



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax

October 19, 2011

Shane M. Murphy
Cooley LLP
One Freedom Square
Reston Town Center
11951 Freedom Drive
Reston, VA 20190-5656

RE: Proffered Condition Amendment Application PCA 2009-MA-011
(Concurrent with Special Exception Amendment Application SEA 95-M-039-02)

Dear Mr. Murphy:

Enclosed you will find a copy of an Ordinance adopted by the Board of Supervisors at a regular meeting held on October 18, 2011, approving Proffered Condition Amendment Application PCA 2009-MA-011 in the name of Bill Page Plaza, LLC. The Board's action amends the proffers for Rezoning Application RZ 2009-MA-011, previously approved for commercial development to permit site modifications and associated modifications to proffers and site design with an overall Floor Area Ratio (FAR) of 0.28. The subject property is located in the southwest quadrant of the intersection of Arlington Boulevard and Annandale Road approximately 8.36 acres of land zoned C-6 and HC [Tax Map 50-4 ((1)) 6 and 7; 50-4 ((17)) H and H1], in the Mason District and is subject to the proffers dated October 5, 2011.

Sincerely,

Nancy Vehrs
Clerk to the Board of Supervisors
NV/ph

Office of the Clerk to the Board of Supervisors
12000 Government Center Parkway, Suite 533
Fairfax, Virginia 22035

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Cc: Chairman Sharon Bulova
Supervisor Penny Gross, Mason District
Janet Coldsmith, Director, Real Estate Division, Dept. of Tax Administration
Barbara C. Berlin, Director, Zoning Evaluation Division, DPZ
Diane Johnson-Quinn, Deputy Zoning Administrator, Dept. of Planning and Zoning
Angela K. Rodeheaver, Section Chief, Transportation Planning Division
Ken Williams, Plans & Document Control, ESRD, DPWES
Department of Highways-VDOT
Sandy Stallman, Park Planning Branch Manager, FCPA
District Planning Commissioner
Denise James, Office of Capital Facilities/Fairfax County Public Schools
Karyn Moreland, Chief Capital Projects Sections, Dept. of Transportation

At a regular meeting of the Board of Supervisors of Fairfax County, Virginia, held in the Board Auditorium in the Government Center at Fairfax, Virginia, on the 18th day of October, 2011, the following ordinance was adopted.

**AN ORDINANCE AMENDING THE ZONING ORDINANCE
PROFFERED CONDITION AMENDMENT PCA 2009-MA-011
(Concurrent with Special Exception Amendment Application SEA 95-M-039-02)**

WHEREAS, Bill Page Plaza, LLC filed in the proper form an application to amend the proffers for RZ 2009-MA-011 hereinafter described, by amending conditions proffered and accepted pursuant to Virginia Code Ann. 15.2-2303(a), and

WHEREAS, at a duly called public hearing the Planning Commission considered the application and the propriety of amending the Zoning Ordinance in accordance therewith, and thereafter did submit to this Board its recommendation, and

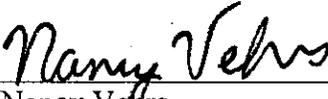
WHEREAS, this Board has today held a duly called public hearing and after due consideration of the reports, recommendation, testimony and facts pertinent to the proposed amendment, the Board is of the opinion that the Ordinance should be amended,

NOW, THEREFORE, BE IT ORDAINED, that that certain parcel of land situated in the Mason District, and more particularly described as follows (see attached legal description):

Be, and hereby is further restricted by the amended conditions proffered and accepted pursuant to Virginia Code Ann., 15.2-2303(a), which conditions are incorporated into the Zoning Ordinance as it affects said parcel, and

BE IT FURTHER ENACTED, that the boundaries of the Zoning Map heretofore adopted as a part of the Zoning Ordinance be, and they hereby are, amended in accordance with this enactment, and that said zoning map shall annotate and incorporate by reference the additional conditions governing said parcels.

GIVEN under my hand this 18th day of October, 2011.



Nancy Veirs
Clerk to the Board of Supervisors



PROFFER STATEMENT

BILL PAGE HONDA AND WESTLAWN SHOPPING CENTER

PCA 2009-MA-011

October 5, 2011

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 Proffer Condition Amendment Application ("PCA") (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, proffer condition amendment application PCA 2009-MA-011 and the companion application SEA-95-M-039-02 (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. Proffer Condition Amendment Application/Special Exception Amendment. The Property shall be developed in substantial conformance with the plat entitled "Bill Page Honda & Westlawn Shopping Center" dated May 11, 2011, as revised through October 4, 2011, prepared by Walter L. Phillips, consisting of twenty-one (21) 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"). The buildings comprising the Development shall be limited to 100,000 square feet of gross floor area. 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 adequate parking is provided for the use or uses 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 without a Proffer Condition Amendment, provided they are in substantial conformance with the GDP/SE Plat and there is adequate parking for such uses in accordance with Article 11 of the Zoning Ordinance.

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. 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. For each retail establishment that continues to operate during any phase of 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's business is subject to certain franchise agreements requiring that the car dealership, including but not limited to sales, service and repair of new and used cars, will remain fully operational at all times. As such, the Applicant may elect to construct all or a portion of the New Dealership facility while continuing to operate all or a portion of the existing car dealership, including but not limited to sales, service and repair of new and used cars (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 Applicant may also elect to make arrangements for off-site storage of all or a portion of the new and used vehicle inventory for the Existing Dealership and/or 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. In the event more than one hundred fifteen (115) persons are employed by the New Dealership at the same time on the Property, the Applicant may elect to convert spaces within the parking garage designated for storage of vehicle inventory into formalized parking spaces to accommodate the increased number of employees, without the need for a PCA or SEA.
6. Loading and Deliveries. Loading areas shall be provided as generally shown on the GDP. In addition, the Applicant shall observe the following restrictions on loading and deliveries:
 - A. Deliveries of New Vehicles. All deliveries of vehicle inventory to the New Dealership shall occur within the area designated as "Proposed Car Carrier Unloading Area" on Sheet 12 of the GDP/SE Plat. Deliveries of vehicle inventory shall not occur within the on-site vehicular travel areas, nor shall vehicle delivery trucks be permitted to wait or idle in those vehicular travel areas. For deliveries of vehicle inventory that occur during the normal operating hours of the New Dealership, an employee or other spotter shall be present to assist delivery trucks in maneuvering into the Proposed Car Carrier Unloading Area and to assist with loading and unloading vehicles. Vehicle inventory shall be moved immediately into designated inventory or display spaces on the Property and shall not be left within travel lanes or loading zones.
 - B. Deliveries to the Pharmacy. All deliveries to the pharmacy that utilize tractor-trailer style vehicles shall enter the Property from Annandale Road, and shall maneuver as shown on Sheet 13 of the GDP/SE Plat. The Applicant shall install appropriate signage that complies with Article 12 of the Zoning Ordinance to direct these vehicles to the appropriate Annandale Road entrance. Tractor-trailer deliveries shall not be permitted at the Pharmacy between the hours of 8:00 am and 10:00 am, and between the hours of 4:00 pm and 7:00 pm.

TRANSPORTATION

7. Improvements to Arlington Boulevard and Annandale Road Intersection. Prior to the issuance of the final 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 14 of the GDP/SE Plat. Pavement markings for the improvements shall be

completed as shown on Sheet 14 of the GDP/SE Plat, or as modified by the Virginia Department of Transportation ("VDOT").

- B. Pavement Markings Plan. Prior to site plan approval, 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"). The Applicant shall also 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.
8. Improvements to Arlington Boulevard Southern Service Drive. Prior to the issuance of the final 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 14 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. Prior to site plan approval, 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 14. In the event Option B is selected, the Applicant shall still construct its portion of the Future Interparcel Access.
9. 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 and a striped crosswalk, subject to VDOT approval. As part of this signal modification, the Applicant shall submit proposed signal timing modifications for approval and implementation by VDOT.

10. 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 of the GDP/SE Plat or in 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 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.
11. Annandale Road Trail. In the event it is not accepted by VDOT into the statewide public maintenance system, the ten foot wide trail shown on the Annandale Road frontage shall be maintained by the Applicant. The Applicant shall prepare and execute any required public access easements and maintenance agreements in a form agreeable to the County Attorney. Notwithstanding the language of this Proffer, the Applicant may convey or dedicate the land associated with the Annandale Road trail segment to the County of Fairfax or VDOT for the purposes of future public improvements without the need for a PCA.
12. 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.
13. 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.
14. Unavoidable Delay. For the purposes of Proffer 7, Proffer 8, and Proffer 9, 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).

SITE ACCESS

15. 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 without the need for a PCA.

GREEN BUILDING PRACTICES

16. 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 16;
 - 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 reasonably 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.
- Q. The top deck of the parking structure shall incorporate an extensive modular green roof (or equivalent) containing a light layer of drought-resistant sedum varieties and covering a minimum of 400 square feet.

ARCHITECTURAL DESIGN AND SITE AMENITIES

17. Building Design and Materials. The general architectural design of the Development is shown on Sheets 18 – 21 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 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. Similar architectural materials, such as brick, pre-cast panels, or other façade materials, shall be utilized for all components of the Shopping Center. The Conceptual Elevations on Sheets 21 (Pharmacy) and 20 (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.

18. 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.
19. 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.
 - A. Parking Deck Lighting. Lighting on the top level of the parking deck shall be comprised entirely of bollards and sconces.
 - B. Outdoor Display Area Lighting. The outdoor display area of the Car Dealership, to include both the ground level and parking deck, shall not exceed a maintained lighting level of thirty (30) footcandles, as measured horizontally at grade.
20. 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.
 - A. Annandale Road Freestanding Sign. 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 eighty (80) square feet, as measured under Article 12 of the Zoning Ordinance. The sign shall be constructed such that the materials and colors are consistent with the retail portion of the Development.

- B. Arlington Boulevard Freestanding Sign. The freestanding sign depicted on Arlington Boulevard shall be constructed such that the materials and colors are consistent with the Car Dealership.
- C. Directional Signs. Directional signs shall be posted in the vicinity of the stacking area for the drive-through window for the Pharmacy stating the limitations on the uses of the window service. Such signs shall not exceed two square feet in size. The Applicant may also place other directional or informational signs on the property that comply with Article 12 of the Zoning Ordinance.

STORMWATER MANAGEMENT

- 21. 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, pervious pavement, sand filters, StormFilters, tree box filter devices or a combination thereof, as approved by DPWES, the site plan shall demonstrate a minimum fifteen percent (15%) 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 using the computational method for quantifying the required phosphorous removal for redevelopment projects specified by the County Public Facilities Manual.
- 22. Rainwater Cistern. In addition to the minimum 15% phosphorous reduction identified above, the Applicant shall collect, store in cistern(s), and reuse some building roof rainwater runoff for irrigation or other purposes to assist in stormwater runoff phosphorous reduction, reduce the rate of stormwater runoff from the site, and reduce potable water consumption.

ENVIRONMENT

- 23. 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.
- 24. 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 in accordance with Fairfax County's Chesapeake Bay Preservation Ordinance (CBPO 118-3-3(d) and (f)), as depicted on Sheet 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 prior to site plan approval.

- B. Where feasible, 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 Sheet 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, DPWES, 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 24.

- 25. 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.
- 26. Parks Contribution. Prior to the issuance of the final Non-RUP for the Development, the Applicant shall contribute the sum of Twelve Thousand Dollars (\$12,000.00) to the Fairfax County Park Authority for use in public parks and/or recreation areas within the Mason Supervisor's District.

RESTRICTIONS ON USE

- 27. Service and Maintenance. All vehicular service and maintenance shall occur indoors. If such service occurs between the hours of 10:00 pm and 7:00 am, it shall be in a fully enclosed interior space with no windows or doors open.
- 28. Car Wash. The Car Wash shall not be open to the public, but shall be used solely by the Car Dealership. All cleaning, to include washing, mechanical drying, vacuuming, and detailing, shall take place inside the building. Hand drying shall be permitted outside. The Car Wash shall be equipped to capture at least eighty percent (80%) of the waste water associated with a single cycle of the car wash operation. All waste water discharged from the Car Wash shall be discharged into the sanitary sewer system.
- 29. Outdoor Storage. There shall be no outdoor storage or sales of materials on the Property, with the exception of vehicles for sale (which may only be parked in the Parking Garage or in the areas designated on the GDP/SE as "Prop. Vehicle Display Area"). Likewise, there shall be no outdoor storage overnight of wrecked or inoperable vehicles on the

Property. Wrecked or inoperable vehicles left on the Property after hours by customers or towing services shall be moved indoors when the Car Dealership reopens for business.

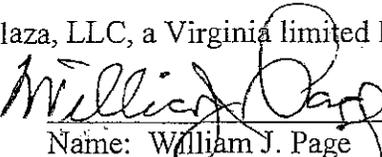
MISCELLANEOUS

30. 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.
31. Aboveground and 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 aboveground or underground storage tanks remaining on or proposed to be placed on the Property.
32. 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.
33. 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.
34. 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.

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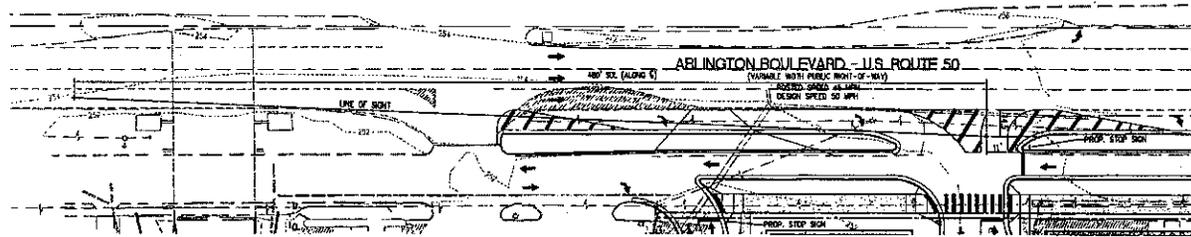
Bill Page Plaza, LLC, a Virginia limited liability company

By:

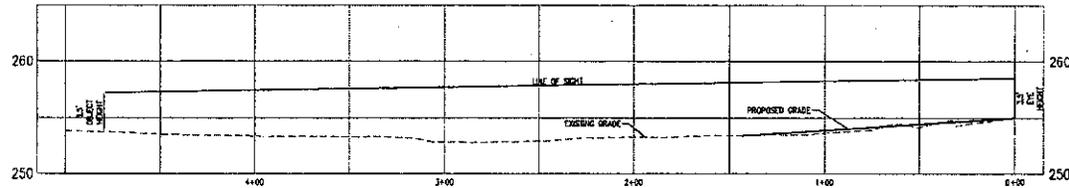


Name: William J. Page

Title: General Manager



PLAN VIEW
SCALE = 1" = 30'



SIGHT DISTANCE PROFILE
SCALE = H: 1" = 30'
V: 1" = 5'

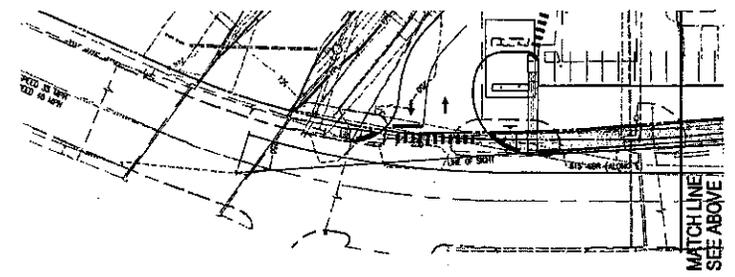
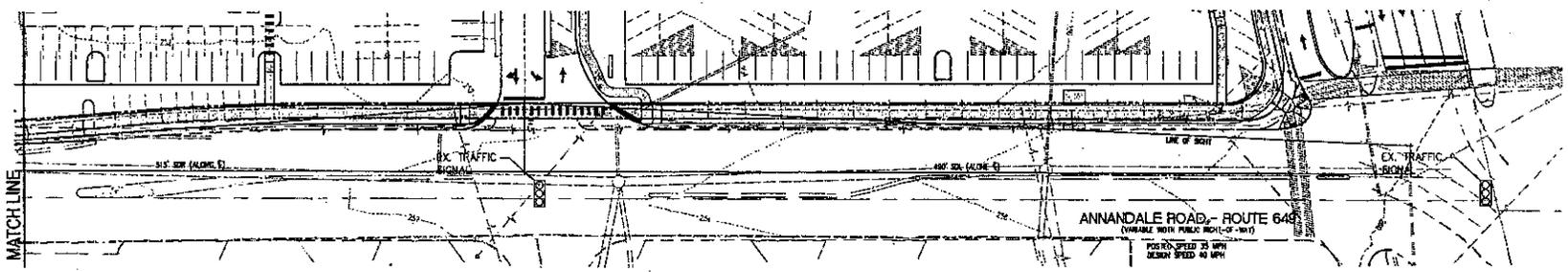
PRELIMINARY SIGHT DISTANCE PROFILES

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

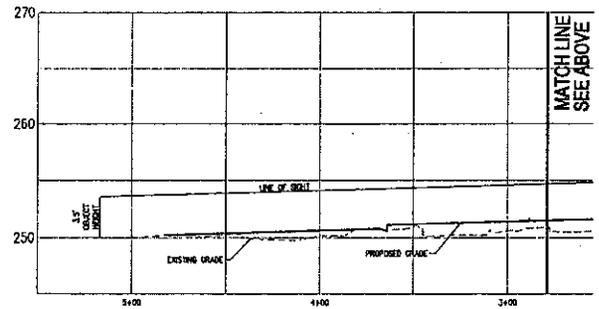
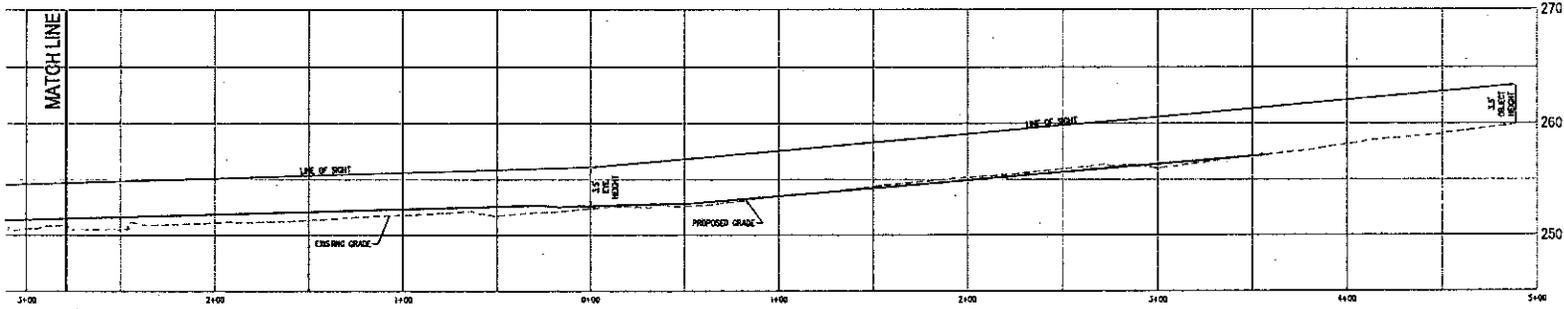


NO.	DESCRIPTION	APPROVED BY		DATE	
		DATE	DATE	DATE	DATE

WALTER L. PHILLIPS
Engineers • Surveyors • Planners
Landscape Architects • Architects
207 PARK AVENUE
FALLS CHURCH, VIRGINIA 22046
(703) 832-6183 Fax (703) 832-1501
www.WLPHINC.com
N.C. REGISTERED PROFESSIONAL ENGINEER
SCALE: 1/8" = 1'-0"

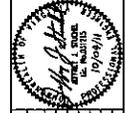


PLAN VIEW
SCALE = 1" = 30'



SIGHT DISTANCE PROFILE
SCALE = H. 1" = 30'
V. 1" = 5'

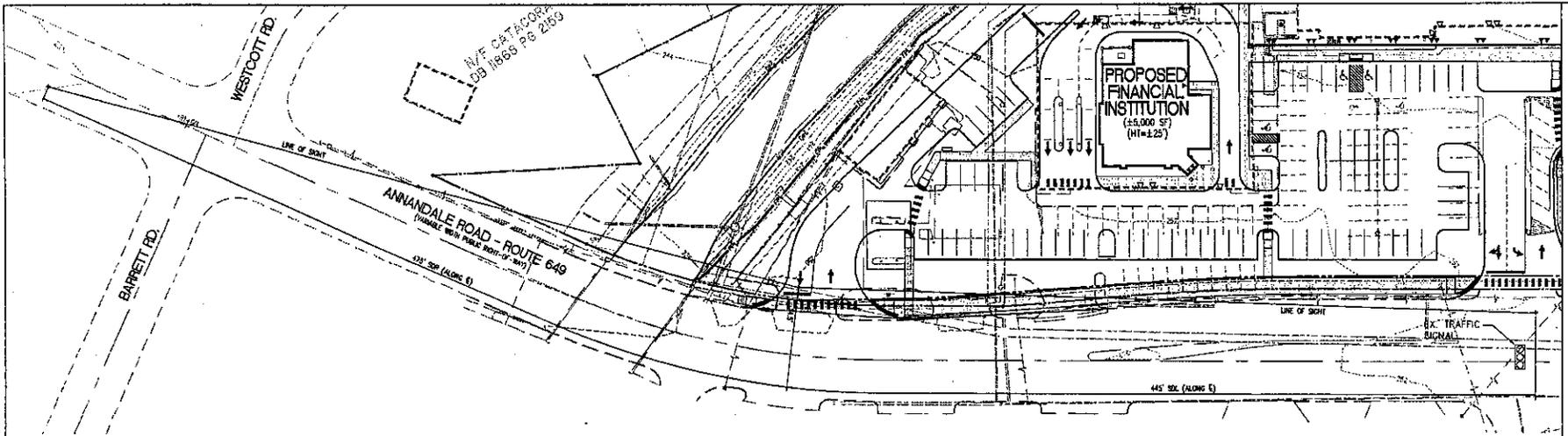
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INCORPORATED
ENGINEERS • SURVEYORS • PLANNERS
LANDSCAPE ARCHITECTS • ARCHITECTS
207 PARK AVENUE
FALLS CHURCH, VIRGINIA 22046
(703) 535-1000
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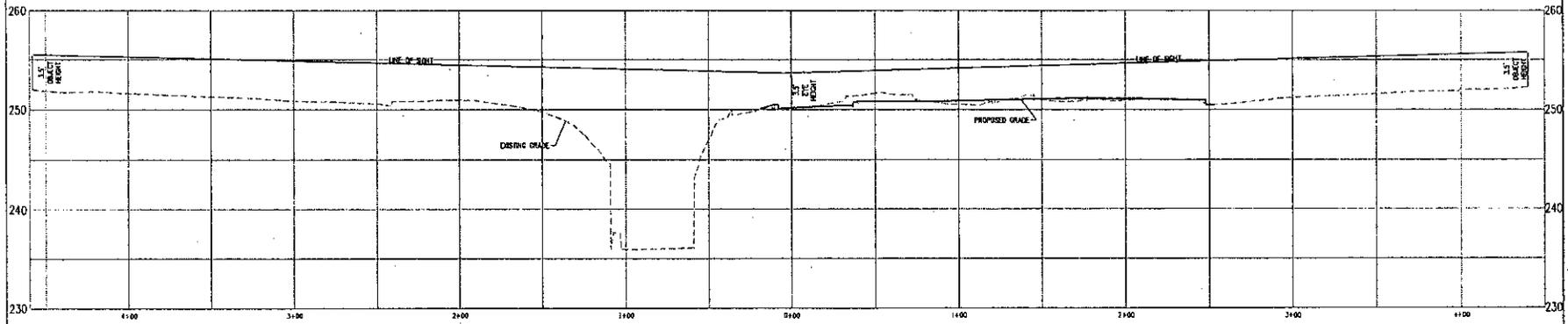
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		DATE	BY	APPROVED	DATE

PRELIMINARY SIGHT DISTANCE PROFILES

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



PLAN VIEW
SCALE = 1"=30'



SIGHT DISTANCE PROFILE
SCALE = H: 1"=30'
V: 1"=3'

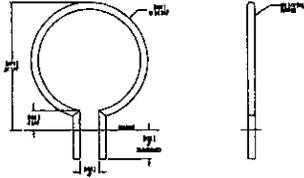
WALTER L. PHILLIPS
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ENGINEERS • SURVEYORS • PLANNERS
LANDSCAPE ARCHITECTS • ARCHITECTS
227 PARK AVENUE
FALLS CHURCH, VIRGINIA 22046
(703) 830-0000 Fax (703) 830-1301
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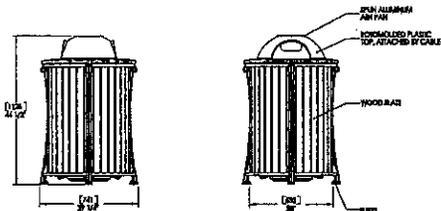
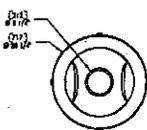
NO.	DESCRIPTION	DATE	BY	APPROVED	DATE

PRELIMINARY SIGHT DISTANCE PROFILES

BILL PAGE HONDA & WESTLAWN SHOPPING CENTER
MAGNOLIA DISTRICT
FAIRFAX COUNTY, VIRGINIA



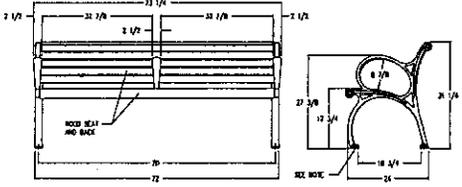
landscapeforms®
 BIKE RACK DETAIL



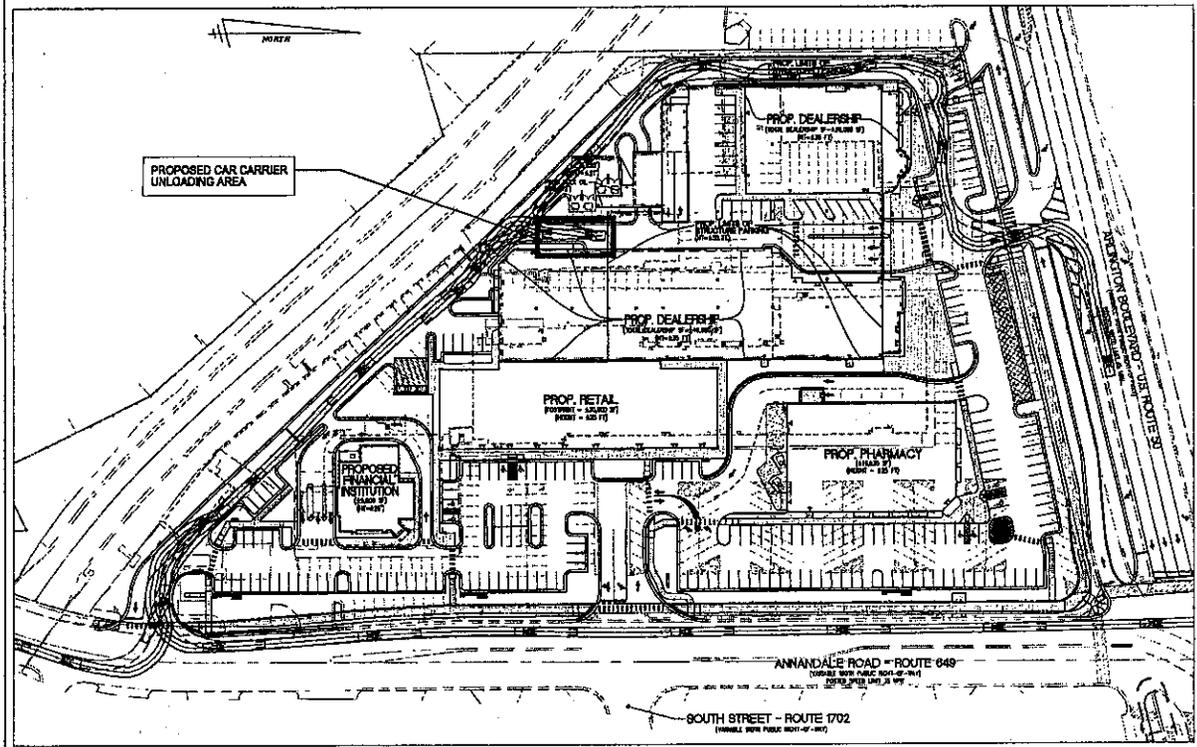
landscapeforms®
 TRASH CAN DETAIL



NOTE: FINISH LAMING OF SURFACE MUST BE OF SOLID COMPOSITION - RESISTANT TO WEAR AND TEAR. SUPPLIED BY SIKORA. THE 1/2" X 1/2" WOULD BE IN COMPENSATION PROVIDED FOR BENCH KICK CAP BENCH.



landscapeforms®
 BENCH DETAIL



DELIVERY TRUCK CIRCULATION DETAIL
 (NOT TO SCALE)

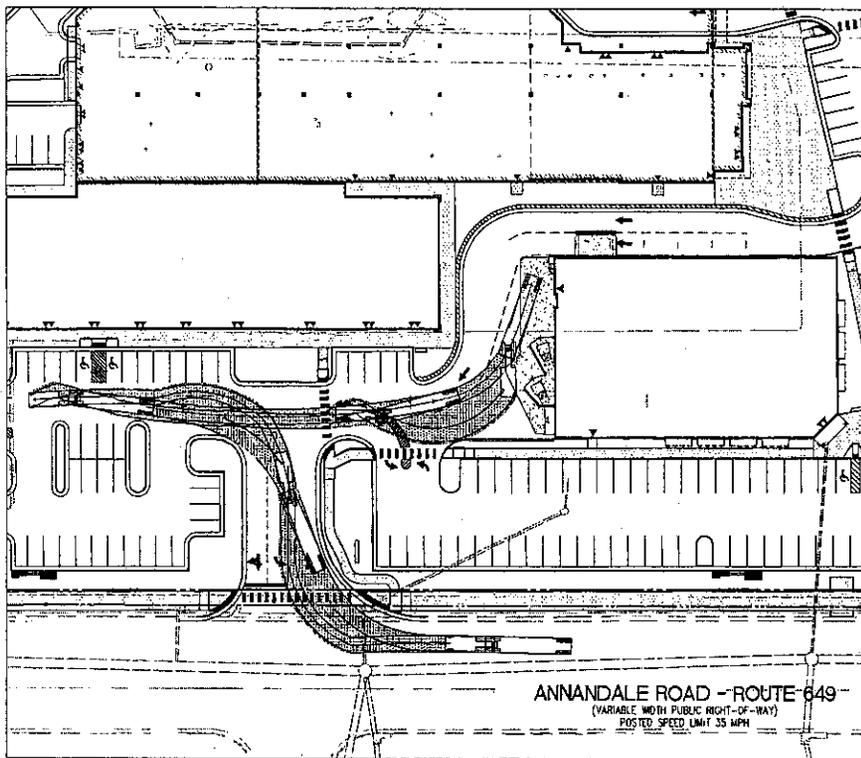
WALTER L. PHILLIPS
 ARCHITECTS
 207 PARK AVENUE
 FALLS CHURCH, VIRGINIA 22046
 (703) 532-0188 Fax (703) 532-1301
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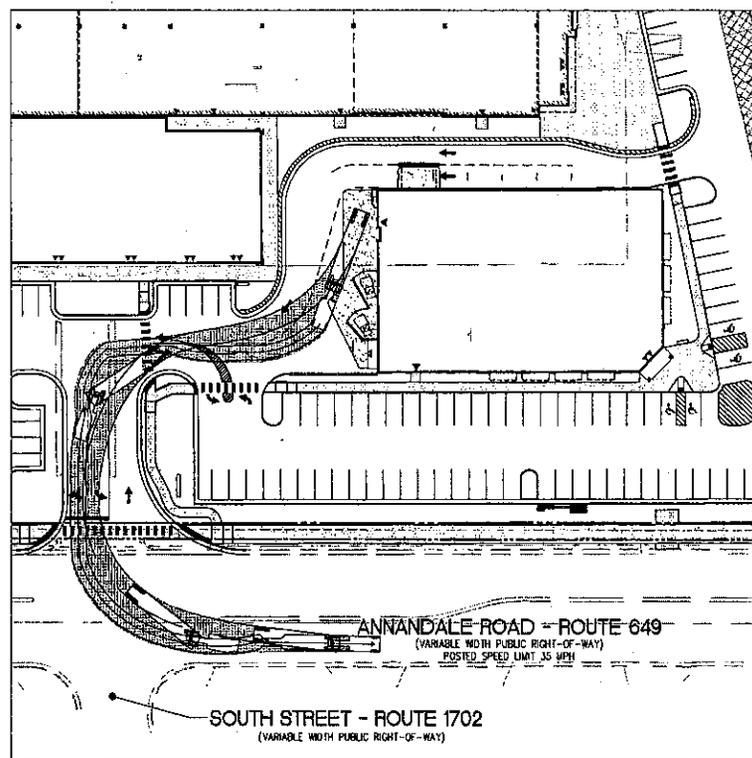
NO.	CONSTRUCTION	DATE	APPROVED BY	DATE

TRUCK PATH AND SITE DETAILS

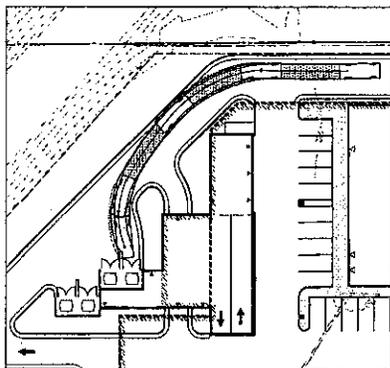
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 WESTLAWN SHOPPING CENTER
 MASON DISTRICT
 FAIRFAX COUNTY, VIRGINIA



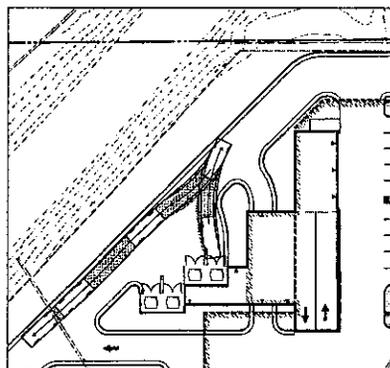
WB-65 TRUCK CIRCULATION DETAIL
ANNANDALE ROAD LOCATION - ENTERING
(NOT TO SCALE)



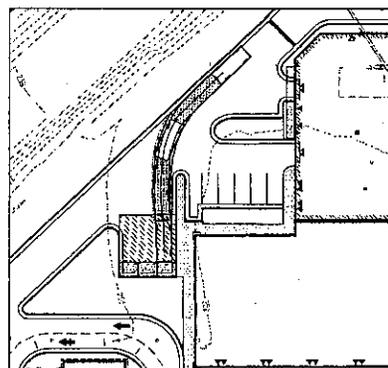
WB-65 TRUCK CIRCULATION DETAIL ANNANDALE ROAD LOCATION - EXITING
AND GARBAGE TRUCK CIRCULATION DETAIL AT PHARMACY
(NOT TO SCALE)



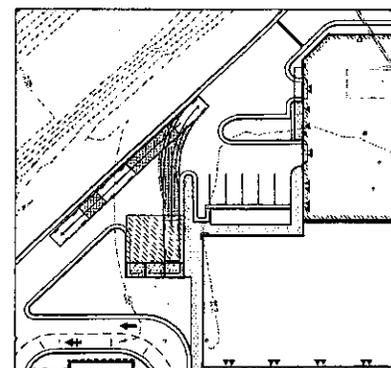
GARBAGE TRUCK CIRCULATION DETAIL
SOUTH WESTERN LOCATION - ENTERING
(NOT TO SCALE)



GARBAGE TRUCK CIRCULATION DETAIL
SOUTH WESTERN LOCATION - EXITING
(NOT TO SCALE)



GARBAGE TRUCK CIRCULATION DETAIL
SOUTH EASTERN LOCATION - ENTERING
(NOT TO SCALE)



GARBAGE TRUCK CIRCULATION DETAIL
SOUTH EASTERN LOCATION - EXITING
(NOT TO SCALE)

PLANNERS
ENGINEERS
SURVEYORS
LANDSCAPE ARCHITECTS
ARCHITECTS

WALTER L. PHILLIPS

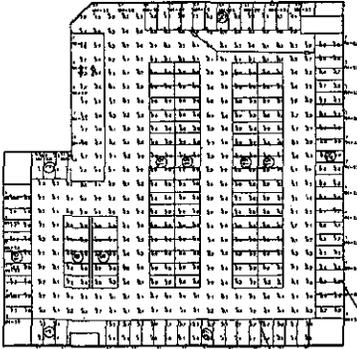
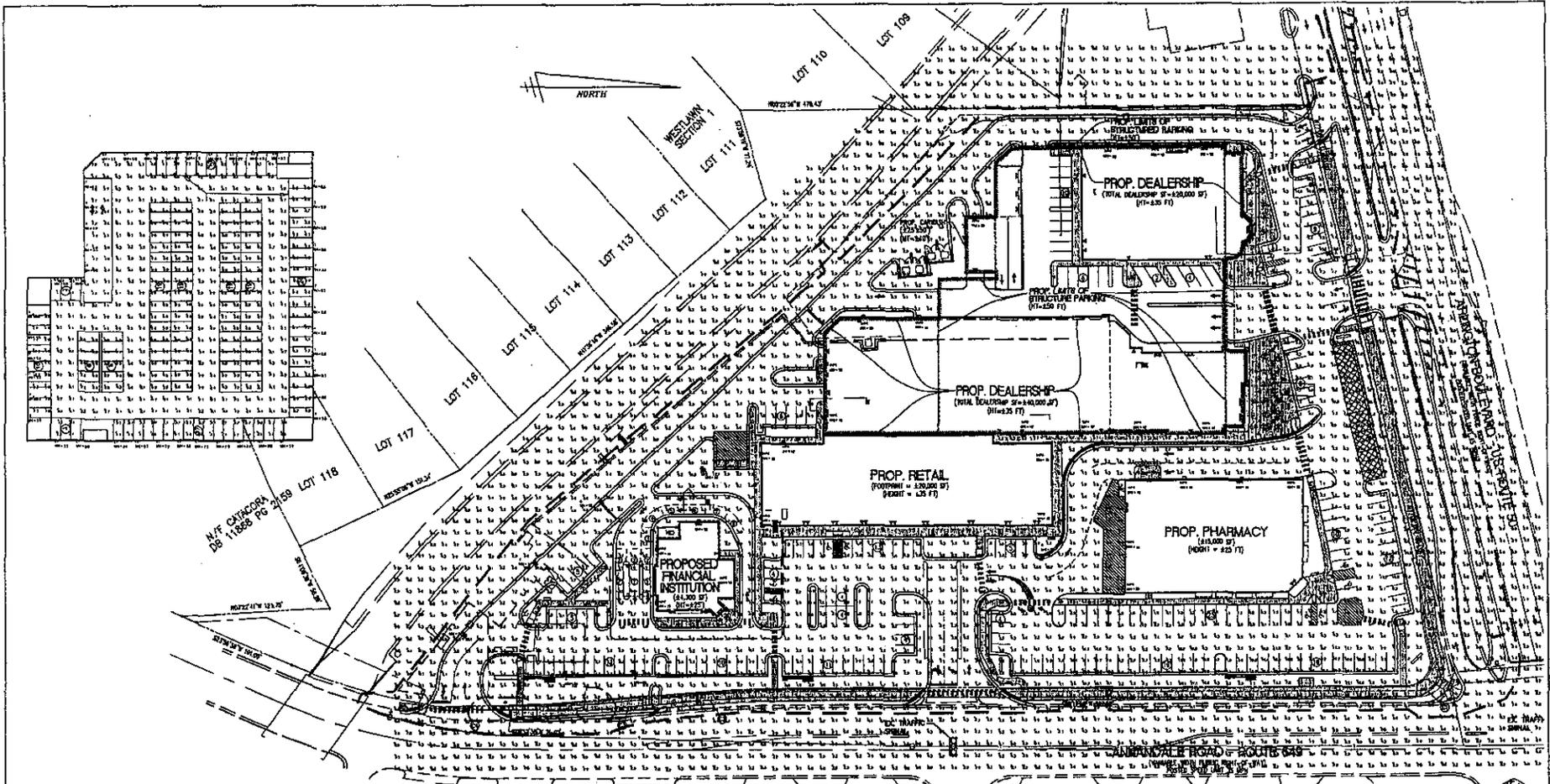
207 PARK AVENUE
FALLS CHURCH, VIRGINIA 22046
(703) 328-8183 Fax (703) 333-1311
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INCORPORATED
ESTABLISHED 1947

DATE APPROVED BY: [Signature]
DATE: []
DATE: []
DATE: []
DATE: []
DATE: []

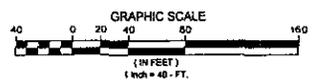
TRUCK PATH DETAILS

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



Lot	Area	Description	Area (sq. ft.)	Notes
1	118	PROPOSED FINANCIAL INSTITUTION	14,300 SF	
2	117	PROP. DEALERSHIP	111,250 SF	
3	116	PROP. DEALERSHIP	111,250 SF	
4	115	PROP. RETAIL	14,300 SF	
5	114	PROP. PHARMACY	14,300 SF	
6	113	STRUCTURE PARKING	111,250 SF	
7	112	STRUCTURE PARKING	111,250 SF	
8	111	STRUCTURE PARKING	111,250 SF	
9	110	STRUCTURE PARKING	111,250 SF	

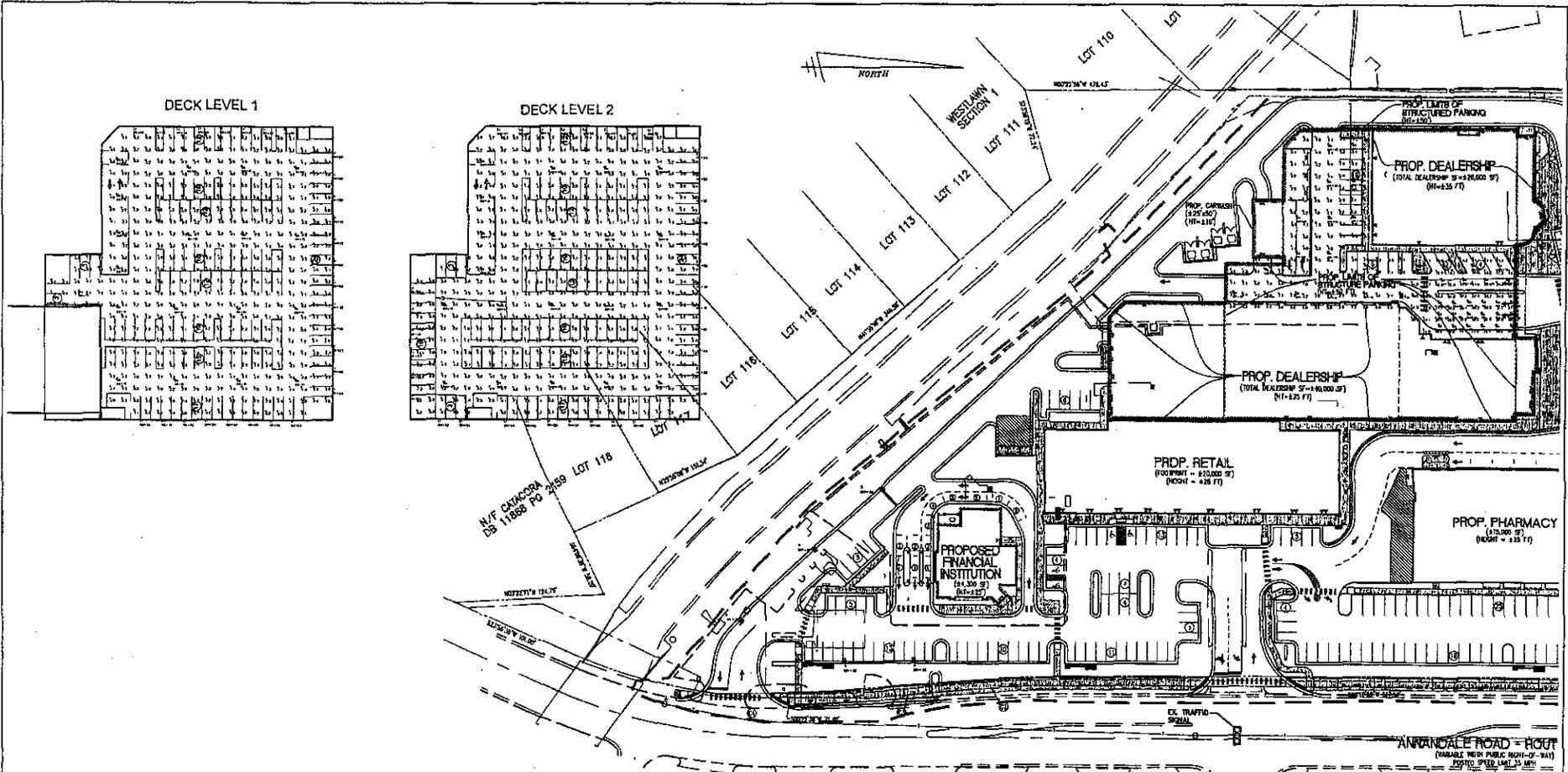
Material	Description	Area (sq. ft.)	Notes
ASPH	ASPH/FLY ASH	1,200,000	
CONC	CONCRETE	1,000,000	
BRCK	BRICK	1,000,000	
GLSS	GLASS	1,000,000	
STPL	STEEL	1,000,000	
WTR	WATER	1,000,000	
ELCT	ELECTRICAL	1,000,000	
MECH	MECHANICAL	1,000,000	
PLNT	PLANTING	1,000,000	
LAND	LANDSCAPE	1,000,000	
UTIL	UTILITIES	1,000,000	



PHOTOMETRIC PLAN
BILL PAGE HONDA

PROJECT NO.	0947005	1153558
DATE	02/17/18	11/23/14
DESIGNER	1023708	1154022
CLIENT	1153788	1154099

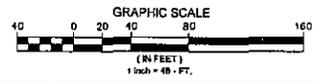
DATE: 2-28-09
SCALE: 6.17:1
JOB NO: 1155751-1



Symbol	Qty	Letter	Description	Unit/Length/Volume	LF	Remarks	TSR
○	24	2A	SMALL	1000	2,736	POLYETHYLENE GLASS	PL2813
○	11	11	WHEEL	800	8,796	UPPER WHEELS	PL2802

Label	Area	Description
BELOW DECK	17	PAVEMENT DRIVE
DECK LEVEL 1	12	PAVEMENT DRIVE
DECK LEVEL 2	11	PAVEMENT DRIVE

Label	Code	Unit	Area	Per	Vol	Wt	Height	Area
BELOW DECK	FR	10.32	36.3	1.8	5.73	0.25		
DECK LEVEL 1	FR	2.76	1.2	1.1	0.88	0.40		
DECK LEVEL 2	FR	0.71	36.3	1.8	1.11	0.50		
PARKING AND DRIVE BELOW DECK	FR	4.08	10.0	1.8	3.74	1.07		
UNDER GARAGE ENTRANCE	FR	25.11	36.3	2.2	2.16	0.80		



PHOTOMETRIC PLAN
BILL PAGE HONDA

0947005	1155188	DATE	2-28-09	REV	N/A
0947145	1155074	DATE	5-17-11	REV	AS NOTED
1055708	1154827	DATE		REV	
1153788	1154208	DATE		REV	

PROJECT NO. 1155751-2

DATE: 5-17-11

SCALE: AS NOTED

PROJECT: 1155751-2

RESIDENCE
LOT 117

ANNANDALE ROAD (EAST) ELEVATION

SCALE: 1/8" = 1'-0"

RESIDENCE
LOT 112

LEFT SIDE (SOUTH) ELEVATION

SCALE: 1/8" = 1'-0"

**FREEMAN
MORGAN**
architects

7200 LORETT AVENUE
SUITE 200
ANNANDALE, VA 22028
TEL: (703) 211-7878
FAX: (703) 211-5257

Revisions

LINE OF SIGHT

BILL PAGE HONDA
ARLINGTON BOULEVARD & ANNANDALE ROAD
FALLS CHURCH, VIRGINIA

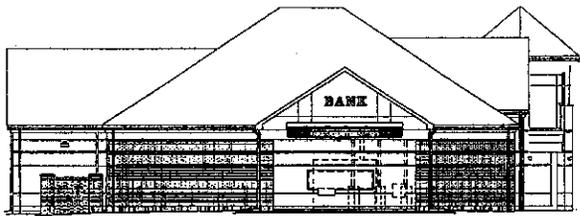
FOR ILLUSTRATIVE PURPOSES ONLY

DATE: 07/27
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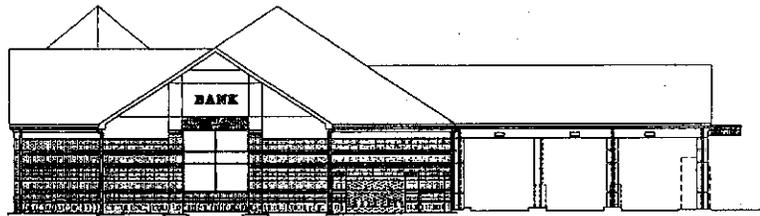
A3.2

15 OF 17

REVISION 10 02 21



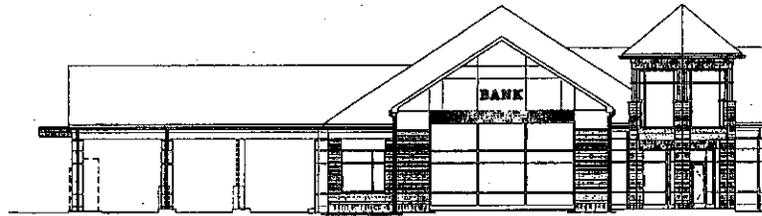
1E BUILDING ELEVATION



5E BUILDING ELEVATION



1G BUILDING ELEVATION



5G BUILDING ELEVATION

FOR ILLUSTRATIVE PURPOSES ONLY

FINANCIAL INSTITUTION ELEVATIONS



FOR ILLUSTRATIVE PURPOSES ONLY

WESTLAWN CENTER

MR. INGLETON SQUARE, WOOD & ABBASSETT L. ROAD
FAIRFAX COUNTY, VIRGINIA

**FREEMAN
MORGAN
REYNOLDS**

10000 WOODBURN DRIVE, SUITE 200
JANUARY 1991
TEL: 703-271-1111