



COUNTY OF ALBEMARLE
Department of Community Development
401 McIntire Road, North Wing
Charlottesville, Virginia 22902-4596

Phone (434) 296-5832

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March 19, 2010

Missel, Fred
P.O. Box 400218
Charlottesville, VA 22904

**RE: ZMA200500003 UVA Research Park - North Fork
&
SP200800015 Parking structures; SP200800062 Laboratories, medical or pharmaceutical;
SP200800063 Supporting commercial uses; SP200800064 Hotels, motels, inns**

Dear Mr. Missel:

On March 10, 2010, the Board of Supervisors approved, by a vote of 6:0, each of the above noted petitions located on Tax Map Parcels 32-18 and 32-18A ; 32-6A, 18B, 32-19C, 32-19D, 32-19E, 32-19F, 32-19F1, 32-19G, 32-19H, 32-19H1, 32-19H2, 32-19J, and 32-19J1.

Regarding ZMA200500003:

This rezoning from RA to PDIP and amendments to the existing PDIP zoning was approved in accordance with the attached proffers dated February 22, 2010 and the attached application plan/plan of development dated February 2, 2009 with Exhibit A of the application plan dated July 6, 2009. Please refer to these documents for any future applications and requests on this property.

Regarding SP200800015 Parking structures:

This special use permit was approved with no conditions.

Regarding SP200800062 Laboratories:

Please reference Zoning Ordinance § 27.2.2(1), Laboratories, medical or pharmaceutical. This special use permit was approved based on the following conditions:

1. Laboratories shall be subject to Section 4.14 Performance Standards of the ordinance and a Certified Engineers Report is required pursuant to Section 4.14.8 of the Zoning Ordinance; and
2. Laboratory buildings shall not be less than 30 (thirty) feet from the perimeter buffer areas to adjoining properties not located within the development, unless modified by the Director of Planning.

Regarding SP200800063 Supporting commercial uses:

Uses not to exceed a total of 110,000 square feet of floor area; please reference Zoning Ordinance § 27.2.2(14), Supporting commercial uses. This special use permit was approved based on the following condition:

1. In addition to proffered limitation not to exceed five (5%) percent of total floor area, commercial uses shall not exceed ten (10%) percent of total floor area at any time during phased development.

Regarding SP200800064 Hotels, motels, inns:

Uses not to exceed 190,000 square feet of floor area; please reference Zoning Ordinance § 29.2.2(2), Hotels, motels, inns. This special use permit was approved based on the following conditions:

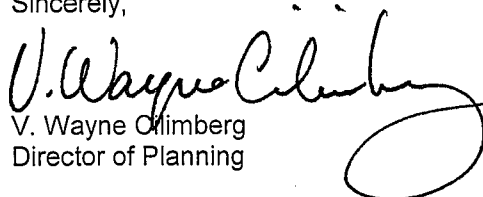
1. Not more than one (1) hotel, motel, or inn shall be permitted. Such hotel, motel, or inn shall not exceed 250 lodging rooms; and
2. Conference facilities (other than those as may be provided by individual occupants) shall not be required to locate internal to nor on the same site as the hotel/motel/inn, but total gross floor area of lodging and conference facilities shall not exceed 190,000 square feet.

Please be advised that although the Albemarle County Board of Supervisors took action on the project noted above, no uses on the property as approved above may lawfully begin until all applicable approvals have been received and conditions have been met. This includes:

- compliance with applicable PROFFERS;
- compliance with conditions of a SPECIAL USE PERMITS;
- approval of and compliance with a SITE PLAN(S); and
- approval of a ZONING COMPLIANCE CLEARANCE.

If you have questions or comments regarding the above-noted action, please do not hesitate to contact Sherri Proctor at 296-5832.

Sincerely,


V. Wayne Olimberg
Director of Planning

Cc: University Of Virginia Foundation
P O Box 400218
Charlottesville, VA 22904

Email Copy:

Tex Weaver
Chuck Proctor (VDOT)
Steve Allshouse
Sherri Proctor
Sarah Baldwin
Real Estate

**PROFFER STATEMENT
UNIVERSITY OF VIRGINIA RESEARCH PARK**

Date: February 22, 2010

ZMA-2005-003 UVA Research Park

Tax Map Parcels 32-18, 32-6A, 32-18A, 32-18B, 32-19C, 32-19D, 32-19E, 32-19F, 32-19F1, 32-19G, 32-19H, 32-19H1, 32-19H2, 32-19J, and 32-19J1

30.56 Acres to be rezoned from Rural Area (RA) to Planned Development-Industrial Park ("PDIP") with proffers

534± Acres to be rezoned from PDIP to PDIP with amended proffers

All of the parcels identified herein are part of ZMA 2005-003 and subject to these proffers. In the aggregate, these parcels compose the "Property," which is described with more particularity on the exhibits filed with the Application Plan dated July 6, 2009, prepared by Cline Design and attached hereto as Exhibit A (the "Application Plan").

Tax Map and Parcel Numbers 32-18 and 32-18A are owned by The University of Virginia Foundation and comprise approximately 30.56 acres identified as Tract 1 on Exhibit J of the Application Plan. Tract 1 is rezoned from RA to PD-IP under ZMA 2005-003.

The following parcels comprise the lands that were rezoned under ZMA 95-04 to PD-IP, as amended by ZMA 1998-27:

Parcels owned by the University of Virginia Foundation: 32-6A, 32-18B, 32-19D, 32-19E, 32-19F, 32-19F1, 32-19G, 32-19H, 32-19H1, 32-19H2, 32-19J, and 32-19J1.

Parcel owned by other entity:

TMP 32-19C, owned by 1641 Edlich Realty Co LLC

A portion of parcels 32-18 and 32-6A were also affected by ZMA 2005-002, which involved the development for a County fire and rescue squad station. This station is located on what is now identified as TMP 32-18B.

These proffers incorporate and modify as appropriate the proffers accepted in conjunction with ZMA 1995-04 and ZMA 2005-002 and supersede those proffers as they apply to the Property (no proffers were associated with ZMA 1998-27). The development of the Property authorized by ZMA 2005-003 is referred to as the "Project." For the purposes of these proffers, the University of Virginia Foundation is referred to as the "Owner" and the "Applicant."

The term "Road A" as referred to in these proffers also means "Lewis and Clark Drive" as referred to in some of the exhibits.

The Owner hereby voluntarily proffers that if the Albemarle County Board of Supervisors acts to rezone the property subject to ZMA 2005-003 to PDIP as requested, the Owner shall develop the Property in accord with the following proffers pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and pursuant to Section 33.3 of the Albemarle County Zoning Ordinance. These conditions are voluntarily proffered as part of the requested rezoning, and the Owner acknowledges that the conditions are reasonable. If rezoning application ZMA 2005-003 is denied, these proffers shall immediately be null and void and of no further force and effect.

I. REZONING APPLICATION PLANS AND ILLUSTRATIONS

Plans and Illustrations. ZMA 2005-003 increases the permissible square footage on the Property to 3,700,000 square feet gross floor area. The Application Plan is a graphic depiction of the proposed development.

II. OWNERS ASSOCIATION AND DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

Proffer II from ZMA 95-04 has been satisfied. The Declaration of Covenants, Conditions, Restrictions and Easements is recorded in the Clerk's Office of the Circuit Court of Albemarle County, Virginia in Deed Book 1819, page 434. A Supplemental Declaration of Covenants, Conditions, Restrictions and Easements is of record in the aforesaid Clerk's Office in Deed Book 2085, at page 696. Upon approval of ZMA 2005-003, the Applicant will record in the aforesaid Clerk's Office an instrument to extend the Declaration to those portions of the Property that are not already subject to the Declaration.

III. GROSS FLOOR AREA TO BE DEVELOPED

3.1 Total Buildout. Total maximum square footage to be developed within the Project shall not exceed 3,700,000 square feet gross floor area, excluding recycling centers, picnic shelters, fire and emergency response station(s), office trailers for temporary use during construction of permanent structures, small (not to exceed 1,500 square feet gross floor area per building) storage buildings, and structures included as amenities within Common Areas (collectively, the "Excluded Areas"). The total gross floor area within the Project which may be constructed in any one year shall not exceed 200,000 square feet beginning in 1996, in addition to any accumulated undeveloped square feet of gross floor area.

IV. STORMWATER MANAGEMENT AND WATER CONSERVATION

4.1 Flood Plain. The area of the 100-year flood plain within the Project shall remain undisturbed except for road crossings, public utility facilities and their crossings, and pedestrian and riding trails, Tracts 1 and 2 as shown on Exhibit J, and only to the extent such exceptions are permitted by County ordinances and regulations.

4.2 Stormwater Management Plan. The Owner has provided an overall Stormwater Management Plan for the Project, incorporating the applicable drainage sheds on the Property. Applicant's implementation of the Stormwater Management Plan includes those modifications that comply with design and engineering standards necessary for approval by the County during the site development plan review process for Project development.

4.3 Wetlands. Wetlands, as defined in the wetlands study submitted by the Applicant and on file with the Albemarle County Department of Community Development but not including those wetlands in Tracts 1 and 2 as shown on Exhibit J, shall not be disturbed in the Project except for the installation and use of roads, permanent retention ponds, utilities and walking trails, or any other uses approved by the County after obtaining all necessary federal, state and local permits and approvals.

4.4 Water Conservation. No single industrial or commercial user which proposes a use that will require more than 125,000 gallons per day (average daily consumption) of potable water shall be constructed without obtaining County approval. The County shall consider whether to approve such a user through the same procedures as required in an application for a special use permit (including the same notice requirements, public hearings, and Planning Commission review as in the process for considering a special use permit). The County's approval shall be limited solely to issues of water usage and must include a finding that sufficient capacity exists to support such a user. The County's approval may include reasonable conditions relating to water usage.

V. TRANSPORTATION

Applicant will construct new roads in accordance with the Application Plan as provided herein.

5.1 Internal Road Network. Applicant has and shall provide vehicular access within the Project by an internal road network generally in the locations shown on Exhibit L: Internal Road Network Plan (the "Internal Road Network"). Applicant shall design, construct, and install signs and signalization for the Internal Road Network in accordance with minimum standards of the Virginia Department of Transportation ("VDOT"), unless VDOT approves a lesser standard at Applicant's request. The exact location of roadways depicted on Exhibit L shall be subject to adjustment during the subdivision plat/site plan approval process.

5.2 Road Construction Standards.

- A. All internal roads which serve an area submitted to the County for site plan approval, (and other Internal Road Network improvements which VDOT and the County reasonably determine are necessary for safe and convenient access to such area) shall be constructed or bonded for construction and dedicated for public use, for acceptance into the state highway system at the time of recordation of the final subdivision plat for each applicable area or at the time of issuance of a certificate of occupancy for development under a site development plan.
- B. The Owner shall construct the Internal Road Network in phases as described in Section 5.4 herein and shown on the Application Plan. Before issuance of certificates of occupancy, however, the Owner shall complete that segment of road which serves the building for which a certificate of occupancy is sought with at least the base and one (1) layer of plant mix asphalt.

5.3 Phases of Development. The following schedule shall apply for determining the timing of road improvements set forth in Section 5.4 below:

PHASE I

<u>Land Use (note 1)</u>	<u>Maximum Cumulative Build-out (note 2)</u>
Maximum Build-out to be accessed by Road A (all uses): Support Commercial to 85,000 (note 2)	635,000
Maximum Build-out to be accessed by Rt. 606 (all uses): General Office limited to: 120,000 Support Commercial limited to: 25,000	345,000
Maximum Total Build-out, Phase I (all uses)	980,000 (note 3)

Not more than 180,000 square feet gross floor area shall be constructed within Tract 1 and Tract 2 as shown on Exhibit J during Phase I.

PHASE II

<u>Land Use (note 1)</u>	<u>Maximum Cumulative Build-out (note 2)</u>
Support Commercial:	110,000
Hotel/Conference Center:	190,000
All Other Uses:	1,268,000
Maximum Total Build-out, Phase II (all uses)	1,568,000 (note 3)

PHASE III

<u>Land Uses (note 1)</u>	<u>Maximum Cumulative Build-out (note 2)</u>
Support Commercial:	110,000
Hotel/Conference Center:	190,000
All Other Uses:	3,400,000
Maximum Total build-out, Phase III (all uses)	3,700,000 (note 3)

- (1) Note: The use categories in the charts above shall have the following definitions for the purposes of this Article V: "All Other Uses" shall mean those uses other than Hotel/Conference Center and Support Commercial permitted within the Project as delineated the Land Use Matrix on Exhibit K to the Application Plan. "Hotel" shall have the definition set forth in the Albemarle County Zoning Ordinance (the "Ordinance"). "Support Commercial" shall mean those uses listed on the "Non-Residential Land Use Guidelines" Table, Village and Neighborhood Service Areas, Typical Primary Uses Section, in Section 9.0 of the Ordinance as well as the following uses: copy centers, florists, newsstands, pipe and tobacco shops, barber and beauty shops and tailor shops. See the Land Use Matrix on Exhibit K of the Application Plan.
- (2) Note: Total gross floor area, in square feet.
- (3) Note: Nothing contained herein shall restrict Applicant from altering the mix of land use types within any Phase of development in accordance with the Application Plan.

Applicant proffers that the total build-out of Hotel, Support Commercial, and All Other Uses for any given Phase shall not exceed the gross floor area limitations shown in the charts above in this Section 5.3.

5.4 Proffered Road Improvements. Applicant shall design, construct and/or contribute for road improvements in phases. Road improvement proffers in this Section 5.4 shall not include dedication of land unless expressly provided for herein. All construction by Applicant of offsite road improvements shall be conditioned upon the County or VDOT obtaining required right-of-way (if such right-of-way is not owned in fee simple by Applicant), unless expressly provided herein. So long as Applicant is ready, willing and able to construct an improvement as provided in these proffers, even though the necessary right-of-way is not available (and in the instances in which Applicant has proffered to acquire right-of-way, and the Applicant has made good faith efforts to acquire the land necessary for such right-of-way) Applicant shall not be precluded from developing the approved density build-out under the applicable zoning, unless the improvement is otherwise required by applicable regulations or ordinances. Unless an earlier time is required below, the road improvements described in this Section 5.4 for each applicable phase shall be completed or bonded, or contributed for (as set forth below), before constructing each phase's Maximum Total Build-out as set forth in Section 5.3. Notwithstanding anything to the contrary herein, in addition, for property acquisition that is required for the off-site public right of way for construction of the improvements by this Section 5.4, Applicant shall make a cash contribution or provide a letter of credit in a form approved by the County Attorney for such purpose in the amount as deemed necessary for the property acquisition by the County Attorney provided that such amount shall not exceed one hundred fifty percent (150%) of the County's

appraisal prepared for acquisition or condemnation purposes. If the cost of the right of way acquisition exceeds the amount previously contributed above, then Applicant shall reimburse the County all such excess costs within thirty (30) days after request by the County. The County shall refund to the Applicant all excess contributions upon completion of the land acquisition.

- A. Applicant shall satisfy the following Phase I road proffers before the Maximum Total Build-out, Phase I (as shown in Section 5.3 above) is constructed or earlier if (i) specified in this Section 5.4 (A), or (ii) a need is created by such development and is demonstrated by a traffic study prepared by the Applicant at its sole expense at the request of the County or by VDOT, and as approved by VDOT. The proffered Phase I road improvements shall be as described on Exhibit M of the Application Plan. Notwithstanding the foregoing, Applicant shall be permitted to construct beyond the Total Maximum Build-out, Phase I in advance of satisfying all Phase I road proffers, if a traffic study approved by VDOT demonstrates that the following intersections (including all turning movements) will function, with the proposed additional building construction, with a delay that is equivalent to or better than the following: a Level of Service ("LOS") "C" average at the intersection of Lewis and Clark Drive (Road A) and U.S. 29, and LOS "D" for each individual turning movement at the U.S. 29 intersection, and LOS "D" average at the following intersections (i) Route 649 and Road A, (ii) Route 606 and Quail Run, (iii) Route 606 and Route 649.

- (1) Proffer 5.4(a)(1) of ZMA 95-04 has been completed.
- (2) Applicant shall acquire (or reimburse the acquiring governmental entity for acquisition costs, if Applicant is unable to acquire) right of way for, design and construct two northbound left turn lanes at the intersection of Road A (the Research Park Entrance) and U.S. 29 (one northbound turn lane has been completed as of the date of this Proffer Statement). Applicant will also construct a westbound turn lane into the Research Park to provide a free-flowing right turn movement for southbound vehicles turning into the Project from U.S. 29 onto Lewis and Clark Drive. Applicant shall acquire (or reimburse the acquiring governmental entity for acquisition costs, if Applicant is unable to acquire) right of way for, design and construct a channelized southbound right turn lane on U.S. 29 (This has been completed as of the date of this Proffer Statement). The Road A/Lewis and Clark Drive exit onto U.S. 29 shall include dedication, design and construction of two eastbound left turn lanes and two eastbound right turn lanes (one lane in each direction has been completed as of the date of this Proffer Statement). The entrance at Road A/Lewis and Clark Drive at U.S. 29 also shall include dedication, design and construction of two westbound through lanes (one lane has been completed as of the date of this Proffer Statement).
- (3) Proffer 5.4(a)(3) of ZMA 95-04 has been completed.
- (4) Proffer 5.4(a)(4) of ZMA 95-04 has been completed.

- B. Applicant shall satisfy the following Phase II road proffers before the Maximum Total Build-out, Phase II is constructed (but not before the Maximum Total Build-out, Phase I is constructed) (as set forth in Section 5.3 above) or earlier if (i) specified in this 5.4 (B), or (ii) a need is created by such development and is demonstrated by a traffic study approved by VDOT (provided however that if the site development plan review process does not otherwise require Applicant to supply a traffic study, Applicant will provide at least a traffic count upon the County's request for evidence that such need has not been created):

- (1) Applicant shall design, dedicate, and construct within the Project a two lane collector road extending from U.S. 29 to Route 649 through the Research Park Project within six months of the issuance of the first certificate of occupancy for a building constructed after construction of the Maximum total Building-out, Phase I (980,000 gross floor area of which up to 180,000 gross floor area may be in Tract 1 and 2 on Exhibit J) (a portion of this road, Lewis and Clark Drive, has been completed). Applicant shall dedicate and widen to four lanes the two

lane collector road extending from U.S. 29 to 649 when traffic volumes within the Project create the need for such widening.

- (2) Applicant shall design, dedicate and construct at the Route 649 entrance: two southbound left turn lanes on Road A, one southbound right turn lane on Road A, and two northbound through lanes on Road A.
 - (3) Proffer 5.4(b)(3) of ZMA 95-04 has been completed.
 - (4) Applicant shall design and install all traffic signals necessary for appropriate traffic control at the intersection of Route 649 and Road A as improved in satisfying these Phase II road proffers, but no later than when a need is created by the Project as determined by VDOT.
- C. Construction of improvements may proceed up to the Maximum Total Build-out, Phase III described in Section 5.3 above if any one of the following conditions shall have been satisfied (but such conditions shall not be conditions for constructing the Maximum Total Build-out for Phases I and II):
- (1) Applicant shall design and construct (within existing right of way) to VDOT standards (including correcting the vertical curvature of U.S. 29) the addition of a third southbound through lane on U.S. 29 from the entrance to the Research Park at Road A to Route 649. In the alternative, if VDOT requires, and at the County's direction, Applicant shall contribute an amount equal to the design and construction costs which would otherwise be contributed by Applicant for an additional southbound through lane on U.S. 29 from the entrance to the Research Park at Road A to Route 649.
 - (2) Before the issuance of the first certificate of occupancy for improvements in excess of the Total Maximum Build-out, Phase II, six through lanes shall have been constructed along U.S. 29 between the entrance of the Research Park at Road A and Route 649 to the satisfaction of VDOT and the County Engineer.
 - (3) Construction may nevertheless continue in excess of the Total Maximum Build-out, Phase II (but in no event beyond the limitation contained in Section 3.1) without all the road improvements having been completed as contemplated in Section 5.4C(1) above so long as Applicant can demonstrate to VDOT through traffic studies approved by VDOT that acceptable levels of service can be maintained to the satisfaction of VDOT and the County Engineer at the intersection U.S. 29 and Route 649, and at the intersection of U.S. 29 and Lewis and Clark Drive/Road A. For purposes of this subsection 5.4C(3), acceptable levels of service shall mean a LOS "C" average, and LOS "D" for each turning movement.
- D. Upon the request of the County, the Applicant shall dedicate to public use and convey in fee simple an area within its Project necessary for construction of a grade separated interchange. The approximate location shall be as designated on Exhibit M as "Right of Way Area Reserved for Possible Future Grade Separated Interchange." Applicant shall dedicate such area without consideration. If the area is dedicated by one or more subdivision plats, each such subdivision plat shall depict the area to be dedicated and bear a notation that it is dedicated for public use. If the area has not been dedicated by subdivision plat, the Applicant shall pay the costs of surveying the area, preparing one or more plats thereof and preparing and recording one or more deeds of dedication. It is Applicant's desire to participate in the design for such interchange so that Applicant may preserve the aesthetic features of the Project's entrance.
- E. The one hundred fifty (150) foot buffer adjacent to Dickerson Road and shown as "150' Buffer Area" on Exhibit K, may be reduced by up to fifty (50) feet if the dedication of right of way is required for the widening of Dickerson road by VDOT. If the dedication of right of way is required for the widening of Dickerson Road, the Applicant shall dedicate, without

monetary consideration, the right of way upon written request by the County. The right of way shall be conveyed within six (6) months following the Applicant's receipt of the written request. If the right of way is dedicated by one or more subdivision plats, each such subdivision plat shall depict the right of way and bear a notation that the right of way is dedicated for public use. If the right of way is not dedicated by subdivision plat, the applicant shall pay the costs of surveying the right of way to be dedicated, preparing one or more plats thereof and preparing and recording one or more deeds of dedication, which shall convey the right of way to the County in fee simple and shall be in the form of a general warranty deed.

VI. RECREATIONAL AREAS AND OPEN SPACE

- 6.1 Developed Recreational Areas. Applicant shall develop active recreation, playing fields and picnic areas as shown on Exhibit N: Open Space System Phasing Plan. Phasing of the Open Space System improvements shall follow the phasing schedule of proffered road improvements as set forth in Section 5.4 above. For example, those open space improvements described for Phase 1 shall be completed before construction of the Maximum Total Build-out, Phase I, as set forth in Section 5.3. Such recreation areas, unless conveyed to the County, shall be maintained by the Applicant or an appropriate organization. Upon request by the County, the Applicant shall convey to the County, without monetary consideration, within six (6) months following the Applicant's receipt of the written request, the Sports Fields depicted on the Exhibit N. The Applicant shall pay the costs of surveying the Sports Fields parcel, preparing one or more plats thereof and preparing and recording one or more deeds of dedication, which shall convey the Sports Fields parcel to the County in fee simple and shall be in the form of a general warranty deed. Sports Fields areas will not be lighted with field or stadium lighting unless otherwise approved by the County.
- 6.2 Open Space. Applicant shall restrict development of areas not shown as either development parcels or as "30.56 Acres (ZMA 05-03)" on Exhibit N: Open Space System Phasing Plan, subject to boundary adjustment once boundaries are established by plat. In no event will the total area of such undeveloped areas, including the Greenway (defined in Section 6.3 below), Buffer areas (defined in Section 7.2 below), Open Space (shown on exhibits) and recreation areas described in these Proffers be less than a total of 200 acres. These areas shall be for the use and enjoyment of the residents of the Project, subject to the restrictions imposed by the Declaration. Applicant may dedicate such undeveloped areas to the Owners Association or to an appropriate organization. No structural improvements other than utilities, pedestrian and riding trails, and Common Area amenities shall be constructed in these areas. Applicant does not intend by this proffer to subject these areas to Section 4.7.3 of the Ordinance, if such areas are not currently governed by such ordinance.
- 6.3 Rivanna Greenway. Upon request of Albemarle County, the Owner shall dedicate to the County for public use either in fee simple or as one or more easements, a Greenway no less than one hundred (100) feet in width along the boundary of the Property and adjacent to the Rivanna River as shown on Exhibit N: Open Space System Phasing Plan (the "Greenway"). No structural improvements other than pedestrian and riding trails shall be constructed, or erected within the Greenway without the consent of the Owner. Utilities may be provided in the Greenway if, in the opinion of the County Engineer, there is no reasonable alternative. If utilities are allowed in the Greenway, the Owner may grant across the Greenway utility easements, and access easements to the Rivanna River for the users of the Project and their guests and, may at its option, build pedestrian and riding trails or similar uses of the area. Construction of pedestrian and riding trails shall conform to the County Design Standards Manual for trails. The Owner will obtain approval from the County Engineer for construction of any trails except primitive nature trails (Class B Type 1 trails).

The Owner shall convey the Greenway by Deed of Gift and Easement Agreement. The Deed shall be accompanied by a subdivision plat depicting the Greenway and bearing a notation that the Greenway is dedicated for public use, subject to provisions and reservations contained within the Deed. If, at the time of dedication, the Greenway is not dedicated by an accompanying subdivision plat, the owner shall pay the costs of surveying the Greenway, preparing the subdivision plat or other depiction thereof acceptable to the Director of Community Development and the County Attorney, and preparing and recording the Deed, and further provided that the Deed is in a form approved by the County Attorney. After dedication, the Greenway shall continue to be counted as open space for the Research Park.

- 6.4 Cemetery and Ice Pit Site. Applicant shall not disturb the existing family cemetery located approximately in the area as shown on the Open Space System Phasing Plan. Applicant has completed a preservation plan which incorporates the cemetery, ice house and former homestead site into the development of the Project. The preservation plan has been filed with the County to accompany these proffers. The preservation plan memorializes the historical significance of this site, consistent with the wishes of the family of those interred in the cemetery.

VII. LANDSCAPING AND BUFFERING

- 7.1 Landscaping. The Applicant shall landscape all Project roads in accordance with the standards contained in the "Exhibit D, UREF's North Fork Street Tree Master Plan", filed with the Albemarle County Planning Commission on November 1, 1994. Placement of trees and underground utilities shall be designed to avoid root interference with such utilities.
- 7.2 Buffer Areas. Except as expressly provided herein in Sections 7.2 (A) and 7.2 (B), the Owner shall not disturb the Buffer Areas (the "Buffer Areas") as depicted on the Application Plan, other than to: i) establish and maintain signage, fences or walls, ii) remove underbrush, iii) plant landscaping trees for screening or (iv) construct an interconnection along the eastern boundary between development parcels B10 and B11 as shown on Exhibit K. The Owner shall plant additional landscaping in Buffer Areas as reasonably required for screening.
- A. Tract 2 - Disturbance within Eastern Buffer. Within Tract 2 on Exhibit J, the fifty foot buffer on the eastern side of Tract 2 shown as "50' Buffer Area" on Exhibit K-4 (the "Eastern Buffer") may be disturbed in conjunction with the construction and maintenance of the public street shown on the Application Plan as Lewis and Clark Drive. The land disturbing activity in the Eastern Buffer shall be the minimum necessary as determined by the County Engineer and reasonable construction practices to allow for the construction and maintenance of Lewis and Clark Drive, including all sidewalks and pedestrian pathways, and the construction and maintenance of erosion and sediment control structures and measures, drainage facilities, and stormwater management facilities which may be located either within or out of the Eastern Buffer.
- B. Tract 2 - Landscaping within Eastern Buffer. Any portion of the Eastern Buffer within Tract 2 on Exhibit J that is disturbed as provided in paragraph 7.2 (A) shall be landscaped by the Applicant as provided herein within one hundred eighty (180) days after the County's Program Authority releases the erosion and sediment control bond for land disturbing activity within the Eastern Buffer. The disturbed portion of the Eastern Buffer shall be planted in accordance with a landscaping plan approved by the County in conjunction with the road plan and profile for Lewis and Clark Drive. The landscaping plan shall include the following: (i) an informal mix of native species evergreens planted at least five (5) feet in height, serving as screening trees, loosely staggered, fifteen (15) feet on-center; (ii) the same species of screening trees shall be clustered in groups and alternate groups of screening trees shall be provided to create a naturalistic rural landscape; (iii) shade trees shall be interspersed among the screening trees; (iv) clusters of ornamental trees shall be provided in groups of 3's and 5's; and (v) tall shrubs shall be massed to help integrate the proposed plantings into a naturalistic rural landscape. Approved plant species shall be obtained from the Albemarle County Recommended Plant List and the buffer design shall be subject to the review and approval of the Director of the Department of Community Development. The minimum caliper of all shade trees identified herein shall be two and one-half (2 ½) inches at the time of planting. The Eastern Buffer shall be maintained by the Applicant.

VIII. FIRE STATION

- 8.1 Fire Station. The Applicant has leased to the County the Fire Station Parcel which is identified as of the date of this Proffer Statement Tax Map Parcel 32-18B (the "Fire Station Parcel") at no cost to the County and under such other terms as are acceptable to the County (the "Land Lease"). The Land Lease shall be for a term that extends until the Applicant dedicates the Fire Station Parcel, or portion thereof, to the County as provided in paragraph 8.5.

- A. Proffer 8.1(A) of ZMA 2005-002 has been completed.

B. Proffer 8.1(B) of ZMA 2005-002 has been completed.

C. The Applicant shall provide hazardous materials training to County fire and rescue personnel. The training program shall be approved in advance by the Chief of the County's Department of Fire Rescue. The training shall consist of two (2) four (4) hour training sessions per year during the three (3) year period beginning on the date the certificate of occupancy for the Fire Station is issued. The training program shall pertain to biological, chemical and radiation elements.

D. The portion of Proffer 8.1(D) of ZMA 2005-002 dealing with a septic tank and septic drain field has been completed. The Applicant shall close and remove the septic disposal system on the Fire Station Parcel at its sole expense when the system is no longer required after the Fire Station Parcel is connected to the public sewer system as provided in paragraph 8.4.

8.2 Hazardous Material. No Hazardous material, including medical wastes shall be disposed within the Project.

8.3 Disposition of Dedicated Property. In the event any of the property dedicated to the County pursuant to Section 5.4(b)(1) and (2), 5.4(d), 6.1, 6.3, and 8.1 is not used for the purpose for which it is proffered, with such use being undertaken within twenty (20) years of receipt of the property by the County, then the property shall be used as open space.

8.4 Extension of Public Sewer to Fire Station. As condition of final subdivision plat or final site plan approval for any development within Tracts 1 and 2 as depicted on Exhibit J, or within Tax Map and Parcel Number 03200-00-00-01800, other than the final subdivision plat and final site plan creating and authorizing development of the Fire Station described in Section 8.1, the Applicant shall design and construct at its sole expense, or provide a sufficient bond or other form of surety to the County in an amount sufficient to assure construction and acceptance by the appropriate authority, a public sewer to serve the Fire Station Parcel and, in conjunction with such construction and upon request by the developer of the Fire Station Parcel, shall install a lateral from the public sewer that connects the Fire Station to the public sewer. If such request is made, the developer of the Fire Station Parcel shall reimburse the Applicant for its costs to design and install the lateral, and shall pay all fees required for connecting the Fire Station to the public sewer system. Reimbursement shall be made within sixty (60) days of receipt by the developer of a request for reimbursement accompanied by documentation to support the amount requested.

8.5 Dedication of Fire Station Parcel. Within ninety (90) days after the Fire Station Parcel is served by the public sewer system as provided in Section 8.4, the Applicant shall dedicate to the County in fee simple the Fire Station Parcel, less that portion no longer needed for the septic disposal system, and less such adjoining lands within the Fire Station Parcel determined by the County to not be needed for public use (the "Dedication Parcel"). The size of the Dedication Parcel is estimated to be approximately 111,021 square feet (2.55 acres) and as shown on Exhibit B to the proffers approved with ZMA 2005-002. The Applicant shall bear the costs of preparing the subdivision plat necessary for the dedication of the Dedication Parcel to the County, and any other required plats or surveys, and the preparation of the deed to convey the Dedication Parcel to the County. The Applicant shall provide general warranties of title in the deed conveying the Dedication Parcel. Upon such conveyance, the Land Lease described in Section 8.1 shall terminate.

8.6 Connection of Fire Station to Street; Alternate. The Applicant shall construct a street from Lewis and Clark Drive to Tax Map and Parcel Number 03200-00-00-01800 north of the Fire Station Parcel (the "Street") and a travelway from the Street to a connection point within the Fire Station Parcel or Dedication Parcel, as applicable, mutually agreed to by the Applicant and the developer of the Fire Station Parcel, which will be shown on the approved final site plan for the development of the Fire Station (the "Connector"), as provided below:

A. The Street shall be designed and constructed to Virginia Department of Transportation standards or applicable street standards as determined by the County Engineer, shall be designed and constructed to accommodate its intersection with the Connector, and shall be located so that there is three hundred (300) feet or such lesser distance, approved by the

Virginia Department of Transportation, of separation on Lewis and Clark Drive between the cross-over serving the Fire Station Parcel (the "Bay Door Egress") and the cross-over serving the Street to allow for the required left-turn lane and taper from Lewis and Clark Drive into the Street. The Street shall be completed for acceptance by the Virginia Department of Transportation into the state highway system or by the County, as applicable, before the median break allowing a direct left turn access from the northbound lane(s) of Lewis and Clark Drive into the northern access to the Fire Station Parcel from Lewis and Clark Drive (the "Median Break") that is in use as of the date of this Proffer Statement (the "Temporary Access") is closed.

- B. The Connector shall be designed and constructed to applicable private street standards set forth in Albemarle County's Subdivision Ordinance and Design Standards Manual. The Connector shall be completed for acceptance by the County before the Median Break is closed. The developer of the Fire Station Parcel shall close, or pay all costs to close, the Temporary Access, including the cost of removing all unnecessary pavement and installing landscaping in those areas consistent with the existing landscaping along the front of the Fire Station Parcel.

IX. HISTORIC RESOURCES

Prior to approval of the first preliminary subdivision plat or preliminary site plan or an early grading permit within Tract 1 on Exhibit J (except for the Fire Station property), the Owner shall provide a reconnaissance level survey performed by an architectural historian or other qualified individual to adequately provide an archival record of the existing buildings within Tract 1. The survey shall meet the requirements of the Virginia Department of Historic Resources (VDHR) and be provided on the VDHR Reconnaissance Survey Field Form.

X. PROJECT PROGRESS REPORT

- 10.1 Project Report. Applicant shall submit a report to the Department of Planning and Community Development, or its successor, every 3 years. The report shall outline the development activity in the Project over the applicable period. Development activity updates may be completed as part of the site plan review process and shall consist of a summary spreadsheet of total gross square footage completed to date.

XI. SIGNATORY

- 11.1 Certificate. The undersigned owners certify that they are the only owners of the Property which is the subject of this Proffer Statement and of ZMA 2005-03.
- 11.2 The Applicant. These proffers shall run with the Property and each reference to the "Applicant" within these proffers shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or the developer(s) of the Property or any portion of the Property.

UNIVERSITY OF VIRGINIA FOUNDATION

a Virginia non-stock corporation

By: (Signed) Tim R. Rose

Tim R. Rose, Chief Executive Officer

1641 EDLICH REALTY CO LLC,

a Delaware limited liability company

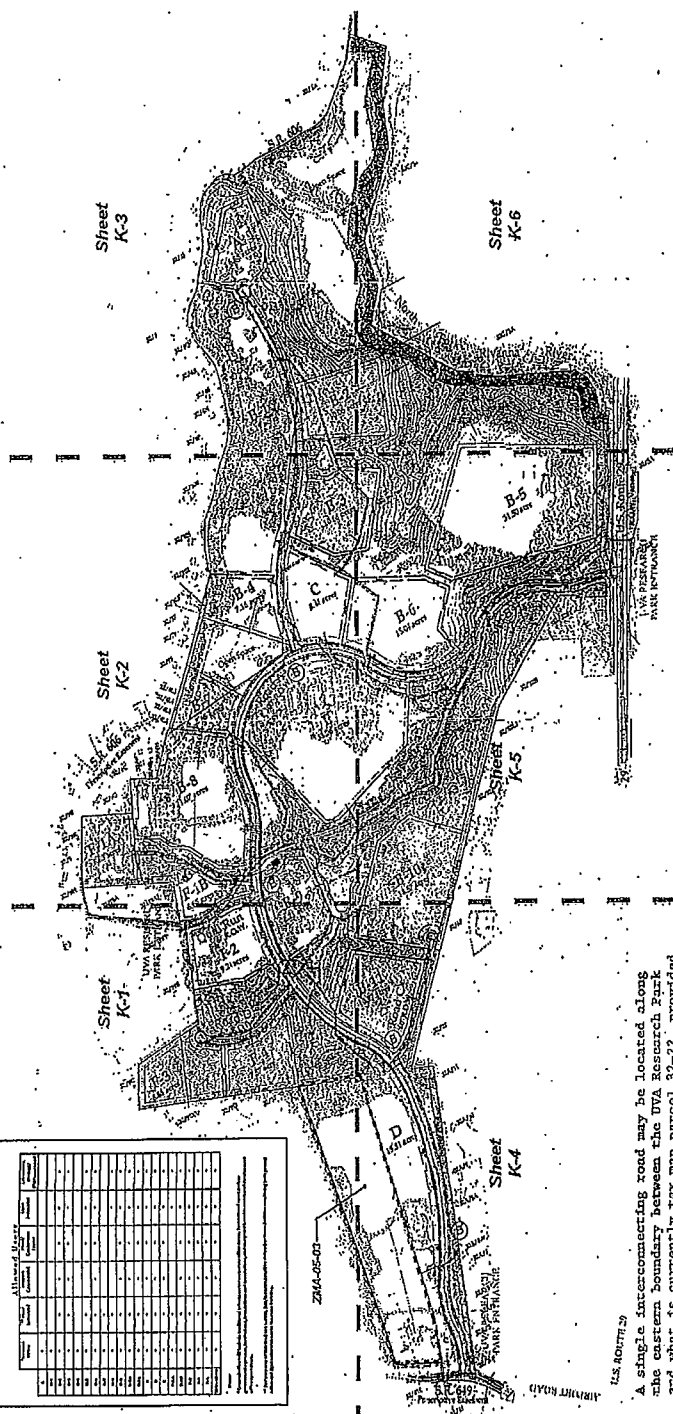
By: (Signed) Brett Sarason

Printed Name: Brett Sarason

Title: Corporate Counsel

LAND USE MATRIX

Allowed Uses	Residential	Commercial	Industrial	Public	Open Space	Other
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A single interconnecting road may be located along the eastern boundary between the UVA Research Park and what is currently tax map parcel 32-22, provided that the precise location of such interconnection is fully coordinated with the UVA Foundation.



The University of Virginia Research Park
Albemarle County, Virginia

Exhibit K: Overall Zoning Application Overlay Plan
UNIVERSITY of VIRGINIA FOUNDATION
This plan is submitted as part of the Application Plan (DAV-05-23).
Date 02/02/09