

SHIRLEY HIGHWAY DISTRIBUTION CENTER PARTNERSHIP

PROFFERS PCA 2000-M-031

February 25, 2004

Pursuant to Section 15.1-2303(A), *Code of Virginia*, as amended, Shirley Highway Distribution Center Partnership, the Applicant in PCA 2000-M-031 (the "Application") affecting property identified as Tax Map 81-1 ((9)) pt. 7 (hereinafter referred to as the "Subject Property"), proffers for themselves, their successors and assigns, that the development of the Subject Property will be in accordance with the following terms and conditions, provided that the Board of Supervisors approves the Application. These proffers shall supersede all previously approved proffers for the Subject Property.

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, development of the Subject Property shall be in general conformance with the Generalized Development Plan Amendment and Special Exception Amendment Plat ("GDPA/SEA Plat") prepared by Dewberry & Davis dated June 26, 2003 as revised through February 23, 2004.
2. Pursuant to Paragraph 4 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDPA may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on Sheet 2 of the GDPA without requiring approval of an amended GDPA provided such changes are in substantial conformance with the GDPA as determined by the Fairfax County Zoning Administration Division.
3. The Subject Property shall be developed with a maximum gross square footage of 98,752. The primary use of the Subject Property shall be a furniture store. A private school of general education, 7300 square feet in size, currently occupies a portion of the structure. This use may remain or may be replaced with another use permitted by-right in the C-6 District excluding, however, health clubs, theaters, indoor miniature golf courses and retail uses (other than expansion of the furniture store use) and, provided said use does not exceed 7300 square feet and that it can meet County parking requirements. In addition, other special exception and special permit uses may be provided within the 7300 square foot area without a PCA, if a special exception is approved by the Board of Supervisors or a special permit is approved by the Board of Zoning Appeals and parking requirements can be met.
4. Landscaping shall be provided in general as shown on Sheet 2 of the GDP/SE Plat. The exact number and spacing of trees and other plant material shall be submitted at the time of final site plan review and shall be subject to the review and approval of the Urban Forester. All new shade trees to be planted along General Washington Drive shall be a minimum of three (3) inches in caliper and new evergreen trees shall be a minimum of 8 to 10 feet in height at the time of planting.

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5. The Applicant shall provide storm water detention and Best Management Practices for the additional impervious area being proposed with this Application by providing an underground detention system and Filterra bioretention filtration system as generally shown on the GDPA/SEA Plat and as may be approved by the Department of Public Works and Environmental Services.
6. Prior to final site plan approval for the Application Property, the Applicant shall contribute the amount of \$15,000.00 to the Board of Supervisors for trail/pedestrian improvements in the Mason District in the general vicinity of the Application Property.
7. These proffers will bind and inure to the benefit of the Applicant and their successors and assigns.

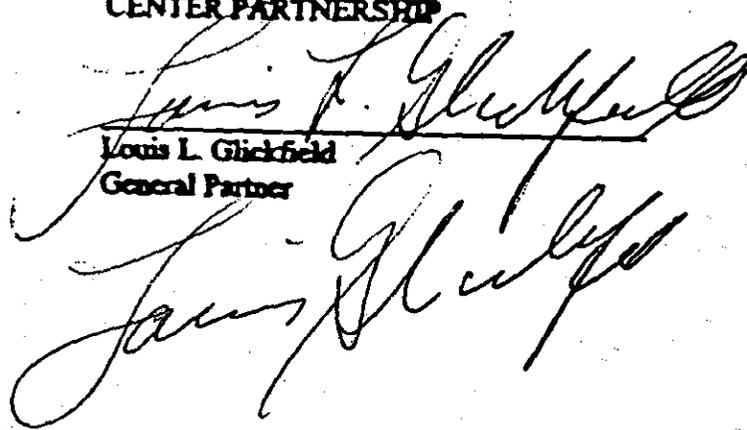
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PROFFERS
PCA 2000-M-031

APPLICANT/TITLE OWNER OF
TAX MAP 81-1 (9) PT. 7

SHIRLEY HIGHWAY DISTRIBUTION
CENTER PARTNERSHIP



Louis L. Glickfield
General Partner