

PROFFERS

PCA 2010-LE-005 Gramm Springfield Property, LLC September 15, 2014

Pursuant to Section 15.2-2303(a), *Code of Virginia*, 1950 as amended, and subject to the Board of Supervisors (“BOS”) approval of the requested Proffered Condition Amendment (“PCA”) on property identified as Tax Map 90-4 ((1)) 6A2, 6A3, 6A4, and 6A5 and collectively referenced as (the “Property”), or individually referred to as (“Parcels 6A2, 6A3, 6A4, or 6A5”) the Applicant/Owner for itself, its successors and assigns, (hereinafter referred to as the “Applicant”) hereby proffer that development of the Property shall be in accordance with the following proffered conditions provided that PCA application 2010-LE-005 is granted. In the event that PCA 2010-LE-005 is approved, then any previous proffers for the Property are hereby deemed null and void and hereafter shall have no effect on the Property. Fairfax County Tax Map Parcels 90-4((1)) 6B and 7A are incorporated in certain Proffers below as carried over from Rezoning, RZ 2010-LE-005, however they are not included within the land subject to this PCA application.

GENERAL

1. Generalized Development Plan. The Property shall be developed in substantial conformance with the combined Generalized Development Plan and Special Exception Plat (the “GDP/SE Plat”), prepared by Walter L. Phillips, Inc., entitled Safford Automotive and consisting of a total of 21 sheets, dated October, 4, 2013 as revised through July 21, 2014.
2. Minor Modifications. Minor modifications from what is shown on the GDP/SE Plat and these Proffers due to the final site design or engineering may be permitted pursuant to Section 16-403 (4) of the Zoning Ordinance. The building footprints may be adjusted within the proposed building envelopes as shown on the GDP/SE Plat so long as the minimum required open space identified on the GDP/SE Plat tabulations and the minimum dimensions to the lot lines are not significantly diminished, and continue to meet the minimum required setbacks.
3. Maximum Intensity. The maximum total floor area ratio on the Property shall not exceed .07 FAR as provided on the GDP/SE Plat. Any additional development on the remaining portion of the Property above which is shown on the GDP/SE Plat shall require the approval of a Proffered Condition Amendment “PCA” application.
4. Density Credit. Density credit is hereby reserved pursuant to Section 2-308 of the 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 Parcels 6A2, 6A3, 6A4 and 6A5.

5. Uses. The primary use on the Property shall be vehicle sale, rental, and ancillary service establishments. Ancillary uses, which shall be accessory to the dealership use and permitted by this approval, may include, but not be limited to, the following: retail sales; vehicle rental establishments; vehicle major and vehicle minor service; car washes and fueling stations for use by the dealerships; and telecommunication facilities limited to those that are mounted on the rooftops, mounted to the penthouse, or located within the buildings.
6. Architecture. The architectural design of the dealership buildings shall be in substantial conformance with the character of the elevations shown on Sheets P-601, P-602, P-603, and P-604 of the GDP/SE Plat. Modifications may be made to the final architectural designs if in substantial conformance with the elevations shown on the GDP/SE Plat.

TRANSPORTATION

7. Right of Way Reservation. As shown on the GDP/SE Plat, the Applicant shall reserve for future dedication approximately 105,445 square feet of land (which varies, but is approximately 78 feet in width from the centerline of Loisdale Road) along the Property frontage on Loisdale Road. The Applicant has shown that the ROW reservation may accommodate the widening of Loisdale Road as a four-lane divided road. This reservation shall occur no earlier than Site Plan approval. The Applicant shall dedicate the right-of-way in fee simple without encumbrance to the Board of Supervisors upon written demand by the County. The Applicant shall provide ancillary easements up to twenty (20) feet in width along the frontage of the Property if required for the construction of the future widening or transportation improvements.
8. Traffic Signal. Prior to issuance of the Non Residential Use Permit (“Non-RUP”) for Parcel 6A2, the Applicant shall submit a traffic signal warrant to VDOT for the intersection of Loisdale Road with the southern site entrance on Parcel 6A2. If the warrants have been met, as determined by VDOT, the Applicant shall design and construct (in coordination with VDOT) a traffic signal at the intersection in accordance with VDOT standards. **[The traffic signal warrant was submitted to VDOT and VDOT requested that it be resubmitted at the time that the proposed dealerships on Parcels 6A3 and 6A4 are operational. Please see Proffer #12.]**
9. Off-Site Road Improvements. Should VDOT grant approval for eleven (11) foot lanes or another design which does not require off-site right-of-way, the Applicant shall design and construct a second left turn lane and design and provide the necessary signal improvements on Newington Road at its intersection with Fairfax County Parkway prior to issuance of the Non-RUP for Parcel 6A2.
 - A. In the event there is not sufficient right-of-way for these improvements, the Applicant will make a good faith effort to obtain the needed right-of-way from that landowner. If the Applicant is able to obtain the needed

right-of-way, the Applicant shall complete the design and construction of a second left turn lane and provide the necessary signal improvements within twenty-four (24) months from the date that the right-of-way is acquired.

- B. In the event the Applicant is not able to acquire the subject right-of-way necessary to construct the off-site improvements, the Applicant shall submit a written request prior to the issuance of the Non-RUP. The written document will request that Fairfax County to acquire the right-of-way by means of its condemnation powers. In conjunction with such request, the Applicant shall forward to the appropriate County agency: (a) a plat, plans and profiles showing the necessary right-of-way to be acquired; (b) an appraisal prepared by an independent appraiser approved by the County which will appraise the value of the right-of-way; and (c) cash in the amount equal to the appraised value of the right-of-way of the off-site parcel. In the event the land owner of the off-site parcel is awarded more than the above-referenced appraised value of the right-of-way in a condemnation suit, the Applicant shall provide the amount of the award in excess of the cash amount to the County within 15 calendar days of said award.
 - C. If condemnation is pursued by the County, a Non-RUP shall not be withheld for the dealership prior to the completion of the condemnation process and the Applicant shall complete construction of the intersection and signal improvements within twenty-four (24) months of the acquisition of the off-site right-of-way. Should the County opt not to pursue condemnation for any reason, the Applicant shall provide a monetary contribution of \$75,000.00 toward the cost of the improvement and have no further obligation to obtain the off-site right-of-way.
 - D. Should the land owner of the off-site parcel propose to redevelop its property prior to the issuance of the Non-RUP for the dealership, or prior to the completion of a condemnation proceeding, the Applicant shall provide a monetary contribution in the amount of \$75,000.00 as its share for the cost of the improvement and shall have no further obligation to provide this improvement. **[The \$75,000 contribution has been paid to Fairfax County, therefore, this Proffer has been satisfied.]**
10. Bus Shelter Pad. Prior to the issuance of a Non-Residential Use Permit (“Non-RUP”) for the dealership on Parcel 6A2, the Applicant shall construct a bus shelter pad and any related sidewalk modifications for a bus stop along the Property frontage.
11. Interparcel Access. A public ingress-egress easement shall be provided between Parcels 90-4 ((1)) 5 and 6A2 as shown on the GDP/SE Plat. This access easement shall be shown on the initial and all subsequent site plan submissions and shall connect Parcels 6A2, 6A3, 6A4, 6A5 and Tax Map Parcel 99-2 ((1)) 2A and

allow for adequate two-way access to all site access points subject to Fairfax County Department of Transportation's approval.

The construction of the interparcel access on Parcels 6A3, 6A4 and 6A5 shall be constructed at the time of development of the respective Parcels, or earlier if desired by the Applicant. Final location of the interparcel access through the Property will be shown on the Site Plan.

12. Traffic Signal. Within six months of the issuance of the Non-RUP for Parcels 6A3 and 6A4, the Applicant shall submit a traffic signal warrant study to VDOT for the intersection of Loisdale Road with the southern property entrance on Parcel 6A2. If the warrants have been met, as determined by VDOT, the Applicant shall design and construct (in coordination with VDOT) a traffic signal at the Southern entrance on Parcel 6A2 in accordance with VDOT standards.
13. Transportation Improvements. Prior to issuance of the Non-RUP for Parcels 6A3 or 6A4, the Applicant shall provide a contribution of \$66,400.00 for transportation improvements. This contribution may be used by FCDOT for motorized or non-motorized improvements in the vicinity of the Subject Property.
14. Southern Entrance. The Applicant proposes full movement access at the southern entrance on Parcels 6A4 and 6A5 until such time that Loisdale Road may become a 4-lane divided road, or if the left-turning movement out of the site is deemed to be unsafe at the discretion of the Director of FCDOT. In the event of either of the aforementioned events, the Applicant understands that one or more of the left turn movements at the intersection may become restricted and the Applicant shall not claim damages from the Fairfax County Board of Supervisors or VDOT for the restriction of access.
15. Bicycle Lane. A portion of the land within the reservation area, as indicated in the GDP/SE plat, will be dedicated in fee simple to the Fairfax County Board of Supervisors at the time of Site Plan. The Applicant will widen the pavement along the Loisdale Road frontage for the future bicycle lane. The bicycle lane shall be a minimum of four feet wide adjacent to the curb and gutter and five feet wide adjacent to the right-turn lane. The pavement for the bicycle lane and the gutter pan shall be flush. The pavement for the future bicycle lane will transition to meet the curb within the southern right-turn lane taper proposed by Jennings Toyota and the existing curb at the Applicant's southern property line.
16. Bus Shelter. Prior to the issuance of the Non-RUPs for both dealerships located on Parcels 6A3 and 6A4, the Applicant shall construct a bus shelter on the bus shelter pad described in Proffer #10. The Applicant shall be responsible for any related sidewalk modifications for the bus stop. The final location, size, and any associated easement for the bus shelter will be as shown on the approved plan. The bus shelter shall be consistent with Fairfax County standards and shall not exceed a cost of \$ 7,500.00, subject to escalation relative to the Consumer Price Index.

17. The following condition sets forth a program for a Transportation Demand Management Plan (the "TDM Plan") that shall be implemented by the Applicant on Parcels 6A3 and 6A4 to encourage the use of transit (Metrorail and bus), other high occupancy vehicle commuting modes, walking and biking all in order to reduce automobile trips generated by the Property.
 - A. Program Manager. Prior to the approval of the Site Plan, the Applicant shall designate an individual to act as the Program Manager ("PM"), whose responsibility shall be to implement the TDM strategies. The duties of the PM may be part of other duties assigned to the individual(s).
 - B. TDM Plan. Ninety (90) days after the appointment of the PM, the PM shall submit to FCDOT for review and approval the TDM Plan to be implemented for the Property. The TDM Plan and any amendments thereto shall include, but not be limited to, provisions for the following with respect to the Property:
 - i. Information Dissemination. The PM shall make Metrorail and bus maps, schedules and forms, ridesharing, and other relevant transit option information available to employees, visitors, and guests in a common area; such as the central lobby and management office.
 - ii. Ride Matching. The PM shall coordinate and assist with vanpool and carpool formation programs, ride-matching services, and established guaranteed ride home programs for employees.
 - iii. Preferential Parking. Applicant shall provide preferential parking for employees can/van pools in all parking facilities within the Property.
 - iv. Coordination. The PM shall work with FCDOT, and any other transportation management entities established in the local area of the development, to promote alternatives to single-occupant automobile commute trips.
 - C. FCDOT Response. If FCDOT has not responded with any comments to the PM within ninety (90) days of receipt of the TDM Plan, the TDM Plan shall be deemed to be approved, and the Applicant, through the PM, shall implement the TDM Plan.
 - D. Annual Surveys and Coordination with FCDOT. One (1) year following approval of the TDM program by FCDOT for the Property, or at such time that the dealerships are operational, the PM shall conduct a survey (the "Survey") to then be completed every four

(4) years and provided to FCDOT. The Survey shall be conducted during a week without any holidays and when Fairfax County Public Schools are in session. The Survey shall gather information on the effectiveness of the TDM Plan and shall be used by the PM to determine whether changes to the TDM Plan are needed. If the Survey reveals that changes to the TDM Plan are needed, the Applicant, through the PM, shall coordinate such changes with FCDOT and implement and adjust the TDM Plan accordingly. The PM shall coordinate the preparation of the Survey materials and the methodology for validating survey results with FCDOT at least thirty (30) days prior to completing each Survey, and shall collect and analyze the results. Such analysis shall include at a minimum:

- i. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
- ii. The number of people surveyed and the number of people who responded on the Property;
- iii. The results of any surveys taken during the survey period;
- iv. The number of employees participating in the TDM programs displayed by mode of use; and
- v. An evaluation of the effectiveness of the TDM Plan and its program elements and, if necessary, proposed modifications to the plan and program elements. After the completion of the 4th survey, FCDOT may, at their discretion, terminate the need for further surveys.

E. SmarTrip Cards. The Applicant will encourage every employee to commute to-and-from work one day using only public transportation for their entire commute (VRE, Metrorail, Metrobus, and the Fairfax Connector), by reimbursing them the cost of the full round trip commute. This will enlighten every employee on their commuting options as well as educate them in case of an emergency. The Safford dealerships will promote a “Go Public for a Day!” program and those employees that express interest to continue commuting by transit will be provided a SmarTrip card in the amount of \$30.

ENVIRONMENTAL

18. Stormwater Management Facilities/Best Management Practices. For Parcel 6A5, as shown on Sheets P-307, P-501 and P-502 of the GDP/SE Plat, Stormwater Management (SWM) and Best Management Practices (BMP) shall be provided in a combination of an underground detention facility or detention pond and BMP measures located on Parcel 6A5. The sizes, locations and types of SWM and BMP facilities may be revised at time of Site Plan as allowed and required by the Public Facilities Manual. At the time of the Site Plan, the Applicant shall

incorporate Low Impact Development (LID) features into the site design subject to the approval of DPWES. Examples include, but are not limited to, the use of vegetated swales, natural open space or Filterstrips.

At the time of Site Plan for Parcel 6A2, the Applicant shall pursue a waiver request of Public Facilities Manual (PFM) Section 6-0201 for Department of Public Works and Environmental Services (“DPWES”) consideration to maintain the existing outfall condition (sheet flow) across Fairfax County Tax Map parcel 90-4 ((1)) 6B in lieu of the requirement to construct channels for stormwater outfall.

As shown on Sheets P-307, P-501 and P-502 of the GDP/SE Plat, Stormwater Management (SWM) for Parcels 6A3 and 6A4 shall be provided in an underground detention facility or detention pond located on Parcel 6A5. BMP measures will be provided on Parcels 6A3 and 6A4. At the time of the Site Plan, the Applicant shall incorporate Low Impact Development (LID) features into the site design subject to the approval of DPWES. Examples include, but are not limited to, the use of bioretention filter(s) or natural open space. The sizes, locations and types of SWM and BMP facilities may be revised at time of site plan as allowed and required by the Public Facilities Manual.

Landscaping. Site Plan submissions shall include a landscape plan for that is in substantial conformance with the approved GDP/SE Plat. The exact number, size, and spacing of trees and other plant materials shall be submitted at the time of final Site Plan review and shall be subject to review and approval by Urban Forestry Management Division (UFMD). The Applicant shall exclusively use native and improved cultivars of native trees and non-invasive species for landscape and other plantings on the site. The Applicant shall provide planting lists showing species and location of plantings.

19. Tree Preservation. The Applicant shall submit a Tree Preservation Plan and narrative as part of the first and all subsequent Site Plan submissions. The preservation plan and narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist, and shall be subject to the review and approval of the UFMD and DPWES.

The Tree Preservation Plan shall include a tree inventory that identifies the location, species, critical root zone, size, diameter at breast height (DBH), and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead, with trunks 8 inches in diameter and greater (measured at 4 ½ feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet to either side of the limits of clearing and grading. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the GDP/SE Plat and those additional areas in which trees can be preserved as a result of final engineering. The Tree

Preservation Plan and narrative shall include all items specified in PFM 12-0506 and 12-0508. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.

20. Tree Appraisal. For Parcels 6A3 and 6A4, the Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 12 inches in diameter or greater located on the Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan of the respective site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called “Trunk Formula Method” contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFMD.

At the time of the respective Site Plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with the paragraph above (the “Bonded Trees”) that die or are dying due to unauthorized construction activities. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFMD. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for the improvements on the Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

21. 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 walk-through meeting. During the tree preservation walk-through meeting, which shall occur prior to clearing and grading, the Applicant’s certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD/DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees which are identified as dead or dying may be removed as

part of the clearing operation. Any tree that is so designated shall be removed using a chain saw, and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. Stump removal shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.

22. 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 specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the GDP/SE, they shall be located in the least disruptive manner necessary as determined by the UFMD/DPWES. A replanting plan shall be developed and implemented, subject to approval by the UFMD/DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities.
23. Tree Preservation Fencing. All trees shown to be preserved on the Tree Preservation Plan shall be protected by tree protection fencing. Tree protection fencing in the form of four (4) foot 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, or super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading as shown on the site plan, as may be modified by the "Root Pruning" proffer below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD/DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly as determined by the UFMD/DPWES.

24. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the Tree Preservation Plan of the Site Plan submission. The details for these treatments shall be reviewed and approved by the UFMD/DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to, the following:

- A. Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
 - B. Root pruning shall take place prior to any clearing and grading or demolition of structures.
 - C. Root pruning shall be conducted with the supervision of a certified arborist.
 - D. An UFMD/DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.
25. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The Applicant shall retain the services of a certified arborist or Registered Consulting Arborist to monitor all construction work and tree preservation efforts in order to ensure conformation with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping Plan and Tree Preservation Plan, and reviewed and approved by the UFMD/DPWES.
26. Reforestation. A reforestation plan for Parcel 6A2 for the area as shown on the RZ 2010-LE-005 GDP/SE Plat located on Parcel 6A2 shall be submitted concurrently with the first and all subsequent Site Plan submissions for review and approval in writing by the UFMD and DPWES, and shall be implemented as approved, and as field verified by UFMD. The plan shall contain an appropriate size, quality and selection, of species based on existing and proposed site conditions to restore the area to a native forest cover type. The reforestation areas will have the following densities of plantings per acre outside of utility and storm drainage easements: 100 overstory trees, 200 understory trees, and 1089 shrubs. Areas to be reforested within utility and storm drainage easements where planting trees is not allowed or suitable will have the following densities of plantings per acre: 1,489 shrubs, and over-seeding with a conservation seed mixture approved by UMF. The reforestation plan shall include, but not be limited to, the following:
- A. Plant list detailing species, sizes, quantities and stock type of trees and other vegetation to be planted;
 - B. Soil treatments and amendment, if necessary;
 - C. Mulching specifications;
 - D. Methods of installation;
 - E. Maintenance;

- F. Mortality threshold;
 - G. Monitoring; and
 - H. Replacement schedule.
27. Green Building. The Applicant shall include a LEED-accredited professional as a member of the design team for parcels 6A3 and 6A4. The LEED-accredited professional will work with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain green building measures equivalent to the base level of LEED certification. Prior to building plan approval, the Applicant will provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional. In addition, the Applicant shall register that project with the United States Green Building Council (USGBC).
- The Applicant shall use thermoplastic membrane (TPO) roofing material with a Solar Reflectance Index (SRI) of greater than .50, which is the Energy Star standard. In addition, the Applicant shall have the option to consider the inclusion of additional green building technologies, such as solar panels. Should the Applicant pursue solar energy technologies in the future, panels and other related mechanical equipment shall be subject to Section 2-506 of the Zoning Ordinance.
28. Water-efficient Landscaping. The Applicant shall primarily install water-efficient landscaping. The Applicant shall provide a planting list with the number, size, and space of trees (including native and other species) and plant materials as a landscape plan that is part of the Site Plan which shall be subject to County review and approval.
29. Conservation Easement. The conservation easement areas shown on the GDP/SE Plat shall remain as undisturbed open space with the exception of permitted trails, seating areas, and other passive recreational amenities and shall be subject to a recorded conservation easement as shown on the GDP/SE Plat running to the benefit of Fairfax County, in a form approved by the County Attorney. The easement shall prohibit the removal of trees except those which are dead, diseased, noxious/invasive or hazardous.
30. Geotechnical. Prior to Site Plan approval, if requested by DPWES, and in accordance with the provisions of the Public Facilities Manual, a geotechnical study of the Property shall be submitted to the Geotechnical Review Board through DPWES and shall incorporate appropriate engineering practices as recommended by the Geotechnical Review Board and DPWES to alleviate potential structural problems, to the satisfaction of DPWES.
31. Lighting. Any site lighting shall meet the requirements of Part 9 of Article 14 of the Zoning Ordinance.

ATHLETIC FIELD

32. Athletic Field. A rectangular, athletic field (the “Field”) shall be provided on Parcel 7A. Per the note on Sheet 4 of the RZ 2010-LE-005 GDP/SE Plat, a minor lot line adjustment is proposed in order to locate the Field wholly on Parcel 7A. The Field shall meet a minimum dimension of 340 feet in length by 205 feet in width with ten (10) foot overruns on each side and shall be constructed with synthetic turf and lighting. The Applicant shall either construct the Field after site preparation is complete or pay the equivalent cash value (\$1,100,000.00) to FCPA to construct the Field. Under this option, the cash payment shall escalate from the date of rezoning approval (for RZ 2010-LE-005) to the date of payment consistent with the Code of Virginia and based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) (“CPI-V”). Under the option that FCPA constructs the Field, the Applicant shall design and prepare the Site Plan; clear and rough grade the Field to a depth below finished grade as directed by FCPA; install all underground conduit and water lines; construct retaining walls, and construct the ditch and storm drainage system west of the Field, as shown on the GDP/SE Plat.

The Applicant’s initial design of the Field as shown on the RZ 2010-LE-005 GDP/SE Plat meets FCPA standards as to the slope of the field surface. At the time of Site Plan for Parcel 6A2, should FCPA request a crowned field surface instead of a sloped field surface, the retaining walls as shown on the 2010-LE-005 GDP/SE Plat shall be permitted to be modified accordingly in both length and height. Additionally, should the finalized RPA redelineation require modification of the retaining walls due to the determined limits of the Resource Protection Area at the time of site plan, FCPA shall work with the Applicant to redesign the retaining walls or accept a reduced size for the Field. Modification of the proposed retaining walls and/or field size in consultation with FCPA shall not require the Applicant to amend the 2010-LE-005 GDP/SE Plat or obtain approval of a PCA application.

The Applicant shall provide full water and electrical connections sufficient for Field lighting at the property line of Parcel 7 for future use by FCPA. Any and all Field lighting shall meet FCPA lighting standards and specifications. The Applicant shall obtain all site plan approvals needed for construction of the Field and allow for full construction access should FCPA construct the Field.

If the FCPA is to construct the Field, completion of the Field or preparatory construction described above shall be no later than one year after the issuance of a Non-RUP for Parcel 6A2, recognizing that if seasonal timing of certain construction activities associated with the Field delays completion up to 18 months, a PCA shall not be required, and the Applicant shall not be deemed to be in violation of these proffers. The Applicant reserves the right to request an administrative extension of the date of completion due to unforeseen circumstances, as determined by the Zoning Administrator.

33. Dedication of Parcel 7A. Dedication of Parcel 7A to FCPA shall be in fee simple without monetary or other encumbrances or covenants and shall occur no later than completion of the Field and release of bond requirements for Parcel 7A. Any surface debris or waste currently on Parcel 7A shall be removed prior to dedication. Dedication of Parcel 7A to FCPA may occur earlier in the event the cash contribution option is provided to the FCPA for their construction of the Field.
34. Shared Parking for Recreational Field. Fifty (50) parking spaces shall be provided in the area located in the northeast corner of Parcel 6A2 and identified as “Parking lot to be shared between dealership and recreational field” on Sheet 4 of the RZ 2010-LE-005 GDP/SE Plat. The Applicant shall coordinate with the FCPA on the terms of a shared parking agreement between Jennings Business Park, LLC and FCPA. Should a shared parking agreement not be successfully completed in a form acceptable to the County Attorney prior to the completion of the Recreational Field, then the Applicant shall provide an easement over fifty (50) parking spaces located in the northeast corner of Parcel 6A2 which allows FCPA to have full use of these spaces during hours that the Recreational Field is open to the public. A public access easement shall be provided for the trail accessing the Field, as shown on the RZ 2010-LE-005 GDP/SE Plat and for the area of the designated shared or provided parking spaces to be used for the Field. **[This public access easement has been recorded in Deed Book 22334, Page 2189.]**

MISCELLANEOUS

35. Dedication of Parcel 90-4 ((1)) 6B to FCPA. In connection with rezoning RZ 2010-LE-005, Parcel 6B shall be dedicated to FCPA at the time that Parcel 7A is dedicated, or sooner as determined by the Applicant. Dedication shall occur in fee simple without monetary or other encumbrances or covenants. Any surface debris or waste currently on Parcel 6B shall be removed prior to dedication. The Applicant has entered Parcel 6B into the Commonwealth of Virginia Department of Environmental Quality (VDEQ), Voluntary Remediation Program (VRP). The VRP allows a participant to assess and clean up a property voluntarily, without assuming liability for environmental conditions not caused by their use or actions. Assessment and cleanup is conducted with VDEQ concurrence and, upon demonstration of successful completion of an assessment and cleanup, a No Further Action Determination in the form of a Certificate of Satisfactory Completion can be obtained from the VDEQ. The Certificate is transferable from owner to owner as long as property use (current and proposed) remains the same. Assessment and cleanup of Parcel 6B will be based on planned future site use which is undeveloped recreational use wooded land, with future improvements limited to construction of hiking, biking, and walking trails.
36. Signage. Signage for Parcel 7A shall be the responsibility of the FCPA and shall be provided in accordance with the Zoning Ordinance. FCPA shall install the signage for the Field.

Signage for Parcel 6A2 and 6A5 shall be provided in accordance with Article 12 of the Zoning Ordinance, however, Jennings Business Park, LLC, Toyota, or another agent hired by Toyota, may file a Category 6 Special Exception application for waiver of certain sign regulations may be filed in the future.

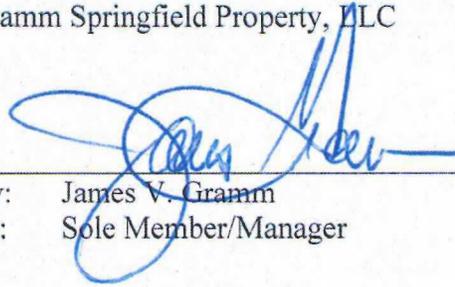
Signage for Parcels 6A3 and 6A4 shall be provided in accordance with Article 12 of the Zoning Ordinance, however, the Applicant, any of the affiliated automotive brands, or another agent, may file a Category 6 Special Exception application for waiver of certain sign regulations.

37. Lee District Park Contribution. Prior to Site Plan approval for Jennings Toyota, The Applicant shall make a contribution of twenty-five thousand dollars (\$25,000.00) to the Fairfax County Park Authority for the Robert Good Memorial portion of the Family Recreation Area at the Lee District Park. This contribution may be made in two separate payments. **[This monetary contribution has been made to the Fairfax County Park Authority, therefore, this Proffer has been satisfied.]**
38. Loisdale Park Contribution. Prior to Site Plan approval for both parcels 6A3 and 6A4, the Applicant shall make a contribution of \$2,000.00 to the Fairfax County Park Authority intended for improvements to Loisdale Park.
39. Successors and Assigns. These proffers shall 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.

[SIGNATURES BEGIN ON THE NEXT PAGE]

APPLICANT/CONTRACT PURCHASER OF
of Tax Map 90-4 ((1)) 6A3

Gramm Springfield Property, LLC

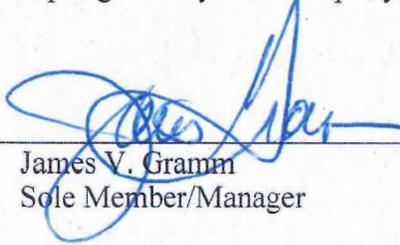
A handwritten signature in blue ink, appearing to read 'James V. Gramm', is written over a horizontal line.

By: James V. Gramm
Its: Sole Member/Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

CONTRACT PURCHASER OF
of Tax Map 90-4 ((1)) 6A4

Gramm Springfield Hyundai Property, LLC

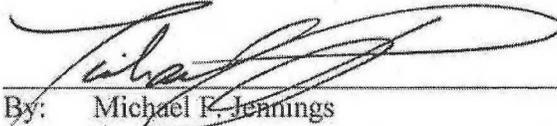
A handwritten signature in blue ink, appearing to read 'James V. Gramm', is written over a horizontal line.

By: James V. Gramm
Its: Sole Member/Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER
of Tax Map 90-4 ((1)) 6A2, 6A3, 6A4 and 6A5

Jennings Business Park, LLC

A handwritten signature in black ink, appearing to read "Michael P. Jennings", is written over a horizontal line.

By: Michael P. Jennings
Its: President and Manager

[SIGNATURES END]