

**Verizon Virginia Inc.
Franconia Central Office
6316 Grovedale Drive**

RZ 2002-LE-010

PROFFERS

October 9, 2002

Pursuant to Section 15.2-2303(a) of the Code of Virginia (1950, as amended), and the Zoning Ordinance of Fairfax County, in the event the above-referenced property that is the subject of Rezoning Application Number RZ 2002-LE-010 (the "Property") is rezoned from the R-1 and C-5 District to the C-3 District, Verizon Virginia Inc. (the "Applicant"), Owner, for itself, its successors and assigns, hereby proffers as follows:

1. Generalized Development Plan. Development of the Property with the Verizon telecommunications switching station shall be in substantial conformance with the plan entitled "Generalized Development Plan," consisting of four (4) sheets, dated February 1, 2002, revised to September 27, 2002, and prepared by Tri-Tek Engineering ("GDP"). Pursuant to Par. 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP may be permitted as determined by the Zoning Administrator.
2. Landscaping. The Property shall be landscaped in substantial conformance with a Landscape Plan as approved by the Urban Forestry Division and submitted concurrent with site plan review and shall provide for numbers, sizes of trees, and plantings consistent with that shown on the GDP.
 - The Applicant shall preserve the existing wooded area, consisting of approximately one hundred (100) feet, at the rear portion of the property as shown on the GDP as "Natural Woods & Vegetation." In addition, a supplemental, evergreen buffer as depicted on the GDP shall be planted as shown on the GDP between the facility and the Natural Woods and Vegetation area prior to the issuance of the non-RUP for Phase I.
 - The limits of clearing and grading shall be clearly marked with a continuous line of flagging prior to the pre-construction meeting; such flagging shall remain throughout the construction periods. The limits of clearing and grading shall not extend into the required minimum transitional screening yard or the Natural Woods and Vegetation area.
3. Tree Preservation. The Applicant shall submit a tree preservation plan as part of the first and all subsequent site plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and reviewed and approved by the Urban Forestry Division.

The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 12 inches in diameter and greater 10 feet to either side of the limits of clearing and grading shown on the GDP for

the Natural Woods and Vegetation area and for the existing trees located on the northeastern side yard of the property. The tree survey shall also include areas of clearing and grading not shown on the GDP resulting from engineering requirements, such as off-site clearing and grading for utilities or stormwater outfall. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

To ensure the preservation of trees to the maximum extent possible, the limits of clearing and grading and tree save areas shall be protected by tree protection fencing, consisting of 14 gauge welded wire attached to 6 foot steel posts driven 18 inches into the ground and placed no farther than 10 feet apart. The tree protection fencing shall be clearly visible to all construction personnel. The tree protection fencing shall be installed prior to the performance of any clearing and grading activities on the site. Trees within the tree protection fencing that are damaged or destroyed by construction activities shall be replaced as determined by the Urban Forester.

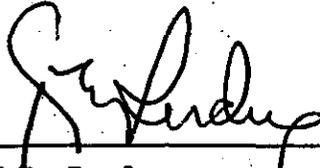
4. Stormwater Management. SWM/BMPs shall be provided as determined by DPWES. Unless waived or modified by DPWES, the Applicant will provide stormwater management (SWM) and Best Management Practices (BMPs) in accordance with the requirements of the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance as determined by DPWES. An underground infiltration trench shall be constructed in the general location as shown on the GDP, subject to any modifications required by the County during site plan review and approval. In addition, existing stormwater runoff from the adjoining lot to the southeast shall continue to sheet flow across this site. Final conveyance of this existing runoff shall be set forth by the site plan.
5. Lighting. Lighting on the subject property shall utilize fully cut-off luminaires to ensure that light is not projected above the horizontal plane. Uplighting for design elements such as signs, landscaping, or architectural illumination shall not be permitted. Security lighting, such as "wall packs," lighting for pedestrian paths and other common areas, shall also be shielded and directed downward. The height of any parking lot lighting fixtures shall not exceed twenty (20) feet.
6. Building Height. The height of any building on the Property shall not exceed sixty (60) feet.
7. Fencing. Applicant shall install a six (6) foot solid wood fence screening the mechanical equipment at the rear of the proposed building addition as part of the Phase I improvements as shown on the GDP. In addition, Applicant shall install a four (4) foot chain-link fence along the southwestern property line as shown on the GDP.
8. Gross Floor Area. The total gross floor area of the building(s) on the Property shall not exceed 48,205 square feet.

9. Phasing. The building expansion depicted on the GDP shall be completed in phases. The first phase of the building expansion shall consist of the one-story, ground level addition and associated improvements identified as "Phase I" on the GDP. Construction of Phase I shall commence following the receipt of required approvals by Fairfax County, including approval of this rezoning and of the associated site plan and architectural plans for Phase I. The second phase of the building expansion shall consist of the second floor and partial third floor addition and associated improvements identified as "Phase II" on the GDP. However, Phase II may be completed in multiple stages, with only a portion of the Phase II expansion being constructed in each stage. The extent and timing of each stage of the Phase II expansion will be determined by the Applicant based upon consumer demand and facility capacity; provided, however, that the total building expansion achieved by the combination of all stages of Phase II shall not exceed the expansion depicted as Phase II on the GDP. Any Phase II expansion, in whole or in part, shall be subject to site plan approval in accordance with Article 17 of the Zoning Ordinance, including notice to adjacent property owners.
10. Architectural Elevations. The design of the expanded building shall be in substantial conformance with the architectural elevations shown on Sheets 3A and 3B of the GDP for Phases I and II. The building materials shall be in substantial conformance with those depicted in the site simulation drawings dated February 11, 2002, and attached to these proffers as Exhibit 1A and 1B.
11. Employees. The maximum number of employees, which includes both Verizon and non-Verizon personnel working at the facility at any one time during an average twenty-four hour period shall not exceed thirteen (13).
12. Right-of-Way Dedication for Grovedale Drive. Subject to final determination by the Virginia Department of Transportation regarding the required right-of way for Grovedale Drive, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors additional right-of-way for Grovedale Drive consisting of thirty-two (32) feet from centerline as generally shown on the GDP. Said right-of-way shall be conveyed to the Board of Supervisors at site plan or upon demand, whichever shall occur first. All density related to such dedication is hereby reserved pursuant to Paragraph 4 of Section 2-308 of the Fairfax County Zoning Ordinance.

OWNER:

VERIZON VIRGINIA INC.,
f/k/a Bell Atlantic-Virginia, Inc.,
f/k/a The Chesapeake and Potomac Telephone
Company of Virginia

By: _____


T.B. Perdue
Manager Design & Construction Virginia
& West Virginia