PROFFERS

COPPERMINE ASSOCIATES LLC

RZ 1999-HM-022

March 30, 2001

Pursuant to Section 15.2-2303(a), Code of Virginia, 1950 as amended, Coppermine Associates LLC, the Applicant in RZ 1999-HM-022, filed for property identified as Tax Map 15-4 ((1)) pt. 10 (hereinafter referred to as the "Property") proffer for themselves, their successors, and assigns the following, provided that the Board of Supervisors (hereinafter referred to as the "Board") approves the requested rezoning.

Development Plan

1. Pursuant to Section 18-204 of the Fairfax County Zoning Ordinance, development of the Property shall be in substantial conformance with the Conceptual Plan/Final Development Plan (CDP/FDP) prepared by The BC Consultants, Inc., consisting of six sheets dated September 20, 2000 through March 6, 2001. The CDP/FDP proposes a maximum of 720,000 square feet, the primary use of which shall be offices and establishments for scientific research and development and training. However, the following principal and secondary uses may also be included, provided they are located within the buildings shown on the CDP/FDP:

   A Accessory uses and accessory service uses
   B. Business service and supply service establishments
   C. Eating establishments
   D. Fast food restaurants
   E. Financial institutions
   F. Health clubs
   G. Institutional uses
   H. Medical offices
   I. Personal service establishments
   J. Private clubs and public benefit associations
   K. Public uses
   L. Quick service food stores
   M. Repair service establishments
   N. Retail sales establishments
   O. Exposition halls and facilities to house cultural or civic events
   P. Bank teller machines
   Q. Child care centers and nursery schools

   Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA). A Proffered Condition

Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDP/FDP Plat.

2. Notwithstanding that the CDP/FDP is presented on 6 sheets and said CDP/FDP is the subject of Proffer 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheets 1 and 2 relative to the uses, points of access, the maximum square footage, the amount of open space and general location and arrangement of the buildings, parking garages and stormwater management facilities. The Applicant has the option to request a FDPA for elements other than the CDP elements from the Planning Commission for all of or a portion of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.

3. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layouts shown on Sheets 1-6 of the CDP/FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the FDP shown on Sheets 1-6 as determined by the Department of Planning and Zoning ("DPZ") and do not increase the total amount of square footage, decrease the amount of open space; decrease the setback from the peripheries; or substantially change the location of open space areas.

Transportation

4. At the time of site plan approval, or upon demand by Fairfax County, whichever shall occur first, the Applicant shall dedicate and convey in fee simple to the Board right-of-way along the Property's Coppermine Road frontage measuring 45 feet from the existing centerline as shown on Sheet 6 of the CDP/FDP. Subject to Virginia Department of Transportation ("VDOT") approval, the Applicant shall construct improvements along Coppermine Road as shown on Sheet 6 of the CDP/FDP entitled "Road Improvement Plan", including a left turn lane and right turn treatment on Coppermine Road at the Property's entrance. The Applicant shall also stripe the pavement to provide the necessary transitions to the pavement width, as approved by the Department of Public Works and Environmental Services ("DPWES") and VDOT. In the event the existing right-of-way on the south side of Coppermine Road does not accommodate the proposed second eastbound lane as shown on Sheet 6, the Applicant shall escrow the cost of providing this additional pavement in lieu of construction, the amount of escrow to be determined by DPWES. In addition, the Applicant shall escrow the cost of frontage improvements along its Coppermine Road frontage west of the proposed site entrance in an amount to be determined by DPWES. Construction of these improvements shall occur prior to the issuance of the first Non-RUP on the Property, or escrowing for these improvements shall occur with the approval of the first site plan for the Property.

5. The Applicant shall construct the internal site entrance as shown on the CDP/FDP to accommodate two lanes entering the Property and two lanes exiting the Property. A third lane exiting the Property shall be provided if required by VDOT or DPWES.

6. At the time of first site plan approval, the Applicant shall contribute $25,000 towards the design and installation of a traffic signal at the intersection of Coppermine Road and Horse Pen Road.

7. The use of mass transit, ride-sharing and other transportation strategies to reduce single occupancy vehicle traffic generated by site development during peak periods shall be encouraged. Lessees shall be advised of this transportation strategy development condition. The following transportation management strategies shall be implemented by the developer and/or the occupants of the building(s):

   -voluntary carpool/vanpool programs shall be established for employees occupying office space on the property, and the program shall be under the direction of a transportation director provided by the occupants of the buildings;

   -a program for matching carpool and vanpool service shall be coordinated with various governmental agencies and other private employers in the area;

   -convenient parking in preferred locations shall be designated for carpool/vanpool use; and

   -mass transit usage shall be encouraged and promoted by the transportation director, including the construction of pedestrian walkways linking access to the adjacent properties.

8. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein, including park dedications, or as may be required by Fairfax County or VDOT at the time of site plan approval.

9. The Applicant shall negotiate with the property owners of Tax Map 15-4 ((1)) 35 to obtain agreement for interparcel access between the Property and Parcel 35. Should said negotiation be successful, the Applicant shall record an access easement in a form acceptable to the County Attorney and construct an access way to its property line. Should an agreement not be reached by the time of final site plan approval, the Applicant shall provide DPWES with evidence of its efforts to reach such an agreement and shall thereby be relieved of its obligation to provide an easement and construct the access.

10. The Applicant shall provide for future interparcel access between the Property and Tax Map 15-4 ((1)) 4 as shown on the CDP/FDP. The Applicant shall record an access easement in a form acceptable to the County Attorney.

Design Details

11. A landscape plan shall be submitted as part of the site plan(s) and shall be coordinated with and approved by the Urban Forester. This plan shall be in general conformance with the landscape concepts plan as to quantity and quality as shown on Sheet 1 and 2 of the CDP/FDP.

12. The architectural design of the four (4) buildings shall be harmonious and complementary and the buildings shall be constructed of similar building materials. Building materials shall include one or more of the following: masonry, stone, pre-cast concrete and glass.

13. Site amenities shall include:

    A. Paved and landscaped plaza areas in front of Buildings A through D.

    B. A large open field area between Buildings A and D to provide recreational activities for office workers on the Property.

    C. An outdoor amphitheatre between Buildings B and C.

    D. Plaza areas with outdoor seating and landscaping at the back of Buildings B and C.

Sidewalk/Trails

14. The Applicant shall construct sidewalks along the Coppermine Road frontage, the entrance road into the site and throughout the Property linking office buildings and garages as shown on the CDP/FDP.

15. The Applicant shall construct an eight (8) foot wide trail within the Merrybrook Run stream valley area as shown on the CDP/FDP. The trail shall be asphalt or stone dust as determined by DPWES. The trail shall be field located to minimize disruption to existing trees and adjusted to coincide with trails on adjacent properties. The Applicant shall coordinate with DPWES to assure coordinated trail connections with trails planned on Tax Map 15-4 ((1)) 4 and Tax Map 15-4 ((1)) 35. Five exercise stations shall be constructed at intervals along the trail. Construction of the trail and exercise stations shall occur with the development of Building B or C, whichever occurs first.

Environment

16. The Applicant shall provide underground stormwater detention and Best Management Practices on site. The exact location of the underground detention shall be determined at the time of site plan, subject to approval by DPWES. The Applicant shall provide stream

stabilization/restoration in the area of stormwater outfall, as determined necessary by DPWES and the Urban Forester.

17. At the time of site plan approval, the area depicted on the CDP/FDP as Environmental Quality Corridor (EQC), shall be conveyed in fee simple to the Fairfax County Board of Supervisors as a continuation of, and addition to, the Merrybrook Run Stream Valley Park. The EQC shall not be disturbed except as shown on the CDP/FDP and to the extent disturbance may be necessary to provide utility service, stormwater management, and trail construction. Utilities and trails shall be installed in the least disruptive manner possible considering cost and engineering.

18. For the purposes of maximizing the preservation of trees within the limits of clearing and grading on the CDP/FDP; the Applicant shall prepare a tree preservation plan. The tree preservation plan shall be submitted to the Urban Forestry Branch of DPWES for review and approval as part of the site plan submission. All trees shown to be preserved on the tree preservation plan shall be protected by fencing, a minimum of four feet in height, placed as close as practical to the dripline of the trees to be preserved. The fencing shall be installed prior to any work being conducted on the site, and shall be made clearly visible to all construction personnel.

19. If required by DPWES, a geotechnical engineering study shall be submitted to DPWES for review and approval prior to final site plan approval, and recommendations generated by the study shall be implemented, as required by DPWES.

20. As determined by the U.S. Army Corps of Engineers, the Applicant shall obtain all necessary wetland permits prior to final site plan approval.

Miscellaneous

21. The Applicant shall contribute $50,000 to the Board of Supervisors for the development of park facilities at Stratton Woods Park. This contribution shall occur prior to the issuance of a Non-Residential Use Permit for the Property.

22. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

23. The individual sections/buildings within the Application Property may be subject to Proffered Condition Amendments without joinder and/or consent of the other property owner of the other sections/buildings.

J:\LINCOLN\8624\PROFFERS\#8 clean.doc

[SIGNATURES BEGIN ON NEXT PAGE]

TITLE OWNER/APPLICANT

COPPERMINE ASSOCIATES LLC

By: Lincoln No. 2173, Inc., its Managing Member

By: Richard N. Rose
Its: Vice President

[SIGNATURES END]