

## PROFFERS

Pohanka Stonecroft LLC

RZ 2011-SU-024

February 17, 2012

Pursuant to Section 15.2-2303(a) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended) ("Zoning Ordinance"), and subject to the Board of Supervisors approval of the requested rezoning from the I-5 District to the C-8 District on property identified as Tax Map 33-4-((1))-1D ("Property"), the Applicant/Owner, for itself, its successors and assigns, ("Applicant") hereby proffers that development of the Property shall be in accordance with the following proffered conditions ("Proffers"). All other existing proffers affecting the 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. 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.

## A. GENERAL

1. Generalized Development Plan. Development of the Property shall be in substantial conformance with the combined Generalized Development Plan and Special Exception Plat ("GDP"), prepared by Burgess & Niple, entitled "Generalized Development Plan/Special Exception Plat, RZ 2011-SU-024, SE 2011-SU-009" and consisting of a total of 7 sheets, dated June 2011, as revised through February 1, 2012.
2. Minor Modifications. Subject to the provisions of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP and these proffers may be permitted as determined by the Zoning Administrator. The Applicant reserves the right to modify the layout shown on the GDP, including building footprint adjustments, at the time of site plan based on final engineering and design so long as the minimum required open space identified on the GDP tabulations and the minimum dimensions to the lot lines are not significantly diminished, and the minimum setback requirements continue to be met.
3. Maximum Intensity. A maximum of 74,700 square feet of gross floor area shall be permitted overall on the Property. The overall maximum floor area ratio shall not exceed 0.18 FAR as provided on the GDP.
4. Density Credit. Advance density credit shall be reserved as may be permitted by the provisions of Section 2-308 of the Zoning Ordinance for all eligible dedications as may be required by Fairfax County Department of Transportation ("FCDOT") or the Virginia Department of Transportation

("VDOT") pursuant to the Public Facilities Manual ("PFM"), at or prior to time of subdivision and/or site plan approval.

5. Uses. The primary uses on the Property shall be a vehicle sale, rental and ancillary service establishment and a vehicle major service establishment. Ancillary uses to the primary uses may include, but not be limited to, the following: vehicle rental establishments; light vehicle service establishments; new vehicle storage; retail sales; car wash and fueling station for use by the dealership; telecommunication and renewable energy facilities; and other typical ancillary uses and services associated with the primary uses.
6. Architecture. The architectural design of the buildings shall be in substantial conformance with the character of the elevations shown on Sheet 5 of the GDP. Building materials for the Property, as generally reflected on Sheet 5, shall be selected from among the following: exterior insulation finishing system, siding, brick, hardi-plank, masonry/stone, aluminum trim, glass, steel, split-face block and pre-cast panels, provided that final architectural detail and accents may include other materials. The elevations may be refined or modified as a result of final design and engineering so long as the character and quality of the buildings remain in substantial conformance with those shown.
7. Building Height. Building heights shall not exceed a maximum of forty (40) feet, unless an increase is permitted by the County pursuant to Section 9-607 of the Zoning Ordinance.
8. Phasing. The Applicant reserves the right to develop the Property with one building at a time. If only one building is initially constructed, then the land for the other building may be used as additional storage and display parking spaces until the second building is constructed.

B. ENVIRONMENTAL

9. Landscaping. Landscaping shall be provided in general as shown on Sheet 2 of the GDP. The exact number, size and spacing of trees and other plant materials shall be submitted concurrent with site plan review and shall be subject to the review and approval of the Urban Forest Management Division ("UFMD"), Department of Public Works and Environmental Services ("DPWES"). The Applicant shall provide maintenance and replacement of landscaping as necessary. Any new trees proposed to be located within an existing public utility easement shall be coordinated with the holder of the easement and with UFMD for viability. Any such trees which are proposed in an existing easement, but are not able to be located as shown on the GDP, shall be relocated elsewhere on the Property, as approved by UFMD.
10. Stormwater Management. Stormwater management/Best Management Practices ("BMP") requirements applicable to the Property are intended to be

met by the existing stormwater management pond located on the Property. Should it be determined by DPWES in conjunction with site plan review that the pond does not fully satisfy the applicable stormwater management/BMP requirements, the Applicant shall provide supplemental stormwater management/BMP controls as may be necessary to fully satisfy the requirements.

11. Native and Other Tree Species. To the extent possible, the Applicant shall incorporate native species and other tree species beneficial for wildlife, air quality and/or energy conservation into the landscape plan that is submitted in conjunction with the site plan, subject to review and approval by UFMD.
12. Outdoor 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 the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. The outdoor display areas shall not exceed a maximum maintained lighting level of thirty (30) footcandles, as measured horizontally at grade.
13. Green Building Construction Practices. The Applicant shall incorporate into the design and implement the items listed on the Green Building Construction Practices checklist attached as Exhibit A ("Sustainability Checklist"). The Sustainability Checklist will reflect the sustainable elements the Applicant agrees to incorporate into the Property. In addition, the Applicant shall, at the time of site plan review and building plan review, provide, from a LEED-accredited professional ("LEED-AP") either under the direction of or as a professional engineer or licensed architect, a certification statement confirming the Sustainability Checklist elements shall be incorporated into the design and construction of the Property ("Design Certification"). The Design Certification shall also confirm that the sustainable elements would be sufficient to generate significant energy savings and meet sustainability objectives as detailed in Exhibit A.

Prior to building plan approval for the Property, the Applicant shall execute a separate agreement and post a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the PFM. The amount of the escrow shall be \$2.00 per square foot of gross floor area of the building then being proposed (because the buildings depicted on the GDP for the Property may be developed in phases). The green building escrow shall be in addition to and separate from other bond requirements. This escrow shall be released once the following conditions have been met:

- Receipt, prior to final construction bond release, of a certification statement, including supporting documentation, from the Applicant's LEED-AP confirming that the Sustainability Checklist elements (or such alternative elements approved in advance by the Chief of the

Environment and Development Review Branch ("EDRB") of the Department of Planning and Zoning ("DPZ") after consultation with the Applicant's LEED-AP) were incorporated into the design and construction of the Property ("Construction Certification"); and

- Concurrence and acceptance of the Applicant's LEED-AP's Construction Certification by the EDRB.

If the Chief of EDRB does not concur or accept the Construction Certification and determines that the Sustainability Checklist elements have not been constructed or have not been implemented as agreed, the Chief of EDRB shall so notify the Applicant's LEED-AP. The Applicant's LEED-AP and the Chief of EDRB shall meet to discuss the alleged deficiencies and to develop appropriate resolutions, which may include substitute techniques or elements that achieve the same intended sustainability or energy conservation benefit. Thereafter, if the Applicant fails to take necessary corrective or curative actions and submit a revised Construction Certification within ninety (90) days, then the entirety of the green building escrow for the Property shall be released to Fairfax County and shall be posted to a fund within the county budget supporting implementation of county environmental initiatives; provided, however, that if such corrective and curative actions cannot reasonably be completed within said ninety (90) days, and the Applicant has commenced such actions, the time period may be extended as determined appropriate by the Zoning Administrator, an release of escrowed funds shall be made to the Applicant or to the county during the extension.

C. MISCELLANEOUS

14. Dumpsters. All dumpsters and compactors shall be fully screened from view from Stonecroft Boulevard through the use of solid, opaque enclosures or building location.
15. Reservation of Bus Stop Pad. Subject to the approval of FCDOT and VDOT, the Applicant shall reserve a pad area on or near the Property along Stonecroft Boulevard for the future installation by others of a bus stop.
16. Outdoor Storage. There shall be no outdoor storage or sales of materials on the Property, with the exception of vehicles for sale.
17. Loading and Unloading of Vehicles. No loading or unloading of vehicles shall be permitted along Stonecroft Boulevard.
18. Wind Turbine Facility. As an accessory structure, the Applicant shall construct, install and operate a wind turbine facility as a renewable energy source. The development of the facility shall be subject to any regulations, approvals or restrictions by any other governmental or public agency that govern its construction and operation. The location of the turbine shall be as

shown on the GDP. The height and blade width of the turbine shall not exceed that depicted on the detail plan attached hereto as Exhibit B.

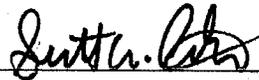
19. Signage. All signage on the Property shall conform to Article 12 of the Zoning Ordinance, except for those modifications in sign area and height specifically approved by the Board and consistent with the sign details shown on the GDP. In addition, pursuant to Section 2-505 of the Zoning Ordinance, all freestanding signs shall be located so as not to restrict sight distance for drivers entering or exiting travel intersections, aisles or driveways.
20. 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 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 application shall otherwise remain in full force and effect.
21. Successors and Assigns. These proffers shall bind and inure to the benefit of the Applicant and its 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 Property or any portion of the Property.

[SIGNATURE BEGINS ON THE FOLLOWING PAGE]

TITLE OWNER/APPLICANT  
Of Tax Map 34-3 ((1)) 1D

Pohanka Stonecroft LLC

By: Pohanka of Chantilly, Inc., Sole Member

By: 

Name: Scott A. Crabtree

Its: President and Director

[SIGNATURE ENDS]

Exhibit A

Green Building Construction Practices -- Checklist

The following is a list of the green building construction practices the Applicant proposes at the Property. The Applicant shall consider alternative techniques and practices to those contained in this list if there are technological advances and proven performance results that demonstrate at least the same amount of sustainability or energy conservation.

Proof of installation is understood as a signed and sealed letter from the LEED-AP and Architect of Record (if not one and the same) acknowledging the installation of each of the Checklist items.

1. The Applicant shall reduce utilities (natural gas and electricity) usage per square foot of gross floor area in the new dealership building by at least fifteen percent (15%) compared to the Applicant's affiliate's other three automobile dealerships in Fairfax County and at least equal to the Applicant's affiliate's Pohanka Honda of Fredericksburg dealership in Fredericksburg, Virginia. The Applicant shall provide proof of energy savings by comparing the new dealership building's utilities invoices for the first 90 days of operation after issuance of the Non-Residential Use Permit against the existing dealership buildings' invoices for the same period (based on building per square foot basis).
2. The Applicant shall provide secure bicycle racks and/or storage for 5 bicycles within 200 yards of a building entrance. The Applicant shall provide proof of installation and plan location.
3. The Applicant shall provide one shower and changing facility for employees within 200 yards of a building entrance. The Applicant shall provide proof of installation, plan location and manufacturers' product data for the showerhead.
4. The Applicant shall provide preferred parking for carpool or vanpool parking for 3 spaces. The location of the spaces shall be labeled on the site plan and the spaces shall be demarked with Reserved for Carpool/Vanpool Parking sign. The Applicant shall provide proof of installation and plan location.
5. The Applicant shall provide preferred parking for low-emissions vehicles parking for 4 spaces. The location of the spaces shall be labeled on the site plan and the spaces shall be demarked with Reserved for Low-Emissions Vehicle Parking sign. The Applicant shall provide proof of installation and plan location.
6. The Applicant shall provide a light pollution reduction strategy for interior and exterior lighting as listed in items 1 and 2 below. (Current energy codes

do not require either item). The Applicant shall provide proof of installation and plan locations.

- Interior Lighting - The input power of interior lighting shall be reduced (by automatic device of) below the interior lighting power maximum allowances per International Energy Conservation Code (IECC) Table 505.5.2 for all nonemergency interior luminaries with a direct line of sight to any openings in the envelope (translucent or transparent) between 11 p.m. and 5 a.m. After-hours override may be provided by a manual or occupant-sensing device provided the override lasts no more than 30 minutes.
  - Exterior Lighting - The input power of exterior lighting shall be reduced (by automatic device of) by 60% starting 30 minutes after closing (approximately 11:30 p.m.) to 5 a.m. (The Zoning Ordinance currently requires a minimum of 50% reduction of exterior lighting within 30 minutes of closing time).
7. The Applicant shall install a carwash as depicted on the site plan and building plan that shall capture and re-use an optimum of 80% and a minimum of 60% of the graywater generated from carwash operations, unless a more stringent recycling level is required per County code. The Applicant shall provide proof of installation and manufacturers' product data including water usage calculations for the anticipated water usage as well as the reclaimed water usage.
  8. The Applicant shall provide a means of aerating water in the existing on-site storm water pond to support healthy non-predatory fish and aquatic life after consultation with DPWES and subject to any regulations or restrictions by any government or public agency. The Applicant shall provide proof of installation and manufacturers' product data.
  9. The Applicant shall install a roofing membrane with a Solar Reflectance Index (SRI) equal to or greater than 78 for a minimum of 75% of the total roof area. The Applicant shall provide proof of installation, roof area calculations and manufacturers' product data.
  10. The Applicant shall install motion sensor faucets and flush valves and ultra-low-flow plumbing fixtures that have a maximum water usage as listed below. The Applicant shall provide proof of installation and manufacturers' product data.

Water Closet (gallons per flush, gpf)	1.28
Urinal (gpf)	0.5
Showerheads (gallons per minute, gpm*)	2.0
Lavatory faucets (gpm**)	1.5
Kitchen and janitor sink faucets	2.20
Metering faucets	0.25

- \* When measured at a flowing water pressure of 80 pounds per square inch (psi).
- \*\* When measured at a flowing water pressure of 60 pounds per square inch (psi).

11. The Applicant shall install landscaping in accordance with Proffer Nos. 9 and 11 that does not require a permanent site irrigation system from the public water supply. As stated in the Proffers, the number size and space of trees (including native and other species) and plant materials shall be submitted as a landscape plan that is part of the site plan, and shall be subject to review and approval of UFMD. A temporary irrigation system shall be allowed for the first year to allow plant establishment from the date of installation. The Applicant shall provide proof of installation, landscape plan and installation date.
12. The Applicant shall install dual (passive infrared and ultrasonic) technology occupancy sensors in all bathrooms, offices, break room, general office, conference room, training room, and storage areas. The Applicant shall provide proof of installation, plan locations and projected energy saving data from the manufacturer (if available).
13. The Applicant shall install daylight sensors that shall provide automatic dimming of the lighting in the showroom, training room, perimeter offices, conference room, and break room. The Applicant shall provide proof of installation, plan locations and projected energy saving data from the manufacturer (if available).
14. The Applicant shall install only LED or fluorescent lamps in all interior building lighting fixtures. The Applicant shall provide a maximum lighting power allowance of 1.25 watts/square foot (code maximum is 1.5 watts/square foot for retail area and 0.9 watts/per square foot for the service department area). The Applicant shall provide proof of installation, energy usage calculations and manufacturers' product data.
15. The Applicant shall generate on-site renewable energy through the construction of a wind turbine, as shown on the GDP, subject to any regulations, approvals or restrictions by any governmental or public agency that governs the construction and operation of the turbine. The energy generated shall be integrated into the main electric power grid for the Property. The Applicant shall provide proof of installation, installation

location, manufacturers' product data, and projected annual energy generation.

16. The Applicant shall install Energy Star appliances and equipment for all refrigerators, dishwashers, water heaters, computers, monitors, televisions, vending machines, water coolers, and other appliances and office equipment (if available). The Applicant shall provide proof of installation, installation locations, and manufacturers' product data, including the Energy Star energy guide.
17. The Applicant shall install at least one 8 foot or larger industrial ceiling fans to increase air movement. The Applicant shall provide proof of installation, installation locations, manufacturers' product data and projected energy savings data from the manufacturer (if available).
18. The Applicant shall install a minimum of 2 high-speed (60 inches/second minimum speed) overhead doors at the main entrances to the service department. The Applicant shall provide proof of installation, installation locations, manufacturers' product data and projected energy savings data from the manufacturer.
19. The Applicant shall increase the R-value of thermal insulation for the roof to R-24 (minimum code requires R-20) and for the cavity walls to R-30 (minimum code requires R-20.5) to reduce heat loss/gain. The Applicant shall provide proof of installation and manufacturers' product data.
20. The Applicant shall install a vestibule at the main front entrance opening to a space greater than 2,000 square feet (minimum code is 3,000 square feet). The Applicant shall provide proof of installation and installation location.
21. The Applicant shall install walk-off mat (minimum size of 36"x 48" at all customer entrance locations (minimum of 4 locations). The Applicant shall provide proof of installation, installation locations, and manufacturers' product data.
22. The Applicant shall provide an area for the separation, collection and storage of glass, paper, metal, plastic and cardboard generated by both customers and employees. The Applicant shall provide dedicated recycling areas in the customer lounge, the employee break room, and the service department. There shall be a dedicated area on the Property for the storage of the recycled materials. The Applicant shall provide proof of installation, installation locations and a copy of the Applicant's recycling hauling contract.
23. The Applicant shall use finish products that include a minimum of 10% of total recycled content (combined pre-consumer and post-consumer recycled content) for floor and wall tiles and wall coverings. The Applicant shall use

carpet and ceiling tiles that include a minimum of 40% of total recycled content (combined pre-consumer and post-consumer recycled content). The Applicant shall provide proof of installation and the manufacturers' product data indicating the recycled content.

24. The Applicant shall install carbon dioxide (CO<sub>2</sub>) monitors with demand control mechanical ventilation. CO<sub>2</sub> monitors shall be located in all occupied spaces with a design occupancy of 25 or more people per 1,000 square feet. Monitors shall be located between 3 and 6 feet above the floor. The Applicant shall configure all monitoring equipment to generate increased ventilation to restore proper ventilation levels per ASHRAE62.1-2007, or its equivalent. The Applicant shall provide proof of installation, the manufacturers' product data and installation locations.
25. The Applicant shall provide natural lighting through the use of windows and/or skylights to a minimum of 75% of the spaces. Areas excluded are the mechanical room and parts storage. The Applicant shall provide proof of installation, installation locations on the architectural plans and installation area calculation indicating 75% of the building area.
26. The Applicant shall prohibit smoking from inside the buildings and shall designate tobacco use areas a minimum of 50 feet away from building entries, outdoor air intakes and operable windows. The Applicant shall provide signage to allow smoking in designated areas and prohibit smoking in all other locations. The Applicant shall provide proof of installation and site locations.
27. The Applicant shall install HVAC unit filters with a minimum efficiency reporting value (MERV) rating of 8. (There is no known code minimum, but MERV ratings start at 1 as the lowest efficiency). The Applicant shall provide proof of installation and the manufacturers' product data.
28. The Applicant shall comply with volatile organic compound (VOC) limits established by the following list below. The Applicant shall provide proof of installation and the manufacturers' product data for finish adhesives, paint and coatings.

<u>Application</u>	<u>(VOC Limit g/L less water)</u>
Carpet Adhesive	50
Rubber floor adhesive	60
Ceramic tile adhesive	65
Anti-corrosive/ anti-rust paint	250
Clear wood finishes	350
Dry-fog coatings	400
Paint (flat, semi, and gloss)	250
Concrete curing compounds	350

Floor coatings	420
Primers	350
Stains, interior	250

29. The Applicant shall install carpet and carpet padding that shall meet the testing and product requirements of the Carpet and Rug Institute Green Label Plus Program. The Applicant shall provide proof of installation and the manufacturers' product data.
30. The Applicant shall install vinyl composition tile and rubber tile flooring that shall meet the requirements of the FloorScore certification program. The Applicant shall provide proof of installation and the manufacturers' product data and certification letter.
31. The Applicant shall not use any particle board, medium density fiberboard (MDF), plywood, wheatboard, strawboard, or panel substrates on the interior of the building which contain urea formaldehyde resins. Materials considered fixtures, furniture and equipment (FF&E) are not considered base building elements and are not included. The Applicant shall provide proof of installation and the manufacturers' product data.
32. The Applicant shall install regional and locally sourced asphalt and concrete materials from local providers. The Applicant shall provide proof of installation and invoice receipts.
33. The Applicant shall provide recycled crushed concrete for all concrete sub-base in lieu of gravel. The Applicant shall provide proof of installation and invoice receipts.
34. The Applicant shall have a construction waste management plan that consists of hiring a waste removal and diversion company to process all construction waste at a recycling center. The Applicant shall provide a copy of the waste removal contract as proof of compliance.
35. The Applicant shall provide at least one electric vehicle charging station. The Applicant shall provide proof of installation and plan location.

Green Operating Practices

In addition to the items on the Checklist above, the Applicant shall, to the extent practicable and in good faith, incorporate the following green operating practices into the business:

1. recycle all waste oil;
2. use vegetable oil for service lifts;
3. implement a battery/light bulb recycling program;
4. print brochures, pamphlets and other marketing materials on recycled paper;
5. provide education for customers on benefits of recycling, re-use and reduction in waste;
6. recycle computer equipment, printers, cartridges, etc.;
7. use "green" cleaning products for janitorial services;
8. use environmentally friendly refrigerants for the HVAC system to minimize global warming gasses released into the atmosphere;
9. provide vampire load management;
10. hibernate or turn off computer and office equipment;
11. educate salespeople about any green aspects of the vehicles sold at the dealership so that they may answer customer questions;
12. operate a service department seven days a week with extended hours to reduce peak hour traffic loads;
13. require no appointment for service; and
14. service and fix a minimum of 70% of vehicles while the customer waits to reduce overall number of trips to and from the dealership, and to reduce the need for loaner vehicles.

RZ 2011-SU-024

Exhibit B

Wind Turbine Facility Detail Plan

(Attached)

