

PROFFER STATEMENT

BILL PAGE HONDA AND WESTLAWN SHOPPING CENTER

RZ 2009-MA-011

March 4, 2010

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), in this Rezoning Application ("RZ") (the "Application") proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 50-4 ((1)) Parcels 6 and 7, and Tax Map 50-4 ((17)) Parcels H and H1 (collectively, the "Property") shall be in accordance with the following conditions if, and only if, rezoning application RZ 2009-MA-011 and the companion application SEA-95-M-039 (collectively, the "Application") are granted by the Board of Supervisors. If approved, these proffers ("Proffers") supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and shall have no further force or effect on the Property.

GENERAL

1. Rezoning Application/Special Exception Amendment. The Property shall be developed in substantial conformance with the plat entitled "Bill Page Honda & Westlawn Shopping Center Generalized Development Plan/Special Exception Plat" dated March 16, 2009, as revised through February 5, 2010, prepared by Walter L. Phillips, consisting of nineteen (19) sheets (the "GDP/SE Plat").
2. Minor Modifications. Pursuant to the provisions of Sect. 18-204(5) of the Zoning Ordinance, minor modifications to the GDP/SE Plat that are in substantial conformance with the GDP/SE Plat may be permitted when necessitated by sound engineering or that may become necessary as part of final site plan or engineering. Building footprints may be decreased so long as the development otherwise is in substantial conformance with these Proffers and the GDP/SE Plat.
3. Proposed Development. The new development proposed with this Application shall be limited to a reconstructed vehicle sale, rental, and ancillary service establishment (the "New Dealership"), a car wash facility ancillary to the New Dealership (the "Car Wash"), a drive-in financial institution (the "Financial Institution"), a drive-through pharmacy (the "Pharmacy"), a retail shopping center (the "Shopping Center"), and/or associated facilities (collectively, the "Development"). In addition, the Shopping Center, Financial Institution, and Pharmacy may also be occupied by any by-right use permitted in the Zoning Ordinance for the C-6 district, provided that the use or uses provide adequate parking in accordance with Article 11 of the Zoning Ordinance and are otherwise in substantial conformance with the GDP/SE Plat. Additional special exception and/or

special permit uses may be permitted in the Development without a Proffer Condition Amendment, provided such uses provide adequate parking in accordance with Article 11 of the Zoning Ordinance and are otherwise in substantial conformance with the GDP/SE Plat.

- A. Limitations on Use. The following uses shall not be allowed in the Development: adult book stores; video/DVD stores primarily dealing with the sale, rental, or exhibition of adult oriented material; psychic readers/fortune tellers; topless or nude dancing/stripping establishments; adult movie or "peep show" establishments.
4. Phasing. The Applicant's construction of the Development may occur in phases, depending on market conditions. A phasing plan (the "Phasing Plan") is attached to these Proffers as Exhibit A. Modifications may be made to the Phasing Plan so long as any modifications are otherwise in substantial conformance with these Proffers and the GDP/SE Plat. Any use of buildings existing as of the approval date of this Application that will be removed or replaced by the Development may continue in accordance with Article 15 of the Zoning Ordinance.
 - A. Continued Operation of Retail Establishments. Portions of the Development will be constructed on areas that are the subject of retail leases or agreements existing as of the approval date of this Application that the Applicant must honor until they expire or are terminated. Further, as an incentive to facilitate implementation of the Development, the Applicant may have the need to relocate any or all such uses or buildings to temporary facilities, such as trailers, or to new locations on the Property until further redevelopment can proceed. Temporary facilities, if needed, shall be placed in the general locations as depicted on the attached Phasing Plan. Each temporary facility shall be permitted to operate for no longer than thirty (30) months, provided that the Zoning Administrator may agree to extend the permit for any temporary facility in the event of construction delays. All temporary facilities shall be removed from the Property prior to bond release. For each retail establishment that continues to operate during construction, the Applicant shall ensure that adequate parking is provided in accordance with the parking requirements of Article 11 of the Zoning Ordinance.
 - B. Continued Operation of the Car Dealership. The Applicant may elect to construct the New Dealership facility while continuing to operate the existing car dealership (the "Existing Dealership") in its present location. During construction, the Applicant shall ensure that adequate parking is provided to comply with the parking requirements for the Existing Dealership. The Existing Dealership shall cease operations within thirty (30) days of the issuance of a Non-Residential Use Permit ("Non-RUP") for the New Dealership.
 - C. Interior Improvements to Existing Structures. For those buildings existing on the Property as of the approval date of this Application but that are proposed for redevelopment or removal as part of the Applicant's implementation of the Development, the Applicant may secure building permits for and make interior

improvements to such buildings without triggering the requirement to reconstruct such buildings in conformance with the GDP/SE Plat.

- D. Casualty. The Applicant may restore any building or structure existing as of the approval date of this Application that later is destroyed or damaged by casualty, subject to Article 15 of the Zoning Ordinance.
- 5. Parking. Parking shall be provided in a combination of garage structures and surface lots as shown on the GDP/SE Plat and shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works and Environmental Services (“DPWES”), for the uses within the Property.

TRANSPORTATION

- 6. Improvements to Arlington Boulevard and Annandale Road Intersection. Prior to the issuance of a Non-RUP for the New Dealership, the Applicant shall construct improvements to the intersection at Arlington Boulevard and Annandale Road, as more specifically described below:
 - A. Additional Travel Lane on Arlington Boulevard. The Applicant shall construct a third eastbound lane on Arlington Boulevard along the frontage of the Property. The third eastbound lane shall continue east past the Annandale Road intersection, and shall terminate at the first entrance to the existing service drive east of Annandale Road, as depicted by the “Proposed Future Road Improvements” on Sheet 11 of the GDP/SE Plat. Pavement markings for the improvements shall be completed as shown on Sheet 11 of the GDP/SE Plat, or as modified by the Virginia Department of Transportation (“VDOT”).
 - B. Pavement Markings Plan. At the time of site plan submission, the Applicant shall submit to VDOT a plan containing revised pavement markings for the northbound approach to the intersection of Annandale Road and Arlington Boulevard to include a left turn bay, a shared left-through lane, and a shared through-right lane (the “Pavement Markings Plan”). Prior to filing a site plan, the Applicant shall pursue an alternative pavement marking option to provide a dedicated right-turn lane from northbound Annandale Road to eastbound Arlington Boulevard (the “Alternative Pavement Markings Plan”), in lieu of the Pavement Markings Plan. The Applicant shall submit the Alternative Pavement Markings Plan to VDOT and FCDOT, and shall provide copies of this Alternative Pavement Markings Plan to the Supervisor’s Office and the President of the Sleepy Hollow Citizens Association. If the Alternative Pavement Markings Plan is approved by VDOT and FCDOT, the Applicant shall construct that configuration. If the Alternative Pavement Markings Plan is not approved, the Applicant shall construct the Pavement Markings Plan.
 - C. Signal Modifications. The Applicant shall modify the existing traffic signal to accommodate the third eastbound through lane on Arlington Boulevard and the

modified lane configuration on the Annandale Road northbound approach. As part of this signal modification, the Applicant shall submit proposed signal timing modifications for approval and implementation by VDOT.

7. Improvements to Arlington Boulevard Southern Service Drive. Prior to the issuance of a Non-RUP for the New Dealership, the Applicant shall construct the on-site and off-site improvements to Arlington Boulevard as depicted in Option A on Sheet 11 of the GDP/SE Plat, which consists of a one-way westbound service drive with associated channelization and pavement markings as shown on the GDP/SE Plat, as approved by VDOT. At the time of site plan submission, the Applicant shall consult with the Mason District Supervisor's Office (the "Supervisor's Office"), the Fairfax County Department of Transportation ("FCDOT"), and VDOT, regarding the improvements. If Option A is not approved by the Supervisor's Office, FCDOT and VDOT, the Applicant may construct the alternate improvements depicted in Option B on Sheet 11.
8. Annandale Road and South Street/Shopping Center Entrance. Prior to the issuance of the first Non-RUP for the reconstructed Shopping Center, the Applicant shall upgrade the traffic signal at Annandale Road and South Street/Shopping Center Entrance. The upgraded signal shall include dedicated phasing for traffic turning left from South Street and from the Shopping Center Entrance, and will include pedestrian-activated countdown signal heads. As part of this signal modification, the Applicant shall submit proposed signal timing modifications for approval and implementation by VDOT.
9. Annandale Road Bus Stop Pad. Subject to the approval of FCDOT and VDOT, the Applicant shall install a bus stop pad and paved pedestrian connections (excluding any bus pull out) on or near the Property (the "Bus Pad"), in a location along Annandale Road as shown on Sheet 3 or another location as determined in consultation with FCDOT as part of site plan approval for the Development. The design and materials of the Bus Pad shall be of similar size and quality to those of a typical bus pad installed elsewhere in Fairfax County, as determined by FCDOT. The Applicant shall provide all easements and right-of-way necessary for construction and maintenance of the pad and future shelter. A determination of these limits shall be coordinated with and approved by FCDOT prior to site plan approval for the subject development. The Bus Pad shall be installed prior to bond release by DPWES for the Development; provided, however, that if an agreement cannot be reached as to the location of the Bus Pad, then, in lieu of constructing the Bus Pad and with the approval of FCDOT, the Applicant shall provide a contribution of Fifteen Thousand and No/Dollars (\$15,000.00) to the Board of Supervisors for the installation of a bus shelter in the vicinity of the Property.
10. Bicycle Facilities. As shown on the GDP/SE Plat, the Applicant shall provide bicycle parking facilities for a minimum of twenty (20) bicycles to encourage bicycling to the retail shops instead of driving. The bicycle parking facilities shall be installed as shown on the GDP/SE Plat, prior to the issuance of the first Non-RUP for the reconstructed shopping center, or may be relocated to other locations on the Property with approval by FCDOT.

11. Signal Warrant Study. Within one year of the issuance of the final Non-RUP for the Property, but prior to bond release by DPWES, the Applicant shall submit a signal warrant study for the intersection of Arlington Boulevard and Westmoreland Road for review by VDOT.
12. Unavoidable Delay. For the purposes of Proffer 6, Proffer 7, and Proffer 8, upon demonstration by the Applicant that, despite diligent efforts or due to factors beyond the Applicant's control, the required dedications or improvement(s) have been delayed (such as the inability to secure necessary permission for utility relocations or VDOT approval for traffic signals) beyond the required times set forth in each proffer, the Zoning Administrator may agree to a later date for dedication/completion of the improvement(s).

INTERPARCEL ACCESS

13. Interparcel Access. Prior to bond release by DPWES, the Applicant shall construct its portion of an interparcel access along the northwest corner of the Property (the "Future Interparcel Access"), allowing access to and from Tax Map 50-4 ((17)) Parcel G (the "McDonalds Property"), as generally depicted on Sheet 3 of the GDP/SE Plat (the "Future Interparcel Access"). Should the McDonald's Property redevelop in the future, and provide its portion of the Future Interparcel Access, the Applicant shall permit vehicles and pedestrians to pass through the Future Interparcel Access, and shall close the access to the service drive along Tax Map 50-4 ((17)) Parcel G, if requested by FCDOT. Should the McDonald's Property and the Applicant agree to a different location for the Future Interparcel Access, the location may be altered subject to approval by FCDOT.

GREEN BUILDING PRACTICES

14. The Applicant shall utilize green building practices for the Development, including but not limited to the following features:
 - A. The Development shall be designed by a design firm with at least one professional accredited by LEED (or equivalent program) on the team. Prior to building permit issuance, the accredited professional shall provide documentation to DPWES demonstrating compliance with this Proffer 14;
 - B. The Applicant shall allocate space for storage of recyclables within the Development;
 - C. Smoking shall be prohibited in all indoor spaces, with smoking areas provided outside the building at least 25 feet from all doors and air intakes;
 - D. The Development will incorporate Erosion and Sediment Control measures;
 - E. The Applicant shall maintain bicycle parking facilities for a minimum of twenty (20) bicycles on or near the Shopping Center to encourage bicycling to the retail shops instead of driving;

- F. The main building containing the New Dealership and the Westlawn Shopping Center, including the parking deck, will use a highly reflective roof material;
- G. All privately-installed site lighting will be certified, prior to bond release, by an accredited professional to meet American Society of Heating, Refrigeration and Air Conditioning Engineers (ASHRAE/IESNA Standard 90.1-2004) standards to reduce nighttime pollution, avoid spillage offsite, and maintain minimum and maximum recommended levels; and Article 14, Section 9 of the Fairfax County Zoning Ordinance;
- H. The Applicant will specify non ozone-depleting refrigerants in cooling system;
- I. The Development will use low emitting materials for paints, sealants, carpeting, and formaldehyde-free composite board;
- J. The Development shall specify low flow or dual flush toilets, low flow or waterless urinals, and low flow faucets and shower heads throughout the Development to reduce potable water demand;
- K. During the construction phase, at least 50% of construction debris and reusable materials shall be diverted to a recycling facility, salvage yard, or other site for reuse;
- L. Wherever possible during construction, use salvaged, reused, or refurbished materials, materials with a high recycled content, and rapidly renewable materials;
- M. During construction, follow the guidelines of the Sheet Metal and Air Conditioning National Contractors Association Indoor Air Quality guidelines to promote better air quality after construction;
- N. Provide showering and changing facilities for employees of the New Dealership for those employees who bike, walk, or jog to work;
- O. Reduce impervious surface for the overall Development by using a parking deck for the New Dealership;
- P. The Development shall utilize Energy Star appliances and fixtures for all building systems and equipment, including, where applicable and available: heating and air conditioning systems, appliances, photocopiers, large-screen televisions, bathroom and plumbing fixtures, and interior lighting.

ARCHITECTURAL DESIGN AND SITE AMENITIES

15. Building Design and Materials. The general architectural design of the Development is shown on Sheets 14 – 17 of the GDP/SE Plat (the “Conceptual Elevations”). The Conceptual Elevations are conceptual in nature and may be modified by the Applicant as part of final engineering, building design, and tenant prototypes, provided that such modifications are in substantial conformance with the the Conceptual Elevations. The

Pharmacy and the Financial Institution shall each utilize consistent color, materials, and treatments on all sides of their respective buildings (these designs may, however, vary between the two buildings). Building materials for the Development, as generally reflected on the Conceptual Elevations, shall be selected from among the following: exterior insulation finishing system (“EIFS”), siding, brick, hardi-plank, masonry/stone, aluminum trim, glass, steel, split-face block and pre-cast panels, provided that final architectural details and accents may include other materials. Bay windows, balconies, awnings, storefronts, and other architectural details may be provided so long as such features do not extend more than eight (8) feet beyond the building footprints shown on the GDP/SE Plat. All buildings within the Development shall share at least one common architectural theme, major building material, or color scheme. The Conceptual Elevations on Sheets 16 (Pharmacy) and 17 (Financial Institution) of the GDP/SE Plat may be modified by the Applicant as part of as part of final building design and tenant prototypes.

16. Shopping Center and Parking Deck Design. The reconstructed shopping center and parking deck shall incorporate architectural features or façade elements to help break up the mass and bulk of the structures, and shall be in substantial conformance with the Conceptual Elevations. The portion of the parking deck fronting the adjacent residential neighborhood shall be constructed with solid vertical perimeter walls, not less than 32 inches in height, for the purpose of blocking headlights from shining into adjacent residences. High-quality architectural treatments shall be employed for all elevations of the reconstructed shopping center and parking deck to soften the structures and provide a pedestrian sense of scale. The reconstructed shopping center and parking deck architecture shall include accents featuring colored brick or brick panels on all elevations of the structure.
17. Lighting. Parking lot or exterior lighting located on the Property shall be directed inward and/or downward and designed with shielded fixtures in order to minimize glare onto adjacent properties and in accordance with Article 14 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible. Lighting on the top level of the parking deck shall be comprised entirely of bollards and sconces.
18. Signage. Signage for the Property and the Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance. Any freestanding signs shall comply with all provisions of Article 12 of the Zoning Ordinance. With the exception of any required regulatory signage, the Applicant shall not place lighted signs on the southern-facing elevation of any building within the Development. The freestanding sign depicted on the GDP/SE Plat at the corner of Arlington Boulevard and Annandale Road shall be relocated a minimum of 100 feet to the west, along the Arlington Boulevard frontage. The freestanding sign depicted on the GDP/SE Plat along Annandale Road shall be a maximum of eighteen (18) feet in height, and shall have a maximum sign area of sixty-five (65) square feet, as measured under Article 12 of the Zoning Ordinance.

STORMWATER MANAGEMENT

19. Stormwater Management Plan. As part of site plan approval for the Development, the Applicant shall submit to DPWES a stormwater management plan (the "SWM Plan") for implementation with the Development, demonstrating that stormwater management for the Development can be provided onsite.
20. Best Management Practices ("BMP"). The Applicant shall incorporate BMPs in order to improve water quality associated with stormwater runoff. Using structural and/or non-structural BMPs such as rain gardens, sand filters, storm filters, tree box filter devices or a combination thereof, as approved by DPWES, the site plan shall demonstrate a minimum ten percent (10%) reduction of the phosphorous loading from the Property, based on a comparison of the conditions of the Property as currently developed and the conditions of the Property upon completion.

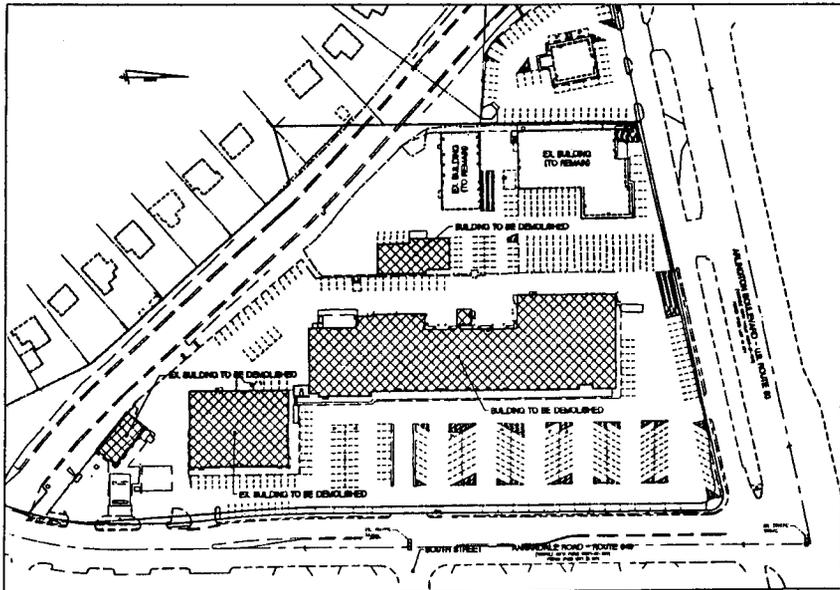
ENVIRONMENT

21. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the GDP/SE Plat, subject to allowances for the installation of fences, utilities, and/or trails, which shall be located in the least disruptive manner necessary as determined by the Urban Forest Management Division ("UFM") of DPWES. A replanting plan shall be developed and implemented, subject to approval by UFM, for any areas protected by the limits of clearing and grading that must be disturbed.
22. Tripps Run Buffer and Easement. Prior to the issuance of a Non-RUP for the New Dealership, the vegetative buffer along Tripps Run (the "Tripps Run Buffer"), as well as the area within the Tripps Run storm drain easement (the "Tripps Run Easement") shall be planted and maintained as depicted on Sheets 4 and 5 of the GDP/SE Plat.
 - A. The Tripps Run Buffer shall provide effective year-round screening, and shall be populated with a mix of shrubs, deciduous trees and evergreen trees, with size, configuration and species to be determined in conjunction with UFM at the time of site plan submission.
 - B. The Tripps Run Easement shall be populated with a mix of shrubs, deciduous trees, and evergreen trees, with size, configuration and species to be determined in conjunction with UFM at the time of site plan submission. Notwithstanding the detail provided on Sheets 4 and 5 of the GDP/SE Plat, the Tripps Run Easement shall be subject to the existing storm drain easements that permit the County to prune, trim, or remove trees within the Tripps Run Easement, at its expense.
 - C. Prior to site plan approval, the Applicant shall coordinate an on-site visit with the President of the Westlawn Civic Association, DPZ, UFM, the Mason District Planning Commissioner and the Mason District Supervisor's office to assist in determining what vegetation should be removed from the Tripps Run Buffer and the Tripps Run Easement, and to share plans for planting additional vegetation as described in this Proffer 22.

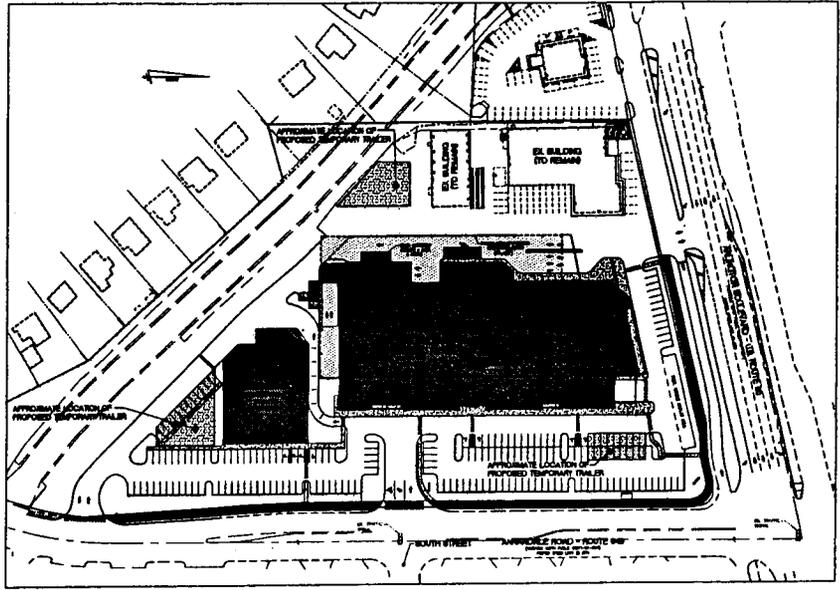
23. Arlington Boulevard Landscaping. The Applicant shall plant additional landscaping consisting of a linear row of shrubs approximately three hundred feet in length, planted with evergreen shrubs a minimum container size of twenty (20) inches, installed every four (4) linear feet. These plantings shall be located between the Arlington Boulevard trail and the proposed Southern Service Drive, provided that the landscaping does not interfere with the existing gas line and is otherwise approved by VDOT.

MISCELLANEOUS

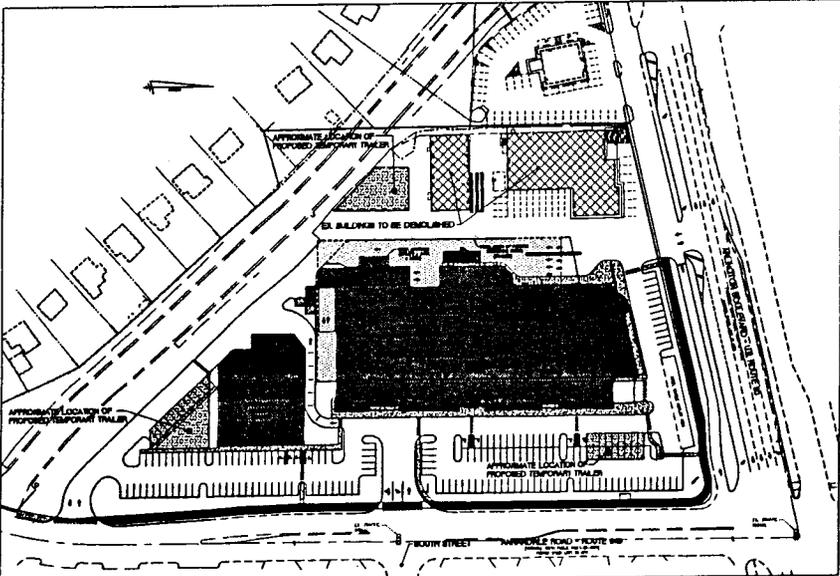
24. Advance Density Credit. Advance density credit is reserved in accordance with the provisions of the Fairfax County Zoning Ordinance, for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the Public Facilities Manual ("PFM"), at the time of site plan approval for the Property.
25. Underground Storage Tanks. At the time of construction of the Proposed Development, the Applicant shall comply with all local, state, and federal laws and regulations regarding any underground storage tanks remaining on the Property.
26. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion of the Property may be the subject of a PCA or SEA without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA and/or SEA does not adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of this PCA and/or SEA shall otherwise remain in full force and effect.
27. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
28. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.



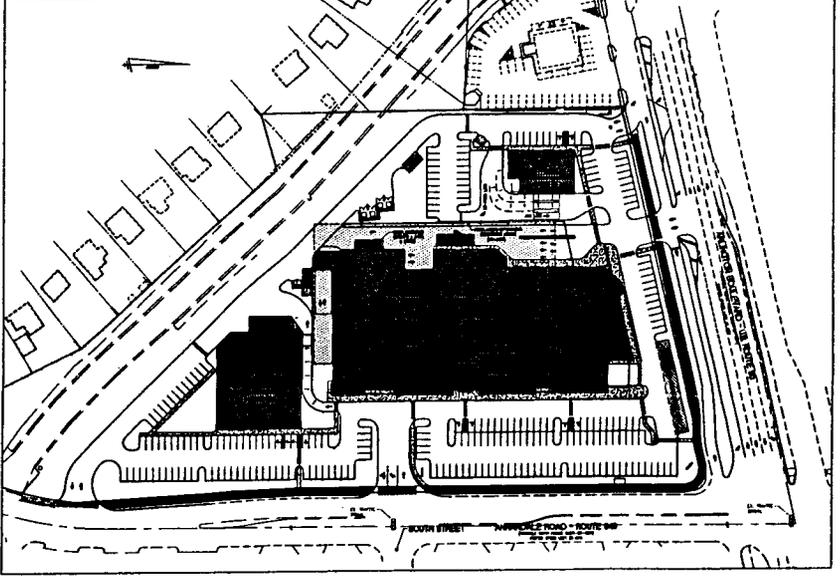
PHASE 1 DEVELOPMENT
 * WESTLAWN SHOPPING CENTER, SAI LIQUIDATORS, AND OLD SERVICE STATION WILL BE DEMOLISHED.
 * BILL PAGE HONDA DEALERSHIP AND SELECTED RETAILERS REMAIN OPEN AND CONTINUE TO OPERATE.



PHASE 2 DEVELOPMENT
 * NEW BILL PAGE HONDA/WESTLAWN SHOPPING CENTER AND PHARMACY BUILDING TO BE CONSTRUCTED.



PHASE 3 DEVELOPMENT
 * EXISTING BILL PAGE HONDA DEALERSHIP BUILDINGS WILL BE DEMOLISHED.



PHASE 4 DEVELOPMENT
 * PAD SITE FOR THE DRIVE-THRU FINANCIAL INSTITUTION AND ALL REMAINING SITE WORK TO BE CONSTRUCTED.

CONCEPTUAL BUILDING PHASING EXHIBIT

**WESTLAWN SHOPPING CENTER
 AND BILL PAGE HONDA**
 MASON DISTRICT
 FAIRFAX COUNTY, VIRGINIA

WALTER L. PHILLIPS
 INCORPORATED
 CIVIL ENGINEERS LAND SURVEYORS PLANNERS LANDSCAPE ARCHITECTS
 207 PARK AVENUE FALLS CHURCH, VIRGINIA 22046 WWW.WLPINC.COM
 (703) 552-8802 FAX (703) 552-1001
 DATE: 01/18/09
 SHEET: 01

REVISION APPROVED BY:

NO.	DESCRIPTION	DATE	APPROVED

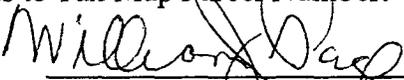
Westlawn Limited Partnership, a Virginia limited partnership, as to Tax Map Parcel Numbers: 50-4 ((1)) Parcel 7; 50-4 ((17)) Parcels H, H1

By:


Name: William J. Page
Title: General Partner

CWSS Associates, L.L.C., a Virginia limited liability company, as to Tax Map Parcel Number: 50-4 ((1)) Parcel 6

By:


Name: William J. Page
Title: Managing Member