Proffer Statement
Kingstowne Wal-Mart
Proffer Condition Amendments PCA 84-L-020-21 & PCA 84-L-020-22

July 27, 2004

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and Sections 16-403 and 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), Wal-Mart Real Estate Business Trust for itself and its successors and assigns (hereinafter collectively referred to the "Applicant" or "Developer") in these Proffered Condition Amendments ("PCA"), proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference No. 91-2((1)), Parcel 32B pt (hereinafter referred to as the "Property") will be in accordance with the following conditions if, and only if, said Proffer Condition Amendments, PCA 84-L-020-21 and PCA 84-L-020-22 and Conceptual/Final Development Plan ("CDPA/FDPA") 84-L-020-2-12 are granted. In the event said application and requests are denied, these proffers will immediately be null and void and of no further force and effect. Previously approved proffers pursuant to PCA 84-1-020-4 shall remain in full force and effect as they pertain to Tax Map Reference 91-2((1)), Parcel 32B pt. except as amended specifically below. The proffered conditions below also contain additional commitments applicable to the application property.

GENERAL

1. The property which is the subject of these applications shall be developed in substantial conformance with the plan entitled 'Wal-Mart Conceptual Development Plan Amendment/Final Development Plan Amendment/Proffered Condition Amendment/Generalized Development Plan, (hereinafter the "Plan"), Store #2194 dated July 23, 2004 and prepared by Bohler Engineering provided, however, that minor modifications may be permitted when necessitated by sound engineering or which may become necessary as part of the final site engineering, as determined by the Department of Public Works & Environmental Services ("DPWES"). This proffer shall supersede proffer number 67a of PCA 84-L-020-4.

2. The property shall be used for retail uses. Building signage shall be limited to advertising the name of the primary

individual establishment only and shall be in accordance with Article 12, Signs; signs for ancillary services or accessory service uses, such as film developing, "Joe's Diner", or other fast-food restaurant or eating establishment in the building, etc., shall be prohibited.

3. There shall be no outdoor vending machines, including but not limited to, soft drink machines.

4. There shall be no coin-operated mechanical rides or other similar devices located outside the walls of the buildings.

5. Outdoor display, storage and sales of goods shall be prohibited; however, these restrictions shall not preclude (i) having outdoor seating at eating establishments, approved through a proffer condition amendment, or fast food restaurants, approved through special exception, or (ii) Group Eight Temporary Uses limited to community-oriented events, such as farmer's markets, antique markets, car shows, arts and craft displays, "Taste of Kingstowne" and similar special and seasonal events, approved through special permit.

6. A masonry wall made of brick shall be constructed to replace the temporary board on board fence on the perimeter of the property located near Sir Viceroy Drive. The masonry wall must be constructed no later than the time the additional storage area is constructed and must be completed by the time a Non-Residential Use Permit is issued for the storage area when completed. The masonry wall shall be a minimum of six feet in height and shall run the length of the existing board on board fence (shown as temporary fence on "Plan"). The physical location of the masonry wall is subject to DPWES, VDOT and County DOT approval, as well as site plan review. Any existing landscaping that is lost due to the construction of the masonry wall shall be replaced in like kind and size after the wall's construction is completed. If a decision needs to be made as to the placement of such landscaping because construction of the wall does not allow for trees or shrubs to be planted at their original sites, any new or replacement plantings shall be placed outside the masonry wall bordering King Center Drive and not inside the wall where it will not be visible from the roadway.

7. Garden materials may be displayed only within the area

identified on the Plan as "Garden Center" and "Garden Center Expansion"; however, this restriction shall not preclude group eight temporary uses limited to community-oriented events, such as farmer's markets, arts and crafts displays, and similar special and seasonal events, approved through special permit.

8. Parking lot landscaping shall be provided as shown on Sheet 4 of the "Plan". All parking lot landscaping shall be maintained as described in Proffer # 9.

9. The planting and maintenance of all tree and other landscape plants on the site shall be in conformance with the Public Facilities Manual. Plants shall meet the size requirement of the Public Facilities Manual. Plants shall also meet the health and quality standards for the size of the material to be planted as specified in the latest edition of American Association of Nurseryman's American Standard for Nursery Stock (ANSI Z60.1). All trees and shrubs shall be planted as specified in the latest edition of Landscape Specification Guidelines, Landscape Contractors Association, MD, DC, VA. Any trees that are staked or guyed at the time of planting shall have the stakes and guy wires removed within one year. All plants shall be maintained to ensure a healthy growing condition and to preserve their natural form and function. All plants shall be maintained with proper watering, mulching, pruning and other maintenance as specified in the Landscape Specification Guidelines and pruning as specified in the latest edition of American National Standard for Tree care Operations - Tree Shrub and Other Woody Plant Maintenance - Standard Practices, ANSI A-300. All plant material that is dead, dying, or damaged beyond repair shall be replaced.

10. The Applicant shall adhere to the landscaping design shown on the plan. Subject to the approval of Urban Forestry Division and DPWES, modifications to the exact locations of trees and other landscape materials may be made for the installation of utilities and other necessary construction activities; provided, however, that the overall landscaping scheme is maintained.

11. There shall be no metal containers or trailers used for storage or stored on the property. This shall not preclude operations normally associated with deliveries to the store. In

no instance shall any trailer or metal container be kept on the property for more than two days.

12. The additional gross floor area identified on the "Plan" as "Stock Room Addition" shall be used only as storage space and shall not be converted to retail space unless proper approval is received through approval of a proffered condition amendment.

13. All dumpsters shall be located at the rear of the store
and inside the masonry wall. Dumpsters shall not be located in the front or on the sides of the store unless such use has been approved by special permit or exception.

14. All empty pallets, bales, and/or refuse shall be located at the rear of the store in the area shown on the "Plan" and inside the masonry wall. All shopping carts and fixtures stored in the rear of the store shall be located in the area shown on the "Plan" and inside the masonry wall. Pallets shall not be used outside for display, storage or sales of goods unless approved by special permit or exception. This does not preclude the use of pallets to display garden materials within the area identified on the "Plan" as "Garden Center" and "Garden Center Expansion".

15. The existing sidewalk along the entrance roadway to the site from Sir Viceroy Drive shall be extended to Sir Viceroy Drive, and shall continue along the perimeter of Sir Viceroy to the point of the painted crosswalk; a handicapped ramp shall be installed at Sir Viceroy Drive and a painted crosswalk shall be installed across Sir Viceroy Drive as shown on the "Plan". These improvements shall be subject to the review and approval of the Virginia Department of Transportation and DPWES.

16. When lighting fixtures, as defined by the Fairfax County Zoning Ordinance are replaced, they shall be replaced with fixtures that meet the standards specified in Part 9, Outdoor Lighting Standards of the Fairfax County Zoning Ordinance. Any new lighting fixtures that are installed shall also meet the standards specified in Part 9, Outdoor Lighting Standards of the Fairfax County Zoning Ordinance.

17. Building permits shall not be issued until receipt of

an executed letter from Kingstowne Commercial Ownership Corporation's Architectural Review Committee approving the architectural appearance of the two proposed additions and the masonry wall. Kingstowne Residential Ownership Corporation shall be afforded an opportunity to review and comment on the architectural appearance of the two proposed additions and the masonry wall prior to the issuance of the executed letter from Kingstowne Commercial Ownership Corporation's Architectural Review Committee.

WAL-MART REAL ESTATE BUSINESS TRUST

BY: _____
H. Lee Scott, Sole Managing Trustee

I:\COMMON\WP\L4\Emf\Fairfax v. Wal-Mart\Zoning Application Materials\Proffers - Amended Proffers10a.wpd

Approved as to legal terms only
by _____
WAL-MART LEGAL DEPT.
Date: 8/18/04