

**PROFFER STATEMENT
FOR A REZONING BY
S & S DEVELOPMENT, L.L.C.**

**APPLICATION NUMBER RZ 98-SU-024
(CONCURRENT WITH SE 98-Y-025)**

September 30, 1998

Pursuant to Section 15.2-2303(A) of the Code of Virginia, 1950, as amended, and Section 18-203 of the Zoning Ordinance of Fairfax County (1978 amended), the Owners and Applicant (collectively, the "Applicant") in this rezoning application proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map References No. 54-4((1)) 129 and B and 54-4((2)), a portion of Parcel A and a portion of Parcel 127 (hereinafter, collectively, referred to as the "Property") will be in accordance with the following conditions if, and only if, said Rezoning request for the relevant parcels from R-1 to C-8 is granted. In the event said rezoning application request is denied, these proffers shall be null and void. The Applicant, for itself, its successors and assigns, agrees that these proffers, if accepted, shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia (the "Board of Supervisors") in accordance with applicable Fairfax County and State statutory procedures. The Applicant further agrees that these proffers shall remain fully binding on the Applicant and its successors or assigns and any and all future owners of the Property. These proffered conditions, if accepted, supersede all proffers existing on the Property. The proffered conditions are as follows:

1. Subject to the proffers and the provisions of Section 18-204 of the Zoning Ordinance, under which minor modifications to an approved generalized development plan are permitted, the Property shall be developed in substantial conformance with the Generalized Development Plan /General Development Plan Amendment and Special Exception Plat (collectively, the "GDP"), prepared by Dewberry & Davis and dated January 8, 1998, revised through September 15, 1998.

2. The Applicant shall contribute to the Centreville Area Road Fund in accordance with the Procedural Guidelines adopted by the Board of Supervisors. If necessary, said contribution amount shall be adjusted by increases to the Construction Cost Index from the Engineering News Record from the date of Board of Supervisors approval of this rezoning application to the date of site plan approval.

3. The Applicant will make a monetary contribution to the Department of Public Works and Environmental Services for the Applicants' pro rata share of the cost to relocate the existing traffic signal at the intersection of Lee Highway (Route 29) and Pickwick Road (Route 1021). This contribution will be made at the time of site plan approval. The amount of the contribution will be determined by the Virginia Department of Transportation ("VDOT") and Department of Public Works and Environmental Services, but shall represent the Applicants' pro rata share of the cost of the signal based on the number of P.M. peak hour trips generated at the intersection by the Applicants' proposed use of the Property.

4. The following road improvements involving Lee Highway (Route 29) will be provided by Applicant:

- a. Right-of-way along the Property frontage on Lee Highway as further shown on the GDP, measuring one hundred seven feet (107') from the existing centerline of Lee Highway will be dedicated by Applicant to Fairfax County pursuant to Proffer Six below.
- b. A service drive will be constructed by Applicant along the Property frontage on Lee Highway, as further shown on the GDP, as a twenty-six foot (26') travelway. Applicant will provide a public access easement across the service drive as said easement is reflected on the GDP.
- c. Curb and gutter with sidewalk will be constructed by Applicant along the Property's Lee Highway frontage, as further shown on the GDP.

5. The following road improvements involving Pickwick Road (Route 1021) will be provided by Applicant:

- a. Right-of-way along the Property frontage on Pickwick Road, as further shown on the GDP, measuring forty-five feet (45') from the existing centerline of Pickwick Road will be dedicated by Applicant to Fairfax County pursuant to Proffer Six below.
- b. Pickwick Road will be constructed by Applicant along the Property frontage, as further shown on the GDP, as a thirty-five foot (35') cross-section of pavement from centerline to face of curb.
- c. Curb and gutter with sidewalk will be constructed by Applicant along the Property's Pickwick Road frontage, as further shown on the GDP.

6. All of the foregoing public roadway improvements will be implemented in accordance with VDOT and Fairfax County standards, and all rights-of-way to accomplish said road improvements will be dedicated upon final approval of applicable site plans, or will be submitted for advanced density credit and dedication approval within sixty (60) days of written notice from the County. In such event, the Applicant will dedicate the right-of-way within thirty (30) days of advance density credit approval. All dedications will be made to the Fairfax County Board of Supervisors and will be conveyed in fee simple.

7. Stormwater management and erosion and sedimentation controls will be provided on the Property in accordance with applicable County ordinances, including, but not limited to, the BMP provisions of the Water Supply Protection Overlay District.

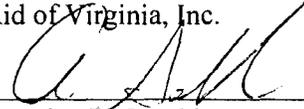
8. If required by the Department of Public Works and Environmental Services, a geotechnical study will be submitted by the Applicant for approval by Department of Public Works and Environmental Services as required by Department of Public Works and Environmental Services under Public Facilities Manual standards at the time of site plan approval.

9. Subject to the approval by the Urban Forestry Branch of the Department of Public Works and Environmental Services ("Urban Forestry Branch"), landscaping shall be provided as generally shown on the GDP. Minor modifications to the GDP concerning locations, layouts and species of vegetation may be permitted pursuant to final landscape plans submitted for review and approval to the Urban Forestry Branch at the time of site plan review.

10. All lighting for the property shall conform to the lighting plan depicted on the GDP. The height, to the top of the fixture, of any freestanding parking lot lights shall not exceed sixteen feet (16') from grade and shall be equipped with box-type light fixtures which direct light downward and inward to prevent light spill-over onto adjacent properties. All exterior lighting attached to the building shall also be so arranged and shielded.

Rite Aid of Virginia, Inc.

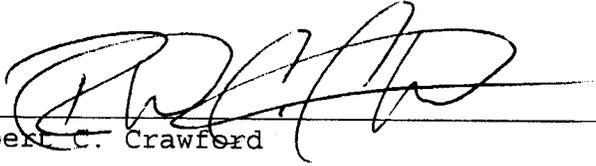
By:



Name: Alan P. Garubba

Title: Authorized Representative

Darrell H. Hildreth 10/15/98
Darrell H. Hildreth



Robert C. Crawford