

WEST*GROUP MANAGEMENT LLC

TMP 33-4-((1))-3B and 3G

26.77 Acres

PROFFER STATEMENT - RZ 2004 – SU - 028

January 20, 2005

Pursuant to Section 15.2-2303 (A) of the Code of Virginia 1950, as amended and Section 18-203 of the Zoning Ordinance of Fairfax County (1978, as amended), the Property Owner and Applicant and its successors or assigns (hereinafter collectively referred to as the “Applicant”) hereby proffer that, subject to the Board of Supervisors’ approval of the rezoning application as proposed from the I-5 District to the C-8 District, the development of the parcels under consideration and shown on the 26.77-acre Generalized Development/Special Exception/Proffer Condition Amendment Plat (“GDP/SE/PCA Plat”), dated January 5, 2005, prepared by VIKA, Inc. (“Property”), shall be subject to the terms and conditions listed below. In the event this application is denied, these proffers shall be null and void immediately, and have no further force and effect. Further, if accepted, these proffers and GDP/SE/PCA Plat supersede all other previous proffers and development plans for the Property.

General

Use: Vehicle Sale, Rental, and Ancillary Service Establishment as well as accessory service uses in support of the principal use.

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Generalized Development/Special Exception/Proffer Condition Amendment Plat (“GDP/SE/PCA Plat”) prepared by VIKA, Inc, dated January 5, 2005. Applicant reserves the right to determine final building footprints, dimensions and locations at the time of final site plan design, as long as they are in substantial conformance with the GDP/SE/PCA Plat.

- (a) The Property shall have a Floor Area Ratio (FAR) limit of 0.3 or 349,830 square feet of Gross Floor Area (GFA). Individual lots may be developed at an intensity of up to 0.5 FAR; however, the overall FAR shall not exceed 0.3.
- (b) Building heights shall not exceed a maximum of 40 feet, unless an increase is permitted by the Board pursuant to Sec. 9-607 of the Zoning Ordinance.

- (c) A minimum of 23% of the overall Property shall be retained as landscaped open space. Open space areas shall include the wetland area, RPA and floodplain areas and the buffers along Stonecroft Boulevard and the common property line with the Auto Park as well as other landscaped areas within the Property.
- (d) The lot lines shown on the GDP/SE/PCA Plat may be reconfigured provided that they are in substantial conformance with the GDP/SE/PCA Plat and that:
 - No buildable lot shall be less than 40,000 square feet or less than 200 feet in width.
 - The total number of buildable lots shall not exceed 4 without a PCA and amendment to the GDP/SE/PCA Plat.
- (e) The development of the individual lots, with regard to specific design elements such as building entrance features/landscaping, peripheral and interior parking lot landscaping and streetscape along the public access road shall be in substantial conformance with the illustrative exhibits as set forth on Sheets 6 & 7 of 9 of the GDP/SE/PCA Plat and with this proffer statement.
- (f) The GDP/SE/PCA Plat shall serve as the required preliminary plan for the purpose of subdivision and site plan requirements in accordance with Section 101-2-1 of the Subdivision Ordinance to be confirmed by DPWES.

Tree Preservation, Landscaping and Screening

2. Landscaping and screening shall be provided in substantial conformance with the location, quality and quantity of plantings depicted on Sheets 6 & 7 of 9 of the GDP/SE/PCA Plat. A landscape plan shall be submitted as part of the site plan. This plan shall be coordinated with, and approved by, the Urban Forest Management (UFM), DPWES, and shall contain the landscaping shown on the GDP/SE/PCA Plat, including streetscape and peripheral and interior parking lot landscaping. All landscaping, except as provided in Paragraph 3, shall be irrigated and maintained by the applicant. The following tree preservation, buffer and wetland preservation shall be incorporated with the subsequent development plans:

- (a) Applicant shall maintain a minimum of 1.5 acre buffer (the “Tree Save Area”) along the north property line, approximately 800 feet in length and averaging 100 feet in width for the purpose of preserving the existing specimen willow oaks and other canopy trees and providing a buffer from Dulles Auto Park to the north as generally shown on sheet 6 of 9 of the GDP/SE/PCA Plat. No parking, structures, or other uses, except as permitted below, shall be allowed in this area; fences shall only be permitted as stated below. The area

may be used for passive recreational uses such as nature walks and use of picnic table(s) provided that areas used for such purposes are protected by application and maintenance of 3-4 inches of mulch to preserve the existing natural environment and to minimize the compaction of soil and radical changes to the functioning of the root zone environment. The area shall be placed in a Conservation Easement or "Out Lot", subject to the approval of UFM, drafted to preserve existing vegetation while also permitting the aforementioned passive recreational uses within the preserved forest canopy. The existing specimen trees within the preservation area shall be delineated on the site plan and preserved in accordance with the Public Facilities Manual, subject to the approval of UFM, and industry standards and under the direct supervision of a landscape architect, arborist or urban forester whose license is recognized by the County or State. The limits of the tree save area shall be perpetually demarcated by a split rail or similar fence (which under no circumstances shall be a chain link fence) 42 – 48" in height with two (2) open sections or gates, not greater than forty-eight inches (48") in width, for pedestrian and maintenance access as approved by UFM. The removal of dead, dying, and diseased trees will be permitted only in areas where such trees pose a hazard as determined by UFM.

- (b) **Tree Preservation Walk-Through.** The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the pre-construction meeting. Before or during the pre-construction meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with a UFM representative to determine where minor adjustments to the clearing limits can be made to increase the survivability of trees at the edge of the limits of clearing and grading; once identified, the limits shall be adjusted accordingly. Trees that are not likely to survive construction due to their species and/or their proximity to disturbance will also be identified at this time, and the Applicant shall remove them as part of the clearing operation. Any tree that is designated for removal at the edge of the limits of clearing and grading or within a tree preservation area shall be removed using a chain saw to avoid damage to surrounding trees. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to the adjacent trees.
- (c) **Tree Protection Fencing.** All trees shown to be preserved on the GDP/SE/PCA Plat shall be protected during construction by tree protection fencing. Tree protection fencing four (4) feet high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart shall be erected at the limits of clearing and grading as shown on the demolition, and Phase I & II Erosion and Sediment

Control Sheets for those tree save areas depicted on the GDP/SE/PCA Plat. All tree protection fencing shall be installed prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing, except super silt fencing, shall be performed under the supervision of a certified arborist. Three (3) days prior to the commencement of any clearing, grading or demolition activities, UFM shall be notified and given the opportunity to inspect the site to assure that all tree protection devices have been correctly installed.

- (d) **Limits of Clearing and Grading.** The Applicant shall conform to the limits of clearing and grading as shown on the GDP/SE/PCA Plat, subject to the installation of utilities and/or trails as determined necessary by the Director of DPWES; however, no utilities shall be permitted in the northern buffer area, and in that area, the limits of clearing and grading shall be strictly adhered to. Minor adjustments to the clearing and grading limits within the central tree save area may be approved by UFM, in consultation with the Applicant's certified arborist or landscape architect based on field location of the quality trees identified by UFM and their driplines. All utility crossings (including stormwater management outfall facilities and sanitary sewer lines) shall be located outside the proposed tree save area, and the floodplain/RPA area at the southeast area of the site as described in Proffer No. 2f.
- (e) Peripheral and interior parking lot landscaping shall be provided in accordance with the PFM and as generally shown on Sheets 6 & 7/9 of the GDP/SE/PCA Plat.
- (f) Applicant shall preserve the floodplain, wetland area and RPA/EQC area shown in the southeast corner of the Property as delineated on Sheet 5 of 9 of the GDP/SE/PCA Plat in undisturbed open space by means consistent with the Public Facilities Manual. There shall be no encroachment during the construction period, or at any time after. The floodplain, wetland area and RPA/EQC area shall be protected during construction by protective fencing as described in 2(c) above. The limits of the floodplain, wetland area and RPA/EQC area shall be perpetually demarcated by a split rail or similar fence (which under no circumstances shall be a chain link fence), 42 – 48” in height with two (2) open sections or gates, not greater than 48” in width, for purposes of maintenance to be located as approved by UFM.
- (g) The cumulative tree coverage of the landscaping provided as outlined in Paragraphs 1(c), 2(a), 2(e), 2(f) and 4 herein shall result in a minimum composite site plan tree coverage calculation of fifteen percent (15%) of the gross site, although individual lots and site plans may provide less than fifteen percent (15%) tree coverage as may be permitted by UFM. In calculating the fifteen percent (15%) tree

coverage the Tree Save Area shall receive a credit factor of 2 in accordance with PFM, Table 12-11 to be confirmed by UFM.

Stormwater Management

3. Stormwater Management/BMPs shall be provided as determined by DPWES, unless otherwise modified or waived by the Director of DPWES. If the subject property is served by a single stormwater management/BMP facility, the facility shall be placed in a location that is in substantial conformance with the location shown on the GDP/SE/PCA Plat. In order to restore a natural appearance to the stormwater management pond, the landscape plan submitted as part of the first submission of the first site plan that includes the pond shall show a minimum of ten (10) deciduous trees, 3 – 4” in caliper; 20 conifers, 4 – 6’ in height; and 50 shrubs in the planting areas of the pond, in keeping with the planting policies of DPWES, and subject to UFM approval. The plants shall be installed and inspected as a prerequisite of bond release of the first site plan. All landscaping in this stormwater management pond area shall be maintained and watered, but shall not require underground automatic irrigation.

Stonecroft Boulevard Buffer

4. In conjunction with the first site plan approval and prior to the issuance of the first Non-RUP, a fifteen- foot (15’) wide landscape area shall be constructed along the Property frontage with Stonecroft Boulevard, subject to the approval of UFM. Landscaping materials within this buffer shall be similar in quality and quantity as illustrated on Sheets 6 & 7 of 9 of the GDP/SE/PCA Plat. The planting area shall include a continuous 24” high earthen berm and a continuous evergreen hedge planted at 36” trimmed to a minimum of 48” in height measured from the top of curb on Stonecroft Boulevard as generally depicted on the GDP/SE/PCA Plat to create a continuous, solid screening along the entire frontage of Stonecroft Boulevard. Deciduous canopy trees, a minimum of 3-4 inches in caliper, shall be planted 40 – 60 feet on center along Stonecroft Boulevard frontage in the 15 foot landscape area, as approved by UFM.

Parking

5. Each dealership shall accommodate the minimum number of parking and loading spaces as required per the Zoning Ordinance for the corresponding gross floor area and specific use(s). No dealership shall have more than 1,200 spaces, however, the cumulative site total shall not exceed 3,200, including rooftop parking.

- (a) Applicant may utilize parking on the roof of any building on any lot provided such parking is fully screened from Stonecroft Boulevard and Stonecroft Center Court by means of parapets and/or screen walls. Compensatory interior and peripheral parking lot landscaping, if required by DPWES for the rooftop parking, shall be provided elsewhere on the site as determined by UFM at the time of site plan approval. No parking shall be allowed on the access ramps to the roof.

- (b) The outdoor areas devoted to loading, parking and display of vehicles shall be limited to that area so designated on the GDP/SE/PCA Plat, and no vehicles shall be displayed on the site in a manner that will impede the flow of traffic or pedestrian access on-site. The display of vehicles will occur at grade only and no artificial elevation of display vehicles (such as rock piles or ramps) shall be permitted. No parking or display of vehicles shall be permitted along sidewalks or within landscaped or tree save areas. No test-driving of vehicles shall be permitted in landscaped areas.

Transportation Improvements

6. As a prerequisite to the issuance of the Site Plan approval for the second dealership on the Property, Applicant, at its expense, shall cause a traffic signal warrant study to be completed for the intersection of Stonecroft Center Court and Stonecroft Boulevard. If the study supports the issuance of a warrant for a signal at that intersection, and if that warrant is thereafter accepted by the Virginia Department of Transportation (VDOT) for installation of such a signal, then Applicant shall, at its expense, design and construct a signal at that intersection, or in the alternative, if approved by Fairfax County Department of Transportation (FCDOT), shall contribute the amount of the signal as determined by FCDOT to Bonds and Agreements, DPWES for construction of the signal by others, if required by VDOT.

7. Prior to issuance of the first Non-RUP, a striped, non-signalized, crosswalk shall be installed at the existing eastern curb cut on Tax Map 33-4 ((1)) 3C, connecting with the proposed easternmost curb cut for Building C as shown on the GDP/SE Plat.

Architectural Theme

8. In order to insure a consistent architectural theme and character throughout the Property, Applicant shall provide a uniform architectural theme for all structures within the Property.

- (a) The percentage of any one exterior material will not be less than approximately 10% nor more than approximately 50% of the total façade. The sides and rear of each building, the parapet wall used to screen roof parking and at least 60% of the front elevations will be comprised of a minimum of 50% masonry material such as brick, architectural concrete units (split faced or ground faced) or in the case of tilt up construction, pre-cast concrete with stone aggregate face, and/or glass. The balance of the façade material will be earth tone color of synthetic stucco or metal panels. All doors will be metal and of the same earth tone colors as the adjacent building material. All materials will be earth tones, from off-white to beige, sand, and/or shades of brown. All glass shall have non-reflective glazing and the same mullions. There shall be no porcelain/ceramic tiles/panels. Accent colors of the same earth tone range to create a distinctive façade base or horizontal bands to transition colors or types of

masonry, brick or precast materials, shall be exempt from the 10% minimum cited above.

- (b) Irrespective of the foregoing, in order to give individual identity to each dealership, the balance of the front elevation of each building (not more than 40%) may incorporate an architectural style, material, and color unique to that individual dealership; this may contain the dealership's marketing colors, specific logo, and signs as well as, an entrance feature.
- (c) Prior to the issuance of the first Building permit, Applicant shall submit elevations, a list of materials and their manufacturers, and colors to the Western Fairfax County Citizens Association Land Use Committee so that the Association may provide administrative advice and recommendations to the Applicant and the Sully District Supervisor who shall have final approval authority over the materials and colors. Once approved, all buildings shall utilize the approved list of materials and colors.
- (d) For buildings located on lots with frontage on Stonecroft Boulevard, there shall be no vehicular service entrances facing Stonecroft Boulevard.

Signage

9. All signs shall conform with the applicable provisions of the Zoning Ordinance. All signs, other than logo identification signage, shall incorporate consistent design elements including materials, color, font-style and lighting to insure a coordinated image for the Property. In addition, the Property shall be permitted to install and maintain a sign as depicted on Sheet 7 of 9 of the GDP/SE/PCA Plat, which sign shall be setback not less than twelve feet (12') from the right-of-way line. No bunting, flags, balloons, or other types of decorative materials used for promotional purposes shall be located in such a manner as to be visible from off-site, except as otherwise allowed by the provisions of Article 12 of the Zoning Ordinance. No temporary signs (including "popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or at the Applicant's direction to assist in wayfinding for individual dealerships on the Property. Furthermore, the Applicant shall direct the individual dealerships to adhere to this proffer.

Outdoor Lighting

10. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance and shall maintain a maximum lighting level of 30 foot-candles. A photometric plan is included in the GDP/SE/PCA Plat and shall be submitted and adhered to as part of the site plan approval. Lighting standards, if any, on the rooftop parking areas shall not exceed 12' in height with cut off fixture at the perimeter.

Loading and Unloading

11. All loading and unloading of vehicles shall be conducted on-site within the limits of each individual dealership. No loading and unloading shall be permitted along Stonecroft Boulevard or Stonecroft Center Court. Signs shall be posted at all entrances to the site, which state that no loading or unloading is permitted along Stonecroft Boulevard or Stonecroft Center Court.

Each dealership shall establish a written operating policy addressing this prohibition. The management of each dealership shall have the affirmative obligation to continually enforce that operating policy and cause all employees of each dealership, all car delivery companies and all other parts and material delivery companies and/or personnel to be advised of that policy. A designee of the vehicle sales establishments shall be available at all times to direct trucks to the loading/unloading areas. No overnight parking of tractor-trailers shall be permitted on Stonecroft Boulevard, Stonecroft Center Court or any other public roadways in the vicinity of the auto park.

Recycling

12. All uses within the auto park shall participate in a recycling program to recycle paper, aluminum, glass, used oil and other appropriate materials. Any car wash facilities will be designed to recycle "a minimum of 80% of the car wash work water," in accordance with Chapter 65 of the Fairfax County Code. Any body shop shall store, contain and dispose of all automobile engine fluids, in containers and per a disposal/recycling program. Prior to site plan approval, the Applicant will consult the Fairfax County Fire Marshall to develop and implement a written plan to cause proper disposal of all petroleum products, antifreeze, solvent, and other potential pollutants used, stored or collected on the Property.

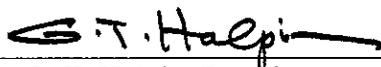
Binding Effect

13. These proffers shall be binding on Applicant and its successors and assigns.

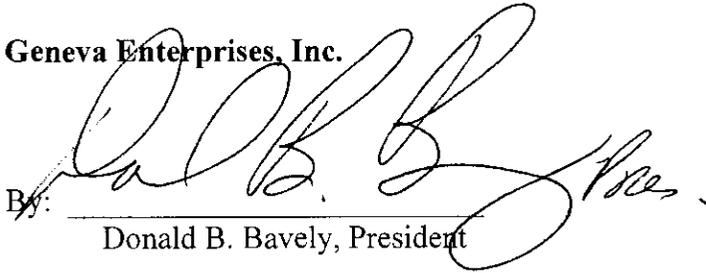
Execution in Counterparts

14. To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to this Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.

WEST*GROUP PROPERTIES LLC

By: 
G. T. Halpin, President

Geneva Enterprises, Inc.

By:  Donald B. Bavely, President

CAPPO PROPERTIES LLC

By:  _____

Name: JEFFREY CAPPO

Title: MANAGING MEMBER