



FAIRFAX COUNTY

APPLICATION FILED: March 3, 2005
PLANNING COMMISSION: September 14, 2005
BOARD OF SUPERVISORS: September 26, 2005
@ 3:30 pm

V I R G I N I A

August 31, 2005

CRD

STAFF REPORT

APPLICATION RZ/FDP 2005-MA-008

MASON DISTRICT

APPLICANT: FF Realty LLC and Clemente LLC

PRESENT ZONING: *Parcel 62-3 ((1)) 14*
C-3 (Office District)
CRD (Commercial Revitalization District)
HC (Highway Corridor Overlay District)
SC (Sign Control Overlay District)
Parcels 62-3 ((1)) 13A, 17-19; 62-3 ((7)) 1A, 2A, 3-5, 6A, 7A, 8-10
R-3 (Residential, three dwelling units per acre), HC, SC
(Pt. 15 also CRD)

REQUESTED ZONING: PRM (Planned Residential Mixed-Use)
CRD, HC, SC

PARCEL(S): 62-3 ((1)) 13A, 14-15, 17-19;
62-3 ((7)) 1A, 2A, 3-5, 6A, 7A, 8-10; and portions of
Condit St., S. Greenbrier St., and related cul-de-sacs
rights-of-way to be vacated and/or abandoned

ACREAGE: 7.21 acres
(*Fairfax County land only*)

FAR: 1.65
(*including bonus density for the provision of Affordable
Dwelling Units*)

RESIDENTIAL DENSITY: 57.56 du/ac
(*including bonus density for the provision of Affordable
Dwelling Units*)

OPEN SPACE:	45%
PLAN MAP:	Office; Residential @ 2-3 du/ac with an option for high density residential @ 1.45 FAR
PROPOSAL:	To rezone from the C-3/CRD/HC/SC and R-3/HC/SC Districts to the PRM/CRD/HC/SC Districts to permit development of a multi-family residential development (up to 415 units)

STAFF RECOMMENDATIONS:

Staff recommends approval of RZ 2005-MA-008 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of FDP 2005-MA-008 subject to the FDP conditions found in Appendix 2 of this report, and to the Board's approval of the rezoning and Conceptual Development Plan.

Staff recommends approval of a waiver of the service drive along Route 7 and of interparcel access to the west (church site).

Staff recommends approval of a modification of the loading space requirement (from 5 spaces to 3 spaces)

Staff recommends approval of a modification of transitional screening/barrier, and of Baileys Crossroads streetscape requirements, in favor of that shown on the CDP/FDP.

Staff recommends approval of a modification of the trail requirement on Route 7 and S. George Mason Drive in favor of sidewalks and streetscape as shown.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290 TTY 711 (Virginia Relay Center).



Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

**A GLOSSARY OF TERMS USED
FREQUENTLY IN STAFF REPORTS CAN BE
FOUND AT THE BACK OF THIS REPORT**

DESCRIPTION OF THE APPLICATION

Proposal:

The applicant, FF Realty LLC and Clemente LLC, requests approval to rezone 7.21 acres from the C-3 District (Office), CRD (Commercial Revitalization), HC (Highway Corridor Overlay), and SC (Sign Control Overlay) and the R-3 (Residential, three dwelling units per acre), HC, and SC Districts; to the PRM (Planned Residential Mixed-Use), CRD, HC, and SC Districts. The application proposes development of a maximum of 415 multi-family units in four buildings, with parking provided entirely in underground structures. The application proposes a residential density of 57.56 du/ac and an FAR (floor area ratio) of 1.65, including bonus density for the provision of Affordable Dwelling Units (11 units). The applicant is requesting approval of a combined Conceptual/Final Development Plan (CDP/FDP).

The applicant's draft proffers, staff's proposed development conditions, the applicant's Affidavit and the Statement of Justification can be found in Appendices 1-4, respectively.

This application must also comply with certain Zoning Ordinance Provisions found in Article 6, Planned Development Districts, and Article 16, Development Plans, excerpts of which are found in Appendix 14.

Waivers and Modifications Requested:

- Waiver of service drive along Route 7
- Waiver of interparcel access to the west (church site)
- Modification of loading spaces (from 5 to 3)
- Modification of transitional screening in favor of streetscape and landscaping as shown
- Modification of Baileys Crossroads streetscape in favor of that shown on the CDP/FDP
- Modification of trail requirement on Route 7 and S. George Mason Drive in favor of sidewalks and streetscape as shown

LOCATION AND CHARACTER

Site Description:

The 7.21 acre application property is located in the Baileys Crossroads area, on the north side of Route 7 (Leesburg Pike), between S. George Mason Drive and

S. 14th Street. The majority of the block has been consolidated, leaving out the two parcels at the corners of S. George Mason Drive and S. 14th Street. The eastern portion of the site consists of two cul-de-sacs developed with single family houses (rights-of-way for the cul-de-sacs are also included in the application). The portion of the site fronting Route 7 is commercially zoned (C-3 and CRD) but undeveloped. The northern parcels extend into adjacent Arlington County (0.28 acre); this land area is included in the development as open space, but not included in the actual rezoning area nor any tabulations.

Surrounding Area Description:

Direction	Use	Zoning	Plan
North	Wakefield Junior/Senior High School (Arlington County)	zoned S-3A	Public (Parks--Local, regional, and federal, Schools—public, Parkways, major unpaved rights-of way. Libraries and cultural facilities) “Low” Residential (1-10 units/acre)
	Four unconsolidated SFD (Arlington County)	zoned R-6	
South	Multi-family residential (Skyline Plaza)	PDC	Mixed use at 1.85 FAR
East	Single Family Detached Residential	R-4 & R-3	Residential, 2-3 du/ac
Southeast (unconsolidated)	Office	C-3	Office
West	Single Family Detached Residential (VA Heights)	R-3	Residential, 5-8 du/ac
	Single Family Attached Residential (Skyline Village)	R-20	Residential, 2-3 du/ac
Southwest (unconsolidated)	Church	R-3	Institutional

BACKGROUND

- RZ 84-M-121 was approved on June 17, 1985 to rezone parcel 62-3 ((1)) 14 from the R-3 to the C-3 for office use.
- PCA 84-M-121 was recommended for approval by staff, but was deferred indefinitely and subsequently dismissed on October 25, 1991.
- Comprehensive Plan Amendment No. 2003-09--adopted on September 27, 2004--modified the Plan language to add an option for residential use with an intensity of 0.8

to 1.85 FAR and a density of up to 80 du/ac (plus bonus density for the provision of Affordable Dwelling Units). See Plan text below.

COMPREHENSIVE PLAN PROVISIONS (See Appendix 5)

Plan Area:	I
Planning District:	Baileys Planning District
Planning Sector:	Baileys Crossroads Community Business Center; Sub-Unit C-7
Plan Map:	Office; Residential @ 2-3 du/ac
Plan Text:	

In the Fairfax County Comprehensive Plan, 2003 Edition, Area I, Baileys Planning District as amended through December 6, 2004, Baileys Crossroads Community Business Center, Sub-unit C-7, page 34-37 states:

“As an option, for a major redevelopment project, this area may be appropriate for residential use resulting in an intensity of .8 to 1.85 FAR and density up to 80 du/ac (excluding ADU and bonus units). Other uses are encouraged to be incorporated in this redevelopment, which may include office, hotel and retail uses as well as support service uses, provided that these uses are an integral component and do not exceed 20% of the total square footage. Under this option, a development proposal should: substantially improve the area’s appearance, pedestrian scale and character consistent with revitalization objectives; result in the cohesive redevelopment at this edge of the Baileys Crossroads CBC; and be designed in a manner that provides a transition in scale and building mass to adjacent residential areas. Under this option, proposed development must address the Area-wide recommendations for the Baileys Crossroads CBC as well as be consistent with the following guidance:

- 1) Substantial and logical consolidation should occur with a minimum of seven acres including all residential parcels in Fairfax County oriented to South Fourteenth Street and South George Mason Drive.
 - The high end of the intensity range, approximately 1.45 to 1.85 FAR, should only be achieved if two of the three parcels fronting on Route 7 are incorporated in the consolidation, which would result in including the parcel at the corner of Route 7 and South George Mason Drive or the parcel at the corner of Route 7 and South Fourteenth Street. The inclusion of either corner can result in significant visual improvement along this portion of Route 7 and increase the opportunity for creating a sense of place at this edge of the Baileys Crossroads CBC. A development proposal without consolidating most of the Route 7 frontage should not be at an intensity above 1.45 FAR.

- A development proposal is strongly encouraged to include the four parcels in Arlington County at the southwest corner of Dinwiddie Street and South Fourteenth Street. If included in a development proposal, the Arlington parcels should provide an open space amenity for the area.
 - A development proposal must demonstrate how unconsolidated parcels could redevelop in a compatible manner with proposed development or at a minimum, how the development proposal is compatible with the existing use on unconsolidated parcels. If the parcel at the corner of Route 7 and South George Mason Drive is not included in the consolidation under this option, this parcel should be limited to the current use (i.e. a church) or other institutional uses. If the existing office building at the corner of Route 7 and South Fourteenth Street is not included in the consolidation under this option, the parcel's future development should be limited to office use at its existing intensity.
- 2) Building heights as well as buffer areas should provide a compatible transition to the adjacent residential neighborhoods.
- The tallest building height is encouraged for the area within 300 feet of Route 7, where building height should be between 5 and 7 stories (or an average building height of 80 feet, with no portion of the building to exceed 85 feet in height).
 - Along the remainder of South George Mason Drive across from residential development, building height should be a maximum of 5 stories (or an average building height of 55 feet with no portion of the building to exceed 60 feet in height), with the fifth story incorporated in the roof with dormer windows.
 - Along South Fourteenth Street across from single-family detached residential development, the maximum building height should be 3 stories (or an average building height of 37 feet with no portion of the building to exceed 40 feet in height), with third story incorporated in the roof with dormer windows.
 - All land area in Arlington County along Dinwiddie Street should be open space. The maximum building height adjacent to Arlington County should be 4 stories or an average building height of 45 feet with no portion of the building to exceed 50 feet in height (this height limit includes above grade parking structure levels); the fourth story is to be incorporated in the roof with dormer windows. In addition, if the four parcels in Arlington County along Dinwiddie Street are not included in the proposed consolidation, a minimum fifty foot buffer area should be provided adjacent to these parcels.
 - All of the above height limits include parking structure levels when completely above the property's average grade after redevelopment provided that re-grading along the edge of the proposed development does not exceed a 1 in 3

slope and does not include the use of retaining walls; the exception is when the parking level is only partly exposed (less than 30% of the parking level) and that portion of the parking structure is designed as an integral component of the residential design; an example of integrating a partial exposed parking level would be to have the appearance of a English basement.

- 3) The scale and mass of any proposed development should be designed to minimize expanses of mass along South George Mason Drive, South Fourteenth Street and Dinwiddie Street. This may be accomplished by breaking up building mass with courtyards or plazas. Development along South Fourteenth Street should have the character and appearance of residential fronts; an aspect of this design approach is to provide access to individual units from the street frontage. In addition, to minimize building mass, parking structures should be primarily under buildings and primarily below finished grade.
- 4) Pedestrian and open space amenities should be provided that meet the recreational needs of the development's residents as well as link the proposed development to the surrounding areas. The pedestrian linkages at a minimum should include both north-south and east-west mid-block pedestrian access that connect Route 7 to Dinwiddie Street and South George Mason Drive to South Fourteenth Street.
- 5) Public facility and infrastructure impacts of any proposed development will need to be mitigated through on-site and off-site improvements or contributions. Transportation impacts will need to be mitigated by providing improvements to property's access and the surrounding road system. Since the sewer service is provided through Arlington County, needed sewer improvement will need to coordinate with Arlington County."

ANALYSIS

Conceptual/Final Development Plan (Copy at front of staff report)

Title of CDP/FDP: Fairfield – Bailey's Crossroads
 Prepared By: William H. Gordon Associates, Inc.
 Original and Revision Dates: February 2005, as revised through August 31, 2005

The combined CDP/FDP consists of 17 sheets.

Sheet 1 is a cover sheet including an index, a vicinity map, a soils map, and an aerial photograph of the area showing the project outlines.

Sheet 2 includes the general notes, site tabulations, ADU calculations and parking tabulations.

Sheet 3 shows the existing conditions.

Sheet 4 shows the proposed layout of the development (details below).

Sheet 5 shows two cross sections through the site (including underground parking decks) and includes a table demonstrating average building height, as calculated per the zoning ordinance and as measured by the Comprehensive Plan.

Sheet 6 shows the floor plans of each level, including the underground parking.

Sheet 7 shows the overall landscape plan for the entire site (details below), and an enlargement key for the following pages.

Sheet 8 shows landscape enlargements for the plazas along the north-south axis of the site.

Sheet 9 shows landscape enlargements for the courtyards in Buildings B, C and D.

Sheet 10 shows design details the site, including decorative paving, pergolas and gazebos, planters and planter walls, lighting, benches and tables, and trash receptacles.

Sheet 11 shows the S. George Mason Drive frontage, including an elevation of the building and an enlarged plan view of the streetscape and landscaping, and excerpts the Comprehensive Plan text relevant to this frontage.

Sheet 12A shows the southern half of the S. 14th Street frontage, including an elevation of the building and an enlarged plan view of the streetscape and landscaping, and excerpts the Comprehensive Plan text relevant to this frontage.

Sheet 12B shows the northern half of the S. 14th Street frontage, with the same details.

Sheet 13 shows the Dinwiddie Street frontage, including an elevation of the building and an enlarged plan view of the “pocket park” at the corner of Dinwiddie Street and S. George Mason Drive, and excerpts the Comprehensive Plan text relevant to this frontage.

Sheet 14 shows the Route 7 frontage, including an elevation of the building, an enlarged plan view of the streetscape and landscaping (including off-site improvements along the church parcel to the west to S. George Mason Drive), and excerpts the Comprehensive Plan text relevant to this frontage. Also shown is an illustrative of a typical fire lane access with grass pavers and concrete pavers.

Sheet 15 includes the stormwater management plan details, including a narrative.

Sheet 16 is the preliminary utility plan, including fire lane access.

Layout

The development, as depicted on the CDP/FDP, proposes a maximum of 415 dwelling units, including 11 Affordable Dwelling Units, with an overall FAR of 1.65, and an overall density of 57.56 du/ac (both including bonus density for the provision of ADUs).

The CDP/FDP shows four residential buildings, ranging in height from two to seven stories, with the top story in each case encompassed within the roof. All parking, including visitor parking, is provided in three underground decks, all of which are interconnected. Two entrances are shown to the parking decks from S. 14th Street; one entrance is shown from S. George Mason Drive. Three of the buildings have private courtyards as outdoor/open space amenities in addition to the amenities found in the plaza areas between the buildings. The plaza areas also serve as pedestrian connections through the block both in a north-south and an east-west direction.

The site slopes down from the south (Route 7) to the north (Dinwiddie Street). As a result, the northern façades of the proposed buildings generally have an additional story, as compared to the southern façades. So as not to have exposed parking decks on these frontages, the applicant has provided residential units (cellar units) along these exposed façades.

Building A

Building A is the tallest of the four, being a total of seven stories (six stories with a loft in the roof) and is located in the southern portion of the site, fronting on Route 7. The building is generally a straight block, with a curved face on Route 7. Cellar units (not included in the FAR calculation) are located on the north end of Building A, fronting on the internal plazas. Because of the fire access required for a building of this height, Building A is generally surrounded by plazas and pathways of pavers inset with grass.

Building B

Building B is located to the east of Building A and north of the unconsolidated office building, fronting on S. 14th Street. The building is “U” shaped, with the opening towards the street, and includes a courtyard (approximately 5,000 sq ft) enclosed by the wings. This courtyard is above street level, but does have gated pedestrian access directly to the street for the residents. An access to the garage passes below this courtyard. Building B ranges in height from three stories (two stories with a loft incorporated into the roof) directly adjacent to S. 14th Street, to five stories (four plus a roof loft) in the rear, interior to the site. Facade treatments show residential detailing along S. 14th Street, consisting of balconies and faux porches. The north face of the building, facing Building C, has ground level cellar units facing the plaza. Two loading spaces are located in the plaza area on the north side of Building B (shown with restricted vehicular access).

Building C

Building C is located to the north of Building B, facing S. 14th Street and adjacent to the four Arlington County lots at the corner of S. 14th Street and Dinwiddie Street. The building is a modified “I” shape, with a private courtyard facing S. 14th Street to the east and a pool and recreation area in the short wings interior to the site, to the west. The building ranges in height from two stories (one story with a roof loft) at the

northeastern corner (adjacent to the units in Arlington County) to five stories (four with roof loft) interior to the site. The S. 14th Street facade has the same residential details shown on Building B. As with Building B, the private courtyard within the wings along S. 14th Street has gated pedestrian access to the street for residents and garage access passing underneath. The north face of the building, facing the rears of the Arlington County lots, has ground level cellar units.

Building D

Building D is located in the northwest corner of the site, north of the unconsolidated church property and facing on S. George Mason Drive. The building's shape is a wide "U" opening towards S. George Mason Drive, with a private courtyard within the wings. Unlike Buildings B and C, the access to the garage on this side of the site passes beside the courtyard, not underneath it, and includes an additional loading space adjacent to the garage entrance. Like the other two buildings, the courtyard is located above street level with gated pedestrian access to the street for residents. The Dinwiddie Street face of the building is four stories in height (three with a roof loft) while the remainder is five stories (four with a roof loft). The north face of the building, like the others, has ground level cellar units facing onto the pocket park at Dinwiddie Street and S. George Mason Drive.

Parking

As noted, all parking for the site is located in underground decks. The applicant has provided for 2 parking spaces per unit plus additional visitor parking of 40-46 spaces, or a total of up to 876 spaces. This parking is considerably in excess of the Zoning Ordinance requirement for 1.6 spaces per unit, inclusive of visitor parking. The visitor spaces will be distributed between the three entrances to the parking garage, and will be located before an interior gate which restricts access to resident parking. Because the topography of the site falls significantly from south to north (from Route 7 to Dinwiddie Street), the northern face of the upper two levels of parking would be exposed. The applicant has proposed to face these parking decks with residential units, providing for some ground level units and screening the parking.

Recreation & Open Space

The CDP/FDP includes 45% open space, including the courtyards in Buildings B, C and D; the plaza areas interior to the site; "browsing" areas incorporated into the streetscape on S. 14th Street, S. George Mason Drive, and Route 7; a buffer area against the Arlington County houses; and the pocket park at the corner of Dinwiddie Street and S. George Mason Drive. (The land in Arlington County owned by the applicant and programmed as open space as part of the pocket park and the buffer is not included in the 45% open space calculation.) On-site active recreation amenities for residents include a pool with a hot tub and gazebo/seating area between Buildings C and D, the three private courtyards noted in the description of the buildings, and an indoor community center with exercise facilities.

Landscaping

Because of the nature of the construction (four buildings on a consolidated parking deck below), the only area of existing vegetation to be preserved is located at the very northern edge of the site, adjacent to and extending into the Arlington County portion of the pocket park. The remainder of the open spaces are shown with street trees, plaza plantings in lawn areas and planters, and additional buffering along the periphery of the non-residential parcels (church and office) and along the rears of the Arlington County houses.

Streetscape

The CDP/FDP shows a modified streetscape along all four street frontages. On S. George Mason Drive and S. 14th Street, this consists of a grass strip adjacent to the road (2.5 to 3 feet in width), a five foot wide sidewalk of specialty pavers, and then a landscaped area between the sidewalk and the building including street trees set approximately 30 feet on center. In certain areas along both of these frontages, seating areas have been included consisting of either benches or planter walls designed as seating. On Dinwiddie Street, the streetscape is replaced by the pocket park, which has sidewalks along both streets and connections through to the interior plazas and pedestrian ways. On Route 7, a landscaped area including street trees approximately 15 feet in width is located along the street, with an area which serves as both fire access and pedestrian access located behind the trees, consisting of approximately 40 feet of pavers with grass paver inserts.

Pedestrian Connections

The draft proffers commit to provide public access easements for pedestrians along the north-south and east-west corridors through the site. All street frontages of the site are provided with sidewalks, and the proffers commit the applicant to provide sidewalks along the frontage of the Arlington County houses at Dinwiddie Street and S. 14th Street, subject to permission and appropriate easements being granted.

Stormwater Management

Stormwater management is proposed to be provided in four separate underground facilities (one for each building) consisting of a sand filter and a "Rain Store" chambered detention structure. Each structure is located in an open space or paved area adjacent to the building it serves. Additionally, the CDP/FDP shows off-site stormwater flows, which currently enter the site, being piped around the edge of the site to the existing outfall.

Comprehensive Plan Analysis (Appendix 5)

The Comprehensive Plan includes several bulleted conditions required to achieve development at the proposed level (1.45 FAR).

Consolidation & Density

The Plan stipulates that unless two of the three parcels fronting on Rt. 7 are consolidated, the high end of the density ranges (1.45-1.85 FAR) should not be achieved and that absent such consolidation, development intensity should not exceed 1.45 FAR. Since only one of the three parcels fronting on Rt. 7 has been consolidated into the application, the applicant proposes development at 1.45 FAR, a residential density of 46.1 du/ac, excluding affordable dwelling units and bonus density, which is in conformance with the planned density recommendations.

Along with consolidation of parcels fronting on Rt. 7, consolidation of the adjacent parcels to the immediate north which are located in Arlington County is also strongly encouraged. The Plan guidance stipulates that if such consolidation is not achieved, the application must demonstrate “at a minimum, how the development proposal is compatible with the existing use on the unconsolidated parcels.” It should be noted that, absent consolidation with this development, the existing church is limited to a church or other institutional use and future development for the office parcel is limited to office use at the existing intensity.

Compatibility to non-residential uses

Generally, the development proposed is compatible with the adjacent church and office uses. However, increased separation and denser landscaped plantings, particularly adjacent to the office building and parking lot for the church, would enhance the living environment and view sheds for future residents in Building A. A strong commitment to aggressively implement, preserve, maintain and replace the landscaping that is depicted on the CDP/FDP in these areas should be provided.

Compatibility to residential uses

Compatibility with the remainder of the surrounding residential development is generally achieved through controlled and stepped back building heights, building setbacks, façade and roofline articulation and peripheral landscape treatments for pocket parks and streetscape which is compatible with the adjacent town house development zoned R-20 situated to the west across South George Mason Drive.

The Comprehensive Plan states that building heights and buffer areas should provide a compatible transition to the adjacent residential neighborhoods. The site specific guidance is addressed as follows:

The tallest building height is encouraged for the area within 300 feet of Route 7, where building height should be between 5 and 7 stories (or an average building height of 80 feet, with no portion of the building to exceed 85 feet in height).

Building A is proposed as a 6 story building with a 1 story loft with a maximum average building height of 80 feet, and no portion of the building exceeding 85 feet in height. The building generally parallels the shared lot line with the adjacent church and meets the intent of the Plan to provide the tallest building close to Rt. 7 where the greater building height is farthest from the neighboring single family developments.

Along the remainder of South George Mason Drive across from residential development, building height should be a maximum of 5 stories (or an average building height of 55 feet with no portion of the building to exceed 60 feet in height), with the fifth story incorporated in the roof with dormer windows.

Building D is proposed as a 4 story structure with a loft with a maximum average building height of 50 feet, and no portion of the building exceeding 60 feet in height. Proffered elevations depict that the loft, (fifth story) will be incorporated into the roof with the use of dormer windows.

Along South Fourteenth Street across from single-family detached residential development, the maximum building height should be 3 stories (or an average building height of 37 feet with no portion of the building to exceed 40 feet in height), with third story incorporated in the roof with dormer windows.

Building B and the southern wing of Building C are depicted as having two stories with a loft where the structures face the single family homes across South 14th Street; the northern wing of Building C is depicted as one story with a loft. The building height table indicates that no portion of these buildings fronting on S. 14th Street will exceed the 40 foot height limitation.

All land area in Arlington County along Dinwiddie Street should be open space. The maximum building height adjacent to Arlington County should be 4 stories or an average building height of 45 feet with no portion of the building to exceed 50 feet in height (this height limit includes above grade parking structure levels); the fourth story is to be incorporated in the roof with dormer windows. In addition, if the four parcels in Arlington County along Dinwiddie Street are not included in the proposed consolidation, a minimum fifty foot buffer area should be provided adjacent to these parcels.

Since land area along Dinwiddie Street has not been incorporated into the application, the Plan recommendation for a fifty foot wide buffer area is applicable. Generally, this recommendation is addressed since the CDP/FDP depicts a 50 foot wide area with a combination of landscaped open space, passive park structures and pedestrian trail connections which staff believes are appropriate as part of the recommended buffer area.

All of the above height limits include parking structure levels when completely above the property's average grade after redevelopment ...

The building elevations submitted with the application address this Plan recommendation.

Building mass & scale

The Plan guidance recommends that new development be designed to minimize the scale and mass of buildings along the periphery of the site adjacent to established, lower density residential neighborhoods. As noted above in the discussion on height, the concern for building mass and scale is focused along South 14th Street, where the buildings are close to the street and the building heights transition quickly from 2 stories and a loft up to 4 stories and a loft. In response to staff's concerns about the "residential character" of this street frontage, the applicant revised the proposed elevations to add residential details such as balconies and false porches alongside the entrances, as well as entrances flanked by columns and covered by porticos, to help visually break up the mass of the building facades and to better transition between the proposed use and the adjacent low density single family structures.

Pedestrian & Open Space Amenities

The Plan guidance recommends that pedestrian and open space amenities on the site both serve the residents and connect the development to the adjacent community. Pedestrian linkages should include, at a minimum, both north-south and east-west mid-block access ways. The CDP/FDP depicts such pedestrian connections, and the proffers commit to granting public access easements across these connections, and to including notice of such easements in the homeowners documents.

Residential Development Criteria

Fairfax County expects new residential development to enhance the community by fitting into the fabric of the neighborhood, respecting the environment, addressing transportation impacts, addressing impacts on public facilities, being responsive to our historic heritage, contributing to the provision of affordable housing, and being responsive to the unique site specific considerations of the property. For the complete Residential Development Criteria text, see Appendix 15.

Site Design (Development Criterion #1)

This Criterion requires that the development proposal address consolidation goals in the plan, further the integration of adjacent parcels, and not preclude adjacent parcels from developing in accordance with the Plan. The applicant has achieved the minimum level of consolidation required by the Plan (at least 7 acres, including all of the residentially-zoned Fairfax County parcels in the Land Bay), and is proposing development at a level consistent with the recommendations of the Plan. Without consolidation, the Plan recommends the unconsolidated parcels be developed with their current uses, at their current intensities. The proposal therefore does not

preclude these parcels from compliance with the Plan, and proposes off-site streetscape improvements along the frontage of the church parcel.

The development should provide for a logical design with appropriate relationships within the development. Access should be provided to transit facilities where available, and utilities should be identified to the extent possible. The proposed layout has four separate buildings, each with access to the indoor and ground level outdoor recreational facilities proposed. Compatibility with the surrounding residential neighborhoods is achieved through residential treatments on the facades and stepped architecture centering the majority of the mass of the site interior to the property and towards Route 7. The proffers commit to provide a bus shelter for an existing, Arlington County bus route on S. George Mason Drive (staff requests a second bus shelter for an existing Fairfax County bus route on Route 7). Additionally, the transportation demand management (TDM) program proposed by the proffers includes the dissemination of transit information and provision of a Smartrip Card to all initial tenants.

Open space should be useable, accessible, and integrated with the development. Appropriate landscaping should be provided. There is a requirement for 20% open space in the PRM, the applicant has provided 45%. This open space is provided in a mixture of private spaces with access restricted to residents (the courtyards in Buildings B, C and D and the pool) and public spaces (the plazas between the buildings, streetscape seating areas, and pocket park on Dinwiddie Street).

Neighborhood Context (Development Criterion #2)

While developments are not expected to be identical to their neighbors, this Criterion states that they should fit into the fabric of the area, especially at the interface between the two. This application directly abuts a single family attached development to the west across S. George Mason Drive, and single family detached neighborhoods to the east (including four lots located on the same block as the development but in Arlington County). The southern boundary of the site, however, is Route 7 and includes two non-residential unconsolidated parcels. Finally, to the south across Route 7 is the Skyline Development, consisting of high-rise mixed-use with an FAR of 1.85. The development as proposed locates the tallest buildings and the most density towards the center of the site and towards Route 7, and will serve as a transition between the commercial corridor of Route 7 and the single family developments behind the site.

Environment (Development Criterion #3)

This Criterion requires that developments conserve natural environmental features to the extent possible, account for soil conditions, and protect current and future residents from noise and lighting impacts. Developments should minimize off-site impacts from stormwater runoff and adverse water quality impacts. No significant environmental features aside from tree cover exist on the property. The applicant has included underground SWM and BMP facilities on the CDP/FDP which are designed

so as to not include large vaults, which would not be recommended for approval in a residential development. The applicant has proffered to do interior noise mitigation for units which are impacted by highway noise (along Route 7 and S. George Mason Drive), and to buffer the private courtyards with architecturally treated noise walls where necessary. The CDP/FDP does not show noise mitigation for the pocket park on Dinwiddie, as this area is intended to serve more as a pedestrian amenity and public space than as private outdoor recreation for the residents.

Tree Preservation & Tree Cover Requirements (Development Criterion #4)

This Criterion states that all developments should take advantage of existing quality tree cover—as preserving existing trees is highly desirable to meet the Public Facilities Manual (PFM) requirements—and that, where feasible, utility crossings should be located so as not to interfere with proposed tree save areas. Very little tree save is proposed on this site because of the intense nature of the development planned and proposed. The proffers commit to tree preservation for the pocket park at Dinwiddie Street, and along the rears of the Arlington County houses. These are the only areas of the site where tree preservation would be feasible. The tree cover requirements will be met primarily with installed landscaping, both along the street frontages and in the interior plaza areas. Utilities are shown on the CDP/FDP, and have been located so as not to interfere with the proposed landscaping and trees.

Transportation (Development Criterion #5)

This Criterion requires that developments provide safe and adequate access to the surrounding road network, that transit and pedestrian travel be encouraged, and that interconnection of streets be encouraged. The applicant has provided a development plan which accesses directly onto public streets, with mid-block pedestrian connections along both the north-south and east-west axes. Proffers additionally commit to provide two bus shelters (one on S. George Mason and one on Route 7) and, if required permission is received, off-site sidewalk extensions at the corner of Dinwiddie Street and S. 14th Street (across from Wakefield Junior-Senior High School). A Transportation Demand Management (TDM) program has been proposed, including the provision of Smartrip Cards to all initial tenants; internet capabilities for all units; and a transportation management coordinator. The following issues were raised by the most recent transportation memo:

Right Turn Lane:

The applicant's transportation analysis indicates that a right turn lane will be provided from westbound Route 7 onto S. George Mason Drive; however, this right turn lane will require off-site frontage from the church property, and earlier versions of the proposal only committed to provide the turn lane if easements or dedication were provided at no cost. Based on the applicant's own analysis, the turn lane is necessary to provide appropriate transportation mitigation. The applicant has now revised the proffers to provide for the turn lane, and, if unable to acquire the necessary right-of-way or easements to pay for the cost of condemnation proceedings for the County to acquire

the necessary land. Although staff would prefer the commitment to be provided earlier than the 300th RUP to allay concerns that the applicant will construct only a portion of the allowable units, with the proposed proffer commitments, this issue is addressed.

Sightlines & VDOT right-of-way requirements:

Previous versions of the CDP/FDP illustrated street trees which appeared to be in conflict with sight lines at most of the entrances and intersections. Additionally, the CDP/FDP did not appear to meet VDOT standards of a three foot wide landscape strip, a five foot wide sidewalk, and a one foot wide landscape strip between the curb line and the edge of VDOT right-of-way. Staff was concerned that the proposed streetscape be able to be installed at the time of site plan approval, and therefore asked the applicant to revise the CDP/FDP to ensure compliance with these VDOT standards. Based on the most recent revision, reviewed here, these issues have been addressed.

Left turns onto S. George Mason Drive:

The traffic impact study as submitted assumed median storage for one vehicle turning left out of the garage onto S. George Mason Drive. Staff does not believe the existing six foot wide median would allow for such storage, and requested the applicant re-compute the analysis with no median storage assumed. The applicant has done the requested computation and demonstrated that the traffic study is still acceptable.

Public Facilities (Development Criterion #6)

Criterion 6 states that the impacts on public facility systems (i.e., schools, parks, libraries, police, fire and rescue, stormwater management) should be offset by residential development. Impacts may be offset through the dedication of land, the construction of public facilities, the contribution of specified in-kind goods, services or cash earmarked for those uses, and/or monetary contributions to be used toward funding capital improvement projects. (Specific Public Facilities issues are discussed in detail in Appendices 8-13)

Fairfax County Park Authority (Appendix 13)

The development as originally proposed would be projected to add approximately 1,080 persons to the current population of the Mason District. The CDP/FDP shows active recreational amenities including an outdoor pool and internal amenities which include a community room with exercise facilities. The Zoning Ordinance recreational funds are generally anticipated to be expended on the site, and the Park Authority is not compensated for the increased demands for other off-site recreational facilities. Therefore, the applicant should, in addition to the \$955 spent on-site, proffer to contribute an additional funds to the Park Authority. The applicant has not proffered any additional recreational contribution above the \$955 per unit at this time.

Fairfax County Public Schools (Appendix 11)

The proposed development would be served by the Glen Forest Elementary, Glasgow Middle and Stuart High Schools. All of these schools are currently under capacity, and are expected to remain so through the 2009-10 school year. The total number of students generated by this development is projected to be 26 elementary students, 5 middle school students and 12 high school students (43 students total). An increase of 35 students over what would be projected under the current zoning. A contribution of \$262,500 would be appropriate. The applicant has proffered the requested school contribution.

Fire and Rescue (Appendix 10)

The subject property is serviced by the Fairfax County Fire and Rescue Department Station #10, Baileys Crossroads. The requested rezoning currently meets fire protection guidelines, as determined by the Fire and Rescue Department.

Sanitary Sewer Analysis (Appendix 8)

The property is located in the Four Mile Run Watershed and would be sewered into the Arlington County Treatment Plant. Arlington County has indicated that a capacity study from the subject development to the trunk line and video inspection of the sewer lines should be conducted by the developer and submitted to Arlington County for review; findings may result in infrastructure improvements required by this development proposal. Such improvements, if any, should be included in any proffer statement from the developer. At this time, such commitments are not included in the proffers; therefore, staff has proposed them at FDP conditions.

Fairfax County Water Authority (Appendix 9)

The subject property is located within the Fairfax County Water Authority Service Area. Adequate domestic water service is available at the site from existing 8 and 12 inch mains located at the site.

Environmental and Site Review Division, Stormwater Management, DPWES (Appendix 12)

The applicant has requested an administrative modification of PFM standards to allow the use of underground stormwater detention and BMPs in a residential development. DPWES staff has reviewed the request and recommends approval, subject to certain conditions. While it would be preferable for the applicant to proffer these conditions; at this time staff has instead included the conditions as FDP conditions.

Affordable Housing (Development Criterion #7)

Criterion 7 states that ensuring an adequate supply of housing for low and moderate income families, those with special accessibility requirements, and those with other

special needs is a goal of the County. Satisfaction of this criterion may be achieved by the construction of units, contribution of land, or by a contribution to the Housing Trust Fund. The CDP/FDP shows that 11 units will be Affordable Dwelling Units (3%, based on 390 units), in accordance with County ordinances. Because the final distribution of units between the four buildings is not known at this time, and because the units in Building A are exempt from the ADU requirement, the applicant has included a proffer (and a Plan note) stating that the ADU calculations shall be submitted to the Department of Planning and Zoning for review and approval prior to site plan approval.

Heritage Resources (Development Criterion #8)

Criterion 8 requires a development to address potential impacts on historical and/or archaeological resources through research, protection, preservation, or recordation. There are no historical and/or archaeological resources on the application property.

ZONING ORDINANCE PROVISIONS (Appendix 14)

The PRM District is established to provide (1) for high density, multiple family residential developments (with a minimum density of 40 dwelling units per acre); and (2) for mixed-use developments consisting primarily of multiple family residential development (with a minimum density of twenty (20) dwelling units per acre) with secondary office and/or other commercial uses. PRM Districts should be located in those limited areas where such high density residential or residential mixed use development is in accordance with the adopted comprehensive plan such as within areas delineated as Transit Station Areas, and Urban and Suburban Centers. The PRM District regulations are designed to promote high standards in design and layout, to encourage compatibility among uses within the development and integration with adjacent developments, and to otherwise implement the stated purpose and intent of this Ordinance.

The application property is located in an area designated as a "Community Business Center," (Baileys Crossroads), and is on existing bus routes in both Arlington and Fairfax Counties. Additionally, the Comprehensive Plan language for the site specifically recommends high density residential use as an option for this property.

Section 6-406- Use Limitations

The use limitations require that all developments in the PRM District:

- Meet the standards of 16-101 (General Standards) and 16-102 (Design Standards) *Discussed Below*;
- Provide a CDP and FDP in accordance with specific urban design requirements and streetscape plans;
- Have multi-family as the principal residential type;
- Be designed to be harmonious with neighboring properties;

- Use the standards of Article 9 to evaluate uses categorized as Special Exception uses;
- Have 50% of the total gross floor area devoted to multi-family residential use;
- Prohibit drive through facilities;
- Provide parking in accordance with Article 11, including possible parking reductions based on hourly parking accumulation characteristics of the various uses and/or proximity to a mass transit station, with the intention that a substantial portion of the required parking be provided in parking structures;
- Provide signage in accordance with Article 12; and
- Comply with the performance standards of Article 14.

The proposed development is entirely multi-family residential (although some secondary uses would be allowed by the proffers, none are specifically proposed at this time). The development is intended to serve as a transition from the commercial corridor of Route 7 to the lower density residential uses to the north and east. No drive-through facilities are proposed, and parking is provided in excess of Article 11 (over 2 spaces per unit as compared to the required 1.6 spaces per unit). As noted, the proposal meets the design guidelines found in the Comprehensive Plan text for this site, including landscape buffers to adjacent residential, pedestrian access, and building heights. Furthermore, streetscape and urban courtyards are provided as open space amenities. Therefore, the proposed development meets the use restrictions.

Section 6-407- Lot Size Requirements

Section 6-407 requires that all developments in the PRM District:

- Have a minimum district size of 2 acres; and
- Have a privacy yard a minimum of 200 square feet for each single family attached unit;

The application property consists of 7.21 acres; there are no single family attached units proposed.

Section 6-408 – Bulk Regulations

The bulk regulations require that in the PRM District:

- The building heights and yard requirements be controlled by the provisions of Article 16; and
- A maximum floor area ratio (FAR) of 3.0 be provided.

The building heights and yard requirements, as controlled by Article 16, would require the development to be generally in conformance with the R-30 ADU regulations. As noted above, staff believes the proposal meets this requirement. The proposed FAR is 1.65 (including ADUs and bonus density).

Section 6-409 – Open Space

The open space regulations require that in the PRM District:

- Twenty percent of the gross area be landscaped open space; and
- Recreational amenities be provided in accordance with the Planned District regulations (minimum expenditure of \$955 per unit).

The CDP/FDP shows 45% landscaped open space. Proffers and the plan commit to various recreational amenities including courtyards, a pool and internal facilities including a gym. Proffers commit that, should the total amount of \$955 per resident not be spent on the property, any excess shall be contributed to the Park Authority.

Article 16. Sections 16-101 and 16-102

Sect. 16-101 General Standards

Par. 1 requires conformance with the Comprehensive Plan recommendations. The Comprehensive Plan states that this area is planned for office and residential use, with an option for residential development at a density of 0.8 to 1.85 FAR (up to 80 dwelling units per acre), subject to certain conditions. The applicant proposes to develop the property with a maximum of 415 multi-family units at a density of 1.65 FAR, or 57.56 du/ac (with bonus density and ADUs), which is consistent with the Plan's intensity recommendation and meets the bulleted conditions.

Par. 2 requires that the proposed design achieve the stated purposes of the PRM district more than would development under a conventional zoning district. The proposed design allows for urban style open space areas including passive recreational courtyards and plazas that would not be required with development under a conventional zoning district (although they might be provided). Parking is provided entirely in underground decks, allowing for a more urban surface that would otherwise be created.

Par. 3 requires protection and preservation of scenic assets. While there is very little tree preservation proposed, no outstanding areas were identified as worthy of preservation, and the applicant has proposed a small area of tree preservation along the northern boundary, adjacent to and in the Arlington County portion of the property under control of the applicant. Staff believes this standard has been addressed to the extent possible under this plan recommendation.

Par. 4 requires a design which prevents injury to the use of existing development and does not deter development of undeveloped properties. The proposal is intended to provide a transition between adjacent residential properties and the higher intensity transportation corridor of Route 7. Although ideally staff would prefer to see additional consolidation of the properties along Route 7 and Dinwiddie Street, the proposal will not prohibit the remainder of the lots in the block from being developed in compliance

with the Plan (as they currently are so developed). It should be noted, however, that the parcels on Route 7 would have had increased development potential were they to have been consolidated at this time.

Par. 5 requires that adequate transportation and other public facilities are or will be available to serve the proposed use. The applicant has provided a transportation analysis which, with the revisions requested by staff, indicates that adequate levels of service will be maintained with the proposed improvements (as shown on the CDP/FDP, committed to in the proffers, and required by the development conditions. Sidewalks are provided along all of the external streets, including commitments to provide off-site pedestrian links along Route 7, S. 14th Street, and Dinwiddie Street (if required permissions are received). Staff believes this standard has been satisfied.

Par. 6 requires that coordinated linkages among internal facilities and services, as well as connections to major external facilities and services, be provided. The development plan depicts pedestrian sidewalks along the streets and the north-south and east west axes, and provides for a bus shelter for an existing stop on the Arlington transit system. Staff has proposed a development condition requiring a similar commitment for a bus shelter on the Fairfax County transit system route that also serves the site.

Sect. 16-102 Design Standards

Par. 1 states that at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform with the provisions of the most comparable conventional district. In this instance, the most comparable conventional district is the R-30 District., which would require all yards to be controlled by a 25° angle of bulk plane (ABP). The ABP illustration on the CDP/FDP does not reference a 25° ABP, but appears to meet the requirement because of the lower building heights towards the periphery, the fact that the top floor is incorporated in the roof, and the angle of the roof. Staff has, until otherwise demonstrated on the CDP/FDP, including an FDP condition requiring the development to meet the 25° ABP.

Par. 2 states that the open space, parking, loading, sign and all other similar regulations shall have application in all planned developments. This application satisfies all of these applicable Zoning Ordinance provisions. In particular, the parking requirement of 1.6 spaces per unit is exceeded, with 2.1 spaces per unit being provided; and the open space requirement of 20% is exceeded, with 45% being provided.

Par. 3 states that streets and driveways shall be designed to generally conform to the provisions of the Ordinance. There are no internal streets associated with this development; three driveways are provided accessing the underground parking deck. These driveways appear to meet the PFM standards and the sight line standards required by VDOT.

Par. 4 states that emphasis should be placed on the provision of recreational amenities and pedestrian access. The development plan includes proposed sidewalks along external streets, as well as internal pedestrian plazas and walks. The plan includes more than twice the required open space, a large amount of which is provided in a combination of private and public courtyards, plazas, and seating areas. Active recreation is provided for the residents with a pool and a gym. The proffers indicate that recreational funds required by the P-standards which are not used on-site will be contributed to the Park Authority, although no additional recreational funds have been proffered.

Waivers/Modifications

Waiver of service drive along Route 7 and interparcel access to the west (church site)

The application as proposed does not directly access Route 7, and the other uses fronting Route 7 (office to the east and church to the west) have direct access from the side streets. The office additionally has access to Route 7 from a service drive, which will be connected for emergency access only onto the subject property. Fire access is provided for the front (Route 7 frontage) of Building A, so that a service drive is not needed for fire access. Because waiver of a service drive and interparcel connection does not negatively impact access to the adjacent parcels, Staff does not object to this waiver request.

Modification of loading spaces for multi-family (from 5 to 3)

The applicant requests a modification of the loading space requirement from five spaces to three spaces, two of which will be located on the S. 14th Street side of the site and one on the S. George Mason Drive side. Staff has proposed a condition requiring that use of the loading spaces by residents (moving in or out) be controlled and scheduled by the building manager (vehicular access restrictions proffered by the applicant will also ensure this). Staff does not object to this waiver request.

Modification of transitional screening/barrier, and Baileys Crossroads streetscape requirements, in favor of that shown on the CDP/FDP

The transitional screening and barrier requirements would require a 25 foot wide transitional screening and a barrier to the single family detached units to the north and east. A modified 50 foot wide screening yard and barrier are provided to the north (to the four Arlington County houses located on the same block as the application property). To the east, the applicant proposes streetscape improvements as on the other frontages of the site. Additionally, the applicant proposes to modify the streetscape requirements of the Baileys Crossroads CRD to allow a single row of trees instead of the recommended double row. This has been proposed to avoid conflicts of the proposed street trees with the sight lines and clear zones required by VDOT. Staff does not object to these modifications, as the proposed streetscape is not in conflict with proposed utilities and should be able to be installed entirely as shown.

Additionally, because the proposed trees are in lawn area, rather than tree boxes, they have a higher chance of survival in the urban setting.

Modification of trail requirement on Route 7 and S. George Mason Drive in favor of sidewalks and streetscape as shown

The applicant requests a modification of the trail requirements in favor of the sidewalks and streetscape areas as shown. The proposal provides for pedestrian connections along all required trail segments, and provides additional links through the site along both alignments as well, in addition to on S. 14th Street and S. George Mason Drive. In the Commercial Revitalization Districts, it is appropriate to modify the trail requirements in favor of the streetscape, so long as the pedestrian connections are made, as they are in this case. Staff does not object to this modification.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The applicant's proposal achieves the minimum level of consolidation required for development at the proposed density. In staff's evaluation, the proposal has fulfilled the conditions found in the Comprehensive Plan, and has satisfied the applicable Zoning Ordinance standards with the imposition of the proffers and the proposed FDP conditions. While staff would prefer to see additional consolidation of the lots along Route 7 and Dinwiddie Street, this proposal would not preclude these parcels from development in accordance with the Plan.

Staff Recommendations

Staff recommends approval of RZ 2005-MA-008 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of FDP 2005-MA-008 subject to the FDP conditions found in Appendix 2 of this report.

Staff recommends approval of a waiver of the service drive along Route 7 and of interparcel access to the west (church site).

Staff recommends approval of a modification of the loading space requirement (from 5 paces to 3 spaces)

Staff recommends approval of a modification of transitional screening/barrier, and of Baileys Crossroads streetscape requirements, in favor of that shown on the CDP/FDP.

Staff recommends approval of a modification of the trail requirement on Route 7 and S. George Mason Drive in favor of sidewalks and streetscape as shown.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Board of Supervisors.

APPENDICES

1. Draft Proffers
2. Proposed FDP Conditions
3. Affidavit
4. Statement of Justification
5. Plan Citations and Land Use Analysis
6. Transportation Analysis
7. Environmental Analysis
8. Sanitary Sewer Analysis
9. Water Service Analysis
10. Fire and Rescue Analysis
11. Schools Analysis
12. Environmental and Site Review Division, Stormwater Management (DPWES)
13. Park Authority Analysis
14. Applicable Zoning Ordinance Provisions Checklist
15. Residential Development Criteria
16. Glossary of Terms

PROFFERS
FF REALTY LLC AND CLEMENTE LLC

RZ 2005-MA-008

August 31, 2005

Pursuant to Section 15.2-2303(A) of the *Code of Virginia* (1950) as amended, subject to the Board of Supervisors approval of the requested proffered condition amendments affecting development of the application property identified as Tax Map 62-3 ((1)) 13A, 14, 15, 17, 18, 19 and 62-3 ((7)) 1A, 2A, 3, 4, 5, 6A, 7A, 8, 9, 10 and to-be vacated right-of-way associated with Condit Court and South Greenbrier Street (hereinafter referred to as the "Property"), FF Realty LLC and Clemente LLC, hereinafter referred to as the "Applicants" proffers for themselves, their successors and assigns, the following conditions. These proffers supercede any previous proffers accepted for the Property.

1. Development Plan. Development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (CDP/FDP) prepared by William H. Gordon Associates, dated February 2005 and revised through August 31, 2005.
2. CDP Elements. Notwithstanding that the CDP/FDP is presented on Sheets 1 through 16 and said CDP/FDP is the subject of Proffer No. 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheet 4 relative to the points of access, total gross floor area, general location of buildings and the amount and general location of open space, and that the Applicant has the option of requesting a Final Development Plan Amendment for elements other than the CDP elements in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.
3. Maximum FAR. The maximum overall floor area ratio on the Property shall be limited to a 1.653 FAR (including Affordable Dwelling Units and bonus units). The FAR increase over 1.45 shall consist of ADUs and related bonus units as defined in Part 8 of Article 2 of the Zoning Ordinance.
4. Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDP/FDP without requiring approval of an amended FDP provided such changes are in substantial conformance with the CDP/FDP as determined by the Zoning Administrator, agents or assigns and neither increase the total gross square footage nor decrease the amount of open space.

5. Uses. The following Principal and Secondary Uses may be permitted within the buildings shown on the CDP/FDP, so long as there is no increase in FAR and sufficient parking is provided:
 - A. Dwelling Units
 - B. Affordable Dwelling Units
 - C. Accessory uses and accessory service uses.
 - D. Fast food restaurants, only if located with other principal or secondary uses and not to include a drive-through.
 - E. Health clubs.
 - F. Personal service establishments.
 - G. Quick service food stores.
 - H. Bank teller machines.

Additional Principal and Secondary uses not listed above may be permitted with the approval of a Final Development Plan Amendment (FDPA) or special exception if in substantial conformance with the CDP/FDP and proffers. A Proffered Condition Amendment (PCA) application shall not be required so long as the layout is in substantial conformance with the CDP/FDP, and adequate parking is provided.

6. George Mason Drive. At the time of site plan approval or upon demand, whichever comes first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Property's South George Mason Drive frontage measuring approximately 6,858 square feet in area as shown on Sheet 3 of the CDP/FDP.
7. Leesburg Pike. If required by VDOT at the time of site plan approval or upon demand by VDOT or Fairfax County, whichever may come first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Property's Leesburg Pike frontage to accommodate a new right turn lane as shown on Sheet 4 of the CDP/FDP (the "Turn Lane"). Further, the Applicant shall diligently pursue dedication of right-of-way and provision of temporary construction easements from the adjacent property to the west, identified as Tax Map 62-3 ((1)) 13 (the "Off-Site Parcel"), to continue the Turn Lane. The Applicant shall construct a right turn lane, subject to Virginia Department of Transportation ("VDOT") approval, from westbound Leesburg Pike on to north bound South George Mason Drive. Said improvement shall be completed and open for public use prior to the issuance of the 300th Residential Use Permit ("RUP") for the Property. However, upon demonstration

by the Applicant that despite diligent efforts the improvements have been delayed, the Zoning Administrator may agree to a later date for the completion of the improvements.

The Applicant shall make all reasonable efforts to acquire the off-site right-of-way and temporary construction easements necessary for the construction of the Turn Lane. In the event the Applicant is not able to acquire the right-of-way and easements necessary to construct the Turn Lane, the Applicant shall submit a written request to Fairfax County to acquire the right-of-way and easements by means of its condemnation powers. In conjunction with such request, the Applicant shall forward to the appropriate County agency: (1) plat, plans and profiles showing the necessary right-of-way and easements to be acquired; (2) an appraisal, prepared by an independent appraiser approved by the County, of the value of the right-of-way and easements to be acquired and of all damages, if any, to the residue of the Off-Site Parcel; (3) a sixty (60) year title search certificate of the Off-Site Parcel on which the easement is to be acquired; and (4) cash in an amount equal to appraised value of the right-of-way and easements and of all damages to the residue of the Off-Site Parcel. In the event the owner of the Off-Site Parcel is awarded more than the appraised value of the Off-Site Parcel and of the damages to the residue in a condemnation suit, the Applicant shall pay the amount of the award in excess of cash amount to the County within fifteen (15) calendar days of said award. It is understood that the Applicant upon demand shall pay all other costs incurred by the County in acquiring the right-of-way and easements to the County. Prior to and during the contemplated condemnation proceedings described above, the Applicant, its successors and assigns, shall be permitted to submit, process and receive approval of site plan(s)/subdivision plat(s) and development permits for other portions of the Application Property as described herein.

8. Leesburg Pike Crosswalk. Subject to approval by VDOT, the Applicant shall design and construct a 5 foot median within Leesburg Pike at its western approach to the George Mason Drive intersection. The purpose of said median is to provide a safe refuge for pedestrians crossing Leesburg Pike and shall be accomplished by reducing the existing lane widths (i.e., from 12 foot to 11 foot), as may be approved by VDOT. The Applicant shall further design, construct and install a pedestrian pedestal in the median of this pedestrian crosswalk to access the pedestrian crossing signal. Nothing in this proffer shall obligate or require the Applicant to acquire any additional public right-of-way or off-site easements to construct and install the foregoing improvements. Said improvements shall, subject to VDOT approval, be in place prior to the issuance of the 300th RUP. However, upon demonstration by the Applicant that despite diligent efforts the improvements have been delayed, the Zoning Administrator may agree to a later date for the completion of the improvements.
9. South Fourteenth Street. At the time of site plan approval or upon demand, whichever comes first, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way along the Property's South Fourteenth Street frontage measuring 27 feet from the existing right-of-way centerline as shown on Sheet 4 of the CDP/FDP. The

Applicant shall construct improvements to the Property's South Fourteenth Street frontage providing a half section of a Category 3 street with curb and gutter, measuring 19 feet from the existing right-of-way centerline.

10. Off-Site South Fourteenth Street and South Dinwiddie Street Improvements. Subject to adequate right-of-way and temporary construction easements being made available at no cost to the Applicant, and subject to approval by Arlington County, the Applicant shall provide improvements to the west side of South Fourteenth Street and the south side of South Dinwiddie Street in Arlington County as described below:
 - A. Construct street widening and curb and gutter along the west side of South Fourteenth Street, between the Property's northern boundary and South Dinwiddie Street, measuring 19 feet from existing right-of-way centerline. Construct a continuous five foot wide concrete sidewalk along this frontage with an appropriate transition to the proposed sidewalk section on the Property.
 - B. Construct a continuous five foot wide concrete sidewalk along the south side of South Dinwiddie Street between George Mason Drive and South Fourteenth Street with an appropriate transition to the proposed sidewalk section on the Property. Said sidewalk to be located around existing overhead utility lines.
 - C. Provide pedestrian crossing enhancements at the intersection of South Fourteenth Street and South Dinwiddie Street to include construction of nubs and two brick stamped and tinted crosswalks, one crossing South Fourteenth Street and one crossing South Dinwiddie Street.
 - D. Provide a sign at the South Fourteenth Street approach to Dinwiddie Street prohibiting right turns on weekdays between 7:30 a.m. and 8:30 a.m.

The provision of these improvements in Arlington County shall not preclude the approval of the site plans or the issuance of building permits or Non-RUPs for the Property. In the event that the Arlington County approvals for improvements indicated on this proffer are not received prior to the issuance of 50 percent of the RUPs for the Property, the Applicant will provide a contribution to Arlington County Department of Public Works in order for Arlington County to provide the said improvements. That contribution shall not exceed _____.

11. Density Credit. Density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein, including road dedications, or as may be required by Fairfax County or Virginia Department of Transportation ("VDOT") at the time of site plan approval.

12. Traffic Signals. Prior to first site plan submission for the Property, the Applicant shall provide signal warrant analyses for signals at (1) the intersection of Leesburg Pike and South Fourteenth Street, and (2) the Property's access point on South George Mason Drive opposite the entrance to the Skyline Village townhouse community based on final build-out of the Property. If determined warranted by VDOT, the Applicant shall make timely application to VDOT for signal installation and have the signal(s) in place or bonded prior to the issuance of the 300th RUP for the Property or at a time mutually agreed to between the Applicant and the County. However, upon demonstration by the Applicant that despite diligent efforts the installation of the signal(s) have been delayed, the Zoning Administrator may agree to a later date for the signal installation(s).

13. Transportation Demand Management. The use of mass transit, ride-sharing and other transportation strategies shall be utilized to reduce traffic trips for the residential units during peak hours by 10 to 15% of the trips generated according to the ITE Trip Generation Manual, 7th Edition for the AM and PM peaks. Residents of the residential development shall be advised of this transportation strategy. Transportation coordination duties shall be carried out by a designated property manager(s) or transportation management coordinator(s). The transportation strategy management position may be a part of other duties assigned to the individual(s) but transportation demand management shall be one of the person's primary duties. The transportation management strategies shall be initiated prior to the 200th RUP being issued. Strategies shall be developed in coordination with Fairfax County Department of Transportation ("FCDOT") and those implemented may include, but not be limited to, the following:
 - A. Participation in the Fairfax County Ride Share Program;
 - B. Dissemination of information regarding Metrorail, Metrobus, ridesharing and other relevant transit options in residential sale/lease packages;
 - C. Making Metro maps, schedules and forms, ridesharing and other relevant transit option information available to owners/tenants in a common area(s) of the Property;
 - D. Providing a WMATA Smartrip Card to all initial tenants and/or initial purchasers;
 - E. Providing amenities for bicycle storage including bicycle racks within the parking structure and along Leesburg Pike as shown on the CDP/FDP;
 - F. Providing two bus shelters in the vicinity of the Property as described below;
 - G. Providing a sidewalk system designed to encourage/facilitate pedestrian circulation;
 - H. Providing broadband, high capacity data/network connections in all dwellings to facilitate working at home;

- I. Providing a business center wired with high capacity data/network connections;
- J. Promoting mass transit usage (to be accomplished by the transportation management coordinator);

The Applicant shall notify FCDOT of the date that the transportation strategies are initiated. One year after the transportation management strategies are initiated, the Applicant shall conduct a survey of residents in the residential development to determine their transportation characteristics. This survey will help form the basis of the transportation management program for development and shall be developed in consultation with DOT and submitted to the DOT for review.

Bi-annually thereafter, the Applicant shall conduct a multi-modal transportation split survey of the residents and employees of the residential development to demonstrate whether such goal of reducing SOV trips by 10% has been met during peak hours. The report shall be submitted to the DOT for review. Based on the studies, the coordinator shall work with DOT to define new strategies to reduce trips.

If the multi-modal transportation split surveys indicate that a reduction of SOV trips by 10% during peak hours has not occurred, \$50 per constructed dwelling unit shall be contributed annually to a transportation demand management fund to be established for the residential buildings until such time as the reduction has occurred. The terms of this proffer shall expire fifteen (15) years after final bond release for the last building.

- 14. Bus Shelters. The Applicant shall provide two bus shelters with the specific locations to be determined by WMATA/FCDOT and/or Arlington County. The bus shelter shall be the typical open type and the installation shall be limited to the concrete pad, the shelter itself and a trash can. No bus turn outs, special lanes or right-of-way acquisition shall be provided by the Applicant. If by the time of site plan approval, WMATA/FCDOT/Arlington County have not determined the exact locations of the bus shelter(s), the Applicant shall escrow \$20,000 per bus shelter with DPWES to be used for a future bus shelter(s) in the immediate area of the Property or for other transportation related improvements. The Applicant shall provide routine maintenance of bus shelter(s) located on the Property's frontage. However, the said maintenance shall be limited to the cleaning and collection and disposal of trash in and around that bus shelter. After the bus shelters have been installed, the Applicant has no responsibility for any structural improvements or repair to either bus shelter.
- 15. Parking and Loading. The Applicant shall provide two parking spaces per dwelling unit plus a minimum of 40 additional visitor parking spaces, plus parking for any additional secondary uses shown on the site plan. Visitor parking shall be provided at each of the three garage entrances. Appropriate directional signage shall be provided for the visitor spaces.

The loading space at South George Mason Drive shall be constructed with a swing gate or other screening mechanism that is visually compatible with the building style and color. Use of the loading spaces by residents shall be controlled and scheduled by the manager of the development.

16. Architectural Design. The architectural design of the buildings shall be in substantial conformance with the character of the elevations shown on Sheets 11-14. The Applicant reserves the right to refine the elevations as a result of final architectural design, so long as the character and quality of design remains consistent with those shown. Building materials shall include but not be limited to one or more of the following: masonry, brick, stone, pre-cast concrete, ground or split face CMU, cementitious or vinyl siding. Masonry materials shall be provided to the extent illustrated in the CDP/FDP.
17. Landscaping and Tree Preservation. A landscape plan shall be submitted as part of the first and all subsequent submissions of the site plan and shall be coordinated with and approved by Fairfax County Urban Forest Management (“UFM”). This plan shall be in substantial conformance with the landscape concepts plan as to quantity and quality of plantings, and in general conformance with the location of plantings as shown on Sheet 7. The Applicant shall work with UFM to select plant species that in addition to meeting other landscaping requirements such as durability, availability and aesthetics, also aid in the maintenance of air quality. Location of plantings may be modified based on utility location, sight distance easements, and final engineering details as approved by the UFM, but shall be consistent in the number and type of plantings. Any such modification shall not delete any landscaping shown on the CDP/FDP.

The Applicant shall submit a tree preservation plan as part of the first and all subsequent site plan submissions. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of the Urban Forest Management, DPWES.

- The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 12 inches in diameter and greater, and 10 feet to either side of the limits of clearing and grading shown on the CDP/FDP for the entire site. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside the limits of clearing and grading shown on the CDP/FDP, and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of trees identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as

necessary, shall be included in the plan.

- All tree preservation-related work occurring in or adjacent to tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Any removal of any vegetation or soil disturbance in tree preservation areas including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of Urban Forest Management, DPWES.
- The use of motorized equipment in tree preservation areas will be limited to hand-operated equipment such as chainsaws, wheel barrows, rake and shovels. Any work that requires the use of motorized equipment, such as tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by Urban Forest Management, DPWES.
- All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing four foot high, orange plastic fence attached to 6 foot steel posts driven 18 inches into the ground and placed no further than 6 feet apart shall be erected at the limits of clearing and grading as shown on the demolition, and phase I and II erosion and sediment control sheets, as may be modified by the CDP/FDP.
- 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 fence types 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 days prior to the commencement of any clearing, grading, or demolition activities, but subsequent to the installation of the tree protection devices, Urban Forest Management, DPWES and the District Supervisor shall be notified and given the opportunity to inspect the site to assure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, as determined by Urban Forest Management, DPWES.
- During any clearing or tree/vegetation/structure removal or transplantation of vegetation 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 UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers/conditions, and UFM approvals. The monitoring schedule shall be described and detailed in the tree preservation plan and reviewed and approved by Urban Forest Management, DPWES.

18. Design Details. The design details shown on Sheets 8 through 14 submitted with the CDP/FDP illustrate the design intent and overall community organization of the proposed development. Landscaping and on-site amenities shall be substantially consistent in terms of character and quantity with the illustrations and details presented on these sheets. Specific features such as exact locations of plantings, pedestrian lighting, sidewalks to individual units, etc. are subject to modification with final engineering and architectural design. Landscaping and on-site amenities shall include:

- A. Installation of streetscape elements and plantings along the Property's South George Mason Drive, Leesburg Pike and South Fourteenth Street frontages as shown on the CDP/FDP. Street trees shall be a minimum of three-inch caliper at the time of planting. Trees located within VDOT rights-of-way are subject to VDOT approval. If VDOT does not permit trees within the right-of-way, the Applicant shall demonstrate failed attempts to DPWES, and shall locate the same number of trees on-site adjacent to the right-of-way, and outside of any sight lines as approved by VDOT and outside of any necessary easements. Sidewalks along South George Mason Drive and South Fourteenth Street shall be constructed of concrete with either brick or concrete paver insets adjacent to the street trees. Specialty pavers shall be utilized along the Leesburg Pike frontage.
- B. Provision of north-south and east-west pedestrian corridors through the Property, with specialty paving, landscaping, benches and lighting. Public access easements shall be provided for these pedestrian corridors, and the existence of these easements shall be included in any future condominium association documents.
- C. Provision of a lower plaza/amenity area as shown on Sheet 8. This area shall include an outdoor pool complex, lawn and planting areas mixed with several smaller scale hardscaped areas with specialty plantings, seating and lighting.
- D. Provision of a pocket park with decorative fencing at the corner of South George Mason Drive and South Dinwiddie Street, as shown on Sheet 13. It is the intent of the Applicant to retain existing quality vegetation as depicted on Sheet 13. Prior to site plan submission, the Applicant shall walk the area with UFM to determine which trees are suitable for preservation and shall develop a tree preservation program for maximizing their survivability. Undesirable trees, invasive plant species and noxious weeds may be removed and replaced with native species, subject to UFM approval. Selective understory may be replaced with lawn or ground cover to create open sight lines through the trees, subject to approval by UFM.

The portion of this pocket park in Arlington County, is subject to Arlington County approval. The provision or revision of the pocket park improvements in Arlington

County shall not preclude the approval of the site plans or the issuance of building permits or Non-RUPs for the Property.

- E. Provision of a small plaza on South Fourteenth Street across from its intersection with South Greenbrier Street, with specialty paving and benches as shown on Sheet 12B of the CDP/FDP.
- F. Provision of three open courtyards adjacent to the residential buildings to include specialty paving, seating areas, pedestrian lighting and extensive landscaping as generally shown on Sheet 9.
- G. Provision of a landscaped buffer and barrier along the northeast Property line adjacent to the four existing single-family residences. Subject to Arlington County approval, a six foot high board on board fence with brick piers shall be installed along the common property line. Retention of existing quality and/or a mixture of evergreen, deciduous and ornamental trees shall be provided as shown on Sheets 7 and 13. The Applicant and its successors shall be responsible for on-going maintenance of the fence and landscaping; notice of such maintenance responsibility shall be provided to the owners of the affected properties.
- H. Construction of a six foot high board-on-board fence with brick piers to be located off-site along the northern property line of adjacent property identified as Tax Map 62-3 ((7)) A, subject to the property owner's approval. Should approval not be granted, the fence shall not be provided.
- I. 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. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty (20) feet in height, shall be of low intensity design and shall utilize full cut-off fixtures that shall focus directly on the Property.

19. Noise Attenuation

- A. Polysonics Corp. has prepared a Traffic Noise Analysis of the Property dated April 15, 2005. This report provides an analysis of noise impacts associated with Leesburg Pike. The Applicant shall submit the report to DPWES with submission of the site plan. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:
 - (i) In order to reduce interior noise to a level of approximately 45 dBA Ldn, units in Building A, which are projected to be impacted by roadway noise

from Leesburg Pike having levels projected to be above 65 dBA Ldn, shall be constructed with the following acoustical measures:

Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels above Ldn 65 dBA. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission. Any units requiring mitigation shall be identified on the site plan.

- (ii) Prior to the issuance of building permits, alternative interior noise attenuation measures may be provided subject to the implementation of a refined noise study as reviewed and approved by DPWES after consultation with the Department of Planning and Zoning.

20. Affordable Dwelling Units. The Applicant shall comply with the Affordable Dwelling Unit (ADU) Program as set forth in Section 2-801 of the Zoning Ordinance unless modified by the ADU Advisory Board. Prior to site plan approval, ADU calculations shall be provided to DPZ for review and approval based on the final distribution of units between the buildings.
21. On-Site Recreation. The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance by contributing \$955 per dwelling unit for developed recreational facilities. The Applicant shall receive credit for the on-site recreational facilities as permitted per the Zoning Ordinance. The on-site recreation shall include, but not be limited to a swimming pool and an indoor community center with exercise facilities. Any additional money remaining that is not spent for on-site facilities shall be contributed to the Fairfax County Park Authority (“FCPA”).
22. School Contribution. Prior to the issuance of the first RUP for the residential buildings on the Property, the Applicant shall contribute \$262,500 to the Fairfax County Board of Supervisors for the construction of capital improvements to public schools in the vicinity of the Property. This contribution is based upon a total of 415 units. In the event that less than 415 units are actually constructed, the contribution shall be decreased on a pro-rata basis.
23. Sewer Capacity Study. A sewer capacity study from the subject development to the trunk line and TV-inspection of the sewer lines shall be conducted and submitted to Arlington County for review and approval. Such study shall identify any improvements that are necessary to adequately service the development. Prior to site plan approval, it shall be demonstrated to Fairfax County DPWES that such studies have been completed and approved by Arlington County.

Any infrastructure improvements required by the above studies shall be completed and approved by Arlington County, including the repair or replacement of any sections or appurtenances of the sanitary sewer serving the development that are found to be deficient or damaged by the developer, as identified by Arlington County staff and as shown on the final engineering plan approved by the Arlington County Manager. Prior to the issuance of any Residential Use Permits by Fairfax County, it shall be demonstrated to DPZ that such improvements have been approved by Arlington County, and completed to the satisfaction of Arlington County.

24. Stormwater Management. Unless waived or modified, the Applicant shall provide stormwater management and Best Management Practices within underground facilities as shown on the CDP/FDP. The detention facilities shall be designed to detain the 100 year storm event. The Applicant or its successors shall be responsible for maintenance of the underground facilities. In the event condominiums are provided, the purchasers shall be advised in writing of the maintenance obligation and such responsibilities shall be included in the condominium association documents. The maintenance responsibility shall be incorporated in an agreement to be approved as to form by the Fairfax County Attorney's Office and record among the Fairfax County land records. Also, the Applicant shall establish a reserve fund, an amount as determined by DPWES at the time of site plan, for maintenance of the facility and for replacement costs based on the life expectancy of the system.
25. Temporary Signs. 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 of Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on- or off-site by the Applicant or at the Applicants' direction to assist in the initial sale or rental of residential units on the Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and sale and/or rental of residential units on the Property to adhere to this proffer.
26. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
27. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in the same instrument.
28. The individual sections within the Property may be subject to Proffered Condition Amendments (PCA) and Final Development Plan Amendments without joinder and/or consent of the other property owner of the other sections/buildings.

[SIGNATURES BEGIN ON NEXT PAGE]

PROFFERS
RZ 2005-MA-008
Page 13

J:\FAIRFIELD RESIDENTIAL\2523.36 Baileys RZ\proffers\Proffers 6 black.doc

CO-APPLICANT/CONTRACT PURCHASER OF TAX
MAP 62-3 ((7)) 1A, 2A, 3, 4, 5, 6A, 7A, 8, 9, 10 AND 62-3
((1)) 13A, 14, 15, 17, 18, 19

FF REALTY LLC

By: FF Properties, Inc., its Managing Member

By: _____
Its: _____

[SIGNATURES CONTINUE ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER OF TAX MAP
62-3 ((1)) 13A, 14, 15, 18, 19 AND TAX MAP 62-3 ((7))
2A/ CONTRACT PURCHASER OF TAX MAP 62-3 ((1))
17 AND 62-3 ((7)) 1A, 3, 4, 5, 6A, 7A, 8, 9, 10

CLEMENTE LLC

By: C. Daniel Clemente
Its: Sole Member/Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

CONTRACT PURCHASER OF TAX MAP 62-3
((7)) 1A, 3, 4, 5, 6A, 7A, 8, 9, 10

SECOND CLEMENTE LLC

By: C. Daniel Clemente
Its: Member/Manager

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF PORTIONS OF CONDIT
COURT, SOUTH GREENBRIER STREET AND
RELATED CUL-DE-SACS TO BE
VACATED/ABANDONED

BOARD OF SUPERVISORS OF FAIRFAX
COUNTY

Anthony H. Griffin, County Executive

[SIGNATURES CONTINUE ON NEXT PAGE]

EDGAR ACHA, TITLE OWNER OF
TAX MAP 62-3 ((7)) 1A

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Edgar Acha

JUANA ACHA, TITLE OWNER OF
TAX MAP 62-3 ((7)) 1A

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Juana Acha

[SIGNATURES CONTINUE ON NEXT PAGE]

GROVER MENDEZ, TITLE OWNER OF TAX
MAP 62-3 ((7)) 3

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Grover Mendez

IVAN MENDEZ, TITLE OWNER OF
TAX MAP 62-3 ((7)) 3

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Ivan Mendez

[SIGNATURES CONTINUE ON NEXT PAGE]

THOMAS P. POTTER, TITLE OWNER OF TAX
MAP 62-3 ((7)) 4

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Thomas P. Potter

JOYCE A. POTTER, TITLE OWNER OF TAX
MAP 62-3 ((7)) 4

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Joyce A. Potter

[SIGNATURES CONTINUE ON NEXT PAGE]

LUZ I. MONTALVO, TITLE OWNER OF TAX
MAP 62-3 ((7)) 5

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Luz I. Montalvo

[SIGNATURES CONTINUE ON NEXT PAGE]

HUE H. VUONG, TITLE OWNER OF TAX MAP
62-3 ((7)) 6A

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Hue H. Vuong

VAN T. LAM, TITLE OWNER OF TAX MAP 62-
3 ((7)) 6A

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Van T. Lam

[SIGNATURES CONTINUE ON NEXT PAGE]

SUE SHINCHUN KOH, TITLE OWNER OF TAX
MAP 62-3 ((7)) 7A

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Sue Shinchun
Koh

[SIGNATURES CONTINUE ON NEXT PAGE]

GHASSAN N. RASSAM, TITLE OWNER OF
TAX MAP 62-3 ((7)) 8

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Ghassan N.
Rassam

[SIGNATURES CONTINUE ON NEXT PAGE]

H. MICHAEL McGINN, TITLE OWNER OF TAX
MAP 62-3 ((7)) 9

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for H. Michael
McGinn

[SIGNATURES CONTINUE ON NEXT PAGE]

PARVEZ RAZA, TITLE OWNER OF TAX MAP
62-3 ((7)) 10

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Parvez Raza

BENITA RAZA, TITLE OWNER OF TAX MAP
62-3 ((7)) 10

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Benita Raza

[SIGNATURES CONTINUE ON NEXT PAGE]

ARTHUR R. SALDANA, TITLE OWNER OF
TAX MAP 62-3 ((1)) 17

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Arthur R. Saldana

OPHELIA D. SALDANA, TITLE OWNER OF
TAX MAP 62-3 ((1)) 17

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Ophelia D.
Saldana

ARTHUR M.D. SALDANA, TITLE OWNER OF
TAX MAP 62-3 ((1)) 17

By: _____
C. Daniel Clemente, managing member of
Second Clemente LLC,
as agent and attorney-in-fact for Arthur M.D.
Saldana

[SIGNATURES END]

PROPOSED DEVELOPMENT CONDITIONS**FDP 2005-MA-008****August 31, 2005**

If it is the intent of the Planning Commission to approve Final Development Plan Application FDP 2005-MA-008 for mixed-use development located at Tax Map 62-3 ((1)) 13A, 14-15, 17-19; 62-3 ((7)) 1A, 2A, 3-5, 6A, 7A, 8-10; and portions of Condit St., S. Greenbrier St., and related cul-de-sac rights-of-way to be vacated and/or abandoned, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions.

1. Development of the subject property shall be in conformance, as defined by Section 16-403 of the Zoning Ordinance, with the Final Development Plan entitled "Fairfield – Bailey's Crossroads", prepared by William H. Gordon Associates, Inc., and dated February 2005, as revised through August 31, 2005.
2. Use of the loading spaces by residents will be controlled and scheduled by the manager of the development.
3. The Applicant shall provide underground on-site stormwater management (SWM) and Best Management Practices (BMPs) facilities as shown on the CDP/FDP to satisfy detention and water quality requirements in accordance with the requirements of the Public Facilities Manual, DPWES, and Chapter 118 of the Fairfax County Code, subject to the approval of the Board of Supervisors.
4. The SWM/BMP facilities shall be maintained by the Applicant, its successors and assigns, in accordance with the regulations of DPWES. The maintenance responsibilities shall be incorporated in an agreement to be reviewed and approved as to form by the Fairfax County Attorney's Office and recorded among the Fairfax County land records. The maintenance responsibilities shall be disclosed in the homeowners' association documents established for the residential units. The Applicant shall establish a reserve fund, in an amount as determined by DPWES at time of site plan, for maintenance of the facility and for replacement cost based on the life expectancy of the system.