

PROFFERS

MACS RETAIL LLC

PCA 84-S-027-08

August 3, 2016

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, MACS Retail LLC (hereinafter referred to as the "Applicant") and Sully Station, LLC (hereinafter referred to as the "Title Owner/Lessor") for themselves, successors and assigns in PCA 84-S-027-08, filed for property identified as Tax Map 44-3 ((7)) B3 (part) comprised of approximately 0.86 acre (hereinafter referred to as the "Application Property") hereby proffer that the development of the Application Property shall be in accordance with the following proffers, provided that the Board of Supervisors approves PCA 84-S-027-08. All other existing proffers affecting the Application Property shall remain in full force and effect and are not modified by these proffers except where inconsistent, in which case these proffers shall supersede.

1. FINAL DEVELOPMENT PLAN

- a. Subject to the provisions of 16-402 and 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development and use of the Application Property shall be in substantial conformance with the Proffered Condition Amendment/Final Development Amendment Plan (the "FDPA") consisting of thirteen (13) sheets, prepared by Core States Group dated June 19, 2015 and revised through August 3, 2016.
- b. Subject to the provisions of Section 18-204 of the Zoning Ordinance, minor modifications to the FDPA may be permitted as determined by the Zoning Administrator.
- c. As shown on the FDPA, the Applicant hereby amends Proffer 19 of PCA 84-S-027-01 to allow development of the Application Property with a service station and quick service food store.

4. GROSS FLOOR AREA

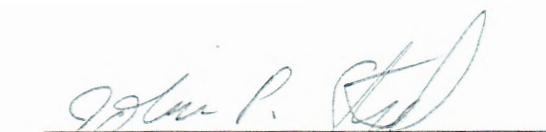
The Applicant hereby proffers not to exceed a floor area of 149,995 square feet.

8. SUCCESSORS AND ASSIGNS

These proffers shall bind and inure to the benefit of the Applicant, Title Owner/Lessor, and their successors and assigns.

APPLICANT/LESSEE OF TAX MAP
44-3 ((7)) B3 (part)

MACS RETAIL LLC



By: John P. Steel
Its: Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

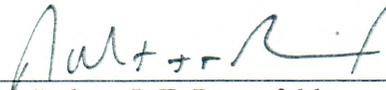
TITLE OWNER/LESSOR OF
TAX MAP 44-3 ((7)) B3 (part)

SULLY STATION, LLC

By: JBG/R Sully Station LLC, its co-manager

By: 1111 Property Associates (1998) LLC, its
managing member

By: Rosenfeld Realty Company, Inc., its
managing member



By: Robert J. T. Rosenfeld
Its: President

By: Moses LLC, its co-manager

By: Alfred H. Moses
Its: Manager

[SIGNATURES END]

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