

1998, LTD.

**PROFFERS  
RZ 2000-LE-022**

November 8, 2000

Pursuant to Section 15.1-2303(A), *Code of Virginia*, as amended, 1998, Ltd., the Applicant in RZ 2000-LE-022 affecting property identified as Tax Map 90-2 ((1)) 29 and 30 (hereinafter referred to as the "Subject Property"), proffers for themselves, their successors and assigns, that the development of the Subject Property will be in accordance with the following terms and conditions, provided that the Board of Supervisors (hereinafter referred to as the "Board") approves this Rezoning. In the event the Rezoning is denied, these proffers shall be null and void and of no further force and effect.

**DESIGN**

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, development of the Subject Property shall be in substantial conformance with the Generalized Development Plan and Special Exception Plat ("GDP/SE Plat") prepared by VIKA, Incorporated dated May 17, 2000 as revised through November 1, 2000.
2. Pursuant to Paragraph 4 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDP/SE Plat may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on Sheet 2 of the GDP/SE Plat without requiring approval of an amended GDP/SE Plat provided such changes are in substantial conformance with the GDP/SE Plat as determined by the Department of Planning and Zoning ("DPZ") and do not increase the approved FAR, decrease the building setback from Backlick Road or decrease the amount of open space.
3. The Subject Property shall be developed with a vehicle sales, rental and ancillary service establishment with a maximum gross square footage of 47,618. This establishment shall be used for new vehicle sales, rental and ancillary service, but used vehicle sales and ancillary service may be a secondary use.

The existing building in the northern portion of the Subject Property, which also extends on the adjacent Tax Map Parcel 90-2 ((1)) 31 contains approximately 4,647 square feet on the Subject Property. This portion of the building may remain and may be used as a vehicle sales, rental and ancillary service establishment or other use permitted in the C-6 District. The Applicant shall notify in writing any future lessee or purchaser of the existing building that only C-6 uses are permitted in that portion of the building located on the Subject Property. The Applicant agrees to maintain this existing building in good repair and to notify future lessees or purchasers of the requirement to keep the building well-maintained. Should this building be removed in the future, the area where the building is currently located shall

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be developed as shown on Sheet 2 in the inset titled "Alternate Parking Layout"; or left in landscaped open space.

4. Landscaping shall be provided in general as shown on Sheet 4 of the GDP/SE Plat. A landscape plan with the exact number, size, and spacing of trees and other plant material shall be submitted at the time of final site plan submission and shall be subject to the review and approval of the Urban Forester. Trees located within VDOT rights-of-way are subject to VDOT approval.
5. The proposed establishment shall generally be in conformance with the architectural elevation shown on Sheet 5. Architectural treatment shall be provided on all four sides of the building. The Applicant reserves the right to make modifications based on final architectural design.

**TRANSPORTATION**

6. At the time of site plan approval or upon demand by VDOT, whichever occurs first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Subject Property's Backlick Road frontage measuring 40 feet from the existing centerline as shown on the GDP/SE Plat.
7. An area for potential future right-of-way acquisition along the Subject Property's Interstate 95 frontage is shown on the GDP/SE Plat. The Applicant reserves the right to provide interim parking in this area until such time as the land is acquired for right-of-way. Should this area be acquired for right-of-way, the Applicant shall be able to reconfigure the parking along the Subject Property's eastern boundary without requiring approval of an amended GDP/SE Plat.
8. All land area dedicated for public roads in conjunction with these proffers or required at the time of site plan, and all densities related to the land area of these dedications are hereby reserved for the development of the Subject Property.
9. The Applicant shall become a member of the Transportation Association of Greater Springfield (TAGS), and shall make an initial contribution of \$5,000.00 to support their operations prior to site plan approval for the Subject Property.

**STREETSCAPE/SIDEWALKS**

10. The streetscape and sidewalk along the Subject Property's Backlick Road frontage shall be provided as shown on Sheet 4 of the GDP/SE Plat. Plant species, paving materials and patterns shall be in general conformance with the Springfield Streetscape Plan.

11. In order to provide a screen between Backlick Road and the proposed parking areas on the Subject Property, the Applicant shall install a wall/fence approximately three (3) feet in height between the street trees and the proposed parking areas, in the area specified for a berm on the GDP/SE Plat. This wall/fence shall replace the berm shown on the GDP/SE Plat. The wall/fence shall consist of masonry or pre-cast concrete piers with railings between the piers. The design of the wall/fence shall be complementary to the contemporary style of the proposed building. Evergreen shrubs 24 to 36 inches in size shall be planted on the Backlick Road side the railings in order to create a landscape screen of the parking area. The final design of the wall/fence shall be reviewed by the Lee District Planning Commissioner.
12. The plaza area in front of the proposed showroom entrance shall be paved with bricks or other similar paving materials and shall be landscaped and furnished with benches as shown on the GDP/SE Plat.
13. The Applicant shall extend streetscape improvements along the Backlick Road frontage from the Subject Property's boundary north to the south side of the northern curb on Parcel 31. These improvements shall follow the Springfield Streetscape Plan to the degree possible recognizing that limited space may result in sidewalk improvements only. Should the Applicant elect to install a screen wall along its Backlick Road frontage as specified in Proffer 11(b), the Applicant shall endeavor to extend that screen wall on Parcel 31 from the Subject Property's northern boundary to the south side of the northern curb cut to the best of its ability given space constraints. The Applicant shall also expend up to \$5,000.00 on new plant materials on Parcel 31. The proposed improvements shall be reviewed by the Urban Forester, but shall not require the submission of a site plan or site plan revision for Parcel 31. These improvements shall be completed prior to the issuance of a Non-Residential Use Permit ("Non-RUP") for the new establishment on the Subject Property.
14. The Applicant shall landscape the two triangular traffic islands located within the Backlick Road right-of-way in front of the Subject Property, subject to VDOT approval. If, in the future, an "Adopt an Intersection Program" or other similar program is established in the Springfield area, the Applicant agrees to participate in the on-going maintenance of these landscaped islands.

**MISCELLANEOUS**

15. The Applicant shall remove the existing overhead utility lines running parallel to the Subject Property's Backlick Road frontage, or place them underground. However, the existing overhead lines extending from Backlick Road into the Subject Property along its northern and southern boundaries may remain at the Applicant's option.
16. All lighting shall be a maximum of 25 feet in height and shall be fully shielded to direct light downward and minimize spillage on adjacent properties. Lighting for the Subject Property shall not exceed an average horizontal illumination level of 7.5 footcandles and shall meet the Zoning Ordinance standard that glare not cause illumination in residentially-zoned districts in excess of .5 footcandles. The intensity of the parking lot lights shall be reduced during non-operational hours by 50 percent, or 50 percent of the lights shall be turned off..
17. Should, in the future, the Subject Property be redeveloped with neighborhood or community retail uses, consideration shall be given to providing an interparcel connection with the adjacent property to the south identified as Tax Map 90-2 ((1)) 28.
18. The Applicant agrees not to utilize trailers or modular buildings as vehicle sales office on the Subject Property, except as may be necessary on a temporary basis during construction or remodeling.
19. The freestanding sign to be erected on the Subject Property shall be in general conformance with that shown on the GDP/SE Plat. All signs on the Subject Property shall comply with Article 12 of the Zoning Ordinance.

If in the future, a community logo is adopted for the Springfield business area and the Applicant places building mounted signage on the east side of the new building facing Interstate 95, the Applicant shall consider adding a community logo sign on the east face of the building. Final determination shall be made by the Applicant after reviewing the impacts of the additional sign on building design, compliance with Article 12 of the Zoning Ordinance and costs.

20. The Applicant shall provide screening of roof top mechanical equipment from view at ground level.
21. The Applicant shall contribute the sum of \$2,500.00 for the establishment of a cultural center in the Springfield Business District. This contribution shall be made to the "Springfield Cultural Center" prior to the issuance of a Non-RUP for the new establishment on the Subject Property.

22. The Applicant shall contribute \$5,000.00 toward the design and construction of an identification sign for the Springfield Business Area to be located at a to be determined gateway site.
23. The Applicant shall prohibit the display or parking of vehicles for sale on any open space or landscaped areas on the Subject Property.
24. The Applicant shall advise their customers test driving vehicles not to utilize the residential streets within the Springvale community.
25. The Applicant shall design any outdoor loudspeaker or paging system so as to minimize off-site impacts and shall limit decibel levels to 40 at the property boundaries.

[SIGNATURES BEGIN ON NEXT PAGE]

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APPLICANT/TITLE OWNER

1998, LTD

By: Trammell Crow Automotive Realty Services, Inc.  
("TCARS"), its Agent and Attorney-in-Fact

A handwritten signature in cursive script, appearing to read "Michael R. Carroll", is written over a horizontal line.

By: Michael R. Carroll, Agent and Senior Vice President of  
Trammell Crow Realty Services, Inc. ("TCARS")