



September 20, 2026

SENT BY FIRST CLASS & CERTIFIED MAIL

Stuart Sheffield, P.E.
Bohler Engineering
9100 Arboretum Parkway, Suite 140
Richmond, VA 23236

Oro Development I LLC c/o Dr. Alan Golden
7814 Stable Way
Potomac, MD 20854

Re: Proffer Determination Case #ZNR2027-00039

Determination of Rezoning #REZ1994-0028, and Proffer Amendment #REZ1997-0014
(Prince William Commons)
Property Address: 13830 Noblewood Plaza, Woodbridge, VA 22193 (the "Property")
Acreage: 0.9428 acres; GPIN: 8292-12-4991

To Whom It May Concern:

This is in response to the proffer determination application that you filed on July 16, 2026, requesting a zoning use determination for the above referenced property on behalf of ORO Development I, LLC (the owner). More specifically, you have requested confirmation that use of Motor Vehicle Parts, Retail (O'Reilly Auto Parts) use would be a permitted use of the Property and if O'Reilly Auto Parts would be required to pursue a Proffer Amendment.

Background

The above referenced parcel is currently zoned PBD, Planned Business District and is located within a Land Bay designated as "Mixed Use" on the Prince William Commons Master PBD Zoning Plan, last revised in April 1997, and is subject to the proffers approved by the Prince William County Board of Supervisors on October 26, 1994, as part of rezoning case #REZ1994-0028, and proffers approved by the Prince William County Board of Supervisors on April 2, 1997, as part of proffer amendment case #REZ1997-0014 (copies attached). The Property is located within and subject to the Highway Corridor Overlay District and is regulated by Part 404 of the Prince William County Zoning Ordinance.

Definition

The Zoning Administrator shall strictly construe the terms and definitions. In the event a term is not defined in this section, the Administrator shall refer to other chapters of the Prince William County Code and to the building code for guidance. If ambiguity remains, the Zoning Administrator shall then rely upon the conventional, recognized meaning of the word or phrase (e.g., current edition, Merriam-Webster's Dictionary).

Zoning Regulations from 1994

Motor vehicle parts: A facility engaged in retail sales of motor vehicle parts.

Use Determination

Based on the above referenced background information, relevant sections of the applicable Zoning Ordinance, and proffered documents associated with Rezoning #REZ1994-0028, and proffer amendment #REZ1997-0014, "motor vehicle parts, retail", as it was defined in the zoning ordinance at the time of rezoning in 1994 would be a permitted by-right use on the subject property and no proffer amendment would be required. Development of the site is still subject to compliance with all applicable regulations, including but not limited to site plan approval and compliance with the referenced proffered conditions.

For additional clarity, the uses allowed in the PBD area is set forth in Proffer #2 associated with REZ#1994-0028. Proffer #2 states: *"Within the PBD zoning district, a minimum of 65% of the total net floor area shall be devoted to non-retail uses, which, for purposes of this proffer, shall include, without limitation, such uses as offices, research and development, flexible high tech space, and commercial non-retail uses, such as restaurants, financial institutions, health spa, professional offices and the like. The uses permitted within the PBD zoning district shall not include the following: car wash, funeral home, crematorium, motor vehicle sales, outside storage, automobile repair."*

Given the nature and scope of the uses allowed by Proffer #2, and based on the land bay designation of the Property for commercial uses, all other uses not prohibited by proffer and permitted in the B-1 zoning district at the time of original rezoning in 1994 would be permitted by-right, as a secondary use, or with a special use permit.

This determination is based on regulations that are in effect on the date of this letter, which are subject to change. Should you have any questions, please feel free to contact this office. State law mandates the following paragraph to be included in all determinations rendered by the Zoning Administrator.

Materially relevant

It should be noted that this determination supersedes the previous Proffer Determination PLN2007-00205, dated November 8, 2006.

The Zoning Ordinance allows that anyone aggrieved by a proffer or special use permit determination of the Zoning Administrator may appeal the decision to the Board of County Supervisors (BOCS). An appeal must be filed within 30 days of receipt of this letter with the clerk to the board and the zoning administrator. The BOCS will schedule and advertise a public hearing to consider an appeal within 30 days unless there is no regular meeting scheduled, in which case the BOCS shall act at its next regular meeting. The determination contained within this letter shall be final if an appeal is not filed within 30 days of receipt of this letter. The application fee for the appeal

will be in accordance with the fee schedule in effect at the time of filing the appeal application, currently \$986.90. Additional information regarding the filing of an appeal may be obtained at (703)792-3340 or by email to zoningadministration@pwcva.gov. The appeal form and fee schedule is available on our web page at the following link: <https://www.pwcva.gov/assets/2021-06/Application%20for%20an%20Appeal.pdf>

Sincerely,



Alexander Stanley, CZA
Principal Planner | Zoning Administration

Attachment: Referenced proffered conditions

cc: Joyce Fadeley, Department of Development Services, Land Development Division Chief

**This REZONING
has been
AMENDED**

**by
REZ1997-0014**

(see official case file for more details)

5/28/88
Rev. 6/13/88
7/12/88
7/28/88
8/30/94

This proffer statement has been
amended. See REZ # 97-14.

APPROVED
PROFFER/DEVELOPMENT PLAN
Robert C. Brinkeridge
October 26, 1994
Date

PROFFER STATEMENT

OFFICE OF PLANNING

RE: Rezoning #94-0028
Record Owners: Collin Equities, Inc.
Property: 156.9641 acres, Neabsco Magisterial
District, Prince William County, Virginia

Date: August 30, 1994

The undersigned hereby proffers that the use and development of the subject Property shall be in strict accordance with the following conditions which shall supersede all other proffers made prior hereto. In the event that the above referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and are null and void and the proffers accepted in connection with REZ #88-43 and REZ #88-44 shall remain in full force and effect. The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers.

1. TRANSPORTATION:

a. Prince William Parkway.

- (i) "Parkway" Defined: For purposes of this Proffer Statement, the term "Parkway" shall be defined as that roadway identified on the Generalized Development Plan prepared by Gordon Associates, dated March 2, 1988 and bearing a last revision date of May 20, 1988 (the "Plan") as the "Prince William Parkway", consisting of a divided roadway within a 130-foot right of way, traversing the Property from Minnieville Road to the easternmost corner of the Property.
- (ii) Reservation of Right of Way: The Applicant shall reserve for dedication, for a period of three (3) years following approval of this rezoning, as proffered, by the Board of County Supervisors of Prince William County, right of way of up to 130 feet in width generally as shown on the Plan for the Parkway, subject to minor modifications necessitated as a result of field engineering. If no

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PROFFER/DEVELOPMENT PLAN
Robert C. Babin Signed
October 26, 1988 Date

OFFICE OF PLANNING

contracts for construction of the Parkway have been entered into within three (3) years following approval of this rezoning, as proffered, by the Board of County Supervisors of Prince William County, this reservation shall be null and void and of no further force and effect, and Applicant shall have no further obligation to reserve or dedicate any right of way for the Parkway.

(iii) Dedication of Right of Way: In the event contracts for construction of the Parkway are entered into within three (3) years following approval of this rezoning, as proffered, by the Board of County Supervisors of Prince William County, the Applicant shall, upon request by Prince William County, dedicate the right of way referenced in Proffer 1.a.(ii) above; however, such dedication shall be contingent upon the Applicant being granted that number of access points to the Parkway (i.e., Minnieville Road intersection, two internal median break intersections and six right-in/right-out connections) shown on the Plan, and upon Applicant being given the right to landscape within the right of way and, if desired by Applicant, to irrigate the median of the Parkway. Further, said dedication shall be contingent upon Applicant having the right, as a part of the construction of the Parkway and at Applicant's sole expense, to stub sewer lines adjacent to the right of way and to install conduits across and through the right of way to permit further extensions of utility lines. Further, any such dedication pursuant to this paragraph shall not preclude the Applicant from applying for a permit from the State or Prince William County to allow a crossing of said right of way for the purpose of installing utility lines, nor from having such application processed and reviewed based upon the typical standards then used by the State or County in reviewing such applications.

(iv) Applicant's Right to Construct Parkway: In the event financing of the Parkway is not approved in the November, 1988 election, as submitted for referendum by the Board of County Supervisors of Prince William County, or in the event such financing is approved and construction of the Parkway has not commenced within eighteen (18) months following approval of this rezoning, as proffered, by the Board of County Supervisors of Prince William County, the Applicant shall have the right to construct the Parkway, at Applicant's expense, within the right of way reserved pursuant to Proffer

APPROVED
PROFFER DEVELOPMENT PLAN
Robert C. Baird
Signature
October 26, 1994
Date
OFFICE OF PLANNING

1.a.(ii) above, from Minnieville Road to proposed Great Oaks Drive, and Prince William County shall cooperate by providing the final engineering design for the Parkway, if available, and the County shall assist the Applicant in the processing necessary to obtain the permits required for such construction, including the grant of Priority Processing status. In such event, Applicant shall construct that portion of the Parkway which Applicant elects to construct in accordance with such final engineering design. In the event that the final engineering design for the Parkway is unavailable or is not provided to the Applicant by Prince William County or in the event the Applicant desires to construct a roadway, within the right of way reserved pursuant to Proffer 1.a.(ii) above, to access portions of the Property south of Great Oaks Drive, the Applicant shall have the right to construct, in accordance with all State and County standards, a spine road of a type which would normally be constructed to service a development of this nature. The cost of any construction performed by Applicant pursuant to this paragraph shall be credited against the monetary contribution discussed in Proffer 1.a.(v) below.

- (v) Monetary Contribution Relating to Access Points to Parkway: Provided that the Parkway is constructed, the Applicant shall contribute the sum of \$1,400,000 to the Board of County Supervisors of Prince William County, to be used for purposes of construction of or retiring the debt arising from construction of the Parkway, said contribution to be phased as follows: 25% at the time of the issuance of a building permit for the first phase of development; 25% at the time Great Oaks Drive is connected to the Parkway; 25% at the time the spine road within the RM-1 district is connected to the Parkway; and 25% at the time of completion of construction of the Parkway. The contribution amount referred to in this paragraph shall be reduced by the costs of any construction of the Parkway or spine road performed by Applicant pursuant to Proffer 1.a.(iv) above.
- (vi) Limitation of Access Points: The number of access points to the Property from the Parkway shall be limited to those shown on the Plan. The final locations of the median break intersections and the right-in/right-out entrances shall be determined during final design of the Parkway by Prince William County or VDOT, with input from the Applicant.

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PROVIDED DEVELOPMENT PLAN
Barry C. Bairbridge
October 26, 1994
Date
OFFICE OF PLANNING

(vii) Right Turn/Decel Lanes for Right-In/Right-Out Entrances: The Applicant shall construct right turn/decel lanes at all right-in/right-out entrances to the Property from the Parkway. The Applicant shall have the right, but not the obligation, to incorporate the construction of said right turn/decel lanes into construction of the Parkway, with the cost of construction of such right turn/decel lanes being paid by Applicant.

(viii) Participation in Parkway Taxing District: The Applicant shall, upon final approval of this rezoning, execute all documents necessary to have the Property included within a special taxing district established to fund construction costs of the Parkway. Applicant's participation in said taxing district is contingent upon Applicant being granted that number of access points to the Parkway (i.e., Minnieville Road intersection, two internal median break intersections, and six right-in/right-out connections) shown on the Plan, and also upon Applicant having the right, as a part of the construction of the Parkway and at Applicant's sole expense, to stub sewer lines adjacent to the right of way for the Parkway and to install conduits across and through said right of way to permit future extension of utility lines. In the event no contracts for construction of the Parkway are entered into within three (3) years following approval of this rezoning, as proffered, by the Board of County Supervisors of Prince William County, this proffer shall be null and void and Applicant shall have no further obligation to have the Property included in any special taxing district for the Parkway.

b. Great Oaks Drive.

(i) Dedication and Construction: The Applicant shall dedicate right of way of up to 90 feet in width for Great Oaks Drive, generally as shown on the Plan, subject to minor modifications necessitated as a result of field engineering. Said right-of-way shall taper down at the eastern boundary of the Property to provide a transition to the section of Great Oaks Drive approved in conjunction with development of the adjacent property. Within said right of way, Applicant shall construct Great Oaks Drive as a four lane divided roadway, with left turn lanes and right turn/decel lanes at each intersection. Said roadway shall taper down at the eastern boundary of the Property to provide a

APPROVED

PROFFER DEVELOPMENT PLAN

Robert C. Baumbridge
Signed
October 26, 1994

OFFICE OF PLANNING

transition to the section of Great Oaks Drive approved in conjunction with development of the adjacent property. The construction of Great Oaks Drive shall be phased with development of the Property.

The dedication and construction referenced immediately above are contingent upon the Applicant being granted that number of access points to Great Oaks Drive (i.e., two median break intersections) shown on the Plan, and upon the Applicant being given the right to landscape within the right of way being dedicated and, if desired by Applicant, to irrigate the median of the roadway.

- (ii) Limitation of Access Points: The number of access points to the Property from Great Oaks Drive shall be limited to those shown on the Plan. The final locations of the crossovers shall be determined during final design of the roadway.

c. Minnieville Road.

- (i) Dedication of Right of Way: The Applicant shall dedicate right of way of from two to eight feet across the Minnieville Road frontage of the Property, in conformance with the plan for ultimate improvement of Minnieville Road identified as Plan and Profile-Proposed State Highway 640, Project Nos. 0640-076-268 C-502, and 0640-076-268 C-503, prepared by VDOT.
- (ii) Limitation of Access Points: The number of access points to the Property from Minnieville road shall be limited to those shown on the Plan; however, the final location of such access points is subject to change based on final engineering and design of the Property.
- (iii) Construction of Left and Right Turn Lanes: The Applicant shall construct left turn lanes and right turn/decel lanes at each entrance point to the Property from Minnieville Road; provided, however, that if the Parkway is constructed by Prince William County or VDOT, the Applicant shall not be obligated to construct a left turn lane or a right turn/decel lane at the Parkway/Minnieville Road intersection.

d. Miscellaneous.

- (i) Monetary Contribution in Lieu of Parkway: In the event that no contracts for construction of the Parkway have been let within three (3) years following approval of this rezoning, as proffered, by the Board of County Supervisors of Prince William County, the Applicant shall contribute the following sums to said Board, to be used for general transportation improvements in the Minnieville Road corridor:

(a) Within ninety (90) days after the expiration of three years following approval of the rezoning, the Applicant shall contribute the sum of \$800.00 per unit for each dwelling unit which has been constructed or for which a final site plan has been approved within the RM-1 zoning district. Thereafter, the Applicant shall contribute the sum of \$800 per dwelling unit at the time of final site plan approval for each additional unit.

(b) Within ninety (90) days after the expiration of three (3) years following approval of the rezoning, the Applicant shall contribute the sum of \$1.00 per square foot of gross floor area devoted to retail uses, \$1.00 per square foot of gross floor area devoted to office uses, and \$.60 per square foot of gross floor area devoted to all other uses which has been constructed or for which a final site plan has been approved within the PBD zoning district. Thereafter, the Applicant shall contribute at the rate per square foot set forth above at the time of final site plan approval for all additional non-residential construction.

- (ii) No Street Connection to Dale City: No direct street connection shall be made between the Property and the adjacent properties in Dale City located southwest and southeast for the Property.

2. USES WITHIN PBD DISTRICT:

Within the PBD zoning district, a minimum of 65% of the total net floor area shall be devoted to non-retail uses, which, for purposes of this proffer, shall include, without limitation, such uses as office, research and development, flexible high tech space, and commercial non-retail uses, such as restaurants, financial institutions, health spa, professional offices and the like.

APPROVED

PROFFER DEVELOPMENT

Dan C. Baird, Jr.
October 26, 1974

The uses permitted within the PBD zoning district shall not include the following: car wash, funeral home, crematorium, motor vehicle sales, outside storage, automobile repair.

3. RESIDENTIAL UNITS:

- a. No more than 1,700 bedrooms, excluding sunrooms, dens or finished basements, shall be constructed on the Property, said bedrooms to be located within a maximum of 700 units.
- b. All units constructed on the Property shall be "for sale" only at the time of initial offering."

4. MONETARY CONTRIBUTIONS:

- a. For Community Use: The Applicant shall contribute to the Board of County Supervisors of Prince William County the sum of \$120 per dwelling unit, said contribution to be made at the time of final site plan approval for each unit. This contribution to be used for community purposes in the form of improvements to the Gar-Field High School athletic facilities.
- b. For Dale City Recreation Center: The Applicant shall contribute to the Board of County Supervisors of Prince William County, the sum of \$120 per dwelling unit, said contribution to be utilized to upgrade or augment the facilities and/or programs of the Dale City Recreation Center. Said contribution shall be made at the time of final site plan approval for each unit.

5. ARCHITECTURE AND AESTHETICS:

- a. Subject to Covenants, Conditions and Restrictions: The architectural styling and building materials of all buildings to be constructed on the Property shall be governed by covenants, conditions and restrictions, which shall be recorded against the Property in the County land records. As to the provisions of said covenants referenced herein (architectural styling and building materials), the covenants which are recorded against the Property shall be in substance similar to the covenants which have been filed with the Planning Office in conjunction with this rezoning. The architectural styling and building materials of buildings to be constructed in the PBD zoning district shall also be governed by design guidelines which, as to the provisions of said guidelines referenced herein (architectural styling and building materials), shall be in substance similar to the guidelines which have been filed with the Planning Office in conjunction with this rezoning.

APPROVED
PROJECT DOCUMENT PLAN
Signed
October 26, 1994
Date
OFFICE OF PLANNING

APPROVED

PROFFER DEVELOPMENT PLAN

David C. Bainbridge
Signed

October 26, 1984

OFFICE OF PLANNING

Professional and quality oriented architectural materials will be utilized in the construction of all buildings on the Property.

Similarity to Renderings: The buildings to be constructed in that portion of the PBD zoning district identified on the Plan as "Prop Use R&D/Flex Tech/Service Center/Office" shall be substantially similar, in terms of function, style and building materials, to those buildings depicted in those renderings identified as "Single Story Prototype: and "Two Story Prototype", which have been submitted to the Planning Office in conjunction with this rezoning.

- c. Screening of Dumpsters: All dumpsters shall be screened with materials compatible with that utilized in construction of the primary structure.

6. BUFFER AND SCREENING:

- a. Location of Buffers: The Applicant shall provide buffer areas substantially as shown on the Plan, including a 50-foot buffer area along the southeastern boundary of the Property, and a variable-width buffer along the southwestern boundary of the Property, within which the Applicant shall preserve the existing stream valley.
- b. Retention of Vegetation: Within said buffer areas, existing vegetation will be retained where warranted, except as necessary for the placement of utilities or stormwater management facilities, and, within said buffer areas, the Applicant shall supplement existing vegetation where necessary in order to create a screening effect equivalent to the Prince William County SBD-1 standard.
- c. Landscaping of Parking Bays and Interior Travelways: Landscaping shall be provided for interior parking bays and travel lanes, where practical, as set forth in the Covenants, Conditions and Restrictions to be filed against the Property in the County land records.

7. LANDSCAPING:

- a. Subject to Covenants, Conditions and Restrictions: Landscaping for the Property shall be controlled by covenants, conditions and restrictions, which shall be recorded against the Property in the County land records. As to the provisions of said covenants referenced herein (landscaping), the covenants which are recorded against the Property shall be in substance similar to the covenants which have been filed with the Planning Office in conjunction with this rezoning. The landscaping for

the PBD zoning district shall also be governed by design guidelines which, as to the provisions of said guidelines referenced herein (landscaping), shall be in substance similar to the guidelines which have been filed with the Planning Office in conjunction with this rezoning.

- b. Minimum Value of Landscaping: The minimum value of landscaping to be provided within the PBD zoning district, including the cost of irrigating the median of the Parkway and Great Oaks Drive, shall be \$.75 per square foot of gross floor area.
- c. Parking Lot Landscaping: The Applicant shall provide, within all parking areas, interior landscape areas equal to at least five percent (5%) of the paved area of the parking lot.
- d. Phasing: Landscaping shall be phased in coordination with the phasing of development of the Property, so that landscaping is provided on a section-by-section basis as various sections of the project are constructed.
- e. Landscaping along the Prince William Parkway frontage of the Property shall be provided in accordance with the following:
 - (1) With reference to that portion of the Property zoned RM-1, landscaping shall be provided substantially in conformance with that which is reflected on the exhibit prepared by Studio 39 entitled "Prince William Parkway Landscape Design", dated August 23, 1994, attached hereto and incorporated herein by reference ("Exhibit A"), said landscaping to include berms as generally depicted on Exhibit A.
 - (2) With the approval of Prince William County and Virginia Department of Transportation and subject to the issuance of required permits, the developer of the RM-1 portion of the Property shall be responsible for planting trees in that portion of the Prince William Parkway median capable of being planted (i.e., grass areas), said trees to be planted forty feet on center (40' o.c.). This obligation with reference to tree plantings in the median shall be subject to the following:
 - (a) The necessary permit for said trees shall be filed with VDOT within thirty (30) days of plan approval for the first residential section proposed for development. If the permit is approved by VDOT, said trees shall

APPROVED
PROJECT DEVELOPMENT PLAN
Robert C. Baird
October 26, 1994
OFFICE OF PLANNING

APPROVED

PROFFER/DEVELOPMENT PLAN

Robert C. Bainbridge
Signed (b)
October 26, 1994
Date

OFFICE OF PLANNING

Rez 94-28

be planted no later than the next planting season.

The developer of the RM-1 portion of the Property shall be responsible for watering the trees for a period of one (1) year. This obligation may be satisfied in the form of a contract for one (1) year with a landscaping company for this service.

8. SIGNAGE:

- a. Subject to Covenants, Conditions and Restrictions: Signage (temporary and permanent) for the Property shall be controlled by covenants, conditions and restrictions, which shall be recorded against the Property in the County land records. As to the provisions of said covenants referenced herein (signage), the covenants which are recorded against the Property shall be in substance similar to the covenants which have been filed with the Planning Office in conjunction with this rezoning.
- b. Entry Features: Entry feature signage shall be substantially similar in style, color, and materials to that which is shown in the exhibit identified as Prince William Commons Typical Entrance Wall, dated June 11, 1988, prepared by Land Design/Research, Inc. and filed with the Planning Office in conjunction with this rezoning.
- c. Freestanding Signage: All other permanent freestanding signage shall have a maximum height of ten feet (10'). No pole-type signs shall be permitted; however, this proffer shall not preclude use of those signs identified as "Traffic Directionals" and "Building Site Entrance Identification," on schematic drawings which have been filed with the Planning Office in conjunction with this rezoning.

9. RECREATIONAL AMENITIES:

Within the RM-1 zoning district, the Applicant shall provide recreational amenities consisting of, at a minimum, a pool, a clubhouse, two (2) tennis courts, two (2) tot lots, two 60 x 90 foot all purpose courts, picnic areas, and a meeting/all purpose room.

10. PRESERVATION OF STONE HOUSE:

The Applicant shall preserve and rehabilitate the existing stone house located in the northeast quadrant of the Property.

In order to rehabilitate the structure, the Applicant shall be permitted to remove elements of the house which are not historic in nature. The Applicant's obligation to rehabilitate the structure shall extend only to the exterior of the structure and those portions of the interior which will be used by Applicant or any successor in interest. Once rehabilitated, the structure may be used for any purpose permitted within the PBD zoning district. Until the structure is put to a full-time commercial and/or office use, the Applicant shall make the structure available, on a reservation basis, for use as a community meeting facility. In addition, the Applicant shall provide a plaque on or near the stone house, which plaque shall provide information about the store presently located on the Property and its contributions to Prince William County. The wording of said plaque shall be as determined by the Prince William Historical Society.

11. PARKING LOT LIGHTING:

All freestanding parking lot lights shall have a maximum height of twenty-five feet (25') and shall have fixtures which shall direct light downward and inward.

12. HANDICAPPED PARKING:

The Applicant shall provide handicapped parking in conformance with the requirements of the Design and Construction Standards Manual.

13. FIRE AND RESCUE STATION:

a. The Applicant shall convey to the Dale City Volunteer Fire Department a 1.435 acre parcel of land within the Property in accordance with the terms and conditions contained in the Agreement For Purchase and Sale of Real Estate, dated April 12, 1994, attached hereto and incorporated herein by reference.

b. Comprehensive Plan Conformity: Acceptance and approval of this zoning proffer amendment by the Prince William Board of County Supervisors authorizes the location and provision of that public use site and facilities specifically referenced on the Plan and in this proffer statement for a fire station site pursuant to the Virginia Code Section 15.1-456 and the Prince William County Code Section 32-201.13(b). Acceptance of this proffer constitutes approval of the public use and facility and its general location and thereby excepts said use and facility from further Comprehensive Plan conformity review.

APPROVED
PBD DEVELOPMENT PLAN
Robert C. Bainbridge
October 26, 1994

14. SITE DEVELOPMENT:

- a. Internal Street Network and Pods: Subject to the Parkway/Spine road alternatives set forth in Proffer 1.a.(iv) above, the internal street network of the Property shall be constructed substantially as shown on the Plan, and development of the Property shall occur within those pod areas generally shown on the Plan.
- b. Compliance with HCOD: In the event of adoption, by the Board of County Supervisors of Prince William County, of a Highway Corridor Overlay District (HCOD) for Minnieville Road and/or the Parkway adjacent to the Property, development of that portion of the Property which is included within the limits of the HCOD shall be in accord with the provisions of said HCOD. However, this proffer shall not preclude the Applicant from pursuing site plan approval and development of the Property pursuant to then-current ordinances, nor from acquiring vested rights pursuant to such plans or development, prior to the adoption of said HCOD.

15. BUS SHELTER:

In the event that an intracounty bus system is established, the Applicant shall construct a bus shelter on the Property for the use of patrons of said bus system.

16. STORMWATER MANAGEMENT:

The Applicant shall provide stormwater management for the Property under Best Management Practices criteria. As part of said stormwater system, the Applicant shall construct a wet pond within the RM-1 portion of the Property, in the general location shown on the Plan.

17. LIMITATION ON GARRISON-TYPE FLAGS:

No garrison-type (extraordinary in size) flags shall be used or displayed on any portion of the Property.

(SIGNATURES ON FOLLOWING PAGE)

APPROVED
Robert C. Bainbridge
October 26, 1994

Of

SIGNATURE PAGE
REZ #94-0028

COLLEN EQUITIES, INC., a Texas Corporation

By:

Title:

Deborah K. Behrend
VICE PRESIDENT

and

By:

Title:

Man Padua
Assistant Secretary

APPROVED
PROFFER/DEVELOPMENT PLAN

Robert C. Bainbridge
October 26, 1994

THIS SHEET IS FOR INFORMATION PURPOSES ONLY

10-23-96
rev. 02-12-97
03-06-97

PROFFER STATEMENT

RE: Rezoning #97-0014, Prince William Commons
Record Owners: Collin Equities, Inc.
Property: G.P.I.N. 8292-21-8147 and 8292-31-2529 (formerly Tax Map #31-25-000-0000C1)
32.4436 acres, Neabsco Magisterial District
Prince William County, Virginia
Date: March 6, 1997

The undersigned hereby proffers that the use and development of the subject Property shall be in strict accordance with the following conditions which shall supplement the proffers approved in conjunction with REZ #94-0028. Except as modified herein below, all proffers approved with REZ #94-0028 shall remain in full force and effect. Where there is a conflict between these and the proffers associated with REZ #94-0028, the proffers set forth herein below shall govern. In the event that the above referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and are null and void and the proffers accepted in connection with REZ #94-0028 shall remain in full force and effect. The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers.

TRANSPORTATION

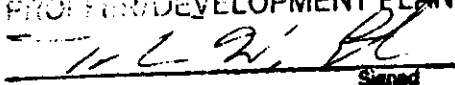
1. Limitation of Access Points: The number of access points to the Property from the Parkway and their general locations shall be as shown on the Plan referenced with REZ #94-0028, except that the Applicant shall be permitted a median crossover with access to the Property via an internal street connection to the Parkway at the location shown on the exhibit entitled "Parkway Access Exhibit - Prince William Commons", prepared by Polins, Weyant and Hamm, Inc. and dated September 1996. Said median crossover providing access to the Property shall be subject to the following:

APPROVED
PROFFER/DEVELOPMENT PLAN

Signed
Apr. 2, 1997
Date
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- (1) Notwithstanding the right-in/right-out entrances shown on the Plan referenced in the proffers of REZ #94-0028, there shall be no right-in/right-out connections along the north side of the Prince William Parkway between Golansky Boulevard and the eastern boundary of the Property. This limitation shall not apply to the access to the Property as provided for in Paragraph #1 above.
 - (2) In connection with the construction of the said additional median crossover on the Prince William Parkway, the Applicant shall construct or fund the construction of a traffic signal at the said crossover when warrants are met. In the event warrants for signalization are not met prior to ultimate build out of the Property, the Applicant shall escrow funds with Prince William County for the cost of said signal as determined at that time. Said signal shall include override (pre-emptive) equipment in order to allow fire and rescue vehicles departing the fire station site located across the Parkway at this median crossover to safely enter the Parkway and equipment that provides ~~future synchronization capability~~ ~~for~~* 
 - (3) At the time the median crossover is constructed, the Applicant shall construct appropriate left and right turn lanes on the Prince William Parkway at said crossover.
2. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$150,000.00 to be used only for construction of Golansky Boulevard to allow for the completion of the connection between existing Golansky Boulevard and Smoketown Road. Said contribution shall be paid within sixty (60) days of receipt of a written request from Prince William County assuming the needed right of way for said connection has been obtained and construction of the project is otherwise ready to be commenced.
 3. The Applicant shall construct or fund the construction of the traffic signal at the intersection of Golansky Boulevard and the Prince William Parkway at the time warrants for the signal are met. Said signal shall include equipment that provides for* ~~future synchronization capability~~ . In the event the warrants are not met prior to completion of development on the Property, the Applicant shall escrow the funds with Prince William County prior to the release of the bond posted with the County for

*inclusion in the currently planned VDOT Northern Virginia Traffic Signal Control System. 

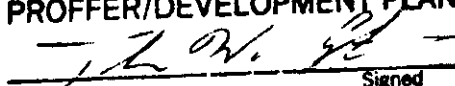
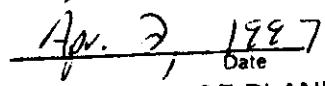
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development of the Property. In the event the signal is installed by another private party or entity and includes equipment for synchronization capability, this obligation shall be null and void and Applicant shall have no further responsibility for said signal.

4. The Applicant shall re-stripe the existing lanes on Golansky Boulevard at its intersection with the Parkway to provide two (2) left turn lanes, one left turn/thru lane and one (1) right turn lane, or as may be approved by Public Works and/or VDOT.

(SIGNATURES ON FOLLOWING PAGE)

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SIGNATURE PAGE
REZ # 97-0014, PRINCE WILLIAM COMMONS

COLLIN EQUITIES, INC., a Texas Corporation

By: Deborah Bohrend

Title: VICE PRESIDENT

and

By: Manfreda

Title: Assistant Secretary

APPROVED
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Signed

Date

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