

AMENDED PROFFERED CONDITIONS

PCA 75-7-004-3

November 12, 2015

Revised November 16, 2015

Revised December 7, 2015

Revised January 6, 2016

Revised May 4, 2016

Revised May 11, 2016

Pursuant to Section 15.2-2303(a), *Code of Virginia*, 1950 as amended, and subject to the Board of Supervisors' approval of the requested Proffered Condition Amendment and concurrent Special Exception, the owners of the subject property (Tax Map 39-2((1)) 13D and 13E "Subject Property") have completed a Generalized Development Plan (GDP) for development of this property, it makes the following proffered conditions for themselves, and their successors and assigns, for application to this subject property in substitution of those conditions proffered in RZ 75-7-004, and subsequent amendments PCA 75-7-004 and PCA 75-7-004-2. In the event that this application is approved, any previous proffers for the subject property are hereby deemed null and void and hereafter shall have no effect, except as specifically identified below.

1. Development of the special exception area of the Subject Property shall be in substantial conformance with GDP/SE Plat prepared by VIKA, Incorporated dated April 1, 2015 and revised through October 19, 2015 (the "SE Area"). The remainder of the Subject Property not subject to the SE Area (the existing office buildings) shall be developed in substantial conformance with the GDP prepared by VIKA, Incorporated, consisting of Sheets 4 and 5, dated January 17, 2003 as revised through March 11, 2004 and as approved by the Board of Supervisors as part of PCA 75-7-004-2 (the "Existing GDP Area"). The maximum FAR permitted on the Subject Property is 0.50.

2. Minor modifications to the proffered elements of the GDP/SE Plat may be permitted as determined by the Department of Planning and Zoning, Zoning Evaluation Division when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 18-204 of the Zoning Ordinance.

3. The uses shall be limited primarily to research and development type industries, *i.e.* those set forth as permissible in the I-3 District. Those uses by the owner other than R&D type industries would be such that would:

- a. Result in a low intensity of peak hour employees;
- b. Generate no substantial truck traffic;
- c. Create no amounts of smoke, glare, or odor which would have an adverse effect upon adjoining properties;
- d. Create no noise which would have an adverse effect upon adjoining properties;
- e. Have no retail commercial uses except those to serve on-site employees.

4. The heights shown for the fencing/containment structure associated with the field shall be permitted as a special exception use, to be approved by the Board of Supervisors concurrent with this application (SE 2015-PR-021).

5. Science Applications Court will not be dedicated for public use and will remain a private street.

6. The landscaping of the site shall be generally as provided on the GDP/SE Plat.

7. All buildings shall be designed to be architecturally compatible with those presently existing on the subject property. All parking structures shall be designed to be architecturally compatible with the office structures. Building heights and FAR shall be generally as shown on the GDP. Architectural elevations and building materials for the proposed parking garage, retaining wall, and fence shall be in substantial conformance with those shown on the GDP/SE Plat. No parapet wall, cornice or similar projection shall exceed the height limit established by more than 4.5 feet.

8. The proposed athletic field (the "Field") will be constructed by the applicant (or their successors and assigns) and operated by the Fairfax County Park Authority (FCPA) and shall be constructed in accordance with FCPA standards (including field materials) for a field in effect at the time of construction, provided the cost is comparable and/or unless otherwise agreed to in writing by both the Applicant and the FCPA.

9. Hours of Operation. The hours of operation for the Field will be consistent with FCPA guidelines. In no event shall such hours exceed that permitted by Fairfax County Code.

10. Field Easement. In the area shown on the GDP/SE Plat, prior to occupancy and/or use of the Field by FCPA, the applicant shall grant an Easement to the FCPA or Board of Supervisors, in a form acceptable to the Office of the County Attorney outlining the terms of maintenance and operation of the field, consistent with established FCPA policies regarding similarly situated recreational fields (the "Field Easement"). The applicant (or their successors and assigns) shall maintain ownership of the subject property.

11. Access Easement(s). In addition to the Field Easement, prior to occupancy and/or use of the Field by FCPA, the applicant shall grant access and parking easements over the parking area shown on the GDP/SE Plat to be used to provide parking for Field patrons and to provide access to all four sides of the Field for maintenance purposes. Such access easements shall be granted to the FCPA or the Board of Supervisors, in a form acceptable to the Office of the County Attorney. At a minimum, the parking easement shall ensure access the entire parking lot southeast of the proposed field (approximately 72 spaces of which 22 spaces may be also designated as overflow spaces for adjacent residences – as may be modified by final site plan approval) for all non-holiday weekdays after 5 pm, and all weekend and holidays during the hours of operation of the field. The easement language shall also include the requirement that the Applicant provide written notification to the FCPA of any maintenance activity within the easement area that would prevent access to the field.

12. Port-a-potty concrete pads. Notwithstanding the location of the port-a-potty concrete pads shown on the GDP/SE Plat, the specific locations shall be determined at the time of site plan, in consultation with FCPA.

13. Utility Easement(s). As a condition of Fairfax County Water Authority (FCWA) approval of the site plan, the applicant shall amend any existing utility easements within the Field Easement to ensure the Field can be constructed as shown on the GDP/SE/PCA Plat and maintained by the FCPA consistent with the Field Easement. At a minimum, FCWA shall approve the Field design prior to commencement of construction and the applicant shall amend the existing water easement recorded in Deed Book 20620 at Page 1310 amongst the land records of Fairfax County (the "Waterline Easement"), if deemed necessary by the FCWA, and as a condition of site plan approval, all to ensure the portion of the Field within the Waterline Easement can be constructed as shown on the GDP/SE/PCA Plat.

14. Gates. Notwithstanding what is shown on the GDP/SE Plat and at the time of site plan review, the applicant shall provide 15-foot tall sliding gates spanning the existing FCWA easement located on the Field proper, as shown on the preliminary grading plan submitted to and approved by FCWA on October 9, 2015 and included as Appendix 13 of the staff report for this application.

15. Parking. The applicant reserves the right to construct the minimum amount of parking necessary to support the existing uses on the Subject Property and Field as required by the Zoning Ordinance and/or shared parking study submitted and approved by the Department of Public Works and Environmental Services (DPWES). As such the height of the proposed parking garage may be reduced provided such minimum parking requirements are met, including providing a minimum of fifty (50) parking spaces for the Field. In addition, prior to the time of site plan approval for the Field, the applicant reserves the right to submit a site plan which includes potentially constructing underground parking beneath the Field. At a minimum, such underground parking shall in no manner impair the operation of the Field and shall be subject to review and approval by the Zoning Administrator, in consultation with DPWES.

16. Tree Replacement and Preservation. The applicant shall strictly conform to the limits of clearing and grading shown on the GDP/SE Plat. Any trees identified on the GDP/SE Plat to be planted and preserved, which fail to survive by the date the Field Easement (as outlined in Proffer 10) is recorded, shall be replaced by the applicant with species determined to be appropriate by the Urban Forester. In addition, consistent with the tree preservation calculations shown on the GDP/SE Plat, the applicant shall either contribute the \$300 per tree to the Fairfax County Tree Preservation and Planting Fund (not to exceed \$7,800 total) to off-set the 10-year canopy shown on the plat, and/or plant appropriate canopy trees on the Existing GDP Area necessary to demonstrate compliance with provided tree preservation calculations.

17. Pre-installation meeting. Prior to installation of plants to meet requirements of the approved landscape plan, the applicant shall coordinate a pre-installation meeting on site with the landscape contractor and a representative of the County Urban Forest Management Division (UFMD). Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions for species specified on the approved plan shall be reviewed at this

time and must be approved prior to planting. The installation of plants not specified on the approved plan, and not previously approved by UFMD, may require submission of a revision to the landscape plan or removal and replacement with approved material, prior to bond release. UFMD shall be contacted a minimum of three (3) days prior to the meeting on site.

18. **SWM/BMP.** Unless modified by DWPES, in consultation with the Department of Planning and Zoning, Zoning Evaluation Division, the applicant shall provide stormwater detention consistent with the Public Facilities Manual (PFM) and as depicted on the GDP/SE Plat.

19. **Signage.** Any signs provided for the Field on the Subject Property shall comply with Article 12 the Zoning Ordinance. Notwithstanding that shown on the GDP/SE Plat, the existing monument sign(s) at the site entrance may be relocated provided the regulations of Article 12 and required sight distance are met.

20. **Lighting.** All lighting, including streetlights, athletic field lighting, security lighting, signage lighting and pedestrian or other incidental lighting, shall be in conformance with Part 9 of Article 14 of the Zoning Ordinance. Lighting for the athletic field shall also be consistent with FCPA specifications and shall be provided as shown on the GDP/SE Plat. However the applicant reserves the right to modify the lighting plan for the Field provided that such modification is agreed to by the FCPA, in consultation with the Department of Planning and Zoning, Zoning Evaluation Division, as part of the Field Easement and is a reduction in the brightness shown on the GDP/SE Plat. FCPA shall maintain the lighting for the athletic field and all lights associated with the athletic field shall be turned off no later than 11:00 pm.

21. **Noise Mitigation.** In order to mitigate outdoor noise levels on the field playing surface during hours of operation requiring a permit from FCPA for outdoor activity areas, the Applicant shall install noise mitigation measures along the northern and eastern edges of the field and as depicted in the attached exhibit prior to use of the field. Prior to site plan approval, the Applicant may submit a plan for alternative noise mitigation measures to reduce noise levels on the outdoor field to the Comprehensive Plan Policy for outdoor activity areas during hours of operation. Such study will be submitted to the Department of Public Works and Environmental Services for review and approval by the Department of Planning and Zoning, Planning Division. No portion of the noise wall will be located within the VDOT limited access highway.

22. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute one instrument. Further these proffers will bind and inure to the benefit of the applicant and his/her successors and assigns.

SIGNATURES TO FOLLOW ON SUBSEQUENT PAGES

**Property Owner of 39-2((1))13D
MERIDIAN SCIENCE 7990, L.L.C.,
a Delaware limited liability company**

By: Meridian Science 7990 Holdings, L.L.C.,
a Delaware limited liability company,
its sole member

By: Meridian Science Holdings REIT I, L.L.C.,
a Delaware limited liability company.
its manager

By: Meridian Realty Partners TE I, L.P.,
a Delaware limited partnership,
its manager

By: Meridian Realty Partners I GP, L.L.C.
a Delaware limited liability company,
its general partner

By: 
Name: G. David Cheek
Title: President

By: 
Name: Gary E. Block
Title: Managing Director

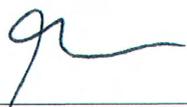
**Property Owner of 39-2 ((1))13E
MERIDIAN SCIENCE 7980, L.P.,
a Delaware limited partnership**

By: Meridian Realty Partners I GP, L.L.C.,
a Delaware limited liability company,
its general partner

By:  _____

Name: G. David Cheek

Title: President

By:  _____

Name: Gary E. Block

Title: Managing Director

