

PROFFERS

SULLY STATION SHOPPING CENTER Tax Map Reference 44-3((7))-B3

PCA 84-S-027-07/PCA 85-S-013-04
(Concurrent with SEA 01-Y-040 & FDPA 84-S-027)

January 3, 2007

Revised February 7, 2007

Revised March 15, 2007

These proffers are provided pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and subject to the Board of Supervisors approving the request for Proffered Condition Amendments for the property identified as Tax Map Reference 44-3((7))-B3 (hereinafter referred to as the "Property"). The proffers are made by Sully Station LLC, its successors and assigns (hereinafter, collectively referred to as the "Applicant"). If accepted, these proffers hereby reaffirm the proffered conditions accepted by the Board of Supervisors in approvals of RZ 84-S-027 dated September 24, 1984; RZ 85-S-139/RZ 85-S-013/CDPA/PCA 84-S-027-1/FDPA 84-S-027-01-01/FDP 84-S-027-2 dated March 10, 1986; PCA 85-S-013/PCA 84-S-027-3/FDPA 84-3-027-3 dated August 3, 1992; and PCA 85-S-013-03/PCA 84-S-027-06/FDPA 84-S-027-04 dated January 7, 2002; which will remain in full force and effect except as amended hereby.

1. Subject to the provisions of Sections 16-402 and 18-204 of the Fairfax County Zoning Ordinance, development and use of the Property shall be in substantial conformance with the Proffered Condition Amendment/Final Development Plan Amendment/Proffered Condition Amendment/Special Exception Amendment Plat (the "Plat") prepared by Tri-Tek Engineering dated June 20, 2006, and revised through March 15, 2007.
2. The architectural façade of the proposed in-line shops and drive-thru bank shall be consistent with the existing shopping center and shall be in conformance with the illustrative perspective found in the approved proffers dated February 28, 1986.
3. The Applicant shall use its best efforts to implement and enforce procedures, including specific lease provisions, to require employees to park at the rear of the shopping center.
4. The Applicant hereby proffers to not exceed a floor area of 146,615 gsf for the shopping center (see tabular data below). Further, Paragraph 9 of the 'Statements Accompanying the Final Development Plan for Rezoning Application and Development Plan Approvals,' dated January 1986, which is included in Appendix A to the proffers

dated February 28, 1986, and incorporated by reference by Proffer C.4 in Section II of such proffers, shall be revised to read as follows:

9. Tabular Data (Paragraph 9)

Site Area: PDH-3 - 13.10 acres

C-5 - 4.33 acres (includes Post Office)

A. Total Number of Dwelling Units by Type: N/A

B. Density: N/A

C. Total Floor Area: PDH-3 (Shop. Ctr) --- 136,290 s.f.

C-5 (Shop. Ctr) ----- 10,325 s.f.

C-5 (Post Office) ----- 26,359 s.f.

TOTAL SHOPPING CENTER 172,974 s.f.

TOTAL WITHOUT POST OFFICE: 146,615 s.f.

D. Total Area in Open Space: PDH-3 --- 72,000± s.f.

Prop. C-5 - 42,000± s.f.

114,000± s.f.

E. Total Area in Developed Recreational Open Space:

N/A

F. Total Number of Off-Street Parking and Loading:

Parking Spaces: 904 spaces

Loading Spaces: per zoning ordinance section

11-202; approximately 6,

subject to final uses.

G. Amount of Density or Floor Area Applied for Under

Bonus Provision: N/A

5. Paragraph 12 of the 'Statements Accompanying the Final Development Plan for Rezoning Application and Development Plan Approvals,' originally dated January 1986, and included in Appendix A to the proffers dated February 28, 1986, incorporated by reference by Proffer C.4 in Section II of such proffers, and subsequently revised by Proffers dated December 5, 2001, shall be further revised to read as follows:

"12. Supplementary Statement of Uses for Shopping Center.

Uses may include the following:

1. Retail and other shopping center uses.
2. Professional and/or local serving offices.
3. Banks (including drive-thru banks).
4. Restaurant(s) (including in-line fast food restaurants).
5. A grocery store.

6. The proposed uses for the 12,600 square foot expansion of the in-line portion of the shopping center shall consist of local serving uses, generally to include, but not be limited to: coffee shops, ice cream parlors, eating establishments (no drive-thru), specialty shops, or other retail establishments that serve the local community.

7. If, within twenty-four (24) months following the opening of the proposed Stonecroft Boulevard vehicle connection, the Fairfax County Department of Transportation ("FCDOT"), in consultation with the Sully District Supervisor, determines that such entrance is unsafe, then the Applicant shall close such entrance within sixty (60) days of receipt of written notice from FCDOT. This Proffer 7 shall become null and void if no such notice is received by the Applicant within twenty-four (24) months of the opening of said entrance.

8. These proffers will bind and inure to the benefit of the Applicant and its successors and assigns.

[SIGNATURE PAGE ATTACHED]

V4369645.5

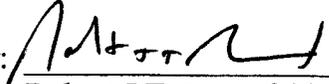
SULLY STATION, LLC, a Delaware limited liability
Company
Applicant/Title Owner of Tax Map No. 44-3((7)) parcel B3

By: JBG/R Sully Station LLC
Its: Managing Member

By: 1111 Property Associates (1998) LLC,
Its: Managing Member

By: JBG/Rosenfeld Equity Investments
LLC
Its: Managing Member

By: Rosenfeld Realty Company,
Inc.
Its: Managing Member

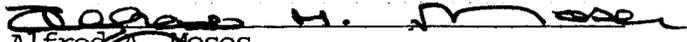
By: 
Robert J.T. Rosenfeld
Its: President

By: JBG/Retail, L.L.C.
Its: Managing Member

By: 
Michael J. Glosserman
Its: Managing Member

SULLY STATION, LLC, a Delaware limited liability
Company
Applicant/Title Owner of Tax Map No. 44-3((7)) parcel B3

By: Moses, LLC
Its: Co-Managing Member of Sully Station, LLC

By: 
Alfred A. Moses
Managing Member