

**BACKLICK PLAZA  
PROFFERS  
RZ 2004-MA-025**

February 10, 2005

Pursuant to Section 15.1-2303(A), *Code of Virginia*, as amended, the Applicant and property owner in RZ 2004-MA-025 (the "Application") affecting property identified as Tax Map 80-2 ((1)) 23 (hereinafter referred to as the "Subject Property"), proffers for themselves, their successors and assigns, that the development of the Subject Property will be in accordance with the following terms and conditions, provided that the Board of Supervisors approves the Application. These proffers shall supersede all previously approved proffers for the Subject Property.

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, development of the Subject Property shall be in substantial conformance with the Generalized Development Plan ("GDP") prepared by Tri-Tek Engineering, dated May 12, 2004, as revised through January 6, 2005.
2. Pursuant to Paragraph 4 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on Sheet 1 of the GDP without requiring approval of an amended GDP provided such changes are in substantial conformance with the GDP as determined by the Fairfax County Zoning Administrator.
3. The Subject Property shall be developed with a maximum gross square footage of 85,930. The primary use of the Subject Property shall be retail establishments. These uses may remain or may be replaced with other uses permitted by-right in the C-6 District. In addition, other special exception and special permit uses may be provided without a PCA, if a special exception is approved by the Board of Supervisors or a special permit is approved by the Board of Zoning Appeals and parking requirements can be met on site and the use is otherwise in substantial conformance with the GDP and these proffers.
4. Prior to the issuance of the first Non-RUP for the building on the eastern portion of the Subject Property (Building 1), Best Management Practices (BMPs) shall be provided in accordance with the Public Facilities Manual (PFM) requirements as determined by the Department of Public Works and Environmental Services (DPWES).
5. Architecture and architectural materials of (Building 1) shall be in substantial conformance with the architectural elevations shown on Sheet 4 of the GDP. Prior to the issuance of any future building permits for exterior renovations, other than signage, to the building on the southeast portion of the Subject Property (Building 2), the Applicant shall provide documentation to DPWES that the

- architecture and architectural materials of Building 2 are in substantial conformance with the architectural elevations shown on Sheet 4 of the GDP.
6. One monument-style, freestanding sign shall be provided to identify the Subject Property. The sign shall generally be located at the intersection of Backlick Road and Hechinger Drive. Details of the freestanding sign shall be in conformance with Article 12 of the Zoning Ordinance. No pole mounted signs shall be permitted on the Subject Property.
  7. All new or replacement outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance.
  8. A Landscaping Plan incorporating the landscaping shown on Sheet 2 of the GDP, with the addition of a hedge to be maintained at 36 inches in height along the western edge of the parking area, shall be submitted with the initial and all other submissions of a site plan for review and approval of the Urban Forest Management Branch (UFMB). The exact number and spacing of trees and other plant material shall be submitted at the time of final site plan review and shall be subject to the review and approval of the UFMB. If during the process of site plan review, any new landscaping shown on the GDP cannot be installed, due to conflicts with existing utility lines, trails, etc., as determined by the Director, UFMB, then an area of additional landscaping consisting of trees and/or plant materials of a type and size consistent with that displaced, shall be substituted at an alternate location on the site, as determined by the UFMB. In accordance with the PFM, native or recommended species shall be used in all landscaped areas as approved by the UFMB.
  9. The dumpsters for Buildings 1 and 2 shall be screened in board-on-board enclosures.
  10. Prior to the issuance of the first Non-RUP for Building 1, the Applicant shall provide an extension of the existing sidewalk on the south side of Hechinger Drive, as generally shown on the GDP.
  11. Prior to the issuance of the first Non-RUP for Building 1, the Applicant shall provide the following improvements to the Backlick Road/Hechinger Drive intersection:
    - (a) Provide VDOT's operation section (Camp 30) with recommended timing changes to improve the operation of the intersection, to subsequently be approved and modified by VDOT.
    - (b) Restripe the westbound approach on Hechinger Drive to provide a dedicated left turn lane and a combined through/right turn lane as shown on the GDP.

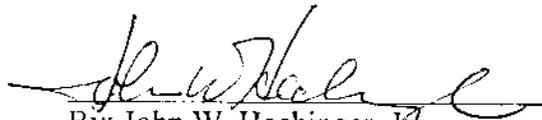
- (c) Relocate the stop bar on the westbound approach on Hechinger Drive to facilitate truck turning movements from southbound Backlick Road onto eastbound Hechinger Drive.
  - (d) Restripe the northbound Backlick Road approach to provide a dedicated left turn lane, a through lane and a combined through/right turn lane as shown on the GDP.
  - (e) Modify the existing concrete median on the southbound Backlick Road approach to facilitate truck turning movements onto eastbound Hechinger Drive as shown on the GDP.
  - (f) Provide a crosswalk across Hechinger Drive as shown on the GDP.
12. Upon issuance of the first Non-RUP for Building 1, or upon demand by the County, whichever occurs first, the Applicant shall dedicate at no cost to the County in fee simple to the Board of Supervisors right-of-way measuring 57 feet from the existing centerline, as shown on the GDP. If future dedication is required, the dedication shall be subject to reservation of density pursuant to Section 2-308 of the Zoning Ordinance.
13. These proffers will bind and inure to the benefit of the Applicant and their successors and assigns.

[SIGNATURES BEGIN ON NEXT PAGE]

APPLICANT/AGENT FOR TITLE OWNER

HECHINGER ENTERPRISES

By: JUNE LIMITED LIABILITY COMPANY,  
Its General Partner

A handwritten signature in cursive script, appearing to read "John W. Hechinger, Jr.", written over a horizontal line.

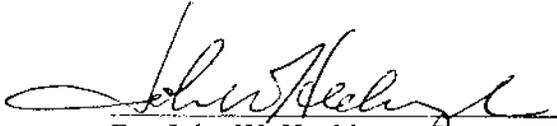
By: John W. Hechinger, Jr.  
Its: Managing Member

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 80-2 ((1)) 23

HE BACKLICK, LLC

By: JUNE LIMITED LIABILITY COMPANY,  
Its Managing Member

A handwritten signature in cursive script, appearing to read "John W. Hechinger, Jr.", written over a horizontal line.

By: John W. Hechinger, Jr.  
Its: Managing Member

[SIGNATURES END]