



APPLICATION ACCEPTED: March 4, 2008
APPLICATION AMENDED: May 14, 2008
PLANNING COMMISSION: October 16, 2008
BOARD OF SUPERVISORS: October 20, 2008 @ 4:30 PM

County of Fairfax, Virginia

October 16, 2008

STAFF REPORT ADDENDUM

APPLICATIONS PCA 2004-SU-028
(concurrent with SEA 2004-SU-027)

SULLY DISTRICT

APPLICANT: Penske Automotive Group, Inc

PRESENT ZONING: C-8, AN, and WS

PARCEL(S): 33-4 ((1)) 3B

ACREAGE: 9.26 acres

FAR: 0.17 (subject property)
0.30 (entire property)

OPEN SPACE: 25%

PLAN MAP: Industrial

SE CATEGORY: Category 5: Vehicle Sale, Rental and Ancillary Service Establishment

PCA PROPOSAL: The applicant seeks to remove 9.26 acres from the previous rezoning (RZ 2004-SU-028) of 26.77 acres previously approved for the development of four (4) vehicle sale, rental and ancillary service establishments, to split an approved vehicle sale establishment on Tax Map 33-4 ((1)) 3B into two separate vehicle sale establishments, and to execute other minor site modifications. No increase in the previously approved overall FAR is proposed.

SEA PROPOSAL: The applicant seeks approval of an SEA application to permit two (2) vehicle sale, rental and ancillary service station establishments on the site.

William O'Donnell

Staff recommends approval of PCA 2004-SU-028 subject to proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of SEA 2004-SU-027 subject to the development conditions found in Appendix 2 of this report.

Staff recommends approval of a modification of the peripheral parking lot landscaping requirements in favor of the landscaping shown on the GDP/ SEA Plat.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application. For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

O:\wodonn\ZED\PCA\Penske Auto Group\Final report\PCA 2004-SU-0028_PenskeAutoGroup_Staff_Report_Addendum_Cover.doc



Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

Proffered Condition Amendment

PCA 2004-SU-028

Applicant: PENSKE AUTOMOTIVE GROUP, INC.
Accepted: 03/04/2008 AMENDED 05/14/2008
Proposed: ATO AMEND THE PROFFERS FOR RZ 2004-SU-028 PREVIOUSLY APPROVED FOR COMMERCIAL DEVELOPMENT TO PERMIT VEHICLE SALE, RENTAL AND ANCILLARY SERVICE ESTABLISHMENT AND ASSOCIATED MODIFICATIONS AND SITE DESIGN

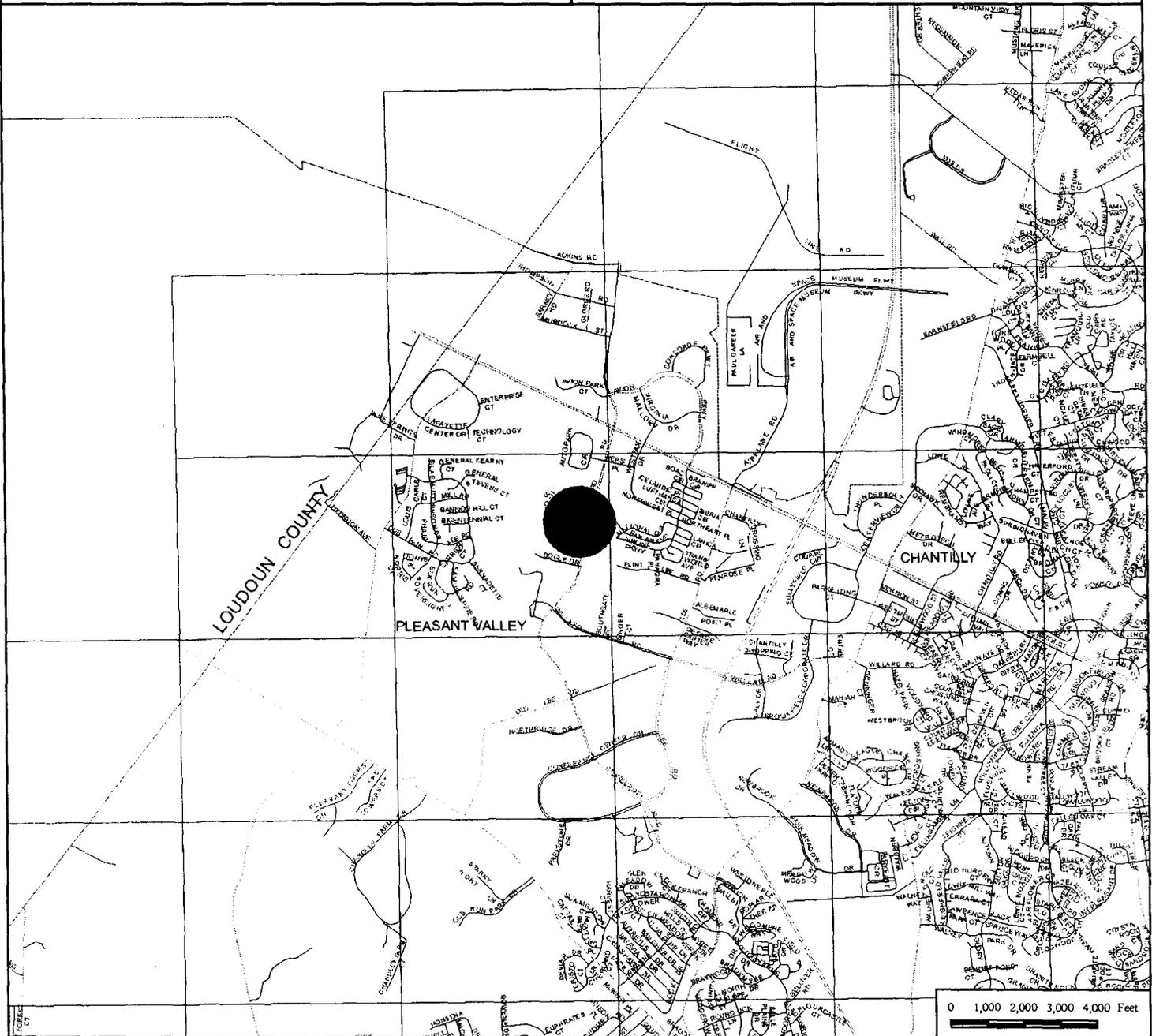
Area: 9.26 AC OF LAND; DISTRICT - SULLY
Zoning Dist Sect: SOUTHWEST QUADRANT OF THE INTERSECTION OF STONECROFT BOULEVARD AND STONECROFT CENTER COURT
Located:
Zoning: C- 8
Overlay Dist: AN WS
Map Ref Num: 033-4- /01/ /0003B

Special Exception Amendment

SEA 2004-SU-027

Applicant: PENSKE AUTOMOTIVE GROUP, INC.
Accepted: 03/04/2008 AMENDED 05/14/2008
Proposed: TO AMEND SE 2004-SU-027 PREVIOUSLY APPROVED FOR COMMERCIAL DEVELOPMENT TO PERMIT AN ADDITIONAL VEHICLE SALES, RENTAL AND ANCILLARY SERVICE ESTABLISHMENT AND ASSOCIATED MODIFICATIONS TO SITE DESIGN WITH NO INCREASE IN TOTAL FAR

Area: 9.26 AC OF LAND; DISTRICT - SULLY
Zoning Dist Sect: 04-0804
Art 9 Group and Use: 5-25
Located: SOUTHWEST QUADRANT OF THE INTERSECTION OF STONECROFT BOULEVARD AND STONECROFT CENTER COURT
Zoning: C- 8
Plan Area: 3,
Overlay Dist: AN WS
Map Ref Num: 033-4- /01/ /0003B



DATE: 11/11/11
 DRAWN BY: J. J. J.
 CHECKED BY: J. J. J.

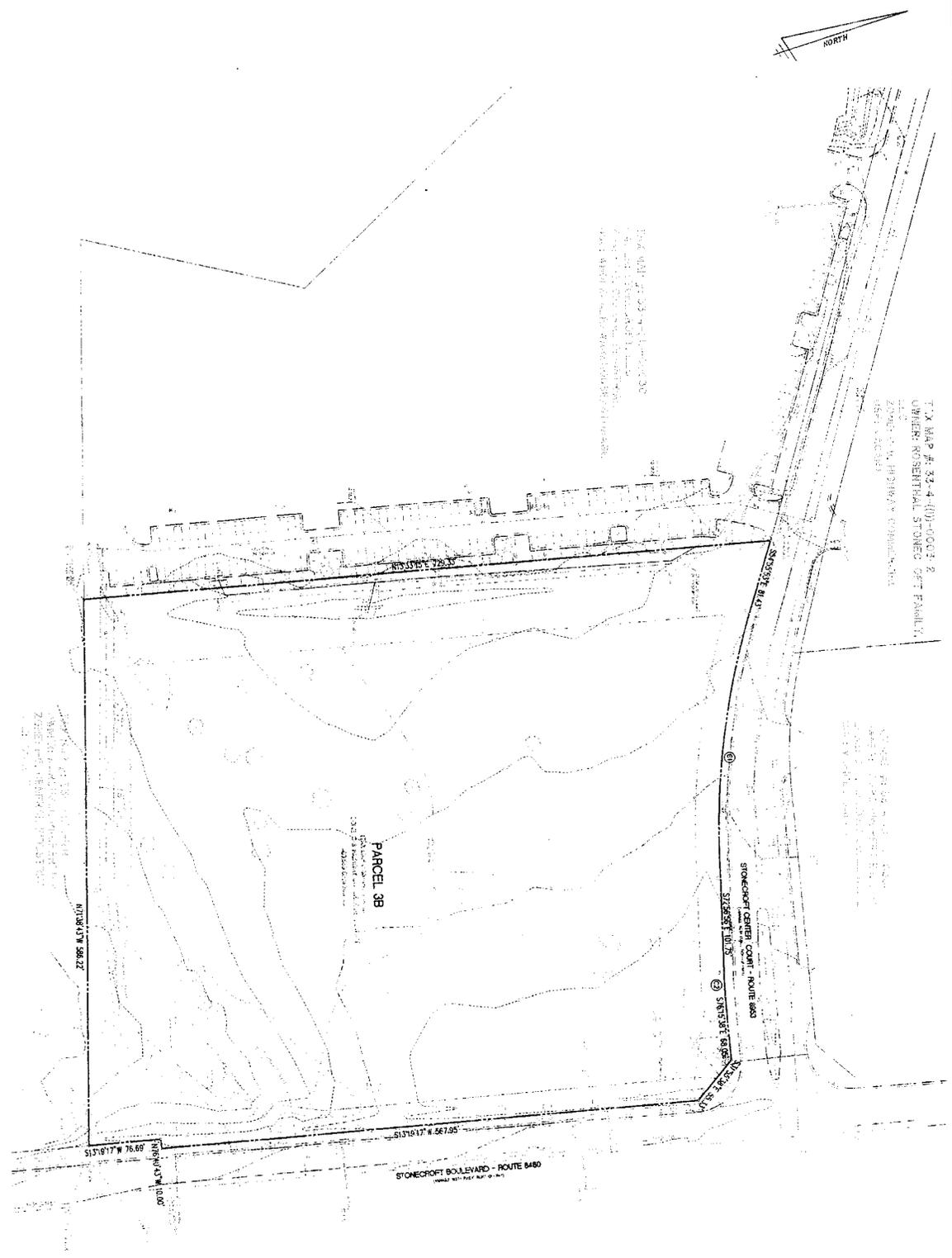


CURVE TABLE

CURVE	BEARS	LENGTH	DELTA	TANGENT	CHORD	CHORD BEARING
C1	833.00'	1739.00'	145°	262.36'	342.9217'	
C2	437.00'	718.43'	124°	133.44'	173.9177'	

EXISTING VEGETATION MAP INFORMATION

OWNER TYPE	PRIVATE PROPERTY	SUCCESSORIAL STATE	COMPLETION	AGRICULTURE	COMMENTS
OWN. F&B	NO	N/A	F&B	OR 9.35 AC	LANDMARKS, BEARS, FEW SMALL TREES



EXISTING CONDITIONS PLAN/EXISTING VEGETATION MAP

PARCEL 3B
STONECROFT BUSINESS PARK
 SULLY DISTRICT
 FAIRFAX COUNTY, VIRGINIA

REVISION APPROVED BY

NO.	DESCRIPTION	DATE	BY	APPROVED	DATE



WALTER L. PHILLIPS
 INCORPORATED
 CIVIL ENGINEERS LAND SURVEYORS PLANNERS LANDSCAPE ARCHITECTS
 207 PARK AVENUE FALLS CHURCH VIRGINIA 22046
 (703) 532-9163 FAX (703) 533-1301 WWW.WLPINC.COM

SHEET 2 OF 2

FOR INFORMATION ONLY.



APPROVED GDP RZ-2004-SU-028/SE-2004-SU-027/PCA-1999-SU-018 LAYOUT EXHIBIT

PARCEL 3B
STONECROFT BUSINESS PARK
 SULLY DISTRICT
 FAIRFAX COUNTY, VIRGINIA

REVISION APPROVED BY:

NO.	DESCRIPTION	DATE	REV. BY	APPROVED	DATE



WALTER L. PHILLIPS
 INCORPORATED
 CIVIL ENGINEERS LAND SURVEYORS PLANNERS LANDSCAPE ARCHITECTS
 207 PARK AVENUE FALLS CHURCH, VIRGINIA 22046
 (703) 532-6163 FAX (703) 533-1301 WWW.WLPHINC.COM
 SCALE: 1" = 50'
 DATE: 11/13/04
 DRAWN BY: [Name]
 CHECKED BY: [Name]

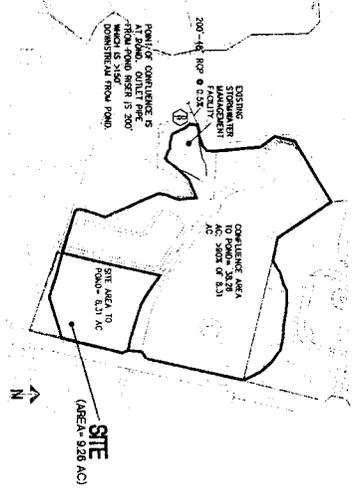
OVERALL SITE DRAINAGE SUMMARY:

- I. PRE-DEVELOPMENT
 - A. TOTAL AREA = 9.78 AC
 - B. CONCRETE AREAS
 - C. ASPHALT = 0.30 AC (3.08% AREA IN 5.73)
 - D. PAVED = 0.30 AC
 - E. TOTAL PAVED = 0.30 AC
- II. POST-DEVELOPMENT
 - A. CONCRETE AREAS
 - B. ASPHALT = 0.30 AC (3.08% AREA IN 7.79)
 - C. PAVED = 0.30 AC (3.08% AREA IN 7.79)
 - D. TOTAL PAVED = 0.30 AC (3.08% AREA IN 7.79)
- III. INFLOW:
 - 1. INFLOW = 1.14 CFS
 - 2. INFLOW = 1.14 CFS
 - 3. INFLOW = 1.14 CFS

STORMWATER MANAGEMENT CHECKLIST

- 1. The stormwater management plan shall include a description of the stormwater management system, including a flow diagram, a site plan, and a detailed description of the stormwater management system.
- 2. The stormwater management plan shall include a description of the stormwater management system, including a flow diagram, a site plan, and a detailed description of the stormwater management system.
- 3. The stormwater management plan shall include a description of the stormwater management system, including a flow diagram, a site plan, and a detailed description of the stormwater management system.
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- 8. The stormwater management plan shall include a description of the stormwater management system, including a flow diagram, a site plan, and a detailed description of the stormwater management system.
- 9. The stormwater management plan shall include a description of the stormwater management system, including a flow diagram, a site plan, and a detailed description of the stormwater management system.
- 10. The stormwater management plan shall include a description of the stormwater management system, including a flow diagram, a site plan, and a detailed description of the stormwater management system.

DOWNSTREAM EXTENT OF REVIEW DETAIL

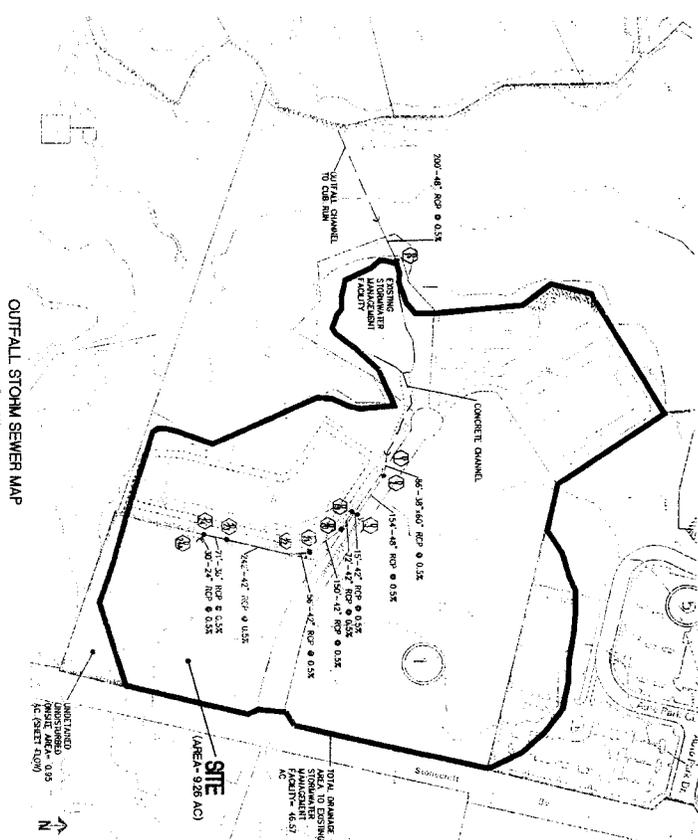


BMP/SWM NARRATIVE

The BMP/SWM narrative describes the stormwater management system for the site. It includes details on the stormwater management system, including the stormwater management system, the stormwater management system, and the stormwater management system.

OUTFALL NARRATIVE

The outfall narrative describes the stormwater management system for the site. It includes details on the stormwater management system, including the stormwater management system, the stormwater management system, and the stormwater management system.



EXISTING STORM SEWER OUTFALL COMPUTATIONS

Station	Flow (cfs)	Velocity (ft/s)	Depth (ft)	Time (min)
0+00	1.14	1.14	1.14	1.14
0+10	1.14	1.14	1.14	1.14
0+20	1.14	1.14	1.14	1.14
0+30	1.14	1.14	1.14	1.14
0+40	1.14	1.14	1.14	1.14
0+50	1.14	1.14	1.14	1.14
0+60	1.14	1.14	1.14	1.14
0+70	1.14	1.14	1.14	1.14
0+80	1.14	1.14	1.14	1.14
0+90	1.14	1.14	1.14	1.14
1+00	1.14	1.14	1.14	1.14

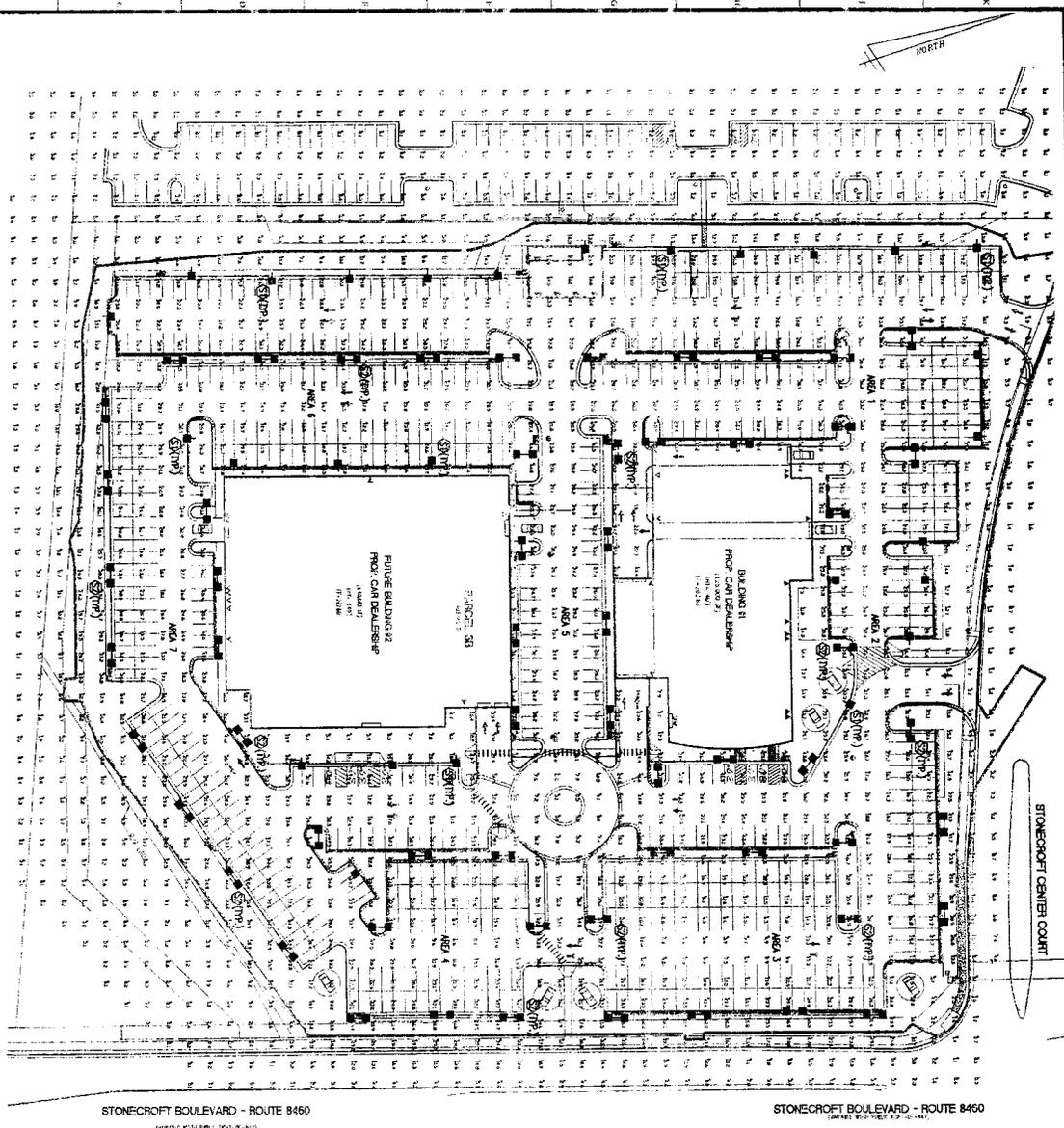
HYDRAULIC GRADELINE COMPUTATIONS

Station	Flow (cfs)	Velocity (ft/s)	Depth (ft)	Time (min)
0+00	1.14	1.14	1.14	1.14
0+10	1.14	1.14	1.14	1.14
0+20	1.14	1.14	1.14	1.14
0+30	1.14	1.14	1.14	1.14
0+40	1.14	1.14	1.14	1.14
0+50	1.14	1.14	1.14	1.14
0+60	1.14	1.14	1.14	1.14
0+70	1.14	1.14	1.14	1.14
0+80	1.14	1.14	1.14	1.14
0+90	1.14	1.14	1.14	1.14
1+00	1.14	1.14	1.14	1.14

OUTFALL ANALYSIS/SWM/BMP
PARCEL 3B
STONECROFT BUSINESS PARK
 SULLY DISTRICT
 FAIRFAX COUNTY, VIRGINIA

NO.	DESCRIPTION	DATE	BY	APPROVED	TITLE
1	DESIGN	10/15/10	WLP	WLP	DESIGNER

WALTER L. PHILLIPS
 INCORPORATED
 CIVIL ENGINEERS LAND SURVEYORS PLANNERS LANDSCAPE ARCHITECTS
 207 PARK AVENUE FALLS CHURCH, VIRGINIA 22046
 (703) 532-6163 FAX (703) 532-3561 WWW.WLPHINC.COM



FOR INFORMATION ONLY.

1 SITE PLAN - LIGHTING
SCALE: 1" = 40'-0"

LIGHTING FIXTURE SCHEDULE

SYMBOL	TYPE	MANUFACTURER	QUANTITY	NO.	LUMS	LOCATION	REMARKS
⊙	POLE	LSI GREENBRIAR	110,000	1	1800W-14H	POLE	FLAT USE-25' SQUARE STEEL POLE ON 3'-0" CONCRETE BASE
⊙	POLE	LSI GREENBRIAR	110,000	2	1800W-14H	POLE	FLAT USE-25' SQUARE STEEL POLE ON 3'-0" CONCRETE BASE



ILLUMINANCE SUMMARY (fc)

FIXTURE	AVG.	MAX.	MIN.	PROJ. DIM.	MAX. DIM.
1	25.72	50.0	1.8	3.58	8.9
2	25.0	48.7	1.8	6.57	17.97
3	24.55	48.2	5.1	4.81	8.25
4	26.06	45.2	11.3	2.31	4.00
5	23.89	49.5	9.8	2.42	5.05
6	25.54	46.1	13.4	2.01	3.44

LSI GREENBRIAR POLE MOUNTED FIXTURE

ALUMINUM FINISH IS AVAILABLE IN TWO SIZES FINISHED TO PRODUCE A CLEAN SHARP APPEARANCE, AND DESIGNED TO EXHIBIT MODERN HIGH CONSTRUCTION. THE FINISH IS AVAILABLE IN A RANGE OF COLORS, FROM CLASSIC BRASS TO MODERN CHROME. THE FINISH IS AVAILABLE IN A RANGE OF COLORS, FROM CLASSIC BRASS TO MODERN CHROME. THE FINISH IS AVAILABLE IN A RANGE OF COLORS, FROM CLASSIC BRASS TO MODERN CHROME.

FINISHES: BRASS, CHROME, POLYESTER POWDER COAT FINISHING PROCESS. THE FINISHES ARE AVAILABLE IN A RANGE OF COLORS, FROM CLASSIC BRASS TO MODERN CHROME. THE FINISHES ARE AVAILABLE IN A RANGE OF COLORS, FROM CLASSIC BRASS TO MODERN CHROME.

FINISHES: BRASS, CHROME, POLYESTER POWDER COAT FINISHING PROCESS. THE FINISHES ARE AVAILABLE IN A RANGE OF COLORS, FROM CLASSIC BRASS TO MODERN CHROME. THE FINISHES ARE AVAILABLE IN A RANGE OF COLORS, FROM CLASSIC BRASS TO MODERN CHROME.

FOX

AUDI Dealership
Chantilly, Virginia

ELECTRICAL
SITE LIGHTING
PLAN &
PHOTOMETRIC
CALCULATIONS

SHEET 9 OF 10

FOX PROJECT NUMBER: 1561

DESIGNED BY: J.S. STORON
DRAWN BY: J.M.D.
CHECKED BY: A.S.C.
DATE: MAY 2, 2008

BACKGROUND

The applicant, Penske Auto Group Inc, seeks approval of a Proffered Condition Amendment (PCA) to remove 9.26 acres from the previous rezoning (RZ 2004-SU-028) of 26.77 acres, which was approved for the development of a total of four (4) vehicle sale, rental and ancillary service establishments. According to the approved Generalized Development Plan (GDP), the 9.26 acre subject property is currently approved for a 70,000 gross square foot vehicle sales establishment on Tax Map 33-4 ((1)) 3B. The applicant proposes to split this establishment into two separate buildings; Building 1 consisting of 27,780 square feet and Building 2 consisting of 42,240 square feet. Building 1 is proposed to be located to the north of Building 2 and will contain an approximately 1,930 square foot car wash within the building structure. As a result, a total of five (5) vehicle sales establishments will be located on 26.77 acres of the RZ 2004-SU-028 property with two (2) of the vehicle sales establishments located on the 9.26 acre subject property. The FAR on the subject property is 0.17. The overall FAR on the 26.77 acres will remain at 0.30 FAR. Additional site modifications include changes to the approved vehicular circulation, parking and landscaping. The applicant is also requesting approval of a Special Exception Amendment (SEA) to permit the modified vehicle sale, rental and ancillary service establishment on the subject property.

The staff report, recommending approval of this application, was published on October 1, 2008. Since the publication of the staff report, the applicant has continued to refine the proffers and the proposed site layout. The applicant has clarified proposed language in Proffer 6 and changed the date of the General Development Plan and Special Exception Plat (GDP/SEA Plat) in Proffer 1 to reflect refinements to the site layout in the development plan. A copy of the revised GDP/SEA Plat dated February 1, 2008, as revised through October 14, 2008, is included in the front of this staff report addendum. The proposed site layout refinements include:

- 1) modifications of the curb cut for the eastern entrance along Stonecroft Center Boulevard and the island curb cuts located in front and to the west of Building 1 to improve vehicular circulation on the site and to increase site distance at the entrance point from 280 feet to 330 feet;
- 2) a minor shift in the location of Building 1 (a shift to the west by 2 feet) to align with Building 2;
- 3) a minor reduction in the size of garbage dumpster enclosure located along the western property boundary;
- 4) a reconfiguration of the traffic circle to incorporate concrete vehicle display pads;
- 5) a reconfiguration of the pedestrian sidewalk connection from Stonecroft Boulevard to Buildings 1 and 2;
- 6) the inclusion of an inter-parcel connection with Tax Map Parcel 33-4 ((1)) 12B located at the southwest corner of the site; and

- 7) a reduction in the total number of parking spaces from 230 spaces to 212 spaces.

Staff does not have any issues with the applicant's proposed clarification to Proffer 6 or the proposed site layout refinements. No change to the previously approved total square footage is proposed with these refinements. Revised proffers may be found in Attachment 1.

In addition to the proffer and site layout refinements, the applicant has agreed to the following changes to the development conditions with changes black-lined from the development conditions published in the staff report. These changes may be found in Attachment 2 and include:

- 1) New Date: The revised Development Conditions are now dated October 16, 2008 (previously dated October 1, 2008),
- 2) Development Condition 4 was modified to reference the revised GDP/SEA Plat,
- 3) Development Condition 7 was modified to limit the number of parking spaces in the vehicle storage areas to 500 spaces,
- 4) Development Condition 10 was modified to specify the type of materials used in retaining walls,
- 5) Development Condition 11 was added to ensure that the screening wall shown along Stonecroft Boulevard is adequately constructed and limited to four (4) feet in height, and
- 6) Development Condition 12 was added to ensure that the reconfiguration of the traffic circle is subject to approval from the Fire Marshal.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

Staff continues to believe that the proposal to remove 9.26 acres from the previous rezoning (RZ 2004-SU-028) of 26.77 acres previously approved for the development of four (4) vehicle sale, rental and ancillary service establishments to split an approved vehicle sale establishment on Tax Map 33-4 ((1)) 3B into two separate vehicle sale establishments and to execute other minor site modifications does not adversely impact the previously approved development plan and is conformance with the Comprehensive Plan, and with all applicable Zoning Ordinance provisions as proffered and conditioned.

Staff Recommendations

Staff recommends approval of PCA 2004-SU-028 subject to the execution of proffers consistent with those found in Attachment 1 of this report.

Staff recommends approval of SEA 2004-SU-027 subject to the development conditions found in Attachment 2 of this report.

Staff recommends approval of a modification of the peripheral parking lot landscaping requirements in favor of the landscaping shown on the GDP/ SEA Plat.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

ATTACHMENTS

1. Revised Proffers for PCA 2004-SU-028
2. Revised Development Conditions for SEA 2004-SU-02

PROFFERS**Penske Automotive Group, Inc.****PCA 2004-SU-028****October 14, 2008**

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Penske Automotive Group, Inc. (hereinafter referred to as the "Applicant") for itself, the owners, and successors and assigns, in PCA 2004-SU-028, filed on property identified as tax map 33-4 ((1)) 3B (hereinafter referred to as the "Application Property"), hereby proffers that the development of the Application Property shall be in accordance with the following proffers, provided that the Board of Supervisors approves PCA 2004-SU-028. All other existing proffers affecting the Application Property shall remain in full force and effect and are not modified by these proffers except where inconsistent, in which case these proffers shall supersede.

1. GENERAL

Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance"), development of the Application Property shall be in conformance with the Generalized Development Plan ("GDP") prepared by Walter L. Phillips dated February 11, 2008 and revised through October 14, 2008. Minor modifications to the GDP may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to modify the layout shown on the GDP at time of site plan based on final design provided that there is no decrease in the amount and location of open space, landscaping, or distances to peripheral lot lines as dimensioned on the GDP.

2. ARCHITECTURE

a. The materials used for the buildings on the Application Property shall include split face block, concrete masonry unit, metal panels, glass, and exterior insulation finish system (EIFS).

b. Vehicular service entrances located on Stonecroft Boulevard will be appropriately screened from Stonecroft Boulevard by vehicle display areas and landscaping as shown on sheet 6 of the GDP.

3. OUTDOOR LIGHTING

All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance and shall maintain a maximum lighting level of 30 foot-candles.

4. GREEN BUILDING PRACTICES

- (a) The Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design (“LEED”) accredited professional as a member of the design team who will work with a professional engineer or architect licensed to practice in the Commonwealth of Virginia as a member of the design team. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project. At the time of building plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.
- (b) The Applicant shall include, as part of the building plan submission, a list prepared by the LEED accredited professional of specific practices that the Applicant anticipates implementing in the project.
- (c) All appliances, fixtures, systems and building components used in the project, as applicable, shall be ENERGY STAR qualified: heating and cooling systems; vending machines; ceiling fans; ventilation fans (including kitchen and bathroom fans); programmable thermostats; skylights; computers; monitors; laptops; fax machines; copiers; scanners; televisions and other home electronics equipment such as videocassette recorders and DVD players; refrigerators/freezers; dishwashers; clothes washers. Prior to issuance of the first Non-RUP, the applicant will submit to the Environment and Development Review Branch of DPZ, certification of compliance with this commitment. Records of compliance shall be maintained for review and inspection by County Staff.
- (d) Prior to issuance of the first Non-RUP, the Applicant shall provide to the Environment and Development Review Branch of DPZ a letter from the LEED accredited professional certifying that a green building maintenance reference manual has been prepared for use by future building occupants, that this manual has been written by a LEED accredited professional, that copies of this manual shall be provided to all future building occupants and that this manual, at a minimum:
 - Provides a narrative description of each green building component, including a description of the environmental benefits of that component and including information regarding the importance of maintenance and operation in retaining the attributes of a green building;
 - Provides, where applicable, the on-site location of the product manufacturer’s manuals or other instructions regarding operations and

maintenance needs for each green building component, including operational practices that can enhance energy and water conservation;

- Provides, as applicable, a list of local service providers that offer regularly scheduled service and maintenance contracts to assure proper performance of green building-related equipment and the structure, to include, where applicable, the HVAC system, water heating equipment, water conservation features, sealants, and caulks; and
- Provides contact information that building occupants can use to obtain further guidance on each green building component.

Prior to issuance of a Non-RUP, the Applicant shall provide an electronic copy of the manual in PDF format to the Environment and Development Review Branch of DPZ.

5. INVASIVE PLANT REMOVAL

An invasive plant removal plan for all areas shown to be preserved through open space, tree preservation, reforestation and limits of clearing and grading shall be submitted for review and approval by the Urban Forestry Division. The removal plan shall incorporate recommended government and industry methods and practices for removal of invasive/alien plants.

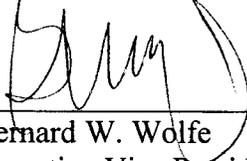
6. INTERPARCEL ACCESS

At such time as the property identified as 33-4 ((1)) 12B ("Parcel 12B") has been recommended for site plan approval, the Applicant shall demonstrate an interparcel access between the Application Property and Parcel 12B with a recorded ingress-egress easement in a form as reviewed and approved by the Fairfax County Attorney's Office. Said easement shall be provided at no cost to the owner of Parcel 12B. Additionally, said easement shall be wide enough to allow public ingress and egress, which shall be evaluated and determined by DPWES at time of site plan approval for Parcel 12B. Alternatively, the Applicant shall demonstrate a common ownership of Parcel 12B, or its equivalent in the form of a long-term lease, which shall have a minimum term of thirty (30) years, in lieu of providing any interparcel access between the Application Property and Parcel 12B. If the lease is terminated or expires, an ingress-egress easement shall be recorded as described herein. Prior to any interpretation request or a proffered condition amendment application being filed with Fairfax County, the Applicant shall notify the owner of Parcel 12B.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

APPLICANT/LESSEE OF TAX MAP 33-4 ((1)) 3B

PENSKE AUTOMOTIVE GROUP, INC.

A handwritten signature in black ink, appearing to read 'Bernard W. Wolfe', is written over a horizontal line.

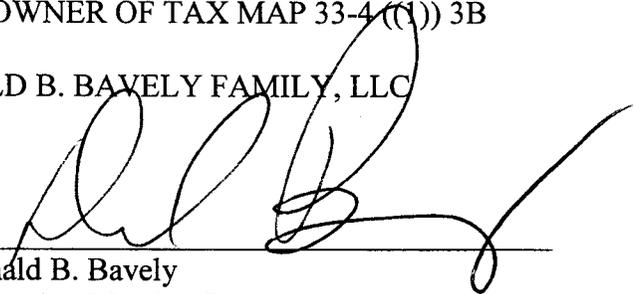
By: Bernard W. Wolfe

Its: Executive Vice President – East Operations

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 33-4 ((1)) 3B

DONALD B. BAVELY FAMILY, LLC

A handwritten signature in black ink, appearing to read 'Donald B. Bavely', is written over a horizontal line. The signature is stylized and cursive.

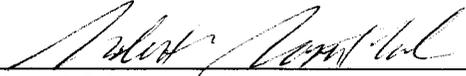
By: Donald B. Bavely

Its: Managing Member/President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 33-4 ((1)) 3B

ROSENTHAL STONECROFT FAMILY, L.L.C.

A handwritten signature in cursive script, appearing to read "Robert M. Rosenthal", is written above a horizontal line.

By: Robert M. Rosenthal
Its: Managing Member/President

[SIGNATURES END]

ATTACHMENT 2

PROPOSED DEVELOPMENT CONDITIONS

SEA 2004-SU-027

October 16, 2008

If it is the intent of the Board of Supervisors to approve SEA 2004-SU-027 located on Stonecroft Center Drive (Tax Map 33-4((1)) 3B) previously approved pursuant to SE 2004-SU-027 for the development of a vehicle sale, rental and ancillary service establishments pursuant to Sect. 4-804 of the Fairfax County Zoning Ordinance to permit a proposed split of the approved vehicle sale building into two separate buildings, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions, which supersede all previous conditions (those conditions carried forward from previous approval are marked with an asterisk*).

1. This Special Exception Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.*
2. A copy of this Special Exception and the Non-Residential Use Permit (Non-RUP) SHALL BE POSTED in a conspicuous place on the property of the use and be made available to all departments of the County of Fairfax during the hours of operation of the permitted use.*
3. This Special Exception Amendment is granted only for the purpose(s), structure(s) and/or use(s) indicated on the special exception amendment plat approved with the application, as qualified by these development conditions.*
4. This Special Exception Amendment is subject to the provisions of Article 17, Site Plans. Any plan submitted pursuant to the special exception amendment shall be in substantial conformance with the approved Special Exception Amendment (SEA) Plat entitled "Proposed Dealership Parcel 3B Stonecroft Business Park", with Sheets 1 through 8 and Sheet 10 prepared by Walter L. Philips, Inc and dated February 11, 2008 revised through September 17, 2008 and Sheet 9 prepared by E.K. Fox and Associates and dated July 25, 2008 revised through ~~September 19, 2008~~ October 14, 2008, and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
5. The height of the flagpole shall be limited to the height indicated on the GDP/SEA Plat. No device or ornamentation other than an ornamental ball shall be affixed to the top of the flag pole. In addition, a maximum of three (3) flags may be flown on the flagpole as specified in

Section 12-103 Paragraph 2E of the Zoning Ordinance. Display of American and Commonwealth of Virginia flags shall follow customary guidelines outlined in the United States Code Title 4 Chapter 1.

6. All signs shall conform to Article 12 of the Zoning Ordinance. A corporate emblem may be permitted on the flagpole shown on the GDP/SEA Plat, but the emblem area shall be deducted from the permitted area of any building-mounted signs as specified in Section 12-103 Paragraph 2E(2) of the Zoning Ordinance.
7. Parking shall be provided for customers, employees, and associated uses in accordance with the Zoning Ordinance and consistent with the tabulations for parking on the GDP/SEA Plat subject to DPWES approval. Additional parking for vehicles on display may be provided up to 500 spaces within the vehicle display areas as shown on the GDP/SEA Plat. A parking tabulation showing conformance with Proffer 5 of the previously approved proffers in RZ 2004-SU-028, which indicates that no more than 3,200 spaces may be provided on Tax Maps 33-4((1)) 3B, 3G-1 and 3G-2, shall be provided to DPWES at Site Plan Review. Handicapped parking shall be provided in accordance with Code requirements. All parking spaces shall be of a size and the aisles of a width which will meet the Zoning Ordinance requirements and the Public Facilities Manual standards as determined by DPWES and all parking shall be on site.
8. In order to protect the RPA/EQC area from accidental disturbance during construction, the limits of clearing and grading shown on the southeast corner of the site shall be shifted approximately 15 feet northwest of the existing RPA line as determined by Urban Forest Management. In addition, the limits of clearing and grading shall be construed in a manner that allows planting of additional trees in the RPA area at existing grades and removal of invasive plant species specified in Proffer 5.
9. A conservation easement shall be recorded for the RPA/EQC area shown on the GDP/SEA Plat.
10. Retaining walls shall be constructed at the minimum height necessary as determined by Department of Public Works and Environmental Services (DPWES). In no instance shall ~~the retaining walls shown to the west of Stonecroft Boulevard and to the east of the eastern vehicle display areas~~ be more than three feet (3') in height. These walls shall be constructed of ornamental split face block with a concrete cap.
11. The screening wall shown to the west of Stonecroft Boulevard and to the east of the eastern vehicle display areas shall be limited to a height of no more than four (4) feet in height and be constructed with ornamental split face block with a concrete cap. In lieu of the ornamental split face block

construction, portions of the wall may include a combination of split face block pillars with additional landscaping provided between the pillars to adequately screen the vehicles from Stonecroft Boulevard as approved by Urban Forest Management (UFM).

12. The design of the traffic circle located to the west of Stonecroft Boulevard is subject to approval by the Fire Marshal.

The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by that Board.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless, at a minimum, the use has been established or construction has commenced and been diligently prosecuted for one of the proposed buildings. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.