PROFFERS

COSTCO WHOLESALE CORPORATION

PCA 87-S-023
(Concurrent with SE 2007-SP-001)

October 7, 2009

These proffers are provided pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and subject to the Board of Supervisors approving the request for a Proffered Condition Amendment for the properties identified as Tax Map Reference 56-3-((1))-5C and 5D (hereinafter referred to as the "Property"). The proffers are made by KIR FAIRFAX, LP (the "Property Owner"), its successors and assigns. If accepted, these proffers hereby reaffirm the proffered conditions accepted by the Board of Supervisors in the approval of RZ 87-S-023B dated August 5, 1991, which will remain in full force and effect except as amended hereby.

1. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance, development and use of the Property shall be in substantial conformance with the original Generalized Development Plan (GDP) consisting of 3 sheets, prepared by Patton, Harris, Rust & Associates, as revised August 1, 1991, and the Special Exception and PCA Plan (the "Plan") prepared by Bohler Engineering dated September, 25, 2006, and revised through October 7, 2009, consisting of 21 sheets, as it relates to the private roadway. Any future modification to these proffers or the Plan which affects only Parcels 56-3-((1))-5C and 5D, individually, may be approved by the Board of Supervisors upon application for a proffered condition amendment or development plan amendment by the property owner for the individual parcel.

KIR FAIRFAX, LP
A Virginia Limited Partnership

By: KIR FAIRFAX 547, INC.,
Its: General Partner

SWC By: _____
Title: _____

Wilbur E. Simmons III
Vice President

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COSTCO WHOLESALE CORPORATION,
a Washington **corporation**

By: Margaret McCulla
Its:
Title: Assistant Secretary

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DEVELOPMENT CONDITIONS

SE 2007-SP-001

November 24, 2009

If it is the intent of the Board of Supervisors to approve SE 2007-SP-001 located on 4725 West Ox Road (Tax Map 56-1 ((1)) 5C to permit a Retail Establishment-Large by an expansion of an existing retail warehouse establishment (Costco) pursuant to Sect. 4-804 and Sect. 9-533 of the Fairfax County Zoning Ordinance, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions:

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.

2. A copy of this Special Exception and the Non-Residential Use Permit (Non-RUP) SHALL BE POSTED in a conspicuous place on the property of the use and be made available to all departments of the County of Fairfax during the hours of operation of the permitted use.

3. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception amendment plat approved with the application, as qualified by these development conditions.

4. This Special Exception is subject to the provisions of Article 17, Site Plans. Any plan submitted pursuant to the special exception amendment shall be in substantial conformance with the approved Special Exception (SE) Plat entitled "Costco Special Exception and PCA Plan", prepared by Bohler Engineering dated September 25, 2006, as revised through October 7, 2009, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.

5. The final architectural design of the addition and existing retail warehouse shall be in substantial conformance with the general type, quality, and proportion of materials depicted in the illustrative perspectives, elevations, and sections shown on the approved SE/PCA Plan. The Applicant shall incorporate design elements to break up the facades of the building, and the exterior design, building materials and colors used shall be consistent on all four (4) sides of the building.

6. Parking spaces shall meet the provisions of Article 11 of the Zoning Ordinance and the geometric design standards in the Public Facilities Manual, as determined by DPWES; a parking tabulation which

demonstrates that parking requirements are met shall be submitted to DPWES prior to issuance of a Non-Residential Use Permit (Non-Rup).

7. All signs shall conform to Article 12 of the Zoning Ordinance.

8. The Applicant shall contribute to the Fairfax Center Area Road Fund in accordance with the Procedural Guidelines adopted by the Board of Supervisors on November 22, 1982, as amended, subject to credit for all creditable expenses as determined by the County Department of Transportation and/or DPWES.

9. A concrete bus shelter pad, and any necessary concrete loading pad (between curb and sidewalk), as well as any pedestrian connection to the bus shelter pad from the existing sidewalk along the West Ox Road site frontage shall be installed. Final locations shall be determined in consultation with FCDOT and VDOT at the time of site plan review. This bus shelter pad shall be installed prior to issuance of a Non-RUP; provided, however, that the Zoning Administrator may approve a later date for completion of the improvement without requiring an SEA upon demonstration by the Applicant that despite diligent efforts and due to factors beyond the Applicant's control, the required improvements have been delayed.

10. Landscaping shall be consistent with that shown on the GDP/ SE Plat. A minimum caliper ranging from 3" – 3.5" shall be provided for all newly planted trees along the property's perimeter.

11. Any interior parking lot landscaping that is dead, dying, or otherwise in poor condition shall be replaced as determined by Urban Forest Management (UFM). The applicant shall work with Urban Forest Management in determining the most appropriate size and species in order to ensure survivability.

12. All landscaping shall be maintained in good condition and include regular maintenance. This maintenance includes, but is not limited to, removal of dead/diseased plantings and their prompt replacement to maintain the required landscaping of this Special Exception.

13. The retail warehouse shall incorporate environmentally sustainable attributes into its building program, that may include, but not necessarily be limited to the following strategies: a) high-efficiency mechanical systems; b) use of materials with recycled content; c) a high performance and insulated building envelope; d) water efficient fixtures; e) CO2 sensors and air filters; f) low volatile organic compounds in paints, sealants and finish materials; g) construction waste management; h) recycling/reuse of materials; i) prohibition of smoking in the interior public areas of the building and provision of designated smoking areas away from entries and operable windows; and j) consultation with a

LEED accredited professional in the design of the addition. The Applicant shall provide the Environmental Development Review Branch (EDRB) of the Department of Planning and Zoning with evidence of satisfaction of at least five (5) of the above strategies prior to issuance of building permits for the proposed addition to the retail warehouse.

14. If not already provided, a crosswalk and pedestrian directional signal shall be installed on existing poles for the crosswalk across Piney Branch Road at the intersection of Piney Branch Road and West Ox Road as may be approved by VDOT. These facilities shall be constructed prior to issuance of a Non-RUP; provided, however, that the Zoning Administrator may approve a later date for completion of the improvement without requiring an SEA upon demonstration by the Applicant that, despite diligent efforts and due to factors beyond the Applicant's control, the required improvements have been delayed. If it is determined that construction of these pedestrian improvements is beyond the Applicant's control, the applicant shall contribute the sum of $15,000.00 to Fairfax County for future installation of these facilities by others. If a cash contribution is pursued, the amount of the cash contribution shall escalate on a yearly basis from the base year of 2010 and change effective each January 1 thereafter based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI").

15. No permanent storage of tractor trailers shall be allowed on the Costco site.

16. Existing lighting, including streetlights, security lighting, signage lighting, and pedestrian or other incidental lighting may remain. All new and replacement outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance.

17. An exclusive right turn lane with a taper shall be constructed on westbound Costco Plaza Drive (formerly Price Club Plaza Drive) at the intersection with West Ox Road (which results in three separate lanes: an exclusive right turn lane, a shared left/ through lane and a left turn lane) prior to the issuance of a Non-Rup. The exact design and location of the right turn lane shall be determined based upon final design and engineering, subject to approval Fairfax County Department of Transportation (FCDOT) and the Department of Public Works and Environmental Services (DPWES). This road improvement shall also be aligned with Alliance Drive to the extent possible and include related traffic signal modifications subject to approval by VDOT and FCDOT. The Zoning Administrator may approve a later date for the completion of the road improvement without requiring an SEA application upon demonstration by the Applicant that, despite diligent efforts and due to

factors beyond the Applicant's control, the required road improvements have been delayed.

18. Adequate sight distance from the Piney Branch Road access point shall be demonstrated as determined by VDOT prior to the issuance of a Non-Rup. Any landscaping located near this access point shall be provided as approved by UFM in consultation with VDOT in order to avoid any interference with adequate sight distance. Any tree or shrub determined to impact the sight distance shall be replaced with an appropriate size or relocated elsewhere on the site with equal size and quality, as determined by UFM.

19. Two "inverted U style" bicycle racks (or the equivalent, as determined by FCDOT) shall be installed in a location and manner to be coordinated with and approved by FCDOT at the time of site plan review.

20. In order to minimize the loss and damage of existing vegetation along the eastern boundary line, the design of the pedestrian connection located to the north of the intersection of Piney Branch Road and Price Club Plaza shall be reviewed and approved by UFM.

21. The stormwater management system shall be reviewed for adequacy by DPWES at the time of site plan review; if any inadequacies are identified, appropriate corrective measures shall be employed to the satisfaction of DPWES, prior to final site plan approval.

The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by that Board.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless, at a minimum, the use has been established or construction has commenced and been diligently prosecuted for one of the proposed buildings. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.