

**PROFFERS
REZONING BY COOPER-PAGE, INC.
RZ 2000-MV-030**

February 9, 2001

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 property owner and Applicant in this rezoning application proffers that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference No. 99-1((1)) 4, 5D (hereinafter referred to as the "Property") will be in accordance with the following conditions if, and only if, said rezoning request is granted. In the event said application request is denied, these proffers shall be null and void. The Applicant, for itself, its successors and assigns, agrees that these proffers shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia in accordance with applicable County and State statutory procedures.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.

GENERAL

1. Subject to the proffers and the provisions of Article 18 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, the development will be in substantial conformance with the General Development Plan (GDP) containing 2 sheets and prepared by GJB Engineering, Inc. dated September 2000 revised

LANDSCAPING

6. Landscaping of the property shall be provided in substantial conformance with the depth, quality and quantity of plantings identified in the landscaping concepts shown on the GDP. In addition to that shown on the GDP, the landscape plan required herein shall incorporate building foundation plantings in an amount determined feasible by the Urban Forestry Branch in accordance with standard and accepted horticultural practices. The specific type, number and placement of plantings and landscaping shall be determined at the time of site plan approval, subject to review and approval of a landscape plan by the Urban Forester, DPWES. If, during the process of site plan review, any landscaping shown on the GDP is removed in order to locate utility lines, trails, etc., then an area of additional landscaping of equivalent value, as determined by Urban Forester, DPWES, may be substituted at an alternate location on the site.

TRANSPORTATION

7. In the event Terminal Road is extended in the future, by others, to the boundaries of the Application property, such that the interparcel connection generally identified on the GDP in the southeast corner of the property will provide access from the Application property to Terminal Road without the need for any further acquisition of off-site right-of-way, the Applicant shall provide an egress only connection to Terminal Road extended in the location on the GDP with the final design and configuration of this connection being subject to review and approval by DPWES.

If within 15 years of the approval date of this rezoning, Terminal Road is extended and open to traffic within one calendar year of the completion of the egress only connection to Terminal Road required above, the Applicant shall undertake a traffic impact analysis for the limited purpose of reaffirming that exiting left turn movements from the site's existing entrance

through February 9, 2001, and entitled Generalized Development Plan & Special Exception Plat, Hunter Plaza.

2. Use of the property shall be in conformance with the GDP and the provisions of the C-8 District, provided the following uses shall be prohibited on the site: bowling alley, contractors office, funeral home, hotel, kennels, plant nursery and theatre.

DESIGN

3. All buildings on the site shall be designed to incorporate a uniform and consistent architecture, bulk, mass, quality of material and general level of amenity, as determined by DPWES at the time of site plan and/or building permit review. The two (2) principal structures on the property shall be designed with the same building materials on all four sides and consistent roof designs and treatments.

4. Outdoor lighting fixtures used to illuminate the parking area shall not exceed 14 feet in height, and shall be designed to focus directly on the subject property. All outdoor pole lighting fixtures shall be full cut-off; focused downward and fully shielded to minimize glare, and shall meet the Performance Standards set forth in Article 14 of the Zoning Ordinance. Lights located on the bottom of the service station canopy shall be recessed in design. Illumination of the area beneath the service station canopy shall not exceed an average of 30 foot candles.

ENVIRONMENTAL

5. Water quality shall be managed in accordance with the Best Management Practice ("BMP") requirements of Chapter 118 of County Code, as determined by DPWES. In addition to that described on the GDP, the Applicant preserves the right to employ innovative alternative BMP measures subject to review and approval by DPWES.

Road entrance shall be permitted. The selection of the appropriate alternative shall be both coordinated with and subject to review and approval by VDOT and DPWES, but shall not require approval of a proffered condition amendment application. If, pursuant to this proffer, the entrance to Newington Road and interparcel connection to Terminal Road are ultimately redesigned to eliminate left turn exits to Newington Road and offer both ingress and egress to Terminal Road, or other solutions reviewed and approved by VDOT and County DOT are implemented in accordance with the requirements of these proffers, this proffer shall be deemed fulfilled.

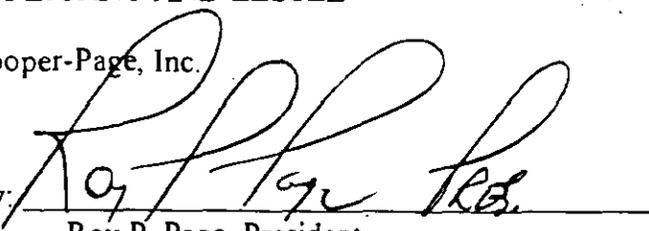
These proffers may be executed in counterparts and the counterparts shall constitute one and the same proffer statement.

to Newington Road remain in general accord with the conclusions of the existing analysis prepared by the firm of Patton, Harris, Rust and Associates dated October 30, 2000 and contained in the files of this approved rezoning (the "existing analysis"). The general methodology of this potential future analysis (the "future analysis") shall be subject to review and approval by the Fairfax County Department of Transportation and be in substantial conformance with that used in connection with the existing analysis, further provided that traffic volumes for Newington Road shall utilize the same background growth as relied on in the existing analysis, or actual new field counts, whichever is less. In the event this future analysis of these exiting left turn movements shows that the average vehicle delay for the exiting left turn movement(s) from the Newington Road entrance in the a.m. and p.m. peak periods is within 120% of that amount described in the existing analysis, no further action shall be required and this proffer shall be deemed to be fulfilled. In the event the future analysis of these exiting left turn movements shows a 20% or greater increase in the average vehicle delay for exiting left turn movements in the a.m. and p.m. peak from that described in the existing analysis, in order to attempt to restore the average vehicle delay for exiting left turn movements to within 120% of that described in the existing analysis, based on the findings of the future analysis and in consultation with County DOT and/or VDOT, the Applicant shall implement any or all of the following alternatives: (1) potential changes to the configuration of the site entrance to Newington Road to potentially eliminate left turn exit movements; (2) changes to the configuration of the interparcel connection to Terminal Road to potentially offer both ingress and egress to Terminal Road; or (3) other potential alternatives warranted by the future analysis, or recommended by County DOT and/or VDOT, provided that such alternatives shall not eliminate the Newington Road entrance entirely. At a minimum, right turns in and out of the Newington

APPLICANT AND LESSEE

Cooper-Page, Inc.

By:



Roy P. Page, President

TITLE OWNER/LESSOR:

Shirley M. Hunter, Trustee
Shirley M. Hunter, Trustee

T. William Dowdy, Trustee
T. William Dowdy, Trustee

WREA39929.18