PROFFERED CONDITIONS
Pace-Boswell Associates, LLC

PCA 2006-MV-005
(Concurrent with SE 2006-MV-001 & SE 2006-MV-013)

April 11, 2006
Revised June 27, 2006
Revised July 8, 2006
Revised July 12, 2006
Revised July 14, 2006
Revised July 25, 2006
Revised July 27, 2006
Revised October 4, 2006
Revised October 11, 2006
Revised November 2, 2006
Revised November 8, 2006

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owners (the "Owners") and applicant (the "Applicant") in the above-referenced applications proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference Nos. 102-1-((7))-4-26, 28, and 30 (hereinafter referred to as the "Property") will be in accordance with the following proffered conditions (the "Proffered Conditions"). In the event said application requests are denied, these Proffered Conditions shall be null and void. The Owners and the Applicant, for themselves, their successors and assigns, agree that these Proffered Conditions, if accepted, shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures.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 previous Proffered Conditions (if any) existing on the Property. The Proffered Conditions are:

I. GENERAL

1. Substantial Conformance. Subject to the Proffered Conditions and the provisions of Article 18 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, the development shall be in substantial conformance with the Generalized Development Plan/Special Exception Plat (the "GDP/SE Plat"), containing seven (7) sheets prepared by Bohler Engineering, P.C., dated August 11, 2005 and revised through July 12, 2006.

2. Permitted Uses. Notwithstanding the drive-through pharmacy use identified on the GDP/SE Plat, the Applicant reserves the right to develop the site with the following uses: retail (excluding adult book stores; video/DVD stores primarily dealing with the sale, rental, or exhibition of adult oriented material; tattoo parlor/piercing establishments; psychic readers/fortune tellers; topless or nude dancing/stripping establishments; adult mini motion picture theaters, movie or "peep show" establishments), office, business service establishment, personal service establishment, health club, public uses, repair service establishment, or veterinary hospital, all subject to the Use Limitations of Section 4-805 of the Zoning Ordinance, provided the development of the site is in substantial conformance with the GDP/SE Plat and the requirements of these proffered conditions and that no more than one (1) tenant is developed on the subject Property at any one time.

II. ENVIRONMENTAL

3. Parcel 30. The Applicant, for itself and its successors and assigns, hereby proffers that the area consisting of approximately 22,500 square feet, also known as Tax Map No. 102-1-((7))-4-30 (Parcel 30) (the "Conservation Easement Area"), which is currently zoned R-2, shall remain undisturbed, except for the amount of clearing

necessary for the construction of the proposed driveway, the possible infiltration trench referenced in Proffer 9, the demolition of any existing structures, driveways, fences, etc., the installation of landscaping, sidewalk, and fence all as shown on the GDP/SE Plat. After the improvements noted in this proffer and as shown on the GDP/SE Plat have been made to Parcel 30, the Applicant shall record with the Land Records of Fairfax County a conservation easement to run in the benefit of the Fairfax County Board of Supervisors. The conservation easement shall be in a form approved by the County Attorney for Parcel 30 which shall serve, in perpetuity, as a natural buffer between the proposed commercial use on the C-8 zoned portion of the Property and the residential properties to the east. The Applicant shall retain the open space credit for the Conservation Easement Area in all relevant calculations regarding storm water management quality and quantity related to the development of the property pursuant to the GDP/SE Plat.

4. Tree Preservation Plan. The Applicant shall submit a tree preservation plan as part of the first and all subsequent site plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and reviewed and approved by Urban Forest Management (UFM), Department of Public Works and Environmental Services (DPWES). The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees ten (10") inches in diameter and greater within twenty (20) feet of the Property limits and any trees identified for saving on the GDP/SE Plat. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree

preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown, pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan. In addition, all tree preservation related work occurring in or adjacent to tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter areas. Removal of any vegetation or soil disturbance in tree preservation areas shall be subject to the review and approval of UFM. The use of equipment in tree preservation areas will be limited to hand-operated equipment such as chainsaw, wheel barrows, rakes, and shovels. Any work that may require the use of equipment, such as skid loaders, tractors, trumps, stump-grinders, etc., or any accessory or attachment associated with this type of equipment shall not occur unless pre-approved by UFM.

5. Tree Preservation Walk Through. The Applicant shall retain the services of a certified arborist or landscape architect and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting with UFM, to be held prior to any clearing and grading activities. Before or during the tree preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with a representative from UFM to determine where minor adjustments to the clearing limits can be made to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees not likely to survive construction due to their species and/or proximity of disturbance will also be identified at this time and the

Applicant may also be given the option of removing them as part of the clearing operation, provided that the removal of such trees shall be subject to approval by UFM. Any tree designated for removal at the edge of the limits of clearing and grading or within a tree preservation area shall be removed using a chain saw to avoid damage to surrounding trees and the understory vegetation. During such times, a representative of the Applicant shall be present to monitor the process and ensure that any activities are conducted as proffered herein, and as approved by UFM in the Tree Preservation Plan. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees, understory vegetation and soil conditions.

6. Tree Protection Fencing. All trees shown to be preserved on the Tree Preservation Plan shall be protected by tree protection fencing. Tree protection fencing consisting of four foot (4') high, 14 gauge welded wire attached to six foot (6') steel post driven eighteen inches (18") into the ground and placed no further than ten feet (10') apart shall be erected at the limits of clearing and grading adjacent to the tree preservation areas as shown on the GDP/SE Plat. All tree protection fencing shall be installed after the tree preservation walk-through meeting described above in Proffer 5 and prior to any clearing and grading activities, including the demolition of any existing structures, within or adjacent to tree save areas. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist or landscape architect and done so in a manner that does not harm existing vegetation that is to be preserved. Ten (10) days prior to the commencement of any clearing, grading or demolition activities, both UFM and the Mount Vernon Board of Supervisor's Office

shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the tree protection fencing has not been installed correctly, then no grading or construction activities shall occur until such time as the fencing is installed correctly, as determined by UFM.

7. Structural Soil. For trees not planted within an 8-foot wide minimum planting area, or that do not meet the minimum planting area required by the Public Facilities Manual ("PFM"), the Applicant shall provide a minimum of 130 square feet and 90 square feet of surface area of structural soil for those trees identified as Category 4 and 3 shade trees, respectively, in the PFM. The structural soil shall have a minimum width of 8-feet and a minimum depth of 36-inches and shall be connected to the extent feasible, as determined by Urban Forest Management. Geotextile fabric shall be provided between the structural soil and a layer of organic material located on top of the structural soil. At the time of site plan submission, the Applicant shall provide written documentation, including information about the composition of the structural soil, to Urban Forest Management indicating that a qualified and appropriately licensed company will provide the structural soil. The Applicant shall provide 72-hour notice to Urban Forest Management and the Mount Vernon Supervisor's Office prior to installation of the soil to allow verification of the composition of the structural soil and verification that the structural soil is installed correctly. The Applicant shall provide written confirmation from a certified arborist and/or landscape architect demonstrating and verifying installation of structural soil.

8. Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the GDP/SE Plat, subject to allowances specified in these proffered conditions, and for the installation of fences, utilities and/or sidewalks as determined necessary by the Director of DPWES. If it is determined necessary to install fences, utilities and/or sidewalks in areas protected by the limits of clearing and grading as shown on the GDP/SE Plat, they shall be located in the least disruptive manner necessary as determined by UFM.

9. Stormwater Management Facilities and Best Management Practices (BMPs). The Applicant shall provide stormwater management and BMPs in accordance with the Public Facilities Manual and subject to approval from DPWES. As opposed to that shown and described on the GDP/SE Plat, which is recognized as a preliminary concept, the Applicant reserves the right to satisfy the stormwater management and BMP requirements for the Property with an alternate plan, which may include an infiltration trench located parallel to the driveway serving the rear of the structure, so long as the plan is in accordance with the Public Facilities Manual and subject to approval from DPWES, and in substantial conformance with the GDP/SE Plat. Said alternative plan shall not diminish any of the landscaping shown on the GDP/SE Plat.

TRANSPORTATION

10. Boswell Avenue Improvements. At the time of site plan submission, the Applicant shall request in writing approval from VDOT that one of the two (2) existing westbound lanes on Boswell Avenue be re-striped. If approved by VDOT, the right westbound lane shall be changed to reflect a right-turn only onto Richmond Highway. The left westbound lane shall remain unchanged, continuing to allow a left-turn only onto

Richmond Highway and a straight-thru to the existing shopping center across Richmond Highway. The proposed change is depicted on the GDP/SE Plat. A copy of the Applicant's written request and a copy of VDOT's written approval or denial shall be submitted as part of the site plan and said documentation shall fulfill the requirements of this proffer.

11. Boswell Avenue/Richmond Highway Traffic Signal. Within thirty (30) days following Board of Supervisor approval of this application, the Applicant shall request approval from VDOT that the signal phasing for the Boswell Avenue/Richmond Highway traffic signal be modified to reflect a change in phasing to permit: the westbound Boswell Avenue traffic to enter the intersection in the first phase of the east-west cycle; the eastbound traffic leaving the shopping center to be second in the cycle; and the left and right turn movements off of southbound and northbound Richmond Highway onto Boswell Avenue or into the shopping center, respectively, to be third in the cycle. As part of this required request, the Applicant shall ask that these changes to signal phasing be implemented as soon as practical and prior to the issuance of a Non-Residential Use Permit; however, the existing timing for the Boswell Avenue/Richmond Highway traffic signal shall not be modified in any manner that would cause disruption to the timing sequences for any other traffic signals along the Richmond Highway Corridor as determined by VDOT. A copy of the Applicant's written request shall be submitted as part of the site plan and said documentation shall fulfill the requirements of this proffer.

12. Site Entrance Traffic Mitigation for Drive-Thru Pharmacy Use. Within three (3) months following the issuance of a Non-Residential Use Permit, the Applicant shall provide a traffic impact study which assesses the vehicular use and impacts of exit

movements from the drive-thru pharmacy at the Boswell Avenue entrance for the exclusive purpose of determining if a prohibition on left turn exit movements to Boswell Avenue is needed. The scope of such study shall be coordinated with and reviewed with the Fairfax County Department of Transportation (FCDOT) and the Virginia Department of Transportation (VDOT) prior to its preparation. Upon completion, the study shall be forwarded to the office of the Mt. Vernon District Supervisor, Hybla Valley Farms, and Gum Springs. The entrance improvements shown on the GDP/SE plat consisting of a raised median prohibiting left hand turns out of the site and related signage shall only be constructed by the Applicant if additional mitigation for conditions at the Boswell Avenue entrance is required by the Mt. Vernon District Supervisor based on the review of the traffic impact study by FCDOT, VDOT, and the MVCCA Transportation Committee. Such decision shall be made within ninety (90) days of the receipt of the study.

13. Richmond Highway Taper. Prior to the issuance of a Non-Residential Use Permit, the Applicant shall construct, and open for traffic, a right-turn taper off of Richmond Highway into the subject property as generally shown on the GDP/SE Plat.

14. Escrow for Richmond Highway Frontage Improvements. In the event a waiver of the requirement for frontage improvements contained in Paragraph 4 of Section 17-201 of the Zoning Ordinance is granted by DPWES, the Applicant shall escrow funds equal to the cost of paving one additional 11' wide travel lane in the approximately 157.5 foot long area extending southward from the start of the right turn taper shown on the GDP/SE Plat to the southern property line and the approximately 30 foot long area from the north side of the Richmond Highway entrance to the north property line. The amount

of the escrow shall be determined in accordance with the Fairfax County Unit Price schedule. In the event the size or configuration of the right turn taper changes from that shown on the GDP/SE Plat, the amount of this required escrow shall be adjusted to reflect that area of the Richmond Highway frontage not affected by any part of the right turn taper.

15. Dedication of Right-of-Way. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to a width of eighty-eight (88) feet from centerline of Richmond Highway, as shown on the GDP/SE Plat. Dedication of right-of-way and granting of any related easements shall be made at time of site plan approval or upon demand by either Fairfax County or VDOT, whichever shall occur first.

16. Interparcel Access. At the time of site plan approval, the Applicant shall provide an ingress/egress easement to be recorded, in a form approved by the Office of the County Attorney, over the interparcel access to the north (Tax Map 93-3-((02))-(04)-25), as shown on the GDP/SE Plat. In addition, in the event that future improvements to Richmond Highway necessitate the removal and/or relocation of this interparcel access, an alternative location for the interparcel access, as determined by the Fairfax County Department of Transportation or the Virginia Department of Transportation (VDOT), shall be provided on site, which will ensure continued vehicular and pedestrian access to the adjacent properties to the north. Width and/or configuration of such easement shall not cause the site to fail to meet minimum parking requirements. The Applicant's obligation shall be exclusive to recording the necessary easement. The Applicant shall have no obligation to construct the connection.

17. The Applicant reserves the right to request approval from VDOT and/or the County to place the ground mounted monument sign now shown in the southwestern corner of the Property at an approved interim location within the to be dedicated right of way along Richmond Highway. Such approval shall include entering into a licensing agreement or similar arrangement with VDOT. Any such relocation shall also be subject to a determination by the Zoning Administrator or designee that the location is in conformance with the requirements of Article 12 of the Zoning Ordinance and not in conflict with proffered landscape concepts.

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These Proffered Conditions may be executed in counterparts and the counterparts shall constitute one and the same proffer statement.

PACE-BOSWELL ASSOCIATES, L.L.C.
Applicant/Contract Purchaser of
Tax Map Nos. 102-1((7))(4)
parcels 26, 28 and 30

By: Pace Realty Investors, L.L.C.

By: Mark F. Rogers
Name: Mark F. Rogers
Title: Director of Development

BASIL, L.L.C.
Title Owner of Tax Map No. 102-1((7))(4) parcel 26

By: Barry H. Clark Jr.
Name: Barry H. Clark Jr.
Its: Man. Member

THEODORE DEMETRIADES
THEODORA DEMETRIADES
Title Owners of Tax Map No. 102-1-((7))-4-28

By: _____
Theodore Demetriades

By: _____
Theodora Demetriades

These Proffered Conditions may be executed in counterparts and the counterparts shall constitute one and the same proffer statement.

BARRY H. CLARK, JR.
DAVID J. GIAMPIETRO
BILLY K. ROBERTS
ELIZABETH TORRES GIAMPIETRO
Title Owners of Tax Map No. 102-1-((7))-4-30

By: _____
Barry H. Clark, Jr.

By: _____
David J. Giampietro

By: _____
Billy K. Roberts

By: Elizabeth Torres ~~Torres~~ Giampietro
Elizabeth Torres Giampietro