



COUNTY OF PRINCE WILLIAM

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PLANNING
OFFICE

Stephen K. Griffin, AICP
Director of Planning

January 25, 2008

STAFF REPORT

Proffer Amendments #PLN2005-00598, Hersch/Weaver Proffer Amendment, #PLN 2005-00599, Dieca Communications Proffer Amendment and #PLN2005-00600, Sowder Proffer Amendment (Brentsville Magisterial District)

Planning Commission Public Hearing Date: February 6, 2008

Staff Recommendation: Approval

I. Background is as follows:

A. Request - This is a three part request:

- 1) to amend the proffers of PRA #PLN2002-00343 (Hersch/Weaver), to remove existing conflicts with the Technology Overlay District;
- 2) to amend the proffers of REZ #00-0001 (Dieca), to remove existing conflicts with the Technology Overlay District; and
- 3) to amend the proffers of REZ #00-0001 (Sowder), to remove existing conflicts with the Technology Overlay District.

B. Site Location - The Hersch/Weaver site is located at 10800 and 10680 University Boulevard (see maps in Attachment A). The site is identified on County maps as GPINs 7695-38-7611 and 7695-38-1764. The Dieca site is located in the southwest quadrant of the intersection of University Boulevard and Innovation Drive. The site is identified on County maps as GPIN 7695-09-7902. The Sowder site is on the west side of Hornbaker Road at its intersection with Nokesville Road. The site is identified on County maps as GPINs 7595-76-8519, 7595-84-2771, 7595-84-4125, 7595-74-5730, 7595-73-4226 (part), 7595-73-7881, 7595-83-2458 and 7595-83-9674. Note that the Sowder proffer amendment does not include Landbay 6, the R-16 portion of the original property.

C. Comprehensive Plan - The three sites are designated REC, Regional Employment Center, and is located in the Innovation Sector Plan. The Hersch/Weaver site is designated CR, Commercial/Retail. The Dieca site is designated EO, Employment Center Office/R&D. The Sowder site is designated EL, Employment Center Office R&D/Light Manufacturing, and CR, Commercial/Retail.

- D. Zoning –The three sites are zoned PBD, Planned Business District and are located in the TeOD, Technology Overlay District and the Manassas Airport Safety Overlay District. The Hersch/Weaver site is a ±20-acre site and is subject to the proffers approved with case PRA #PLN2002-00343. The Dieca site is a ±18-acre site and is subject to the proffers approved with case REZ #00-0001. The Sowder site is a ±146-acre site and is subject to the proffers approved with case REZ #00-0001.
- E. Surrounding Land Uses - The subject sites are surrounded by the Innovation Business Park containing light manufacturing and office uses. The Dieca site is adjacent to George Mason University. The Sowder site is also adjacent light manufacturing uses to the north and west and, to the south across Nokesville Road, commercial and light manufacturing uses.

II. Current Situation is as follows:

- A. Office of Planning Recommendation - The Office of Planning recommends approval of the PRA #PLN2005-00598, Hersch/Weaver Proffer Amendment, PRA #PLN 2005-00599, Dieca Communications Proffer Amendment and PRA #PLN2005-00600, Sowder Proffer Amendment, subject to the proffers dated November 1, 2007, found in Attachment C.
- B. Planning Commission Public Hearing - A public hearing before the Planning Commission has been advertised for February 6, 2008.

III. Issues in order of importance are as follows:

- A. Comprehensive Plan
 - 1. Long-Range Land Use - Are the proposed uses consistent with those uses intended by the REC designations?
 - 2. Level of Service (LOS) - How does these proposals address the Policy Guide for Monetary Contributions in effect June 1, 2004, the policy guide in effect upon acceptance of these applications?
- B. Community Input - Have members of the community raised any issues?
- C. Other Jurisdictional Comments - Have other jurisdictions raised any issues?
- D. Legal Uses of the Property - What uses are allowed on the properties? How are legal issues resulting from the Planning Commission action addressed?
- E. Timing – When must the Planning Commission take action on these applications?

IV. Alternatives beginning with the staff recommendation are as follows:

- A. Recommend approval of PRA #PLN2005-00598, Hersch/Weaver Proffer Amendment, PRA #PLN 2005-00599, Dieca Communications Proffer Amendment and PRA #PLN2005-00600, Sowder Proffer Amendment, subject to the proffers dated November 1, 2007, found in Attachment C.
1. Comprehensive Plan Consistency Analysis:
 - a) Long-Range Land Use – These sites are designated REC on the Long-Range Land Use Map, and are located in the Innovation Sector Plan area. This proposal does not affect the long-range land use; however, approval of the amended proffers will remove existing conflicts with the TeOD and simplify land use regulations in Innovation.
 - b) Level of Service (LOS) - The proposed proffer amendments are for targeted or desirable land uses as identified by the Policy Guide for Monetary Contributions. The existing proffers included as part of these cases include LOS contributions based on the LOS policy in effect at the time the original rezonings were approved.
 2. Community Input - These applications has been transmitted to adjacent property owners within 200 feet. As of the date of this report, the Planning Office has not received any written input from surrounding property owners. Staff has communicated verbally with some adjacent property owners and is working directly with owners of the property subject to the proffers to obtain their final written approval.
 3. Other Jurisdictional Comments - The City of Manassas has provided no comments on the proposals.
 4. Legal Uses of the Property – Those uses allowed in the PBD zoning district and the TeOD, Technology Overlay District would be permitted, subject to the revised proffers. Legal issues resulting from Planning Commission action are appropriately addressed by the County Attorney’s office.
 5. Timing - The Planning Commission has 90 days from February 6, 2008, the first public hearing date, to take action on these proposals. Approval of the proffer amendments would meet the 90-day requirement.
- B. Recommend denial of PRA #PLN2005-00598, Hersch/Weaver Proffer Amendment, PRA #PLN 2005-00599, Dieca Communications Proffer Amendment and PRA #PLN2005-00600, Sowder Proffer Amendment.

1. Comprehensive Plan
 - a) Long-Range Land Use - If these applications are denied, the land use designation of the site would remain REC, Regional Employment Center and the properties would continue to be located in the Innovation Sector Plan area. The zoning classifications would remain PBD, Planned Business District and continue to be located in the TeOD, Technology Overlay District.
 - b) Level of Service - Denial would not have any impact on the existing level of service.
2. Community Input - Notice of these applications has been transmitted to adjacent property owners within 200 feet. As of the date of this report, the Planning Office has not received any written input from surrounding property owners. Staff has communicated verbally with some adjacent property owners and is working directly with owners of the property subject to the proffers to obtain their final written approval.
3. Other Jurisdictional Comments - The City of Manassas has provided no comments on the proposals.
4. Legal Uses of the Property - The proffer amendment sites could be developed with uses permitted in the PBD zoning district and TeOD, Technology Overlay District, subject to the existing proffers. Legal issues resulting from Planning Commission action are appropriately addressed by the County Attorney's office.
5. Timing - The Planning Commission has 90 days from February 6, 2008, the first public hearing date, to take action on these proposals. Denial of the rezoning would meet the 90-day requirement.

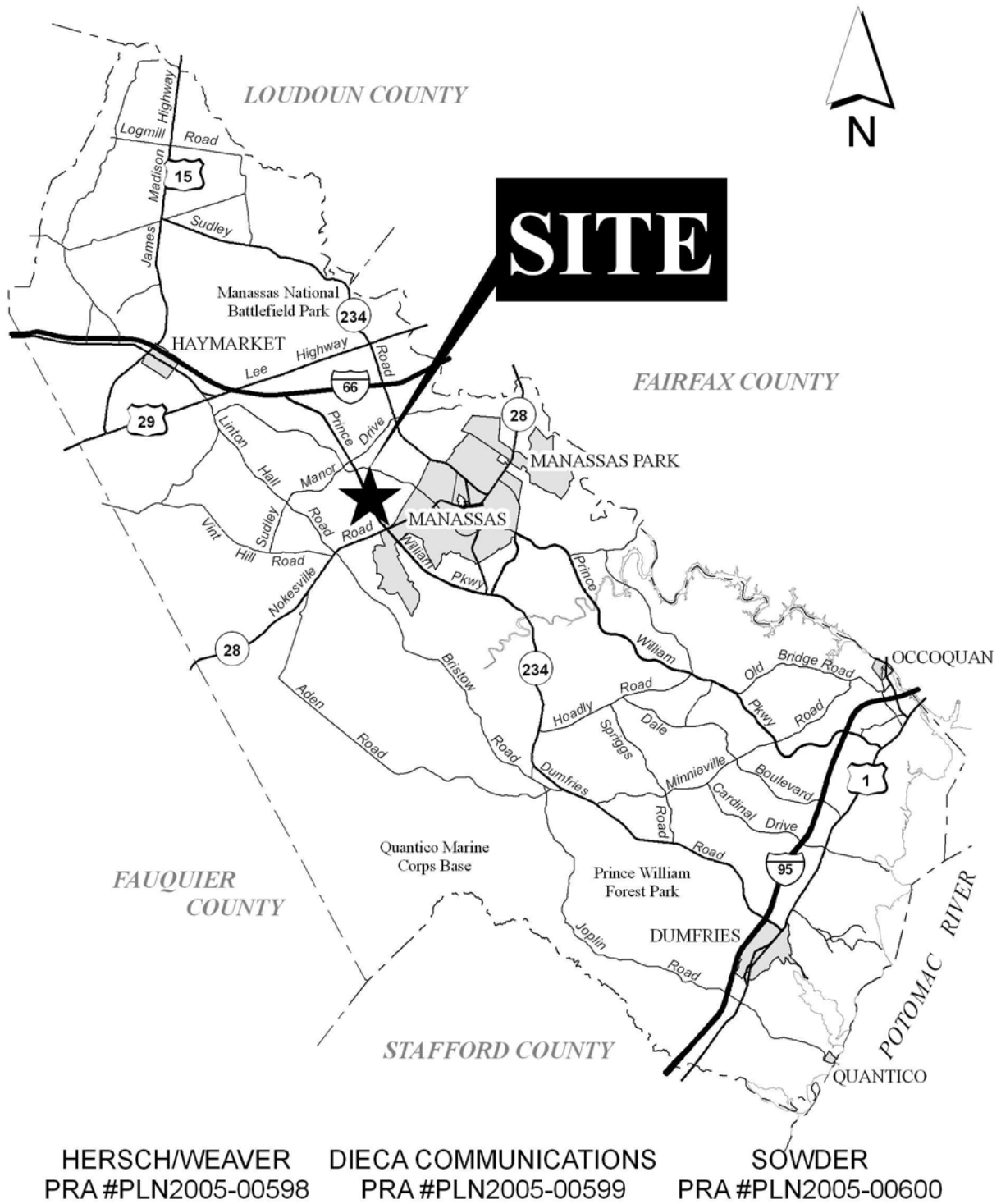
V. **Recommendation** is that the Planning Commission accept Alternative A and recommend approval of PRA #PLN2005-00598, Hersch/Weaver Proffer Amendment, PRA #PLN 2005-00599, Dieca Communications Proffer Amendment and PRA #PLN2005-00600, Sowder Proffer Amendment, subject to the proffers dated November 1, 2007.

Staff: Matthew D. Arcieri, AICP, X4279

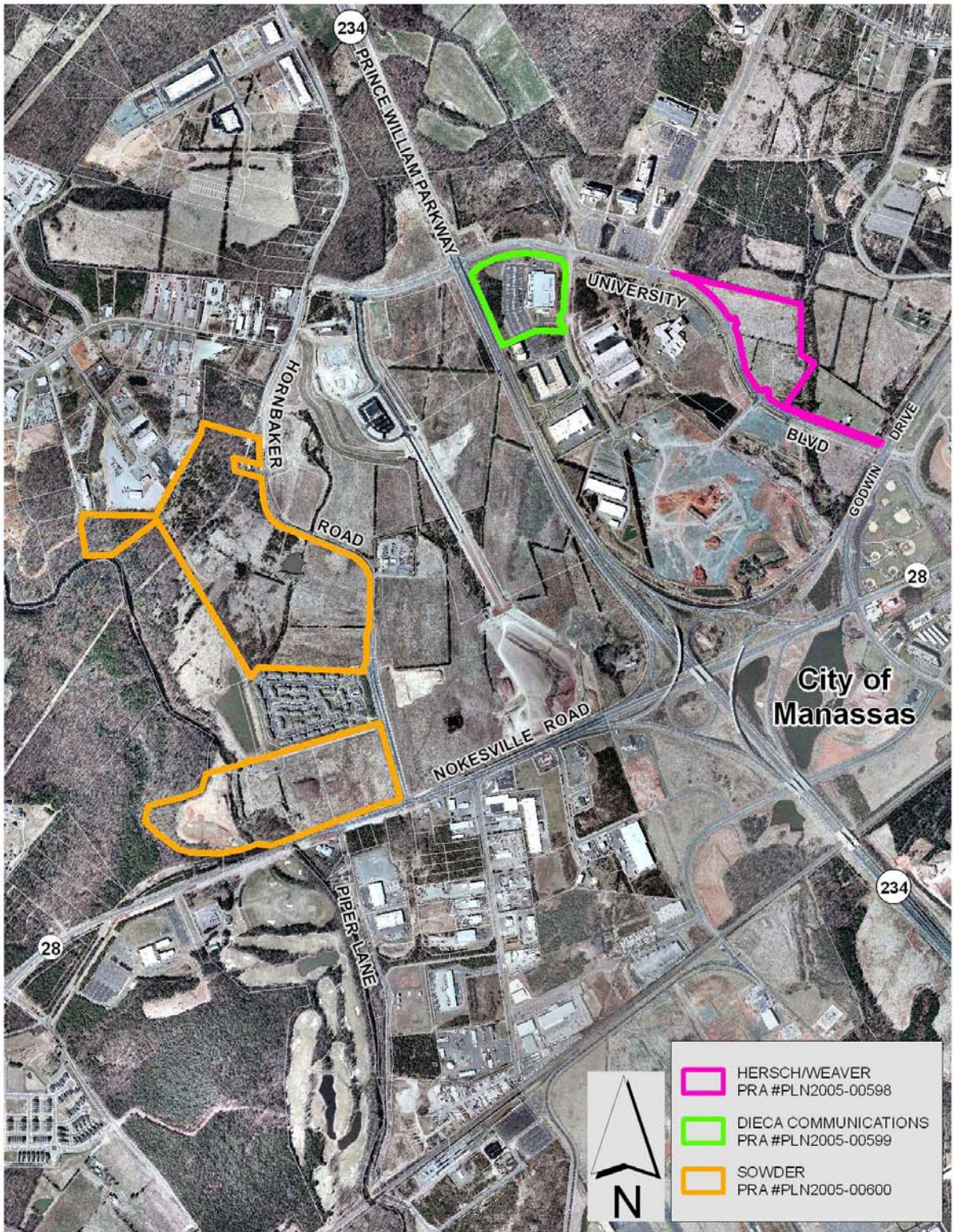
Attachments

- A. Area Maps
- B. Staff Analysis
- C. Proffer Statements & GDP
- D. BOCS Resolutions Initiating Amendments to the Proffers

Attachment A – Maps
VICINITY MAP

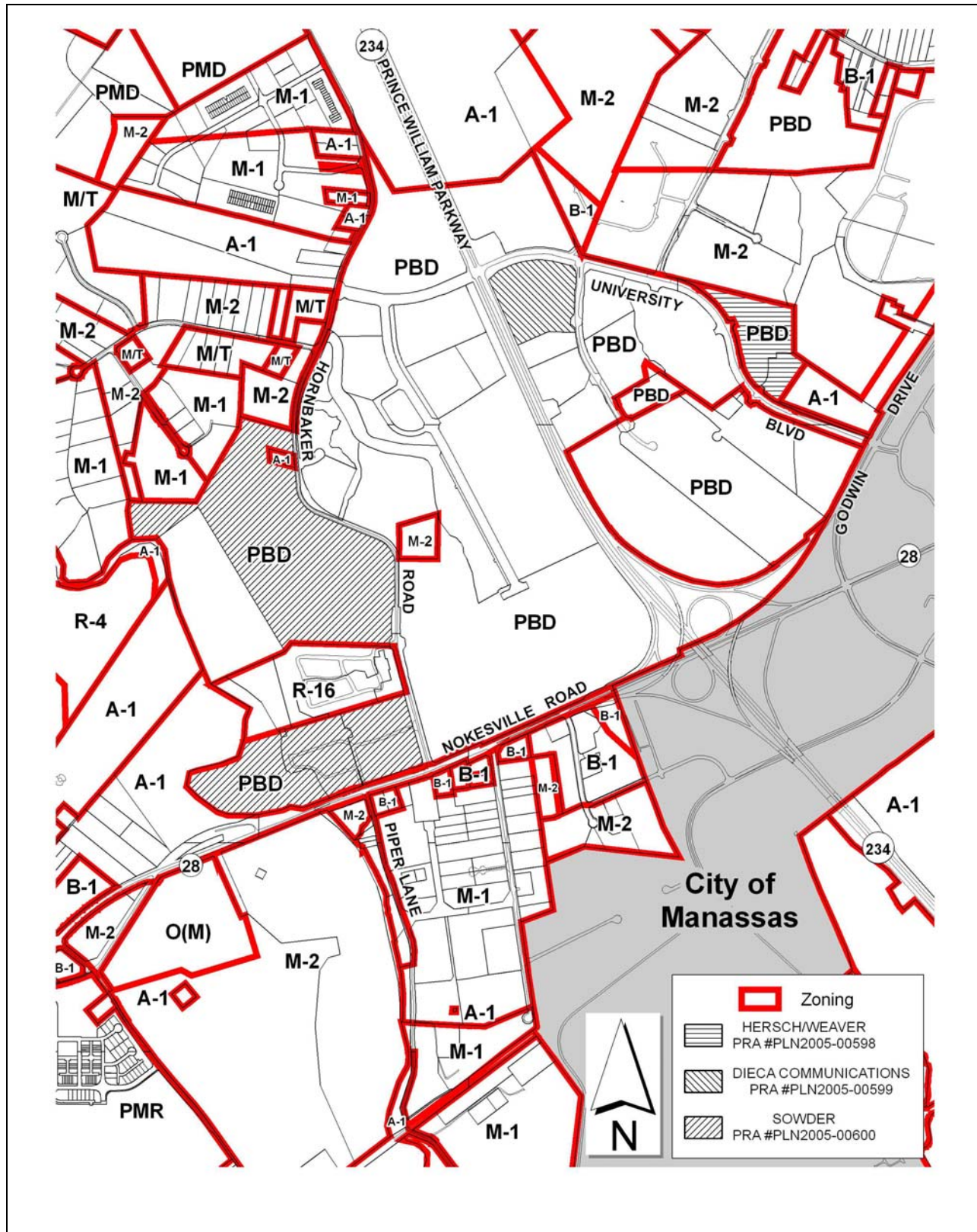


Attachment A – Maps
AERIAL MAP

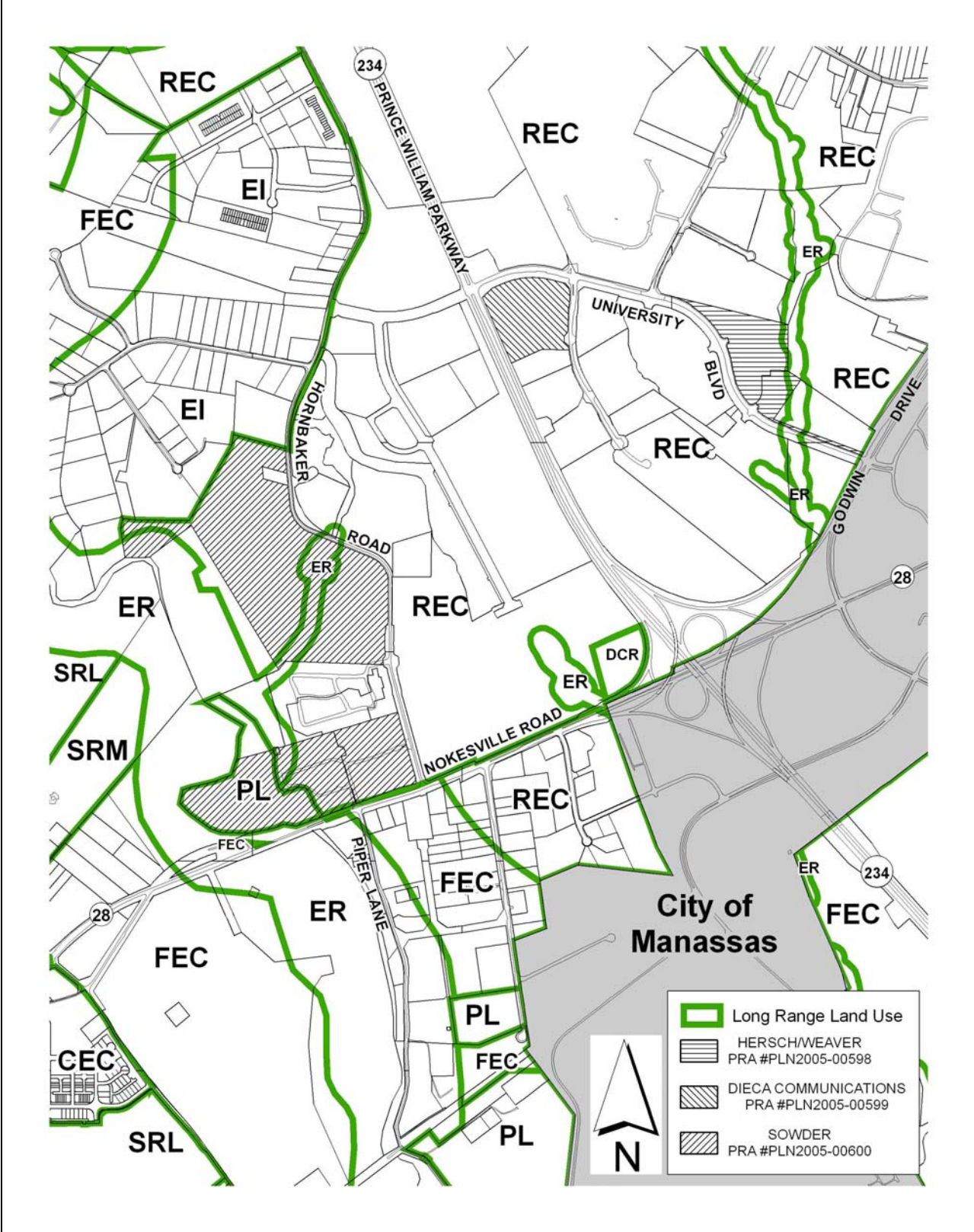


PRA #PLN2005-00598, Hersch/Weaver Proffer Amendment, PRA #PLN 2005-00599, Dieca Communications Proffer Amendment and PRA #PLN2005-00600, Sowder Proffer Amendment
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**Attachment A – Maps
EXISTING LAND USE AND ZONING MAP**



**Attachment A – Maps
LONG-RANGE LAND USE MAP**



Part I. Summary of Comprehensive Plan Consistency

Staff Recommendation: Approval

The following is a summary of staff’s analysis of these proffer amendment requests. This analysis is based on the relevant Comprehensive Plan action strategies, goals, and policies. A complete analysis is provided in Part II of this report.

<u>Plan</u>	<u>Consistency</u>	<u>Reasons</u>
Long-Range Land Use	Yes	These sites are designated REC on the Long-Range Land Use Map, and is located in the Innovation Sector Plan. This proposal does not affect the long-range land use; however, approval of the amended proffers will remove existing conflicts with the TeOD and simplify land use regulations in Innovation.

Part II. Comprehensive Plan Consistency Analysis

The following table summarizes the area characteristics (see maps in Attachment A):

Direction	Land Use	Long Range Future Land Use Map Designation	Zoning
North	<i>Hersch/Weaver: Vacant</i> <i>Dieca: Vacant/George Mason University</i> <i>Sowder: Vacant</i>	<i>Hersch/Weaver: REC</i> <i>Dieca: REC</i> <i>Sowder: EI & ER</i>	<i>Hersch/Weaver: M-2 & A-1</i> <i>Dieca: PBD & B-1</i> <i>Sowder: A-1, M-1 & M-2</i>
South	<i>Hersch/Weaver: Office/light manufacturing</i> <i>Dieca: Office/light manufacturing</i> <i>Sowder: Across Nokesville Road – Commercial/Light manufacturing</i>	<i>Hersch/Weaver: REC</i> <i>Dieca: REC</i> <i>Sowder: FEC & ER</i>	<i>Hersch/Weaver: PBD & A-1</i> <i>Dieca: PBD</i> <i>Sowder: M-1, B-1 & M-2</i>
East	<i>Hersch/Weaver: Vacant</i> <i>Dieca: Office/light manufacturing</i> <i>Sowder: Across Hornbaker Road - Office/light manufacturing/vacant</i>	<i>Hersch/Weaver: REC & ER</i> <i>Dieca: REC</i> <i>Sowder: REC</i>	<i>Hersch/Weaver: M-2 & A-1</i> <i>Dieca: PBD</i> <i>Sowder: PBD & M-2</i>
West	<i>Hersch/Weaver: Office/light manufacturing</i> <i>Dieca: Office/light manufacturing</i> <i>Sowder: Vacant/light manufacturing</i>	<i>Hersch/Weaver: REC</i> <i>Dieca: REC</i> <i>Sowder: EI, ER, SRM & SRL</i>	<i>Hersch/Weaver: PBD</i> <i>Dieca: PBD</i> <i>Sowder: PBD, A-1, & M-1</i>

Long-Range Land Use Plan Analysis

Through wise land use planning, the County ensures that landowners are provided a reasonable use of their land while the County is able to judiciously use its resources to provide the services for residents and employers’ needs. The Long Range Land Use Plan sets out policies and action strategies that further the County’s goal of providing a land use pattern that encourages fiscally sound development and achieves a high quality living environment. In addition to delineating land use designations on the Long Range Land Use Map, the plan includes recommendations relating to ensuring adequate land for economic development opportunities, providing for a diverse housing market, protecting against the encroachment of incompatible land uses, encouraging infill

Attachment B - Staff Analysis

development within the development area, protecting environmentally sensitive lands, promoting mixed use development where appropriate, encouraging the provision of adequate public facilities for existing and planned development, preserving valuable open space and environmental resources, encouraging higher density development near existing and future transit facilities, and utilizing the sector planning process to provide more detailed recommendations where appropriate.

These sites are located within the development area of the County and is classified REC, Regional Employment Center, and is located in the Innovation Sector Plan designated as EO, Employment Center Office/R&D, EL, Employment Center Office R&D/Light Manufacturing, and CR, Commercial/Retail. The following table summarizes the uses and densities intended within the REC and EO, EL and CR designations:

Long-Range Land Use Plan Classification	Land Uses Intended
REC	<p>Regional Employment Center (REC). The purpose of the Regional Employment Center classification is to provide for areas located close to and/or with good access from an interstate highway where intensive regional employment uses are to be located. REC projects* should be planned and developed in a comprehensive, coordinated manner. Primary uses in the REC are mid-rise and/or high-rise office (including government offices—particularly those for Prince William County agencies), research and development facilities, lodging, and mixed-use projects. Retail, retail service and/or residential uses shall represent no greater than 25 percent of the total REC project area. Retail and retail service use(s) shall be so located within a building or on a site that their primary purpose is to support the needs of those employed within that REC project or living or working within the mixed-use building(s). Drive-in/drive-through uses are discouraged. Shared/structured parking is encouraged. The acceptable housing type within any mixed-use REC project is multifamily, at a density of 16-30 dwelling units per gross acre, less the ER, Environmental Resource, designated portion of a property. Development in REC projects shall occur according to a phasing plan, described in Action Strategy 31 of this chapter. The intent of the phasing plan is that mixed, employment and residential and/or retail uses shall be provided at every stage of the project’s development. Office development in REC areas is encouraged to be in accordance with the <i>Illustrative Guidelines for Office Development</i>, provided as a supplement to the Community Design Plan chapter of the Comprehensive Plan and available from the Planning Office. A minimum office building height of 4-6 stories is preferred.</p> <p>* In all instances, a “project” or “project area” is defined as the boundary of a rezoning or special use permit request.</p>

Attachment B - Staff Analysis

EO	<p>Preferred Land Use Character: Suburban feel, low-rise buildings, surface parking, suburban open space.</p> <p>Preferred Uses: Office, office-oriented R&D, labs.</p> <p>Preferred Density Range: 0.30 FAR minimum to 0.50 FAR maximum.</p> <p>Preferred Building Height Range: 30 - 75 feet</p>
EL	<p>Preferred Land Use Character: Suburban feel, low-rise buildings, surface parking, suburban open space.</p> <p>Preferred Uses: Industrially-oriented R&D, flexible-use space (mix of office, R&D labs, assembly and/or storage), light manufacturing, office-oriented R&D, office.</p> <p>Preferred Density Range: 0.30 FAR minimum to 0.50 FAR maximum.</p> <p>Preferred Building Height Range: 30 - 75 feet</p>
CR	<p>Preferred Land Use Character: Suburban feel, low/mid-rise buildings, surface parking, suburban open space.</p> <p>Preferred Uses: Retail, hotel, professional office.</p> <p>Preferred Density Range: 0.20 FAR minimum to 0.40 FAR maximum.</p> <p>Preferred Building Height Range: 30 - 70 feet</p>

The Hersch/Weaver site is located at 10800 and 10680 University Boulevard. The Dieca site is located in the southwest quadrant of the intersection of University Boulevard and Innovation Drive. The Sowder site is on the west side of Hornbaker Road at its intersection with Nokesville Road.

The site is located at the northeast quadrant of the intersection of Nokesville Road and the Prince William Parkway. The site is zoned PBD, Planned Business District and is located in the TeOD, Technology Overlay District. The Hersch/Weaver site is a ±20-acre site and is subject to the proffers approved with case PRA #PLN2002-00343. The Dieca site is a ±18-acre site and is subject to the proffers approved with case REZ #00-0001. The Sowder site is a ±146-acre site and is subject to the proffers approved with case REZ #00-0001. Note that the Sowder proffer amendment does not include Landbay 6, the R-16 portion of the original property.

This is a three part request:

- 1) to amend the proffers of PRA #PLN2002-00343 (Hersch/Weaver), to remove existing conflicts with the Technology Overlay District;
- 2) to amend the proffers of REZ #00-0001 (Dieca), to remove existing conflicts with the Technology Overlay District; and
- 3) to amend the proffers of REZ #00-0001 (Sowder), to remove existing conflicts with the Technology Overlay District.

Attachment B - Staff Analysis

On September 6, 2005, the Board of County Supervisors adopted ZTA #PLN2005-00538, Technology Overlay District, to create the Technology Overlay District in order to facilitate development consistent with the Innovation Sector Plan. As a result of this action, the TeOD now regulates uses within Innovation, making the use regulations contained within the proffers both redundant and conflicting with the TeOD.

The Board of County Supervisors initiated amendments to the proffers for Hersch/Weaver, Dieca Communications and Sowder, on June 7, 2005 (see Attachment D) to bring the Declaration into conformance with the TeOD. The proposed amendments to the proffers, found in Attachment C, would remove the list of subordinate and prohibited uses that conflict with the Zoning Ordinance. Uses would continue to be controlled by the property's zoning and the TeOD.

Proposal's Strengths

- Long-Range Land Use Plan - The site is designated REC on the Long-Range Land Use Map, and is located in the Innovation Sector Plan area. This proposal does not affect the long-range land use; however, approval of the amended proffers will also remove existing conflicts with the TeOD and simplify land use regulations in Innovation.
- Zoning - The existing PBD zoning district is consistent with the REC designation.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Long-Range Land Use Plan.

Materially Relevant Issues

This section of the report is intended to identify issues raised during the review of the proposals, which are not directly related to the policies, goals, or action strategies of the Comprehensive Plan, but which are materially relevant to the County's responsibilities in considering land use issues. The materially relevant issues in these cases are as follows:

- None identified.

Minimum Design Criteria

Staff and other agencies that have reviewed the proposals noted the following minimum design criteria. The development proposal will be reviewed for compliance with all minimum standards at the time that the applicant submits detailed site development information prior to the issuance of construction permits. The listing of these issues is provided to ensure that these concerns are a part of the development record. Such issues are more appropriately addressed during the site plan review.

- None identified.

Agency Comments

The following agencies have reviewed the proposals and their comments have been summarized in relevant Comprehensive Plan chapters of this report. Individual comments are in the case file in the Office of Planning:

Economic Development
Planning Office, Case Manager

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Hersch/Weaver
Proposed Proffers dated November 1, 2007

HERSCH/WEAVER PROFFER STATEMENT

Rezoning Number: ~~PRA #PLN2002-00343~~ PRA #PLN2005-00598

Amendment to Rezoning: ~~#89-39/Aaronson~~
~~#00-0001/Hersch Weaver~~
PRA #PLN2002-00343

Owner/Applicant: ~~Prince William, LLC, et al./Eli Lilly and Company~~

Property: \pm 19.1560 Acres, Prince William County, Virginia

Tax Map/GPIN References: ~~7695-38-5145 (pt); 7695-37-5389~~ 7695-38-1764, 7695-38-7611

Brentsville Magisterial District

Date: ~~July 17, 2002~~ November 1, 2007

The undersigned Applicant and/or Assigns (the "Applicant") hereby proffers that the use and development of the subject Property/Properties ("Property" or "Properties") shall be in strict accordance with the following proffers or development conditions and shall supersede any and all other proffers made prior hereto on all or any part of the subject Property by Applicant or others. In the event the referenced rezoning is not granted as applied for by Applicant, then these proffered conditions shall be deemed withdrawn and null and void. The headings of the proffers set forth below have been prepared for convenience of reference only and shall not control or affect the meaning nor shall the headings be taken as an interpretation of any provision of the proffers. All improvements, to include monetary obligations, proffered herein shall be provided by the Applicant at the time of final site plan approval by Prince William County for development of that portion of the site adjacent to or on which the improvement is located or which is subject to the monetary contribution, or at the time development causes the need for mitigation, unless otherwise specified herein.

References to "Innovation", "Innovation Properties", "Innovation Owner/Applicant" or "Innovation Owners" in the proffers shall refer to all Innovation owners and their properties formerly rezoned as Broadview Centre totaling \pm 888.36 acres of land ("Innovation"), including the land currently owned by the Board of County Supervisors of Prince William County, but these proffers shall not apply to such land. References to "County Property" or "Prince William County

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Property” shall refer to land now owned by Prince William County formerly rezoned as Broadview Centre.

It is the intent of these proffers that the owner(s)/applicant(s) of Innovation be able to develop their individual properties without dependence on any of the other owner(s)/applicant(s) within Innovation. In the event one owner/applicant does not perform proffers as set forth herein, it shall in no way affect the other owner(s)/applicant’s ability to develop their properties pursuant to the subject zoning. If at a future date, one owner desires to amend the proffers that affect all or a portion of his/her property, he/she shall be able to do so without the consent of the other owners of property in Innovation.

The subject Property will be developed in general conformance with the Master Zoning Plan (“MZP”) prepared by Dewberry & Davis, dated September 19, 1999 as revised through ~~July 17, 2002~~ August 19, 2007. The exact boundary and acreage of each land bay may be shifted to a reasonable degree at the time of site plan submission for each land bay in order to accommodate engineering or reasonable design considerations.

I. PERMITTED USES, SUBORDINATE USES, ANCILLARY PERMITTED USES AND PROHIBITED USES

1. Specialty Retail and Office/Flex Land Bays

A. Principal Uses:

- (1) ~~Principal Use shall mean the primary activity or structure for which a Lot is used, as permitted by the Declaration (as defined in Article H.1.).~~
- (2) ~~Land Bays 29 and 30 are zoned PBD, RC1/OC3, B-1, O/F, O(H) (formerly PBD, RC1/OC3) and is located in the TeOD, Technology Overlay District (“Retail Office/Flex Areas/Hotel Area”). Uses (Principal Uses”) such as, but not limited to the following, shall be permitted subject to Zoning Ordinance requirements for Special Use Permits, Provisional Use Permits and/or Ancillary Uses: All by-right uses, secondary uses and Special Use Permit uses set forth in the~~

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Zoning Ordinance shall be permitted in the Retail Office/Flex Areas/Hotel Area in accordance with Zoning Ordinance requirements, except as modified or prohibited in the PBD zoning designation and the TeOD.

1. ~~Assembly (non-HAZMAT)~~
2. ~~Child care facility~~
3. ~~Data and computer services~~
4. ~~Electronic component assembly and repair~~
5. ~~Financial institution~~
6. ~~Offices~~
7. ~~Medical or dental office or clinic~~
8. ~~Package, telecommunications and courier services~~
9. ~~Research and Development~~
10. ~~Restaurant, full service~~
11. ~~One Shopping Center B with a maximum of 65,000 gross square feet shall be allowed in Land Bay 30 in general accordance with "Specialty Retail Exhibit Innovation @ Prince William Land Bay 30," prepared by Dewberry & Davis and dated September 19, 1999, which exhibit is for illustrative purposes only. No individual retail use shall be greater than 30,000 square feet in area.~~
12. ~~Testing and experimental laboratories (provided that any hazardous material or process used in connection with such testing and experimental laboratory shall require a Special Use Permit).~~
13. ~~Trade, technical and vocational school~~
14. ~~One hotel, which may be an extended stay hotel, with a minimum of one hundred (100) rooms and up to a maximum of one hundred and fifty (150) rooms, shall be allowed,~~

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~~without a trade, conference or convention center in Land Bay 7. If the Hotel is developed as part of a combined retail/flex/hotel area, it shall be designed as an integral part of Land Bay 30. A hotel shall be defined as a place of lodging providing sleeping accommodations, which may include restaurants, cocktail lounges, meeting and banquet rooms and other retail and service shops. Such hotel shall have interior hallways only with no direct access by walkways exterior to the building. Development of a hotel on Land Bay 30 will result in a reduction of the overall maximum building area for Land Bay 30, as shown on the Density Table which appears below (“Density Table”), based upon the net land area of the hotel and its required parking and landscaping multiplied by a Floor Area Ratio of 0.269.~~

~~B. Uses allowed in a permitted Shopping Center~~

~~The following uses may only be located in the Shopping Center to be located in Land Bay 30, subject to any required Special Use Permits, Provisional Use Permits, or as Ancillary Uses in accordance with the Ordinance:~~

- ~~1. Adult day care facility~~
- ~~2. Alarm systems operation office~~
- ~~3. Antique shop~~
- ~~4. Apparel/clothing store~~
- ~~5. Art gallery (private)~~
- ~~6. Bakery, retail~~
- ~~7. Barber shop or beautician studio, tanning or toning salon~~
- ~~8. Bicycle sales, lease and service~~
- ~~9. Bookstore~~
- ~~10. Brewery and bottling associated with restaurant~~
- ~~11. Business school~~

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12. — Cafeteria/lunchroom/snack bar/automat
13. — Candy store
14. — Card, stationery and party supply store
15. — Catalog sales (without showroom)
16. — Catering, commercial (on or off premises)
17. — Child care facility
18. — Civic Club
19. — Clock shop, sales and service
20. — Commercial artist or photographer's studio
21. — Commercial bus station
22. — Commercial recreation facility (indoor)
23. — Computer store
24. — Copy shop
25. — Cultural arts center
26. — Department store, variety retail
27. — Drug store or pharmacy
28. — Dry cleaners, retail
29. — Farmer's market
30. — Florist, plant and gift shop
31. — Food store or grocery store (no individual use to exceed 20,000 square feet)
32. — Furniture sales or lease, with ancillary upholstery repair permitted
33. — Hardware store, no outdoor storage permitted
34. — Hobby and craft shop
35. — Home electronic sales, lease and service
36. — Household equipment and appliance sales, lease or service
37. — Institute for special education and training
38. — Interior design and decorating shop
39. — Jewelry and engraving store

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- 40. — ~~Laundromat~~
- 41. — ~~Live entertainment, dancing~~
- 42. — ~~Locksmith~~
- 43. — ~~Medical care facility, specialized~~
- 44. — ~~Medical or dental laboratory~~
- 45. — ~~Medical or dental office or clinic~~
- 46. — ~~Motor vehicle parts, retail~~
- 47. — ~~Music store~~
- 48. — ~~Newsstand~~
- 49. — ~~Office equipment sales, lease and service~~
- 50. — ~~Optical and eye care facility~~
- 51. — ~~Package, telecommunications, and courier service (overnight parking of more than 4 delivery vehicles will be prohibited)~~
- 52. — ~~Pet grooming services~~
- 53. — ~~Photographic processing laboratory~~
- 54. — ~~Photography retail store~~
- 55. — ~~Private recreational facility~~
- 56. — ~~Quick service food store (not free-standing)~~
- 57. — ~~Recording studio~~
- 58. — ~~Restaurant, full service~~
- 59. — ~~Restaurant, limited service~~
- 60. — ~~Retail store~~
- 61. — ~~School of special instruction~~
- 62. — ~~Shoe store, sales and repair~~
- 63. — ~~Specialty food store~~
- 64. — ~~Sporting goods store~~
- 65. — ~~Stamp and coin shop~~
- 66. — ~~Tailor, seamstress shop~~
- 67. — ~~Theater (indoor)~~

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~~68. Video rental store~~

~~C. Subordinate Uses~~

~~The following Subordinate Uses shall be permitted only as Ancillary Uses in the Office/Flex Areas (Land Bayd 29 and 30), subject to the requirements of the Zoning Ordinance and to such further restrictions below, provided that the total combined square footage of all such uses does not exceed fifty percent (50%) of the total square footage of the entire building:~~

- ~~1. Ambulance service, commercial~~
- ~~2. Catalog sales, contractors, tradesman, or industrial equipment (without showroom)~~
- ~~3. Child care facility~~
- ~~4. Medical care facility, specialized~~
- ~~5. Recreational facility for employees~~
- ~~6. Watchman's dwelling~~
- ~~7. Wholesaling~~
- ~~8. Catering, commercial (off premises)~~

~~D. Prohibited Uses~~

~~The following uses are prohibited in the Hotel, Specialty Retail and Office/Flex Areas (Land Bays 29 and 30):~~

- ~~1. Ambulance service maintenance facility~~
- ~~2. Boat sales, rental or lease, storage, service or repair~~
- ~~3. Car wash, self service or not self service~~
- ~~4. Catalog sales (with showroom)~~
- ~~5. Catering, commercial (on premises)~~
- ~~6. College, university or seminary~~
- ~~7. Commercial parking~~
- ~~8. Commercial recreation facility (outdoor) including golf course~~
- ~~9. Company vehicle service facility~~
- ~~10. Crematory~~

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11. — ~~Feed and grain retail store~~
12. — ~~Flea market~~
13. — ~~Fraternity or sorority, ancillary to college (on-campus only)~~
14. — ~~Garden center~~
15. — ~~Gun shop~~
16. — ~~Heliport~~
17. — ~~Helistop, helipad (not ground level)~~
18. — ~~Helistop (ground level only)~~
19. — ~~Janitorial service~~
20. — ~~Home improvement center~~
21. — ~~Hospital~~
22. — ~~Kennel, commercial~~
23. — ~~Marina~~
24. — ~~Metal fabrication and signs~~
25. — ~~Mobile home and office sales, lease or service~~
26. — ~~Mortuary, funeral home or wedding chapel~~
27. — ~~Motorcycle sales, rental or lease and service~~
28. — ~~Motor vehicle fuel station~~
29. — ~~Motor vehicle impoundment yard~~
30. — ~~Motor vehicle parts, with service (limited)~~
31. — ~~Motor vehicle parts, with service~~
32. — ~~Motor vehicle repair~~
33. — ~~Motor vehicle sales, rental or lease (limited)~~
34. — ~~Motor vehicle sales, rental or lease (recreational)~~
35. — ~~Motor vehicle sales, rental or lease (unlimited)~~
36. — ~~Motor vehicle service (limited)~~
37. — ~~Motor vehicle service~~
38. — ~~Motor vehicle towing~~
39. — ~~Nursing or convalescent care facility~~

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- 40. — Private school
- 41. — Propane fuel sales, accessory only
- 42. — Publishing and printing
- 43. — Quick service food store (freestanding)
- 44. — Racetracks (equestrian)
- 45. — Racetracks (motorized vehicles)
- 46. — Radio or TV broadcasting station
- 47. — Railroad passenger station
- 48. — Shooting range
- 49. — Recycling collection point
- 50. — Restaurant, drive in/drive up or drive thru
- 51. — Secondary residential
- 52. — Self storage center
- 53. — Shopping Center B (prohibited only if over 65,000 and up to 150,000 gross square feet), C (from 150,000 up to and including 400,000 gross square feet) and D (over 400,000 gross square feet)
- 54. — Stadium, arena or amphitheater, indoor or outdoor
- 55. — Taxi and limousine dispatching service
- 56. — Taxi or limousine operations and service
- 57. — Theater (drive-in)
- 58. — Travel trailer and camp park (campground)
- 59. — Truck stop with related facilities
- 60. — Veterinary hospital
- 61. — Warehousing (non-HAZMAT)
- 62. — Water transportation facility

II. GENERAL DEVELOPMENT

- 1. Declaration of Covenants, Conditions and Restrictions

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The Applicant(s) shall develop a high quality business center on the Property to be known as “Innovation.” The Applicant and the County shall execute that certain Declaration for Innovation attached hereto which shall enforce standards for development, consistent with these proffers, and assure the quality of development, architectural compatibility, environmental protection and other elements of development control.

- A. The Declaration shall be executed after the final approval of the subject rezoning.
- B. The Declaration shall be recorded among the land records of Prince William County prior to the conveyance of any properties by any owner and as soon after the final approval of the rezoning as practicable.

2. Permitted Development

- A. Development within the Property, subject to compliance with all applicable County ordinances, requirements and individual site plan approvals, and subject to reasonable shift of boundary and acreage of each land bay as hereinbefore provided, shall be allowed in accordance with the attached Density Table (“Density Table”). The properties owned by the Applicant, on which the proffers of the subject rezoning apply, are located in Land Bays 29 and 30. The Applicant may amend the Density Table as it applies to Applicant’s Property during any future rezoning of any portion of Applicant’s Property without the consent of other landowners within Innovation.

Land Bay	Land Bay Use Designation	Land Bay Area (Gross Acres)	Land Bay Area (Net Acres)	Proposed Max Building Area (Sq. Footage)	Max. Ht. (Including Mech. Equip.)	Hotel (Maximum Rooms)
29	RC1/OC3 <u>B-1, O/F,</u> <u>O(H)</u>	3.79	1.3	15,233	70	N/A

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30	<u>RC1/OC3</u> <u>B-1, O/F,</u> <u>O(H)</u>	16.26	14.3	167,562	70	150
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B. The Declaration shall establish a Business Association (BA). The BA shall be funded by all owners of non-residential property within Innovation paying dues to the BA based on each owner’s pro-rata share of total land area and total building square footage, as set forth in the Declaration. The BA, in turn, shall:

- (1) Maintain all monitoring wells and provide access to the wells to the Health Department.
- (2) Appoint an Architectural Review Board (“ARB”). The ARB, in turn, shall review prior to plan submission and approval all:
 - (a) Site Plans;
 - (b) Architectural Design;
 - (c) Building Heights;
 - (d) Signage;
 - (e) Landscaping;
 - (f) Lighting;
 - (g) Trails and Sidewalks;
 - (h) Recreational Areas; and
 - (i) Stormwater management facilities for aesthetic review purposes only, not for “functional” or “engineering” purposes.
- (3) Perform other functions as the BA determines necessary and/or as set forth in the Declaration.

C. Each site plan submitted for development must include a certified tabulation as follows:

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- (1) Total square feet permitted to be developed within the Land Bay where the development is occurring: _____
- (2) Square footage previously approved for development in that Land Bay by the County: _____
- (3) Square footage included within the subject site plan: _____
- (4) Innovation Land Bay in which the subject site plan is located: _____
- (5) Square footage remaining in that Land Bay after the approval of the subject site plan (1-(2+3)=5): _____

3. Maximum Site Lot Coverage

Site Lot coverage shall not exceed seventy percent (70%) of net acreage on a site plan by site plan basis.

III. TRANSPORTATION

1. Traffic Impact Analysis

Applicant, on a site plan by site plan basis, shall provide an update and/or revision of the Traffic Impact Analysis (TIA) prepared by Prince William County at the time of rezoning.

2. Right-of-Way Dedications and Road Improvements

A. The Applicant shall provide, when applicable, its proportionate costs, dedication(s) of right(s)-of-way, and/or construction of roadway segments as set forth below and as determined by the updated TIA submitted at the time of site plan review and subject to approval by the County. A letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) shall be escrowed with the Prince William Board of County Supervisors at the time of final site plan approval and construction shall be completed at the time of site development, unless otherwise specified. "Frontage improvements" shall mean the construction of minimum entrance improvements, turn lanes, curb, gutter and sidewalks.

B. Transportation

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1. Traffic Impact Analysis

The TIA shall consider the transportation improvements necessary to mitigate the immediate and long-term impact of each site development on the roadways and intersections which such TIA deems impacted by the particular development. As used herein, “long-term impact” shall be considered assuming that Innovation is fully developed and occupied subject to and in accordance with the Innovation zoning conditions and the Declaration. However, mitigation shall not be required unless the TIA provided by the Applicant indicates that the impact of the site plan in question will result in a reduction of the Level of Service to less than “D”. In the event the impact does not reduce the Level of Service, no mitigation will be required. Mitigation shall be provided on a pro-rata basis using the traffic generated by the Applicant’s site in comparison to the traffic generated for the entire area using the roadway or intersection.

2. Right-of-Way Dedications and Road Improvements

A. At the time of site plan approval, Applicant shall agree, as a condition of site plan approval, to dedicate, bond and construct its portion of the roadway segments set forth below and as determined by the TIA.

- (1) There shall be one median crossover along the frontage of the Applicant’s Property at Land Bay 30 and one median crossover along the frontage of the Applicant’s Property at Land Bay 26, as shown on the MZP.

3. Internal Construction of Roadways and Interparcel Connectors.

Applicant shall be responsible for the construction of all circulation roads that are internal to Applicant’s Property in accordance with the

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MZP. If requested by the County Department of ~~Public Works~~ Transportation, the Applicant shall provide right-of-way and/or construction of interparcel connections between its Property and adjoining properties so long as the location of said interparcel connector does not adversely affect Applicant's ability to develop its Property in accordance with Applicant's proposed site plan. Some, but not necessarily all, potential interparcel connectors are shown on the MZP. Right-of-way dedication and construction of interparcel connectors shall not be made until the time of development of Applicant's Property.

4. Reimbursement Agreement. In the event Prince William County or VDOT or another Innovation Owner ("Constructing Owner") constructs any proffered road improvements or any road improvements required by this Proffer prior to the time an Owner is obligated to construct, such Owner ("Contributing Owner") agrees at the time it would have been required to construct such road improvements, to pay the Contributing Owner's portion of the costs of such construction, as determined by the Constructing Owner's contractor's price for such work, plus interest on such costs in the amount of six percent (6%) per year from the date of expenditure until paid in full. The Constructing Owner agrees that the Contributing Owner shall have the right to review and comment (but not have approval authority) on all designs and specifications for such construction, participate in the bidding for such construction as a contractor, and, in fact, construct such improvements if the Contributing Owner so desires at the time such improvements would have been constructed by the Constructing Owner. Notwithstanding any provision to the contrary, Applicant shall have no obligation to

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pay the County for construction of any road improvements relating to the Innovation Drive through the Applicant's Property.

5. Dedication. Applicant shall have no obligation to acquire off-site right-of-way or pay for public or governmental condemnation of right-of-way. Applicant shall be required to dedicate such portion of Applicant's Property as is necessary to accomplish the obligations set forth herein, at no cost or expense to the requesting party.

6. Signalization

A. Applicant shall be responsible for its pro-rata share, at the time of development of Applicant's Property, based on vehicle generation by use and by using the best matched use set forth in the ITE Manual as determined by the Prince William County Department of ~~Public Works~~ Transportation, for the development shown on the Density Table, of the cost of design and construction of the signal system at University Drive/North-South Connector.

B. The signal system(s) set forth above shall be installed at the time a signal is warranted or, if an escrow is created, the pro-rata share shall be escrowed, in the form of a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County), at the time of final site plan approval. Applicant's pro-rata share of the costs of constructing the signal systems referred to in item A above shall be equal to its proportionate share of the total vehicle trips on the roads, including future trips, included in TIA, generated by Innovation and adjacent properties, and including Prince William County's land. Such costs shall be determined by the actual construction costs of the signal system, if already constructed, or by the County's most

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current unit price list if not already constructed and shall be paid or escrowed, as the case may be, at the time of final approval of the site plan including the intersection warranting the signal.

7. Eminent Domain. In the event that off-site right-of-way is necessary for the construction of any of the public improvements as proffered by Applicant, Applicant shall make its good faith, best efforts (including a bona fide offer and payment of the fair market value for the necessary property, as determined by an appraiser licensed in Virginia, and expenditure of Applicant's other non-financial resources) to acquire at Applicant's expense or to cause to be donated all necessary right-of-way, including temporary construction easements, drainage easements, utility easements and other easements necessary to effectuate such construction of the proffered public improvements. In the event Applicant is unable to purchase or obtain right-of-way or easements necessary to construct proffered public improvements from the owners (other than Applicant or entities related to Applicant), the Applicant shall request the County to acquire the right-of-way and easements by means of its condemnation powers at Applicant's expense. Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. Said request shall be made to the appropriate County agency and shall be accompanied by the following:
 - A. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right-of-way and/or easements are sought.
 - B. Plats, plans and profiles showing the necessary right-of-way and/or easements to be acquired and showing the details of the

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proposed public improvements to be located on each such property.

- C. An independent appraisal of the value of the right-of-way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.
- D. A 60 year title search of each involved property.
- E. Documentation demonstrating to the County's satisfaction Applicant's good faith, best efforts to acquire the right-of-way and/or easements, at a cost of at least the appraised value of the involved property interests.
- F. A letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, plus the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof.
- G. An Agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in

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excess of the amount represented by the letter of credit or cash deposit within 15 days of the award.

IV. ENVIRONMENT

1. Floodplain

Any site plan submitted by the Applicant shall minimize, to the highest degree possible, any decrease in the efficiency of the floodplain located on Applicant's Property, provided, however, that Applicant shall have an absolute right to locate trails, utility lines, road crossings and storm water management facilities and ponds and any other necessary easement and utility lines within such floodplain. Buildings other than those needed for utility service shall not be located within such floodplain.

2. Tree Survey

A tree survey shall be undertaken on an individual site plan basis to identify all trees 10 inch caliper d.b.h. within the boundaries of any parcel. The tree survey will be used to assist in the location and layout of site features such as buildings, roadways and parking lots. A tree protection plan shall be provided with the site plan submission identifying locations of trees to be saved and methods and procedures for protection during construction. The tree survey and protection plan will be prepared in cooperation with the ~~Arborist's Office of Prince William County~~ Department of Public Works.

3. Stormwater Management

A. Subject to relocation based on final engineering design, the location of a Potential Regional Stormwater Management Pond is shown on the MZP. All stormwater management facilities shall be owned and maintained by the County. Applicant will work with the County to formulate a conceptual stormwater management plan that will include participation in the development of a regional stormwater management program utilizing shared facilities, if permitted, and providing for on-going monitoring of the quantities and quality of run-off. The Ponds will be constructed by

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Prince William County through the use of pro-rata share contributions based on property owner acreage in Innovation, and will be built in accordance with the Design and Construction Standards Manual (“DCSM”) so as to be available for use when ten per cent (10%) of the drainage shed has been developed. Stormwater management shall primarily be wet ponds and shall be designed so as to enhance the areas in which the Ponds are located. The design of all Ponds shall be approved by the ARB pursuant to the Declaration. If any such facility is built on Applicant’s property, Applicant will receive a one hundred percent (100%) credit for land dedicated for such use against minimum open space requirements of the Ordinance such as, but not limited to, green area calculations, F.A.R., etc. on the property from where the dedication of land was made. Dedication of land on the Applicant’s property shall be made at the time the County is ready to construct a stormwater management facility on the Applicant’s property.

- B. Applicant and each property owner in the watershed district, on a site by site basis, shall be allowed a temporary waiver of stormwater management requirements for the first ten percent (10%) of each drainage shed to be developed. At the time of Applicant’s site plan approval, Applicant shall provide its pro-rata share contribution in accordance with the DCSM toward the construction of the regional stormwater management pond referred to in subparagraph 3A preceding (“Pond”) to be used by the County to build and maintain the Pond as set forth below. The foregoing requirement for contribution shall be predicated upon the County having first given Applicant and each property owner required to make such contribution ninety (90) days advance notice and opportunity to review the design and projected construction costs of such Pond. The fact that a potential location for only one Pond is shown on the MZP does not preclude the possibility that another Pond may be located elsewhere on the County Property. Any land dedicated by Applicant for such Pond shall be valued at its fair market value and a credit for that amount shall be given when determining the Applicant’s pro-rata share contribution. Fair market value shall be determined by a Virginia-licensed appraiser acceptable to Applicant, and

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shall be determined without reference to sales by Prince William County or by an entity or agency related to or part of Prince William County of any land, sites, lots in Innovation Land Bays 1, 2, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19A, 20, 21A or the ATCC/County parcel. If Applicant is required to construct a Pond, Applicant shall be entitled to reimbursement from the County for all amounts expended for the construction of such Pond from the pro-rata share contributions received by the County from the other contributing owners in the watershed district, less such owner's pro-rata share, plus interest at the rate of six per cent (6.0%) per annum. Such reimbursement shall be paid by the County to the Applicant as payments are received from the other owners in the watershed district.

4. Health

A. Monitoring Wells

Monitoring wells, not to exceed one (1) in number, shall be placed or constructed on the Applicant's Property, as shown on the MZP, in order to provide the ability for the Health Department to perform water monitoring and testing. Existing wells may be utilized as monitoring wells if approved by the Health Department. Any existing wells if not used as monitoring wells or as part of the development, shall be capped and sealed in accord with County standards and procedures. The Applicant agrees to provide, at the time of approval of the first final site plan, its pro-rata share of a one-time total contribution of \$1,800.00 to the Health Department toward the monitoring of these facilities. The Health Department shall have the right to enter the Property at reasonable times to perform water monitoring and testing pursuant to this Proffer.

B. Spill Contingency

If any tenant, operator or owner handles or produces hazardous chemical wastes or petroleum products, the individual site owners and their operators shall be responsible for notifying the Fire Marshall's office in a timely

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manner in the event of a spill of any such hazardous chemical waste or petroleum products on the Project. The Applicant, tenant and/or operator shall assume full responsibility for all public expenses incurred in the clean-up of such products spilled, even if an on-site spill requires off-site cleanup. The owner, tenant and/or operators of the individual units within each site shall be solely responsible for any product spills from their respective sites. In addition, in the event of an on-site spill, the owner, tenant and/or operator causing such spill shall have the obligation to pay the sum of \$1,800.00 to the County Health Department to assist the department in defraying any required costs of well sampling. Each such owner, tenant and/or operator shall be advised by the owner of that entity's obligation to report the use and/or presence of any hazardous chemical waste or petroleum product to the appropriate state and county health departments. The Health Department shall have the right to enter the Property at reasonable times to perform water monitoring and testing pursuant to this proffer. A copy of a contingency plan acceptable to the Department of Fire and Rescue will be provided to the Business Association at the time of site plan approval.

C. Underground Petroleum Storage/High Contamination Uses

1. No underground tanks shall be located within one hundred (100) feet of the Broad Run floodplain.
2. Uses with high potential for contamination of the groundwater table shall be located at sites that are beyond one hundred (100) feet of the floodplain of Broad Run.
3. The Health Department shall have the reasonable right to enter the Property at reasonable times to sample wells pursuant to this Proffer.

5. Threatened, Rare and Endangered Species

The known locations of threatened, rare, and endangered species (plant and animal), as identified on the Prince William Sector Plan Threatened, Rare and Endangered Species study, will be identified relative to areas of disturbance at the time of site

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plan submission. All applicants will avoid clearing areas where said species exist or will provide acceptable techniques to relocate and/or otherwise mitigate the impacts of disturbance.

V. WATER AND SANITARY SEWER

1. Connection to Public Sewer and Water

All uses shall be connected to public water and sewer as a part of the development of the site.

2. Responsibility for Construction of Water and Sewer Lines to Provide Service to the Project

Each Owner shall be responsible for the design and construction of all on-site and off-site water and sanitary sewer lines necessary to provide service to its property in accordance with applicable Service Authority, County and state requirements. All lines shall be sized to serve the drainage shed in which they are located in accordance with the requirements of the Properties, but this proffered condition does not obligate the Applicant to construct any sewer or water lines with capacities greater than those required to serve its property, unless a mutually acceptable "Oversizing Reimbursement" Agreement is reached with the Service Authority.

VI. PARKS, TRAILS AND OPEN SPACE

1. A recreation and open space plan for both residential and non-residential development indicating facilities for use of employees and residents of the subject Property shall be provided with each site plan.

2. Trails or sidewalks required by the BA or ARB shall be constructed by the Owner/Applicant where those trails are on the Applicant's Property that is to be developed..

VII. CULTURAL RESOURCES

1. Historical Structures

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An architectural historian, or other qualified professional, shall be hired by the Applicant to record any existing buildings on Applicant's Property to be developed and provide the Prince William County Historical Commission with records to assist it in its listing of historical structures.

2. Archaeological Survey

Prior to site plan submission and on a site plan by site plan basis, Applicant shall complete a Phase I Archaeological Survey of any land to be developed. If determined necessary and based on the results of the Phase I survey, Applicant will perform a Phase II and/or Phase III investigation for significant sites prior to approval of site/subdivision plans for the affected parcel.

3. Cemetery Preservation

Cemeteries shall be preserved in their current state and in addition, a 25-foot buffer shall be provided adjacent to the perimeter of the cemetery, and a pedestrian access to the cemetery for family members shall be provided by the Applicant.

VIII. EASEMENTS

Applicant or any other Owner in Innovation shall grant utility easements or other easements necessary for the development of any property in Innovation. The following limitations and requirements must be observed by the Owner in Innovation requesting the easement over the property: The Innovation Owner or Owners requesting the easement grant shall (1) provide a copy of the proposed easement document and plat with at least forty-five (45) days written notice explaining the necessity of the proposed easement, (2) provide that the easement shall be of the minimum width required by the applicable governmental authority or utility company needing the easement and use commercially reasonable efforts to minimize any economic or aesthetic injury to the subject property, (3) locate the proposed easement as near to the property boundary perimeter as is possible and reasonable and (4) endeavor to locate the proposed easement in a manner that does not unreasonably interfere with the granting party's use or enjoyment of the property over which the easement is granted. No easement requested pursuant to this provision shall go through the building envelope of any

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property which has an approved site plan. Provided further that any disturbance or damage resulting from the exercise of the rights created by this paragraph shall be promptly repaired and the site restored to its original condition prior to such disturbance or damage by the requesting party. In any event, the cost of such repair and restoration shall be paid for by the party requesting the easement.

IX. ARCHITECTURE, LANDSCAPING, LIGHTING AND SIGNAGE

Applicant shall comply with the Guidelines adopted by the Business Association pursuant to the Declaration, and shall further comply with all other provisions of the Declaration as to landscaping, lighting, architecture and signage in connection with the development of Applicant's property and the construction of any structures and/or improvements thereon.

X. ARCHITECTURE

The Applicant's Land Bay 30 property is developed with a retail component as allowed under this Proffer Statement, the retail uses shall be designed as a focal point for retail services to support the University and the Planned Business District. The combination of office/flex, retail, and hotel uses shall complement each other and shall be planned so that reasonable pedestrian circulation may occur between all of the optional allowable uses in Land Bay 30. The Applicant shall supply a Land Bay 30 general conceptual layout with the submission of the final site plan. This general conceptual layout shall show the general location of anticipated future uses within Land Bay 30 and may be amended with each subsequent site plan submitted. The ARB will review the Land Bay 30 general conceptual layout with each submitted site plan and will have the authority to approve or recommend changes to the general conceptual layout.

XI. MONETARY CONTRIBUTIONS – FIRE AND RESCUE

The Applicant shall provide a monetary contribution to the Prince William Board of County Supervisors in the amount of Five Cents (\$0.05) per gross square foot of building at the time each of the Applicant's building permits are issued. This number shall increase by Five

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Percent (5%) on the Fifth (5th) anniversary of the effective date of this Proffer Statement and an additional 5% each Fifth (5th) anniversary of the effective date thereafter.

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DIECA COMMUNICATIONS, INC. PROFFER STATEMENT

~~Rezoning Number: 00-0001~~ PRA #PLN2005-00599
Amendment to ~~Rezoning: #89-39/Aaronson~~ REZ2000-0001
Owner: DIECA COMMUNICATIONS, INC.
Property: ±17.7267 acres Prince William County, Virginia
Zoning: PBD, O/F, O(H), M-2 (“~~formerly~~ OC3”/“IC1”) and TeOD
GPIN 7695-18-3523 (pt.) 7695-09-7902
Brentsville Magisterial District
Date: ~~January 31, 2000~~ November 1, 2007

The undersigned Property Owner and/or Assigns (the “Applicant”) hereby proffers that the use and development of the subject Property (“Property”) shall be in strict accordance with the following proffers or development conditions and shall supersede any and all other proffers made prior hereto on all or any part of the subject Property by Applicant or others. In the event the referenced rezoning is not granted as applied for by Applicant, then these proffered conditions shall be deemed withdrawn and null and void.

The headings of the proffers set forth below have been prepared for convenience of reference only and shall not control or affect the meaning nor shall the headings be taken as an interpretation of any provision of the proffers.

“Final Rezoning”, as the term is used herein, shall be defined as that zoning which is in effect on the day following the last day upon which the Prince William Board of County Supervisors’ decision granting the rezoning may be contested in the appropriate court or, if contested, the day following entry of a final court order affirming the decision of the Board of Supervisors which has not been appealed or, if appealed, the day following which the decision has been affirmed on appeal.

There is an approved site plan on the Property, identified as Prince William County File No. 00-00132R1, which shall govern current development on the Property. All future development/redevelopment of the Property, identified as part of Land Bay 18 on the Master Zoning Plan (“MZP”) prepared by Dewberry & Davis and dated September 19, 1999 and revised through August 29, 2007, shall be generally consistent with the MZP.

USES & SITE DEVELOPMENT

1. Uses

A. Principal Uses. Land Bay 18 is zoned PBD, O/F, O(H), M-2 (formerly PBD, OC3/IC1) and is located in the TeOD, Technology Overlay District. Uses set forth as by right uses, secondary uses, and special use permit uses, and ~~provisional use permit uses~~ in the Zoning Ordinance shall be so permitted on the Property except as modified or prohibited ~~herein below~~ in the PBD zoning designation or the TeOD (“Principal Uses”).

~~B. Subordinate Uses~~

~~Subordinate uses are supportive of Principal Uses in convenient locations on the Property. The following Subordinate Uses are permitted by right, special use permit, provisional use permit or ancillary to a permitted Principal Use subject to the provisions of the zoning ordinance on the Property as set forth in subparagraph 1.A immediately preceding provided that the total combined square footage of all such uses does not exceed fifty percent (50%) of the total square footage of the building.~~

- ~~(1) — Adult day care facility~~
- ~~(2) — Alarm systems operation, office~~
- ~~(3) — Barber shop or beautician studio, tanning or toning salon~~
- ~~(4) — Bookstore~~
- ~~(5) — Cafeteria/lunchroom/snack bar/automat~~
- ~~(6) — Candy store~~
- ~~(7) — Card, stationary and party supply store~~
- ~~(8) — Catalog sales; contractor’s, tradesman’s or industrial shop (with or without showroom)~~
- ~~(9) — Catalog sales (without showroom)~~
- ~~(10) — Catering, commercial (off premises)~~
- ~~(11) — Child care facility~~
- ~~(12) — Civic club~~
- ~~(13) — Commercial artist or photographer’s studio~~
- ~~(14) — Commercial bus station~~
- ~~(15) — Commercial recreation facility (indoor)~~
- ~~(16) — Computer store~~
- ~~(17) — Copy shop~~
- ~~(18) — Cultural arts center~~
- ~~(19) — Drug store or pharmacy~~
- ~~(20) — Dry cleaners, retail~~
- ~~(21) — Financial institution~~
- ~~(22) — Florist, plant and gift shop~~
- ~~(23) — Hobby and craft shop~~

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- ~~(24) — Home electronics sales, lease and service~~
- ~~(25) — Institute for special education and training~~
- ~~(26) — Janitorial services~~
- ~~(27) — Jewelry and engraving store~~
- ~~(28) — Locksmith~~
- ~~(29) — Medical care facility, specialized~~
- ~~(30) — Medical or dental laboratory~~
- ~~(31) — Medical or dental office or clinic~~
- ~~(32) — Music store~~
- ~~(33) — Newsstand~~
- ~~(34) — Office equipment sales, lease and service~~
- ~~(35) — Optical and eye care facility~~
- ~~(36) — Package, telecommunication and courier service~~
- ~~(37) — Photographic processing laboratory~~
- ~~(38) — Photography retail store~~
- ~~(39) — Private recreational facility~~
- ~~(40) — Publishing and printing~~
- ~~(41) — Quick service food store (not freestanding)~~
- ~~(42) — Recording studio~~
- ~~(43) — Recreational facility for employees~~
- ~~(44) — Restaurant, full service~~
- ~~(45) — Restaurant, limited service~~
- ~~(46) — School of special instruction~~
- ~~(47) — Indoor amphitheater~~
- ~~(48) — Tailor, seamstress shop~~
- ~~(49) — Theater (indoor)~~
- ~~(50) — Trade, technical or vocational school~~
- ~~(51) — Travel agency~~
- ~~(52) — Watchman's dwelling~~
- ~~(53) — Wholesaling~~

C. Prohibited Uses

The following uses are prohibited:

- ~~(1) — Ambulance service, commercial~~
- ~~(2) — Ambulance service maintenance facility~~
- ~~(3) — Apparel/clothing store~~
- ~~(4) — Art gallery (private)~~
- ~~(5) — Bakery, industrial~~
- ~~(6) — Bakery, retail~~
- ~~(7) — Carpet or flooring retail sales~~
- ~~(8) — Catalog sales (with showroom)~~
- ~~(9) — Catering, commercial (on premises)~~

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- ~~(10) — Church~~
- ~~(11) — Clock shop, sales and service~~
- ~~(12) — Cold storage facility (industrial)~~
- ~~(13) — Commercial kennel~~
- ~~(14) — Commercial parking~~
- ~~(15) — Commercial recreation facility (outdoor)~~
- ~~(16) — Company vehicle service facility~~
- ~~(17) — Contractor or tradesman's shop (limited) no trash removal service~~
- ~~(18) — Equipment storage, ancillary to contractor's or tradesman's shop; no trash or refuse service~~
- ~~(19) — Flea market~~
- ~~(20) — Fraternity or sorority~~
- ~~(21) — Furniture sales or lease~~
- ~~(22) — Greenhouse or nursery, wholesale~~
- ~~(23) — Gun shop~~
- ~~(24) — Hardware store~~
- ~~(25) — Heliport~~
- ~~(26) — Helistop, helipad (not ground level)~~
- ~~(27) — Helistop (ground level only)~~
- ~~(28) — Home Improvement Center~~
- ~~(29) — Hospital~~
- ~~(30) — Motel~~
- ~~(31) — Household equipment and appliance sales, lease or service~~
- ~~(32) — Institutional food service~~
- ~~(33) — Interior design and decorating shop~~
- ~~(34) — Laundromat~~
- ~~(35) — Lawn mower, sales, lease and service~~
- ~~(36) — Live entertainment, dancing~~
- ~~(37) — Manufacturing, musical instruments, toys~~
- ~~(38) — Marina~~
- ~~(39) — Metal fabrication and signs~~
- ~~(40) — Mortuary, funeral home or wedding chapel~~
- ~~(41) — Motor vehicle fuel station~~
- ~~(42) — Motor vehicle parts, retail~~
- ~~(43) — Nursing or convalescent care facility~~
- ~~(44) — Private school~~
- ~~(45) — Racetracks (equestrian)~~
- ~~(46) — Racetracks (motorized vehicles)~~
- ~~(47) — Radio or TV broadcasting station~~
- ~~(48) — Railroad passenger station~~
- ~~(49) — Range, shooting~~
- ~~(50) — Recyclable materials separation facility~~
- ~~(51) — Recycling collection point~~
- ~~(52) — Religious institution with related facilities excluding cemeteries~~

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- ~~(53) — Restaurant, drive in/drive up or drive thru~~
- ~~(54) — Self storage center~~
- ~~(55) — Shoe store, sales and repair~~
- ~~(56) — Specialty food store~~
- ~~(57) — Sporting goods store~~
- ~~(58) — Stamp and coin shop~~
- ~~(59) — Tack and leather goods store~~
- ~~(60) — Taxi and limousine dispatching service~~
- ~~(61) — Taxi or limousine operations and service~~
- ~~(62) — Tobacconist~~
- ~~(63) — Tool and equipment rental minor~~
- ~~(64) — Trade, convention or conference center~~
- ~~(65) — Veterinary hospital~~
- ~~(66) — Video rental store~~
- ~~(67) — Warehousing except for products assembled or manufactured on the premises~~
- ~~(68) — Water transportation facility~~

2. Declaration of Covenants, Conditions and Restrictions

Upon final rezoning of the Property as requested by the Applicant, the Applicant and the County shall execute that certain Declaration for Innovation @ Prince William dated January 17, 2000, incorporated herein by reference, which shall be recorded among the land records of Prince William County prior to conveyance of any portion of the Property and as soon after the final approval of the rezoning as practicable. Said Declaration shall be in the form referenced or as may be modified by agreement of all parties to said Declaration.

3. Development Parameters

Development of the Property, subject to compliance with all applicable County ordinances, requirements and individual site plan approvals, shall be allowed in accordance with the development parameters set forth below. The Applicant may amend the development parameters as they apply to the Property during any future rezoning of any portion of Applicant's Property without the consent of other landowners within Innovation.

- A. The maximum gross floor area of all buildings constructed on the Property shall not exceed 208,173 square feet.
- B. The maximum height of all buildings, including mechanical equipment, shall not exceed ~~seventy~~ ninety feet (~~70'~~ 90').
- C. The maximum site lot coverage shall not exceed seventy percent (70%).

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- D. At the time a site plan is submitted for the Property, the Applicant shall provide a tabulation on each such site plan which demonstrates compliance with the development parameters set forth above.
4. Interparcel Connection
- If requested by the Prince William County Department of ~~Public Works~~ Transportation, the Applicant shall provide an easement for an interparcel connection between the Property and the adjacent property to the south so long as the location of said interparcel connection does not adversely affect the Applicant's ability to develop its Property.

ENVIRONMENT

5. Spill Contingency
- If any tenant, operator or owner handles or produces hazardous chemical wastes or petroleum products, the individual site owners and their operators shall be responsible for notifying the Fire Marshal's office in a timely manner in the event of a spill of any such hazardous chemical waste or petroleum products on the Project. The Applicant, tenant and/or operator shall assume full responsibility for all public expenses incurred in the clean-up of such products spilled, even if an on-site spill requires off-site cleanup. The owner, tenant and/or operators of the individual units located on the Property shall be solely responsible for any product spills from their respective sites.
6. Tree Survey
- A tree survey shall be undertaken in connection with each site plan filed on the Property to identify all trees ten inch (10") caliper d.b.h. within the area covered by such site plan. The tree survey will be used to assist in the location and layout of site features such as buildings, roadways and parking lots. A tree protection plan shall be provided with the site plan submission identifying locations of trees to be saved and methods and procedures for protection during construction. The tree survey and protection plan will be prepared in cooperation with the ~~Arborist's Office~~ of Prince William County Department of Public Works.

WATER AND SANITARY SEWER

7. All uses shall be connected to public water and sewer as a part of the development of the site.
8. Applicant shall be responsible for the design and construction of all on-site water and sanitary sewer lines necessary to provide service to its property in accordance with applicable Service Authority, County and state requirements.

EASEMENTS

9. Applicant shall grant utility easements or other easements necessary for the development of any property in Innovation subject to the following limitations and requirements being observed by the property owner in Innovation requesting the easement over the Property: The owner or owners of property within Innovation requesting the easement grant shall (1) provide a copy of the proposed easement document and plat with at least forty-five (45) days written notice explaining the necessity of the proposed easement, (2) provide that the easement shall be of the minimum width required by the applicable government authority or utility company needing the easement and use commercially reasonable efforts to minimize any economic or aesthetic injury to the subject property, (3) locate the proposed easement as near to the property boundary perimeter as is possible and reasonable and (4) endeavor to locate the proposed easement in a manner that does not unreasonably interfere with the granting party's use or enjoyment of the property over which the easement is granted. No easement requested pursuant to this provision shall go through the building envelope of the Property based on an approved site plan. Provided further that any disturbance or damage resulting from the exercise of the rights created by this paragraph shall be promptly repaired and the site restored to its original condition prior to such disturbance or damage by the requesting party. In any event, the cost of such repair and restoration shall be paid for by the party requesting the easement.

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SOWDER PROFFER STATEMENT

~~Rezoning Number: 00-0001~~ PRA #PLN2005-00600

Amendment to ~~Rezoning: #89-39/Aaronson~~ REZ2000-0001

~~Owner/Applicant: B.G. Sowder, Trustee~~

Property: ~~±146181.1939~~ Acres, Prince William County, Virginia

Tax Map/GPIN References: ~~7595-73-6629, 7595-83-8156, 7595-93-1869, 7595-84-2001, 7595-84-0855, and 7595-76-7610~~ 7595-83-9674, 7595-83-2458, 7595-73-4226 (part), 7595-73-7881, and 7595-76-8519

Brentsville Magisterial District

Date: ~~January 17, 2000~~ November 1, 2007

The undersigned Applicant and/or Assigns (the “Applicant”) hereby proffers that the use and development of the subject Property/Properties (“Property” or “Properties”) shall be in strict accordance with the following proffers or development conditions and shall supersede any and all other proffers made prior hereto on all or any part of the subject Property by Applicant or others. In the event the referenced rezoning is not granted as applied for by Applicant, then these proffered conditions shall be deemed withdrawn and null and void. The headings of the proffers set forth below have been prepared for convenience of reference only and shall not control or affect the meaning nor shall the headings be taken as an interpretation of any provision of the proffers. All improvements, to include monetary obligations, proffered herein shall be provided by the Applicant at the time of final site plan approval by Prince William County for development of that portion of the site adjacent to or on which the improvement is located or which is subject to the monetary obligation, or at the time development causes the need for mitigation, unless otherwise specified herein.

References to “Innovation”, “Innovation Properties”, “Innovation Owner/Applicant” or “Innovation Owners” in the proffers shall refer to all Innovation owners and their properties formerly rezoned as Broadview Centre totaling ±888.36 acres of land (“Innovation”), including the land currently owned by the Board of County Supervisors of Prince William County, but these

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proffers shall not apply to such land. References to “County Property” or “Prince William County Property” shall refer to land now owned by Prince William County formerly rezoned as Broadview Centre.

It is the intent of these proffers that the owner(s)/applicant(s) of Innovation be able to develop their individual properties without dependence on any of the other owner(s)/applicant(s) within Innovation. In the event one owner/applicant does not perform proffers as set forth herein, it shall in no way affect the other owner(s)/applicant’s ability to develop their properties pursuant to the subject zoning. If at a future date, one owner desires to amend the proffers that affect all or a portion of his/her property, he/she shall be able to do so without the consent of the other owners of property in Innovation.

The subject Property will be developed in general conformance with the Master Zoning Plan (“MZP”) prepared by Dewberry & Davis, dated September 19, 1999 and revised through August 19, 2007. The exact boundary and acreage of each land bay may be shifted to a reasonable degree at the time of site plan submission for each land bay in order to accommodate engineering or reasonable design considerations.

I. **PERMITTED USES, SUBORDINATE USES, ANCILLARY PERMITTED USES AND PROHIBITED USES**

1. Tech-Flex Land Bays

A. Principal Uses:

Land Bays 3, 4 and 5, are zoned PBD, O/F, O(H), M-2 (formerly PBD, OC3/IC1) and are located in the TeOD, Technology Overlay District ~~PBD, OC3/IC1~~ (the “Tech-Flex Area”). All by-right uses, secondary uses, and Special Use Permit uses ~~and Provisional Use Permit uses~~ as set forth in the Zoning Ordinance for the PBD, ~~OC3/IC1~~ O/F, O(H), M-2 and TeOD designations shall be permitted as principal uses in the Tech-Flex Area in accordance with Zoning Ordinance requirements, except as modified or prohibited in the PBD zoning designation or the TeOD in this Paragraph 1 ~~herein below~~. It is intended that these Land Bays be generally developed for

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targeted industries as referenced in the Prince William Board of County Supervisors Resolution of March 2, 1999 (Res. No. 99-195), a copy of which is attached hereto as Exhibit "A", provided that this is an intent encouraging such industries and not a prohibition of uses not contained in the March 2, 1999 Resolution.

B. Subordinate Uses

~~Subordinate Uses are intended to allow uses which are supportive of targeted Principal Uses in locations convenient throughout the Tech Flex Area. The following Subordinate Uses are permitted by right, special use permit, provision use permit or ancillary to a permitted Principal Use subject to the provisions of the Zoning Ordinance in the Tech Flex Area as set forth in subparagraph A immediately preceding, provided that the total combined square footage of all such uses does not exceed fifty percent (50%) of the total square footage of the entire building:~~

- ~~1. Adult day care facility~~
- ~~2. Alarm systems operation, office~~
- ~~3. Barber shop or beautician studio, tanning or toning salon~~
- ~~4. Bookstore~~
- ~~5. Cafeteria/lunchroom/snack bar/automat~~
- ~~6. Candy store~~
- ~~7. Card, stationery and party supply store~~
- ~~8. Catalog sales; contractor's, tradesman's or industrial shop (with or without showroom)~~
- ~~9. Catalog sales (without showroom)~~
- ~~10. Catering, commercial (off premises)~~
- ~~11. Child care facility~~
- ~~12. Civic club~~
- ~~13. Commercial artist or photographer's studio~~
- ~~14. Commercial bus station~~

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15. — ~~Commercial recreation facility (indoor)~~
16. — ~~Computer store~~
17. — ~~Copy shop~~
18. — ~~Cultural arts center~~
19. — ~~Drug store or pharmacy~~
20. — ~~Dry cleaners, retail~~
21. — ~~Financial institution~~
22. — ~~Florist, plant and gift shop~~
23. — ~~Hobby and craft shop~~
24. — ~~Home electronics sales, lease and service~~
25. — ~~Institute for special education and training~~
26. — ~~Janitorial services~~
27. — ~~Jewelry and engraving store~~
28. — ~~Locksmith~~
29. — ~~Medical care facility, specialized~~
30. — ~~Medical or dental laboratory~~
31. — ~~Medical or dental office or clinic~~
32. — ~~Music store~~
33. — ~~Newsstand~~
34. — ~~Office equipment sales, lease and service~~
35. — ~~Optical and eye care facility~~
36. — ~~Package, telecommunications and courier service~~
37. — ~~Photographic processing laboratory~~
38. — ~~Photography retail store~~
39. — ~~Private recreational facility~~
40. — ~~Publishing and printing~~
41. — ~~Quick service food store (not freestanding)~~
42. — ~~Recording studio~~
43. — ~~Recreational facility for employees~~

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- 44. — ~~Restaurant, full service~~
- 45. — ~~Restaurant, limited service~~
- 46. — ~~School of special instruction~~
- 47. — ~~Indoor amphitheater~~
- 48. — ~~Tailor, seamstress shop~~
- 49. — ~~Theater (indoor)~~
- 50. — ~~Trade, technical or vocational school~~
- 51. — ~~Travel agency~~
- 52. — ~~Watchman's dwelling~~
- 53. — ~~Wholesaling~~

~~C. — Prohibited Uses~~

~~The following uses are prohibited:~~

- 1. — ~~Ambulance service, commercial~~
- 2. — ~~Ambulance service maintenance facility~~
- 3. — ~~Apparel/clothing store~~
- 4. — ~~Art gallery (private)~~
- 5. — ~~Bakery, industrial~~
- 6. — ~~Bakery, retail~~
- 7. — ~~Carpet or flooring retail sales~~
- 8. — ~~Catalog sales (with showroom)~~
- 9. — ~~Catering, commercial (on premises)~~
- 10. — ~~Church~~
- 11. — ~~Clock shop, sales and service~~
- 12. — ~~Cold storage facility (industrial)~~
- 13. — ~~Commercial kennel~~
- 14. — ~~Commercial parking~~
- 15. — ~~Commercial recreation facility (outdoor)~~
- 16. — ~~Company vehicle service facility~~
- 17. — ~~Contractor or tradesman's shop (limited) no trash removal service~~

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18. — ~~Equipment storage, ancillary to contractor's or tradesman's shop; no trash or refuse service~~
19. — Flea market
20. — Fraternity or sorority
21. — Furniture sales or lease
22. — Greenhouse or nursery, wholesale
23. — Gun shop
24. — Hardware store
25. — Heliport
26. — Helistop, helipad (not ground level)
27. — Helistop (ground level only)
28. — Home Improvement Center
29. — Hospital
30. — Motel
31. — Household equipment and appliance sales, lease or service
32. — Institutional food service
33. — Interior design and decorating shop
34. — Laundromat
35. — Lawn mower, sales, lease and service
36. — Live entertainment, dancing
37. — Manufacturing, musical instruments, toys
38. — Marina
39. — Metal fabrication and signs
40. — Mortuary, funeral home or wedding chapel
41. — Motor vehicle fuel station
42. — Motor vehicle parts, retail
43. — Nursing or convalescent care facility
44. — Private school
45. — Racetracks (equestrian)

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- 46. — ~~Racetracks (motorized vehicles)~~
- 47. — ~~Radio or TV broadcasting station~~
- 48. — ~~Railroad passenger station~~
- 49. — ~~Range, shooting~~
- 50. — ~~Recyclable materials separation facility~~
- 51. — ~~Recycling collection point~~
- 52. — ~~Religious institution with related facilities excluding cemeteries~~
- 53. — ~~Restaurant, drive-in/drive-up or drive thru~~
- 54. — ~~Self storage center~~
- 55. — ~~Shoe store, sales and repair~~
- 56. — ~~Specialty food store~~
- 57. — ~~Sporting goods store~~
- 58. — ~~Stamp and coin shop~~
- 59. — ~~Tack and leather goods store~~
- 60. — ~~Taxi and limousine dispatching service~~
- 61. — ~~Taxi or limousine operations and service~~
- 62. — ~~Tobacconist~~
- 63. — ~~Tool and equipment rental minor~~
- 64. — ~~Trade, convention or conference center~~
- 65. — ~~Veterinary hospital~~
- 66. — ~~Video rental store~~
- 67. — ~~Warehousing except for products assembled or manufactured on the premises~~
- 68. — ~~Water transportation facility~~

2. Retail/Office Flex

A. Principal Uses

Land Bay 7 is zoned PBD, ~~RC1/OC3~~, B-1 (formerly PBD, RC1) and is located in the TeOD, Technology Overlay District (“Retail/Office Flex Area”). ~~Uses such as, but not limited to the following, shall be permitted in~~

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~~the Retail/Office Flex Area, subject to Zoning Ordinance requirements for Special Use Permits, Provisional Use Permits and/or Ancillary Uses: All by-right uses, secondary uses and Special Use Permit uses set forth in the Zoning Ordinance shall be permitted in the Retail Office Flex Area in accordance with Zoning Ordinance requirements, except as modified or prohibited in the PBD zoning designation and the TeOD.~~

- ~~1. — Assembly (non HAZMAT)~~
- ~~2. — Child care facility~~
- ~~3. — Data and computer services~~
- ~~4. — Electronic component assembly and repair~~
- ~~5. — Financial institution~~
- ~~6. — One hotel, which may be an extended stay hotel, with a minimum of one hundred (100) rooms and up to a maximum of one hundred and fifty (150) rooms, shall be allowed, without a trade, conference or convention center in Land Bay 7. A hotel shall be defined as a place of lodging providing sleeping accommodations, which may include restaurants, cocktail lounges, meeting and banquet rooms and other retail and service shops. Such hotel shall have interior hallways only with no direct access by walkways exterior to the building.~~
- ~~7. — Offices~~
- ~~8. — Medical or dental office or clinic~~
- ~~9. — Package, telecommunications and courier services~~
- ~~10. — Research and Development~~
- ~~11. — Restaurant, full service~~
- ~~12. — One Shopping Center C shall be allowed in Land Bay 7~~
- ~~13. — Testing and experimental laboratories (provided that any hazardous material or process used in connection with such testing and experimental laboratory shall require a Special Use Permit).~~
- ~~14. — Trade, technical and vocational school~~

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~~15. — A motor vehicle fuel station with a quick service food store and a self service car wash shall be allowed in Land Bay 7~~

~~B. — Uses allowed in a permitted Shopping Center~~

~~The following uses may only be located in the Shopping Center to be located in Land Bay 7 subject to any required Special Use Permits, Provisional Use Permits, or as Ancillary Uses in accordance with the Ordinance:~~

- ~~1. — Adult day care facility~~
- ~~2. — Alarm systems operation office~~
- ~~3. — Antique shop~~
- ~~4. — Apparel/clothing store~~
- ~~5. — Art gallery (private)~~
- ~~6. — Bakery, retail~~
- ~~7. — Barber shop or beautician studio, tanning or toning salon~~
- ~~8. — Bicycle sales, lease and service~~
- ~~9. — Bookstore~~
- ~~10. — Brewery and bottling associated with restaurant~~
- ~~11. — Business school~~
- ~~12. — Cafeteria/lunchroom/snack bar/automat~~
- ~~13. — Candy store~~
- ~~14. — Card, stationery and party supply store~~
- ~~15. — Catalog sales (without showroom)~~
- ~~16. — Catering, commercial (on or off premises)~~
- ~~17. — Child care facility~~
- ~~18. — Church~~
- ~~19. — Civic Club~~
- ~~20. — Clock shop, sales and service~~
- ~~21. — Commercial artist or photographer's studio~~
- ~~22. — Commercial bus station~~
- ~~23. — Commercial recreation facility (indoor)~~

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24. — Computer store
25. — Copy shop
26. — Cultural arts center
27. — Department store, variety retail
28. — Drug store or pharmacy
29. — Dry cleaners, retail
30. — Farmer's market
31. — Florist, plant and gift shop
32. — Food store or grocery store
33. — Furniture sales or lease, with ancillary upholstery repair permitted
34. — Garden center (permitted within shopping center when ancillary to Home Improvement Center)
35. — Hardware store, no outdoor storage permitted
36. — Hobby and craft shop
37. — Home electronic sales, lease and service
38. — Home improvement center (Outdoor storage cannot exceed 10% of the gross floor area of the Home Improvement Center and must be fully screened with a wall)
39. — Household equipment and appliance sales, lease or service
40. — Institute for special education and training
41. — Interior design and decorating shop
42. — Jewelry and engraving store
43. — Laundromat
44. — Lawn mower, sales, lease and service
45. — Live entertainment, dancing
46. — Locksmith
47. — Medical care facility, specialized
48. — Medical or dental laboratory
49. — Medical or dental office or clinic

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- 50. — ~~Motor vehicle parts, retail~~
- 51. — ~~Music store~~
- 52. — ~~Newsstand~~
- 53. — ~~Office equipment sales, lease and service~~
- 54. — ~~Optical and eye care facility~~
- 55. — ~~Package, telecommunications, and courier service (overnight parking of more than 4 delivery vehicles will be prohibited)~~
- 56. — ~~Pawn or thrift shop~~
- 57. — ~~Pet and pet supply~~
- 58. — ~~Pet grooming services~~
- 59. — ~~Photographic processing laboratory~~
- 60. — ~~Photography retail store~~
- 61. — ~~Private recreational facility~~
- 62. — ~~Quick service food store (not free standing)~~
- 63. — ~~Recording studio~~
- 64. — ~~Religious institution with related facilities, excluding cemeteries~~
- 65. — ~~Restaurant, full service and limited service~~
- 66. — ~~Restaurant~~
- 67. — ~~Retail store~~
- 68. — ~~School of special instruction~~
- 69. — ~~Shoe store, sales and repair~~
- 70. — ~~Specialty food store~~
- 71. — ~~Sporting goods store~~
- 72. — ~~Stamp and coin shop~~
- 73. — ~~Tack and leather goods store~~
- 74. — ~~Tailor, seamstress shop~~
- 75. — ~~Theater (indoor)~~
- 76. — ~~Tobacconist~~
- 77. — ~~Video rental store~~

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~~C. Subordinate Uses~~

~~The following Subordinate Uses shall be permitted only as Ancillary Uses in the Retail/Office Flex Area, subject to the requirements of the Zoning Ordinance and to such further restrictions below, provided that the total combined square footage of all such uses does not exceed fifty percent (50%) of the entire building:~~

- ~~1. Ambulance service, commercial~~
- ~~2. Catalog sales, contractors, tradesman, or industrial equipment (without showroom)~~
- ~~3. Child care facility~~
- ~~4. Medical care facility, specialized~~
- ~~5. Recreational facility for employees~~
- ~~6. Watchman's dwelling~~
- ~~7. Wholesaling~~

~~D. Prohibited Uses~~

~~The following uses are prohibited in the Retail/Office Flex Areas:~~

- ~~1. Ambulance service maintenance facility~~
- ~~2. Boat sales, rental or lease, storage, service or repair~~
- ~~3. Car wash (not self-service)~~
- ~~4. Catalog sales (with showroom)~~
- ~~5. Catering, commercial (on premises)~~
- ~~6. Commercial parking~~
- ~~7. Commercial recreation facility (outdoor) (including golf course)~~
- ~~8. Company vehicle service facility~~
- ~~9. Crematory~~
- ~~10. Feed and grain retail store~~
- ~~11. Flea market~~
- ~~12. Fraternity or sorority, ancillary to college (on campus only)~~

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13. — ~~Gun shop~~
14. — ~~Heliport~~
15. — ~~Helistop, helipad (not ground level)~~
16. — ~~Helistop (ground level only)~~
17. — ~~Janitorial service~~
18. — ~~Hospital~~
19. — ~~Kennel, commercial~~
20. — ~~Marina~~
21. — ~~Metal fabrication and signs~~
22. — ~~Mobile home and office sales, lease or service~~
23. — ~~Mortuary, funeral home or wedding chapel~~
24. — ~~Motorcycle sales, rental or lease and service~~
25. — ~~Motor vehicle fuel station, non retail~~
26. — ~~Motor vehicle fuel station, retail, except that permitted
in Land Bay 7~~
27. — ~~Motor vehicle impoundment yard~~
28. — ~~Motor vehicle parts, with service (limited)~~
29. — ~~Motor vehicle parts, with service~~
30. — ~~Motor vehicle repair~~
31. — ~~Motor vehicle sales, rental or lease (limited)~~
32. — ~~Motor vehicle sales, rental or lease (recreational)~~
33. — ~~Motor vehicle sales, rental or lease (unlimited)~~
34. — ~~Motor vehicle service (limited)~~
35. — ~~Motor vehicle service~~
36. — ~~Motor vehicle towing~~
37. — ~~Nursing or convalescent care facility~~
38. — ~~Private school~~
39. — ~~Propane fuel sales, accessory only~~
40. — ~~Publishing and printing~~

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- 41. ~~Racetracks (equestrian)~~
- 42. ~~Racetracks (motorized vehicles)~~
- 43. ~~Radio or TV broadcasting station~~
- 44. ~~Railroad passenger station~~
- 45. ~~Shooting range~~
- 46. ~~Recycling collection point~~
- 47. ~~Restaurant, drive in/drive up or drive thru~~
- 48. ~~Secondary residential~~
- 49. ~~Self storage center~~
- 50. ~~Shopping Center A (less than 50,000 gross square feet), B (from 50,000 up to 150,000 gross square feet) and D (over 400,000 gross square feet)~~
- 51. ~~Stadium, arena or amphitheater, indoor or outdoor~~
- 52. ~~Taxi and limousine dispatching service~~
- 53. ~~Taxi or limousine operations and service~~
- 54. ~~Theater (drive in)~~
- 55. ~~Travel trailer and camp park (campground)~~
- 56. ~~Truck stop with related facilities~~
- 57. ~~Veterinary hospital~~
- 58. ~~Warehousing (non-HAZMAT)~~
- 59. ~~Water transportation facility~~

II. GENERAL DEVELOPMENT

1. Declaration of Covenants, Conditions and Restrictions

The Applicant(s) shall develop a high quality business center on the Property to be known as “Innovation.” The Applicant and the County shall execute that certain Declaration for Innovation attached hereto which shall enforce standards for development, consistent with these proffers, and assure the quality of development, architectural compatibility, environmental protection and other elements of development control.

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- A. The Declaration shall be executed after the final approval of the subject rezoning.
- B. The Declaration shall be recorded among the land records of Prince William County prior to the conveyance of any properties by any owner and as soon after the final approval of the rezoning as practicable.

2. Permitted Development

- A. Development within the Property, subject to compliance with all applicable County ordinances, requirements and individual site plan approvals, and subject to reasonable shift of boundary and acreage of each land bay as hereinbefore provided, shall be allowed in accordance with the attached Density Table (“Density Table”). The properties owned by the Applicant, on which the proffers of the subject rezoning apply, are located in Land Bays 3, 4, 5, 6 and 7. A maximum of four (4) pad sites shall be allowed on Land Bay 7. The Applicant may amend the Density Table as it applies to Applicant’s Property during any future rezoning of any portion of Applicant’s Property without the consent of other landowners within Innovation.

Land Bay	Land Bay Use Designation	Land Bay Area (Gross Acres)	Land Bay Area (Net Acres)	Proposed Max Building Area (Sq. Footage)	Max. Ht. (Including Mech. Equip.)	Hotel (Maximum Rooms)	Maximum Retail (Sq. Footage)	Residential (Units)
3 and 5	OC3/IC1 <u>O/F, O(H),</u> <u>M-2</u>	79.38	69.3	824,922	70 <u>75</u>	N/A	N/A	N/A
4	OC3/IC1 <u>O/F, O(H),</u> <u>M-2</u>	12.98	7.6	89,054	70 <u>75</u>	N/A	N/A	N/A

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6	RM-1 <u>R-16</u>	37.53	26.2	N/A	40	N/A	N/A	300
7	RC1/OC3 <u>B-1</u> Alternative 1	53.77	33.0	314,808	70	150	240,000	N/A
	OR: RC1/OC3 <u>B-1</u> Alternative 2		33.0	314,808	70	none	280,000	N/A

Note: Landbay 6 is included in this chart and all subsequent proffers for information purposes only.

B. The Declaration shall establish a Business Association (BA). The BA shall be funded by all owners of non-residential property within Innovation paying dues to the BA based on each owner's pro-rata share of total land area and total building square footage, as set forth in the Declaration. The BA, in turn, shall:

- (1) Maintain all monitoring wells and provide access to the wells to the Health Department.
- (2) Appoint an Architectural Review Board ("ARB"). The ARB, in turn, shall review prior to plan submission and approval all:
 - (a) Site Plans;
 - (b) Architectural Design;
 - (c) Building Heights;
 - (d) Signage;
 - (e) Landscaping;
 - (f) Lighting;
 - (g) Trails and Sidewalks;
 - (h) Recreational Areas; and

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- (i) Stormwater management facilities for aesthetic review purposes only, not for “functional” or “engineering” purposes.
 - (3) Perform other functions as the BA determines necessary and/or as set forth in the Declaration.
 - C. Each site plan submitted for development must include a certified tabulation as follows:
 - (1) Total square feet permitted to be developed within the Land Bay where the development is occurring: _____
 - (2) Square footage previously approved for development in that Land Bay by the County: _____
 - (3) Square footage included within the subject site plan: _____
 - (4) Innovation Land Bay in which the subject site plan is located: _____
 - (5) Square footage remaining in that Land Bay after the approval of the subject site plan (1-(2+3)=5): _____
- 3. Maximum Site Lot Coverage

Site Lot coverage shall not exceed seventy percent (70%) of net acreage on a site plan by site plan basis.
- 4. Residential Development
 - A. The residential portion of the Applicant’s Property, Land Bay 6, shall be developed in accordance with the standards set forth in the ~~RM-4~~ R-16 Zoning District. There shall be a unit cap of 300 multi-family dwelling units.
 - B. The ARB shall review and approve the following:
 - (1) Landscaping
 - (2) Site Plans
 - (3) Signage
 - (4) Architectural Design
 - (5) Lighting
 - (6) Building Heights
 - (7) Trails and Sidewalks;

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- (8) Recreational Areas; and
 - (9) Stormwater management facilities for aesthetic review purposes only and not for approval purposes.
- C. The multi-family residential units located in the ~~RM-1~~ R-16 Zoning District shall be high quality units on a rental, lease or sale basis.
- (1) Buildings shall be designed similar to Architectural Renderings prepared by Dewberry & Davis, entitled "Conceptual Entrance & Design Details Innovation @ Prince William Land Bay 6", dated September 19, 1999.
 - (2) Amenities located within the ~~RM-1~~ R-16 development shall include a recreational, leisure-type swimming pool not designed for competition; a tot lot which includes two toddler swings, two belt swings, climbing apparatus, two adult benches, and a trash receptacle. The tot lot shall meet Americans with Disabilities Act requirements, and equipment will be designed to meet Consumer Product Safety Commission guidelines. Trail(s) for walking/jogging will be connected with existing or proposed trails located in the adjoining portions of Innovation and/or County Park property, subject to coordination with the Business Association and Prince William Park Authority.

III. TRANSPORTATION

1. Traffic Impact Analysis

Applicant, on a site plan by site plan basis, shall provide an update and/or revision of the Traffic Impact Analysis (TIA) prepared by Prince William County at the time of rezoning.

2. Right-of-Way Dedications and Road Improvements

- A. The Applicant shall provide, when applicable, its proportionate costs, dedication(s) of right(s)-of-way, and/or construction of roadway segments as

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set forth below and as determined by the updated TIA submitted at the time of site plan review and subject to approval by the County. A letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) shall be escrowed with the Prince William Board of County Supervisors at the time of final site plan approval and construction shall be completed at the time of site development, unless otherwise specified. “Frontage improvements” shall mean the construction of minimum entrance improvements, turn lanes, curb, gutter and sidewalks.

B. Transportation

1. Traffic Impact Analysis

The TIA shall consider the transportation improvements necessary to mitigate the immediate and long-term impact of each site development on the roadways and intersections which such TIA deems impacted by the particular development. As used herein, “long-term impact” shall be considered assuming that Innovation is fully developed and occupied subject to and in accordance with the Innovation zoning conditions and the Declaration. However, mitigation shall not be required unless the TIA provided by the Applicant indicates that the impact of the site plan in question will result in a reduction of the Level of Service to less than “D”. In the event the impact does not reduce the Level of Service, no mitigation will be required. Mitigation shall be provided on a pro-rata basis using the traffic generated by the Applicant’s site in comparison to the traffic generated for the entire area using the roadway or intersection.

2. Right-of-Way Dedications and Road Improvements

A. At the time of site plan approval, Applicant shall agree, as a condition of site plan approval, to dedicate, bond and

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construct its portion of the roadway segments set forth below and as determined by the TIA.

- (1) At the time the Applicant develops property with frontage on Route 28, Applicant shall construct the necessary frontage improvements across each Lot.
- (2)
 - (a) Applicant shall dedicate along the entire portion of its property frontage on Route 28 for future right-of-way purposes and in conformance with VDOT plans, if available at the time of dedication, a maximum of four full lanes on the north side of Route 28, plus any additional right-of-way necessary for left and right turn lanes at each intersection. The right-of-way dedication shall be made at the time of final site plan approval for development of the portion of the Property immediately adjacent to the improvement or when requested by Prince William County at the time construction is imminent.
 - (b) Applicant shall be responsible for construction across the frontage of Land Bay 7 of a maximum of two lanes on the north side of Route 28 and a raised grass or concrete median, or Applicant shall escrow a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) for the cost of construction of the two lanes at the time of development of Land Bay 7.

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- (c) Applicant shall not be responsible for the widening of the south portion of Route 28 except to tie into existing construction done by others on Route 28.
 - (d) Direct access to Route 28 shall be prohibited from individual Land Bays with the exception of one access point at Land Bay 7 with cross over as shown on the MZP.
- (3) For those sections of Hornbaker Road that are partially on-site and partially off-site, Applicant shall, as applicable, construct and/or escrow a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) on a site plan by site plan basis for each development adjacent to Relocated Hornbaker Road as follows: (i) one-half section of the roadway where Relocated Hornbaker Road is adjacent to the Applicant's Property and/or (ii) a full section where Relocated Hornbaker Road is entirely within Applicant's Property. The roadway design shall be determined by the Applicant's TIA. Left and right-turn lanes shall be constructed as required by VDOT and the County Department of ~~Public Works~~ Transportation. The existing right-of-way of Hornbaker will be abandoned and the owners adjacent to the existing right-of-way shall receive ownership in accordance with applicable law to the centerline of the existing right-of-way.
3. Internal Construction of Roadways and Interparcel Connectors.
Applicant shall be responsible for the construction of all circulation

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roads that are internal to Applicant's Property in accordance with the MZP. If requested by the County Department of ~~Public Works~~ Transportation, the Applicant shall provide right-of-way and/or construction of interparcel connections between its Property and adjoining properties so long as the location of said interparcel connector does not adversely affect Applicant's ability to develop its Property in accordance with Applicant's proposed site plan. Some, but not necessarily all, potential interparcel connectors are shown on the MZP. Right-of-way dedication and construction of interparcel connectors shall not be made until the time of development of Applicant's Property.

4. Reimbursement Agreement. In the event Prince William County or VDOT or another Innovation Owner ("Constructing Owner") constructs any proffered road improvements or any road improvements required by this Proffer prior to the time an Owner is obligated to construct, such Owner ("Contributing Owner") agrees at the time it would have been required to construct such road improvements, to pay the Contributing Owner's portion of the costs of such construction, as determined by the Constructing Owner's contractor's price for such work, plus interest on such costs in the amount of six percent (6%) per year from the date of expenditure until paid in full. The Constructing Owner agrees that the Contributing Owner shall have the right to review and comment (but not have approval authority) on all designs and specifications for such construction, participate in the bidding for such construction as a contractor, and, in fact, construct such improvements if the Contributing Owner so desires at the time such improvements would have been constructed by the Constructing Owner. It is expressly provided, however, that this paragraph 4 shall not apply to any

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improvements made by VDOT to Virginia State Route Number 28 (Nokesville Road).

5. Dedication. Applicant shall have no obligation to acquire off-site right-of-way or pay for public or governmental condemnation of right-of-way. Applicant shall be required to dedicate such portion of Applicant's Property as is necessary to accomplish the obligations set forth herein, at no cost or expense to the requesting party.

6. Signalization

A. Applicant shall be responsible for its pro-rata share, at the time of development of Applicant's Property, based on vehicle generation by use and by using the best matched use set forth in the ITE Manual as determined by the Prince William County Department of ~~Public Works~~ Transportation, for the development shown on the Density Table, of the cost of design and construction of the signal system at (1) Hornbaker Road/Route 28, (2) on Hornbaker Road at the entrance of Land Bays 6 and 7; and (3) at the intersection of Hornbaker Road and Proposed Road serving Land Bays 5 and 6.

B. The signal system(s) set forth above shall be installed at the time a signal is warranted or, if an escrow is created, the pro-rata share shall be escrowed, in the form of a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County), at the time of final site plan approval. Applicant's pro-rata share of the costs of constructing the signal systems referred to in item A above shall be equal to its proportionate share of the total vehicle trips on the roads, including future trips, included in TIA, generated by Innovation and adjacent properties, and including Prince William County's land. Such costs shall be

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determined by the actual construction costs of the signal system, if already constructed, or by the County's most current unit price list if not already constructed and shall be paid or escrowed, as the case may be, at the time of final approval of the site plan including the intersection warranting the signal.

7. Eminent Domain. In the event that off-site right-of-way is necessary for the construction of any of the public improvements as proffered by Applicant, Applicant shall make its good faith, best efforts (including a bona fide offer and payment of the fair market value for the necessary property, as determined by an appraiser licensed in Virginia, and expenditure of Applicant's other non-financial resources) to acquire at Applicant's expense or to cause to be donated all necessary right-of-way, including temporary construction easements, drainage easements, utility easements and other easements necessary to effectuate such construction of the proffered public improvements. In the event Applicant is unable to purchase or obtain right-of-way or easements necessary to construct proffered public improvements from the owners (other than Applicant or entities related to Applicant), the Applicant shall request the County to acquire the right-of-way and easements by means of its condemnation powers at Applicant's expense. Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. Said request shall be made to the appropriate County agency and shall be accompanied by the following:
 - A. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right-of-way and/or easements are sought.

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- B. Plats, plans and profiles showing the necessary right-of-way and/or easements to be acquired and showing the details of the proposed public improvements to be located on each such property.
- C. An independent appraisal of the value of the right-of-way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.
- D. A 60 year title search of each involved property.
- E. Documentation demonstrating to the County's satisfaction Applicant's good faith, best efforts to acquire the right-of-way and/or easements, at a cost of at least the appraised value of the involved property interests.
- F. A letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, plus the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof.
- G. An Agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than

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the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in excess of the amount represented by the letter of credit or cash deposit within 15 days of the award.

IV. ENVIRONMENT

1. Broad Run Floodplain Dedication

The 100-year floodplain on the Broad Run stream area located on the Property shall be conveyed to the County Board of Supervisors at the time of approval for the first site plan for development of Applicant's Property for use as a Stream Valley Park. The Stream Valley Park is shown on the MZP. Applicant shall have the right to locate public amenities, road crossings, stormwater management facilities and ponds, trails and utilities including, but not limited to, water mains, sanitary sewer lines, laterals thereto and other appurtenant facilities, and any other necessary easements and utility lines, within and across such areas both prior to dedication and after, subject to the ordinances and regulations promulgated pursuant to the Chesapeake Bay Preservation Act. Storm drainage outfall facilities may be located within such area, but no ponds shall be located therein except for regional stormwater detention ponds which regional ponds shall be subject to County approval. Buildings other than those needed for utility service shall not be located within this floodplain.

2. Tree Survey

A tree survey shall be undertaken on an individual site plan basis to identify all trees 10 inch caliper d.b.h. within the boundaries of any parcel. The tree survey will be used to assist in the location and layout of site features such as buildings, roadways and parking lots. A tree protection plan shall be provided with the site plan submission identifying locations of trees to be saved and methods and procedures for protection during construction. The tree survey and protection plan will be prepared in cooperation with the ~~Arborist's Office of~~ Prince William County Department of Public Works.

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3. Stormwater Management

- A. Subject to relocation based on final engineering design, the location of a Potential Regional Stormwater Management Pond is shown on the MZP. All stormwater management facilities shall be owned and maintained by the County. Applicant will work with the County to formulate a conceptual stormwater management plan that will include participation in the development of a regional stormwater management program utilizing shared facilities, if permitted, and providing for on-going monitoring of the quantities and quality of run-off. The Ponds will be constructed by Prince William County through the use of pro-rata share contributions based on property owner acreage in Innovation, and will be built in accordance with the Design and Construction Standards Manual (“DCSM”) so as to be available for use when ten per cent (10%) of the drainage shed has been developed. Stormwater management shall primarily be wet ponds and shall be designed so as to enhance the areas in which the Ponds are located. The design of all Ponds shall be approved by the ARB pursuant to the Declaration. If any such facility is built on Applicant’s property, Applicant will receive a one hundred percent (100%) credit for land dedicated for such use against minimum open space requirements of the Ordinance such as, but not limited to, green area calculations, F.A.R., etc. on the property from where the dedication of land was made. Dedication of land on the Applicant’s property shall be made at the time the County is ready to construct a stormwater management facility on the Applicant’s property.
- Applicant and each property owner in the watershed district, on a site by site basis, shall be allowed a temporary waiver of stormwater management requirements for the first ten percent (10%) of each drainage shed to be developed. At the time of Applicant’s site plan approval, Applicant shall provide its pro-rata share contribution in accordance with the DCSM toward the construction of the regional stormwater management pond referred to in subparagraph 3A preceding (“Pond”) to be used by the County to build and maintain the Pond as set forth below. The foregoing requirement for contribution shall

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be predicated upon the County having first given Applicant and each property owner required to make such contribution ninety (90) days advance notice and opportunity to review the design and projected construction costs of such Pond. The fact that a potential location for only one Pond is shown on the MZP does not preclude the possibility that another Pond may be located elsewhere on the County Property. Any land dedicated by Applicant for such Pond shall be valued at its fair market value and a credit for that amount shall be given when determining the Applicant's pro-rata share contribution. Fair market value shall be determined by a Virginia-licensed appraiser acceptable to Applicant, and shall be determined without reference to sales by Prince William County or by an entity or agency related to or part of Prince William County of any land, sites, lots in Innovation Land Bays 1, 2, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19A, 20, 21A or the ATCC/County parcel. If Applicant is required to construct a Pond, Applicant shall be entitled to reimbursement from the County for all amounts expended for the construction of such Pond from the pro-rata share contributions received by the County from the other contributing owners in the watershed district, less such owner's pro-rata share, plus interest at the rate of six per cent (6.0%) per annum. Such reimbursement shall be paid by the County to the Applicant as payments are received from the other owners in the watershed district.

4. Health

A. Monitoring Wells

Monitoring wells, not to exceed two (2) in number, shall be placed or constructed on the Applicant's Property, as shown on the MZP, in order to provide the ability for the Health Department to perform water monitoring and testing. Existing wells may be utilized as monitoring wells if approved by the Health Department. Any existing wells if not used as monitoring wells or as part of the development, shall be capped and sealed in accord with County standards and procedures. The Applicant agrees to provide, at the time of approval of the first final site plan, its pro-rata share of a one-time

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total contribution of \$1,800.00 to the Health Department toward the monitoring of these facilities. The Health Department shall have the right to enter the Property at reasonable times to perform water monitoring and testing pursuant to this Proffer.

B. Spill Contingency

If any tenant, operator or owner handles or produces hazardous chemical wastes or petroleum products, the individual site owners and their operators shall be responsible for notifying the Fire Marshall's office in a timely manner in the event of a spill of any such hazardous chemical waste or petroleum products on the Project. The Applicant, tenant and/or operator shall assume full responsibility for all public expenses incurred in the clean-up of such products spilled, even if an on-site spill requires off-site cleanup. The owner, tenant and/or operators of the individual units within each site shall be solely responsible for any product spills from their respective sites. In addition, in the event of an on-site spill, the owner, tenant and/or operator causing such spill shall have the obligation to pay the sum of \$1,800.00 to the County Health Department to assist the department in defraying any required costs of well sampling. Each such owner, tenant and/or operator shall be advised by the owner of that entity's obligation to report the use and/or presence of any hazardous chemical waste or petroleum product to the appropriate state and county health departments. The Health Department shall have the right to enter the Property at reasonable times to perform water monitoring and testing pursuant to this proffer. A copy of a contingency plan acceptable to the Department of Fire and Rescue will be provided to the Business Association at the time of site plan approval.

C. Underground Petroleum Storage/High Contamination Uses

1. No underground tanks shall be located within one hundred (100) feet of the Broad Run floodplain.

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2. Uses with high potential for contamination of the groundwater table shall be located at sites that are beyond one hundred (100) feet of the floodplain of Broad Run.
3. The Health Department shall have the reasonable right to enter the Property at reasonable times to sample wells pursuant to this Proffer
5. Threatened, Rare and Endangered Species
The known locations of threatened, rare, and endangered species (plant and animal), as identified on the Prince William Sector Plan Threatened, Rare and Endangered Species study, will be identified relative to areas of disturbance at the time of site plan submission. All applicants will avoid clearing areas where said species exist or will provide acceptable techniques to relocate and/or otherwise mitigate the impacts of disturbance.

V. WATER AND SANITARY SEWER

1. Connection to Public Sewer and Water

All uses shall be connected to public water and sewer as a part of the development of the site.

2. Trunk Sewer Easement within Broad Run Floodplain

If required by the Service Authority, the Applicant shall grant, without charge to the Service Authority, an appropriate sewer easement generally within the Broad Run floodplain along Broad Run from Route 28 upstream to the Herman Greenberg, et al., trustee property and to the Broad Run Industrial Park boundary ("Broad Run Trunk Sewer"). This easement shall be deeded to the Service Authority upon written request at such time as the alignment for the Broad Run Trunk Sewer has been defined and an appropriate easement plat proposed by Service Authority.

3. Broad Run Pump Station Site

It is anticipated that a pump station for the Service Authority shall be required near Broad Run ("Broad Run Pump Station"). Any dedication along Broad Run for park programs will be subject to the right of the Service Authority or Owner/Applicant using a portion of the

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park acreage for the pump station and access thereto. Except as may be required otherwise by applicable governmental regulations, the pump station shall be a fully enclosed operation, and shall be housed in a structure which shall be designed to have the least possible visual impact on Innovation. The Applicant shall be responsible for the design and construction of the pump station. The site plan for the pump station shall be prepared in cooperation with the County Park Authority.

4. Participation in Future Sewer Improvements

As applicable, each Owner/Applicant, including Prince William County, whose property is located adjacent to Broad Run shall participate in the construction of the future Broad Run Trunk Sewer Line and the Broad Run Pump Station and appurtenant force mains by the payment of such local facilities charges as are established by the Service Authority on connections that will contribute on site waste water flows into the Broad Run Trunk Sewer System.

5. Responsibility for Construction of Water and Sewer Lines to Provide Service to the Project

Each Owner shall be responsible for the design and construction of all on-site and off-site water and sanitary sewer lines necessary to provide service to its property in accordance with applicable Service Authority, County and state requirements. All lines shall be sized to serve the drainage shed in which they are located in accordance with the requirements of the Properties, but this proffered condition does not obligate the Applicant to construct any sewer or water lines with capacities greater than those required to serve its property, unless a mutually acceptable "Oversizing Reimbursement" Agreement is reached with the Service Authority.

VI. PARKS, TRAILS AND OPEN SPACE

1. A recreation and open space plan for both residential and non-residential development indicating facilities for use of employees and residents of the subject Property shall be provided with each site plan.

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2. Trails or sidewalks required by the BA or ARB shall be constructed by the Owner/Applicant where those trails are on the Applicant's Property that is to be developed, with the exception of the trails and/or improvements to be constructed in the Stream Valley Park.
3. Each Owner shall meet with representatives of the Prince William County Park Authority, Transportation Planning and Police prior to site plan approval and after such approval, as needed, in designing walking trails within the Stream Valley Park as shown on the MZP and pedestrian access to adjoining and nearby properties, and pursuant to the above to determine which trails, if any, should be provided with lighting. Individual Owners shall be responsible for all on-site pedestrian walkways and/or sidewalks, subject to approval of BA or ARB. The Applicant shall not be responsible for constructing any trails or other improvements within the Stream Valley Park. All of the foregoing shall be designed in accordance with the Innovation Design Guidelines ("Guidelines").

VII. CULTURAL RESOURCES

1. Interpretive Markers
Interpretive historical markers (not to exceed three) shall be placed near the Mill Race along Broad Run to provide a chronicling of the history of that facility. The exact location shall be determined by the County Archeologist and Prince William County Park Authority ("Park Authority") representatives. In addition, where appropriate, Applicant will commit to and fund a historical marker/interpretive media to be located in areas with public access on its Property.
2. Historical Structures
An architectural historian, or other qualified professional, shall be hired by the Applicant to record any existing buildings on Applicant's Property to be developed

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and provide the Prince William County Historical Commission with records to assist it in its listing of historical structures.

3. Archaeological Survey

Prior to site plan submission and on a site plan by site plan basis, Applicant shall complete a Phase I Archaeological Survey of any land to be developed. If determined necessary and based on the results of the Phase I survey, Applicant will perform a Phase II and/or Phase III investigation for significant sites prior to approval of site/subdivision plans for the affected parcel.

4. Cemetery Preservation

Cemeteries shall be preserved in their current state and in addition, a 25-foot buffer shall be provided adjacent to the perimeter of the cemetery, and a pedestrian access to the cemetery for family members shall be provided by the Applicant.

VIII. EASEMENTS

Applicant or any other Owner in Innovation shall grant utility easements or other easements necessary for the development of any property in Innovation. The following limitations and requirements must be observed by the Owner in Innovation requesting the easement over the property: The Innovation Owner or Owners requesting the easement grant shall (1) provide a copy of the proposed easement document and plat with at least forty-five (45) days written notice explaining the necessity of the proposed easement, (2) provide that the easement shall be of the minimum width required by the applicable governmental authority or utility company needing the easement and use commercially reasonable efforts to minimize any economic or aesthetic injury to the subject property, (3) locate the proposed easement as near to the property boundary perimeter as is possible and reasonable and (4) endeavor to locate the proposed easement in a manner that does not unreasonably interfere with the granting party's use or enjoyment of the property over which the easement is granted. No easement requested pursuant to this provision shall go through the building envelope of any property which has an approved site plan. Provided further that any disturbance or damage resulting from the exercise of the rights created by this paragraph shall be promptly repaired

Attachment C
Sowder
Proposed Proffers dated November 1, 2007

and the site restored to its original condition prior to such disturbance or damage by the requesting party. In any event, the cost of such repair and restoration shall be paid for by the party requesting the easement.

IX. ARCHITECTURE

The Applicant's property shall be developed to a general quality of design as depicted on "Conceptual Entrance & Design Details Innovation @ Prince William Land Bay 6," "Conceptual Entrance & Street Detail Nokesville Road Innovation @ Prince William Land Bay 7", and "Conceptual Entrance & Street Detail Hornbaker Road Innovation @ Prince William Land Bay 7", prepared by Dewberry & Davis and dated September 19, 1999, subject to final plans. The architectural renderings and details are for illustrative purposes only to identify a general quality of design and typical architectural features that may be included in the design of the development.

X. ARCHITECTURE, LANDSCAPING, LIGHTING AND SIGNAGE

Applicant shall comply with the Guidelines adopted by the Business Association pursuant to the Declaration, and shall further comply with all other provisions of the Declaration as to landscaping, lighting, architecture and signage in connection with the development of Applicant's property and the construction of any structures and/or improvements thereon.

XI. MONETARY CONTRIBUTIONS

1. Transportation Contribution. The Applicant shall contribute Two Thousand One Hundred Ten Dollars (\$2,110) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for future transportation improvements in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.

2. School Contribution. The applicant shall contribute the sum of One Thousand Five Hundred Twenty-five Dollars (\$1,525) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for school purposes in the

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Sowder
Proposed Proffers dated November 1, 2007

area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.

3. Parks and Open Space Contribution. The Applicant shall contribute the sum of Four Hundred Five Dollars (\$405) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for parks, recreation and open space purposes in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling to be constructed in Land Bay 6.

4. Library Contribution. The Applicant shall contribute the sum of One Hundred Forty Dollars (\$140) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for library services in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.

5. Fire and Rescue Contribution.

A. Residential

The Applicant shall contribute the sum of Two Hundred Seventy Dollars (\$270) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for fire and rescue purposes in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.

B. Non-Residential

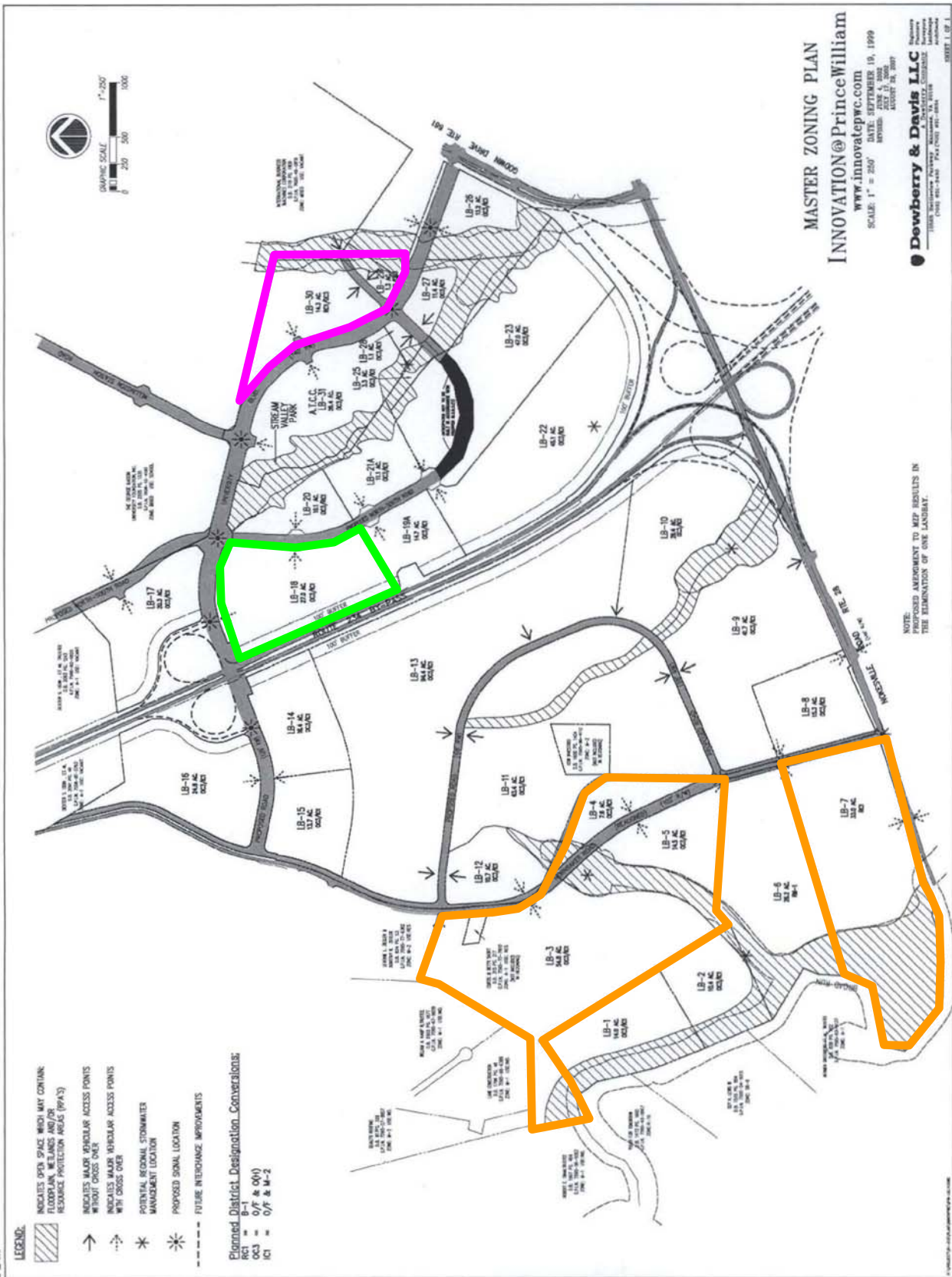
The Applicant shall provide a monetary contribution to the Prince William Board of County Supervisors in the total amount of Ninety-three Thousand Three Hundred and Six Dollars (\$93,306.00) at the time Applicant's first building permit is issued.

6. Credit Against Contributions. The above Transportation Contribution shall be reduced by the amount of other monetary or in kind contributions made by Applicant which affect the impact of this development. Such contributions shall include land, signalization

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Sowder
Proposed Proffers dated November 1, 2007

and construction of frontage and other improvements and shall be valued at full market value on Applicant's cost relating to the multifamily residential development

Attachment C – Generalized Development Plan dated September 19, 1999, revised August 29, 2007



Attachment D

BOCS Resolutions Initiating Amendments to the Proffers

MOTION: COVINGTON

**June 7, 2005
Regular Meeting
Res. No. 05-586**

SECOND: NOHE

**RE: INITIATION - AMENDMENT OF HERSCH/WEAVER PROFFER
STATEMENT- BRENTSVILLE MAGISTERIAL DISTRICT**

ACTION: APPROVED

WHEREAS, on June 24, 2003, the Board of County Supervisors adopted a revised Comprehensive Plan that included a strategy to initiate a Comprehensive Plan amendment to change the boundaries of the George Mason University – Prince William Campus Sector Plan and the Higher Education Overlay District (HEOD), to take out those properties between Wellington Road and the railroad and to redesignate those properties from REC to a more appropriate designation; and

WHEREAS, on March 16, 2004, the Board of County Supervisors authorized Comprehensive Plan Amendment PLN2004-00253 – George Mason University – Prince William Campus Sector Plan Amendment to reevaluate the George Mason University – Prince William Campus Sector Plan; and

WHEREAS, on February 8, 2000, the Board of County Supervisors approved rezoning REZ#00-0001, and accepted the Hersch/Weaver Proffer Statement dated January 17, 2000; and

WHEREAS, Section 32-700.03 of the Prince William County Zoning Ordinance allows the Board of County Supervisors to initiate amendments to the zoning map, including proffered conditions; and

WHEREAS, the Hersch/Weaver Proffer Statement is not consistent with the goals of the proposed Innovation Sector Plan or with the proposed Technology Overlay District; and

WHEREAS, the public necessity, convenience, general welfare, and good zoning practice require the amendment of the Hersch/Weaver Proffer Statement to conform to the goals and strategies of the proposed Innovation Sector Plan and to reconcile the Hersch/Weaver Proffer Statement with the proposed Technology Overlay District;

NOW, THEREFORE, BE IT RESOLVED that the Prince William Board of County Supervisors does hereby initiate an amendment to the Hersch/Weaver Proffers to bring it into conformity with the goals and strategies of the proposed Innovation Sector Plan, and to reconcile the Hersch/Weaver Proffer Statement with the proposed Technology Overlay District, if agreed to by the subject property owners.

Attachment D
BOCS Resolutions Initiating Amendments to the Proffers

June 7, 2005
Regular Meeting
Res. No. 05-586
Page Two

Votes:

Ayes: Barg, Caddigan, Connaughton, Covington, Jenkins, Nohe, Stewart, Stirrup

Nays: None

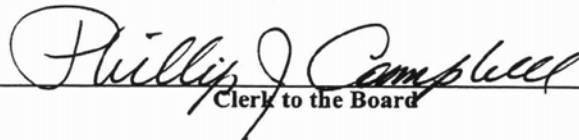
Absent from Vote: None

Absent from Meeting: None

For Information:

Planning Director

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Clerk to the Board

Attachment D

BOCS Resolutions Initiating Amendments to the Proffers

MOTION: COVINGTON **June 7, 2005**
SECOND: NOHE **Regular Meeting**
RE: INITIATION - AMENDMENT OF DIECA COMMUNICATIONS, INC. **Res. No. 05-588**
PROFFER STATEMENT – BRENTSVILLE MAGISTERIAL DISTRICT

ACTION: APPROVED

WHEREAS, on June 24, 2003, the Board of County Supervisors adopted a revised Comprehensive Plan that included a strategy to initiate a Comprehensive Plan amendment to change the boundaries of the George Mason University – Prince William Campus Sector Plan and the Higher Education Overlay District (HEOD), to take out those properties between Wellington Road and the railroad and to redesignate those properties from REC to a more appropriate designation; and

WHEREAS, on March 16, 2004, the Board of County Supervisors authorized Comprehensive Plan Amendment PLN2004-00253 – George Mason University – Prince William Campus Sector Plan Amendment to reevaluate the George Mason University – Prince William Campus Sector Plan; and

WHEREAS, on February 8, 2000, the Board of County Supervisors approved rezoning REZ#00-0001, and accepted the Dieca Communications, Inc. Proffer Statement dated January 31, 2000; and

WHEREAS, Section 32-700.03 of the Prince William County Zoning Ordinance allows the Board of County Supervisors to initiate amendments to the zoning map, including proffered conditions; and

WHEREAS, the Dieca Communications, Inc. Proffer Statement is not consistent with the goals of the proposed Innovation Sector Plan or with the proposed Technology Overlay District; and

WHEREAS, the public necessity, convenience, general welfare, and good zoning practice require the amendment of the Dieca Communications, Inc. Proffer Statement to conform to the goals and strategies of the proposed George Mason University – Prince William Campus Sector Plan Amendment and to reconcile the Dieca Communications, Inc. Proffer Statement with the proposed Technology Overlay District;

NOW, THEREFORE, BE IT RESOLVED that the Prince William Board of County Supervisors does hereby initiate an amendment to the Dieca Communications, Inc. Proffers to bring it into conformity with the goals and strategies of the proposed Innovation Sector Plan, and to reconcile the Dieca Communications, Inc. Proffer Statement with the proposed Technology Overlay District, if agreed to by the subject property owners.

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BOCS Resolutions Initiating Amendments to the Proffers

June 7, 2005
Regular Meeting
Res. No. 05-588
Page Two

Votes:

Ayes: Barg, Caddigan, Connaughton, Covington, Jenkins, Nohe, Stewart, Stirrup

Nays: None

Absent from Vote: None

Absent from Meeting: None

For Information:

Planning Director

CERTIFIED COPY


Clerk to the Board

Attachment D
BOCS Resolutions Initiating Amendments to the Proffers

MOTION: COVINGTON June 7, 2005
SECOND: NOHE Regular Meeting
Res. No. 05-587
RE: INITIATION - AMENDMENT OF SOWDER PROFFER STATEMENT –
BRENTSVILLE MAGISTERIAL DISTRICT
ACTION: APPROVED

WHEREAS, on June 24, 2003, the Board of County Supervisors adopted a revised Comprehensive Plan that included a strategy to initiate a Comprehensive Plan amendment to change the boundaries of the George Mason University – Prince William Campus Sector Plan and the Higher Education Overlay District (HEOD), to take out those properties between Wellington Road and the railroad and to redesignate those properties from REC to a more appropriate designation; and

WHEREAS, on March 16, 2004, the Board of County Supervisors authorized Comprehensive Plan Amendment PLN2004-00253 – George Mason University – Prince William Campus Sector Plan Amendment to reevaluate the George Mason University – Prince William Campus Sector Plan; and

WHEREAS, on February 8, 2000, the Board of County Supervisors approved rezoning REZ#00-0001, and accepted the Sowder Proffer Statement dated January 17, 2000; and

WHEREAS, Section 32-700.03 of the Prince William County Zoning Ordinance allows the Board of County Supervisors to initiate amendments to the zoning map, including proffered conditions; and

WHEREAS, the Sowder Proffer Statement is not consistent with the goals of the proposed Innovation Sector Plan or with the proposed Technology Overlay District; and

WHEREAS, the public necessity, convenience, general welfare, and good zoning practice require the amendment of the Sowder Proffer Statement to conform to the goals and strategies of the proposed Innovation Sector Plan and to reconcile the Sowder Proffer Statement with the proposed Technology Overlay District;

NOW, THEREFORE, BE IT RESOLVED that the Prince William Board of County Supervisors does hereby initiate an amendment to the Sowder Proffers to bring it into conformity with the goals and strategies of the proposed Innovation Sector Plan, and to reconcile the Sowder Proffer Statement with the proposed Technology Overlay District, if agreed to by the subject property owners.

Attachment D
BOCS Resolutions Initiating Amendments to the Proffers

June 7, 2005
Regular Meeting
Res. No. 05-587
Page Two

Votes:

Ayes: Barg, Caddigan, Connaughton, Covington, Jenkins, Nohe, Stewart, Stirrup

Nays: None

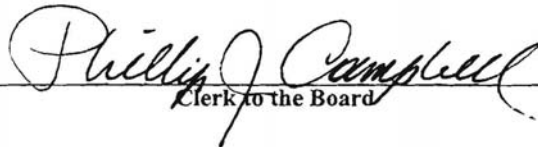
Absent from Vote: None

Absent from Meeting: None

For Information:

Planning Director

CERTIFIED COPY


Clerk to the Board