

ZMA-2006-012

PROFFERS

FONTAINE RESEARCH PARK

November 30, 2006

TAX MAP PARCELS 76-17B, 17B(1), 17B(2), 17B(3), 17B(5), 17B(6), 17B(7), 17B(8), 17B(X), and 17B(W).

53.52 Acres, Zoned Commercial Office (CO)

Pursuant to Section 33.3 of the Albemarle County, Virginia Code (the "Code"), and consistent with the Water Protection Ordinance, or "Ordinance" (Chapter 17 of the code) the Owners (as defined below), or their duly authorized agents, hereby voluntarily proffer the conditions listed below which shall be applied to the above-referenced parcels. The proffers contained herein amend, restate and supersede all previous proffers pertaining to the above-referenced parcels. Any previous proffers applicable to such parcels have either: i) been fully satisfied, ii) are no longer applicable, or iii) have been incorporated in their entirety into these proffers. These conditions are proffered as part of the requested zoning (ZMA 2006-012) and it is agreed that: 1) the rezoning itself gives rise to the need for the conditions; 2) such conditions have a reasonable relation to the rezoning request; and 3) all such conditions are in conformity with the Albemarle County Comprehensive Plan.

The Applicant of ZMA 2006-012 is the University of Virginia Foundation (the "Applicant"), successor to the University of Virginia Real Estate Foundation, which is successor to UREF Research Parks, Inc. The owners of parcels of land within the Fontaine Research Park include the University of Virginia Foundation, the University of Virginia Health Services Foundation, and the Rector and Visitors of the University of Virginia (collectively, the "Owners").

1. Proffer number 1 from ZMA 2000-04 has been satisfied.
2. Development shall substantially adhere to the Fontaine Research Park Master Plan, prepared by Draper Aden Associates, last revised August 18, 2000 ("Master Plan"), submitted with the proffers for ZMA 2000-04, which proffers were accepted as part of the Board of Supervisors approval of ZMA 2000-04 on September 20, 2000. The Master Plan replaces in its entirety all previous proffered plans, including the Zoning Application Plan, dated May 1992, and prepared by McKee/Carson. The locations of certain pedestrian ways, greenways and other features have been indicated on a copy of the Master Plan which is attached hereto as Exhibit A.
3. Proffer number 3 from ZMA 2000-04 has been satisfied and is shown in Red on Exhibit A. This path is constructed of asphalt from Fontaine Avenue to the point of intersection with the existing concrete pathway in front of Building A. This path shall be maintained by the Owners under a common maintenance agreement, until such time as the common

areas are conveyed to The Fontaine Research Park Association (or such other name as may be selected pursuant to the Declaration of Protective Covenants and Restrictions for Fontaine Research Park, dated January 20, 1993, and recorded at the Clerk's Office of the Circuit Court of the County of Albemarle, Virginia in Deed Book 1286, page 604) at which time the path will be maintained by the Association.

4. The University of Virginia Foundation shall construct a pedestrian system within the Research Park, in general conformance with the system shown on the Master Plan. Specific features for conformity shall include pedestrian connection from buildings to other buildings and parking areas. The pedestrian system shall be completed prior to the issuance of a Certificate of Occupancy for the Life Sciences Annex (LiSA) referenced as the ART Annex in ZMA 2006-012 and in the location shown in Orange on Exhibit A.
5. Total development on the site shall not exceed 565,000 square feet of gross floor area. Support commercial uses shall not exceed 20,000 square feet of gross floor area.
6. No buildings shall exceed four stories in height. The University of Virginia Foundation or the Owners under a common maintenance agreement shall maintain the existing landscape buffer area in the location shown in Green on Exhibit A to screen the project from Fontaine Avenue and residential neighborhoods adjoining the Fontaine Research Park.
7. Strict architectural and landscape architectural guidelines and restrictions shall continue to govern the design and construction of all buildings and parcel specific site development. Such architectural guidelines and restrictions shall be applied and enforced in accordance with the Declaration of Protective Covenants and Restrictions for the Fontaine Research Park, dated January 20, 1993, and recorded at the Clerk's Office of the Circuit Court of the County of Albemarle, Virginia in Deed Book 1286, page 604.
8. Best Management Practices, as approved by the County Engineer, shall be implemented in all areas of earth disturbing activity. Storm water management shall be accomplished through a combination of new storm water management facilities and modification of existing storm water and/or erosion control facilities, as modified and as shown on the Master Plan. All required storm water management and BMP structures are existing and complete as required by the Master Plan. The University of Virginia Foundation will not create any land disturbance in the area indicated as Resource Protection Area on the Master Plan, except for pedestrian pathways and the storm water management facility, (as shown on the Master Plan) without the approval of the Planning Commission. The Resource Protection Area is delineated as all the area within 100 feet of the boundaries of the 100 year flood plain elevations.
9. Prior to issuance of a Certificate of Occupancy for the Life Sciences Annex (LiSA) the University of Virginia Foundation shall dedicate a strip of land one hundred feet (100') in width along the entire property boundary adjacent to Morey Creek to the Southern Railway right-of-way and along the Southern Railway right-of-way (as it exists on September 20, 2000), from Morey Creek to the intersection of such right-of-way and

Stribling Avenue (the "Greenway"). The Greenway Location is shown in Violet on Exhibit A. The Greenway will be conveyed in an easement in such form as the Board of Supervisors may require, and the University of Virginia Foundation shall be responsible for the cost of a survey and preparing the deed of easement. The University of Virginia Foundation will reserve in such easement the right of pedestrian and vehicular passage across the Greenway for access to adjoining properties. A pedestrian connection from Stribling Avenue to the parking areas shall be constructed by the owner within 120 days of a request by the Zoning Administrator to do so. The location of the pedestrian connection shall be as shown on Exhibit A and identified as "Future Pedestrian Pathway to Future Greenway". This pathway shall be constructed to hiking trail standards as defined by the Virginia Greenway Standards in place at the time of execution of these proffers.

10. The University of Virginia Foundation has adopted, and shall continue to implement, a Transportation Demand Management Plan (TDMP) for the Research Park, incorporating traffic reduction amenities (such as pedestrian access, as depicted on the Master Plan), facilitating employer traffic reduction measures and promoting educational programs.
11. On or before the issuance of a certificate of occupancy for the building identified as the Future ART (Advanced Research and Technology) Building on the concept plan dated September 3, 2004, and initialed SET and labeled as Attachment B as part of the staff report for ZMA 2004-010, the University of Virginia Foundation shall construct at its expense a bus shelter of a design and in a location to be reasonably determined by the University of Virginia Foundation upon consultation with University Transit Service, JAUNT, the University of Virginia Health Services Foundation, and the Albemarle County Transportation Planner. The shelter shall be of a standard size and design based upon the projected usage and site constraints, shall include a bench with a back, and shall be maintained by the Owners under a common maintenance agreement.

Submitted as of the 30th day of November 2006 by:

UNIVERSITY OF VIRGINIA
FOUNDATION

By: Tim R. Rose
Tim R. Rose, Secretary

UNIVERSITY OF VIRGINIA
HEALTH SERVICES FOUNDATION

By: Marc Dettmann
Marc Dettmann, Chief Executive Officer

Owner of tax map parcels: 76-17B, 17B(1),
17B(3), 17B(5), 17B(6), 17B(7), and 17B(X)

Owner of tax map parcel: 76-17B(2)

THE RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA

By: Leonard W. Sandridge
Leonard W. Sandridge, Executive Vice President and

BOE 4

Chief Operating Officer

Owner of tax map parcels: 76-17B(8) and 17B(W)

COMMONWEALTH OF VIRGINIA
~~CITY/COUNTY OF~~ Albemarle, to wit:

The foregoing instrument was acknowledged before me this 30th day of November 2006 by Tim R. Rose, Secretary of the University of Virginia Foundation.

My Commission expires: 5.31.2010

Pallia J. Figgart
Notary Public

COMMONWEALTH OF VIRGINIA
~~CITY/COUNTY OF~~ Albemarle, to wit:

The foregoing instrument was acknowledged before me this 30th day of November 2006 by Marc Dettmann, Chief Executive Officer of the University of Virginia Health Services Foundation.

My Commission expires: May 31, 2009

Darlene Sheffler
Notary Public

COMMONWEALTH OF VIRGINIA
~~CITY/COUNTY OF~~ Albemarle, to wit:

The foregoing instrument was acknowledged before me this 30th day of November 2006 by Leonard W. Sandridge, Executive Vice President and Chief Operating Officer of the Rector and Visitors of the University of Virginia.

My Commission expires: 12/31/06

Janne Sullivan
Notary Public