

PROFFERS

TYSONS WEST ASSEMBLAGE, LLC

RZ 2014-PR-013

October 20, 2014

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Tysons West Assemblage, LLC, (hereinafter referred to as the "Applicant"), for itself, successors and assigns in RZ 2014-PR-013, filed for property identified as Tax Map 29-1 ((25)) 1 and 2 (hereinafter referred to as the "Application Property") hereby proffers that the development of the Application Property shall be in accordance with the following proffers, provided that the Board of Supervisors approves RZ 2014-PR-013 and SE 2014-PR-040. These proffers shall supersede and replace all previously approved proffers and conditions that may be applicable to the Application Property.

1. GENERALIZED DEVELOPMENT PLAN

- A. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance, (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the Generalized Development Plan/Special Exception Plat ("GDP/SE Plat") consisting of eleven (11) sheets, prepared by VIKA Virginia, LLC dated May 28, 2014 as revised through October 7, 2014.
- B. Subject to the provisions of Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP/SE Plat may be permitted as determined by the Zoning Administrator.

2. USES

- A. As shown on the GDP/SE Plat, the Application Property is an existing building with 147,074 square feet of gross floor area.
- B. Approximately 2.59 acres of the Application Property shall be zoned to the C-8 District as shown on the GDP/SE Plat (the "C-8 Property"). Permitted uses on the C-8 Property shall include the following:
 - (i) All uses permitted in the C-8 District with the exception of the following uses which shall be prohibited:
 - a. Churches
 - b. Colleges, universities
 - c. Cultural centers, museums

- d. Drive-in financial institutions
 - e. Drive-through pharmacy
 - f. Fast food restaurants with drive-through
 - g. Funeral homes
 - h. Hotels, motels
 - i. Quick-service food stores
 - j. Retail sales establishments-large
- (ii) Up to 49,144 square feet of vehicle sales, rental, and ancillary service establishment use.
- (iii) Additional special exception or special permit uses on the C-8 Property may be permitted with approval of a special exception or special permit, as applicable, without necessitating a proffered condition amendment (“PCA”), so long as the layout is in substantial conformance with the GDP/SE Plat. The following special permit or special exception uses shall be prohibited:
- a. Car washes as a principal use
 - b. Retreat houses
 - c. Medical care facilities
 - d. Golf courses
 - e. Marinas
- C. Approximately 4.50 acres of the Application Property shall be zoned to the I-4 District as shown on the GDP/SE Plat (the “I-4 Property”). Permitted uses on the I-4 Property shall include the following:
- (i) All uses permitted in the I-4 District with the exception of the following uses which shall be prohibited:
- a. Churches
 - b. Crematory
 - c. Funeral homes
 - d. Motor freight terminals

- e. Vehicle transportation service establishments upon the issuance of a Non-Residential Use Permit (Non-RUP) for a vehicle sales, rental, and ancillary service establishment on the C-8 Property.
- (ii) Additional special exception or special permit uses on the I-4 Property may be permitted with approval of a special exception or special permit, as applicable, without necessitating a PCA, so long as the layout is in substantial conformance with the GDP/SE Plat. The following special exception or special permit uses shall not be permitted on the Application Property:
- a. All Category 2 – Heavy Public Utility Uses
 - b. Car washes
 - c. Golf courses
 - d. Marinas
 - e. Plant nurseries
 - f. Retreat houses
 - g. Medical Care Facilities
 - h. Hotels, motels

3. LANDSCAPING AND SCREENING

The Applicant shall provide landscaping in substantial conformance with Sheet C-9 of the GDP/SE Plat. The exact number and spacing of trees and other plant material shall be submitted at time of final site plan review and shall be subject to review and approval of the Urban Forest Management Division, Department of Public Works and Environmental Services (DPWES) to confirm that it is in substantial conformance with the GDP/SE Plat. Adjustments to the type and location of plantings shall be permitted to avoid conflicts with utilities and other site engineering considerations. Landscaping shall be installed no later twelve (12) months from the date of approval of this rezoning. The Applicant shall replace any landscaping that is removed to facilitate maintenance or repair of utilities. Installation of the landscaping shall not preclude the issuance of Non-RUPs on the Application Property.

4. PARKING

- A. Parking on the Subject Property shall be provided in accordance with Article 11 and as shown on the GDP/SE Plat. Pursuant to Section 11-101 of the Zoning Ordinance, the Applicant shall have the right to reduce the

number of off-street parking spaces required by Article 11 subject to approval of a parking redesignation plan pursuant to Paragraph 12 of section 11-102 of the Zoning Ordinance.

- B. Prior to the issuance of any future Non-RUP, the Applicant shall provide a parking tabulation approved by DPWES to demonstrate that there is adequate parking on the Application Property for all proposed uses.

5. LOADING

- A. All loading shall occur on the Application Property. The Applicant shall monitor loading and unloading operations to ensure that vehicles do not block site access points or parking areas.
- B. All loading and unloading for a vehicle sales, rental, and ancillary service establishment shall occur within the area defined on the GDP/SE Plat.

6. INTERPARCEL CONNECTION

The Applicant shall provide interparcel access to the property identified as Fairfax County Tax Map 29-1 ((1)) 22A ("Parcel 22A") as generally shown on the GDP/SE Plat, subject to the approval of the owner of Parcel 22A, in the form of an easement that is acceptable to the Fairfax County Attorney. Such easement shall be provided prior to approval of a site plan for Parcel 22A that implements an approved rezoning.

7. TIMING OF IMPROVEMENTS

Notwithstanding the foregoing, upon demonstration that, despite diligent efforts or due to factors beyond the Applicant's control, proffered commitments have been delayed beyond the timeframes specified herein, the Zoning Administrator may agree to a later date for completion of such commitments.

8. SUCCESSORS AND ASSIGNS

These proffers shall bind and inure to the benefit of the Applicant and its successors or assigns.

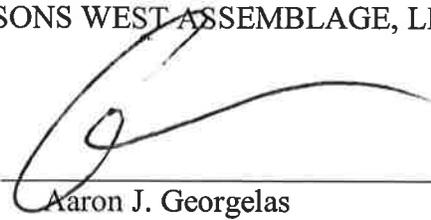
9. COUNTERPARTS

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 but one in the same instrument.

APPLICANT/TITLE OWNER OF TAX MAP 29-1
((25)) 1

TYSONS WEST ASSEMBLAGE, LLC

By: _____

A handwritten signature in black ink, appearing to read 'Aaron J. Georgelas', written over a horizontal line.

Aaron J. Georgelas
Its: Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 29-1 ((25)) 2

MCIMETRO ACCESS TRANSMISSION
SERVICES OF VIRGINIA, INC.


By: JOHN M. NAZQUEZ
Its: SVP

[SIGNATURES END]