

PROFFERS

RZ 2001-SU-016

December 20, 2001

Pursuant to Section 2-2303(a), *Code of Virginia*, 1950 as amended, and subject to the Board of Supervisors approval of the requested rezoning from C-8 to I-5 on property identified as Tax Map 34-3 ((1)) pt. 33 and pt. 33A (hereinafter referred to as the "Application Property"), the Applicant and owners, for themselves, successors and assigns, proffer that the development of the Application Property shall be in keeping with the following:

1. Development Plan. Development of the Application Property shall be in substantial conformance with Sheet 15 of the Generalized Development Plan ("GDP") prepared by VIKA, Incorporated dated February 26, 2001, as revised through December 20, 2001.
2. Minor Deviations. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the GDP without requiring approval of an amended GDP provided such changes are in substantial conformance with the GDP, and do not increase the total gross floor area approved, decrease the amount of open space, or significantly alter the access points.
3. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or the Virginia Department of Transportation (VDOT) at time of site plan approval.
4. Use. The primary use of the Application Property shall be a motor vehicle storage and impoundment yard with accessory uses as permitted including vehicle service and maintenance permitted for company-owned vehicles.
5. Landscape Plan. A landscape plan shall be submitted as part of the site plan and shall be coordinated with and approved by the Urban Forester. The landscape plan shall generally conform with the landscape and screening shown on the GDP. In addition, provided permission can be obtained from the property owner of adjacent Tax Map 34-3 ((1)) 30, the Applicant shall plant ten (10) large evergreen trees on Parcel 30 in close proximity to the common property line with the Application Property in order to augment the screening between the two properties.
6. Penrose Place. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Application Property's Penrose Place frontage measuring 26 feet from the existing centerline and right-of-way necessitated for the proposed cul-de-sac, as generally shown on GDP. Dedication shall be made at the time of final site plan approval or upon demand from Fairfax County whichever shall occur first.

6. South 30°32'40" West, 178.14 feet to an iron pipe found (held), said point being a common property corner to the aforementioned Chantilly 50-28 Associates, L.P. and Southern States Co-op, Inc.; thence running with the eastern property line of Southern States Co-op, Inc.
7. North 14°52'26" West, 373.45 feet to the point of beginning containing 60,117 square feet or 1.38010 acres of land.

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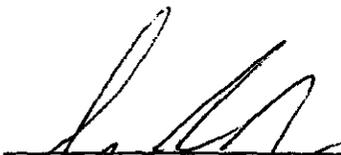
The Applicant shall construct frontage improvements to Penrose Place measuring 19 feet from face of curb to the existing center line, and construct the cul-de-sac at the eastern terminus of Penrose Place, as approved by VDOT and shown on the GDP. Such improvements shall occur coincident with development of the Application Property.

7. Stormwater Management. Best Management Practices (BMPs) requirements for the Application Property shall be provided in the Regional Stormwater Management Facility being constructed on Tax Map 34-3 ((1)) 7B and 19. Interim BMPs controls shall be provided as determined by DPWES. Quantity control for the Application Property shall be provided in an underground pipe system. In order to address site- specific hydrocarbon controls, the Applicant shall install a "Vortech" device with an oil/grit chamber and baffle device or an alternate quality control system as approved by DPWES. The Applicant shall construct the impoundment lot with curb and gutter to ensure that all parking lot drainage is directed through the quality control device.
8. Architectural Materials. The front façade of the proposed structure facing Penrose Place and the side façade adjacent to Tax Map 34-3 ((1)) 30 shall be constructed of either face brick, architectural concrete block, architectural metal panels, architectural pre-cast concrete, stone, exterior insulation and finish system (E.I.F.S.) or glass.
9. Temporary Trailer. The Applicant shall be permitted to operate its business from a temporary trailer on-site for a period of up to eighteen (18) months from site plan approval, while the permanent structure is constructed.
10. Fencing. The Applicant shall construct a minimum six-foot fence around the paved impoundment lot to the rear of the structure. The portion of the fence along the Application Property's western boundary shall be constructed of chain link with inserts in the fence fabric, solid wood, or other solid fence materials.
11. Lighting. Security and site lighting shall utilize full cut-off lighting fixtures in order to minimize glare and light trespass. Pole lighting shall be a maximum of 35 feet in height.
12. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his successors and assigns.
13. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.

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APPLICANT/CONTRACT PURCHASER
OF TAX MAP 34-3 ((1)) PT. 33, PT. 33A

STARWOOD CERUZZI II, L.L.C.



By: Louis L. Ceruzzi, Jr.
Its: President

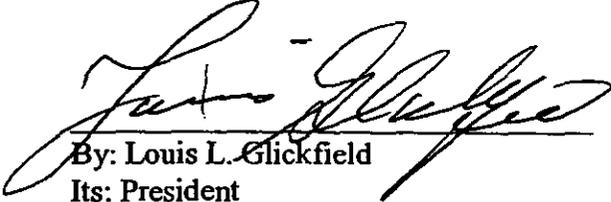
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TITLE OWNER OF TAX MAP 34-3 ((1))
PT. 33, PT. 33A

CHANTILLY 50-28 ASSOCIATES LIMITED
PARTNERSHIP

BY: LOMAR II INVESTMENTS, INC., its
General Partner

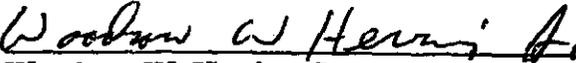


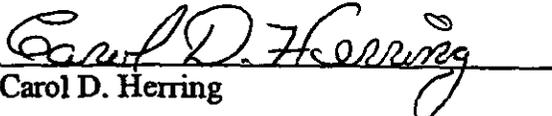
By: Louis L. Glickfield
Its: President

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CONTRACT PURCHASERS OF TAX MAP 34-3
(1) PT. 33, PT. 33A

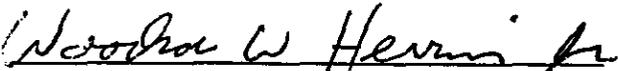

Woodrow W. Herring, Jr.


Carol D. Herring

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TITLE OWNER OF TAX MAP 34-3 ((1)) 29


Woodrow W Herring, Jr.


Carol D Herring