PROFFERS

PCA 93-Y-002

MCDONALD'S CORPORATION

February 24, 1997

Pursuant to Section 15.1-491(a) of the Code of Virginia, as amended, subject to the Board of Supervisors approval of a proffer condition amendment on property referenced among Fairfax County Tax Map Records as 54-4 ((5)) 1, 9A, 10, 11, 12, pt. 12A and 54-4 ((1)) pt. 73 (hereinafter referred to as the "Application Property") , the applicant, for itself and its successors or assigns proffers that the development of the Application Property shall be in accordance with the following conditions which, if accepted, supercede all previously approved proffers for the Application Property:

DEVELOPMENT PLAN

1. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance, the Application Property shall be developed in conformance with the Amended Special Exception ("SE")/Proffer Condition Amendment ("PCA") Plat prepared by Bengston, DeBell & Elkin, Ltd., dated August 7, 1996, as revised through January 15, 1997, as further modified by these proffered conditions. However, minor modifications may be permitted by the Department of Environmental Management ("DEM") when necessitated by sound engineering practices, or other minor modifications which may become necessary as part of final engineering design in accordance with the Zoning Ordinance.

2. Density credit is reserved in accordance with the provisions of Section 2-308 of the Fairfax County Zoning Ordinance for all street dedications described herein or as may be required by Fairfax County or the Virginia Department of Transportation ("VDOT") at time of site plan approval.

TRANSPORTATION

3. Route 28

   a. At the time of final site plan approval, or upon the demand of VDOT or Fairfax County, whichever occurs first, the applicant shall dedicate right-of-way in fee simple to the Board of Supervisors along the Application Property's Route 28 frontage as shown on the Amended SE/PCA plat. The applicant shall also provide necessary ancillary easements for the widening of Route 28.

b. The Applicant shall construct a right-hand turn lane along the Application Property's Route 28 frontage. Construction shall be in accordance with VDOT standards and be subject to VDOT approval.

4. Fort Drive Improvements

Prior to issuance of Non-Residential Use Permits ("Non-RUPs"), the Applicant shall construct Fort Drive, from Upper Ridge Drive north to existing Fort Drive:

a. as a 30-foot wide roadway, with face of curb set at 15 feet from centerline;
b. with widening to 38 feet at its southern intersection with Upper Ridge Drive with face of curb set at 19 feet from centerline;
c. with appropriate reduction as needed to transition the pavement section at the northern portion of Fort Drive to match the pavement section on existing Fort Drive; and
d. with construction in accordance with VDOT standards and subject to VDOT approval.

5. Upper Ridge Drive

Prior to issuance of Non-RUPs, the Applicant shall construct Upper Ridge Drive from Route 28 to its intersection with Fort Drive. Upper Ridge Drive shall be constructed in accordance with VDOT standards and subject to VDOT approval as a 70-foot wide road, with face of curbs set 35 feet from centerline.

6. Prior to issuance of Non-RUPs, the existing traffic signal at the intersection of Route 28 and Old Centreville Road shall be modified, to the satisfaction of VDOT. The modifications shall generally include installation of an additional signal pole, span wire, signal heads, detectors and controller modifications necessary to accommodate the introduction of the Upper Ridge Drive approach to the intersection.

7. Prior to issuance of Non-RUPs, the Applicant shall contribute to the Centreville Area Road Fund in the amount of $4.39 per non-residential gross square foot which shall be adjusted on an annual basis with the Virginia Highway Construction Bid Index. All construction and dedications shall be credited towards this cash contribution.

8. Prior to issuance of Non-RUPs, the Applicant shall escrow funds for or construct an eight (8) foot wide asphalt trail within the dedicated right-of-way of Route 28. DEM shall determine whether the Applicant shall construct the trail or escrow funds for construction by VDOT. DEM's decision shall be predicated upon whether, at the time of DEM review of the minor site plan to enclose the play area, the connector trail from the Route 28/Route 29 intersection has been designed by VDOT.

ENVIRONMENTAL

9. Storm water management for this site may be provided off-site on property identified as Tax Map 54-4 ((1)) 73 as shown on the approved Public Improvement Plan 8110-SP-01-3, or in another off-site facility as determined by DEM. The Applicant shall make reasonable efforts to enter into an agreement with the owners of Tax Map 54-4 ((1)) 73, 74 and 75 to share the cost of maintaining this storm water facility. Should an off-site facility not be approved by DEM, stormwater management shall be provided on-site.

10. Landscaping shall be provided as generally shown on Sheet 2 of the Amended SE/PCA plat. Plant material shall be provided based on availability and suitability, as determined by the Applicant and approved by the Urban Forester.

11. Prior to any land disturbing activity on the property, the Applicant shall obtain a Phase I archaeological survey of the property. Expense of the said archaeological study shall not exceed $15,000.00. The survey shall be performed by a qualified archaeological survey firm approved by the County Archaeologist. The results of such survey shall be reviewed and approved by the County Archaeologist. In addition, the County Archaeologist shall be notified at least thirty (30) days prior to any land disturbing activity on the property and shall be permitted to review any artifacts uncovered by any land disturbing activity. It is understood that nothing contained herein shall delay or interfere with construction.

(SIGNATURES BEGIN ON NEXT PAGE)

McDonald's Corporation
(Title Owner)

By: David Natysin
Regional Vice President

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2/4/97