonecroft Boulevard Buffer

5. A fifteen- (15) foot wide landscape berm shall be provided along the Property frontage with Stonecroft Boulevard. Landscaping materials within this buffer shall be similar in quality and quantity as illustrated on the Conceptual Landscape Plan (see sheet 5 of the GDP). This planting design may be supplemented with additional plantings to include evergreen trees and understory plantings as determined as appropriate by the Urban Forester.

Stonecroft Boulevard Trail

6. A 6 or 8-foot wide asphalt trail (width to be determined by Fairfax County prior to commencement of the construction of the roadway) shall be provided within the right-of-way along the Property's frontage with Stonecroft Boulevard.

Off-Street Parking

7. Each land bay shall accommodate the minimum number of parking spaces as required per the Zoning Ordinance for the corresponding gross floor area and specific use(s).

On-Site Transportation Improvements

8. The internal spine road depicted on the GDP shall be designed and constructed in accordance with VDOT public street standards and dedicated for public maintenance. During final engineering design, the specific alignment for this spine road may vary from the GDP location due to final lot layout, geological constraints and/or topographic requirements. Applicant shall provide a four-foot sidewalk on one-side of the spine road.

On-Site Right-of-Way

9. Upon final site plan approval for the first building, or upon demand by either VDOT or Fairfax County, whichever first occurs, Applicant shall dedicate and convey in fee simple, right-of-way to the Board of Supervisors along the Property frontage on Stonecroft Boulevard from its northern property line to its proposed entrance consistent with the "Stonecroft Boulevard Road Improvement Plan (Project #064196) prepared by Greenhorne & O'Mara, Inc. and shall dedicate and convey in fee simple, 60 feet of right-of-way along the Property frontage on Stonecroft Boulevard from its proposed entrance to its southern property line.

Off-Site Right-of-Way

10. Applicant shall attempt to acquire, from the existing Route 50 right-of-way to the subject property's proposed entrance, the necessary right-of-way along the eastern side of Stonecroft Boulevard to accommodate the proposed roadway improvements, including turning lanes, consistent with the Stonecroft Boulevard Road Improvement Plan (Project #064196). If the right-of-way is unavailable, Applicant shall request Fairfax County to acquire necessary right-of-way through its powers of eminent domain, at Applicant's expense. Applicant's request will not be considered until it is forwarded, in writing, to the Director of Property Management accompanied by:

a. Plan and profiles showing the necessary right-of-way property;

b. An independent appraisal, by an appraiser who is not employed by the County, of the value of the land taken and damages, if any, to the residue of the affected property;

c. A sixty (60) year title search certificate of the right-of-way property to be acquired; and

d. A Letter of Credit in an amount equal to the appraised value of the property to be acquired and all damages to the residue which can be drawn upon by Fairfax County. It is also understood that in the event the property owner of the right-of-way property to be acquired is awarded more than the appraised value of the property and of the damages to the residue in a condemnation suit, the amount of the award shall be paid to Fairfax County by Applicant within five (5) days of said award. It is further understood that all other costs incurred by Fairfax County in acquiring the right-of-way shall be paid to Fairfax County by Applicant upon demand.

Off-Site Transportation Improvements

11. Applicant shall, in conjunction with Applicant of PCA 94-Y-033, commit to construct all improvements to Route 50 and Stonecroft Boulevard in accordance with the Route 50/Stonecroft Boulevard Road Improvement Plan (VDOT Project #064196) as outlined below and as shown on attached Exhibit A. These intersection and roadway improvements shall be in the following two phases:

Phase 1. Applicant shall construct all intersection improvements at Route 50 and Stonecroft Boulevard in accordance with the referenced VDOT plans to include the following:

a. Two left turn lanes on westbound Route 50 onto southbound Stonecroft Boulevard in accordance with the referenced VDOT plans.

b. A right turn deceleration lane on eastbound Route 50 along the Dulles Auto Park Route 50 frontage.

c. An acceleration lane on eastbound Route 50 which transitions into the existing acceleration lane on eastbound Route 50 further to the east of the referenced intersection.

The Phase 1 improvements shall be completed and available for public use, although not necessarily accepted for State maintenance, prior to the issuance of the first Non-RUP for the Dulles Auto Park and the issuance of the first for the Stonecroft Business Park, but no later than July 31, 2000,whichever occurs first.

Phase 2. Applicant shall construct a full four lane divided section of Stonecroft Boulevard from the aforesaid Phase 1 limits to a point slightly south of the Stonecroft Business Park entrance in accordance with the referenced VDOT Plans and Exhibit A. In addition, Applicant shall install a traffic signal in accordance with VDOT standards at the Route 50/Stonecroft Boulevard intersection. The Phase 2 improvements shall be completed and available for public use, although not necessarily accepted for State maintenance, prior to the issuance of the second Non-RUP for the Dulles Auto Park and prior to the issuance of the third Non-RUP for the Stonecroft Business Park, but no later than July 31, 2000.

Stonecroft Boulevard Contribution

12. At the time of site plan approval for the first building within the Stonecroft Business Park or within 30 days of written request by VDOT or the County, whichever occurs first, Applicant shall escrow $134,250 with DPWES for the construction of Stonecroft Boulevard as a one-half section of a four lane divided roadway from the terminus of the aforementioned Phase 2 improvements to the southern property line of the Stonecroft Business Park. The amount of the escrow shall include the value of a northbound 12-foot wide left-hand turn lane, 300 feet in length with a 120-foot taper.

This $134,250 escrow represents one-half of the total cost ($268,500) to complete the aforementioned improvements. The remaining $134,250 shall be paid by the applicant in conjunction with PCA 94-Y-033. Using the Board of Supervisors approval as the base date, the amount of escrow shall be adjusted in accordance with the construction cost index as published in the Engineering News Record by McGraw-Hill.

Archeology

13. Applicant shall notify the County Archaeologist a minimum of 10 days prior to any land disturbing activity associated with development of the Business Park. Applicant shall permit the County Archaeologist to recover any artifacts that are exposed during construction, with the understanding that this action will not interfere or delay the issuance of necessary permits, the commencement of construction, or the ongoing construction activities within the Stonecroft Business Park.

Architectural Theme

14. In order to insure a consistent architectural theme and character throughout the Stonecroft Business Center, Applicant shall utilize a combination of similar building materials and architectural design features for building facades and incorporate common landscaping features, walkways, signage, lighting and other similar design elements.

Applicant shall adopt restrictive covenants applicable to all lots within the Business Park to be implemented through an architectural review process with the objective to create a coordinated image for the Stonecroft Business Park.

Signage

15. All signs shall be of a size, location and setback consistent with the applicable provisions of the Zoning Ordinance. All signs shall incorporate similar design elements such as building materials, color, font-style and lighting to insure a coordinated image for the Stonecroft Business Park, subject to allowances for individual company logos.

16. These proffers shall be binding on Applicant and its successors and assigns.

17. 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 this Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.

WEST*GROUP MANAGEMENT LLC

By: _____
G. T. Halpin, President

AJB Associates, Inc.

By: _____
Charles S. Stringfellow, Jr., Treasurer

Corporate Resolution
of
AJB Associates, Inc

At a meeting of the Board of AJB Associates, Inc. held on the 13th of July, 1999, it was duly resolved as follows:

1. That Charles S. Stringfellow, Jr. as an officer of AJB Associates, Inc, is authorized to take all actions on behalf of AJB Associates, Inc. with respect to Rezoning 1999-SU-018, including signing the Proffer Statement.

AJB Associates, Inc.

By: Catherine A. Steadman
Secretary

COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 13th day of July, 1999, by Catherine A. Steadman, the Secretary of AJB Associates, Inc., on behalf of the Corporation.

Notary Public

My Commission Expires: DEBORAH W. GOODALL
Notary Public
Commonwealth of Virginia
My commission expires July 31, 2001

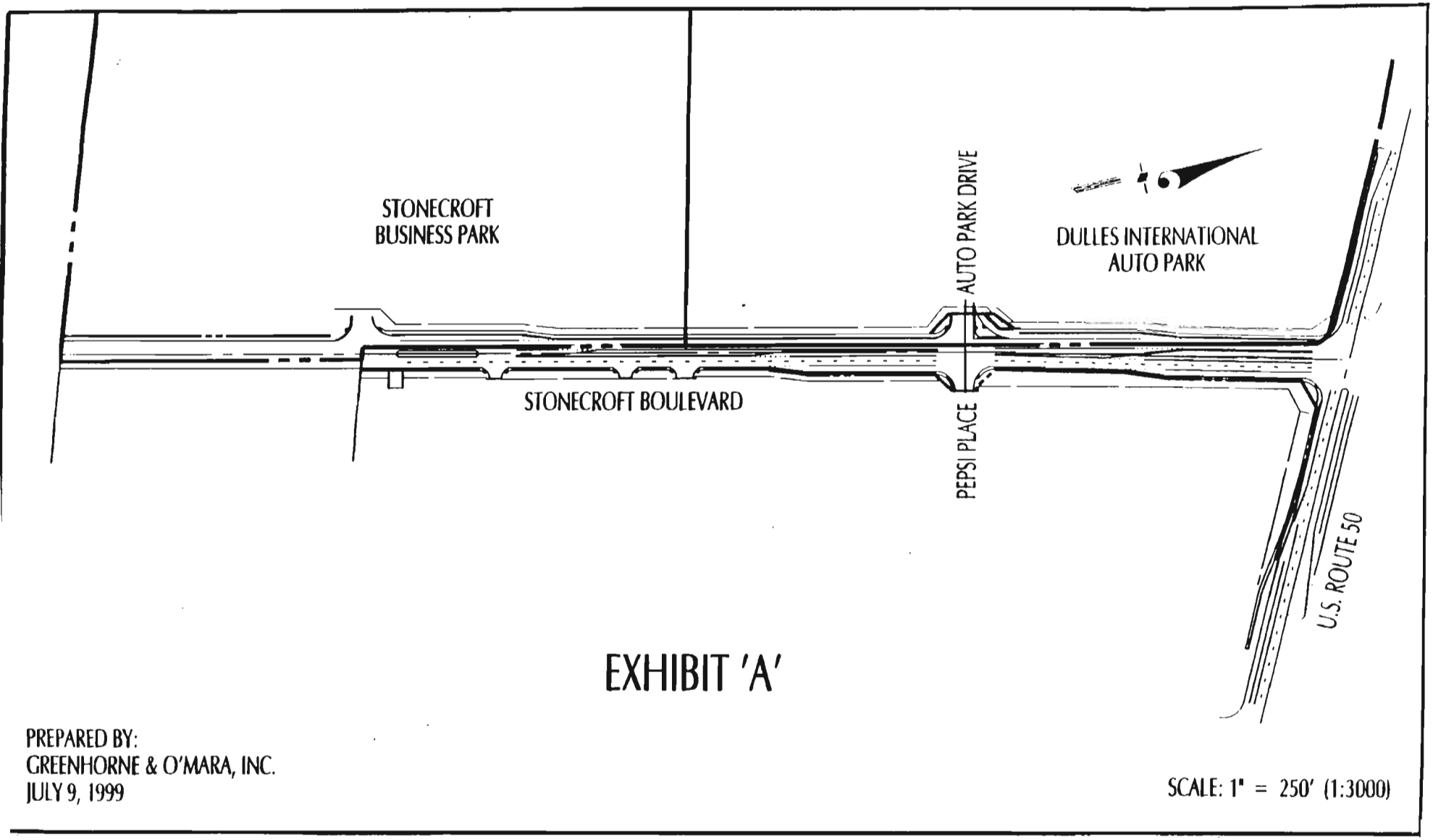

EXHIBIT 'A'

PREPARED BY:
GREENHORNE & O'MARA, INC.
JULY 9, 1999

SCALE: 1" = 250' (1:3000)