PROFFERS OF DEVELOPMENT CONDITIONS

Pursuant to Section 15.2-2303A of the 1950 Code of Virginia, as amended, the undersigned proffer the following conditions subject to the approval of the Board of Supervisors of Fairfax County, Virginia of PCA 79-S-113 and RZ 1997-SU-030 to the Industrial I-5 Zoning category.

1. All Proffers contained in original RZ 79-S-113 are hereby reaffirmed to the extent still applicable.

2. Subject to Section 18-204 of the Fairfax County Zoning Ordinance, development of the commercial recreation park shall conform to the Generalized Development Plan and Special Permit Plat prepared by D.A. Bryant, P.C., dated October 31, 1997, as revised to February 25, 1998.

   The following proffered conditions apply to the development of the commercial recreation park:

   a) Traffic Signal:

      The Applicant shall install a traffic signal at the Willard Road/Daly Drive intersection prior to the issuance of a Non-Residential Use Permit(Non-RUP) for the "water park" feature of the commercial recreation park, subject to VDOT approval. Applicant shall be reimbursed the costs of funding and installation of the traffic signal over and above a $33,000 funding commitment on a pro-rata and/or contribution basis as funds become available from the County, VDOT and others.

      If a traffic signal is not approved by VDOT for this location, the Applicant shall contribute the $33,000.00 toward traffic mitigation within the Brookfield/Willard/Daly intersection areas.

   b) Signage (subject to the provisions of Article 12 of the Fairfax County Zoning Ordinance):

      1) One (1) monument sign on Route 28 frontage.

      2) Building mounted signage limited to one (1) sign on the Route 28 building frontage in addition to building mounted signage on the Brookfield Corporate Drive frontage.

3) No pylon/pole freestanding signs.

c) Exterior Building Materials:

1) Primary materials - metal, masonry, block, and glass.

2) Earth tones on all exterior elements, including the roof but not including accent treatments.

d) Landscaping:

1) Deciduous trees shall be a minimum of two and one-half to three inches (2-1/2" to 3") in caliper at time of planting.

2) Large evergreen trees shall be a minimum of eight feet (8') in height at time of planting.

e) Lighting:

1) Parking lot lights at twenty-five feet (25') maximum height.

2) Water facility security lights at eight feet (8') maximum height.

3) Go-kart track lights at twenty feet (20') maximum height.

4) All parking lot and go-kart lighting shall be directed downward and away from adjacent uses and shall meet or exceed all applicable Fairfax County glare and performance standards.

f) Any containment systems for the storage of hazardous substances, including gasoline, shall meet or exceed applicable County, State, and Federal regulations.

g) Mechanical noise, noise from go-karts, and music/public address transmissions shall meet or exceed all applicable County performance standards for noise.

3. If the commercial recreation park is not developed, development will be in accordance with the regulations of the I-5 Industrial Zone, as amended, and subject to the following conditions, DEM oversight under Zoning Section

18-204, and any modifications pursuant to Special Exception and/or Special Permit approvals:

a) Traffic Signal:

The Applicant shall contribute $5,000 toward the funding and installation of a traffic signal at the Willard/Daly Drive intersection at time of site plan approval, subject to the additional condition that a separate pro-rata analysis may be given to any Special Exception or Special Permit proposed under those respective processes. If the funds are not utilized within two (2) years from the approval date of the site plan, they shall be returned to the Applicant.

b) Signage (subject to Article 12 of the Fairfax County Zoning Ordinance):

On-site freestanding signage shall be limited to monument signs only with no pylon/pole freestanding signs.

c) Exterior Building Materials:

Earth tones on all exterior elements, including roofs but not including accent treatments.

d) Set-back from Route 28:

A buffered landscaping strip/berm area will be provided along the Route 28 frontage the length of the property line at an average of thirty feet (30').

e) Lighting:

All parking lot and any feature lighting shall be directed downward and away from adjacent uses and shall meet or exceed all applicable Fairfax County glare and performance standards.

f) Containment Systems:

Any containment systems for the storage of hazardous substances, including gasoline, shall meet or exceed applicable County, State, and Federal regulations.

g) Mechanical Noise:

Mechanical noise, including any music or public address transmissions shall meet or exceed all applicable County performance standards for noise.

h) Fencing:

Subject to the equal or otherwise agreed upon sharing of costs between the respective property owners prior to site plan approval, a fence-type barrier shall be located along the northern and southern shared property lines.

i) Uses:

The following uses shall not be permitted without amendment of the proffers: Crematory, animal or human; Heavy equipment and specialized vehicle sale, rental, and service establishments; Lumber yards and building material yards, to include rock, sand, and gravel; Motor freight terminals; Motor vehicle storage and impoundment yards; Recycling centers; Storage yards; and Vehicle major service establishments.

4. Public Right-of-Way pursuant to VDOT Plan Project 028-029-116, as revised to July 17, 1991, shall be reserved for future dedication. The Right-of-Way shall be dedicated upon request by VDOT at the time of full funding of the interchange project at Willard Road and Route 28.

Title Owner:

SOLEM HOLDINGS, INC.

By: Charles H. Solem

Contract Purchaser/Applicant:

CHANTILLY AMUSEMENTS, LLC.

By: Gary W. Reedy

proffer.cha