

**RESOLUTION TO AUTHORIZE THE NEGOTIATION AND TERMINATION
OF GROUND LEASE AGREEMENT RESTRICTIONS
APPLICABLE TO THE VT/UVA NORTHERN VIRGINIA CENTER
WITH THE CITY OF FALLS CHURCH, VIRGINIA**

Virginia Polytechnic Institute and State University (“Virginia Tech”/”VT”) desires to negotiate the release and/or termination of restrictive covenants set forth in the Ground Lease Agreement dated January 10, 1995, that are applicable to the VT/UVA Northern Virginia Center, with the City of Falls Church, Virginia.

**RESOLUTION TO AUTHORIZE THE NEGOTIATION AND TERMINATION
OF GROUND LEASE AGREEMENT RESTRICTIONS
APPLICABLE TO THE VT/UVA NORTHERN VIRGINIA CENTER
WITH THE CITY OF FALLS CHURCH, VIRGINIA**

WHEREAS, by Ground Lease Agreement dated January 10, 1995, The Rectors and Visitors of the University of Virginia (“UVA”) and Virginia Polytechnic Institute and State University (“Virginia Tech”/“VT”) leased 5.33097 acres from the City of Falls Church, Virginia, which 5.33097 acre parcel is shown and described on the attached drawing entitled “VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY Northern Virginia Center Falls Church, Fairfax County, Virginia;” and

WHEREAS, the Ground Lease Agreement contains restrictions on the real property’s current and future use and other restrictive matters that would survive Virginia Tech’s purchase of the aforementioned 5.33097 acres from the City of Falls Church and extremely limit any further development of the VT/UVA Northern Virginia Center; and

WHEREAS, in keeping with the then requirements for Virginia Tech to enter into leases, the Ground Lease Agreement was reviewed and recommended for approval by the Division of Engineering And Buildings and the Division of General Services, as well as executed by the Secretary of Administration with the office of the Governor of Virginia; and

WHEREAS, Virginia Tech and UVA jointly developed the 5.33097 acre parcel, including the construction of an approximately 101,154 square foot instructional and academic building thereon, and an adjoining 2.18746 acre parcel jointly owned in fee simple title by the universities to create the VT/UVA Northern Virginia Center, which opened in 1996; and

WHEREAS, by a separate Board of Visitors Resolution dated April 1, 2019, the Board was requested to authorize Virginia Tech to acquire UVA’s interest in the VT/UVA Northern Virginia Center upon terms and conditions acceptable to Virginia Tech; and

WHEREAS, by a separate Board of Visitors Resolution dated April 1, 2019, the Board was requested to authorize Virginia Tech to acquire the aforementioned 5.33097 acre parcel from the City of Falls Church, Virginia, upon terms and conditions acceptable to Virginia Tech; and

WHEREAS, due to the number and nature of both city and state departments involved, Virginia Tech wants to make the Board aware of this matter and desires the Board’s support and authorization to proceed with negotiating the release

and/or termination of the restrictive covenants stated in the Ground Lease Agreement;

NOW, THEREFORE BE IT RESOLVED, that the Vice President for Operations, his successors and/or assigns, or designees be authorized to negotiate with any and all necessary parties, including the Governor, to secure the release and/or termination of the restrictive covenants set forth in the Ground Lease Agreement in a manner satisfactory to Virginia Tech, in accordance with applicable university policies and procedures as permitted by the Higher Education Restructuring Act and Management Agreement with the Commonwealth of Virginia, and the Code of Virginia (1950), as amended.

RECOMMENDATION:

That the above resolution authorizing the Vice President for Operations, his successors and/or assigns, or designees be authorized to negotiate with any and all parties, including the Governor, to secure the release and/or termination of the restrictive covenants set forth in the Ground Lease Agreement in a manner satisfactory to Virginia Tech, be approved.

April 1, 2019

VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY
Northern Virginia Center
Falls Church, Fairfax County, Virginia

