BOARD OF SUPERVISORS HEARING
MARCH 9, 2009 at 3:30 P.M.

PROFFERS

Hilltop Sand and Gravel Company, Inc.

RZ 2008-MD-003

March 6, 2009

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Hilltop Sand and Gravel Company, Inc. (hereinafter referred to as the "Applicant"), for itself, successors and assigns in RZ 2008-MD-003, filed for property identified as Tax Map 100-1 ((1)) 9 part, 11A, 11A1, 14, and 15 (hereinafter referred to as the "Application Property") hereby proffers the following, provided that the Board of Supervisors approves a rezoning of the Application Property from the R-1, I-3 and NR Districts to the PDC and NR Districts in conjunction with a Conceptual/Final Development Plan (CDP/FDP) for mixed-use development. These proffers shall replace and supersede all previous proffers, if any, approved on the Application Property.

1. CONCEPTUAL/FINAL DEVELOPMENT PLAN

a. Subject to the provisions of 16-204 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 CDP/FDP, consisting of ten (10) sheets prepared by Dewberry & Davis LLC, dated February 12, 2008 and revised through January 16, 2009.

b. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CPD/FDP may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to make minor modifications to the building footprints shown on the CDP/FDP and make other modifications provided that such modifications are in substantial conformance with the CDP/FDP as determined by the Zoning Administration, and do not increase building height nor decrease the amount and location of open space, limits of clearing and grading, landscaping, or distances to peripheral lot lines as dimensioned on the CDP/FDP.

c. Notwithstanding that the CDP/FDP is presented on ten (10) sheets and said CDP/FDP is the subject of Proffer 1.a. above, it shall be understood that the CDP shall be limited to the location and amount of open space, limits of clearing and grading, internal street network and the maximum square footage of office and retail development. The Applicant has the option to request Final Development Plan Amendments ("FDPAs") for elements other than CDP elements from the Planning Commission for all

of, or a portion of, the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance.

d. Any of the buildings shown on the CDP/FDP may be the subject of a partial and separate Proffered Condition Amendment (PCA) and/or FDPA without joinder and/or consent of the other building owners as determined by the Zoning Administrator pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance. Previously approved proffered conditions applicable to buildings that are not the subject of such a PCA or FDPA shall otherwise remain in full force and effect.

2. USES

a. As shown on the CDP/FDP, the Application Property shall be developed with office and retail uses. Development on the Application Property shall include a maximum of 367,000 square feet of gross floor area (GFA).

b. The Application Property shall include 113,000 square feet of GFA of office use, and 254,000 square feet of GFA of retail sales establishment use, including two drive-thru financial institutions. The construction of these uses may be phased.

c. Prior to public occupancy of the grocery store shown on the CDP/FDP, the landfill operated on property identified as 100-1 ((1)) pt. 9 shall cease accepting construction and demolition debris.

3. TRANSPORTATION

a. Right-of-way Dedications

i. At time of site plan approval for the Application Property, or upon demand by VDOT or Fairfax County, whichever occurs first, the Applicant shall dedicate in fee simple to the Board of Supervisors, such additional right-of-way on Telegraph Road as shown on the CDP/FDP to accommodate the proffered road widening and installation of turn lanes, to include easements and/or rights-of-way for signal poles and other similar facilities required for the proffered improvements between Beulah Street and the existing Aerospace Data Facility East (hereinafter referred to as "Aerospace"), formerly the Defense Communications Electronics Evaluation Testing Agency, entrance/Hilltop entrance.

ii. At time of site plan approval for the Application Property, or upon demand by VDOT or Fairfax County, whichever occurs first, the Applicant shall dedicate in fee simple to the Board of Supervisors, such additional right-of-way on Telegraph Road to accommodate

the additional through lane, turn lane, bike lane, and shared use trail along the Application Property's Telegraph Road frontage as shown on the CDP/FDP between the Aerospace entrance and the off-site Parcel identified as Fairfax County tax map reference 100-1 ((1)) 16.

iii. At time of site plan approval for the Application Property, or upon demand by VDOT or Fairfax County, whichever occurs first, the Applicant shall dedicate in fee simple to the Board of Supervisors, right-of-way up to 59 1/2 feet from the October 2008 proposed centerline along the Telegraph Road frontage of the off-site parcels identified as Fairfax County tax map reference 100-1 ((1)) 9 (part), 17 and 23A. Dedication based on the VDOT October 2008 Public Information Hearing Plans shown for the Telegraph Road improvement (designated as the "Southern Segment") as part of VDOT Plan 0611-029-303, P102, R202, C502.

iv. At the time of site plan approval for the Application Property, or upon demand by VDOT or Fairfax County, whichever occurs first, the Applicant shall dedicate in fee simple to the Board of Supervisors such additional right-of-way on Beulah Street as shown on the CDP/FDP to accommodate the proffered road widening and installation of turn lanes, to include easements and/or rights-of-way for signal poles and other similar facilities required for the proffered improvements.

v. The Applicant reserves density credit as may be permitted by the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications described herein or as may be reasonably required by Fairfax County or VDOT whether such dedications occur prior to or at time of site plan approval.

b. Telegraph Road Improvements: Prior to the issuance of any non-residential use permit (hereinafter referred to as "Non-RUP") for the Application Property unless incorporated into the improvements for Telegraph Road to be completed by VDOT or the United States Government, and as further conditioned below, the Applicant shall bond, and construct the following improvements as shown on the CDP/FDP on Telegraph Road:

i. A third southbound lane along the site frontage that will align with the existing right turn lane at Landsdowne Shopping Center;

ii. A separate southbound right turn lane to northbound Beulah Street;

iii. Relocation of the existing traffic pole at Beulah Street in the northeast quadrant;

iv. An in-road bike lane in the southbound direction from Tax Map 100-1 ((1)) 16 to Beulah Street;

v. A shared use ten (10) foot wide asphalt trail along the site frontage;

vi. Modification of the median at the Aerospace entrance to permit dual left turn lanes from northbound Telegraph Road into the site;

vii. Reconstruction of the existing traffic signal at the site entrance/Aerospace driveway;

viii. A right turn deceleration lane of approximately 300 feet in length adjacent to Tax Map 100-1 ((1)) 16 and restriction of the easternmost site entrance to a right in/out access. If said improvements cannot be constructed off-site as demonstrated to DPWES at time of site plan, the Applicant shall bond the improvements with Department of Public Works and Environmental Services (DPWES) as part of the site plan approval; and

ix. A separate northbound turn lane approximately 200 feet in length with a 100 foot taper exiting the Aerospace entrance which shall be subject to receipt of all necessary easements and/or letters of permission from Fort Belvoir. Should said easements and/or letters of permission not be granted to the Applicant at no cost, there shall be no further obligations under this proffer.

c. Beulah Street Improvements: Prior to the issuance of any Non-RUP for the Application Property, the Applicant shall bond, and construct the following improvements on Beulah Street:

i. A separate northbound right turn lane of approximately 250 feet in length at the View Lane intersection, including replacement of the existing bike lane;

ii. Lengthening of the existing southbound left turn lane by approximately 120 feet in length at the View Lane intersection;

iii. A separate northbound right turn lane of approximately 250 feet in length at the existing Old Beulah intersection, including replacement of the existing bike lane;

iv. Modification of the existing traffic signal at Old Beulah Street; and

v. Replacement of the existing six (6) foot wide shared use trail with a ten (10) foot wide asphalt trail between Telegraph Road and View Lane.

d. The improvements described in proffers 3b. and 3c. herein shall be constructed concurrent with site development and shall be either open for traffic or operational, as applicable. However, upon demonstration by the Applicant that in spite of diligent efforts to complete the proffered improvement(s), the improvement(s) has or should be delayed, the Zoning Administrator may agree to a later date for the completion of the improvements(s).

e. Subject to VDOT warrants and approval, the Applicant shall install a traffic signal within existing Beulah Street right-of-way at the Application Property's access to View Lane. Said traffic signal shall be installed within six (6) months of the issuance of the first Non-RUP for the Application Property. The Applicant shall submit a warrant study to VDOT with the submission of the first site plan for the Application Property.

f. The northernmost entrance to the construction and demolition debris landfill located on Beulah Street on the property identified as Fairfax County tax map reference 100-1 ((1)) 9 shall have a temporary median opening which shall remain open in order to accommodate the closure of the existing construction and demolition debris landfill located adjacent to the Application Property. Upon completion of closure requirements as determined by the Virginia Department of Environmental Quality, the median shall be restored to its original dimensions. The curb cut entrance on Beulah Street shall remain for landfill post-closure care.

g. If not funded for construction by others at the time of submission of the first site plan associated with the Application Property, the Applicant shall design plans to widen Telegraph Road to a four lane section from the Fort Belvoir Humfreys Center entrance (north of the programmed Mulligan Road improvements at Fort Belvoir and approximately 2,100 linear feet south of Hayfield Road) to the intersection of Hayfield Road. Said plans shall be taken to a level of completion consistent with the FI ("Furnish Field Inspection Plans") plan stage. Prior to the issuance of the first Non-RUP for the Application Property, FI plans will be delivered to VDOT for its subsequent use administering and/or completing the engineering design process for said improvements. The Applicant shall coordinate such plans with Fairfax County Public Schools and VDOT to minimize off-site right-of-way requirements and to implement the proposed roadway and bike lane improvements, within the limits indicated herein associated with the "Northern Segment" of Telegraph Road in VDOT Plan 0611-029-303,

P106, R206, C506. If funding is available for design or construction by others, the Applicant shall contribute the design costs up to two hundred thousand dollars ($200,000.00) to Fairfax County for use in the Telegraph Road Corridor, including road and stormwater management improvements at the time of the initial Non-RUP for the Application Property.

h. The Applicant shall construct two (2) bus shelters on the Application Property as shown on the CDP/FDP. Bus shelters shall be installed prior to the issuance of the first Non-RUP for the Application Property.

i. A Non-RUP for the freestanding office building shown on the CDP/FDP shall not be issued prior to January 1, 2014, unless improvements to Telegraph Road consistent with VDOT Plan 0611-029-303 between Beulah Street and Hayfield Road are fully funded for construction as verified in writing by VDOT, Fairfax County Department of Transportation (FCDOT) or the Federal Government. Verification of full construction funding for this improvement shall release the restriction on the issuance of a Non-RUP at time of verification.

j. Prior to the issuance of a Non-RUP for the freestanding office building shown on the CDP/FDP, the Applicant shall contribute the sum of one hundred thousand dollars ($100,000.00) to Fairfax County for use in the Telegraph Road Corridor, including road and stormwater management improvements, associated with the "Northern Segment" of Telegraph Road in VDOT Plan 0611-029-303, P106, R206, C506 and the "Southern Segment" of Telegraph Road in VDOT Plan 0611-029-303, P102, R202, C502.

4. GEOTECHNICAL

Prior to site plan approval, and in accordance with the provisions of the Public Facilities Manual, the Applicant shall submit a geotechnical study of the Application Property to the Geotechnical Review Board through DPWES for the Review Board's review and approval and shall incorporate appropriate engineering practices as recommended by the Geotechnical Review Board and DPWES to alleviate potential structural problems, to the satisfaction of DPWES. The recommendations of the Geotechnical Review Board shall be implemented during construction.

5. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

a. At time of site plan approval, the Applicant shall provide stormwater management (SWM) and Best Management Practices (BMP) in locations as generally shown on the CDP/FDP and as located on property identified among the Fairfax County tax map records as 100-1 ((1)) 9. Said facilities shall be designed in accordance with the requirements of the Public

Facilities Manual and Chesapeake Preservation Ordinance, unless modified by DPWES. To the extent feasible and in accordance with DPWES policies regarding planting within and around SWM facilities, the Applicant shall use natural plantings to vegetate the pond located on property identified among the Fairfax County tax map records as 100-1 ((1)) 9. In the event that the stormwater management or BMPs are modified by DPWES, modification of the SWM/BMP ponds shown on the CDP/FDP shall not require the approval of a proffered condition amendment or amendment to the CDP/FDP as determined by the Department of Planning and Zoning (DPZ).

b. The Applicant shall implement low impact development techniques on the Application Property to the extent feasible. Such techniques may include, but not be limited to, bioretention, vegetated swales, filter strips, permeable pavers, rain barrels, and tree box filters.

c. The proposed stormwater management facility located on the property identified as Fairfax County tax map 100-1 ((1)) 9, including the toe of the embankment, shall be setback a minimum of fifty (50) feet from any residential property line.

d. A portion of the water collected in the proposed stormwater management facility located on property identified as Fairfax County tax map 100-1 ((1)) 9 shall be used to supplement the water source used to irrigate the adjacent golf course facilities.

6. LANDSCAPING AND OPEN SPACE

a. The Applicant shall provide landscaping on the Application Property as generally shown on the CDP/FDP. Deciduous trees shall have a minimum of two and a half (2 ½) to three (3) inch caliper and evergreens shall have a minimum height of six (6) to eight (8) feet at time of planting. The Applicant will use appropriate and acceptable standard industry measures to prevent tree root penetration for trees planted above the landfill cap.

b. All landscaping shall be maintained in good health by the Applicant. Any items that should die shall be promptly replaced by the Applicant.

c. The Applicant shall submit a detailed landscape plan as part of the first and all subsequent plan submissions for review and approval by Urban Forest Management. The Applicant shall utilize native species as coordinated with Urban Forest Management.

d. To screen parking in proximity to Beulah Street and as modified by proffer 9.m., the Applicant shall install a hedge adjacent to Beulah Street as shown on the CDP/FDP.

e. Prior to site development, the Applicant shall coordinate with Urban Forest Management (UFM) of DPWES to select a minimum of twenty-four (24) existing mature evergreen trees, with a minimum three (3) inch caliper, from the Application Property, that would otherwise be removed, to be transplanted to the Lansdowne community in proximity to Beulah Street. The size and health of the trees shall be considered in the selection process to maximize the opportunity for survival. The Applicant shall provide written notice to the President of the Lansdowne Homeowners Association (the "Association") by certified mail, with a copy to the Lee District Supervisor's office, of the availability of the trees at least sixty (60) days prior to transplantation. If no response is received within thirty (30) days, a second written notice of availability shall be provided by certified mail. Should the Applicant not receive a response from the Association within thirty (30) days of the date of the second letter, this proffer shall become null and void, and the Applicant shall have no further obligations hereunder. Upon acceptance of the offer of the trees, the Association, in consultation with UFM, shall determine the locations for the trees and the Association promptly secure any necessary letters of permission and/or easements, at no cost to the Applicant, from the property owners for planting.

7. GREEN BUILDING PRACTICES

a. The Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project. At time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.

b. The Applicant shall include, as part of the site plan submission and building plan submission, a list of green building practices that have been incorporated into the project.

c. To the extent feasible, the Applicant shall incorporate energy efficient practices and techniques in all buildings, including the grocery store that is identified on the CDP/FDP.

d. Green building practices and techniques incorporated by the proposed grocery store shall include the following:

i. Throughout the grocery store, operating procedure shall include, but not be limited to, the use of Glycol refrigerant, use of LED lights in medium temperature and frozen food display cases, use of

high-efficiency light fixtures and bulbs, and use of recycled products and products that have low indoor air quality emissions; and

ii. The installation of a white roof.

e. Prior to the issuance of a building permit for the freestanding office building (the "Submitted Building"), the Applicant shall provide a LEED Silver Scorecard (the "Scorecard") that lists the anticipated credits within the version of the U.S. Green Building Council's Leadership in Energy and Environmental Design that is applicable at the time of the approval of this zoning application. The Scorecard shall meet, at least, the minimum number of credits necessary to attain LEED Silver Certification of the Submitted Building.

f. Within one (1) year of issuance of the Non-RUP for the Submitted Building, the Applicant shall obtain LEED Silver Certification for the Submitted Building from the U.S. Green Building Council unless the Applicant provides documentation to the Environment and Development Review Branch of DPZ that U.S. Green Building Council review of the LEED Silver Certification has been delayed through no fault of the Applicant.

g. Within one (1) year of the issuance of a Non-RUP for the Submitted Building, the Applicant shall provide to the Environment and Development Review Branch of DPZ a letter from a LEED-accredited professional stating that: a LEED building maintenance reference manual (the "Manual") has been prepared for use by future building owner's and/or tenants; the Manual has been written by a LEED-accredited professional; copies of the Manual shall be provided to all future building occupants; and, the Manual, at a minimum, provides the following:

i. A narrative description of LEED components, including a description of the environmental benefits of that component and information regarding the importance of maintenance and operation in retaining the attributes of the Submitted Building;

ii. Product manufacturer's manuals or other instructions, where applicable, regarding operations and maintenance needs for applicable LEED components, including operational practices that can enhance energy and water conservation;

iii. A maintenance staff notification process for improperly functioning equipment and/or a list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of LEED building-related equipment

and the Submitted Building, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks;

iv. Contact information that the Submitted Building's occupants can use to obtain further guidance on each LEED component that is applicable to the Submitted Building. Submission of this letter, as described above, shall satisfy this proffer; and

v. In addition to the letter specified above, and also within one (1) year of the issuance of a Non-RUP for the Submitted Building, the Applicant shall provide an electronic copy of the Manual in PDF format (or other electronic format as determined acceptable by the County) to the Environment and Development Review Branch of the DPZ. This electronic version of the manual shall be edited to exclude information pertaining to security systems or maintenance of systems in classified and secure areas.

h. All references to the U.S. Green Building Council shall apply to similar certifying agencies presently in place, or that are created subsequent to approval of this rezoning application, provided that the alternative certifying agency is acceptable to Fairfax County and the Applicant.

8. PARKS AND RECREATION

a. Pursuant to Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall construct recreation facilities that will include an adult soccer field, youth baseball field, pavilion, playground, open play area, and associated parking on that property identified among the Fairfax County tax map records as 100-1 ((1)) pt. 9. The soccer field shall include an irrigation system.

b. The Applicant shall provide a public access easement on the Application Property that will include access to the future recreation facilities located on the property identified among the Fairfax County tax map records as 100-1 ((1)) pt. 9.

c. Once the construction and demolition debris landfill on property identified as Fairfax County tax map 100-1 ((1)) pt. 9 reaches the final fill volume of up to 8.95 million cubic yards, or when the Applicant ceases accepting construction and demolition debris, whichever occurs first, the Applicant shall diligently pursue capping of the landfill in accordance with the Closure Plan as approved by the Department of Environmental Quality ("DEQ"). The Applicant shall submit a site plan for the recreation facilities to DPWES no later than six (6) months from commencement of landfill capping. Construction of the recreational facilities shall

commence, weather permitting, within thirty (30) days after the Applicant receives written notification from DEQ that closure is satisfactory, or site plan approval, whichever is later, unless delayed through no fault of the Applicant. If delays are a result of weather, construction shall commence as soon as practical. Once construction has commenced, the work shall be completed within nine (9) months. Should commencement of construction be delayed, for reasons other than weather, documentation shall be provided to DPZ to demonstrate prompt submission of materials to DEQ and Fairfax County, and construction shall commence as soon as possible.

9. DESIGN AND OPERATION

a. The Applicant shall provide streetscape improvements and plantings as generally shown on Sheets 4 and 6 of the CDP/FDP.

b. The Applicant shall construct plazas, pedestrian trails, sidewalks and crosswalks as generally shown on Sheets 5 and 6 of the CDP/FDP. The plazas shall include decorative pavers and serve as focal point features to define the development.

c. The Applicant shall use similar building materials for all uses on the Application Property, including the drive-in financial institutions, to create a unified design theme. All buildings shall be architecturally compatible.

d. Prior to the issuance of a Non-RUP for either of the two one-story retail buildings as identified on the CDP/FDP, the Applicant, in coordination with the Heritage Resource Division, shall establish a seating area on the Application Property that includes sign(s) describing historical events in the area.

e. Prior to the issuance of a Non-RUP for either of the two one-story retail buildings as identified on the CDP/FDP, the Applicant shall provide an outdoor seating area in proximity to the northwest corner of the grocery store.

f. Prior to the issuance of any sign permits for the Application Property, the Applicant shall obtain approval of a Comprehensive Sign Plan.

g. Prior to site plan approval of the structured parking garage shown on the CDP/FDP, the architectural plans for said garage shall be submitted to the Planning Commission for review for conformance with these proffers. As part of the site plan approval process, the building plans for the parking garage, including the proposed vertical circulation, stairs and elevators, shall be submitted to the Director of DPZ for review and approval.

h. The two (2) buildings shown on the CDP/FDP as one-story bank pads shall not exceed twenty-five (25) feet in height, exclusive of any architectural features.

i. The proposed grocery store shall be designed as follows:

i. The architecture and design of the proposed grocery store shall be generally in character with the photograph attached hereto. Building materials shall be of earthtone colors and shall be limited to face brick or architectural concrete block, architectural metal panels, architectural pre-cast concrete, stone, exterior insulation and finish system (E.I.F.S.) and reflective and non-reflective glass;

ii. The facade of the grocery store adjacent to Telegraph Road shall be in general conformance with the "Rear Elevation" exhibit attached hereto. The architectural elements of the Telegraph Road façade shall be compatible with the architectural elements used for the remaining three (3) sides of the grocery store. All rooftop mechanical equipment shall be screened. The building materials for the rear facade, exclusive of doors, shall be of the same earthtone colors used on the front façade. Doors shall be earthtone colors, but may be different colors than those used on the front and rear facades.

iii. The pavement elevation of the loading dock for the grocery store as shown on the CDP/FDP shall be four (4) feet below the finished floor elevation. There shall be no outdoor storage associated with the retail uses on the Application Property except for the proposed grocery store. The area in front of the grocery store may be used for the outdoor display of goods for sale. There shall be no outdoor storage between the rear façade of the grocery store and Telegraph Road, with the exception of parked vehicles and/or trailers; and

iv. Prior to site plan approval, final architectural drawings shall be submitted to the Lee District Supervisor and Planning Commissioner for review for compliance with these proffers.

j. The possible one (1) to two (2) foot retaining wall facing Telegraph Road shall be constructed of materials that are compatible with the materials used for the grocery store.

k. The freestanding office building shown on the CDP/FDP shall be constructed with fixed windows and without balconies adjacent to Telegraph Road.

l. At least ninety (90) days prior to anticipated site plan approval of the freestanding parking garage, the Applicant shall provide a set of the architectural drawings to the Base Commander of Fort Belvoir by certified mail or hand delivery with a copy to the Lee District Supervisor's office, and request written comments related to security. If no response is received within thirty (30) days, a second request for written comments shall be provided by certified mail. Should the Applicant not receive a response within thirty (30) days of the date of the second letter, this proffer shall become null and void and the Applicant shall have no further obligation hereunder. The Applicant shall use best efforts to incorporate any suggestions associated with security received from the Base Commander of Fort Belvoir.

m. Notwithstanding that shown on the CDP/FDP, a four (4) foot high wall shall be installed in lieu of a portion of the hedge shown parallel to Beulah Street. The wall shall extend from View Lane south to the terminus of the head-in parking, which is approximately four hundred (400) feet in length. The wall shall be constructed of masonry materials that will be compatible with the building materials utilized on the Application Property.

n. All outdoor trash receptacles shall conform to the standards set forth in the Public Facilities Manual for placement throughout the development and screening of such receptacles. The Applicant shall provide at least one (1) trash receptacle in the vicinity of each plaza and seating area; shall provide for the removal of the trash at least one (1) time per week from each area; and shall regularly clean and clear the outdoor plaza and seating areas of trash.

o. The hours of operation for retail uses, other than the grocery store, eating establishments, and ATM machines, shall be no earlier than 5:00 a.m. and no later than 12:00 a.m. (midnight).

p. The Applicant shall provide a point of contact for the development to the Lee District Supervisor's office to ensure that concerns regarding appearance and operation, including hours of operation, are promptly addressed.

q. The operator of the grocery store shall regularly monitor its parking lot (at least twice a day) to collect grocery carts.

10. LIGHTING AND NOISE

a. To prevent lighting from adversely impacting adjacent properties, exterior building lighting shall be shielded in a manner that prevents light spillage. All exterior lighting fixtures shall be equipped with "cut-off" luminaries.

All lighting standards shall comply with Zoning Ordinance Article 14, Part 9, Outdoor Lighting Standards.

b. Outdoor speakers that may be utilized by the drive-in financial institutions shall not be used between the hours of 9:00 p.m. and 7:00 a.m.

11. TRANSPORTATION DEMAND MANAGEMENT STRATEGIES

a. The Applicant shall implement the following transportation demand management (TDM) strategies to reduce peak hour vehicle trips from the Application Property during the AM and PM peak periods. Unless specified below, the TDM strategies shall be implemented prior to issuance of the first Non-RUP for the Application Property. Strategies shall include the following:

i. Metro maps, schedules and forms, ridesharing and other relevant transit option information shall be available to tenants and employees through either a common website or newsletter to be published at least twice a year;

ii. The Applicant shall provide at least ten (10) reserved parking spaces for the office building for carpools/vanpools prior to the issuance of the first Non-RUP for the office building;

iii. Transportation coordination duties shall be assigned to an office/retail property manager, who will implement the TDM strategies as follows:

1. Coordinate with FCDOT or any agency designated by FCDOT to promote opportunities to enhance participation in TDM programs;

2. Encourage and coordinate the formation of carpools and vanpools by promoting participation in established ride-matching programs; and

3. Encourage and coordinate participation in established regional guaranteed ride home programs.

iv. Secure, weather protected bicycle storage shall be provided in a location convenient to tenants, employees and visitors. The Applicant shall designate the locations as part of the first site plan and phase construction with the adjoining development plans.

b. The Applicant shall establish a goal of reducing vehicular peak hour trips by 10% (the "TDM Goal"), derived from trip generation rates and/or

equations applicable to the 96,000 gross square foot freestanding office building as set forth in the Institute of Transportation Engineers, Trip Generation Manual, 7th Edition Land Use, Code 710 (General Office). The Applicant shall utilize the strategies described herein to meet the TDM Goal. Further, the Applicant shall evaluate the TDM Goal as follows:

i. Twelve (12) months following issuance of the first Non-RUP for the freestanding office building, the effectiveness of the TDM program shall be evaluated using surveys and/or traffic counts prepared by the transportation coordinator in cooperation with FCDOT. The transportation coordinator shall submit an Annual Report to FCDOT based upon said surveys and/or traffic counts, in order to facilitate a determination by FCDOT that the TDM Goal has, or has not, been achieved. The Applicant shall conduct such surveys and/or traffic counts annually until it is demonstrated through two (2) consecutive surveys and/or annual traffic counts that the TDM Goal has been achieved, at which time, no additional surveys and/or traffic counts shall be required; and

ii. In the event that the TDM Goal has not been achieved pursuant to the aforesaid two consecutive surveys and/or traffic counts, then the Applicant shall meet with FCDOT to review the TDM Program for the purpose of identifying additional strategies and programs that may be implemented to assist in achieving the TDM Goal.

c. The Applicant shall participate in the efforts to establish a regional bus circulator system (the "Circulator") as described in proffers associated with RZ 2007-LE-007 with the objective of the Circulator serving the Application Property. Subject to the approval of RZ 2007-LE-007, the Applicant shall contribute the sum of two thousand dollars ($2,000.00) per year to Fairfax County commencing with the issuance of the first Non-RUP for the Application Property for a period of five (5) years. Upon the expiration of the five (5) year period, and subject to the Circulator servicing the Application Property, the Applicant shall negotiate with Fairfax County and FCDOT an annual pro-rata payment based on percentage of use by employees, tenants and patrons of the Application Property, but not to exceed five thousand dollars ($5,000.00) per year.

12. SUCCESSOR AND ASSIGNS

These proffers shall bind and inure to the benefit of the Applicant and its successors or assigns.

13. COUNTERPARTS

These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one and the same instrument.

[SIGNATURE BEGINS ON THE FOLLOWING PAGE]

APPLICANT/TITLE OWNER

HILLTOP SAND & GRAVEL COMPANY, INC.

By: Clemens S. Gailliot, Jr.
Its: President

[SIGNATURE ENDS]

Wegmans
745

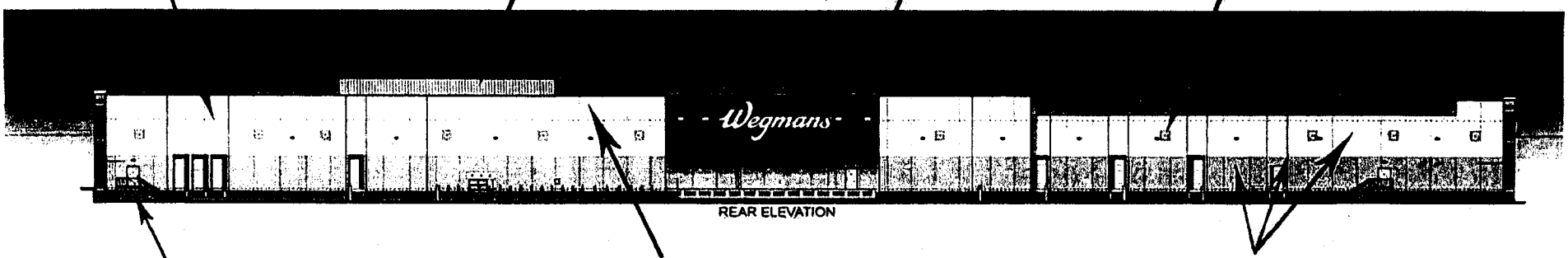
REAR ELEVATION

STANDING SEAM METAL MECHANICAL EQUIPMENT SCREEN AS NECESSARY
(COLOR TO MATCH WALL COLOR)

ROOF LINE

STANDING SEAM METAL ROOF

DECORATIVE MEDALLIONS AND DOWN LIGHTING



REAR ELEVATION

LOADING DOCKS
4 FEET BELOW BUILING FINISH FLOOR ELEVATION (TYP)

RAISED WALL TO BLOCK ROOFTOP UNIT VIEW
(ADJUSTED TO SPECIFIC SITE/VIEW SHEDS)

3 COLOR - BLOCK STAMPED CONCRETE TIP UP PANELS
(MATCHING COLORS OF THE REMAINDER OF BUILDING)

*LANDSCAPE AND HARDSCAPE SCREENING ALONG TELEGRAPH ROAD