

**DRAFT
PROFFERS
CITYLINE PARTNERS LLC
PCA 92-P-001-10**

February 22, 2013

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and Section 18-204 of the Zoning Ordinance of Fairfax County 1978, as amended (hereinafter referred to as the "Zoning Ordinance"), Cityline Partners LLC, as agent for and on behalf of the owners itself, and its successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in PCA 92-P-001-10 filed on property identified as Fairfax County tax map 29-4 ((6)) 96A and C (the "Application Property") hereby proffers the following conditions if and only if, PCA 92-P-001-10 is granted. In the event the PCA is denied, these proffers shall immediately become null and void and of no further full force and effect.

1. Previous Proffers. All previous proffers associated with PCA 92-P-001-2, PCA 92-P-001-3, PCA 92-P-001-4, and PCA 92-P-001-6 as they apply to the Application Property shall continue and remain in full force and effect as modified by these proffers.
2. Site Development. The Application Property shall remain zoned to the C-3 District and shall be developed as generally shown on Sheet L-4 of the Scotts Run Station South Conceptual Development Plan (CDP), prepared by VIKA, Inc. and SmithGroup, Inc. dated May 10, 2011 and revised through February 4, 2013 submitted in conjunction with RZ 2011-PR-010 and RZ 2011-PR-011.
3. Minor Modifications. ~~Minor~~ modifications to the site development may be permitted as a result of final design and as necessitated by sound engineering practices pursuant to Section 18-204 of the Zoning Ordinance without the necessity for an amendment to these proffers.
4. Use. The use of the Application Property shall be limited to public uses for the benefit of and/or operated by Fairfax County.
5. Reservation of Density Credit. That portion of the Application Property (approximately 1.2 acres) that supports an athletic field as shown on Sheet L-4 of the referenced CDP shall be subject to a reservation of density credit under Section 2-308 of the Zoning Ordinance upon dedication to Fairfax County.

APPLICANT/AGENT

CITYLINE PARTNERS LLC

By: Michael R. Pedulla
Its: Co-President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP
29-4 ((6)) 96A, C

TAFT 1766 OLD MEADOW LANE LLC

By: Michael R. Pedulla
Its: Executive Vice President

[SIGNATURES END]