

ZMA-2004-010
PROFFERS
FONTAINE RESEARCH PARK
October 13, 2004

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 property. The proffers contained herein 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 Any previous proffers applicable to such parcels have either: i) been fully satisfied, ii) are no longer applicable, or iii) have been incorporated in their entirety into these proffers.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 2004-010) and it is agreed that: 1) the rezoning itself gives rise to the need for the conditions; and 2) such conditions have a reasonable relation to the rezoning request.

The Applicant of ZMA 2004-010 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.
3. Proffer number 3 from ZMA 2000-04 has been satisfied. The pedestrian path that was constructed pursuant to proffer number 3 from ZMA 2000-04 is located within the common areas of the Research Park and will 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,

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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 will 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.
5. The University of Virginia Foundation will limit total development on the site to 535,000 square feet of floor area. Support commercial uses shall be limited in building area to 20,000 square feet of gross floor area.
6. All buildings will be limited to four stories in height. The University of Virginia Foundation will maintain the existing landscape buffer area 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 will 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 stormwater 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 intended to be delineated as all the area within 100 feet of the boundaries of the 100 year flood plain elevations.
9. At such time as the Board of Supervisors approves of a plan of development for a pedestrian/bicycle and greenway improvements for the Morey Creek/Stribling Avenue area, the University of Virginia Foundation shall dedicate a strip of land, at least one hundred feet (100') in width along Morey Creek up to the Southern Railway right-of-way (as it exists on September 20, 2000), then north, along the Southern Railway right-of-way to the intersection of such right-of-way and Stribling Avenue (the "Greenway"). The Greenway will be conveyed in fee simple or in the form of an easement, as the Board of Supervisors' approval may require, and the University of Virginia Foundation shall be responsible for the cost of a survey and preparing the deed or deed of easement, as applicable. The University of Virginia Foundation may reserve in such dedication necessary access across the Greenway to the Southern Railway right-of-way in the event that such right-of-way is ever used for commuter rail service. The Greenway may be established at any time as determined by the Board of

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Supervisors. A pedestrian connection to the Greenway shall be made at such time as improvements are made to establish the pedestrian and bicycle paths as part of the Greenway, and improvements are made to Stribling Avenue to include paving and street lights.

- 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. The TDMP shall offer employee surveys to be conducted by, or with the guidance of, the Thomas Jefferson District Commission, or a similar organization. Surveys will be available to develop specific programs for employers within the Research Park tailored to commuter needs. The TDMP shall stress increased awareness of available alternative transportation means in and around the University community, including van service between the medical campuses, University and City transit systems, employee benefits, and parking shuttle service. The TDMP will establish or promote means for reducing single occupancy vehicle use, including but not limited to providing educational programs on ridesharing, striping high occupancy vehicle parking spaces and installing bicycle racks near buildings. The TDMP shall be available to existing and future employers and employees at the Research Park via appropriate and effective means.
- 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 12th day of October, 2004 by:

**UNIVERSITY OF VIRGINIA
FOUNDATION**

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

**UNIVERSITY OF VIRGINIA HEALTH
SERVICES FOUNDATION**

By: _____
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)

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THE RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA

By: _____
Leonard W. Sandridge, Executive Vice President and
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 12 day of October 2004 by
Tim R. Rose, Secretary of the University of Virginia Foundation.

My Commission expires: May 31, 2007 Linball Carter
Notary Public

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ___ day of October 2004 by
Marc Dettmann, Chief Executive Officer of the University of Virginia Health Services
Foundation.

My Commission expires: _____
Notary Public

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ___ day of October 2004 by
Leonard W. Sandridge, Executive Vice President and Chief Operating Officer of the Rector and
Visitors of the University of Virginia.

My Commission expires: _____
Notary Public

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