

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.

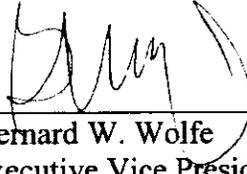
6. INTERPARCEL ACCESS

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.

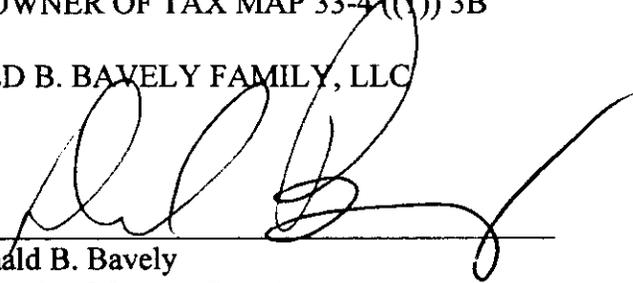
A handwritten signature in black ink, appearing to read 'Bernard W. Wolfe', is written over a horizontal line. The signature is stylized and cursive.

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

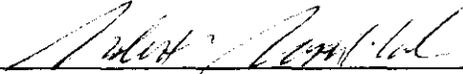
A handwritten signature in black ink, appearing to read 'Donald B. Bavely', is written over a horizontal line. The signature is stylized and cursive.

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.



By: Robert M. Rosenthal

Its: Managing Member/President

[SIGNATURES END]

DEVELOPMENT CONDITIONS

SEA 2004-SU-027

October 20, 2008 as amended on
November 17, 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", prepared by Walter L. Philips, Inc and others with all sheets revised through 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 retaining walls be more than three feet (3') in height.
11. Notwithstanding what is shown on the GDP/PCA/SEA Plat, the existing berm and landscaping that was installed in accordance with Proffer 4, approved in conjunction with RZ 2004-SU-028, shall remain adjacent to Stonecroft Boulevard. The existing landscaping may be supplemented with additional landscaping as determined by the Applicant in consultation with Urban Forest Management (UFM). The screening walls and pedestrian connection adjacent to Stonecroft Boulevard that are shown on the GDP/PCA/SEA Plat shall be removed. Retention of the berm may necessitate removal of a portion of vehicle display areas adjacent to Stonecroft Boulevard. This determination shall be made by

the Applicant in coordination with the Sully District Supervisor at time of site plan, without the necessity of a special exception amendment (SEA) or proffered condition amendment (PCA). In no event shall the existing berm be removed without an SEA or PCA.

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.