

Special Use Permit Application of Wal-Mart Real Estate Business Trust
Approved Conditions
May 10, 2011

1. The Property, when re-developed, shall be developed in substantial conformity with the site plan entitled "Special Use Permit Walmart Supercenter #2437-02, Warrenton, Fauquier County, Virginia," Sheet 1 of 2, dated 12/01/10, revised through 4/12/11, prepared by Bohler Engineering (the "Site Plan"), which Site Plan is on file with the Town of Warrenton, subject to such reasonable modifications as may be necessary in order to effectuate final site plan review and approval.
2. The architectural design, colors, and materials on the exterior elevations of all sides of the expanded store building shall be in substantial conformance with the building elevations entitled "Warrenton, VA Store #2437, Elevations," Sheets 5 and 6, dated April 22, 2011, prepared by Dennis D. Smith, AIA (the "Elevations"), which Elevations are on file with the Town of Warrenton.
3. Landscaping of the Property shall be in substantial conformance with that certain plan entitled "Overall Landscape Plan, Walmart Expansion #2437-02 – Site Plan, Warrenton, Fauquier County, VA," consisting of 4 Sheets, dated 2/16/11, revised through 4/12/11, prepared by Bohler Engineering (the "Landscape Plan"), subject to such reasonable modifications as may be necessary in order to effectuate final site plan review and approval. Additionally, reasonable supplemental landscaping shall be planted on the Property if required by the Town Arborist after review of the Landscape Plan.
4. In addition to the landscaping shown on the Landscape Plan, up to 20 deciduous trees (a mixture of hardwood and ornamental) shall be planted on the hill located in the northern and eastern portions of the Property (adjacent to the steep slope areas to be graded pursuant to the accompanying special use permit application).
5. No outdoor sales shall be permitted on the Property with the exception of sales of materials located within fenced areas associated with the garden center, unless otherwise permitted by the Town.
6. No signage shall be permitted on the exterior of the store building that advertises or identifies any third party tenant located within the store.
7. Prior to issuance of a final building permit for the expansion of the existing store, the Applicant shall deposit with the Town the sum of \$60,000, which the Town may, but shall not be required to utilize in order to construct traffic improvements in the vicinity of the Property in the event that the traffic impacts generated by the expanded store on the Property exceed the impacts and proposed mitigation contained in the Traffic Study dated April 12, 2011, prepared by Gorove/Slade and Associates, which is on file with the Town Planning Department. Whatever portion of the \$60,000 has not been utilized by the

Town in accordance with this Condition within 5 years after the date these funds are deposited with the Town shall be returned to the Applicant.

8. Prior to issuance of a final building permit for the expansion of the existing store, the Applicant shall deposit with the Town the sum of \$120,000 to be used by the Town in the event the Town elects to install a “HAWK” style pedestrian signal (and associated road striping) at the intersection of Falmouth Street and Shirley Avenue. If the Town elects not to install a “HAWK” pedestrian signal, or if the cost of the “HAWK” pedestrian signal is less than the entire \$120,000 allotted herein, these funds may be used by the Town for alternative pedestrian and/or vehicular improvements in the vicinity of the Property (including but not limited to the extension of sidewalks along Shirley Avenue between the Property and a nearby community center to the north of the Property).
9. Within thirty (30) days of the final approval by Town Council, the Applicant shall deposit with the Town the sum of \$5,000 to be utilized by the Town for additional tree plantings within the Town.
10. The Applicant shall provide pedestrian sidewalks along Shirley Avenue substantially as shown on the Site Plan (from the Property northward to the southernmost vehicular entranceway serving the community center), provided that such sidewalk improvements can be installed within the existing Shirley Avenue right-of-way, and provided that any reasonably necessary construction easements may be obtained from adjacent property owners prior to issuance of a final Certificate of Occupancy for the expansion of the existing store. In the event that these sidewalk improvements cannot be accommodated within existing right-of-way, or that the necessary construction easements cannot be obtained within the allotted timeframe, the Applicant shall provide the Town a contribution of \$5,000 (together with any applicable engineering drawings already completed or in progress) prior to the issuance of the final Certificate of Occupancy for the expansion of the existing store, to be used by the Town for the construction of the referenced improvements.
11. Trailers, containers or similar delivery vehicles shall be stored behind the screen wall behind the store if stored on the site overnight or longer.
12. Bales and pallets shall be located within the screened bale and pallet staging area as shown on the Site Plan.
13. The monument sign shall be compatible in color and style with the sign shown on the exhibit for the sign at “Woodlands Parkway” which is on file with the Town, subject to modifications as approved by the Planning Director. (To Be Determined)