

**LYNCH
CONSTRUCTION
CORP.**

REZONING APPLICATION C-526 -- PROFFERS

The owner-applicant, Lynch Construction Corp., agrees that, upon rezoning to the I-1 category or its equivalent under the proposed new zoning ordinance, the following conditions shall apply to the development of the property that is the subject of Rezoning Application C-526.

1. Access to the property and the internal arrangement of streets shall conform generally to the pattern described on the proposed development plan, and there shall be no direct access to Rolling Road for industrial or commercial traffic. Alterations from the proposed plan shall be allowed to accommodate preservation of slope, vegetation and drainage areas and to provide for changes in topography resulting from implementation of the restoration contract dated December 6, 1976, between the applicant and the Board of Supervisors, providing that said alterations, in the judgment of the County agency responsible for reviewing industrial subdivision plans, shall have no adverse impact on other conditions of development.
2. Additional right-of-way shall be dedicated in an amount adequate to provide a right-of-way width of 45 feet from the center line of Rolling Road as it exists on the date of rezoning allowing for a minimum 800 center line radius. If Rolling Road is realigned or plans for realignment are approved prior to the required dedication, the right-of-way dedication shall be adjusted accordingly, but in no case shall the amount of land required to be dedicated for right-of-way purposes exceed the amount which would be required to meet the 45 foot commitment.
3. A buffer of existing natural vegetation shall be left along the Rolling Road frontage. The buffer shall extend to a depth of 145 feet from the center line of Rolling Road as it exists on the date of rezoning.
4. Disruption of the topography shall be minimized except as provided in the aforementioned restoration contract.
5. The Accotink Stream Valley will be dedicated to the Fairfax County Park Authority at the time of site plan or subdivision approval for the sections adjacent to the Stream Valley.
6. Adequate screening and buffering will be provided between development on the subject property and proposed residential development to the south. Said buffering will consist of a 100 foot wide natural area. Supplemental landscaped screening will be designed as appropriate for each industrial lot taking into consideration the existing natural conditions and the proximity of proposed residential structures.
7. Right-of-way will be dedicated to provide Fullerton Road with a 90 foot right-of-way from the entrance for the subject development to the bridge over Accotink Creek. No individual lots will have direct access to Fullerton Road.

8. Developers of industrial lots shall be required to contribute to a special account the amount of \$3,000.00 per acre of area covered by their respective site plans. Payment shall be made prior to and as a condition of site plan approval.

The \$3,000.00 per acre payment is intended as a contribution towards off-site road improvements to the road network providing access to the subject property. Funds collected as a result of this condition shall be used for

- a. completion of the Fullerton Road connection to Backlick Road, or
- b. widening the Fullerton bridge over Accotink Creek to four lanes.

Allocation of funds among these two projects shall be as jointly determined by the Virginia Department of Highways and Transportation and the Board of Supervisors.

A payment rate of \$3,000.00 per acre shall apply to any payments made into the special account on or before December 1, 1978. Payments made subsequent to that date shall be increased at the rate by which the Engineering News Record Construction Cost Index has increased between the effective date of this condition and the date of payment. The index for the month in which the rezoning becomes effective shall be the base from which the increase in payment rate is calculated

Funds collected under this condition shall be deposited in an interest-bearing account by Fairfax County and reserved for the designated purpose. If construction has not begun on projects for which these funds are intended by January 1, 1990, the account will be liquidated and funds returned to the payors according to their proportional contribution.

LYNCH CONSTRUCTION CORP.

By Wayne M. Lynch
Wayne M. Lynch, President

Date: May 19, 1977

PROFFERS
FOR
PROFFERED CONDITION AMENDMENT APPLICATION
(PCA-C-526)
OF
BOSTON PROPERTIES, a Mass. Business Trust

Pursuant to § 15.1-491(a) of the Code of Virginia (1950 as amended) and § 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), unless otherwise agreed by the Board of Supervisors of Fairfax County, Boston Properties, as the property owner and applicant in Proffered Condition Amendment Application PCA-C-526, proffers that the development of the parcel under consideration and shown on Tax Map 99-1-((1)), parcel 1, will be in accordance with the following conditions, if and only if said proffered condition amendment application is approved by the Board of Supervisors which approval would grant a modification to the existing Proffer #6 (Proffer #6 of Rezoning Case C-526 which was granted/ approved on the 27th of June, 1977) in order to permit the owner and applicant to grade and re-landscape a 100-foot buffer area on the Southern Boundary of the subject property in accordance with the plat dated August 3, 1981, prepared by Long, Brown & Associates attached hereto and incorporated herein as Exhibit A. The proffered conditions contained herein supersede only the existing proffered condition #6 and all other proffered conditions of Rezoning Case C-526 shall remain in full force and effect. The existing Proffered Condition #6 is eliminated in its entirety and the following proffered conditions are hereby substituted for the eliminated Proffered Condition #6:

6. A transitional screening yard, having a width of 100 feet, shall be provided along the southern boundary of the site. Site grading shall be permitted within this transitional yard and buffer area as shown on the attached Exhibit "A." All site grading proposed within the transitional screening yard shall be approved by the Director of the Department of Environmental Management and any area within the 100-foot wide transitional screening area which is disturbed during such grading or the development of the remainder of the site shall be landscaped in accordance with the planting plan attached as Exhibit B. In addition, the owner/applicant agrees and proffers that: (a) limits of clearing will be clearly marked in the transitional screening area and these limits of clearing shall correspond to those limits shown on Exhibit "A." The limits of clearing shall be marked and inspected by a representative of the County Arborists office or the Department of Environmental Management prior to any grading occurring in the transitional screening area; (b) the owner/applicant agrees to immediately stabilize any areas disturbed by grading after such grading has occurred and soil erosion control measures shall be established in accordance with Fairfax County Standards; (c) the owner/applicant agrees to landscape any area within the 100-foot buffer which has been disturbed by the grading in accordance with the planting plan attached as Exhibit "B"; (d) the owner/applicant agrees to landscape the disturbed areas with trees as indicated on the planting plan attached hereto and agrees that such tree planting shall occur only during those seasons appropriate for the proper growth of said trees (e.g. the spring or fall seasons); (e) the owner/applicant agrees that it s

replace and maintain any trees which have been planted as part of the landscaping plan and which later die, in accordance with the provisions of Section 13-112 of the Fairfax County Zoning Ordinance (f) the owner/applicant agrees that all trees in the undisturbed which are damaged by the grading proposed and which die as a result of any damage caused by the grading shall be replaced with a similar type of tree with a minimum size of 6 feet in height, said trees in the undisturbed area shall also be maintained in accordance with Section 13-112 of the Fairfax County Zoning Ordinance; (g) Boston Properties as the owner/applicant of the subject property in Proffered Condition Amendment PCA-C-526 also proffers and agrees that it will not use the granting of the subject proffered condition amendment request as a precedent in order to justify a request to modify or eliminate the existing proffered condition #3 which provides for a buffer and screening strip along the western boundary of the subject property adjacent to Rolling Road.

BOSTON PROPERTIES

Date: Aug 3, 1981

By: Thomas P. Hutchinson
THOMAS P. HUTCHINSON,
Vice President

STATE OF VIRGINIA

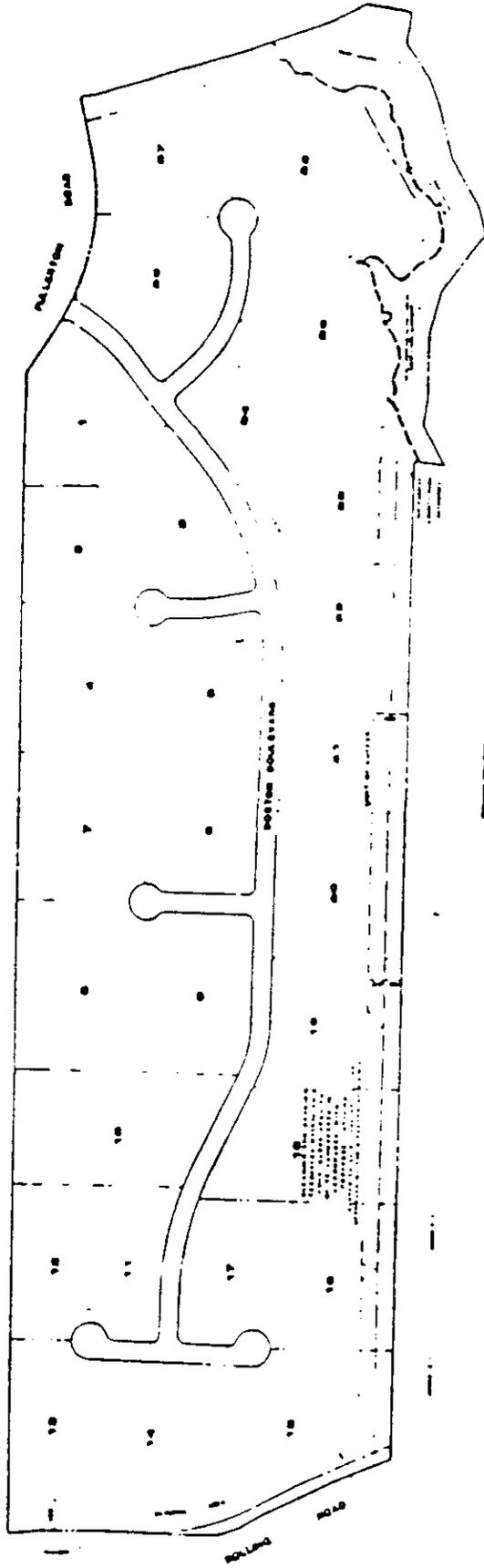
COUNTY OF FAIRFAX, to-wit:

I, Michael J. Giguere, a Notary Public in and for the County of Fairfax, State of Virginia, do certify that Thomas P. Hutchinson, Vice President of Boston Properties, a Massachusetts Business Trust, whose name is signed to the foregoing and hereunto annexed agreement, this 3rd day of August, 1981, did personally appear before me and acknowledge the same to be the voluntary and authorized act and deed of said Boston Properties.

My Commission Expires:

July 26, 1982

Michael J. Giguere
Notary Public as aforesaid



Sheet A of Series

VIRGINIA 86 INDUSTRIAL PARK

SPRINGFIELD DISTRICT
 FEDERAL COUNTY VIRGINIA

86
 BOSTON
 FROM

VIRGINIA 95 ASSOCIATES
PROFFERED CONDITION AMENDMENT
PCA APPLICATION NO. C-526-2
TAX MAP PARCELS 99-1-((12))-15 (pt.);
99-1-((1))-1 (pt.)

AMENDMENT TO PROFFER NO. 6

Revised 2/5/88

Pursuant to Section 15.1-491(a) of the Code of Virginia (1950 as amended) and Section 18-203 of the Zoning Ordinance of Fairfax County, Virginia 95 Associates, as property owner and applicant in PCA Application No. C-526-2, for itself and its successors or assigns (hereinafter collectively referred to as "Applicant"), hereby proffers that the development of the property under consideration and shown on Fairfax County Tax Map 99-1-((12))-15 (pt.); 99-1-((1))-1 (pt.) (hereinafter referred to as the "Property") will be in accordance with the following terms and conditions, if and only if said PCA Application No. C-526-2 is granted. In the event that said application is denied or not granted, this proffer statement shall immediately be null and void and of no further force and effect and the proffers as approved in Rezoning Application No. C-526 and PCA Application No. C-526 shall remain in full force and effect.

Approval of this application would grant a modification to existing Proffer No. 6, as approved in Rezoning Case No. C-526 and amended in PCA Application No. PCA-C-526, in order to permit the Applicant to develop a portion of the Property in accordance with the Proffer Condition Amendment Plan, dated March 9, 1987, and revised December 23, 1987, prepared by Rinker-Detwiler and Associates, P.C., incorporated herein by reference (the "Plan"). All other proffered conditions of Rezoning Application No. C-526, as set forth below, shall remain in full force and effect. The Applicant agrees that approval of this PCA Application will not be used as a precedent in order to justify a request to modify or eliminate Proffer No. 3 that provides for a buffer and screening strip along the western boundary of the Property adjacent to Rolling Road.

1. Access to the property and the internal arrangement of streets shall conform generally to the pattern described on the proposed development plan, and there shall be no direct access to Rolling Road for industrial or commercial traffic. Alterations from the proposed plan shall be allowed to accommodate preservation of slope, vegetation and drainage areas and to provide for changes in topography resulting from implementation of the restoration contract dated December 6, 1976, between the applicant and the Board of Supervisors, providing that said alterations, in the judgment of the County agency responsible for reviewing industrial subdivision plans, shall have no adverse impact on other conditions of development.

2. Additional right-of-way shall be dedicated in an amount adequate to provide a right-of-way width of 45 feet from the center line of Rolling Road as it exists on the date of rezoning allowing for a minimum 800 center line radius. If Rolling Road is realigned or plans for realignment are approved prior to the required dedication, the right-of-way dedication shall be adjusted accordingly, but in no case shall the amount of land required to be dedicated for right-of-way purposes exceed the amount which would be required to meet the 45 foot commitment.

3. A buffer of existing natural vegetation shall be left along the Rolling Road frontage. The buffer shall extend to a depth of 145 feet from the center line of Rolling Road as it exists on the date of rezoning.

4. Disruption of the topography shall be minimized except as provided in the aforementioned restoration contract.

5. The Accotink Stream Valley will be dedicated to the Fairfax County Park Authority at the time of site plan or subdivision approval for the sections adjacent to the Stream Valley.

6. A transitional screening yard, having a width of 100 feet, shall be provided along the portion of the southern boundary of the Property that abuts land zoned residential. The portion of the Property along the southern boundary that abuts non-residentially zoned land (e.g. Tax Map 98-2-((1))-10A) shall not require this 100 foot transitional screening zone. Rather, where the 100 foot transitional zone is not required, the Applicant shall provide a 25 foot heavily landscaped buffer as discussed below.

Within the 100 foot wide transitional screening yard and 25 foot buffer area, site grading shall be permitted as shown on the Plan. Prior to all site grading proposed within the transitional screening yard, grading plans shall be submitted to the Director of the Department of Environmental Management for review and approval. Any area that is disturbed during such grading or the development of the remainder of the Property, shall be landscaped in accordance with the Landscape Plan, dated March 9, 1987, prepared by Rinker-Detwiler and Associates, P.C. and incorporated herein by reference (the "Landscape Plan"). The Landscape Plan shall be subject to review and approval by the County Arborist's office of DEM.

In addition, the Applicant agrees that limits of clearing will be clearly marked in the transitional screening area and these limits of clearing shall correspond to those limits shown on the Plan. The limits of clearing shall be

reviewed and approved by County Arborist's office of the Department of Environmental Management prior to any grading occurring in the transitional screening area.

The Applicant agrees that no area shall be left denuded for a period longer than 48 hours from initial grading after such grading has occurred and soil erosion control measures shall be established in accordance with Fairfax County standards. The Applicant further agrees to landscape any area within the 100 foot transitional screening yard that has been disturbed by the grading in accordance with the Landscape Plan. Plantings shall occur only during those seasons appropriate for the proper growth of the plantings.

The Applicant agrees that it shall replace and maintain any trees that have been planted as part of the Landscape Plan that later die, in accordance with the provisions of Section 13-112 of the Fairfax County Zoning Ordinance and Article 12 of the Public Facilities Manual. The Applicant further agrees that all trees in the undisturbed area that are damaged by the grading proposed and that die as a result of any damage caused by the grading shall also be replaced and maintained in accordance with Section 13-112 of the Zoning Ordinance and Article 12 of the Public Facilities Manual.

On those portions of the Property that abut the land zoned other than residential, the Applicant shall have the option of either (a) constructing a storm water management basin, to be approved by the Director of the Department of Environmental Management, serving the undeveloped northwestern portion of the Property (i.e. Lots 11B, 12, 13, and 14 in Virginia 95 Business Park) and a portion of the drainage from Rolling Road or (b) if due to development demands within the Applicant's Property building construction must occur on one of the lots prior to construction of the storm water management basin, the Applicant will provide storm water management on such construction lot(s) consistent with current accepted and approved Fairfax County ordinances and regulations. In such event, the Applicant also agrees that the storm water management basin will be constructed for the remaining lots utilizing the design criteria stated below and will also be constructed to accommodate the additional area needed to bring the construction lot(s) in conformance with the design criteria stated below.

The storm water management basin shall be designed to provide BMP performance in accordance with the water quality control criteria found in Part 4 of Article 6 of the Public Facilities Manual, for those areas of the site so controlled. In addition, it shall be designed to achieve an excess peak shaving of 25% for the 2 year and 10 year design storms, so as to help reduce downstream erosion.

In addition, those portions of the Property that abut land zoned other than residential shall be heavily landscaped within the 25 foot buffer area in accordance with the Landscape Plan. The Applicant shall have the right to fully use and develop, in conformance with the I-5 zoning district, all of the land that is not part of the storm water management basin and not part of the 25 foot landscaped buffer area.

7. Right-of-way will be dedicated to provide Fullerton Road with a 90 foot right-of-way from the entrance for the subject development to the bridge over Accotink Creek. No individual lots will have direct access to Fullerton Road.

8. Developers of industrial lots shall be required to contribute to a special account the amount of \$3,000.00 per acre of area covered by their respective site plans. Payment shall be made prior to and as a condition of site plan approval.

The \$3,000.00 per acre payment is intended as a contribution towards off-site road improvements to the road network providing access to the subject property. Funds collected as a result of this condition shall be used for

- a. completion of the Fullerton Road connection to Backlick Road, or
- b. widening the Fullerton bridge over Accotink Creek to four lanes.

Allocation of funds among these two projects shall be as jointly determined by the Virginia Department of Highways and Transportation and the Board of Supervisors.

A payment rate of \$3,000.00 per acre shall apply to any payments made into the special account on or before December 1, 1978. Payments made subsequent to that date shall be increased at the rate by which the Engineering News Record Construction Cost Index has increased between the effective date of this condition and the date of payment. The index for the month in which the rezoning becomes effective shall be the base from which the increase in payment rate is calculated.

Funds collected under this condition shall be deposited in an interest-bearing account by Fairfax County and reserved for the designated purpose. If construction has not begun on projects for which these funds are intended by January 1, 1990, the account will be liquidated and funds returned to the payors according to their proportional contribution.

Applicant/Property Owner

Virginia 95 Associates

By: Robert E. Burke
Robert E. Burke
Attorney-In-Fact