

PROFFERED CONDITION STATEMENT
Frito-Lay, Inc.
Proffered Condition Amendment PCA 87-V-068
February 18, 1997

Pursuant to Section 15.1-491(a) of the Code of Virginia, 1950, as amended, and Section 18-203 of the Zoning Ordinance of Fairfax County (1978 amended), the Property Owner and Applicant in this Proffered Condition Amendment Application proffer that the development of the parcel under consideration and as shown on the 1995 Fairfax County Tax Maps as 99-4((1)) Parcel 5 (hereinafter referred to as the "Property") will be in accordance with the following conditions if, and only if, said Proffered Condition Amendment Application is granted. In the event said application request is denied, these proffers shall be null and void. The Applicant, for itself, its successors assigns, agrees that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia in accordance with applicable County and State statutory procedures. These proffered conditions, if accepted, supersede all proffers existing on the Property. The proffered conditions are:

1. Generalized Development Plan ("GDP"). Except as otherwise provided below, the Property shall be developed in substantial conformance with the Generalized Development Plan prepared by Land Design Consultants dated July, 1996 and revised through 1/6/97 which consists of three (3) sheets and reflects two (2) potential phases for development. The Applicant reserves

the right to construct the "ultimate site development" initially, in its sole discretion, but observing the access restriction set out in Proffer 2. Minor modifications to the approved development may be permitted pursuant to the provisions of Section 18-204 of the Zoning Ordinance at the time of site plan approval to accommodate sound engineering/architectural and design practices as may be determined by DEM.

2. Access. Access, including construction access, shall be from Backlick Road; however, if the Fairfax County Parkway section from Telegraph Road to I-95 is not open to public traffic when this facility is opened or when construction begins, access shall be via the temporary access from Cinder Bed Road until the Parkway section is opened, as shown on Sheet 2 of the GDP, and no direct access from the site to Backlick Road shall be allowed until the Parkway section is opened. Upon the issuance of the non-rup for the second phase, or when access from Backlick Road is available, whichever first occurs, as shown on Sheet 1 of the GDP, any pavement from Cinder Bed Road to the parking lot shall be removed and landscape shall be installed. The Cinder Bed Road access may start as a construction entrance and shall be located to minimize tree removal. Said construction access need not follow the whole route of the temporary main entrance. The Applicant shall provide adequate notice to its employees directing them to the Cinder Bed Road entrance until such time as the Backlick Road entrance is available for use pursuant to this proffer.

3. Road Construction.

a. The Applicant proffers as a part of site plan approval to construct left and right turn lanes and curb and gutter on Backlick Road per VDOT/DEM standards, as shown on the revised Generalized Development Plan.

b. The Applicant proffers as a part of site plan approval to construct pavement to twenty-four (24) feet from the center line to face of curb of Cinder Bed Road per VDOT/DEM standards as shown on the Generalized Development Plan.

4. Trail. The Applicant shall construct the eight (8) foot asphalt trail within the Backlick Road right-of-way as a part of site plan approval as shown on the GDP.

5. Landscaping. The Applicant proffers landscaping, as indicated on the Generalized Development Plan shall be provided. At the time of Site Plan submission, a Landscaping Plan, which includes peripheral and interior parking lot landscaping subject to the approval of the county Arborist, will be submitted to DEM. The Applicant shall add twelve (12) white pines at locations left open by grading along its Backlick Road frontage to provide a visual screen.

6. Tree Save. The designated tree save areas indicated on the Generalized Development Plan shall be implemented subject to the engineering requirements indicated by the Geotechnical Study, and subject to County Arborist approval and DEM at the time of final site plan approval. Limits of clearing and grading shall be observed as denoted on the GDP.

7. Best Management Practices. The Applicant proffers a permanent Storm Water Management Plan incorporating Best Management Practices (BMP) as shown generally on the Generalized Development Plan, subject to DEM/DPW standards.

8. Toxic/Hazardous Materials. The Applicant proffers that no toxic or hazardous materials of any type will be stored or processed at the site unless in accordance with DEM/EPA standards and the requirements for the I-5 Zoning District. No substance requiring a Hazardous Use Permit will be stored on site. The Applicant will operate a maintenance garage as shown on the GDP to provide maintenance services to its trucks, and will observe all applicable environmental laws and regulations in so doing.

9. Geotechnical Study. The Applicant proffers that a geotechnical study will be submitted to the Geotechnical Review Board subject to DEM approval prior to Site Plan submission and recommendations will be implemented as required by DEM.

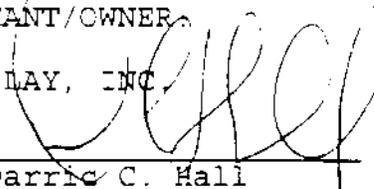
10. Signage. All signage shall conform to the provisions of Article 12 of the Fairfax County Zoning Ordinance.

11. Notwithstanding any note to the contrary on the GDP, the security fence shown on the GDP may be built to eight (8) feet in height, but shall be dark in color.

APPLICANT/OWNER:

FRITO-LAY, INC.

By:


Darrin C. Hall
Real Estate Operations Manager

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