

PROFFERS

Union Mill Associates Limited Partnership

PCA 88-S-022

May 19, 1988

Revised June 21, 1988

Revised July 7, 1988

Revised October 23, 2014

Pursuant to 15.2-2303(A) of the Code of Virginia (1950 as amended), the Union Mill Associates Limited Partnership (the "Applicant") hereby proffers that in the event the Board of Supervisors approves PCA 88-S-022 for property identified as Fairfax County Tax Map Reference 55-3 ((1)) 47A, 47B, 47C, 47F and 66-1 ((1)) 16D, 16E, and 16G (the "Subject Property"), development of the Subject Property shall be in conformance with the Generalized Development Plan (GDP) as revised through June 20, 1988, prepared by Dewberry and Davis and further qualified by and subject to the following terms and conditions:

1. If approved by Department of Environmental Management ("DEM") and/or the Virginia Department of Transportation ("VDOT"), applicant shall provide for:
 - A. dedication to the Board of Supervisors and conveyance in fee simple of 110 feet of right-of-way as delineated on the referenced GDP for the four (4) lane divided extension of Union Mill Road;
 - B. dedication to the Board of Supervisors and conveyance in fee simple of 35 feet from existing centerline, and 70 feet for the realigned section of existing Braddock Road, as delineated on the referenced GDP for the four (4) lane undivided realignment of Braddock Road along subject property frontage;
 - C. construction of the aforesaid four (4) lane divided Union Mill Road extension from the south side of the southernmost entrance to the adjacent townhouse portion of the property which is the subject of PCA/CDPA 81-S-090-2 south to its intersection with Braddock Road extended (with appropriate left-turn and right-turn lanes into each entrance to subject property as required and approved by VDOT), including the north, south and east segments of said intersection and the transition/taper improvements on the south side of the intersection, generally as delineated on the conceptual drawing referenced in paragraph 2 below and as approved by VDOT;
 - D. construction of the remainder of improvements necessary to achieve the aforesaid four (4) lane undivided Realigned Braddock Road through subject property (with appropriate left-turn and right-turn lanes as required pursuant to paragraph 4 below); and

- E. subject to the availability of sufficient right-of-way and/or necessary easements without cost to applicant, construction of the four (4) lane divided section of Braddock Road relocation with appropriate two (2) lane transition to the existing alignment of said roadway; subject to VDOT approval, this improvement shall extend approximately 400 feet east from Union Mill Road, generally as delineated on the conceptual drawing referenced in paragraph 2 below.
- F. provide a signal at the Union Mill Road/Realigned Braddock Road intersection. Said signalization shall be installed when warranted and/or requested by VDOT.

In the event applicant is unable to obtain sufficient right-of-way and/or necessary easements for the Union Mill Road improvement referenced in 1(iii) above, applicant shall request Fairfax County to condemn the necessary right-of-way at the applicant's expense. However, in order to expedite the construction of the aforesaid improvement it is important that upon said request, Fairfax County initiate condemnation proceeding in a timely fashion.

"Realigned Braddock Road" as used in this proffer refers to the realignment of existing Braddock Road to the north into subject property, as shown on the aforesaid GDP. "Braddock Road relocation" as used in this proffer refers to the realignment of existing Braddock Road east of Union Mill Road in the general location as shown on the Centreville Transportation Plan adopted by the Board of Supervisors on March 10, 1986. "Braddock Road extended" as used in this proffer refers to the relocation and construction of a four (4) lane divided section of Braddock Road between existing Union Mill Road and Route 28 in the general location shown on the Comprehensive Plan south of existing Braddock Road.

- 2. The construction commitments referenced above shall be coordinated with comparable improvements proffered with PCA/CDPA 81-S-090-2 to effectuate a full-section improvement/construction of Union Mill Road extended and Realigned Braddock Road.

Accordingly, applicant shall provide the referenced transportation improvements to Union Mill Road extension, Realigned Braddock Road and Braddock Road relocation in their respective general alignments as delineated on the "Conceptual Design of Union Mill Road Extension and Braddock Road Relocations," prepared by Dewberry and Davis, dated June 20, 1988 and filed with subject application.

- 3. It is the intent of the applicant to proceed forthwith to design and construct the aforesaid Union Mill Road extension and to place said improvement in service for public use at the earliest possible time subject only to the timely receipt of necessary governmental approvals and permits. In furtherance of this commitment, no Non-Residential Use Permits (Non-RUPs) for the above referenced retail GSF shall be issued prior to Union Mill Road extended being

placed in service for public use (i.e., made available for travel by the public) from Lee Highway to the Braddock Road Extended/Union Mill Road Extended intersection or 24 months from date of approval of subject application, whichever later occurs.

4. Prior to site plan approval applicant shall complete a traffic analysis, for review and approval by Fairfax County, of the ingress/egress movements at the entrances to the retail center. Said analysis shall encompass each entrance to the retail center, the Union Mill Road/Realigned Braddock Road intersection, and the Union Mill Road/Route 29 intersection and shall be for the purpose of determining the type, number and the necessary lengths of the turning lanes at the referenced entrances/intersections. Applicant shall construct those aforesaid turning lanes as determined by the referenced study and approved by VDOT.
5. At the time Realigned Braddock Road is put into service applicant shall, subject to the VDOT approval, remove pavement and reseed the area of Braddock Road replaced by Realigned Braddock Road and therefore proposed for vacation.
6. The proposed retail center and accompanying free standing uses (i.e., Drive-In Bank, Fast Food Restaurant and a Service Station with a Car Wash) shall have integrated and compatible architecture. All dumpster/disposal facilities shall be appropriately screened to minimize aesthetic impacts both on-site and off-site. The urban design and landscaping features delineated on the GDP and accompanying cross-section(s) shall be incorporated into and become part of subject development. Further, prior to final site plan approval, applicant shall submit to the Planning Commission for administrative review and approval (i) architectural elevations/perspectives for review as to consistency with the architectural perspectives utilized with subject application, and (ii) elevations/perspectives of the dumpster/disposal facilities for review as to adequacy of screening.
7. Applicant shall coordinate the stormwater management plan for subject property with the adjacent residential community (RZ 81-S-090). Said plan shall (i) utilize Best Management Practices in accordance with Fairfax County's Public Facilities Manual criteria; (ii) incorporate an 80% sediment removal design efficiency for all erosion and sediment control ponds for a two-year storm during the construction phase of said development; and (iii) include a pro rata (i.e., based upon the proportionate generation of CFS of surface water runoff by the respective commercial and residential uses) maintenance agreement, acceptable to DEM and DPW, between the retail center, the adjacent residential community and/or Fairfax County to the extent that such stormwater management facilities serve both residential and commercial uses.
8. If determined, at the sole discretion of applicant or assigns, to be reasonably feasible from an engineering design and economic standpoint, oil and grit separators and/or infiltration trenches may be incorporated in the aforesaid plan for the shopping center.

9. Approximately 33% (5.5 acres, \pm ½ acres) of the site, generally as shown on the GDP, shall be reserved and incorporated into an open-space network for the subject development.
10. Applicant shall provide an eight (8) foot Type I trail along subject property frontage with the proposed Realigned Braddock Road and proposed Union Mill Road extension.
11. Vehicular parking proposed behind the retail center shall be designated only for employee and service/delivery parking.
12. No less than ninety (90) days prior to site construction, applicant shall notify the Director of the Office of Comprehensive Planning of said activity and permit Fairfax County personnel to explore the site for the purpose of locating and removing fossils and artifacts. Explorations may continue after the ninety-day notification period provided that it shall not interfere with construction operations.
13. Applicant shall provide a six (6) foot high “board on board” fence along the common property boundary between the proposed retail center and the adjacent residential community.
14. Parking lot lighting for the retail center shall be shielded and/or directed downward to minimize glare off-site.
15. Subject to approval by DEM, applicant shall provide crosswalk striping at crossings of on-site travelways by the pedestrian circulation system.
16. The following uses shall not be permitted in the retail center:
 - A. Video arcades;
 - B. Quick service food stores (i.e., those establishments which sell general groceries, soft drinks and prepared foods). Specialty food stores (i.e., delis, donut shops, ice cream shops and similar stores) shall be permitted. Subject to Special Exception approval, a quick service food store shall be permitted within the proposed service station, but it shall not be permitted to sell any alcoholic beverages;
 - C. Movie theater;
 - D. Adult bookstores and Video/DVD stores primarily dealing with the sale, rental, and/or exhibition of adult-oriented material;
 - E. Funeral homes;
 - F. Churches and other places of worship.

17. Each reference to “applicant” in this proffer shall include within its meaning, and shall be binding upon, applicant’s successor(s) in interest and/or the developer(s) of the site or any portion of the site.
18. Within ninety (90) days of approval of this proffered condition amendment, the Applicant shall submit a landscape plan to the Urban Forest Management Division (UFMD) for review and approval. Landscaping shall be installed no later than twelve (12) months from the date of approval of said landscape plan, and once installed, the applicant shall contact the UFMD for an inspection of compliance with this proffer.
19. Should a veterinary hospital use be present on the Subject Property, the Applicant shall require that the veterinary hospital shall:
 - A. Monitor the area immediately surrounding the veterinary hospital’s entryway a minimum of one (1) time per day for pet waste and clean-up and/or disinfect the entryway as may be necessary; and
 - B. Provide a station with plastic bags for owners to pick up pet waste.

{A0630461.DOCX / 1 Draft Proffers (PCA 88-S-022) cln - 10.23.14 000284 000074}

[SIGNATURES BEGIN ON NEXT PAGE]

Applicant/Title Owner of Tax Map 55-3 ((1)) 47A, 47B,
47C, 47F and 66-1 ((1)) 16D, 16E, 16G

UNION MILL ASSOCIATES LIMITED PARTNERSHIP

By: Lehrco Corporation, its general partner


By: Samuel Lehrman
Its: President

[Signatures end]