

BEULAH STREET II, LLC

PCA 90-L-055

January 23, 2008

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Beulah Street II, LLC (hereinafter referred to as the "Applicant"), for itself, successors and assigns in PCA 90-L-055, filed for property identified as Tax Map 81-3 ((5)) 17C and 17D (hereinafter referred to as the "Application Property"), hereby proffers the following, provided that the Board of Supervisors approves an amendment to proffered conditions in conjunction with a Generalized Development Plan (GDP) for commercial development. Previously approved proffers dated October 25, 1991, and attached hereto as Exhibit A, shall remain in full force and effect except as modified herein. Should there be any conflicts between those proffers dated October 25, 1991 and these proffers, these proffers shall control.

1. GENERALIZED DEVELOPMENT PLAN

- a. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the GDP, consisting of eight sheets prepared by Urban, Ltd. Dated April 26, 2007 and revised through November 5, 2007.
- b. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor adjustments to the layout and location of the proposed building and amenities at time of site plan submission based on final building footprint, parking, utility locations, and final engineering design, provided that such does not materially decrease the amount and location of open space, tree save areas, or distance to peripheral lot lines, and are in substantial conformance with the GDP.
- c. The proposed building located on that portion of the Application Property identified as Tax Map 81-3 ((5)) 17D shall be generally consistent with the elevation labeled "Proposed Building" on Sheet 7 of the GDP. Building materials and design will be similar on all sides of the building.

2. LANDSCAPING AND OPEN SPACE

- a. The Applicant shall provide landscaping on the Application Property as generally shown on the GDP.

- b. The Applicant shall adhere to the limits of clearing and grading as shown on the GDP. 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 pre-construction meeting. Before or during the pre-construction meeting, the Applicant's certified arborist or landscape architect shall inspect the trees identified on the GDP to be saved if possible with an Urban Forest Management (UFM) representative. Trees identified to be preserved shall be protected by tree protection fencing in the form of 4 foot high, 14 gauge welded wire attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 10 feet apart, or other forms of tree protection fencing approved by UFM. Tree protection fencing shall be erected at the limits of clearing and grading as shown on the GDP. Trenching for the fence shall not sever or wound compression roots which can lead to structural failure and/or uprooting of trees. Tree protection fencing shall be installed prior to any clearing and grading activities.

The installation of all tree protection fence types shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three days prior to the commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection devices, UFM 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 fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFM.

3. STORMWATER MANAGEMENT – BEST MANAGEMENT PRACTICES

Stormwater management (SWM) and Best Management Practices (BMP) facilities are existing on the Application Property as generally shown on the GDP and in accordance with the requirements of the Public Facilities Manual and Chesapeake Bay Preservation Ordinance. In the event that a new SWM/BMP facility is required with the development of the proposed building located on that portion of the Application Property identified as Tax Map 81-3 ((5)) 17D, the Applicant shall pursue the use of infiltration measures, if feasible based on soil conditions, at time of site plan approval. In the event that on-site stormwater management or BMPs are modified by DPWES, modification of the SWM/BMP facilities shown on the GDP shall not require the approval of a proffered condition amendment, so long as modifications are in substantial conformance with the GDP.

4. TRANSPORTATION

The Applicant shall install a bus shelter along the Application Property's Beulah Street frontage in a location generally to the northeast of the entrance. The final bus shelter location shall be mutually agreed to by the Applicant, the Fairfax County Department of Transportation and the Virginia Department of Transportation at time of site plan approval.

5. MISCELLANEOUS

- a. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.
- b. These proffers shall bind and inure to the benefit of the Applicant and his or her successors and assigns.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

TITLE OWNER OF TAX MAP
81-3 ((5)) 17C

BEULAH STREET, LLC



By: Andrew M. Gomer
Its: Member

[SIGNATURES CONTINUE ON NEXT PAGE]

APPLICANT/TITLE OWNER OF TAX MAP
81-3 ((5)) 17D

BEULAH STREET II, LLC



By: Andrew M. Gomer
Its: Member

[SIGNATURES END]