



APPLICATION FILED: December 21, 2005
PLANNING COMMISSION: November 2, 2006
BOARD OF SUPERVISORS: December 4, 2006 @ 3:30 PM

County of Fairfax, Virginia

October 18, 2006

STAFF REPORT

**APPLICATIONS RZ/FDP 2005-PR-039
(concurrent with PCA/FDPA 88-P-030)**

PROVIDENCE DISTRICT

APPLICANT: Dunn Loring Metro, LLC

PRESENT ZONING: I-4, R-1

REQUESTED ZONING: PRM

PARCEL(S): RZ: 49-1 ((1)) 27A, 49-2 ((1)) 13A, 15A

ACREAGE: 14.06 acres

FAR: 2.25

OPEN SPACE: 20%

PLAN MAP: Mixed Use

RZ and PCA PROPOSALS: Request to rezone 14.06 acres from the I-4 and R-1 Districts to the PRM District to permit a mixed use development consisting of residential, retail and WMATA uses.

STAFF RECOMMENDATIONS:

Staff recommends approval of PCA 88-P-030 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

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Department of Planning and Zoning

Zoning Evaluation Division
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5509
Phone 703 324-1290
FAX 703 324-3924
www.fairfaxcounty.gov/dpz/

Staff recommends approval of RZ 2005-PR-039 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of FDP 2005-PR-039 subject to the development conditions found in Appendix 2 of this report.

Staff recommends that the Board approve the waiver to locate underground facilities in a residential area for the Land Unit A, Dunn Loring – Merrifield Metro Station development plan, subject to Waiver #0378-WPFM-001-2 Conditions dated August 24, 2006, as contained in Attachment A of Appendix 2.

Staff recommends approval of a modification of the private street limitations of Section 11-302 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of the transitional screening and a waiver of the barrier requirements to the north, northeast and internal to the site in favor of the treatments depicted on the CDP/FDP.

Staff recommends approval a waiver of the 75' yard regulations for lots abutting principal arterial highways as required by Section 2-414.1.B of the Fairfax County Zoning Ordinance.

Staff recommends denial of the requested modification of interior parking lot landscaping on the top of the parking deck.

It should be noted that it is not the intent of the 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 or TTY 711 (Virginia Relay Center).





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STAFF REPORT

**APPLICATIONS PCA/FDPA 88-P-030
(concurrent with RZ/FDP 2005-PR-039)**

PROVIDENCE DISTRICT

APPLICANT: Dunn Loring Metro, LLC

PRESENT ZONING: PDC

PARCEL(S): 49-1 ((13)) 17A, 18A

ACREAGE: 1.32 acres

FAR: 1.25

OPEN SPACE: 20%

PLAN MAP: Mixed Use

PCA PROPOSALS: Request a proffer condition amendment request on 1.32 acres zoned PDC to amend RZ 88-P-030 approved for mixed use development to permit site modifications.

STAFF RECOMMENDATIONS:

Staff recommends approval of PCA 88-P-030 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

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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 FREQUENTLY
USED IN STAFF REPORTS MAY BE
FOUND AT THE BACK OF THIS REPORT**

DESCRIPTION OF THE APPLICATION

Rezoning (RZ) Proposal:	Rezone the 14.06 acre WMATA Dunn Loring Metro Station parking lot from the current I-4 and R-1 districts to the Planned Residential Mixed-Use (PRM) district to permit the construction of a new, 2,000 space WMATA parking structure, residential units and retail space.
PCA Proposal:	A partial Proffered Condition Amendment (PCA), Conceptual Development Plan Amendment (CDPA) and Final Development Plan Amendment (FDPA) to reconfigure the 1.32 acre surface parking lot approved with RZ 88-P-030; this area is located in the extreme southwestern portion of the proposed development; all density associated with this area remains tied to RZ 88-P-030.
Location:	Northwest quadrant of the intersection of Prosperity Avenue and Gallows Road; south of Interstate 66.
Acreage:	14.06 acres (RZ) <u>1.32 acres (PCA)</u> 15.38 acres total
Gross Floor Area:	917,373 sq./ft. + 25,000 sq./ft. of cellar space on RZ property.
Proposed FAR:	1.37 (over the 14.06 acre RZ area); 2.25 (over of the 8.0 acres south of the proposed Main Street)
Proposed Landscaped Open Space:	20% (RZ)
Requested Waivers & Modifications for RZ:	
	<ul style="list-style-type: none">• A waiver of PFM is requested to permit the use of underground SWM facilities in the residential portion of the development.• A modification of the private street limitations per Section 11-302 of the Fairfax County Zoning Ordinance.

- A modification of transitional screening and barrier requirements along all property lines in favor of the landscaping shown on the CDP/FDP Landscape Plan.
- A modification of interior parking lot landscaping on the top parking deck.
- A waiver of the 75' setback requirements for non-residential uses abutting principal arterial highways as required by Section 2-414.1.B of the Fairfax County Zoning Ordinance. (The Commercial uses impacted by this restriction are the secondary uses located in the WMATA garage. These uses are located more than 75' from Interstate 66, but the garage as a whole is not.)

The applicant's draft proffers and proposed development conditions for the RZ and PCA applications, and the applicant's affidavits and statements of justification for the above-referenced applications are contained in Appendices 1 through 4, respectively.

LOCATION AND CHARACTER

Site Description:

The Dunn Loring Metro site is located within the Merrifield Suburban Center and is generally located on the west side of Gallows Road, south of I-66 and north of Prosperity Avenue. The property totals approximately 15.37 acres and is zoned to the PDC, I-4 and R-1 Zoning Districts. The property is currently developed with surface parking, a kiss-and-ride facility and bus facilities related to the adjacent Metro station. It contains very little landscaping or open space and bus and rail patrons lack any sort of cover from the elements as they walk between the transit services and the parking area.

Surrounding Area Description

Direction	Use	Zoning	Plan
North	Interstate 66; Stenwood Elementary School; SFD Residential	R-3	Public Facility & Residential 2-3 du/ac (across I-66)
South	Office, Multi-Family Residential, Retail, Hotel	PDC & PRM	Merrifield Suburban Center Land Unit C (Office, Retail, Mixed Use)
East	Office & Multi-Family Residential	PDC & PDH-40	Mixed Use
West	Interstate 66 & Single Family Detached Residential	R-3	Residential 2-3 du/ac (across I-66)

BACKGROUND

January 22, 1973: A site plan, entitled “Gallows Road Station Site Plan,” was submitted to the County which depicted the parking lot and circulation patterns for the existing Dunn Loring Metro Station.

January 28, 1974: The Board of Supervisors amended the Vienna Comprehensive Plan to include the Dunn Loring Metro Station on this site.

August 25, 1974: The Area II Plan was adopted by the Board of Supervisors and recommended the establishment of the Dunn Loring Metro Station at this site.

October 14, 1975: The Planning Commission approved the Dunn Loring Station under Sect. 15-1-456 of the Code of Virginia.

June 7, 1986: The Dunn Loring Metro Station for the Orange line opened.

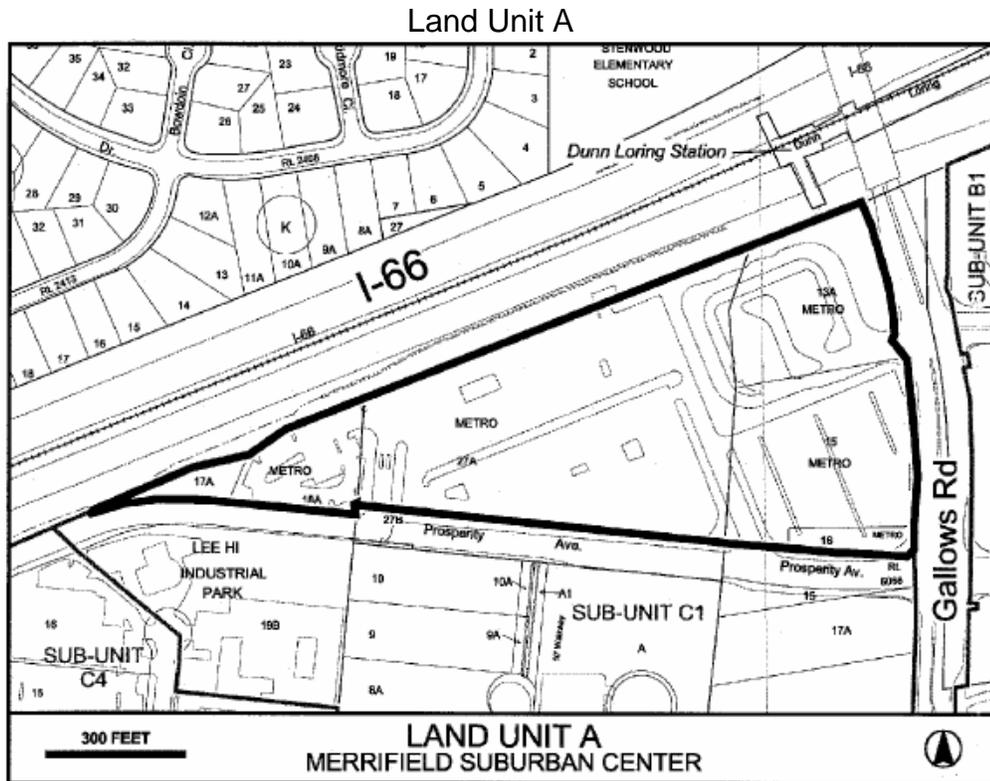
September 1986: A site plan, entitled “Vienna Route Composite Utilities Plan for Dunn Loring Site Facilities Additions,” was submitted to the County which showed the Dunn Loring Access Road (Currently Prosperity Avenue) across the southern frontage of the metro site and landscape improvements along the Gallows Road and Dunn Loring Access Road (Currently Prosperity Avenue) frontages.

October 30, 1989: The Board of Supervisors approved RZ 88-P-030 which rezoned 5.68 acres of land located on the north and south sides of Prosperity Avenue and west of Merrilee Drive from I-4 to PDC. Density from the portion of the site that lies on the north side of Prosperity Avenue approximately 1.32 acres, was used for the development to the south; this area is depicted as a future Metro Parking Expansion on the CDP/FDP. This area is still owned by WMATA, and contains a surface parking lot which is the subject of the current PCA/FDPA request. Proffers and selected sheets from the CDP/FDP approved with this application are in Appendix 5.

COMPREHENSIVE PLAN PROVISIONS (See Appendix 6)

Plan Area:	I
Planning Sector:	The Merrifield Suburban Center; Land Unit A
Plan Map:	Public Facilities, Government and Institutional
Plan Text:	

In the Fairfax County Comprehensive Plan, 2003 Edition as amended through July 21, 2003, Area I, The Merrifield Suburban Center, Land Unit A, the Plan states:



“LAND UNIT A

Land Unit A is approximately 15 acres and is currently planned and developed with the Dunn Loring-Merrifield Metro Station. The Metro Station property is envisioned to redevelop with office or hotel uses having retail and service uses on the ground level or to redevelop with a mix of uses with residential use as a major component. The focal point of this development is envisioned to be a public plaza or green that is located at the northern terminus of the Merrilee Drive extension. The plaza and the street level retail are intended to help create a more urban and people-oriented place that provides convenient retail services and encourages pedestrian movement between the Metro station and the planned high intensity development to the south.

The major circulation improvement under the redevelopment option for this land unit is the extension of Merrilee Drive across Prosperity Avenue. Other transportation improvements will include the redesign of metro access to improve vehicular and pedestrian circulation on-site as well as to better coordinate access with the planned development to the south of the Metro property. In addition, an increase in the parking space available for metro users should be considered an important element of any new development at the Metro station.

Guidance for evaluating development proposals within Land Unit A is provided in the Area-Wide Recommendations under Land Use, Urban Design, Transportation, and Public Facilities/Infrastructure sections, as well as in the following specific Land Unit recommendations.

Land Unit A is planned for and developed with the Dunn Loring-Merrifield Metro Station. Any additional expansion or modification to the existing use should be related to improving metro service in the Merrifield Suburban Center area. Any improvements on the Metro property in proximity to Gallows Road should not preclude the future provision of rail transit service on Gallows Road and should not preclude the future provision of an additional rail transit station in conjunction with the existing Metro Station property. This evaluation should apply to the options below...

Option 2: As an alternative to Option 1, a mixed-use development up to 2.25 FAR may be appropriate on up to eight acres of the Metro property, provided that the development proposal meets all applicable Area-Wide Recommendations, addresses the previous option's guidance, and provides for the following:

- Residential uses and/or hotel should comprise at least 60% of the development's total square footage. No residential development should be within 200 feet of the I-66 right-of-way.
- If an office component is provided, it should comprise no more than 25% of the development's total square footage.
- The development proposal should be designed to be transit-friendly as well as provide incentives to encourage metro use.
- The number of parking spaces for metro patrons should be substantially increased under this option. Shared parking between metro patrons and other uses should be considered since these uses could have different peak-hour demand.
- In order to ensure adequate access and circulation, dedicated turn lanes on Prosperity Avenue to access the Metro property should be provided. In addition, the provision of direct access to and from I-66 to the Metro property should be encouraged and pursued if necessary to accommodate this additional intensity or to accommodate additional metro use. If access from I-66 is needed, it should be designed in a manner that does not allow for direct access to either Prosperity Avenue or Gallows Road.
- Development should be coordinated with the extension of Merrilee Drive to Prosperity Avenue.
- As consistent with County Policy, a detailed traffic impact analysis should be done to determine any additional improvements required to mitigate the impacts of the proposed development on the street network in the vicinity of the development. Development under this option should mitigate the incremental traffic impact of the proposed development.

- Examples of mitigation may include but not be limited to: coordination with the improvement of Route 29; phasing the development with needed road improvements; and/or making contributions to alternative traffic mitigation projects that benefit the greater Merrifield area.

Height Limit: Building heights may range from 60 feet to 120 feet, with the tallest buildings located on the southern portion of the property adjacent to Prosperity Avenue. Buildings with a height no greater than 60 feet should be located within 100 feet of the I-66 right-of-way. In order to encourage structured parking to be located under buildings, a height bonus of up to 30 feet (or a maximum height of 150 feet) is appropriate when at least 3 levels of structured parking are provided under buildings, either at or below grade. The height bonus does not apply to the area within 100 feet of I-66. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.

The illustrative urban design concept (see Figure 22) shows the kind of vibrant and distinctive place that is desired at Dunn Loring - Merrifield Metro Station. The concept shows the complete redevelopment of the western portion of the Metro Station's parking area. The primary focal point of this area is a large civic green space on the northeast corner of Prosperity Avenue and Merrilee Drive extended. Opposite this park on Merrilee Drive extended is a series of mixed-use buildings with retail uses on the first floor that would be oriented to Metro patrons. Together these two features are designed to create a people-oriented place that encourages pedestrian movement between the Metro station and the surrounding area to the south. This focal area is designed to give the Metro Station area a "sense of place," making it distinctive and a place where people will want to work, shop and live."

ANALYSIS

Conceptual Development Plan / Final Development Plan, and Proffer Condition Amendment / Conceptual Development Plan Amendment / Final Development Plan Amendment (Copy at front of staff report)

Title of CDP/FDP & PCA/CDPA/FDPA	"Land Unit A, Dunn Loring – Merrifield Metro Station"
Prepared By:	Urban Engineering & Assoc., Inc. (Sheets 1-18, & 27, 31-34), The Preston Partnership, LLC. (Sheets 19-20A), Wendel Duchscherer Architects & Engineers (Sheets 21-26A, 28-30)
Original and Revision Dates:	September 2005; as revised through October 4, 2006

Plan Description

The combined **CDP/FDP & PCA/CDPA/FDPA** (“the plan”) for the rezoning and PCA, respectively consists of thirty-four sheets:

Sheets 1 - 4 consist of the cover sheet, which includes a sheet index and vicinity map; tabulations and notes, stormwater outfall and best management practices narrative, soils map, existing site layout, an angle of bulk plane diagram, 25 general notes and Zoning Ordinance requirements.

Sheets 5 - 8 illustrate the proposed site development and proposed pedestrian and bike circulation.

Sheets 9 - 15 show the overall conceptual landscape plan, courtyard details, streetscape and bus loop details, site sections and landscape specifications.

Sheet 16 contains the existing and proposed conditions noise contours.

Sheet 17 contains the existing vegetation.

Sheets 18 - 20A contain the architectural sections, elevations and perspectives.

Sheets 21 - 24 depict the layout of the WMATA parking structure.

Sheets 25-26A provide a visual description of the proposed phasing options for the site, with and without the provision of interim offsite parking.

Sheet 27 contains sight distance profile.

Sheets 28 - 30 illustrate the turning movements through the proposed bus bays.

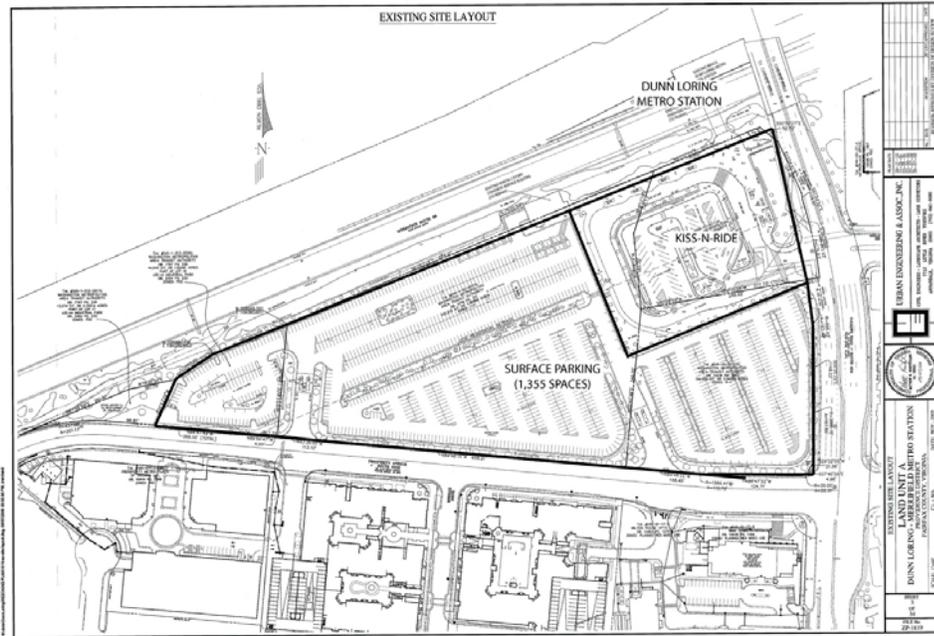
Sheets 31 - 34 contain the existing drainage on the site, drainage divides, and proposed underground detention facilities.

Overview of the plan

The development proposal will be generally described, and then each element of the proposal will be individually described in greater detail.

The proposal is a joint development proposal by WMATA and Trammell Crow Residential (TCR), who have formed a limited liability corporation, Dunn Loring Metro, LLC (“The Applicant”). The Applicant seeks to rezone the main portion of the subject site from the I-4 and R-1 Districts to the PRM District to create a transit-oriented, mixed-use development consisting of residential and

Existing Site Conditions



secondary uses directly adjacent to the redeveloped Dunn Loring Metro Station. A 1.32 acre portion of the site, located at the western end of the application area is proposed to remain in the PDC district and will continue to be used for surface parking. The existing site contains 1,355 parking spaces for WMATA use, and a kiss-and-ride area. The 1,355 parking spaces must be maintained throughout the construction of the proposed replacement garage and mixed-use development, as part of the contract between the parties. A summary of the overall development and its components is presented in the chart below.

Acres	PRM 14.06 acres	PCA 1.32 acres	Site Total 15.38 acres
Residential	586,560 to 812,373 sq/ft (550 to 720 multifamily units)	-----	586,560 to 812,373 sq/ft (a max of 720 multifamily units)
Secondary Uses	80,000 to 105,000 sq/ft (plus 20,000 sq/ft cellar)	-----	80,000 to 105,000 sq/ft
Density/FAR	1.37 FAR over the entire PRM area 2.25* FAR (over 8.0 acre of residential south of proposed Main Street)	No attributable FAR – density associated with RZ 88-P-030	

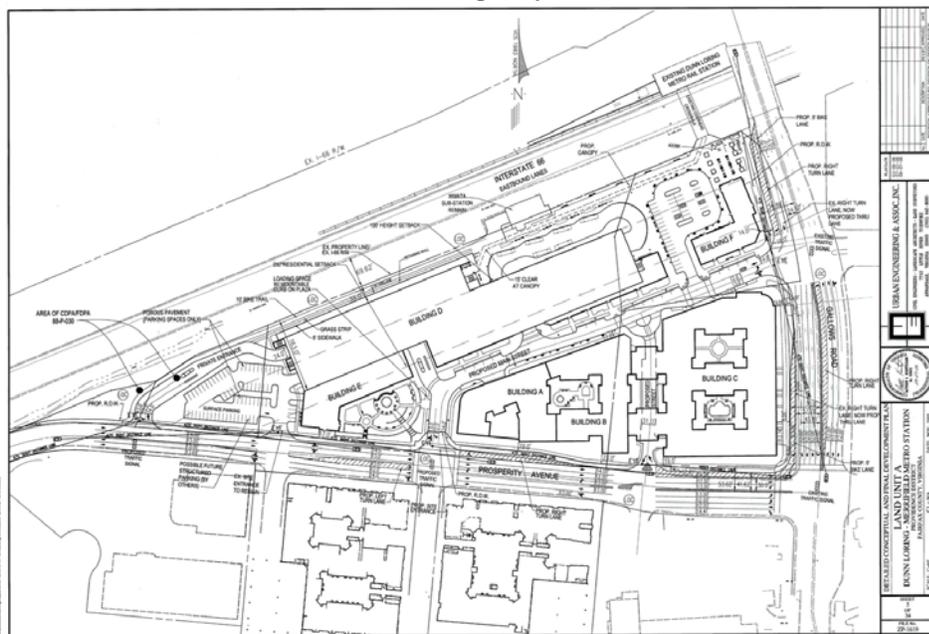
*Application property consisting of 15.38 acres, of which 14.06 acres are to be zoned PRM. The PRM district permits up to a 3.0 FAR; however, the Comprehensive Plan restricts the allowable FAR to 2.25 over 8 acres of the application property. Accordingly, the tabulations on Sheet 4 of the CDP/FDP demonstrate compliance with the PRM district regulations over the entire 14.06 acres, as well as compliance with the Comprehensive Plan guidance for the 8.0 acres. No FAR is attributed to the 1.32 acres in the PDC District.

The site is generally triangular in shape and is bisected from the eastern property line along Gallows Road towards the south/southwest property line along Prosperity Avenue by the proposed Main Street. North of this proposed Main Street is the WMATA portion of the property, which is proposed to be developed with the WMATA parking garage, bus transfer area, kiss-and-ride area, and retail/secondary uses. South of the proposed Main Street lies the residential component of the development consisting of three buildings with additional ground floor retail/secondary uses, and the parking for those uses.

The applicant is proposing to construct a new 2,000 space WMATA parking structure on the northern side of the proposed Main Street to serve the Dunn Loring Metro Station. Access to the parking structure will be from an entrance on the proposed Main Street, and from the western end of the site, off of Prosperity Avenue. An area that will contain eight (8) bus bays will be located within the eastern end of the parking structure, with its entrance being located off of Main Street. This entrance will be used for bus traffic only, and will be designated as such with signage. The proposed kiss-and-ride area is located in the northeast corner of the site, with a separate entrance off of Main Street. The kiss-and-ride area contains forty (40) parking spaces, along with a stacking area that will accommodate approximately ten (10) cars.

Besides the WMATA uses on the northern side of Main Street, retail/secondary uses are located along the ground floor frontage of the parking structure. On the northeast corner of the site, between the Metro station entrance and retail space, is public plaza and information kiosk. A major plaza area is located in the northwest quadrant of the intersection of Prosperity Avenue and the proposed Main Street; this plaza will contain a focal feature such as a fountain or public art that will serve as an entry feature into the site.

Building Layout



There is a surface parking lot located on the western portion of the site that contains 68 spaces to be used in association with the retail/secondary uses on the site. This lot also is used as the access point for the loading spaces behind Building E, and has no vehicular connection to the WMATA parking spaces.

On the south side of the proposed Main Street is the residential portion of the project. There are three structures (Buildings A, B and C) located in this portion of the project, all with retail uses on the ground level of each building fronting Main Street and Gallows Road. Buildings A and B are joined together and are separated from Building C by a service road at ground level. A pedestrian bridge connects the second residential level of Building B to the first residential level of Building C over the service street. The service road does not connect with Main Street, but provides access to garage and loading facilities from Prosperity Avenue. Building C is built around two courtyards featuring residential amenities. There are two similar courtyard areas that are surrounded by Buildings A and B. Parking for all the retail/secondary and residential uses is located in integrated parking structures, with vertical separation provided for the parking associated with the residential and retail uses. The two westernmost residential buildings are connected to the eastern building and share amenities. These amenities may include but are not limited to, a swimming pool, elevated patio area and computer center.

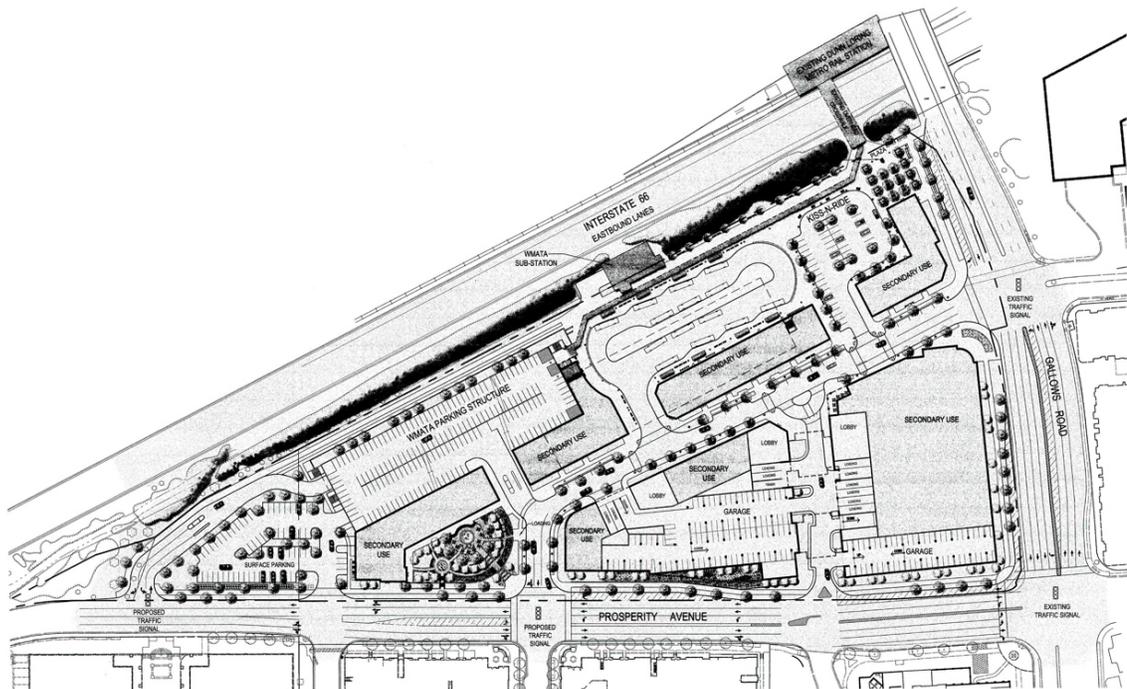
The following detailed description of the development's components will describe the site from the north toward the south.

WMATA Parking Garage, Bus Bays and Kiss-and-ride: The kiss-and-ride area is located on the northeast corner of the site, directly adjacent to the Dunn Loring Metro Station. The kiss-and-ride area consists of 40 parking spaces, and a stacking area that will accommodate ten to twelve cars surrounding those spaces. This area is accessed off of the proposed Main Street, approximately 240 feet to the west of its intersection with Gallows Road.

To the west of the kiss-and-ride area are eight new bus bays, an increase of two bays from the current number on site. There are also eight layover spaces for buses waiting to begin their routes. Four of the eight bus bays are covered by a portion of the new garage. There will be benches and bike racks located throughout the bus bay area, with several of them being covered to protect patrons from the elements. Toward the south of the bus bays and integrated into the parking structure, will be retail/secondary uses that front on Main Street, with the backs of the structures facing the bus bays. The backs of these buildings will be architecturally treated so that they will not have a blank façades. Access to the bus bays is centrally located off Main Street, midway between Gallows Road and Prosperity Avenue, west of the kiss-and-ride. This entrance will be for buses only, and will be signed accordingly. On either side of this bus bay entrance will be pedestrian access to the bus area and to the Dunn Loring Metro Station.

The new WMATA parking garage, Building D, will consist of 2,000 parking spaces, which includes the 40 spaces in the kiss-and-ride area. The space in the garage will be operated and policed by WMATA. There are two entrances into the garage; one entrance is located at the western end of the property, off of Prosperity Avenue, and is proposed to be signalized. This entrance will be for the WMATA garage only. A well lit pedestrian/bike trail leading to the Metro station also begins at this intersection. This trail provides WMATA access to the Metro related sub-station (located along the northern property line and I-66) for

Ground Floor Layout



maintenance, and provides fire and rescue access as well. The second entrance is located at the proposed Main Street, approximately 120 feet to the northeast of the intersection of Prosperity Avenue and Main Street. A covered pedestrian access is provided from the northeast corner of the garage to the Metro station to protect pedestrians from the elements. This covered access also connects to the pedestrian access from Main Street to offer an un-interrupted, covered path from Main Street to the Metro Station. Between the bus bays and garage will be a small WMATA office space that will be used for security and other WMATA functions.

Retail/Secondary Uses: There is a minimum of 50,000 sq./ft. and a maximum of 108,000 sq./ft. of retail/secondary uses proposed on the site.

Retail/secondary uses are located along both sides of the frontage of the proposed Main Street. The entire WMATA garage frontage, north of Main Street, contains retail/secondary uses anchored by Buildings E and F which offer their tenants direct use of the plazas located on the site.

The retail/secondary uses on the southern side of Main Street consist of two smaller retail locations, and the largest retail space on the site. The larger space (approximately 53,000 sq./ft.) occupies the first floor of Building C and is located on the southwest corner of the Main Street and Gallows Road intersection; this site is a possible grocery store. The other retail/secondary uses proposed for the entire site are community serving uses such as coffee shops, dry cleaners and eating establishments.

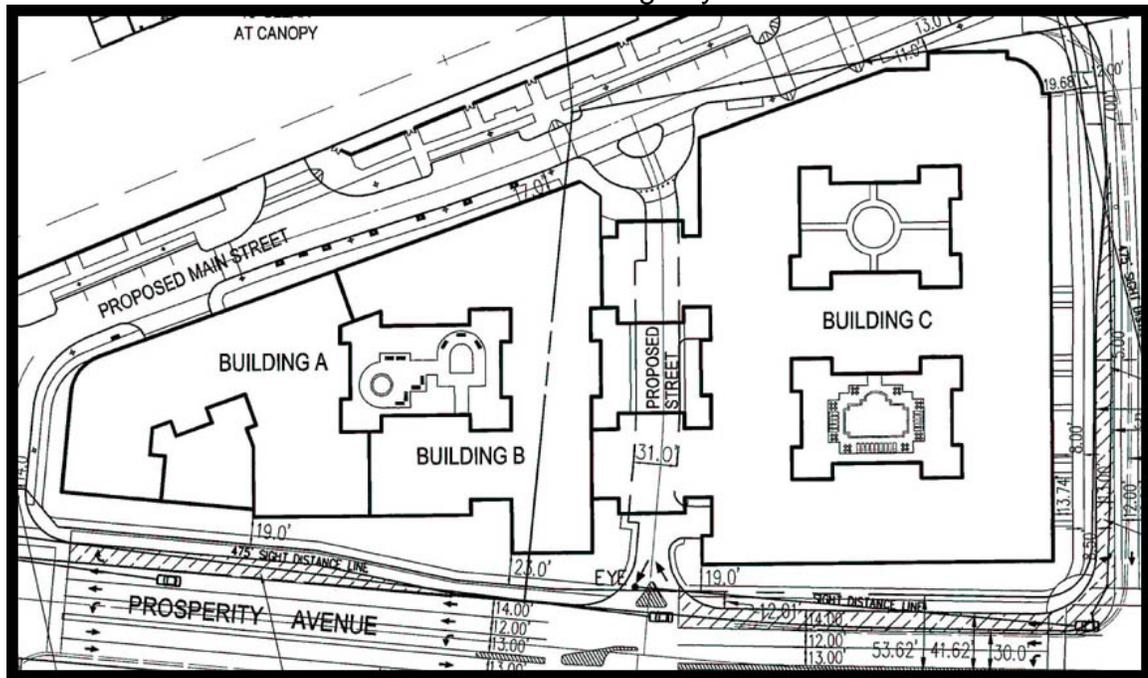
Residential & Residential Amenities: The residential component of the site is located on the south side of Main Street in Buildings A, B and C. The buildings will contain a total of 550 to 720 units, with an average size per unit of no greater than 1,000 sq./ft. of net salable/leaseable floor area. These units will have one to two bedrooms (exclusive of living space commonly referred to as “dens”). Building B and C will have heights of 110’. Building A has two options; with Option 1 the building will be constructed to match the 110’ height of Buildings B and C, and will place 550 total residential units on the site. Option 2 will construct Building A at a height of 135’, and will construct the maximum 720 total units on site. This step up in height is consistent with the Comprehensive Plan recommendation for the site. The applicant also has reserved the option to construct up to a total of 25,000 sq./ft. of unhabitable cellar space.

The applicant has proffered 8% of the units to be either Affordable Dwelling Units (ADU) or Work-Force Units. Although the units are exempt from the ADU Ordinance, 4.3% of the units will be ADUs and 3.7% will be Work Force Housing units; as such, the applicant will provide 31 ADUs and an additional 27 Work-Force Units based on the maximum build out of 720 units. The applicant will provide this number of ADUs and Work Force Housing units no matter what the final total number of units are constructed. These units may be located in any of the residential buildings.

Included within the residential Buildings A, B and C, the applicant has committed to providing amenities and facilities for all the residents to use. Between Buildings A and B the applicant will be providing:

- Interior courtyard areas providing seating, landscaping, hardscape areas and passive recreation;
- Storage facilities, including bike racks;
- A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- A fitness center that includes equipment having a total value of at least \$100,000.00; and
- A business center, with broadband or high-speed data connections (including “secure” voice and/or data connections), computers, facsimile machine and similar items.

Residential Building Layout

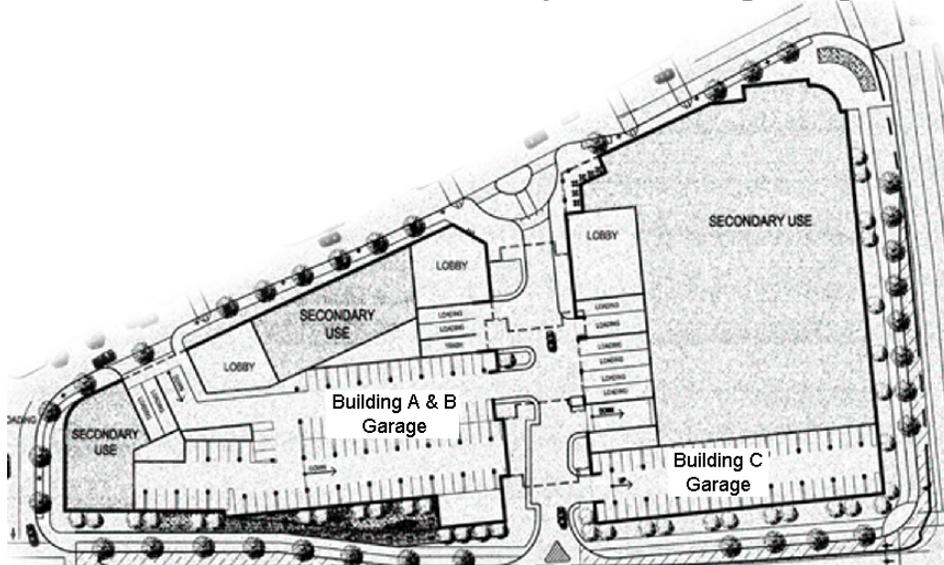


Within Building C the applicant will provide:

- Two semi-private terraces to be located on the top deck of the Building C parking structure below. The courtyard areas will include informal seating areas, landscaping, hardscape features. etc;
- A swimming pool;
- Storage facilities, including bike racks;
- A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- A fitness center that includes equipment having a total value of at least \$100,000.00; and
- A business center, with broadband or high-speed data connections (including "secure" voice and/or data connections), computers, facsimile machine and similar items.

Residential/Retail/Secondary Uses Parking and Loading: The parking for the residential and retail/secondary uses will be provided in one at-grade level, and three below-grade levels of structured parking under Buildings A, B and C. The parking for residential and retail/secondary uses will be vertically separated within the garage. The residential use will be parked on the lowest levels of the garage, with the retail/secondary uses using the levels closer to grade. The parking levels are accessed from three points; there is one entrance off the south side of Main Street and two entrances off the service street. One of these is connected to the Building A/B garage and the other to the Building C garage. The garage below Buildings A and B connects to the Building C garage on all the below grade levels.

Residential & Retail/Secondary Uses Parking Garages



Loading for these three buildings will be mainly from the north/south service street off of Prosperity Avenue that separates Buildings B and C. There are two loading spaces for Building B and six for Building C. Building A has two additional loading spaces that are located off the south side of Main Street.

The applicant has provided several parallel parking spaces along the northern side of Main Street. These spaces also serve as loading spaces for the retail uses on the northern side of Main Street, and additional kiss-and-ride spaces. None of these parallel spaces are counted as required parking, and are not reflected in the parking tabs, due to the applicant's intention to control the time periods that these spaces are available for use as metered parking spaces.

Streetscape and Plaza Areas: The applicant has designed the site to reflect the Comprehensive Plan's streetscape requirements. There are larger shade trees planted along the frontages of Prosperity Avenue, Gallows Road and the proposed Main Street. There are ornamental trees planted throughout the site, with a majority of them being located between the sidewalks and proposed buildings. The applicant has proposed a double hedge row between the surface lot on the western end of the site and the adjacent sidewalk.

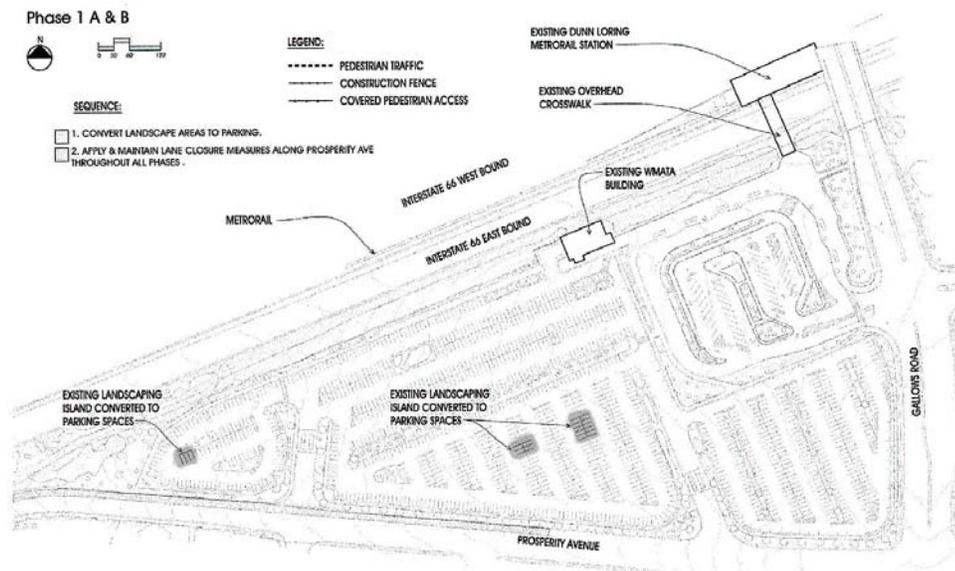
There are two public plazas located on the site. The main entrance plaza is located in the northwest quadrant of the intersection of Prosperity Avenue and proposed Main Street. This plaza will be the main entrance feature for the site and will offer a range of hardscape and softscape elements, outdoor seating and a focal feature that could consist of a fountain or sculpture.

The second plaza is located adjacent to the Dunn Loring Metro station entrance. This plaza will consist of large shade trees, hardscape and softscape, and seating. This plaza may be used as an additional waiting area for the adjacent kiss-and-ride area.

Phasing: The contract between WMATA and TCR stipulates that, throughout any phase of construction, at least 1,355 parking spaces must be available to Metro patrons. (This is the number of spaces that currently exist in the surface parking area.) The project is proposed to be constructed in six (6) phases, with Phases 3 and 4 each containing two options.

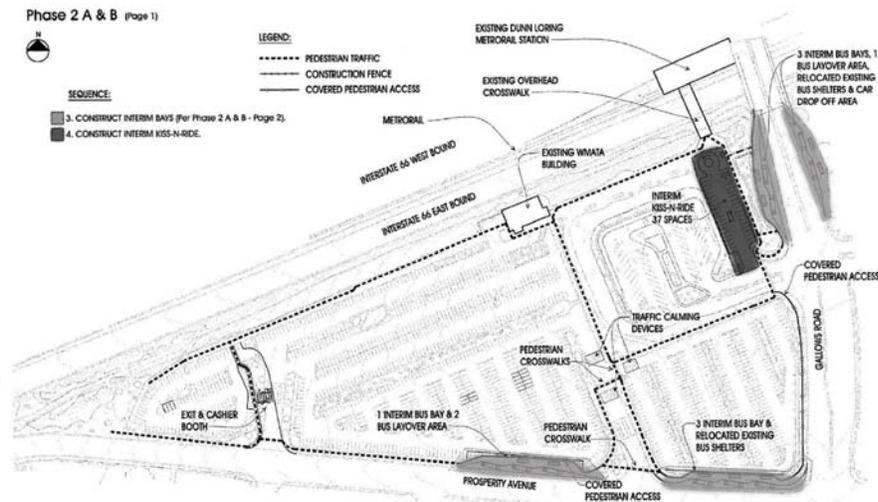
- Option A of Phases 3 and 4 reflects the provision of temporary on-site parking, and
- Option B reflects having temporary parking located off-site.

Phase 1:



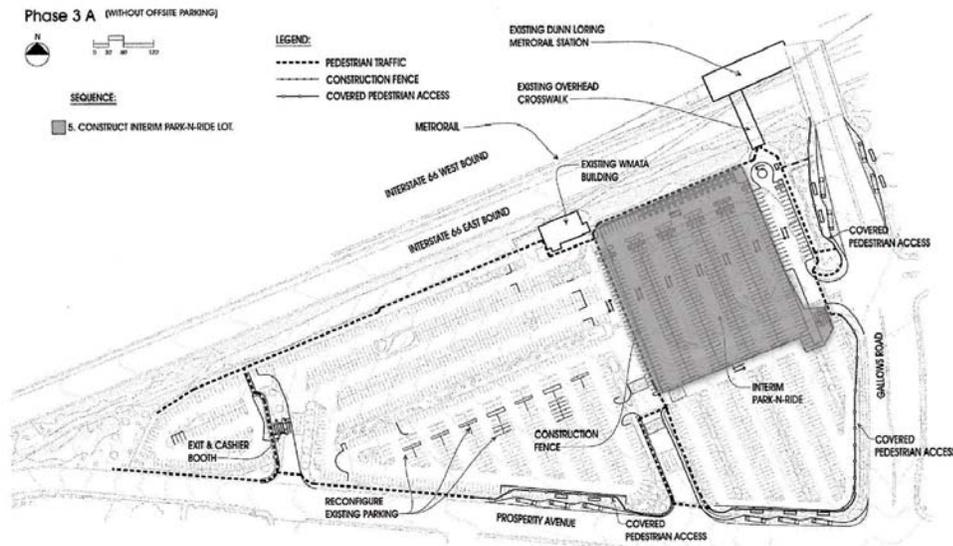
- Three existing landscaping islands will be converted to parking spaces, for a gain of 17 spaces.
- The westbound curb lane along Prosperity Avenue will be closed in order to facilitate stacking for construction material deliveries. The lane closure begins approximately 720 feet west of the intersection of Prosperity Avenue and Gallows Road and continues to the westernmost tip of the PCA portion of the site.

Phase 2:

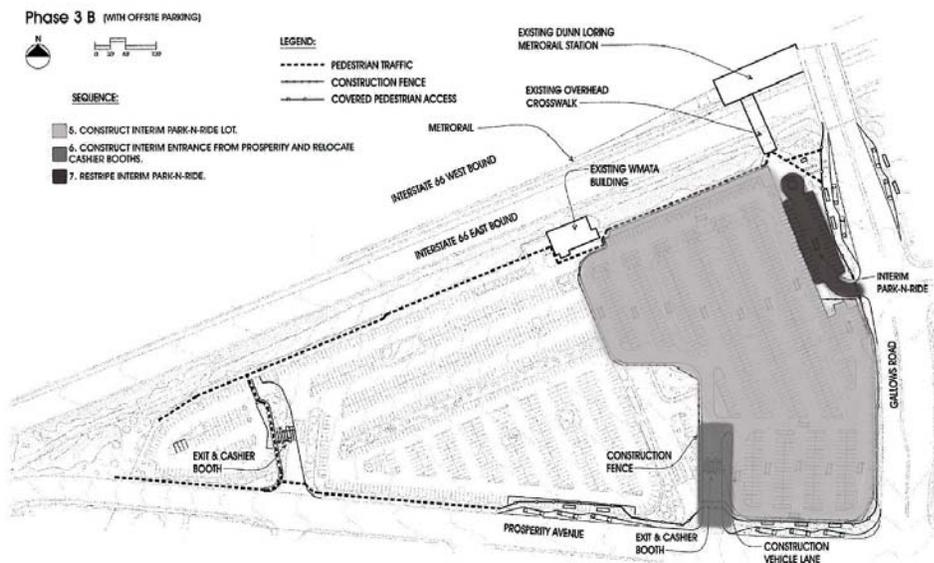


- To facilitate the construction of the interim kiss-and-ride, the existing bus bays will be removed and relocated to interim locations along the northern side of Prosperity Avenue and on the east and west sides of Gallows Road. The bus bays located along Gallows Road run parallel to the interim kiss-and-ride area. There will be a total of seven interim bus bays and three layover spaces available. (This is a one bay increase from the existing number of bays.)
- The interim kiss-and-ride will be constructed in the northeast corner of the site, between the existing kiss-and-ride and Gallows Road. There will be 37 spaces and a turnaround located in this area.
- A covered pedestrian access will be constructed from the bus bays located along Prosperity Avenue to the Metro Station entrance.
- The exit and cashier booths will be realigned at the western end of the parking lot.

Phase 3/Option A (with on-site interim parking): In Phase 3A all of the 1,355 WMATA parking spaces are maintained on site by constructing an interim parking area in the northeast corner of the site, where the former kiss-and-ride and bus bays were located.



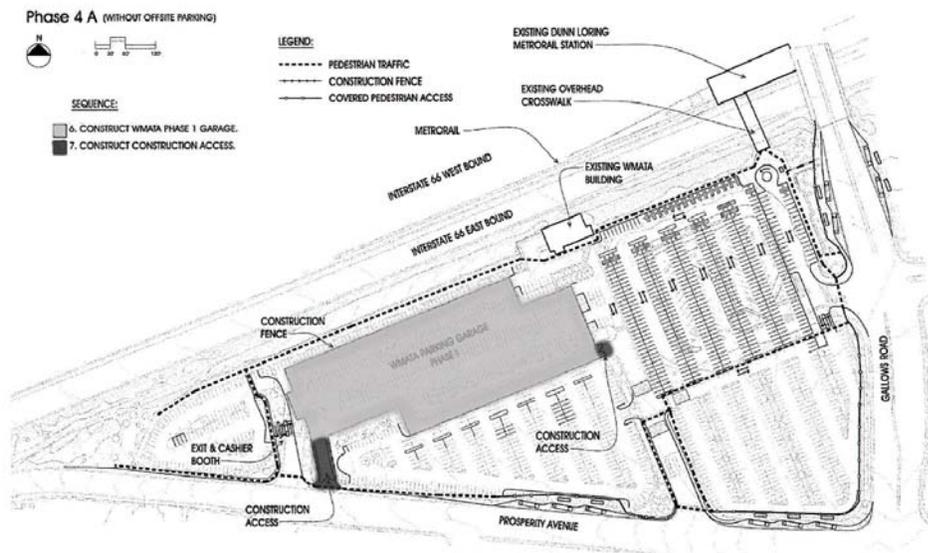
Phase 3/Option B (with off-site interim parking): In Phase 3B some (exact number unknown) of the 1,355 WMATA parking spaces are moved offsite to an as yet unknown parking location, with the applicant providing a safe walking path to the Metro station entrance from wherever the off-site spaces may be located. If the interim offsite spaces are further than one quarter of a mile away from the Metro station, the applicant will provide shuttle service to take people to and from the Metro station. The changes that will take place on site are:



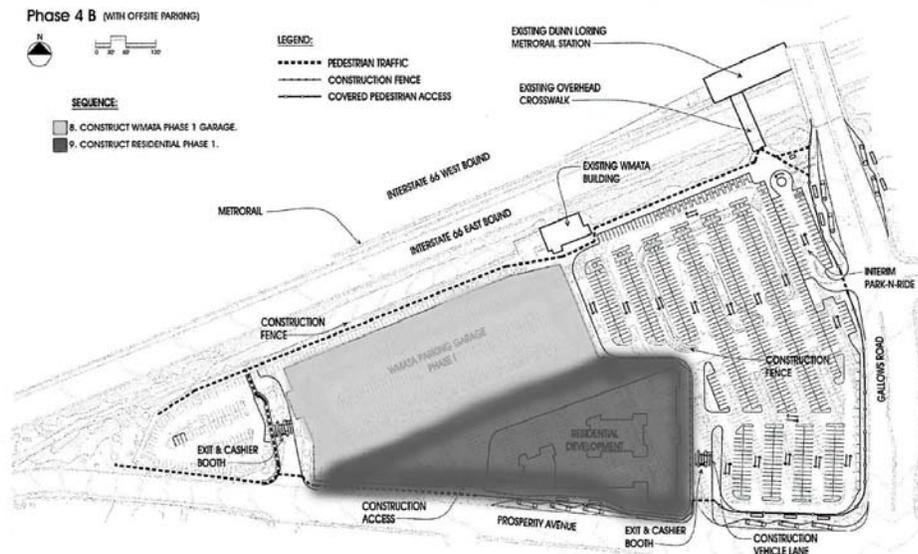
- Interim parking will be constructed in the northeast corner of the site where the former kiss-and-ride and bus bays were located.
- The eastern exit and cashier booth existing will be shifted on Prosperity Avenue slightly to the east, perpendicular to the road.

- The existing surface lot in the southeast corner of the site will be restriped to increase the number of onsite interim spaces, and to accommodate the shift in the exit and cashier booths.

Phase 4/Option A (with on-site interim parking): The following changes will occur on the site during this phase:



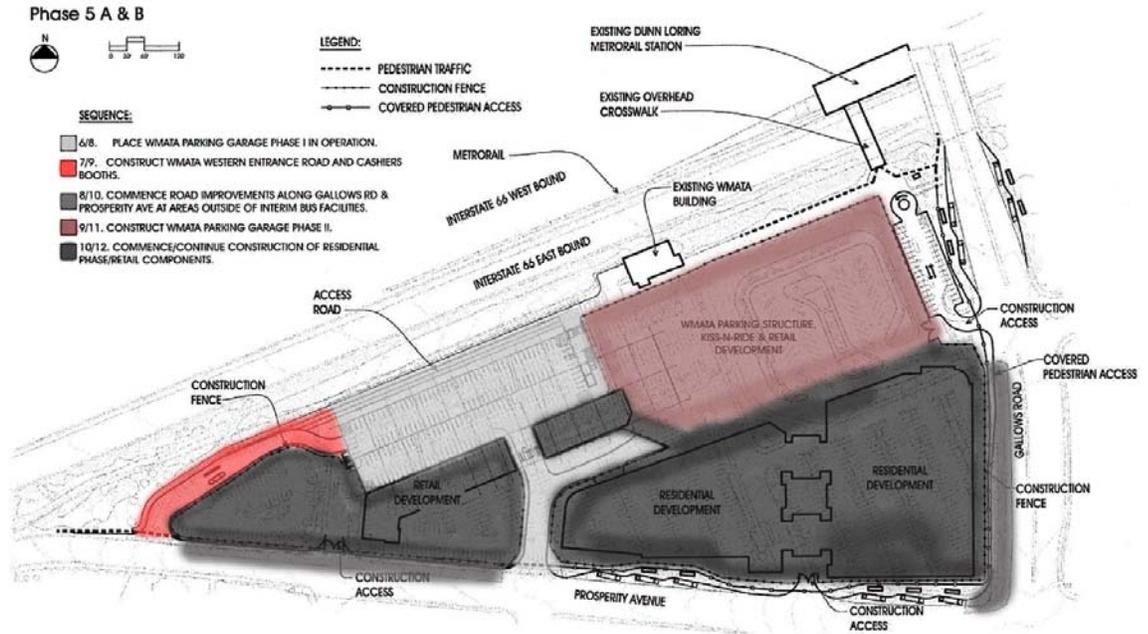
Phase 4/Option B (with off-site interim parking): The following changes will occur on site during this phase:



- Phase I of the WMATA garage will be completed. (1,355 spaces)
- Construction will commence on residential Buildings A and B.

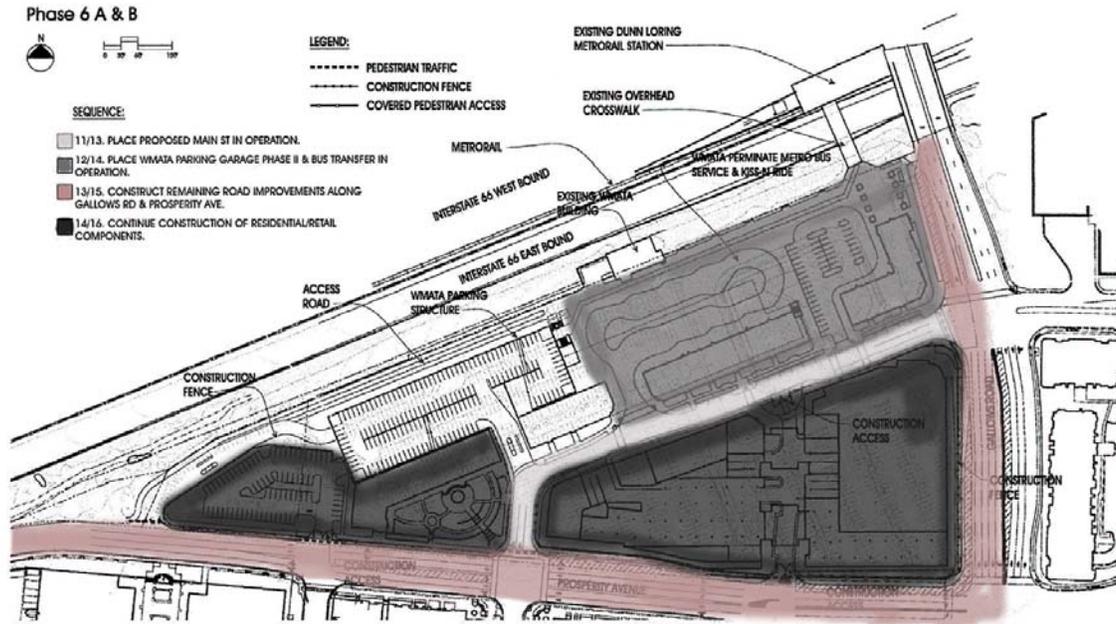
- The western portion of the proposed Main Street will be constructed.

Phase 5: The following changes take place during this phase:



- Phase I of the WMATA parking garage will be placed into operation. The entrance to the garage will be located off the north side of Prosperity Avenue, aligned with Merrilee Drive to the south. (This will become the western portion of the proposed Main Street.)
- The western entrance road to the WMATA garage will be constructed, along with the exit and cashiers booth that will connect the new garage to a new entrance on the western edge of the site off of Prosperity Avenue
- Phase II of the WMATA garage will be constructed; kiss-and-ride and new bus bay area will be completed.
- The proposed Main Street construction will continue towards Gallows Road.
- The construction of the residential and retail components will continue.
- The road improvements along Gallows Road and Prosperity Avenue will be completed, except for the areas being used as the interim bus facilities.

Phase 6: This is final phase needed to complete the WMATA portion of the site. The following changes will take place on site during this phase:



- Main Street will be completed.
- Phase II of the WMATA garage, the new permanent bus bays, and the new kiss-and-ride areas will be placed into operation.
- The interim bus bays will be removed and the final Gallows Road and Prosperity Avenue improvements will be constructed.
- The final residential and retail units will be completed in this or a later phase.

Conformance with the Comprehensive Plan

The subject property, which encompasses all of Land Unit A in the Comprehensive Plan’s Merrifield Suburban Center, is planned for the Dunn Loring Metro Station with two options for increased density. Option 1 provides for office and/or hotel uses with ground floor retail and service uses up to 1.0 FAR on 8 acres of the approximately 15 acre land unit. Option 2, which the applicant has chosen to pursue, provides for a mixed use development up to a 2.25 FAR, including residential and/or hotel on 8 acres of the land unit. Residential uses are recommended to consist of a minimum of 60% of any development, and office uses, if provided, are to consist of a maximum of 25% of any development. The focal point of any redevelopment is envisioned to be a public plaza or green located on the northeast corner of Prosperity Avenue and Merrilee Drive. The plaza and street level retail are planned in order to

encourage pedestrian activity and movement between the Metro station and planned and existing high intensity development to the south. In addition, transportation improvements such as the extension of Merrilee Drive across Prosperity Avenue, the redesign and improvement of vehicular and pedestrian access to the Metro station, and an increase in Metro station parking spaces are recommended.

In order to facilitate the Comprehensive Plan land use analysis, an extract or paraphrase of each of the multiple planning elements is provided below for brief discussion.

Issue: Mix of Uses/Intensity of Development. The Comprehensive Plan envisions a transit-oriented development that emphasizes residential use with ground level retail and a central public space with offices or a hotel as other possible uses in order to transform the area adjacent to the Dunn Loring Metro Station into a more urban and people-oriented place. The residential uses on this site encompass approximately 86% of the proposed development with retail use making up the remainder. A plaza surrounded by retail is planned. The Plan guidance regarding development intensity calls for a maximum 2.25 FAR on 8 acres. The proposed development is at the maximum intensity recommended by the Plan, which is approximately 1.5 FAR on the 14.06 site area zoned PRM, and 2.25 FAR on the 8.0 acres south of the proposed Main Street. The proposed mix of uses and intensity conform with the Comprehensive Plan recommendations.

Issue: Height Limits. “Height Limit: Building heights may range from 60 feet to 120 feet, with the tallest buildings located on the southern portion of the property adjacent to Prosperity Avenue. Buildings with a height no greater than 60 feet should be located within 100 feet of the I-66 right-of-way. In order to encourage structured parking to be located under buildings, a height bonus of up to 30 feet (or a maximum height of 150 feet) is appropriate when at least 3 levels of structured parking are provided under buildings, either at or below grade. The height bonus does not apply to the area within 100 feet of I-66.”

The three proposed residential buildings, which are all adjacent to Prosperity Avenue, range in height to a maximum of 110 to 135 feet. Each building is proposed to include 2 to 3 levels of below grade structured parking and parking at grade. As such, one building (Building A), with a proposed height of 135 feet is planned (as an option) to utilize the height bonus. The WMATA Garage is a maximum of 60 feet tall within 100 feet of the I-66 right-of-way. Additionally, the proposed residential uses are located beyond 200 feet of the I-66 right-of-way as recommended by the Plan. Staff feels that this issue has been adequately addressed.

Issue: Plaza and Recreational Amenities. “Usable open space in the form of plazas, urban greens, courtyards or parks should be provided throughout the Merrifield Suburban Center, especially in the Transit Station Area and the Town Center, in order to create a strong pedestrian focus. Developments should

provide these pedestrian amenities, which include landscaped areas with shade trees, seating areas, public art and other amenities that make attractive gathering places for the local workforce, shoppers, and residents. In some instances, these open space amenities should be large enough and designed in a manner to accommodate informal activities as well as programmed events during lunch-hours and after-work hours.”

A public plaza, which will serve as a major focal point for metro users, residents, and others is proposed at the western end of the proposed Main Street, with retail along the north and west sides and additional retail across Main Street to the east. The plaza will include landscaping, hardscape areas (such as concrete walkways with brick pavers and stonework), benches and seating areas. In addition, the plaza will include a focal point feature such as a fountain or public art that will serve as the defining entry feature for the development. While the proposed plaza is not located in the northeast corner of Prosperity Avenue and Merrilee Drive as recommended in the Comprehensive Plan, the plaza satisfies plan intent by providing a focal point at the terminus of Merrilee Drive to draw pedestrians into the site and to the metro station.

Issue: Landscaping and Streetscaping. “Attractive streetscape includes a well-designed road edge with street furniture and other features and provides improved identity, visual continuity and user safety. The streetscape concept shown on Figure 9 provides a streetscape hierarchy with four types of streetscape designs: Boulevard, Ring Road, Main Street and Cross Street. These streetscapes should create a unifying theme along each of the roads to visually and physically link Merrifield. This unifying theme consists of guidance for street tree location, spacing, and size.”

The applicant’s current plan submission includes three streetscape concepts planned for the Merrifield Suburban Center to assist in its transformation from an industrial area to a mixed use area with pedestrian-friendly features; the fourth type, “Ring Road” is not applicable to the proposed development. The CDP/FDP includes landscape and streetscape plans, detail plans for the plazas, and other features along with proffer commitments for landscaping and streetscaping. The applicant has generally met the streetscape guidelines. However, the current submission contains several deviations from the Comprehensive Plan guidance as described below. (The applicant has continued to work with staff to address these discrepancies and a revised submission is anticipated prior to the Planning Commission public hearing; in the interim, staff has proposed development conditions (Appendix 2) that address all outstanding issues).

- Along the Gallows Road streetscape, major shade trees are provided only in the landscaped area next to the curb and not on both sides of the sidewalk as recommended. However, the trees provided in this landscaped area are approximately 30 feet apart instead of the plan recommendation of 40 to 50 feet apart since the trees will not be

staggered. Staff feels that this tighter spacing serves the intent of the Comprehensive Plan streetscaping requirement along Gallows Road. In addition to the shade trees, ornamental trees are proposed in the landscape strip adjacent to the residential buildings along the southern section of Gallows Road. No landscape strip is proposed along Gallows Road adjacent to the metro station plaza and retail structure. The Comprehensive Plan calls for major shade trees to be provided in the landscape strip adjacent to the residential buildings. However, Staff recognizes that the need to locate utilities constrains this portion of the site, and believes that the lack of a landscape strip adjacent to the metro station plaza and retail structure is acceptable.

- Along the Prosperity Avenue streetscape, the major shade trees shown between Main Street and Gallows Road should be spaced 25 to 30 feet apart rather than the 40 to 50 feet depicted. Additionally, a hedge should supplement the proposed streetscape in the western area of the site in order to buffer the proposed surface parking lot. A proposed development condition addresses this discrepancy.
- Along the Main Street streetscape, on-street parking is proposed only on the north side of the street and not both sides as recommended by the Plan. The street's south side does not meet streetscape width recommendations of between 20 to 25 feet, proposing 15 feet instead (and varying in width as the streetscape approaches Gallows Road). In addition, major shade trees are spaced 30 to 40 feet rather than the recommended 25 to 30 feet. Given the desire to facilitate pedestrian access to the Metro, the narrower streetscape is acceptable, as is the lack of on-street parking on the south side of Main Street. However, the trees should be spaced according to Plan guidance; a development condition addresses this concern. (Staff has also noted that a wider streetscape could be achieved through architectural design by inseting the ground level building façade several feet with an overhanging roof.)

Additionally, the proffers state that street trees located along Main Street may be shifted to accommodate final architectural design, utilities and layout considerations in consultation with the Zoning Administrator. Given the importance of streetscaping in the creation of a viable and attractive urban environment in this core area of the Merrifield Suburban Center, staff has proposed a development condition which states that any potential changes to the Plan's streetscape recommendations should be very limited and carefully considered.

The proffers state that the applicant will encourage retail and other uses with street frontage along the proposed Main Street to create a lively building façades and pedestrian-friendly streetscape by using transparent exterior storefront facades and entries, landscaping, restaurant seating areas, benches, canopies and awnings, decorative light fixtures, brick pavers, shade elements and other techniques.

Issue: Lighting and Signage. “Good signage also contributes to good pedestrian-oriented design. For example, signage within a development should be coordinated in terms of scale, design, color, materials, and placement in order to create a unified identity for the area. Signage should also be designed appropriately for its location and purpose, without sacrificing legibility...Street lighting that maintains the overall character and quality of the area should be provided, while providing adequate lighting levels that ensure public safety without creating glare or light spillage into neighboring low-density residential areas.”

To minimize nighttime light pollution and glare, the most current proffers indicate that all surface parking lot and building mounted security lighting shall utilize full cut-off fixtures. Wall-washer type lighting shall use fixtures with shielding such that the lamp surface is not directly visible. In addition, as part of its lighting program, the applicant will provide lighting along the northern exterior side of the WMATA Garage for the bike path and pedestrian walkway to be located adjacent to the garage. Undirected uplighting for design elements such as signs, landscaping or architectural illumination has been prohibited by a proposed development condition. In addition, the applicant has proffered to provide a coordinated signage system, including way finding signs and potential retail awning signage, for all residential and non-residential uses to establish a uniform theme throughout the proposed development. Signs will use a consistent color palette, lighting and font. Stand-alone, pole-mounted signage shall be prohibited.

Issue: Affordable and Workforce Housing. The Comprehensive Plan guidance for the Merrifield Suburban Center states that “for those areas planned for mixed-use with residential units, such as the town center and the transit station area, ADU and bonus units should be provided for the residential component as a condition for attaining the high end of the area’s mixed-use potential. The amount of ADU and bonus units should utilize the ADU Ordinance formula.” The applicant is seeking the maximum development potential for the site. The proffers indicate that the applicant will provide a minimum of 4.3% affordable dwelling units (ADUs), or 31 of 720 units and a total of 8% of the total residential units constructed will be sold/rented as either ADUs or workforce housing units. The workforce units will be provided to residents with up to 80% of area median income and range in size from 500 to 850 square feet as efficiency and one bedroom units. Staff feels that this issue has been adequately addressed.

Issue: Parking. “The number of parking spaces for metro patrons should be substantially increased under this option. Shared parking between metro patrons and other uses should be considered since these uses could have different peak-hour demand.” The number of metro station parking spaces is proposed to increase from 1,355 to 2,000 spaces. As depicted in the CDP/FDP, residents or visitors to the residential buildings will park in a combination of below-and above-grade structured parking facilities to be

constructed within or beneath the buildings and in a surface parking lot (which may redevelop at a future date) on the southwest corner of the site. Non-Metrorail patrons shall be permitted to park in the WMATA garage during off-peak metro station hours and on weekends. The most recent proffers indicate that the applicant may evaluate and pursue a shared parking agreement and/or parking reduction for the proposed development, as permitted by the Fairfax County Zoning Ordinance and approved by the Board of Supervisors. Staff encourages this pursuit. According to the proffers, a parking management plan will be developed and approved by Fairfax County Department of Transportation to properly direct the various users to the appropriate parking facilities. Staff feels that this issue has been adequately addressed.

Issue: Transportation and Pedestrian Circulation “In order to ensure adequate access and circulation, dedicated turn lanes on Prosperity Avenue to access the Metro property should be provided...Development should be coordinated with the extension of Merrilee Drive to Prosperity Avenue...As consistent with County Policy, a detailed traffic impact analysis should be done to determine any additional improvements required to mitigate the impacts of the proposed development on the street network in the vicinity of the development. Development under this option should mitigate the incremental traffic impact of the proposed development. Examples of mitigation may include but not be limited to: coordination with the improvement of Route 29; phasing the development with needed road improvements; and/or making contributions to alternative traffic mitigation projects that benefit the greater Merrifield area.”

Improving vehicular and pedestrian circulation on-site and adjacent to the development and mitigating the impact of the proposed development on the street network are important elements of the Comprehensive Plan guidance for the Dunn Loring Metro Station land unit. A non-SOV (single occupancy vehicle) mode split of 25% is recommended. The applicant has proposed several measures to mitigate the proposed development’s anticipated transportation impacts including:

- An extension of Merrilee Drive across Prosperity Avenue into the site and connecting to Gallows Road. This street will serve as the development’s Main Street with ground floor retail along both sides of the street; pedestrian, car and bus entrances to the metro station transit facilities; a plaza and residential building entrances adjacent to this street. The extension of Merrilee Drive through the site will not only improve both vehicular and pedestrian access to the metro station but also provide better access to the newly developed and planned mixed use developments to the south of the site.
- Provision of dedicated left and right turn lanes on Prosperity Avenue into the site at the intersection with Merrilee Drive to improve access to the metro station.

- A 50% vehicular trip reduction goal as specified in the transportation demand management (TDM) goals in the most recent proffers.
- A contribution of \$25,000 toward a feasibility study to examine the creation of a consolidated shuttle or circulator system in the Dunn Loring/Merrifield area. Alternatively, if a Merrifield Shuttle is established by others, the applicant has proffered to participate in ongoing funding for such a service if the shuttle provides reasonable service to the proposed development.
- A contribution of \$25,000 toward the construction/reconstruction of a pedestrian bridge across an existing stormwater channel located offsite from the subject property near its northwest boundary in order to provide an enhanced pedestrian connection between Prosperity Avenue and the nearby Dunn Loring Village development.
- The provision of a Pedestrian and Bike Circulation Plan as part of the CDP/FDP, which depicts improvements proffered to be constructed by the applicant both on site as well as in the surrounding blocks. Pedestrian pathways are depicted along both sides of the two major streets, Gallows Road and Prosperity Avenue, internal to the site, and along the northwestern boundary of the site adjacent to I-66. Additional and/or enhanced crosswalks from the site across Gallows Road and Prosperity Avenue are proposed. Bike paths are provided along the west side of Gallows Road, north side of Prosperity Avenue, the south side of Main Street, and along the northwestern boundary of the site.
- A minimum of 10 bicycle racks proposed throughout the proposed development as shown on the CDP/FDP. At least 50% of the racks will be located under protective covers.

Based on this analysis, it is staff's opinion that the application, as proffered, is in conformance with all aspects of the Comprehensive Plan for the Dunn Loring Metro Station site.

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, see Appendix 17.) Although the Development Criteria pertain to residential development, because of the mixed-use nature of the proposed project it is impossible to adequately evaluate the proposal by its individual

components; therefore, staff has used the Development Criteria to evaluate the entire development in this case.

Site Design (Development Criteria #1)

Consolidation: Developments should provide parcel consolidation in conformance with any site specific text and applicable policy recommendations of the Comprehensive Plan. Should the Plan text not specifically address consolidation, the nature and extent of any proposed parcel consolidation should further the integration of the development with adjacent parcels. In any event, the proposed consolidation should not preclude nearby properties from developing as recommended by the Plan.

The Comprehensive Plan recommends that this Land Unit be redeveloped utilizing the entire Metro Station parking area. This application consolidates the entire Land Unit, including the 1.32 acre portion of the site that is the subject of PCA/FDPA 88-P-030.

Layout: The layout should:

- *provide logical, functional and appropriate relationships among the various parts (e. g. dwelling units, yards, streets, open space, stormwater management facilities, existing vegetation, noise mitigation measures, sidewalks and fences);*
- *provide dwelling units that are oriented appropriately to adjacent streets and homes;*
- *include usable yard areas within the individual lots that accommodate the future construction of decks, sunrooms, porches, and/or accessory structures in the layout of the lots, and that provide space for landscaping to thrive and for maintenance activities;*
- *provide logical and appropriate relationships among the proposed lots including the relationships of yards, the orientation of the dwelling units, and the use of pipestem lots;*
- *provide convenient access to transit facilities;*
- *Identify all existing utilities and make every effort to identify all proposed utilities and stormwater management outfall areas; encourage utility collocation where feasible.*

The proposed site is an existing transit facility that will provide residents with immediate access to transit that few, if any, other sites in Fairfax County can offer. The site has been designed in a manner in which utilizes the non-residential and transit-oriented components of the development to provide a functional buffer for the residential uses proposed in the southern portion of the site. Transit facilities are located parallel to I-66, which provides noise attenuation as well as protected access to the existing Dunn Loring Metro Rail Station. To enhance the aesthetics and function of this potentially unattractive large parking structure and bus transfer facility, the applicant has faced the entire frontage of the transit site on Main Street with ground level

retail/secondary uses, which will capitalize on the location of the Metro Station and enhance the activity level/viability of this mixed use development. The design also uses open areas and plaza features along with streetscapes to enhance the urban spaces by providing opportunities for community gathering at this transit hub. The residential portion of the property is located on the southern portion of the site, adjacent to similar existing uses to the south and east. Building heights are also concentrated to the south and center of the site in conformance with Plan recommendations and the parking on the site is mainly structured as is appropriate for an urban transit site. Parking within the proposed structure is segregated by use to lessen the potential conflicts among Metro, residential and retail/secondary uses. Residential uses provide central access to private recreational areas in the form of courtyards which are accessible to all residents.

Open Space: Developments should provide usable, accessible, and well-integrated open space. This principle is applicable to all projects where open space is required by the Zoning Ordinance and should be considered, where appropriate, in other circumstances.

The applicant has proposed 20% landscaped open space which satisfies the PRM requirement. This open space is located primarily in two major plaza areas in the non-residential (northern) portion of the property, and within four courtyard/amenity areas in the southern (residential) portion of the site.

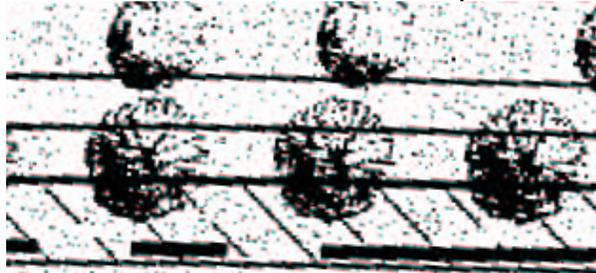
Landscaping: Developments should provide appropriate landscaping: for example, in parking lots, in open space areas, along streets, in and around stormwater management facilities, and on individual lots

Amenities: Developments should provide amenities such as benches, gazebos, recreational amenities, play areas for children, walls and fences, special paving treatments, street furniture, and lighting.

The site has been designed with high quality urban landscaping for the use of both the residents and patrons of the Metro facilities. Landscaping of the non-residential portion of the site consists of mainly two urban plazas. The first of these plazas is located at the entrance of the Metro Station, and consists of a structured plaza interspersed with regularly spaced shade trees, seating, an information kiosk and bicycle parking facilities. The second of these plazas is located in the south central portion of the site adjacent to the intersection of Main Street and Prosperity Avenue; this area serves as the primary entrance/focal feature of the development. It consists of a large structured plaza surrounding a focal feature (artwork, fountain, etc.) with radiating walkways connecting to the proposed sidewalk and streetscape areas through planted areas containing ornamental landscaping and seating. This area will serve as a community gathering area as well as to provide the opportunity for outdoor seating for the proposed eating establishment uses which are anticipated to be located within the adjacent retail/secondary buildings.

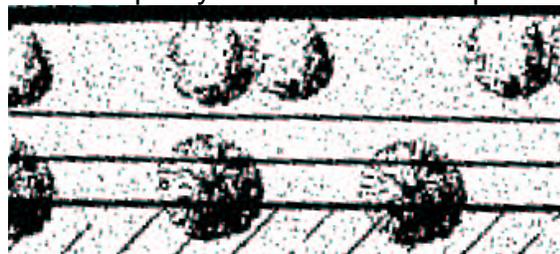
The applicant is proposing to install streetscaping throughout the site. Along the Gallows Road frontage, the applicant has proposed streetscaping starting with an eight to ten foot wide planting strip adjacent to the roadway pavement, followed by an eight to twelve foot wide sidewalk, and ending with an approximately twelve foot wide planting strip adjacent to proposed structures and the northeast plaza. This proposal meets the intent of the “Boulevard Streetscape Concept” for Gallows Road contained in the Comprehensive Plan as conditioned.

Gallows Road Streetscape



Along the Prosperity Road frontage, the applicant is proposing an eight foot wide planting strip adjacent to the roadway pavement, followed by an eight foot wide sidewalk, and ending with a minimum twelve foot wide planting strip adjacent to proposed structures. The portion of the Prosperity Avenue frontage between Main Street and the Service Street includes a varying width planting area that incorporates planter/seating walls to help screen the parking structure from pedestrians and traffic on Prosperity Avenue. The area along Prosperity Avenue where the surface parking lot is located has a streetscape plan consisting of an eight foot wide planting strip adjacent to the roadway pavement, followed by a eight foot wide sidewalk, and ending with a twelve foot wide planting strip adjacent to proposed surface lot. The streetscaping along Prosperity Avenue meets the intent of the Comprehensive Plan recommendation as conditioned.

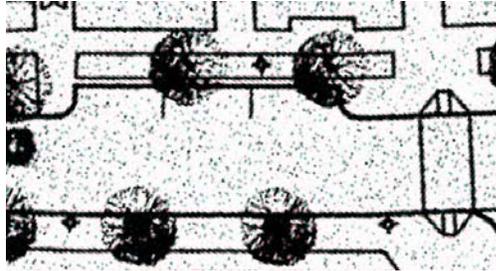
Prosperity Avenue Streetscape



The streetscape that is planned for the proposed Main Street meets the intent of the Comprehensive Plan’s “Cross Street Streetscape Concept” as conditioned, which depicts a two foot wide refuge area, six foot wide planting strip using structural soils, and a six to eighteen foot wide sidewalk/browsing

area. (The narrower, six foot wide sidewalk is located along the western end of the site, adjacent to the primary entrance plaza area.)

Main Street Streetscape



The site contains three residential buildings, each providing access to elevated private open spaces as shown on the CDP/FDP. Additionally, the applicant has proffered that a minimum of \$100,000 for Buildings A and B, and an additional \$100,000 for Building C will be used to construct fitness areas within the individual structures. There are also other indoor activity/amenity areas such as a theater and business center located in these buildings. The visible facades of the parking garages will include architectural surface treatments that will be complimentary to the residential buildings, such as the use of special forming or scoring and/or pre-cast panels or similar architectural embellishments to ensure visual compatibility.

There are a total of four residential courtyards located on the site. The courtyard in Building A overlooks Prosperity Avenue and contains ornamental plantings, decorative paving materials and several seating options. The courtyard in Building B is surrounded by residential units and contains ornamental plantings, decorative paving materials and several seating options similar to those found in the Building A courtyard. Building C contains two courtyards. One of the courtyards contains ornamental plantings, decorative paving materials and several seating options, and the other contains the pool, seating and ornamental plantings. These courtyards are amenities shared by all of the residential buildings.

Neighborhood Context (Development Criteria #2)

All rezoning applications for residential development, regardless of the proposed density, should be designed to fit into the community within which the development is to be located. Developments should fit into the fabric of their adjacent neighborhoods, as evidenced by an evaluation of:

- *transitions to abutting and adjacent uses;*
- *lot sizes, particularly along the periphery;*
- *bulk/mass of the proposed dwelling units;*
- *setbacks (front, side and rear);*
- *orientation of the proposed dwelling units to adjacent streets and homes;*
- *architectural elevations and materials;*

- *pedestrian, bicycle and vehicular connections to off-site trails, roadways, transit facilities and land uses;*
- *existing topography and vegetative cover and proposed changes to them as a result of clearing and grading.*

It is not expected that developments will be identical to their neighbors, but that the development fit into the fabric of the community. In evaluating this criterion, the individual circumstances of the property will be considered: such as, the nature of existing and planned development surrounding and/or adjacent to the property; whether the property provides a transition between different uses or densities; whether access to an infill development is through an existing neighborhood; or, whether the property is within an area that is planned for redevelopment.

The proposed project is a redevelopment of the existing Dunn Loring Metro Station facility. The existing Metro Station consists of a large surface parking lot and entrance to the Metro Station, which is located in the median of I-66. The site also accommodates six bus transfer bays, and provides kiss-and-ride access to the station. The intent of the application is to provide an enhancement of the existing Metro facility which integrates seamlessly into the mixed-use development envisioned by the Plan and creates a vibrant activity center. The application property has been designed in a manor that maximizes compatibility with the surrounding land uses. The application property is a triangle bordered by three major roadway/transit facilities. To the north are Interstate 66 and the existing Metro rail line and Dunn Loring Metro Station; to the east is Gallows Road, a major arterial; and to the south is Prosperity Avenue, also a major arterial. Existing uses located across I-66 to the north consist of Stenwood Elementary School and low density single family detached housing. To the east, across Gallows Road are located mid-rise residential and office uses. To the south across Prosperity Avenue are located a hotel, mid-rise residential and office uses.

The existing Dunn Loring Metro Station is surface parked. The proposed redevelopment will locate a large parking structure, approximately five levels above grade, along the northwestern property line. Due to the large physical separation of the site from the uses across I-66, there are no compatibility issues anticipated from the proposed redevelopment of the transit station to the properties to the north.

The applicant has provided two options for the building height for the proposed residential Building A. The first option provides five stories, consistent with Buildings B and C. The second option would provide for nine stories (135 feet) for the entire footprint of Building A. The high point on the site is the Gallows Road frontage; the site slowly drops off toward the west. The site design has used this elevation change to the advantage of the development. The westernmost retail/secondary use building is two stories in height which appears to be a single story on the Main Street frontage, and offers the lower level its own entrance off the surface lot to the west. Also, the impact of

Building A's 135 foot height is slightly reduced by locating it on one of the lowest points on the site. The buildings will be constructed using a combination of the following proffered materials which include: brick, aluminum siding, hardi-plank, masonry/stone, glass, steel, split-face and pre-cast panels. Other features such as bay windows and balconies may be constructed as long as they do not extend more than eight feet beyond the building footprints shown on the Development Plan.

The applicant has articulated the ground level of the residential structures along all road frontages to enhance the pedestrian experience by including individual access to the retail/secondary uses; window displays; canopies etc. Service access to the residential uses, including garage access, has been concentrated off a central service street which reduces potential conflicts with pedestrians and creates a more aesthetic transition to adjacent properties.

Pedestrian connections to the Dunn Loring Metro Station have been enhanced with fully signalized and designated pedestrian walkways at Merrilee Drive connecting with the proposed Main Street at Prosperity Avenue; at the intersection of Prosperity Avenue and Gallows at the southeastern corner of the property; and at the Gallows Road and Main Street intersection. In addition, internal connections have been established at all major entrances to the Metro facilities along the proposed Main Street. There are bike lanes provided along Gallows Road as per the Comprehensive Plan. There are also a number of bike racks located throughout the proposed site. The applicant has proffered that during the interim phases of redevelopment, adequate pedestrian /bicycle facilities will be maintained at all times.

Environment (Development Criteria #3)

All rezoning applications for residential development should respect the environment. Rezoning proposals for residential development, regardless of the proposed density, should be consistent with the policies and objectives of the environmental element of the Policy Plan, and will also be evaluated on the following principles, where applicable.

- a) *Preservation: Developments should conserve natural environmental resources by protecting, enhancing, and/or restoring the habitat value and pollution reduction potential of floodplains, stream valleys, EQCs, RPAs, woodlands, wetlands and other environmentally sensitive areas.*
- b) *Slopes and Soils: The design of developments should take existing topographic conditions and soil characteristics into consideration.*
- c) *Water Quality: Developments should minimize off-site impacts on water quality by commitments to state of the art best management practices for stormwater management and low-impact site design techniques.*

- d) *Drainage: The volume and velocity of stormwater runoff from new development should be managed in order to avoid impacts on downstream properties. Where drainage is a particular concern, the applicant should demonstrate that off-site drainage impacts will be mitigated and that stormwater management facilities are designed and sized appropriately. Adequate drainage outfall should be verified, and the location of drainage outfall (onsite or offsite) should be shown on development plans.*
- e) *Noise: Developments should protect future and current residents and others from the adverse impacts of transportation generated noise.*
- f) *Lighting: Developments should commit to exterior lighting fixtures that minimize neighborhood glare and impacts to the night sky.*
- g) *Energy: Developments should use site design techniques such as solar orientation and landscaping to achieve energy savings, and should be designed to encourage and facilitate walking and bicycling.*

This site is currently developed with the facilities serving the existing Dunn Loring Metro Station which consists of a large (1,355 space) surface parking lot, bus transfer area, and kiss-and-ride. As such the site is almost entirely impervious, with the exception of a small area of natural trees in the extreme southwestern corner and small scattered landscape islands throughout the parking lot. Because this site is a redevelopment, many of the environmental concerns that would normally be associated with a development of this intensity are not applicable. However, issues about tree save in the southwestern portion of the site (this will be discussed further under the tree preservation criterion); stormwater detention; and noise impacts have been identified.

Stormwater Detention/Best Management Practices (BMP)

The subject property is currently approximately 83 percent impervious surface. The proposed development will slightly increase impervious area on the site to 85 percent. In order to address this slight increase, and improve the existing conditions, the applicant has proposed to reduce the peak runoff from the site by 25%. In addition the applicant is proposing to reduce the phosphorus level by 15%, 5% more than required for a redevelopment, with an additional 4% reduction through the use of LID techniques. The applicant proposes an eight-foot by eighteen-foot underground pre-cast Storm Filter in order to meet and exceed the 10 percent Phosphorous removal requirement for redevelopment sites. Stormwater runoff is to be reduced by 25 percent through the use of a ten-foot by six-foot underground stormwater management box culvert on the northwest portion of the site. Underground pipes throughout the site are proposed to direct stormwater flow to the underground vault on the approximately fourteen acre site. The applicant has requested a modification for onsite stormwater management in order to utilize underground detention in a residential area; this will be discussed further under the public facilities criterion.

The applicant expressed concern about the sustainability of landscaping required to be located on top of the parking structure, and consequently requested a waiver of interior parking lot landscaping. Staff continues to recommend that the applicant provide sustainable landscaping on the top level of the parking garage. Vegetation on the top of the garage can contribute to stormwater runoff quantity reduction on the site. The Merrifield Suburban Center plan recommends that development and re-development address off-site drainage issues in addition to on-site requirements. The landscape plan does not show any vegetation on the top level of the parking garage at this time; therefore, until a viable alternative proposal is submitted to staff for review, staff cannot support this waiver request.

The applicant has an opportunity with this proposal to include green roof technology on the two buildings (Buildings E and F) proposed for secondary uses. Green roof technology would further reduce stormwater runoff on the site. The applicant has proposed rooftop plazas on each of the residential buildings to provide additional open space for building residents. These plazas include shade trees as well as ornamental trees and shrubs and perennial plantings, which should provide some stormwater detention as well as contribute to a reduction in the heat island effect of a developed site.

Noise

Guidelines for maximum levels of noise exposure as recommended in the Comprehensive Plan are DNL 65 dBA for outdoor activity areas and DNL 45 dBA for residences. The residential buildings and outdoor plazas on the subject property are impacted by transportation generated noise from I-66, Metrorail and Gallows Road. The applicant has submitted a preliminary noise study dated March 7, 2006 and revised September 7, 2006, which measured noise in ten-minute periods over a continuous 24-hour period on June 7-8, 2005. The September 7 revision reflects changes depicted on the CDP/FDP also dated September 7, 2006. The noise study shows that the following elements are mitigated to DNL 65 dBA or below by the proposed parking garage and retail buildings and therefore do not require further mitigation:

- Outdoor plazas on the residential buildings.
- The outdoor plaza in front of Building E.
- Option 1, in which residential Building A has a top elevation of less than 455 feet.
- Option 2, in which Building B has a top elevation less than 500 feet.

The following portions of the residential buildings are impacted by noise levels above DNL 65 dBA but below DNL 75 dBA and would need additional noise mitigation through the use of building materials:

- The southern face of Buildings A, B and C (along Prosperity Avenue) is impacted by noise levels of DNL 65-68 dBA.

- The east face of Building C (along Gallows Road) is impacted by noise levels of DNL 66-70 dBA
- The north face of Building C, with a top elevation of 475 feet, is impacted by noise levels of DNL 65-70 dBA and DNL 70-73 dBA below and above 450 feet, respectively.
- Option 2, in which residential Building A has a top elevation of 515 feet, is impacted by noise levels of DNL 65-70 dBA and DNL 70-73 dBA between 480 and 500 feet, and above 500 feet, respectively.

The applicant has proffered to mitigate noise levels in these structures using acceptable building materials with appropriate acoustical mitigation properties. The applicant has also proffered the option to perform a new noise study, and also to not place any residential units within any area which experiences noise levels of 75 dBA or greater.

Tree Preservation and Cover Requirements (Development Criteria #4)

All rezoning applications for residential development, regardless of the proposed density, should be designed to take advantage of the existing quality tree cover. If quality tree cover exists on site as determined by the County, it is highly desirable that developments meet most or all of their tree cover requirement by preserving and, where feasible and appropriate, transplanting existing trees. Tree cover in excess of ordinance requirements is highly desirable. Proposed utilities, including stormwater management and outfall facilities and sanitary sewer lines, should be located to avoid conflicts with tree preservation and planting areas.

The only portion of the property that remains in a relatively natural state is in the far southwest corner (identified as Tax Map parcel 49-1((13)) 17A). This area is to remain undisturbed with the proposed development and the trees are identified to remain, if feasible. Existing parking lot landscaping will be removed with the proposed development; however, streetscaping recommendations of the Merrifield Town Center plan are to be followed. The applicant has also proposed to plant shade trees around the periphery of parking lots, in the proposed ground-level plaza and on rooftop plazas. The landscaping plan states that plantings will include 90 percent native and desirable species.

Transportation (Development Criteria #5)

All rezoning applications for residential development should implement measures to address planned transportation improvements. Applicants should offset their impacts to the transportation network. Accepted techniques should be utilized for analysis of the development's impact on the network. Residential development considered under these criteria will range widely in density and, therefore, will result in differing impacts to the transportation network. Some criteria will have universal applicability while others will apply only under specific circumstances. Regardless of the proposed density, applications will

be evaluated based upon the following principles, although not all of the principles may be applicable.

Internal Circulation and Street Design

In the proposed redevelopment of the site, the main entrance to the Metro parking garage is on the extreme western end of the development. This entrance runs parallel to I-66 and is adjacent to the surface lot. Apart from that garage entrance, all other vehicular traffic enters the site from Main Street which can be accessed from either Prosperity Avenue or Gallows Road. Located east to west along the northern side of Main Street are the entrances to the kiss-and-ride, bus transfer bays, and the second Metro parking garage. Loading spaces for the retail/secondary uses on the northern side of Main Street are provided in the parallel spaces on Main Street or under the western end of the Metro parking garage, accessed from the surface lot. This entrance only accesses the garage for loading and limited parking, and has no connection to the main Metro parking area in the garage. Along the southern side of Main Street is the entrance to the residential and retail /secondary use garages and the loading spaces for Building A. This entrance leads into the garage located under Buildings A and B, but will also allow entrance into the Building C garage on either the first below grade level or by crossing the service drive that separates the two garages at ground level. The only entrance to the Building C garage is located off the service street which also serves as another entrance to the Building A and B garage. This service street is accessed from a right-in right-out entrance off of Prosperity Avenue This service street is also the access point for the loading spaces for Buildings B and C.

The transportation criterion states that public streets are preferred; Main Street is designed as a private street, as are the service street and Metro entrance to the west. In this instance, staff believes that the use of private streets is preferable due to the additional amenities proposed with the onsite street network (including the streetscape and special pavement treatments) which would not be acceptable in the VDOT road system for maintenance. In addition, the parallel parking spaces that are proposed along Main Street may be metered and/or limited during certain peak hours to aid in the functioning of the Metro Station control measures which would not be possible with a public street.

The applicant has requested a waiver of the maximum length for a private street for the residential portion of the development per Sect. 11-302 of the Zoning Ordinance to permit the traffic circulation as described above. Staff believes that the proposed design is desirable to support the intent of the development, and supports this waiver.

Transportation Improvements

The fact that the application property is a redevelopment of an existing Metro Rail Station presents a unique set of opportunities as well as a need for significant enhancement to the existing transportation network. In order to ensure safe and efficient traffic circulation both within the proposed site as well as entering and exiting off the existing road network, the applicant has proffered the following improvements:

Gallows Road

- A third southbound through lane along the property's frontage on Gallows Road to its intersection with existing Prosperity Avenue;
- A five (5) foot bike lane along the property's frontage on Gallows Road to its intersection with existing Prosperity Avenue;
- A dedicated right-turn lane from southbound Gallows Road onto the proposed Main Street westbound;
- A dedicated right-turn lane along southbound Gallows Road onto westbound Prosperity Avenue;
- Extension of a dedicated left-turn lane from northbound Gallows Road onto the proposed Main Street westbound;
- Installation of pedestrian crosswalk striping, a pedestrian refuge area and audible pedestrian countdown signals (if not already existing and if approved by VDOT) across Gallows Road at the existing traffic signal at the intersection of Gallows Road and the proposed Main Street, as more particularly shown on the Development Plan; and
- Installation of pedestrian crosswalk striping, a pedestrian refuge area and audible pedestrian countdown signals (if not already existing and if approved by VDOT) across Gallows Road at the existing traffic signal at the intersection of Gallows Road and Prosperity Avenue, as more particularly shown on the Development Plan.

Prosperity Avenue

- A second westbound through lane and/or shared right-turn lane along the Property's frontage on Prosperity Avenue;
- A dedicated right-turn lane from westbound Prosperity Avenue onto the proposed Main Street across from its intersection with Merrilee Drive;

- A dedicated left-turn lane from eastbound Prosperity Avenue onto the proposed Main Street northbound at its intersection with Merrilee Drive; and
- Installation of pedestrian crosswalk striping, a pedestrian refuge and audible pedestrian countdown signals (if not already existing and if approved by VDOT) across Prosperity Avenue at the intersection of Merrilee Drive and Prosperity Avenue to improve pedestrian access and safety to and from the Property and Metrorail.

In addition to these permanent improvements, the applicant has proffered to a number of interim transportation improvements as described under the phasing plan which are designed to provide safe and adequate access for pedestrians and cyclists during the build out of the project.

Transportation Demand Management (TDM)

A major component of this transit-oriented development is the establishment by the applicant of a TDM program to reduce the impact of the proposed development on the transportation infrastructure of the Merrifield area. The basic premise of the TDM program is to reduce vehicle trips to and from the site through the use of alternatives to single-driver private vehicles. Use of rail is the most obvious TDM activity; however, any alternatives that substitute for the use of a single-occupant vehicle (SOV) are important elements of a TDM program. These include carpooling, telecommuting, using other forms of transit, bicycling, and walking, as well as the creation of a synergistic range of uses on the site. Typically the goal of a TDM program is to reduce AM and PM peak hour trips; however, given the urban location of this site at the Dunn Loring Metro Station, and the daily traffic demands associated with the Merrifield area, a program that will reduce trips at all hours will be of notable benefit.

The proposed mix of uses is a major factor in the ability of any development or area to be able to reduce trips. Within a development that has an appropriate mix of uses in sufficient amounts, the need for people within the development to use their private vehicles to drive outside that area for services will be reduced, which effectively reduces the demands on the surrounding road network. In this case, in addition to the location of the transit facility, the applicant is proposing a total of 550 to 720 multi-family residential units as well as 80,000 to 105,000 sq. ft. of retail/secondary uses for a total of 917,373 sq. ft. (with up to 45,000 sq. ft. of cellar space) for the proposed project. The unique feature of this project will be the location of these residential uses essentially on the Metro station site itself, which will create a synergistic relationship unprecedented in the County. In addition to the retail, entertainment and recreational opportunities existing and planned within the Merrifield Revitalization Area, the new retail uses (including a potential grocery store in particular) are designed primarily to provide services for people who live and work at the development

and utilize the Metro station.

TDM programs in Fairfax County have evolved, increasing in complexity and scope in recent years as more aggressive approaches to offsetting traffic generated by developments on an already saturated road network have been sought. The program proposed with this application includes, among others, the following elements:

- TDM goals have been established to reflect the unique location of the property. These will be phased in accordance with the issuance of Non-RUPs for the retail/secondary uses as follows:

TDM Phase	Residential Use Permits (RUP)	Non-Residential Use Permits (Non-RUPs)	ITE Projected Trips	TDM Trip Reduction Goal	Max Trips Permitted
I	1 to 720	> 65%	414	40%	248
II	1 to 720	65% < 80%	414	45%	228
III	1 to 720	> 80%	414	50%	207

- A detailed strategic plan for implementation and administration of the program has been developed and is referenced in the proffers.
- Specific techniques to be used for implementation of the TDM program, which include, but are not limited to:
 - ❖ targeted marketing program for residential sales/leases which will be designed to encourage and attract TDM-oriented residents (such as one or no car individuals/families) to live in the development;
 - ❖ integration of transportation information and educational materials into sale/rental literature;
 - ❖ coordination for vanpool and carpool formation, including ride matching service with adjacent office buildings and home owners associations;
 - ❖ establishment of a guaranteed ride home program;
 - ❖ establishment of a project website that includes real-time travel and transit data and potential for online transit pass sales;
 - ❖ establishment of a parking management plan;
 - ❖ use of car sharing programs (subject to agreements with third party vendors such as ZipCar or FlexCar);
 - ❖ establishment of a phasing strategy (as discussed below).
- A program manager will be retained to administer the TDM program.

- The applicant will be obligated to provide annual studies and reports to the County to verify compliance with the vehicle trip reduction goals and to demonstrate the TDM program's viability and effectiveness.
- The TDM program and yearly budget will be subject to the review and approval of the County staff. An initial funding of \$200,000 per year is required to be increased as necessary to implement the agreed upon program.
- The developer, not the successor HOA/COA, will remain responsible for the funding, administration, remedies and applicable penalties of the TDM program through the "Applicant Control Period" which is defined as two years of successfully meeting or exceeding the proffered Phase III TDM goal as defined in the proffers. The responsibility for the TDM program will then be turned over to the HOA/COA, which will include all uses on site.
- During the applicant control period, if the results of two consecutive annual trip counts conducted after full occupation reveal that the actual vehicle trip generated by the residential uses exceeds the maximum number of trips permitted under the Phase III TDM goal, then the applicant must pay into a TDM Penalty Fund.
- If the proffered vehicle trip reductions are not achieved, the developer will be required to pay a penalty for each additional trip generated by a specific use, even if other uses are meeting the proffered goals, with the penalties increasing as the extent of any failure increases. For example, if the proffered reduction goal is exceeded by up to 2%, the penalty amount is \$1,000 per vehicle for each trip that exceeds the Phase III TDM goal; between 2% and 5%, the penalty amount is \$1,600 per vehicle for each trip that exceeds the Phase III TDM goal; and if the failure exceeds 5%, the penalty amount will be \$2,400 per vehicle for each trip that exceeds the Phase III TDM goal. The penalty funds are to be used for transportation improvements in the vicinity of the property – not to assist in remedying the shortfalls of the TDM program. The penalty fund is to be secured with a letter of credit for \$500,000.

Staff believes that the TDM program proposed by the applicant, which includes a TDM Trip Reduction Goal of 50% in Phase III, in combination with the other measures that are proposed in the TDM Strategic Plan represents a significant commitment by the applicant to minimizing the impacts of the proposed development on the surrounding transportation network. This 50% reduction is the highest reduction to date for a TDM program in the County.

Phasing/ Transit Implementation

As previously discussed, the unique aspect of the proposed development is that the site includes the active Dunn Loring Metro Station and, that as a

condition of the redevelopment of this property, the functioning of this station cannot be impeded in any way. Among other commitments, this requires the applicant to maintain a minimum of 1,355 parking spaces for use by Metro patrons at all times. In order to achieve this requirement, the applicant has proposed a complex phasing plan which accommodates the option to provide replacement parking both on and/or off site during certain phases of the development. The exact location of the offsite parking area is not yet known. The applicant has proffered to provide a detailed plan showing all pedestrian connections from any off-site parking areas within 1,400 ft. of the Dunn Loring Metro Station entrance. (See a detailed summary of the phasing plan contained in the Project Description of this report.) Staff has reviewed the detailed phasing (which is contained on Sheets 25-26A of the CDP/FDP) and believes that, as proposed, adequate parking, and appropriate safe non-vehicular access and circulation have been achieved.

Public Facilities (Development Criteria #6)

Residential development impacts public facility systems (i.e., schools, parks, libraries, police, fire and rescue, stormwater management and other publicly owned community facilities). These impacts will be identified and evaluated during the development review process. For schools, a methodology approved by the Board of Supervisors, after input and recommendation by the School Board, will be used as a guideline for determining the impact of additional students generated by the new development.

Given the variety of public facility needs throughout the County, on a case-by-case basis, public facility needs will be evaluated so that local concerns may be addressed.

All rezoning applications for residential development are expected to offset their public facility impact and to first address public facility needs in the vicinity of the proposed development. Impact offset may be accomplished through the dedication of land suitable for the construction of an identified public facility need, 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. Selection of the appropriate offset mechanism should maximize the public benefit of the contribution.

Fairfax County Park Authority (Appendix 9)

The applicant is providing the required \$955 contribution for each residential unit per the Zoning Ordinance. In addition, the residents of this development will need access to outdoor recreational facilities. Typical recreational needs include playground/tot lot, basketball, tennis and volleyball courts, and athletic fields. The development plan depicts some on-site active recreational facilities and open lawn areas which are located in the courtyards of the proposed residential buildings. Given the limited active recreational facilities provided on site by this development, the Park Authority requested the standard

recommended contribution of \$265 per estimated resident, which equates to a total of \$402,588 to the Park Authority for recreational facility development in the vicinity of this property. The applicant has proffered a contribution of \$291,000.00 (\$440 per market rate residential unit) to be used for parks and/or athletic fields and facilities in the vicinity of the property including, but not limited to, the installation of lighting to serve the athletic fields at Luther Jackson Middle School; the final disposition of these funds is to be determined by the Providence District Athletic Council.

Stormwater Analysis (Appendix 14)

Chesapeake Bay Preservation Ordinance (CBPO)

There is no mapped Resource Protection Area on the Site. The proposed improvements are considered 'redevelopment' under the CBPO, and the minimum water quality control requirements (10% phosphorous removal) of the Public Facilities Manual (PFM) will be provided. The applicant was encouraged to provide additional controls above and beyond the minimum requirements of the PFM to compensate for the original uncontrolled development. The applicant has proffered to provide 15% phosphorous removal, and an additional 4% using LID techniques specified in Proffer 21.C.

BMPs for the Site will be provided in underground StormFilter™ facilities. These types of underground BMP facilities, based on the design, are underground stormwater facilities that require a PFM waiver by the Board of Supervisors (Board), in conjunction with the rezoning, to be located in residential areas. The applicant is requesting a waiver to allow underground water quality vaults to be located in the residential development. In accordance with PFM 6-0303.8, the Board of Supervisors may grant a waiver in conjunction with the rezoning, after taking into consideration possible impacts on public safety, the environment, and the burden placed on prospective homeowners for maintenance. A separately submitted PFM waiver request, 0378-WPFM-001-2, has been submitted for concurrent action with this rezoning application by the Board of Supervisors; the staff report for this waiver may be found in Appendix 14; proposed conditions for this waiver are included as an Attachment to the Proposed Development Conditions in Appendix 2.

Stormwater Detention

The applicant is proposing a 25% reduction in peak runoff for the 10-year storm compared to existing conditions. Stormwater detention will be achieved within an underground detention facility located on the site. A PFM waiver is required to permit underground stormwater management within the residential development. The request has been submitted for concurrent action with this rezoning application by the Board of Supervisors; the staff report for this waiver may be found in Appendix 14; proposed conditions for this waiver are included as an Attachment to the Proposed Development Conditions in Appendix 14.

DPWES Staff has reviewed the referenced submission for consistency with Section 6-0303.8 of the Public Facilities Manual (PFM), which restricts use of

underground stormwater management facilities located in a residential development (Appendix 14). The Board of Supervisors (Board) may grant a waiver after taking into consideration possible impacts on public safety, the environment, and the burden placed on prospective homeowners for maintenance. Underground stormwater management facilities located in residential developments maybe allowed by the Board, if it is determined that the facilities:

- shall be privately maintained;
- shall be disclosed as part of the chain of title to all future owners responsible for maintenance of the facilities;
- shall not be located in a County storm drainage easement; and,
- shall have a private maintenance agreement, in a form acceptable to the Director of the Department of Public Works and Environmental Services (DPWES), executed before the construction plan is approved.

The applicant has indicated that the preferred method for stormwater management includes use of one underground detention vault and one underground StormFilter™ system.

The applicant has provided construction cost estimates of the stormwater facilities for the development comprised of at least 2000 parking spaces for WMATA, a minimum of 550 to a maximum of 720 residential units, and a minimum of 80,000 square feet to a maximum of 105,000 square feet of secondary/retail uses to be served by the underground facilities.

Impacts on Public Safety - The underground vaults are proposed to be located in the paved on-site access road. With respect to safety, a proposed facility within a paved parking lot or next to a street or travel lane is viewed positively as opposed to a facility located in a grassy open space area. Parking and travelway areas are places where children are less likely to play and gain unauthorized access to the facilities. Locking manholes and doors must be provided at each access point.

The applicant will be revised to provide liability insurance in an amount acceptable to Fairfax County as a waiver condition. A typical liability insurance amount is \$1,000,000 against claims associated with underground facilities. The private maintenance agreement will hold Fairfax County harmless from any liability associated with the facilities.

Impacts on the Environment - The surrounding areas are developed and the proposed underground facilities will outfall into an existing piped storm drainage system. Therefore, staff does not believe that there will be any adverse impact on the environment from the proposed underground facilities.

Burden Placed on Prospective Homeowners for Maintenance and Future Replacement - The applicant has proffered that the annual routine maintenance burden will be assumed by an Umbrella Owners Association

(UOA) or similar entity. A maintenance agreement must be executed prior to site plan approval. The estimated annual maintenance cost provided by the applicant, in current dollars is \$30,400 for the underground detention facility and the StormFilter™ BMP facility. Staff recommends that the applicant, prior to site plan approval, escrow monies for a 20-year maintenance cycle of the underground facilities for the residential portion of the maintenance responsibility to the UOA.

The applicant should also be required, as a waiver condition, to address future replacement of the underground facilities as part of a private maintenance agreement with the County. In order to maximize the useful life of underground facilities and minimize maintenance issues, staff recommends that, if it is the intent of the Board to grant the waiver, then the applicant shall be required to construct the underground facilities with reinforced concrete products only. The applicant has estimated the total construction costs for the underground detention and water quality control facilities at approximately \$352,000. The amount of the annual contribution by the UOA toward the replacement reserve fund for both the residential and non-residential portions of the site, assuming interest compensates for inflation, would be \$7,040. The replacement reserve fund must be separate from the annual maintenance fund to ensure the monies are available at the time replacement is required and have not been previously spent on maintenance activities.

The applicant has indicated that the distribution of the maintenance responsibility among all of the properly owners has not been finalized. The proposed development consists of WMATA, residential units and retail uses. An UOA, or similar entity, will be formed to provide for the maintenance and future replacement of the facilities. The applicant states that, at this point, the actual percent interest of each owner has not been finalized, and that the negotiations are not expected to be concluded until after the rezoning has been approved. However, recognizing that the Board is concerned with the burden placed on future homeowners, the applicant's engineer has indicated in a letter dated August 4, 2006, that the burden for maintenance and replacement of the facilities will not exceed \$35 per residential unit per year. A development condition has been created that commits to limit the contributions from the individual residential units to the maintenance and future replacement funds for the underground detention facilities.

Staff recommends that, if it is the intent of the Board to grant the waiver, the applicant be required to establish a financial plan for the operation, inspection, maintenance and future replacement of the underground facilities. The applicant should be required to establish, as part of the UOA documents, a reserve fund to cover future replacement of the facilities, based on the initial construction costs and an estimated 50-year lifespan (for concrete products).

The applicant should also ensure that disclosure will be made in the chain of title of the homeowners' responsibility for maintenance and the associated waiver conditions.

DPWES recommends that the Board approve the waiver to locate underground facilities in a residential area for the Land Unit A, Dunn Loring - Merrifield Metro Station development plan, subject to Waiver #0378-WPFM-001-2 Conditions dated August 24, 2006, as contained in Attachment A of the Proposed Development Conditions in Appendix 2.

Sanitary Sewer Analysis (Appendix 10)

An existing 8 inch sanitary sewer is line located on the site. The applicant needs to evaluate the adequacy of the line to provide capacity for the development. The applicant has proffered to provide DPWES with an analysis of the capacity of the sanitary sewer line serving the property at the time of site plan submission for the residential buildings. If the county determines that any sewer line serving the property is inadequate, the applicant will be required to upgrade or improve offsite sanitary sewer line in order to accommodate the proposed development.

Fairfax County Water Authority (Appendix 11)

Adequate domestic water service is available at the site from an existing 12-inch water main located at the property. Depending upon the configuration of the on-site water mains, additional water main extensions may be necessary to satisfy fire flow requirements and accommodate water quality concerns.

Fire and Rescue Analysis (Appendix 12)

The property is serviced by the Fairfax County Fire and Rescue Department Station #430, Merrifield. The requested rezoning currently meets fire protection guidelines, as determined by the Fire and Rescue Department.

Public Schools (Appendix 13)

The development is proposing to construct a maximum of 720 residential units. With this number of units there is a projected increase of 73 students into the local schools, with a majority of the increase taking place at the elementary school level. The contribution guidance is \$7,500 per student, which is designed to offset the costs of the anticipated increase in enrollment. This would result in a total contribution of \$547,500. The applicant has proffered to this contribution amount which meets the current recommended contribution, and also has agreed to adjust the contribution to reflect the revised contribution amount if the per student contribution amount changes prior to the site's development.

Affordable Housing (Development Criteria #7)

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. Part 8 of Article 2 of the Zoning Ordinance requires the provision of Affordable Dwelling Units (ADUs) in certain circumstances. Criterion #7 is applicable to all rezoning applications and/or portions thereof that are not required to provide any Affordable Dwelling Units, regardless of the planned density range for the site...

Satisfaction of this criterion may be achieved by the construction of units, contribution of land, or by a contribution to the Housing Trust Fund. In addition, in the Merrifield Revitalization Area there is specific plan guidance which recommends the provision of affordable dwelling units, even for housing types which are exempt under the Zoning Ordinance.

The Zoning Ordinance defines Affordable Dwelling Units as units which are affordable to families making less than 70% of the area median household income (MHI). While the Fairfax County Board of Supervisors has had a long-standing policy of support for the construction of ADUs, recently, attention has also been drawn to the lack of moderate income housing (often known as "workforce housing") in the County. Workforce housing units are defined as those that serve a population in the income range of 70% to 120% of the MHI. (A popular explanation of workforce housing is units which are affordable for police, fire fighters and teachers.) The Comprehensive Plan language for this site at this density specifically calls out the need for the provision of both ADUs and workforce housing.

Recently, the Board also issued a statement directing staff to develop a Policy that would support affordable/workforce housing for moderate income families. (See Appendix 15) To address this issue in a comprehensive manner, the Board has established the High-rise Affordability Panel of Experts to provide policy recommendations and implementation strategies. A preliminary report is currently scheduled to be presented to the Board of Supervisors on October 23, 2006; implementation mechanisms are expected to be adopted later.

In accordance with these policy directives, both those of long standing and those under development, staff has asked the applicant to address the provision of ADUs and workforce housing. No ADUs are required by the Ordinance. However, the applicant is proffering to provide 31 ADUs, which equates to 4.3% of the maximum number of units; the applicant has also proffered to provide an additional 3.7% of the proposed maximum of 720 units as workforce housing units at the 80% of the median household income level. This total number of affordable units is based on the maximum potential for 720 units; however, the applicant will provide 4.3% ADUs and 3.7% Work Force Units regardless of the final number of units constructed.

Heritage Resources (Development Criteria #8)

Criterion 8 requires a development to address potential impacts on historical and/or archaeological resources through research, protection, preservation, or recordation. The parcel was subject to an archival review. The site is currently fully developed and has a low potential for significant archaeological resources. No archaeological work is recommended.

ZONING ORDINANCE PROVISIONS (Appendix 16)

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 a maximum FAR of 3.0); 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.

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)
- 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 a minimum of 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 primarily multi-family residential with approximately 13% of the floor area proposed for retail/secondary uses. No drive-through facilities are proposed, and structured parking is provided in accordance with Article 11. As noted elsewhere in the report, the proposal meets the design guidelines found in the Comprehensive Plan text for this area including relationship to adjacent residential, pedestrian access, and building heights. Furthermore, streetscape and courtyards are provided as open space amenities. Therefore, the proposed development meets the use limitations.

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 15.38 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 and/or C-5 regulations (discussed below). The proposed FAR is 1.37 over the entire PRM site.

	<i>Residential/ Retail Secondary Use buildings</i>				<i>Commercial buildings</i>		
	R-30	Building A	Building B	Building C	C-5	Building E	Building F
Front Yard	25° ABP, min. 20'	19.14' Provided (63' Req.)	22.16' Provided (51' Req.)	Gallows Road 19.68' Provided (51' Req.) Prosperity Avenue 18.58' Provided (51' Req.)	45° ABP, min. 40'	Prosperity Avenue 17.68' Provided (40' Req.)	Gallows Road 18' Provided (40' Req.)

Although the setbacks proposed with this project are significantly less than those which would be required by a conventional district, Staff believes they are both appropriate and necessary to achieve the urban, street-oriented, pedestrian friendly development envisioned by the Plan.

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 provides 20% landscaped open space. Both the proffers and the plan commit to various recreational amenities including courtyards, pools and internal facilities such as gyms. The proffers also 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.

Sect. 16-101 General Standards

Par. 1 requires conformance with the Comprehensive Plan recommendations. The Comprehensive Plan states that as an option, this area is planned for a mixed use development at an intensity of up to 2.25 FAR over 8.0 acres, subject to certain conditions. The applicant proposes to develop the property with a maximum of 720 multi-family units plus retail/secondary uses and WMATA facilities, which is consistent with the Plan's intensity recommendation, and which meets the bulleted Plan 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. Conventional development could not achieve the integrated mix of uses, including the proposed Metro garage and related facilities, envisioned by the Plan. 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). Conventional development would also require significant setbacks which would not achieve the urban, street-oriented design envisioned by the Plan. Parking is provided primarily in structured decks, allowing for a more usable surface than would otherwise be created.

Par. 3 requires protection and preservation of scenic assets. There are no scenic assets to preserve on this site, which is currently a large parking lot with limited landscaping.

Par. 4 requires a design which prevents injury to the use of existing development and does not deter development of undeveloped properties. The applicant has consolidated the property per the Comprehensive Plan recommendations and has designed a development which is compatible with the adjacent development and minimizes impacts to the transportation network.

Par. 5 requires that adequate transportation and other public facilities are, or will be, available to serve the proposed use. As noted in the transportation analysis, all significant issues relating to transportation have been resolved.

The applicant has provided for the necessary improvements to several major streets (Gallows Road and Prosperity Avenue) as well as to the WMATA facilities; provided connections to the buildings and internal spaces from the neighboring properties; and proffered a significant TDM program. Staff believes that this requirement has been addressed.

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 and bicycle paths along the streets and crosswalks to neighboring sites.

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 districts are the R-30 and C-5 Districts as previously discussed. All buildings have front setbacks that are at or near the minimum 20 foot front yard found in the R-30 District, although they are not necessarily reflective of the angle of bulk plane requirements. In staff's evaluation, the urban nature of the development, as well as design of the streetscape, including the large pedestrian way along the retail frontages along Main Street, provides an appropriate design for this site, and this standard is addressed.

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 applicable Zoning Ordinance provisions. The parking requirement is exceeded; the landscaped open space requirement of 20% is met; and the application has proffered that signage will meet all of the Article 12 requirements of the Zoning Ordinance, or a Comprehensive Sign Plan will be requested.

Par. 3 states that streets and driveways shall be designed to generally conform to the provisions of the Ordinance. The internal streets associated with this development appear to meet the PFM standards. Conformance with the sight line standards required by VDOT is illustrated on the CDP/FDP.

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 and internal streets, as well as internal and external pedestrian plazas. The plan includes the minimum required landscaped open space, which is provided in a combination of private and public courtyards, plazas, and seating areas. Active recreation is provided for the residents with one pool and commitments to internal facilities such as exercise and game rooms. The applicant has also proffered additional recreational funds to improve facilities at Luther Jackson Middle School.

Waiver and Modifications

Waiver for onsite stormwater management (SWM).

DPWES has reviewed this request and recommends approval subject to conditions contained in Attachment A of the Proposed Development Conditions in Appendix 2.

Modification of the private street limitations of Section 11-302 of the Fairfax County Zoning Ordinance

As discussed in the transportation analysis, the applicant has requested this modification in order to maintain control over the use of the parallel parking areas and to permit the traffic circulation described in the analysis. Staff believes that the proposed design is desirable to support the intent of the development, and feels that the waiver should be granted.

Modification of transitional screening and barrier requirements in favor of the landscaping shown on the CDP/FDP Landscape Plan.

Transitional Screening is required surrounding the Metro facilities both within and adjacent to the proposed development, pursuant to the provisions of Par. 2 of Sect. 13-301 of the Zoning Ordinance. To the north, across the existing rail line and Metro station and the right-of-way for Interstate I-66 are located properties zoned R-1 and developed with low-density, single family detached residences and Stenwood Elementary School, which is zoned R-3. Transitional Screening III and a Barrier E, F or G would be required in this direction (a fifty foot wide planted screening yard with a solid barrier). Although the proposed landscaping is minimal in this direction, consisting of primarily a single row of shade trees, Staff believes that the combination of the supplemental landscaping, the existing vegetation which is located within the right-of-way of Interstate 66 on both sides of the highway, and the large physical separation, including noise walls, which divides the proposed uses from the lower density residential properties is adequate to mitigate any visual impacts of the development in this direction; consequently, staff recommends approval of the requested modification of the transitional screening and waiver of the barrier requirement to the north.

To the northeast, across Gallows Road, is located a high density multi-family residential project which would require provision of Transitional Screening II and a Barrier E, F or G (a thirty-five foot wide planted screening yard with a solid barrier). In this area, the applicant is proposing a number of design features to assist in mitigating any negative impacts of the proposed Metro facilities. The uses have been stepped back in scale and intensity along this corner of the property; the proposed Metro garage structure is set back approximately 340 feet +/- from the western edge of pavement of Gallows Road, with a small retail building (maximum height two stories) located on the corner of Gallows Road and the proposed Main Street, which is designed to

both visually anchor the development at a pedestrian level and to partially screen the proposed Kiss and Ride facility to the immediate west. The entrance to the Metro Station itself is located within a landscaped urban plaza and seating area at the northeast corner of the site, and the applicant is providing streetscaping consistent with the Plan recommendations along Gallows Road. Staff believes that the combination of site design and landscaping techniques in this area is both adequate and appropriate to visually screen the proposed development from the adjacent multi-family uses and to enhance the pedestrian experience along Gallows Road; consequently, staff recommends approval of the requested modification of transitional screening and waiver of the barrier requirements to the northeast.

To the south of the proposed Metro facilities, internal to the site, is located the high-density multi-family residential portion of the proposed development, which would require provision of a Transitional Screening II and a Barrier E, F or G (a thirty-five foot wide planted screening yard with a solid barrier). Provision of the Ordinance requirements in this portion of the development would be in direct conflict with the Plan's objective of creating an energetic, urban streetscape and activity center. In lieu of traditional screening, the applicant has provided a mix of urban design techniques, architectural treatments and structured landscaping to both create this urban atmosphere and create an attractive pedestrian friendly streetscape to achieve the objectives of the Comprehensive Plan. Staff believes that the combination of these techniques (including facing the street with retail/secondary uses, utilizing architectural details to visually define the lower portion of the residential buildings on a pedestrian scale and the incorporation of large landscaped plazas connected by a consistent streetscape treatment which includes wide browsing/seating areas) is effective in achieving the Plan's vision, and consequently staff supports the modification of the transitional screening and waiver of the barrier requirements in the internal portion of the project, in favor of the treatment depicted on the CDP/FDP.

Waiver of the 75' yard regulations for lots abutting principal arterial highways as required by section 2-414.1.B of the Fairfax County Zoning Ordinance.

The applicant is requesting a waiver of the 75' yard regulation abutting the I-66 frontage. There are parking and retail/secondary use structures located within this 75' setback. The applicant's noise study shows that the parking structures actually aid in the mitigation of some of the noise impacts from I-66 and the rail line. Staff supports the requested waivers as the impacts will be minimal and it is critical to the functioning of this development that it be located as close as possible to the Metro Station.

Modification of interior parking lot landscaping on the top of parking deck.

The applicant expressed concern about the sustainability of landscaping required to be located on top of the parking structure, and consequently requested a waiver of interior parking lot landscaping. Staff continues to

recommend that the applicant provide sustainable landscaping on the top level of the parking garage. Vegetation on the top of the garage can contribute to stormwater runoff quantity reduction on the site. The Merrifield Suburban Center plan recommends that development and re-development address off-site drainage issues in addition to on-site requirements. The landscape plan does not currently show any vegetation on the top level of the parking garage; therefore, until a viable alternative proposal is submitted to staff for review, staff cannot support this waiver request

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The application requests approval of a request to redevelop the existing Dunn Loring Metro Station property consisting of 15.38 acres located between Interstate 66, Gallows Road and Prosperity Avenue, in the Merrifield Revitalization Area. The applicant, Dunn Loring Metro, LLC is a partnership venture between WMATA and Trammell Crow Residential, which seeks the rezoning to the PRM District in order to redevelop the existing Metro station with a new 2,000 space parking structure; bus transfer and Kiss-and-Ride facilities; 80,000 to 105,000 sf. of retail/secondary uses and 550 to 720 multi-family residential units (including 31 ADUs and 27 work force units). In addition to providing much needed functional and aesthetic upgrades to the existing Dunn Loring Metro Station facilities (which include the construction of a 2,000 space parking structure for Metro; provision of a pedestrian canopy to provide a protected walkway for patrons of the Metro, provision of bicycle racks (at least 50% under cover), the provision of eight bus shelters, and the provision of a landscaped plaza with seating area at the station entrance), the applicant has proposed proffers which:

- Commit to an aggressive TDM program, which, among other provisions, incorporates a fifty percent trip reduction, the most significant commitment in the County to date;
- Although all of the proposed residential units are exempt from the ADU Ordinance, the applicant is providing both ADU and Workforce Housing Units in response to the recommendations of the Comprehensive Plan and to address policy directives of the Board of Supervisors;
- Provide up to \$291,000 for parks and athletic fields in the vicinity of the development (including, but not limited to the installation of lighting for the athletic fields at Luther Jackson Middle School);
- Contribute \$25,000 to the Vienna Baseball Foundation to support Little League activities in the area;

- Contribute \$25,000 to the Board of Supervisors to assist in constructing/reconstructing a pedestrian bridge across the existing stormwater channel located off-site, near the northwestern boundary of the property;
- Designate a location for a proposed Merrifield Shuttle in the proposed bus loop, contribute \$25,000 to the County to be used toward the funding of a feasibility study for a Merrifield Shuttle, and to participate in the on-going funding of the Merrifield Shuttle;
- Contribute up to \$7,500 per expected student to the Board of Supervisors for capital improvements and capacity enhancements to schools that serve the property; and
- Provide Best Management Practices above the minimum requirement for the redevelopment.

Staff believes that the proposed redevelopment is in conformance with the Comprehensive Plan, and with all applicable Zoning Ordinance provisions as proffered and conditioned.

Staff Recommendations

Staff recommends approval of PCA 88-P-030 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of RZ 2005-PR-039 subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of FDP 2005-PR-039 subject to the development conditions found in Appendix 2 of this report.

Staff recommends that the Board approve the waiver to located underground facilities in a residential area for the Land Unit A, Dunn Loring – Merrifield Metro Station development plan, subject to Waiver #0378-WPFM-001-2 Conditions dated August 24, 2006, as contained in Attachment A of Appendix 14.

Staff recommends approval of a modification of the private street limitations of Section 11-302 of the Fairfax County Zoning Ordinance.

Staff recommends approval of a modification of the transitional screening and a waiver of the barrier requirements to the north, northeast and internal to the site in favor of the treatments depicted on the CDP/FDP.

Staff recommends approval a waiver of the 75' yard regulations for lots abutting principal arterial highways as required by Section 2-414.1.B of the Fairfax County Zoning Ordinance.

Staff recommends denial of the requested modification of interior parking lot landscaping on the top of the parking deck.

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.

APPENDICES

1. Draft Proffers for RZ/FDP 2005-PR-039 and PCA/FDPA 88-P-030
2. Proposed Development Conditions
- 3A. Affidavit for RZ/FDP 2005-PR-039
- 3B. PCA/FDPA 88-P-030
4. Statement of Justification for RZ/FDP 2005-PR-039 & PCA/FDPA 88-P-030
5. Previously approved Proffers for RZ 88-P-030 & CDP/FDP
6. Comprehensive Plan Land Use Analysis
7. Transportation Analysis
8. Environmental Assessment
9. Fairfax County Park Authority
10. Sanitary Sewer Analysis
11. Fairfax County Water Authority
12. Fire and Rescue
13. Schools
14. Stormwater Planning/DPWES (inc: CBPO Waiver, Underground SWM Waiver)
15. Board Matters – February 5, 2006, re: affordable/workforce housing
16. Zoning Ordinance Provisions
17. Residential Development Criteria
18. Glossary

DUNN LORING/MERRIFIELD METRO CENTER PROFFERS
RZ/FDP 2005-PR-039
PCA/FDPA 88-P-030

March 15, 2006
Revised June 19, 2006
Revised July 19, 2006
Revised August 4, 2006
Revised September 12, 2006
Revised September 20, 2006
Revised October 4, 2006
Revised October 12, 2006

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner and applicant, for themselves and their successors and/or assigns (hereinafter collectively referred to as the “Applicant”), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map 49-1-13-17A and 18A, Tax Map 49-1-01-27A, and Tax Map 49-2-01-13A and 15A (collectively, the “Property”) shall be in accordance with the following conditions if, and only if, Rezoning/Final Development Plan application RZ/FDP 2005-PR-039, and Proffered Condition Amendment/Final Development Plan Amendment 88-P-030 (collectively, the “Application”) are granted. If approved, these proffers (“Proffers”) supersede all previous proffers applicable to the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect, and the proffers previously accepted by the Board of Supervisors with RZ 88-P-030 for a portion of the Property will remain in effect.

Cooley Godward LLP
DRAFT
DATED: 6/13/06

GENERAL

1. Conceptual/Final Development Plan. The Property shall be developed in substantial conformance with the Conceptual Development Plan (“CDP”) and Final Development Plan (“FDP”) dated November 2005 and revised through October 4, 2006, prepared by Urban Engineering and Associates, Inc. (collectively, the CDP and FDP are the “Development Plan”), consisting of 34 sheets.

- A. Removal of a Portion of Property from RZ 88-P-030. The portion of the Property that is the subject of RZ 88-P-030 (Tax Map 49-1-13-17A and 18A) (the “Opus Property”) shall be deleted from any and all proffered conditions approved by the Board of Supervisors pursuant to RZ 88-P-030 and the Conceptual/Final Development Plan dated February 3, 1989, as revised through September 19, 1989, and any and all amendments thereto except this PCA/FDPA 88-P-030; provided, however, that the gross floor area (“GFA”) or development density available or allocated to the Opus Property shall be retained and may be used by the balance of the property subject to RZ 88-P-030. All proffered conditions and plan obligations applicable to the remainder of the property subject to RZ 88-P-030 shall be unaffected by this Application and shall remain in full force and effect.

2. Minor Modifications. Minor modifications to the Development Plan may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Building footprints may be decreased and the number of residential units and square footage of Secondary Uses (as defined herein) within each building (and corresponding reductions in required parking and ADUs (as defined herein)) may be adjusted, so long as (a) the minimum number of residential units and minimum square footage of Secondary Uses are provided; (b) the minimum open space tabulation provided on Sheet 4 of the Development Plan is not reduced; (c) the building heights for each building are not increased beyond the heights identified on the Development Plan and Proffer 9 herein; and (d) the development otherwise is in substantial conformance with these Proffers and the Development Plan.

3. Owners Associations.

- A. Homeowner and Condominium Owners Associations. The Applicant may cause either a homeowners' association and/or a condominium owners' association ("HOA/COA") to be formed for any building in which units are offered as for-sale units. Such association(s) shall be formed prior to the issuance of the first Residential Use Permit ("RUP) or Nonresidential Use Permit ("Non-RUP") for each such building(s). The respective HOA/COA documents (including budgets provided in any offering or sale materials) shall specify the various proffer and maintenance obligations set forth in these Proffers. Purchasers shall be advised in writing of these obligations, and other restrictions, prior to entering into a lease/contract of sale.
- B. TDM Obligations. All residents, tenants, owners, employers and employees living, working, operating a business or owning property within the Property shall be advised of the TDM Plan described in Proffer #22. All HOA/COA members shall be informed of any funding obligations resulting from the application of these Proffers prior to entering into a lease/contract of sale, and all such obligations shall be included in HOA/COA documents.

PROPOSED DEVELOPMENT AND DEVELOPMENT PLAN

4. Proposed Development.

- A. Overview of Proposed Development. The development proposed with this Application includes (a) above-grade parking structure(s) (the "WMATA Garage"); (b) a surface parking lot with Kiss-and-Ride spaces (the "Kiss-and-Ride Lot"); (c) eight (8) bus bays and shelters ("Bus Shelters") (collectively, the WMATA Garage, the Kiss-and-Ride Lot and the Bus Bays are the "Metro Improvements"); (d) three (3) residential buildings containing a minimum of 550 residential units and a maximum total of 720 residential units (plus 25,000 s.f. cellar) (collectively, the "Residential Buildings"); and (e) community-serving secondary/retail uses containing a minimum of 80,000 s.f and a maximum total of 105,000 s.f. (plus 20,000 s.f. cellar) and located either on the ground floor of the Residential Buildings and the WMATA Garage or in stand-alone buildings (the

“Secondary Uses”) (collectively, the Metro Improvements, Residential Buildings and Secondary Uses are the “Proposed Development”), all as shown on the Development Plan. The Proposed Development is to be constructed in phases and is summarized as follows:

Proposed Development

Principal Use - Public/Metro Parking and Bus Bays	Minimum 2,000 structured parking and Kiss-and Ride Lot spaces; 8 bus bays
Principal Use - Multifamily Residential Units:	Minimum 550 units up to 720 units maximum; 25,000 SF of cellar space
Secondary Uses/Retail (other than ADUs):	Minimum 80,000 s.f. up to maximum <u>105,000 SF; 20,000 SF of cellar space</u>
TOTAL:	Up to 917,373 SF (excluding a maximum of 45,000 s.f. of cellar space)

B. Cellar Space. The Applicant reserves the right to utilize cellar space constructed as part of the Proposed Development for resident amenities (including, but not limited to, fitness centers and storage) and for Secondary Uses; provided, however, that the Applicant shall be required to provide parking for the Cellar Space in accordance with the requirements of Article 11 of the Zoning Ordinance, as qualified by these Proffers. The Cellar Space in the Residential Buildings shall not contain habitable residential units.

5. Mix of Uses. The Proposed Development may include the following uses, subject to the limitations identified on Sheet 4 of the Development Plan and of Proffer 4:

A. Principal Uses: Multi-family dwellings; Metro parking/facilities; Public Uses limited to the Satellite Police Office (as defined herein) and related facilities.

B. Secondary Uses:

- Accessory uses and home occupations, including business centers inside residential buildings;
- Affordable dwelling units;
- Business service and supply establishments;
- Eating establishments;
- Financial institutions (without drive-through);
- Bank teller machines;

- Fast food restaurants (without drive-through);
- Garment cleaning establishments (drop-off and pick-up only; no onsite processing);
- Quick-service food stores;
- Offices (not to exceed 25,000 s.f.);
- Vehicle rental establishments, provided all rental vehicles are parked/stored at an offsite location other than the Property;
- Retail sales establishments;
- Repair service establishments (not including vehicle light or industrial repair);
- Bus or shuttle services owned by private or quasi-public entities and primarily serving residents or employers/employees of the Proposed Development and the surrounding community, such as a private shuttle service to/from the future Merrifield Town Center;
- Electrically-powered regional rail transit facilities;
- WMATA non-rail transit facilities;
- Telecommunications facilities;
- Health clubs;
- Community clubs, centers, meeting halls;
- Child care centers and nursery with approval of a special exception;
- Colleges and universities with approval of a special exception;
- Personal service establishments;
- Private clubs and public benefit associations;
- Private schools of general education with approval of a special exception; and
- Private schools of special education without approval of a special exception.

6. Residential Units. A minimum of 550 residential units shall be constructed on the Property, with a maximum total number of residential units not to exceed 720 units. Such total shall include all required affordable dwelling units (“ADUs”) and all Workforce Units (as defined herein). Multi-family residential units constructed as part of the Proposed Development shall have an average unit size of no greater than 1,000 s.f. of net saleable/leaseable floor area

per dwelling unit; provided, however, that nothing shall preclude the Applicant from constructing individual units of lesser or greater size than the average set forth herein. No residential units in the Proposed Development shall have more than two (2) bedrooms (exclusive of living space commonly referred to as “dens”).

7. Secondary Uses. Secondary Uses (other than ADUs, as defined herein) may be designed and constructed on the ground-floor levels of Buildings A, B, C and D, and as stand-alone uses in Buildings E and F, all as shown on the Development Plan. No single Secondary Use shall occupy more than 65,000 s.f. of GFA.

A. Exclusions from Secondary Use Square Footage. Notwithstanding their listing as a Secondary Use under Proffer 5 above, the square footage allocable to the following uses shall be in addition to, not subtracted from, the maximum total square footage of Secondary Uses permitted under these Proffers and shown on the Development Plan:

- i. Cellar Space (as defined in the Fairfax County Zoning Ordinance);
- i. ADUs/Workforce Units;
- ii. Home Occupations;
- iii. Telecommunication Facilities; and
- iv. WMATA non-rail transit facilities.

B. Satellite Police Office. The Applicant shall provide to the Board of Supervisors at no charge a license or lease (with an initial term not to exceed 20 years) permitting the Fairfax County Police Department to occupy approximately 500 s.f. on the ground-floor of Building D for use as a satellite police office (“Satellite Police Office”) in which the Police Department may store police bicycles/equipment, conduct limited interviews and perform other select police/community interactions. The exact location of the Satellite Police Office shall be determined by the Applicant in coordination with the Police Department and shall be constructed as a “warm-lit shell” with at least one unisex restroom (handicapped equipped and including a shower), painted drywall, fluorescent lighting, base carpeting, lockers, phone/cable access and such other reasonable facilities requested by the Police Department (the “Base Plan”). The Police Department shall have responsibility for completing its own betterments and improvements within the Satellite Police Office, such as furniture and fixtures. The Satellite Police Office shall be made available to the Police Department within sixty (60) days following the Applicant’s receipt of a Non-RUP for the Base Plan improvements. The form of the license or lease agreement shall be prepared by the Applicant and submitted to and reviewed by the County Attorney concurrent with the building permit application for the Base Plan. Ongoing maintenance of the Satellite Police Office, including monthly condominium fees (as applicable), monthly utility costs, insurance, interior trash removal, etc., shall be the responsibility of the Police Department and/or the County. In the event

that the Police Department fails to execute the license or lease agreement for the Satellite Police Office within one hundred-twenty (120) days following the Applicant’s provision of notice of availability, then this Proffer 7(a) automatically shall expire, and the Applicant thereafter shall be permitted to market and lease the Satellite Police Office as part of the Applicant’s Secondary Uses.

8. Building Heights. Building heights for each building in the Proposed Development shall not exceed the maximum building heights shown on Sheet 4 of the Development Plan and as set forth below. Building height shall be measured in accordance with the provisions of the Fairfax County Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as set forth in Section 2-506 of the Zoning Ordinance, including, for example, penthouses and other rooftop structures used for common amenity space, exercise rooms, meeting rooms and similar facilities. Penthouses and other rooftop structures may be constructed to a height twenty (20) feet from the roof level of the top residential floor of the building below to the top of the penthouse/rooftop structure roof. All building penthouses/rooftop structures shall be integrated into the architecture of the residential building below. Notwithstanding the foregoing, however, nothing shall preclude the Applicant from constructing buildings to a lesser building height than that which is represented on the Development Plan, provided the configuration of building footprint remains in substantial conformance with those shown on the Development Plan and the minimum number of residential units and minimum square footage of Secondary Uses are provided.

Building A	135 feet max.
Building B	110 feet max.
Building C	110 feet max.
Building D	80 feet (60 feet within 100’ of I-66 ROW) max.
Buildings E & F	40 feet max.

9. Parking.

A. Zoning Ordinance Requirements. Parking shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works & Environmental Services (“DPWES”), for the uses within the Proposed Development. The Applicant reserves the right, however, to provide parking spaces in the Proposed Development in addition to the total number of parking spaces shown on Sheet 4 of the Development Plan if (i) such additional spaces result from the final design

of the WMATA Garage and/or the parking structures for the Principal and Secondary Uses so as to avoid partial garage floors; or (ii) to the extent necessary to accommodate Secondary Uses established on the Property that result in a higher parking requirement than is shown on the Development Plan (e.g., eating establishments), provided that the Building Heights set forth in Proffer 8 are not exceeded.

- B. Parallel Parking Spaces Along Main Street. The Applicant shall establish surface parking spaces to be located along the north side of the new Main Street (as defined herein) to be constructed on the Property generally as shown on the Development Plan (the “Parallel Spaces”). The Parallel Spaces may be part of or in addition to the total number of required parking spaces to be provided with the Proposed Development. The Applicant reserves the right to restrict the use of those Parallel Spaces along the proposed Main Street (as defined herein), through appropriate signage or such other means as the Applicant determines, that otherwise are not required to satisfy the minimum parking requirements of the Proposed Development for use as a (i) Kiss-and-Ride drop-off area or (ii) temporary loading area for the Secondary Uses. Such signage shall be submitted to DPWES for review as part of site plan approval for the Metro Improvements unless otherwise approved by the Planning Commission as part of a future Comprehensive Sign Plan.
- C. Future Parking Reductions. Given (i) the proximity to the Dunn Loring/Merrifield Metro Station, (ii) the existing and future Metro Improvements, (iii) the significant cost of constructing underground parking structures, (iv) the character of the Proposed Development as a transit-oriented development, and (v) the TDM Plan detailed in Proffer 22 herein, the Applicant shall in good faith evaluate, and may pursue, a shared parking agreement and/or parking reduction for the Proposed Development, as may be permitted by the Fairfax County Zoning Ordinance and approved by the Board of Supervisors.
- D. Location of Metro and Secondary Use Parking. Primary parking for residents of or visitors to the Residential Buildings (Buildings A, B and C) and the Secondary Uses (Buildings A through F) shall be provided in a combination of below- and above-grade structured parking facilities to be constructed within or beneath Buildings A, B and C, as well as in the surface parking lot to be constructed in the southwest corner of the Property (the “Western Surface Lot”), all as shown on the Development Plan. The association documents that establish and control the HOA/COA or, in the event the Residential Buildings contain rental units, the lease packages, shall provide that residents of and visitors to the Residential Buildings shall not be permitted to park overnight in the WMATA Garage (Building D) in contravention of WMATA policy; provided, however, that nothing herein shall preclude the use of the WMATA Garage for parking by non-Metrorail patrons during off-peak hours and on weekends, consistent with then-existing WMATA policy.

- E. Parking Management Plan. Prior to the issuance of the first building permit for the first residential building, the Applicant shall develop, and have approved by the Fairfax County Department of Transportation (“FCDOT”), a parking management plan to properly direct Metro patrons, residents and retail patrons to the appropriate parking facilities for each use (the “Parking Plan”). The Metro Improvements shall not be part of, nor made subject to, the Parking Plan, and WMATA shall be permitted to establish such parking policies, procedures and fees within the Metro Improvements as it may, from time to time, determine appropriate or advisable. The Parking Plan may include, but need not be limited to, the following strategies and facilities:
- i. An on-site and offsite directional signage program that directs Metro patrons, residents and retail patrons to the appropriate parking facilities serving each use;
 - ii. Parking attendants and/or valets;
 - iii. Separation of residential and retail parking within the parking facilities to be constructed in/beneath Buildings A, B and C to properly segregate parking for each use;
 - iv. Use of paid or gate-controlled parking within the parking facilities to be constructed in/beneath Buildings A, B and C. For example, retail patrons parking in retail spaces to be provided in Building B may be charged an hourly or daily fee to park while visiting retail services, while residents of residential units in Buildings A, B or C would not be subject to such hourly or daily fee; and
 - v. Variable Message Boards or similar technology located within or beneath Buildings A, B and/or C to direct retail patrons to the location of vacant retail parking spaces; provided, however, that no such signs shall be visible from the exterior of the buildings.

CONSTRUCTION PHASING AND TRANSPORTATION IMPROVEMENTS

10. Road Improvements.

- A. Overview and Phasing. As part of the first site plan approval for the Proposed Development, the Applicant shall reserve for future dedication in fee simple to the Board of Supervisors the right-of-way for the following road improvements on and serving the Property (the “Reservation Areas”) as reflected on the Development Plan. Because the Applicant will continue to use some or all of the Reservation Areas on an interim basis during construction of the Proposed Development, the Applicant’s obligation to dedicate the Reservation Areas and construct the Road Improvements (as defined in this Proffer 10) shall be governed by the Phasing Plan set forth in Proffer 11 herein. Notwithstanding the foregoing, however, upon demonstration by the Applicant that, despite

diligent efforts or due to factors beyond the Applicant's control, the required dedications or improvement(s) have been delayed (such as the inability to secure necessary permission for utility relocations or VDOT approval for traffic signals) beyond the required times set forth in the Phasing Plan, the Zoning Administrator may agree to a later date for dedication/completion of the improvement(s).

B. Offsite Road Improvements - Condemnation

- i. The Applicant shall attempt to acquire and, if successful, shall dedicate in fee simple to the Board of Supervisors such off-site right-of-way and easements as are necessary to complete the Road Improvements described in Proffers 10 and 11 herein and shown on the Development Plan. The Applicant shall use its good faith efforts and offer a reasonable fair market value for such rights-of-way and easements. If the Applicant is unable to bring about the dedication by others of the necessary rights-of-way and easements, or to acquire by purchase the rights-of-way or easements at fair market value, as determined by an MAI (Member of the Appraisal Institute) appraisal, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements.
- ii. It is understood that the Applicant's request to the Board of Supervisors for condemnation will not be considered until it is forwarded in writing to the Division of Land Acquisition or other appropriate County official, accompanied by (1) plans, plats and profiles showing the necessary right-of-way or grading easements to be acquired, including all associated easements and details of the proposed transportation improvements to be located on said right-of-way property (2) an independent appraisal of the value of the right-of-way property to be acquired and of all damages to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way property to be acquired; and (4) a letter of credit in an amount equal to the appraised value of the property to be acquired and of all damages to the residue which can be drawn upon by the County. It is also understood that in the event the property owner of the property to be acquired is awarded more than the appraised value of the property in to the damages to the residue in a condemnation suit, the amount of the award in excess of the letter of credit amount shall be paid to the County by the Applicant within forty-five (45) days of said award. In addition, the Applicant agrees that all reasonable and documented sums expended by the County in acquiring the right-of-way and necessary easements shall be paid to the County by the Applicant within sixty (60) days of written demand.
- iii. In the event the necessary right-of-way and/or easements cannot be acquired voluntarily, and the County chooses not to exercise its right of eminent domain, the Applicant is then released from any portion of any proffer requiring such acquisition. In the event the County elects to defer

its exercise of eminent domain, then Applicant's proffer requiring such acquisition shall likewise be deferred.

C. Gallows Road (collectively, the "Gallows Road Improvements"):

- i. A third southbound through lane along the Property's frontage on Gallows Road to its intersection with existing Prosperity Avenue;
- ii. A five (5) foot bike lane along the Property's frontage on Gallows Road to its intersection with existing Prosperity Avenue;
- iii. A dedicated right-turn lane from southbound Gallows Road onto the proposed Main Street westbound;
- iv. A dedicated right-turn lane along southbound Gallows Road onto westbound Prosperity Avenue;
- v. Extension of a dedicated left-turn lane from northbound Gallows Road onto the proposed Main Street westbound;
- vi. Installation of pedestrian crosswalk striping, a pedestrian refuge area and audible pedestrian countdown signals (if not already existing and if approved by VDOT) across Gallows Road at the existing traffic signal at the intersection of Gallows Road and the proposed Main Street, as more particularly shown on the Development Plan; and
- vii. Installation of pedestrian crosswalk striping, a pedestrian refuge area and audible pedestrian countdown signals (if not already existing and if approved by VDOT) across Gallows Road at the existing traffic signal at the intersection of Gallows Road and Prosperity Avenue, as more particularly shown on the Development Plan.

D. Prosperity Avenue (collectively, the "Prosperity Avenue Improvements"):

- i. A second westbound through lane and/or shared right-turn lane along the Property's frontage on Prosperity Avenue;
- ii. A dedicated right-turn lane from westbound Prosperity Avenue onto the proposed Main Street across from its intersection with Merrilee Drive;
- iii. A dedicated left-turn lane from eastbound Prosperity Avenue onto the proposed Main Street northbound at its intersection with Merrilee Drive; and
- iv. Installation of pedestrian crosswalk striping, a pedestrian refuge and audible pedestrian countdown signals (if not already existing and if approved by VDOT) across Prosperity Avenue at the intersection of

Merrilee Drive and Prosperity Avenue to improve pedestrian access and safety to and from the Property and Metrorail.

- E. Main Street Through Property. The Applicant shall construct and place into operation the proposed Main Street through the Property connecting Prosperity Avenue to Gallows Road in the general location shown on the Development Plan. The Main Street shall be designed and maintained as a private street and constructed in accordance with the sections shown on Sheet 13 of the Development Plan. Subject to approval of FCDOT, the Applicant shall install a speed table or similar traffic control mechanism across Main Street near the vehicular entrance to the WMATA Garage along Main Street to facilitate pedestrian crossings of the Main Street. The Applicant reserves the right (but shall not be obligated) to install reinforced concrete or similar material on those portions of the Property on which transit buses are expected to travel, including the Main Street and the areas labeled as Bus Loop on Development Plan. Public access easements shall be granted as part of site plan approval for the vehicle travelway of Main Street and for the sidewalks on the north side of the Main Street. Easements for County inspection and emergency vehicles shall be granted as part of site plan approval for the balance of the areas on the proposed Main Street. The Applicant reserves the right to provide a different name for the Main Street as part of site plan approval for the Proposed Development.
- F. Private Northwestern Entrance to WMATA Garage. The Applicant shall construct and place into operation a new, private access road to be constructed along the Property's northwestern boundary and linking existing Prosperity Avenue to the WMATA Garage (the "Transit Street") to serve as a secondary entrance to the WMATA Garage. The Transit Street shall be a two-lane undivided roadway as shown on the Development Plan. The Transit Street shall be constructed with materials and depth of pavement consistent with public street standards, as determined by DPWES. Easements for County inspection and emergency vehicles shall be granted as part of site plan approval for the proposed Transit Street.
- G. Dedicated Residential Street. The Applicant shall construct a right-in/right-out-only ingress/egress point along the Property's frontage on Prosperity Avenue to be located between Buildings B and C, as generally shown on the Development Plan and labeled thereon as "Proposed Street." The Proposed Street shall be a private street constructed with materials and depth of pavement consistent with public street standards, as determined by DPWES. Easements for County inspection and emergency vehicles shall be granted as part of site plan approval for the Proposed Street. A turning control mechanism, such as a "porkchop" or similar facility, shall be installed, subject to VDOT approval, to preclude left turns from the Proposed Street onto eastbound Prosperity Avenue. The Applicant shall use decorative, removable bollards or similar traffic control mechanisms to restrict direct vehicular access to/from the Proposed Street at its intersection with the proposed Main Street to county emergency and maintenance vehicles only; provided, however, that the Applicant reserves the right, subject to FCDOT

approval, to remove such traffic control measures and to permit direct vehicular at that location upon demonstration that providing such access would not unreasonably interfere with traffic circulation through the Property.

11. Phasing and Construction.

A. Site Plan and Phasing Plan. The Applicant reserves the right to submit a single site plan for the Proposed Development and to develop the Property in phases. To that end, the Applicant shall develop the Property in substantial conformance with the Phasing Plan set forth on Sheets 25, 26 & 26A of the Development Plan (the “Phasing Plan”), which represents the Applicant’s best efforts as of the approval date of this Application to project the sequence of construction of the Proposed Development. The Applicant shall be permitted, however, to modify the Phasing Plan as circumstances warrant without the need to secure approval of a PCA or CDPA/FDPA by the Board of Supervisors by submitting a revised Phasing Plan to FCDOT and DPWES for review and approval, provided that the following elements shall be addressed in any Phasing Plan:

i. Prior to Completion of Metro Improvements. Once construction of the Proposed Development has commenced and until such time as a Non-RUP(s) for the Metro Improvements has been issued, the Applicant shall complete or provide/establish the following to promote continued access to and use of the Metrorail station during construction of the Proposed Development:

a. Provide a minimum 1,355 parking spaces (inclusive of Kiss-and-Ride spaces) for use by patrons of the Metrorail station (the “Temporary Spaces”). The Temporary Spaces may be accommodated onsite through temporary relocation of some or all of the existing parking spaces elsewhere on the Property or to one or more locations offsite as determined by the Applicant and approved by DPWES and FCDOT without further approval by the Board of Supervisors; provided, however, that all Temporary Spaces provided offsite shall comply with applicable Zoning Ordinance provisions related to the establishment of parking as a principal use on such offsite locations;

b. Provide a minimum of six (6) temporary bus shelters, designed to meet Americans With Disabilities (ADA) standards, to serve the Property, which may be accomplished through temporary relocation of the existing WMATA bus shelters to locations along Gallows Road and Prosperity Avenue or to such other location(s) as determined by the Applicant and approved by DPWES and FCDOT without further approval by the Board of Supervisors (the “Temporary Bus Shelters”). As part of providing any Temporary Bus Shelters along Gallows Road and Prosperity Avenue, the Applicant shall complete interim road improvements, including

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relocated curbs and base paving, to establish one or more “sawtooth” curb lines at each Temporary Bus Shelter to permit the safe ingress and egress of transit buses along the public street. One or more trash receptacles shall be centrally located to each group of Temporary Bus Shelters. The Applicant shall be responsible for the general maintenance and upkeep of the Temporary Bus Shelters, including trash removal, while such facilities are in use;

- c. Construct/Establish asphalt trails or concrete sidewalks on the Property and along Gallows Road and Prosperity Avenue in the general locations shown on the Phasing Plan (including those sidewalks labeled as “covered”) to permit Metro patrons and pedestrians to access the Metrorail Station without crossing through the construction site;
- d. Construct/Establish traffic calming measures, such as raised medians, and pedestrian crosswalks, as necessary or advisable, on the Property to reduce conflicts between pedestrians and vehicles accessing the Metrorail station locations through the construction site;
- e. Establish lane control/closure measures, such as the erection of temporary fencing or barriers, along Prosperity Avenue to create a loading/drop-off area for construction vehicles and trailers. Such lane control/closure measures shall be submitted to FCDOT and VDOT for review and approval as part of site plan approval for the Metro Improvements;
- f. Construct the proposed Main Street linking Gallows Road and Prosperity Avenue. The Main Street shall be completed and opened for use (subject to top-coat paving and punch-list items) prior to the issuance of a Non-RUP for the Metro Improvements (exclusive of any Non-RUPS for the Secondary Uses that may locate therein);
- g. Construct the proposed Transit Street linking Prosperity Avenue with the WMATA Garage along the northwest boundary of the Property. The Transit Street shall be completed and opened for use (subject to top-coat paving and punch-list items) prior to the issuance of a Non-RUP for the Metro Improvements;
- h. Construct one or more construction entrances to the Property (each a “Construction Entrance”) at the general locations shown on the Phasing Plan. The Applicant shall erect signage in both English and Spanish at each Construction Entrance indicating that Construction Entrances are for construction vehicles only; and

- i. Submit to VDOT a traffic signal warrant study for a traffic signal at the intersection of Prosperity Avenue, Merrilee Drive and the proposed Main Street; provided, however, that if such signal, including audible, pedestrian-activated countdown signals, already has been determined by VDOT as warranted, then no such warrant study shall be required. Should the warrant study determine that a traffic signal at this location is warranted upon issuance of a Non-RUP for the Metro Improvements, then, prior to the issuance of a Non-RUP for the Metro Improvements (and subject to timely VDOT approval), the Applicant shall design and install such signal, including audible (if approved by VDOT), pedestrian-activated countdown signals, across Prosperity Avenue.
 - j. Adjust, as warranted and approved by VDOT, the timing of existing traffic signals in the vicinity of the Property to improve or enhance circulation at existing or interim entrances to the Property during construction of the Proposed Development. As requested by VDOT, the Applicant shall submit periodic signal timing studies and, in the event VDOT determines that adjustments to the signal timing are warranted, then, subject to VDOT approvals, shall make such adjustments.
- ii. Upon Completion of the Metro Improvements. Once the Metro Improvements are completed and a Non-RUP issued for their use, the Applicant shall complete or provide/establish the following during construction of the balance of the Proposed Development:
- a. Remove, as applicable, the Temporary Bus Shelters from Gallows Road and/or Prosperity Avenue;
 - b. Dedicate in fee simple to the Board of Supervisors the right-of-way for and construct the Gallows Road Improvements and the Prosperity Avenue Improvements (collectively, the “Road Improvements”). Subject to VDOT approval, the Road Improvements shall be completed and opened to through traffic (but not necessarily accepted into the VDOT system) no later than (i) 210 days following the issuance of the Non-RUP(s) for the Metro Improvements or (ii) the issuance of the 401st RUP for the Proposed Development, whichever shall occur first;
 - c. Submit to VDOT a traffic signal warrant study for a traffic signal at the intersection of Prosperity Avenue, Merrilee Drive and the proposed Main Street; provided, however, that if such signal, including audible, pedestrian-activated countdown signals, already has been determined by VDOT as warranted, then no such warrant study shall be required. Should the initial warrant study (or a subsequent warrant study) determine that a traffic signal at this

location would be warranted once the final Non-RUP for the Proposed Development has been issued, then the Applicant shall design and install such signal, including audible (if approved by VDOT), pedestrian-activated countdown signals, across Prosperity Avenue. If, based on the warrant studies, VDOT determines that a traffic signal is not warranted until a time subsequent to expected bond release for the Proposed Development, then the Applicant shall provide an escrow for the cost of such signal prior to final bond release in lieu of construction in an amount to be determined by FCDOT. In the event a traffic signal already has been installed without an audible, pedestrian-activated countdown signal, then (subject to VDOT approval) the Applicant shall upgrade the signal to include such a feature. The Applicant shall be entitled to be reimbursed for (or in the event of an escrow, credited for) any contribution by others for a signal at the intersection of Prosperity Avenue and Merrilee Drive associated with RZ 88-P-030 or RZ _____ after the Applicant installs the signal or, as applicable, at the time of escrow;

- d. Submit to VDOT a traffic signal warrant study for a traffic signal at the intersection of Prosperity Avenue and the proposed Transit Street. Should the warrant study determine that a traffic signal at this location would be warranted once the final Non-RUP for Proposed Development has been issued, then the Applicant shall design and install such signal, including audible (if approved by VDOT), pedestrian-activated countdown signals, across Prosperity Avenue. In the event a traffic signal already has been installed without an audible, pedestrian-activated countdown signal, then (subject to VDOT approval) the Applicant shall upgrade the signal to include such a feature. If, based on the warrant studies, VDOT determines that a traffic signal is not warranted until a time subsequent to expected bond release for the Proposed Development, then the Applicant shall provide an escrow for the cost of such signal prior to final bond release in lieu of construction in an amount to be determined by FCDOT. The Applicant shall be entitled to be reimbursed for (or in the event of an escrow, credited for) any contribution by others for a signal at this location associated with RZ 88-P-030 after the Applicant installs the signal or, as applicable, at the time of escrow.
- e. Submit to VDOT a traffic signal warrant study for a traffic signal and/or left-turn exit lane from the proposed Western Surface Lot to Prosperity Avenue. Should the warrant study determine that a traffic signal or left-turn exit lane at this location would be warranted once the final Non-RUP for Proposed Development has been issued, then the Applicant shall design and install such signal and/or lane, including audible (if approved by VDOT), pedestrian-

activated countdown signal across Prosperity Avenue. If, based on the warrant studies, VDOT determines that a traffic signal is not warranted until a time subsequent to expected bond release for the Proposed Development, then the Applicant shall provide an escrow for the cost of such signal prior to final bond release in lieu of construction in an amount to be determined by FCDOT.

- iii. Construction of Residential Buildings and Secondary Uses. The Applicant shall be permitted to construct the Residential Buildings, the Proposed Street and the Secondary Uses at any time during or after construction of the Metro Improvements.
- iv. Adjust Traffic Signal Timing. Within sixty (60) days following the issuance of the final RUP or Non-RUP for the final building in the Proposed Development (“Substantial Completion”), the Applicant shall submit to VDOT an analysis of the existing and new traffic signals in the vicinity of the Property to determine whether adjustments to the signal timings of one or more of the studied traffic signals would improve or enhance circulation through the intersections analyzed. The signal timing study shall include updated traffic counts based on the occupancy of the Proposed Development as of the date of the study. In the event VDOT determines that adjustments to the signal timing are warranted, then the Applicant shall make such adjustments prior to bond release for the final residential building constructed on the Property.

B. Offsite Temporary Parking Spaces. To the extent all or a portion the Temporary Spaces are provided offsite, the Applicant shall comply with the following:

- i. The Applicant shall secure the consent of the owner(s) of the property (properties) on which the Temporary Spaces are to be located and shall execute agreements or make arrangements satisfactory to DPWES and FCDOT to ensure the availability of the Temporary Spaces during the period in which such spaces are required as part of the Phasing Plan; and
- ii. The Applicant shall secure all zoning and/or site plan approvals that may be necessary to permit the use of such offsite property (properties) for the location of the Temporary Spaces, even if on a temporary basis;
- iii. The offsite Temporary Spaces generally shall be located within 1,400 feet walking distance (or such other distance as WMATA may approve) of the southern entrance into the Metrorail and labeled on the Development Plan as “Existing Overhead Crosswalk.” Alternatively, to the extent that the location(s) of the offsite Temporary Spaces is/are beyond 1,400 feet walking distance (or such other distance as WMATA may approve) of the southern entrance to the Existing Overhead Crosswalk, then the Applicant shall demonstrate to the satisfaction of DPWES and FCDOT that the Applicant has made arrangements to provide onsite sidewalks (if none

currently exist) and/or a valet or shuttle service to and from the Property and the offsite location of the Temporary Spaces. The locations of all existing or planned pedestrian connections to serve the Property from the offsite Temporary Spaces shall be shown on the Phasing Plan submitted to FCDOT as part of site plan approval for the Proposed Development. In the event a shuttle or valet service is required, the Applicant shall operate the service only on weekdays between the hours of 5:00 a.m. and midnight, as well as on specific days (including weekends) of expected heavy transit use, such as July 4th, as may be determined by the Applicant and WMATA and approved by FCDOT. Provided the Applicant maintains a minimum of 500 parking spaces on the Property as part of the Phasing Plan, then the Applicant shall not be required to provide valet or shuttle service to the offsite Temporary Spaces on weekends (except as provided in the preceding sentence) or federal holidays.

SITE DESIGN AND AMENITIES

12. Metrorail Facilities. The facilities and/or amenities listed below shall be completed by the Applicant concurrent with the Applicant's development of the Proposed Development. Irrespective of the layouts of the facilities or amenities indicated on the Development Plan, however, the Applicant reserves the right to alter the layout or design of such facilities if the alterations are determined to be in substantial conformance with the Development Plan by the Zoning Administrator. If the Zoning Administrator determines a proposed change is not in substantial conformance and cannot be approved administratively, then the Applicant may pursue a Final Development Plan Amendment from the Fairfax County Planning Commission to implement the proposed change in layout or mix of facilities. These facilities shall be functionally complete and available for use by Metro patrons (subject to minor adjustments and punch-list items) prior to the issuance of a Non-RUP for the WMATA Garage.

- A. Pedestrian Corridor to Metrorail. The Applicant shall construct as part of the WMATA Garage (Building D) a pedestrian corridor from the proposed Main Street north through the WMATA Garage in between the proposed Bus Loop to the east and the ground floor retail in Building D to the west, all as more particularly shown on Sheets 11, 12 and 20A of the Development Plan (the "Metro Walkway"). The Metro Walkway shall provide for the physical separation of pedestrians from the Bus Loop area and be constructed with concrete (or similar materials) and decorative features, such as brick banding. A combination of benches, decorative barriers/railings, decorative lighting, banners, wall art/murals or similar features shall be incorporated into the design of the Metro Walkway to add character and a sense of place. One or more entry feature signs may be located at the entrance to the Metro Walkway, as more particularly shown on the Development Plan.

- B. Kiss-and-Ride Lot; Merrifield Shuttle. The Applicant shall construct the Kiss-and-Ride Lot (as defined in Proffer 4) as a surface parking lot to be used for the drop-off and pick-up of Metrorail patrons on a short-term basis, as more particularly shown on Sheet 11 of the Development Plan. The Applicant also

shall designate, through signage or such other means as the Applicant may determine, a specific location in the Kiss-and-Ride Lot (consistent with WMATA policy) for a future Merrifield-area shuttle to load and unload passengers (the “Merrifield Stop”); provided, however, that the Merrifield Stop may also be used by private van shuttle services, such as from nearby hotels or residential developments, for similar such purposes. The Applicant reserves the right, however, to relocate the Merrifield Stop to the Bus Loop (as defined in this Proffer) and to require any private shuttle service using the Merrifield Stop to abide by applicable WMATA policies and procedures.

- C. Entrance Plaza. The Applicant also shall incorporate into the design of the Kiss-and-Ride Lot a plaza area to be located immediately south of the Existing Overhead Crosswalk to the Metrorail (the “Entrance Plaza”), also as more particularly shown on Sheet 13 of the Development Plan. The Entrance Plaza shall include landscaping (such as planter boxes or tree wells), hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), benches, seating areas and similar passive recreation amenities. The Entrance Plaza shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments and punch-list items) prior to the issuance of a Non-RUP for the Kiss-and-Ride Lot.
- D. Pedestrian Canopy to Metrorail Station. The Applicant shall construct as part of the WMATA Garage (Building D) a covered (but not enclosed), permanent pedestrian walkway and canopy linking the northeast ground-floor corner of the WMATA Garage to the Existing Overhead Crosswalk to the Metrorail (the “Pedestrian Canopy”), as more particularly shown on Sheets 11, 12, 13 and 20A of the Development Plan. The Pedestrian Canopy shall be designed so as to provide protection for pedestrians accessing the WMATA Garage and the Metrorail from exposure to the weather elements and constructed using materials selected by the Applicant that are consistent with the other materials used in the Proposed Development.
- E. Bicycle Racks in WMATA Garage and Across Development. The Applicant shall install bicycle parking facilities/racks throughout the Proposed Development (collectively, the “Bike Facilities”) in the locations generally as shown on the Development Plan. A minimum of ten (10) bike racks shall be provided as part of the Bike Facilities, and at least 50% of such racks shall be located under building cover and not exposed to the elements or shall be placed under some form of outdoor protective cover (such as Plexiglas awnings or similar features) so that bicycles are protected from the elements while parked at the Bike Facilities.
- F. Bus Loop in WMATA Garage. The Applicant shall construct the Bus Loop as part of Building D in substantial conformance with the design shown on Sheet 11 of the Development Plan. The Bus Loop shall be constructed of reinforced materials, such as concrete, and shall provide a minimum of eight (8) sawtooth locations for the pick-up and drop-off of bus patrons, along with additional layover space(s) for buses not immediately loading or unloading passengers, as

shown on Sheet 11 of the Development Plan. The Bus Loop shall include, in addition to the Bus Shelters described elsewhere in this Proffer 12, a combination of brick pavers, benches, decorative light fixtures, a Metrorail information kiosk, planter boxes or similar features selected by the Applicant and designed to add character and sense of place to the Bus Loop.

- G. Bus Shelters in/near WMATA Garage. The Applicant shall install eight (8) Bus Shelters (as defined in Proffer 4) within the Bus Loop generally as shown on Sheet 11 of the Development Plan. The design and materials of the Bus Shelters shall be of similar size and quality to those of a typical bus shelter installed by WMATA elsewhere in Fairfax County and shall include benches and trash receptacles. The Applicant shall be responsible for the general maintenance and upkeep of the Bus Shelters, including trash removal.

13. Public Plaza. The Applicant shall construct a public plaza (the “Plaza”) to be located at the western end of the proposed Main Street immediately in front of Building E, as more particularly shown on Sheets 11 and 13 of the Development Plan. The Plaza shall include landscaping, hardscape areas (such as concrete walkways with brick pavers, stonework, etc.), benches, seating areas and similar passive recreation amenities. The Plaza also shall include a focal point feature to be selected by the Applicant, such as a fountain, public art or amenity that incorporates signage, that will serve as a defining entry feature for the development. The Applicant shall also provide a bicycle rack near the Plaza, with the location to be coordinated with FCDOT prior to approval of the site plan for the Plaza. The Plaza shall be functionally complete (benches, landscaping and lighting installed) and open for use (subject to minor adjustments and punch-list items) prior to the issuance of the first Non-RUP for the Secondary Uses to be established in Building E.

14. Lighting. [*LANGUAGE FROM STAFF* – coordinated design] Except as may be included as part of an onsite signage program, all on-site, outdoor and parking garage lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. As part of its lighting program, the Applicant shall provide lighting along the northern exterior side of the WMATA Garage (parallel with the right-of-way for I-66) for the bike path and pedestrian walkway to be located adjacent to the WMATA Garage. Lighting fixtures located within the above-grade (and unenclosed) portion of parking garages shall not hang below the pre-cast form of the bottom of the parking deck above. All surface parking lot and building mounted security lighting shall utilize full cut-off fixtures. Wall-washer-type lighting shall use fixtures with shielding such that the lamp surface is not directly visible.

15. Signage. Signage for the Property and the Proposed Development shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan approved by the Planning Commission. In either event, however, a coordinated signage system, including wayfinding signs and potential retail awning signage, shall be provided for all residential and non-residential uses to establish a uniform theme throughout the Proposed Development. Signs shall use a consistent color palette, lighting and font. Building mounted signage shall be compatible in terms of height, color, illumination and letter sizing. If lighted, signage may be internally lighted, neon or lighted via downward-directed lights. Stand-alone, pole-mounted signage shall be prohibited. No signs or other

amenities shall be located in or near public rights-of-way such that they obstruct sight distances at intersections of the Property with public streets.

16. Noise Attenuation. The Applicant has submitted to the County a preliminary Environmental Noise Measurement and Noise Impact Assessment for Dunn Loring Town Center dated March 7, 2006, revised through July 31, 2006, and prepared by Miller, Beam & Paganelli, Inc. (the “Noise Study”), detailing the projected noise impacts on the Proposed Development and proposed mitigation techniques. The Noise Study indicates that no residential units will be affected at ground level, but that noise impacts may be present and require mitigation for units in the Residential Buildings that are located fifty feet (50’) and one-hundred feet (100’) above ground level.

A. Based on the Noise Study, the Applicant proffers as follows:

- i. Refined Noise Assessment. The Applicant reserves the right to submit a revised Noise Measurement and Noise Impact Assessment for the Proposed Development to permit refinements of the expected noise impacts on the Proposed Development and to suggest alternative noise mitigation techniques than those outlined in this Proffer 16. Such analysis shall be submitted to and approved by the Department of Planning and Zoning (“DPZ”) concurrent with site plan approval for the portion of the Property in which the affected residential units/recreation areas are located and shall be based on the methodology contained in the previous Noise Study or as approved by DPZ. Any changes to the noise mitigation techniques premised on the conclusions of a revised Noise Study automatically shall be considered in substantial conformance with the these Proffers, provided that they also are in substantial conformance with the Development Plan.
- ii. Noise Levels within Residential Units.
 - a. Greater than 75 dBA Ldn. No space in any building that shall be occupied by a residential unit shall be located in any area impacted by noise at a level of 75 dBA Ldn or greater. In the event the Noise Study demonstrates that portions of any building for which residential units are proposed would be impacted by noise at a level of 75 dBA Ldn or greater, then the Applicant shall either (a) adjust the use of the impacted portions of such building, or (b) step back the top floors of such building such that no residential units are located in the impacted area for which expected noise levels are 75 dBA Ldn or greater. In such event, the Applicant shall demonstrate to DPZ that its selection of mitigation techniques otherwise complies with the provisions of this proffer.
 - b. 70 dBA Ldn to 75 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for residential units that are located on the north face of the Main Street facing I-66 and more

than one hundred feet (100') above ground level, which are projected to be impacted by noise greater than 70 dBA Ldn (but not more than 75 dBA Ldn), the Applicant shall construct such units using the following acoustical measures:

- i. Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 45;
 - ii. Doors and glazing shall have a laboratory STC rating of at least 34 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 70 dBA or above;
 - iii. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a laboratory STC rating of at least 39; and
 - iv. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.
- c. 65 dBA Ldn to 70 dBA Ldn. In order to reduce interior noise to a level of no more than 45 dBA Ldn for residential units that are located along (i) the north side of the Residential Buildings facing the Main Street and I-66, (ii) the east side of Building C facing Gallows Road, and (iii) the south side of the Residential Buildings facing Prosperity Avenue, all of which are projected to be impacted by noise projected greater than 65 dBA Ldn (but not more than 70 dBA Ldn), the Applicant shall construct such units using the following acoustical measures:
- i. Exterior walls shall have a laboratory sound transmission class ("STC") rating of at least 39;
 - ii. 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 of Ldn 70 dBA or above;
 - iii. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a laboratory STC rating of at least 34; and
 - iv. All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.
- iii. Noise Contours on Site Plans and Building Permits. All site plans, building permit applications and building plans submitted to the County shall indicate whether such portion of the Proposed Development is

required to include noise attenuation measures and, if so, the type of attenuation measure to be implemented. Building and site plans for each unit that is subject to noise mitigation as provided herein shall depict the final noise contours as determined by the Revised Noise Study.

17. Amenities and Facilities for Residents. The Applicant shall provide as part of Buildings A, B and C facilities designed to meet the onsite recreational needs of the future residents of the Proposed Development. Pursuant to Paragraph 2 of Section 6-110 and Paragraph 2 of Section 16-404 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall expend a minimum of \$955 per market-rate residential unit on such recreation facilities. Prior to final bond release for the Proposed Development, the balance of any funds not expended on-site shall be contributed to the Fairfax County Park Authority for the provision of recreation facilities located in proximity to the Property.

A. Buildings A and B. The Applicant shall provide the following facilities or amenities in one or both of Buildings A and B, provided that a substantially-comparable level of amenities are provided in each building or be shared between the buildings. These amenities shall be completed prior to the issuance of the RUP representing more than 75% of the total residential units to be constructed in Buildings A and B of the Proposed Development:

- i. Interior courtyard areas to be located on the top deck of the parking structure(s) in the open area between Buildings A and B, as illustrated on Sheet 10 of the Development Plan, at least one of which shall include informal seating areas, landscaping, hardscape areas and passive recreation areas;
- ii. Storage facilities, including bike racks, for use by residents of the building, which may be provided in the Cellar Space as defined in these Proffers;
- iii. A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- iv. A fitness center that includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc., having a total value of at least \$100,000; and
- v. A business center, with broadband or high-speed data connections (including “secure” voice and/or data connections), computers, facsimile machine and similar items.

B. Building C. The Applicant shall provide the following facilities or amenities to serve the residents of Building C. These amenities shall be completed prior to the issuance of the RUP representing more than 75% of the total residential units to be constructed in Building C of the Proposed Development:

- i. Two semi-private terraces to be located on the top deck of the Building C parking structure below, as illustrated on Sheet 10 of the Development Plan. The courtyard areas shall include informal seating areas, landscaping, hardscape features, etc.;
- ii. A swimming pool;
- iii. Storage facilities, including bike racks, for use by residents of the building, which may be provided in the Cellar Space as defined in these Proffers;
- iv. A media/entertainment center outfitted with large screen/projection TV(s), seating areas and stereo/sound equipment;
- v. A fitness center that includes equipment such as stationary bikes, treadmills, weight machines, free weights, etc., having a total value of at least \$100,000; and
- vi. A business center, with broadband or high-speed data connections (including “secure” voice and/or data connections), computers, facsimile machine and similar items.

LANDSCAPING

18. Landscape Plan. The Applicant’s Development Plan includes a conceptual landscape plan for the Property (Sheet 9) and detail sheets (Sheets 10-15) illustrating the plantings and other features to be provided with the Proposed Development, including streetscapes, plazas and other features.

- A. As part of each site plan submission for the Proposed Development, the Applicant shall submit to Urban Forest Management Division of DPWES for review and approval a detailed landscape and tree cover plan (the “Landscape Plan”), which shall include, among other things:
 - i. Irrigation information (all landscaping areas shall be irrigated);
 - ii. Design details for tree wells and other similar planting areas above structures and along streets;
 - iii. Composition of the planting materials and/or structural soils used where plantings are to be located within or on top of structures and other methods to be used to insure the viability of the proposed plantings;
 - iv. Information demonstrating that the SWM requirements of Proffer 23 have been met; and
 - v. Other information that may be requested by the Urban Forest Management Division.

- B. Such Landscape Plan shall be consistent with the quality and quantity of plantings and materials shown on the Development Plan and shall include the use of shade trees as determined by the Applicant. Adjustments to the type and location of vegetation and the design of the Plaza, courtyard areas and streetscape improvements and plantings shall be permitted in consultation with DPZ and the Urban Forest Management Division of DPWES.
- C. Planting Strips. The Applicant shall install street trees consistent with the Streetscape plans included on the Development Plan. In instances where the Applicant proposes to plant street trees in planting strips or tree wells having less than eight (8) feet of surface width, the Applicant shall install structural soil in the plantings areas shown on the Development Plan and as approved by the Urban Forest Management Division.

19. Tree Survey and Preservation Plan.

- A. Preservation of Existing Trees. A small portion of the western end of the Property contains existing trees worthy of preservation, if possible. This area is identified on the Development Plan as being approximately 4,200 s.f. and is labeled thereon as “Trees to Remain.” Accordingly, the Applicant’s landscape architect, in consultation with the Urban Forest Management Division, shall identify as part of the Landscape Plan which trees the Applicant proposes for preservation and which trees its plans to remove (the “Tree Preservation Plan”). The Tree Preservation Plan shall be made part of and submitted for approval with the Landscape Plan. The Applicant shall save those trees identified in the Tree Preservation Plan as intended to be saved. All trees shown to be preserved on the Tree Preservation Plan and site plan shall be protected by 14-gauge welded wire fencing, a minimum of four (4) feet in height, attached to steel posts spaced no farther than ten (10) feet apart. The fencing shall be erected at the proposed limits of disturbance prior to commencement of any clearing or grading on the relevant portion(s) of the site, and shall be made clearly visible to construction personnel. Notwithstanding the foregoing, the Applicant may remove and replace existing trees located on the Property in the Trees to Remain that (i) are dead, dying or diseased, (ii) pose or create a hazard, or (iii) negatively impact the viability and survivability of other existing trees. In the event that, during construction of the Proposed Development, any of the Trees to Remain cannot be preserved, then the Applicant shall, subject to Urban Forest Management Division approval, replant two (2) new trees for every one (1) Tree to Remain that does not survive construction. Such replacement trees shall be a minimum 3.5”-4” caliper (or 8’ evergreen) and selected from among the species of trees utilized by the Applicant as part of its Landscape Plan.
- B. Limits of Clearing. The Applicant shall adhere to the Limits of Clearing (“LOC”) as noted on the Development Plan. Minor adjustment of the LOC at time of final design and engineering and the location of proposed utilities may be permitted pursuant to Section 16-203 and Section 18-204 of the Zoning Ordinance.

20. Streetscaping. Streetscape improvements and plantings shall be provided as indicated on the Development Plan. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the location of street trees along the proposed Main Street to accommodate final architectural design, utilities and layout considerations.

STORMWATER MANAGEMENT/WATER QUALITY TREATMENT

21. Stormwater Management Master Plan. Concurrent with the submission and approval of the first site plan for the Proposed Development, the Applicant shall submit to and obtain approval from DPWES of a Stormwater Plan for the Proposed Development (the “Stormwater Plan”). The Stormwater Plan shall include strategies for addressing both water quality and water quantity management issues, including detailed mitigation measures to be implemented as part of construction. Following approval by DPWES of the initial Stormwater Plan, the Applicant thereafter shall submit an updated Stormwater Plan to DPWES for approval concurrent with subsequent site plans submissions for the Proposed Development. These updated plans shall include any modifications to the stormwater detention or stormwater quality treatment program since the initial approval of the Stormwater Plan. The Applicant shall construct stormwater quality and stormwater quantity impact mitigation measures in accordance with the Stormwater Plan (and each subsequent revisions thereto) with the Proposed Development, such that the runoff reductions outlined below shall be achieved.

- A. Stormwater Quantity Goals. As of the date of these Proffers, there is no on-site detention of stormwater runoff on the Property. Nevertheless, using (i) a series of underground detention vaults and other methods as shown on the Development Plan, and (ii) structural and non-structural BMPs, the Stormwater Plan shall demonstrate that, after the full build-out of the Proposed Development, there is a net reduction in the combined peak rate of stormwater discharge from the Property of twenty-five percent (25%), which net reduction shall be based on a comparison of the pre-development and post-development conditions of the Property and the Proposed Development. The twenty-five percent (25%) net reduction set forth on this Proffer shall apply to the sum of all stormwater discharge coming from the Property as a whole, rather as a standard reduction at each individual discharge location on the Property (meaning that the discharge at individual locations may vary, so long as the overall reduction goal is achieved).

- B. Best Management Practices. The Applicant shall, as part of the Stormwater Plan, identify low impact development (“LID”) techniques and other Best Management Practices (“BMP”) to be incorporated into the Proposed Development in order to improve water quality associated with stormwater runoff from the Property. Using structural and non-structural BMPs such as sand filters, storm filters, Filterra devices or a combination of both, the Stormwater Plan shall demonstrate that, after the full build-out of the Proposed Development, there is a fifteen percent (15%) reduction of the phosphorous loading from the Property, based on a comparison of the pre-development and post-development conditions of the Property and the Proposed Development.

- C. Low Impact Development. To further mitigate the environmental impacts of the Proposed Development beyond the 15% reduction in phosphorous loading required under Proffer 21(B) above, the Applicant shall incorporate the following additional LID strategies, subject to approval by DPWES, to mitigate environmental impacts of the Proposed Development. The LID facilities shown on the Development Plan are for the purpose of illustrating the application of the proposed LID techniques. The Applicant estimates that these additional LID facilities will result in an additional four percent (4%) reduction in phosphorous loading from the Property. In the event that either the Applicant or DPWES deems it necessary to substitute another LID strategy for one of those listed below, the Applicant shall identify an alternate strategy acceptable to both parties and, if necessary, will seek administrative approval from the Zoning Administrator pursuant to the provisions of Sect. 16-403 of the Zoning Ordinance.
- i. Courtyard Plazas in Residential Buildings. In order to (1) incorporate into otherwise impervious areas of the site a soil matrix and plantings intended to provide stormwater pollutant removal; (2) reduce the heat island effect; and (3) naturalize and add aesthetically-pleasing elements for residents of the Proposed Development, the Applicant shall install and maintain plantings and other materials within the semi-private terraces to be located on the top decks of the parking structures for Buildings A, B and C, as shown on the Development Plan. Each courtyard area shall include landscape plantings in a natural soil matrix over an under-drain system. Specific details concerning the plantings and design elements of the courtyard areas shall be included on the Landscape Plan that will be submitted pursuant to these Proffers.
 - ii. Porous Pavement/Materials. To the extent permitted by the underlying soils, the Applicant shall install and use porous pavement or materials within the surface parking spaces (not including drives aisles) to be located on the western end of the Property, as more particularly set forth on Sheet 5 of the Development Plan. Specific details concerning the porous pavement areas shall be included on the site plan submitted for that portion of the Proposed Development.
 - iii. Plaza Landscaping. As provided in Proffer 15 above, in order to (1) incorporate into otherwise impervious areas of the site a soil matrix and plantings intended to provide stormwater pollutant removal; (2) reduce the heat island effect; and (3) naturalize and add aesthetically-pleasing elements, the Applicant shall install landscaping and other materials on the Plaza and the Entrance Plaza as more particularly shown on Sheets 13 and 14 of the Development Plan. Specific details concerning the plantings and design elements of the Plaza and Entrance Plaza shall be included on the Landscape Plan that will be submitted pursuant to these Proffers.
- D. Maintenance Responsibility.

- i. Regular Maintenance. Prior to initial site plan approval for the Proposed Development, the Applicant shall execute an agreement with the County in a form satisfactory to the County Attorney (the “SWM Agreement”) providing for the perpetual maintenance of all of the elements of the Stormwater Plan, including the BMP and LID devices and underground detention facilities (collectively, the “SWM Facilities”). The SWM Agreement shall require the Applicant (or a successor HOA/COA) to contract with one or more maintenance/management companies to perform regular routine maintenance of the SWM Facilities and to provide a maintenance report annually to the Fairfax County Maintenance and Stormwater Management Division of DPWES. The HOA/COA documents for each residential building(s) shall specify the maintenance responsibilities of the owners of such building(s) under the SWM Agreement.

- ii. SWM Maintenance Fund; Residential Buildings. Prior to site plan approval for the first residential building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the “SWM Maintenance Account”) to be used for the ongoing maintenance of the SWM Facilities located on or serving the Property. The SWM Maintenance Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for ongoing maintenance of the SWM Facilities shall be included in the budget(s) for any HOA/COA(s) established for the Proposed Development, and the fees collected for such purposes by the HOA/COA shall be deposited in the SWM Maintenance Account annually. The association documents that establish and control the HOA/COA shall provide that the SWM Maintenance Account shall not be eliminated as a line item in the HOA/COA budget, and that funds in the SWM Maintenance Account shall not be utilized for purposes other than to fund the maintenance of the SWM Facilities. Prior to issuance of first RUP for the first residential building, the Applicant shall make an initial contribution to the SWM Maintenance Account, which shall be funded solely by the Applicant (or successor developer) until such time as pro-rata assessments of residents are implemented as provided in the HOA/COA documents, as applicable.

- iii. SWM Replacement Fund; Residential Buildings. Prior to site plan approval for the first residential building to be constructed as part of the Proposed Development, the Applicant shall establish an account (the “SWM Replacement Account”) to be used as an escrow account for the eventual replacement of the SWM Facilities located on or serving the Property. The SWM Replacement Account shall be an interest bearing account held by a financial institution authorized to do business in Virginia. As applicable, a line item for future replacement of the SWM Facilities shall be included in the budget(s) for any HOA/COA(s) established for the Proposed Development, and the fees collected for such

purposes by the HOA/COA shall be deposited in the SWM Replacement Account annually. The association documents that establish and control the HOA/COA shall provide that the SWM Replacement Account shall not be eliminated as a line item in the HOA/COA budget, and that funds in the SWM Replacement Account shall not be utilized for purposes other than to fund the replacement of the SWM Facilities. Prior to issuance of first RUP for the first residential building, the Applicant shall make an initial contribution to the SWM Replacement Account, which shall be funded solely by the Applicant (or successor developer) until such time as pro-rata assessments of residents are implemented as provided in the HOA/COA documents, as applicable.

- iv. County Agreement. The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) Future replacement of elements of the Stormwater Plan, when and as warranted; (b) Requirement for liability insurance in an amount reasonably acceptable to DPWES; and (c) Easements for County inspection and emergency maintenance to ensure that the facilities are maintained by the Applicant in good working order.

TRANSPORTATION DEMAND MANAGEMENT

22. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management plan (the “TDM Plan”) that shall be implemented by the Applicant, and subsequently, as appropriate, the HOA/COA, to encourage the use of transit (Metrorail and bus), other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential uses constructed on the Property. The TDM Plan shall complement the synergies already expected from the Proposed Development and the numerous transportation systems management programs and improvements referenced elsewhere in these Proffers.

A. Definitions:

- i. Applicant Control Period. The “Applicant Control Period” is the period starting immediately following approval of this rezoning Application and ending on the date when two (2) consecutive annual Trip Counts show that vehicle trips generated upon Full Occupation of the Proposed Development are less than or equal to the Phase III TDM Goal (as defined herein); provided, however, that implementation of the TDM Plan may not be assigned to a successor HOA/COA until the Applicant Control Period has expired. Upon expiration of the Applicant Control Period, the Applicant shall have no further obligations under this Proffer 22, and the Letter of Credit/Cash (as defined in this Proffer 22) provided by the Applicant shall be returned to the Applicant.
- ii. Full Occupation. For purposes of this Proffer, “Full Occupation” of the Proposed Development shall be deemed to occur upon the issuance of 100% of all RUPs and Non-RUPs representing 80% or more of the

maximum total Secondary Uses permitted within the Proposed Development.

- iii. Peak Hours. For purposes of this Proffer, the relevant weekday “Peak Hours” shall be that 60-minute period during which the highest weekday volume of mainline trips occurs between 6:00 to 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical traffic counts conducted at two select locations along Gallows Road between I-66 and Lee Highway and at two select locations along Prosperity Avenue between Lee Highway and Gallows Road and as approved in consultation with FCDOT. To determine the Peak Hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant Peak Hours shall be defined in conjunction with each of the Trip Counts (as defined herein) required pursuant to this Proffer. The methodology for determining the Peak Hours may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.
- iv. TDM Program Manager. The TDM “Program Manager” (“PM”) shall be a qualified or trained TDM professional appointed by the Applicant to oversee all elements of the TDM Plan and act as the liaison between the Applicant/HOA/COA and FCDOT. The PM may be employed either directly by the Applicant or HOA/COA, or be employed through a property management company contracted by the Applicant or HOA/COA.
- v. TDM Account. The TDM Account shall be an interest bearing account established by the Applicant with a banking or other financial institution qualified to do business in Virginia and used by the PM each year to implement the TDM Plan in accordance with the TDM Budget.
- vi. TDM Budget. The “TDM Budget” means the budget sufficient to implement the TDM Plan in a given year and shall include a contingency (the “TDM Budget Contingency”) equivalent to a minimum of 10% of the amount of the TDM Budget.
- vii. TDM Penalty Fund. The “TDM Penalty Fund” is an account into which the Applicant will deposit penalty payments as may be required to be paid pursuant to this Proffer (the “TDM Penalty Fund”).
- viii. TDM Remedy Fund. The TDM Remedy Fund shall be an interest bearing account established by the Applicant with a banking or other financial institution qualified to do business in Virginia and used to supplement the TDM Account in support of additional TDM strategies that may be

determined to be necessary following any of the Trip Counts for which insufficient funding is not immediately available via the then-existing TDM Account.

B. Components of the TDM Plan. The TDM Plan shall include the following components:

- i. General. The objective of the TDM Plan shall be the phased reduction of the number of vehicle trips generated by the new on-site residential uses during the weekday Peak Hours (as determined based on ITE, 7th edition, Trip Generation rates and/or equations). The Secondary Uses established as part of the Proposed Development, including retail uses, shall not be made part of the TDM Plan.
- ii. Baseline. The baseline number of vehicle trips against which the TDM Goals (as defined herein) will be measured shall be 414 Peak Hour trips (the “Baseline Trips”), which is based on the maximum total 720 residential units that may be constructed on the Property as part of the Proposed Development and using the trip generation rates/equations applicable to such uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition. In the event the Applicant constructs fewer than 720 residential units as part of the Proposed Development, then the Baseline Trip generation numbers applicable upon Full Occupation shall be calculated as if 720 residential units had actually been constructed as reflected on the Development Plan.
- iii. TDM Goals. Because the reduction of Peak Hour trips depends, in part, on the synergy of uses created through implementation of the Proposed Development, the “TDM Goals” shall be phased in accordance with the issuance of the Non-RUPs for the Secondary Uses as follows:

TDM Phase	Residential Use Permits (RUP)	Non-Residential Use Permits (Non-RUPs)	ITE Projected Trips	TDM Trip Reduction Goal	Max Trips Permitted
I	1 to 720	> 65%	414	40%	248
II	1 to 720	65% < 80%	414	45%	228
III	1 to 720	> 80%	414	50%	207

C. TDM Plan; Proposed Development. In order to meet the TDM Goals set forth in this Proffer, the Applicant shall implement the TDM Plan. Because the TDM Plan represents the strategy to be employed by the PM to meet the TDM Goal(s), the TDM Plan may be amended from time to time, subject to approval of FCDOT, without the requirement to secure a PCA; provided, however, that the TDM Goal(s) shall not be amended, and the amended TDM Plan shall include provisions for the following with respect to the Proposed Development:

- i. Designation of PM, as more particularly described below;
- ii. A targeted marketing program for residential sales/leases that encourages and attracts TDM-oriented residents, such as one or no-car individuals/families to live in the Proposed Development; provided, however, that such marketing shall be completed on a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations;
- iii. Integration of transportation information and education materials into residential sales/rental kits;
- iv. Coordination/Assistance with vanpool and carpool formation programs, including ride matching services, with adjacent office buildings and homeowners associations and established guaranteed ride home programs;
- v. Establishment of a site-specific project website (including targeted information on a building-by-building basis) that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;
- vi. Establishment of the Dunn Loring Commuter Store to be staffed/managed by the PM (as defined below) within the Proposed Development at which transit and ridesharing information is made available to both residents and non-residents. The Dunn Loring Commuter Store may be located at a location determined by the Applicant, including as part of the leasing/sales office for/inside the Residential Buildings, or as part of a concierge service;

- vii. A parking management plan, which shall include (i) a unit sales/rental program/policy under which each residential unit is allocated one (1) parking space as part of the base purchase/rental price, and that additional parking spaces may be purchased/leased for an additional cost; and (ii) dedicated space for residential vanpools and car-sharing vendors not otherwise addressed herein;
- viii. Distribution of fare media or other incentives, at least one time, to all initial residents of driving age, as well as on select occasions as an incentive;
- ix. Use of car sharing program(s), subject to agreement with third-party vendor(s) (such as ZipCar/FlexCar); and
- x. Establishment of a phasing strategy, coordinated with FCDOT as provided herein, to address which TDM strategies are implemented at what time.
- xi. Continue the programs, as applicable, set forth in subparagraph (i) immediately above; and
- xii. “Personalized transportation advising” integrated into new unit walk-throughs, including appropriate training of sales/leasing agents.

D. TDM Program Manager. Prior to the issuance of the first building permit for the Proposed Development, the Applicant shall develop a position description for and appoint the PM for the project, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan. The Applicant shall provide written notice to FCDOT of the appointment of the PM within ten (10) days of such appointment, along with the position description prepared by the Applicant and evidence of such PM’s qualifications, and, thereafter, within ten (10) days of any change in such appointment. Following the initial appointment of the PM, the Applicant or HOA/COA, as applicable, thereafter shall continuously employ, or cause to be employed, a PM for the Proposed Development.

E. TDM Budget. Within thirty (30) days following the issuance of the first building permit for the first residential building, the Applicant, through the PM, shall formulate the TDM Budget sufficient to implement the TDM Plan for the remainder of the year and for the next calendar year, which amount shall not be less than \$109,400.00, adjusted annually for inflation based on the CPI (as defined in Proffer 37 herein). The PM shall provide written documentation demonstrating the basis for and the formulation of the TDM Budget to FCDOT within ten (10) days of its establishment. In conjunction with annual monitoring of TDM strategies as provided in Proffer 22(I) below, the PM shall re-establish the TDM Budget for the forthcoming year.

F. TDM Account. Within sixty (60) days following the issuance of the first building permit for the first residential building, the Applicant shall establish and fund the

TDM Account in an amount equal to the initial TDM Budget for the TDM Plan and including the TDM Budget Contingency. The PM shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within ten (10) days of its establishment. As provided in Proffer 22(I) below, the PM shall provide an annual report of the TDM Account to FCDOT, and such report shall include demonstration that the applicable strategies of the TDM Plan were implemented and sufficiently funded that year.

- i. Annual Funding. The TDM Account shall be replenished annually based on the forthcoming year's estimated TDM Budget and any transfer of funds to the TDM Remedy Fund as provided in Proffer 22(G) below.
- ii. Management of TDM Account. The TDM Account shall be managed by the Applicant through the PM until such time as the Applicant Control Period terminates. Thereafter, management of the TDM Account shall become the responsibility of the HOA/COA/successor developer or a management company appointed for such purposes. As applicable, a line item for the TDM Account shall be included in the HOA/COA budget upon the establishment of the HOA/COA. The association documents that establish and control the HOA/COA shall provide that the TDM Account shall not be eliminated as a line item in the HOA/COA budget, and that funds in the TDM Account shall not be utilized for purposes other than to fund the TDM Plan. The TDM Account shall be funded solely by the Applicant (or successor developer) until such time as the Applicant Control Period expires or the pro-rata assessments of residents are implemented as provided in the HOA/COA documents, whichever is first.

- G. TDM Remedy Fund. Concurrent with the establishment and funding of the TDM Account, the Applicant shall establish a separate, interest-bearing account referred to herein as the "TDM Remedy Fund." All interest earned on moneys deposited in the TDM Remedy Fund shall be added to the principal of the TDM Remedy Fund and used for TDM Remedy Fund purposes. Prior to the issuance of the first RUP for the Proposed Development, the Applicant shall contribute to the TDM Remedy Fund moneys in an amount necessary for the TDM Remedy Fund to achieve a \$200,000.00 balance. Moneys from the TDM Remedy Fund shall be drawn on by the Applicant or HOA/COA only for purposes of immediate need of TDM funding and may be drawn upon prior to any TDM Budget adjustments that may be required under Proffer 22(F) above. The revenues transferred from the TDM Remedy Fund to the TDM Account thereafter shall be repaid to the TDM Remedy Fund through the transfer of subsequent surpluses, if any, in the TDM Account, as provided in subparagraph G(i) below. Once the Phase III TDM Goal has been met and the Applicant Control Period expires, the Applicant shall contribute such amounts as may be necessary to bring the balance in the TDM Remedy Fund to a balance of \$200,000.00 and thereafter transfer the TDM Remedy Fund to the HOA/COA or successor developer/management company. Following such transfer, the HOA/COA shall continue to replenish the TDM

Remedy Fund as necessary to maintain a balance of \$200,000.00 pursuant to Proffer 27(J) herein.

- i. Excess Funds in TDM Account. Until such time as the Phase III TDM Goal is met, any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund until such time as the TDM Remedy Fund has achieved a balance of \$200,000.00, as adjusted based on the CPI (as defined in Proffer 37 herein) from the date of the initial deposit into the TDM Remedy Fund to the last day of such year. Once the Phase III TDM Goal has been met, and the TDM Remedy Fund achieves a balance of \$200,000.00, then any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account to be utilized for the next calendar year's TDM Budget. In the event that the TDM Remedy Fund is drawn upon, then the TDM Remedy Fund shall be replenished during the next TDM Budget cycle (and repeated for multiple TDM Budget cycles, if necessary) until the TDM Remedy Fund achieves a balance of \$200,000.00, as adjusted based on the CPI (as defined in Proffer 37 herein).

- H. TDM Purchase Incentives. Prior to the issuance of the first RUP for each Residential Building to be constructed as part of the Proposed Development, the Applicant shall make a one time contribution of \$135/unit in that building to a segregated sub-account in the TDM Account to fund a transit incentive program for initial purchasers and/or lessees of residential units in such building. Such program shall be prepared by the Applicant, in coordination with FCDOT, and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.

- I. Monitoring and Reporting.

- i. Annual Surveys. Each September, the PM shall conduct a survey of residents designed to evaluate the effectiveness of the TDM Plan in meeting the TDM Goals applicable at that time and to evaluate the need for changes to the TDM Plan (the "Annual Survey"). The PM shall coordinate the draft Annual Survey materials and the methodology for validating Survey results with FCDOT prior to each year's Annual Survey. If an Annual Survey reveals that changes to the TDM Plan are needed or advisable, then the PM shall coordinate such changes with FCDOT and, as necessary, adjust the TDM Budget and implement the revisions. The PM shall submit as part of each Annual Report (defined below) an analysis of the Annual Surveys to FCDOT. Such analysis shall include at a minimum:
 - a. A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;

- b. The number of people surveyed and the number of people who responded;
- c. The results of the surveys taken during the survey period;
- d. The number of residents, employees and/or others participating in the TDM programs, displayed by category and mode of use;
- e. An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the TDM Goals, and, if necessary, proposed modifications;
- f. A description of the uses constructed and occupied on the Property at the time the Survey was conducted.

ii. Annual Report. The PM shall report annually to FCDOT on the TDM Plan no later than ninety (90) days after completion of the Annual Survey and, as required, the annual Trip Count (the “Annual Report”). The Annual Report shall include (a) a description of the prior year’s TDM strategic efforts, including, as applicable, sample marketing materials; (b) a financial statement that includes the TDM Budget and TDM Account revenues and expenditures for the preceding year; (c) an analysis of the Annual Survey for the preceding year; (d) a compilation and analysis of any Trip Counts that were conducted during the preceding year; (e) discussion of any changes to the TDM Plan for the upcoming year; and (f) the TDM Budget for the current year.

iii. Adjustments to Calendar and Due Dates. Upon mutual agreement between FCDOT and the PM, the due dates for the delivery of the Annual Report may be altered if changes have occurred, or appear to have occurred, in trip characteristics resulting from events such as an additional development prior to Full Occupation.

iv. Meetings with FCDOT. The PM shall meet with FCDOT annually to discuss the results of the Trip Counts, the Annual Survey, the Annual Report and the TDM Plan.

J. Trip Counts.

i. Annual Trip Counts. The PM shall conduct a Trip Count during the first full calendar year, but in no event later than twelve (12) months, following the issuance of the first RUP for the first Residential Building to measure the actual vehicle trips generated by the residential uses constructed on the Property as of the date the Trip Count is completed and to evaluate whether such vehicle trips are less than, equal to or greater than the applicable phased TDM Goal (which is determined by the percentage of Secondary Uses for which Non-RUP have been issued) set forth in Proffer 22(B) above. Trip Counts provided to FCDOT shall include information

on the percentage of RUPs and Non-RUPs issued for the Proposed Development as of the date of the Trip Count.

- ii. Methods. For purposes of this Proffer, Trip Counts shall be measured on three (3) consecutive days over a maximum two-week period (but not including a week containing a federal holiday or when public schools are not in session) between September 1 and October 31 of each calendar year, or such other time as the PM and FCDOT shall mutually determine. At least thirty (30) days prior to conducting the Trip Counts, the PM shall meet with FCDOT to review and reach agreement on the dates and methodology for the Trip Counts and the analyses to be done after the Trip Counts are complete. The Trip Counts shall include Peak Hour counts of vehicles entering and exiting driveways to buildings within the Proposed Development, as well as intersection turning movement counts at those street connections to/from the Property, as coordinated with and approved by FCDOT. The Trip Counts shall be conducted so that only trips generated by the residential uses on the Property shall be counted (i.e. cut-through trips, Metro trips, retail trips, etc., shall be excluded). Values will be provided for each residential building included in the Proposed Development, and a sum of vehicle trips generated by the residential uses in the Proposed Development will be calculated.
- iii. Frequency of Trip Counts. Once initiated, the PM shall conduct Trip Counts annually until such time as two (2) consecutive annual Trip Counts conducted after Full Occupation reveal that the trips generated in the AM and PM Peak Hours are equal to or less than the maximum number of trips permitted under Phase III TDM Goal. If the results of two (2) consecutive Trip Counts reveal that the Phase III TDM Goal has been met, then the Applicant Control Period shall expire as provided in Proffer 22(A) above, the Letter of Credit (as defined in Proffer 22(K) herein) (or cash, as applicable) shall be returned to the Applicant, and the Applicant shall have no further responsibility under Proffer 22(K)(v) below. Thereafter, the HOA/COA (or successor developer/management company) shall conduct additional Trip Counts as set forth in this Proffer. Notwithstanding the provisions of this paragraph, FCDOT may request Trip Counts be undertaken at any time to validate traffic data, but not more frequently than twice per calendar year. If such requests are made by FCDOT, the PM shall conduct the requested Trip Counts.
- iv. Evaluation. The results of each Trip Count shall be compared to the maximum number of trips allowed under Proffer 22(B) above for the then-applicable phase of the Proposed Development to determine whether actual traffic counts are equal to, less than or greater than the maximum allowed trips for the then-applicable TDM Goal.
 - a. In the event the trips generated by the residential uses at the time the Trip Count is conducted are equal to or less than the maximum

allowed trips set forth in Proffer 22(B) above as determined by the then-applicable phase of the Proposed Development, then (i) no penalty is owed, and (ii) the Applicant (and subsequently the HOA/COA, as applicable) shall continue to administer the TDM Plan in the ordinary course, in accordance with the provisions of these Proffers until the Phase III TDM Goal has been met for two (2) consecutive Trip Counts and the Applicant Control Period Expires.

b. In the event the trips generated by the residential uses at the time the Trip Count is conducted are greater than the maximum allowed trips set forth in Proffer 22(B) above as determined by the then-applicable phase of the Proposed Development, then the PM shall convene a meeting with FCDOT within sixty (60) days of the completion of the Trip Count to review the results of that Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting. If no written response is provided by FCDOT within sixty (60) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget, the PM shall (a) draw down on the TDM Remedy Fund, as needed; (b) increase the TDM Account with TDM Remedy Funds, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT.

v. Ongoing Implementation of TDM Plan. Once the Applicant Control Period has expired, the Letter of Credit/Cash (as defined in this Proffer 22) (as then-valued) shall be returned to the Applicant and the HOA/COA (or subsequent developer/management company) shall be responsible for ongoing implementation of the TDM Plan. The PM shall conduct additional Trip Counts at five (5) year intervals to determine whether the Phase III TDM Goal continues to be met. In the event that an Annual Report submitted by the PM demonstrates through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the Phase III TDM Goal continues to be met, as determined by FCDOT, then FCDOT may require the PM to conduct additional Trip Counts on a more frequent basis (but not more frequently than once per year) to determine whether, in fact, the Phase III TDM Goal is being met.

a. Continuation of TDM Plan. In the event subsequent Trip Counts conducted after the Applicant Control Period expires reveal that

the actual trips generated remain equal to or less than the maximum number of trips permitted under Phase III TDM Goal, then the PM shall continue to implement the TDM Plan and to make Annual Reports to FCDOT.

- b. Further Revisions to TDM Plan. In the event subsequent Trip Counts reveal that the actual number of trips generated by the residential uses are greater than the maximum number of trips permitted under the Phase III TDM Goal, then the PM shall convene a meeting with FCDOT within thirty (30) days of the completion of the Trip Count to review the results of the Trip Count and the TDM Plan then in place and to develop modifications to the TDM Plan and the TDM Budget to address the surplus of trips. The PM shall submit any revisions to the TDM Plan and TDM Budget to FCDOT within thirty (30) days following this meeting. If no written response is provided by FCDOT within sixty (60) days, the PM's revisions to the TDM Plan and updated TDM Budget shall be deemed approved. Following approval of the revised TDM Plan and updated TDM Budget, the PM shall (a) draw down on the TDM Remedy Fund, as needed; (b) increase the TDM Account with TDM Remedy Funds, if necessary, in order to cover any proportional additional costs to implement the updated TDM Budget; and (c) implement the provisions of the revised TDM Plan as developed in consultation with FCDOT. The PM shall repeat the process above (including additional adjustments to the TDM Plan, additional funding and additional monitoring) until the Phase III TDM Goal again has been met for two (2) consecutive years, whereupon the PM shall then be required to conduct Trip Counts only at five (5) year intervals, as described above.

- K. TDM Penalty Fund. Prior to the issuance of the first RUP for the first residential building, the Applicant (or its successor owner or developer, but not the HOA/COA) shall (a) establish the TDM Penalty Fund and (b) deliver to the County (i) \$500,000.00 cash or (ii) a clean, irrevocable letter of credit in the stated amount of \$500,000.00 issued by a banking institution approved by the County to secure the Applicant's obligations to make payments into the TDM Penalty Fund as described below (collectively, the "Letter of Credit/Cash"). If a letter of credit is used to secure the TDM Penalty Fund, then it shall name the County as the beneficiary and shall permit partial draws or a full draw.

- i. Establishment of TDM Penalty Fund; Letter of Credit. During the Applicant Control Period, if the results of two (2) consecutive annual Trip Counts conducted after Full Occupation reveal that the actual vehicle trips generated by the residential uses exceed the maximum number of trips permitted under the Phase III TDM Goal, then the Applicant shall pay into the TDM Penalty Fund the amounts specified below. FCDOT may

thereafter withdraw funds from the TDM Penalty Fund. If the Applicant fails to pay what is due to the TDM Penalty Fund, then, upon thirty (30) days written demand, FCDOT may draw against the Letter of Credit/Cash in the amount then due and owing. FCDOT may apply funds withdrawn from the TDM Penalty Fund, or drawn under the Letter of Credit/Cash, for transportation improvements in the vicinity of the Property. The maximum aggregate amount of all penalties to be paid under this paragraph K is \$500,000.00. No penalties shall be imposed while the Phase I and Phase II TDM Goals are applicable.

- a. Failure up to 2%. A failure in the reduction of trips in either or both of the Peak Hours by two percent (2%) or less requires the Applicant to make a payment to the TDM Penalty Fund of \$1,000 per vehicle trip for each trip that exceeds the Phase III TDM Goal for the applicable Peak Hour.
- b. Failure Greater than 2% but less than or equal to 5%. A failure in the reduction of trips in either or both of the Peak Hours by more than two percent (2%) but less than or equal to five percent (5%) requires the Applicant to make a payment into the TDM Penalty Fund of \$1,600 per vehicle trip for each trip that exceeds the Phase III TDM Goal for the applicable Peak Hour
- c. Failure Greater than 5%. A failure in the reduction of trips in either or both of the peak hours by an amount greater than 5% requires the Applicant to make a payment into the TDM Penalty Fund of \$2,400 per vehicle trip for each trip that exceeds the Phase III TDM Goal for the applicable Peak Hour.

- L. Enforcement. If the PM fails to timely submit the Annual Report to FCDOT as required by this Proffer, the County may thereafter issue the PM a notice stating that the PM has violated the terms of this Proffer 22 and providing the PM sixty (60) days within which to cure such violation. If after such sixty (60) day period the PM has not submitted the delinquent Annual Report, then the Applicant and/or HOA/COA, as applicable, shall be subject to a penalty of \$200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Property until such time as the report is submitted to FCDOT.

MULTIMODAL TRANSPORTATION

23. Pedestrian Circulation. In combination with the Streetscape improvements identified in Proffer 20 above, the Applicant shall provide sidewalks of varying widths and crosswalks throughout the Property and at key intersections of the Proposed Development, as indicated on the Development Plan. The sidewalks shall be constructed concurrent with the development of the Property. All onsite sidewalks not located in the right-of-way shall be maintained by the

Applicant and/or HOA/COA. Sidewalk improvements located within existing or proposed right-of-way shall be as approved by VDOT.

24. WMATA Parking Policy Coordination. Within six (6) months after the approval of the rezoning application (and once thereafter), WMATA shall make staff available to meet with representatives of FCDOT and/or the Board of Supervisors to consider requests for modifications to WMATA’s parking policies for the WMATA Garage, including, but not limited to, the provision of additional reserved parking spaces for Metro patrons arriving/departing during non-Peak Hours and for drivers of vanpools and carpools. Any actual modification to WMATA parking policies pursuant to such consultations shall be subject to the approval of WMATA staff and its Board of Directors. Implementation of modifications to WMATA parking policies pursuant to such consultations shall not require approval of a FDP/PCA by the Board of Supervisors.

25. High Occupancy Toll (“HOT”) Lanes Coordination. As requested or directed by FCDOT, the Applicant shall meet with representatives of any public or private entities that propose to design, construct and operate high occupancy toll lanes or similar transportation improvements to be located in the right-of-way of nearby interstate highways that may affect the distribution of transit trips to and from the Property. The Applicant also shall meet with representatives or members of VDOT, FCDOT, DPZ, and the Board of Supervisors to discuss and evaluate the estimated impacts and relation of the Property to such improvements.

WORKFORCE/AFFORDABLE HOUSING

26. Affordable Dwelling Unit (“ADU”). The Applicant shall provide ADUs in accordance with the requirements of Article 2 of the Zoning Ordinance (the “ADU Ordinance”). The actual number of ADUs to be provided shall be determined at the time of site plan approval in accordance with the formula for calculating ADUs in Section 2-801 of the Zoning Ordinance for developments with greater than fifty percent (50%) structured parking. The ADUs may be provided as for-sale or rental units and administered in accordance with the requirements of the ADU Ordinance. At least ten (10) of the ADU units required under this Proffer shall be designed and constructed as fully handicapped accessible units.

27. Workforce Housing Units. In addition to the number of ADUS required pursuant to Proffer 26 above, the Applicant also shall provide housing units on the Property that will be affordable to future residents who have a median household income of up to 80% of the Washington D.C. metropolitan statistical area median household income (“MHI”) as determined by the U.S. Census Bureau so that a total of eight percent (8%) of the total residential units constructed as part of the Proposed Development are sold/rented as either ADUs or Workforce Units (as defined in this Proffer 27). ADUs and/or Workforce Units (as defined in this Proffer 27) provided at any given phase (or in any single Residential Building) of the Proposed Development may be greater or less than eight percent (8%) of the total residential units in such phase/building; provided, however, that the total number of ADUs and Workforce Units provided at the completion of the Proposed Development shall satisfy the eight percent (8%) overall requirement. Nothing contained herein shall be deemed to alter the administration of the ADUs or the number of ADUs required by the ADU Ordinance.

Cooley Godward LLP
DRAFT
DATED: 6/13/06

- A. Definitions. The following terms used in these Proffered Conditions shall be defined as follows, unless specifically modified:
- i. Market-Rate Units. Dwelling units approved on the Property that are not subject to either the price/rental restrictions of Section 2-800 of the Zoning Ordinance or Proffers 26 or 27; and
 - ii. Workforce Units. Dwelling units on the Property subject to the price/rental restrictions of this Proffer 27, but not subject to those of Proffer 26 and Section 2-800 of the Zoning Ordinance.
- B. Workforce Units. Each Workforce Unit provided shall be made available through the Fairfax County Redevelopment and Housing Authority (“FCRHA”) on either a for-sale basis or rental basis to persons with an average income of at least 80% of MHI. Workforce Units shall have a minimum size of 500 square feet and a maximum size of 850 square feet and may be provided as efficiency and/or studio units and one (1) bedroom units, as determined by the Applicant in its sole discretion. The establishment of Workforce Units may occur in phases, concurrent with the phasing of development/construction of the Proposed Development and may be located entirely within any single residential building on the Property.
- C. Designation on Approved Site Plan. The approved site plan(s) for the Residential Buildings shall designate the number of Workforce Units/ADUs and the number of Market-Rate Units to be provided. The Applicant shall determine the interior amenities, including the number of bedrooms, for each Workforce Unit provided. If the development of the Residential Buildings is phased or developed in sections, then the approved site plan(s) for the respective Residential Buildings shall also contain tabulations of the total number of Workforce Units by bedroom count and the number of Market-Rate Units by bedroom count on the Property. Whenever the calculation of the required Workforce Units results in a fractional unit less than 0.5, then the number shall be rounded down to the next whole number, and any fractional unit greater than 0.5 shall be rounded up to the next whole number.
- D. Timing for Provision of the Work-Force Units. RUPs shall not be issued for more than eighty percent (80%) of the total dwellings units approved on the Property until all of the RUPs have been issued for all of the Workforce Units required pursuant to this Proffer 27.
- E. Provisions of the ADU Ordinance. The Applicant intends that the Workforce Units shall be administered in a like-fashion as the ADUs pursuant to Section 2-800 of the Zoning Ordinance in effect at the time of the execution of these Proffers. The following specific provisions of the Zoning Ordinance shall apply to administration of the Workforce Units: Sections 2-805, 2-807, 2-810, 2-811, 2-812, 2-813, 2-817, and 2-818, including the recordation of the appropriate restrictive covenants in the land records of Fairfax County, except where such

provisions directly conflict with these Proffers. Where these Proffers conflict with the ADU administrative sections of the Zoning Ordinance, these Proffers shall control.

- F. Alternative Administration. Notwithstanding the foregoing subparagraph E, the Applicant reserves the right enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the Workforce Units following approval of this Application. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the Workforce Units shall be administered solely in accordance with such an agreement, and subparagraph E above shall become null and void. Such an agreement and any modifications thereto, shall be recorded in the land records of Fairfax County.
- G. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of this Proffer 27 related to providing Workforce Units violates any Federal, State or other local law, then the offending portion of this Proffer shall be deemed null and void and no longer in effect. All remaining conditions of these Proffers.
- H. Condominium Conversion. If a residential building was initially operated as a rental project, then subsequently is converted to a condominium project, any existing Workforce Units shall be maintained as Workforce Units and shall be administered as Workforce Sale Units as set forth herein. The restrictions on the Workforce Sale Units shall be disclosed in the condominium declaration creating the condominium.

COMMUNITY FACILITIES

28. County Athletic Field Contributions. In addition to the recreation facilities provided in the Residential Buildings, the Applicant also shall provide a contribution of \$440.00 per Market-Rate residential unit (up to a maximum \$291,000.00) to the Board of Supervisors prior to issuance of first building permit for each residential building of the Proposed Development. These funds are to be used for parks and/or athletic facilities and fields in the vicinity of the Property, including, but not limited to, the installation of lighting to serve the athletic fields at Luther Jackson Middle School in Merrifield, as determined by the Providence District Athletic Council.

29. Vienna Little League Contribution. Prior to issuance of the first RUP for the first residential building, the Applicant shall contribute \$25,000.00 to the Vienna Baseball Foundation, Inc. to be used in support of Vienna Little League activities serving children in the vicinity of the Property.

30. Contribution for Pedestrian Bridge to Dunn Loring Village. Prior to the issuance of the final RUP for the second residential building, the Applicant shall contribute \$25,000.00 to the Board of Supervisors for use in constructing/reconstructing a pedestrian bridge across the existing stormwater channel located offsite from the Property near its northwest boundary (the “Pedestrian Bridge”). Design and construction of the Pedestrian Bridge shall be completed and maintained by others and shall not be the responsibility of the Applicant. In the event the Pedestrian Bridge is not constructed within five (5) years of the Applicant’s contribution, then such funds shall be transferred to the Providence District Trail Fund and distributed/used to enhance pedestrian connections to Dunn Loring Village in accordance with the procedures provided for the administration of the Trail Fund.

31. Merrifield Shuttle.

A. In order to provide initial support for the development of a Merrifield Shuttle or circulator system, the Applicant shall, in addition to the designation of a Merrifield Shuttle location in the Bus Loop and at FCDOT’s election, (1) contribute \$25,000.00 to Fairfax County toward the expenses of a feasibility study to examine the creation of a consolidated shuttle or circulator system in the Dunn Loring/Merrifield area (the “Shuttle Study”), or (2) retain a qualified consultant at the Applicant’s expense not to exceed \$25,000.00 to perform the Shuttle Study. Prior to the issuance of the first building permit for the first residential building, the Applicant shall request FCDOT to make its election of whom should complete the Shuttle Study. If FCDOT has not made its election on the form of the Shuttle Study prior to the issuance of the first RUP for the Proposed Development, then the Applicant shall be required only to contribute funds to the County for the Shuttle Study. If FCDOT elects to have the Applicant’s consultant complete the Shuttle Study, then such study shall be completed prior to (i) the issuance of the final RUP for the first residential building or (ii) six (6) months following FCDOT’s election, whichever is later. In the event FCDOT elects to receive a contribution for the Shuttle Study, then the Applicant shall contribute the moneys for the Shuttle Study prior to the issuance of the final RUP for the first residential building. If the County elects for the Applicant to complete the Shuttle Study, then the scope of the Shuttle Study will be prepared by the Applicant, subject to review and approval by FCDOT, and the selected consultant shall be approved by FCDOT. The purpose of the Shuttle Study will be to summarize and evaluate the various private shuttle services, if any, currently provided in the Dunn Loring/Merrifield area and make recommendations to the County about the possible ownership, organizational structure, routes, sources of revenue and start-up and on-going capital and operating budget requirements for a Merrifield Shuttle that would consolidate and replace existing shuttle services.

B. In the event that, after the completion of the Shuttle Study, a privately-operated Merrifield Shuttle is established by others, then the Applicant (or successor HOA/COA) may participate in ongoing funding for such service provided that (i) the Merrifield Shuttle provides reasonable and consistent peak-hour service to the Property and, if constructed, the future Merrifield Town Center, and (ii) such financial participation in the Merrifield Shuttle is proportional to the actual usage

of the Shuttle by future residents/tenants/visitors and employees of the Proposed Development and to the participation of other users of the Merrifield Shuttle.

FAIRFAX COUNTY PUBLIC SCHOOLS

32. Public Schools. Per the Residential Development Criteria Implementation Motion adopted by the Board of Supervisors on September 9, 2002, effective January 7, 2003, the Applicant shall contribute \$7,500 per expected student in the Proposed Development (with a projected total of 73 students based on a ratio of 0.102 students per residential unit and up to a total maximum contribution of \$547,500.00) to the Board of Supervisors for transfer to the Fairfax County School Board to be utilized for capital improvements and capacity enhancements to schools in the Dunn Loring/Merrifield area that may serve the Property. Such contribution shall be made at the time of the issuance of the first building permit for each residential building triggering the Fairfax County Public Schools contribution for the students generated by that building.

- A. Adjustment to Contribution Amounts. Following approval of this Application and prior to the Applicant's payment of the amount(s) set forth in this Proffer, if Fairfax County should increase the ratio of students per high-rise multifamily unit or the amount of the contribution per student, the Applicant shall increase the amount of the contribution for that phase of development to reflect the then-current ratio and/or contribution. If the County should decrease the ratio or contribution amount, the Applicant shall provide the greater of the two amounts.

ARCHITECTURAL DESIGNS AND BUILDING MATERIALS

33. Main Street Storefronts.

- A. External Streetscape Presence. The Applicant shall encourage retail and other tenants/uses with street frontage along the proposed Main Street (as defined herein) (such areas being those labeled as "Secondary Uses" on the Development Plan) to create a lively building façade and pedestrian-oriented streetscape that provides interest to pedestrians and vehicles passing through the Property, as more particularly shown on Sheets 19-20A of the Development Plan. Elements of this program may include, but need not be limited to, transparent exterior storefront facades (as outlined below) and entries, landscaping, restaurant seating areas, benches, canopies and awnings, decorative light fixtures, brick pavers, shade elements and other techniques with similar effect.
- B. Glazing Requirements and Transparency Levels. All Main Street Retail areas shall incorporate materials such as glazed windows and doors to permit pedestrians or passersby to visibly see into the tenant space; provided, however, that nothing shall preclude the use of tenant displays or signature materials in the tenant windows that reduce the overall transparency of the facades, such as window lettering, signage, trim materials, display set-ups or other similar features.

34. Building Design and Materials. The general architectural design of the Proposed Development is shown on Sheets 19-20A of the Development Plan (the "Conceptual

Elevations”). The Conceptual Elevations are conceptual in nature and may be modified by the Applicant as part of final engineering and building design, provided that such modifications provide a similar quality of design as that shown on the Development Plan. Building materials for the Proposed Development, as generally reflected on the Conceptual Elevations, shall be selected from among the following: brick, aluminum, siding, hardi-plank, masonry/stone, glass, steel, split-face block and pre-cast panels, provided that final architectural details and accents may include other materials. Bay windows, balconies, awnings, storefronts and other architectural details may be provided so long as such features do not extend more than eight (8) feet beyond the building footprints shown on the Development Plan, and provided that the streetscape features and dimensions are maintained.

- A. Garage Elevations. The Applicant’s design of the WMATA Garage, as illustrated on Sheets 20-20A of the Development Plan, shall include an architectural surface treatment that is complementary to the theme of the residential buildings to be constructed on the Property, such as the use of special forming or scoring and/or pre-cast panels or similar architectural embellishments, in order to promote compatibility of design among the structures.
- B. Rear Façade of Buildings D and F. The Applicant shall incorporate architectural and design features into the rear façade of the Secondary Uses contained in Buildings D and F that face/open to the Bus Loop and the Metrorail platform entrance, as more particularly shown on Sheet 20A of the Development Plan. Such design features shall include a combination of decorative lighting, advertisements, banners, wall art/murals or similar features. The Applicant also shall be permitted to create/maintain additional/secondary entrances into the Secondary Uses, but without a requirement to match the design standards for the Main Street storefronts set forth in Proffer 29 herein. The Applicant shall design the rear façade of Buildings D and F so that the utility boxes and similar “back of house” elements serving the uses therein are screened from view or located inside Buildings D and F.

SANITARY SEWER

35. Sewer Coordination. At the time of submission of a site plan for any residential building, the Applicant shall provide DPWES with an analysis of the capacity of the sanitary sewer lines serving the Property. If the County determines that any sewer line serving the Property is inadequate, the Applicant shall upgrade or improve offsite sanitary sewer lines, as necessary, to accommodate all future phases of the Proposed Development.

TEMPORARY SIGNS

36. Temporary Signs. No temporary signs (including “popsicle” paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant, or at the Applicant’s or any builder’s direction, to assist in the initial and future marketing, sales and/or rental of dwelling units on the subject Property. The Applicant shall direct its agents and employees involved in marketing the Property to adhere to this Proffer.

MISCELLANEOUS

37. Escalation in Contribution Amounts. Except for the amount to be contributed to the TDM Penalty Fund, the amounts of each cash contribution set forth in these Proffers shall escalate on a yearly basis from the base year of 2007 and change effective each January 1 thereafter based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the “CPI”).

38. Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of site plan approval for the Property.

39. Hours of Construction. The hours of outdoor construction activity on the Property shall be limited to between 7:00 a.m. and 9:00 p.m. Monday-Saturday, and 9:00 a.m. to 7:00 p.m. on Sundays and federal holidays; provided, however, that there shall be no outdoor construction on January 1st, July 4th, Thanksgiving Day and Christmas Day each year. The Applicant shall inform all contractors and subcontractors of the permitted hours of construction, and signs designating such construction hours shall be published in both English and Spanish and posted at all construction entrances to the Property.

40. Severability. Pursuant to Section 18-204 of the Zoning Ordinance, any portion for the Property may be the subject of a proffered condition amendment (“PCA”), Special Exception (“SE”), Special Permit (“SP”), or Final Development Plan Amendment (“FDPA”) without joinder and/or consent of the owners of the other portions of the Property, provided that such PCA, SE, SP or FDPA does not materially adversely affect the other phases. Previously approved zoning applications applicable to the balance of the Property that is not the subject of such a PCA, SE, SP or FDPA shall otherwise remain in full force and effect.

41. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and his successors and assigns. Each reference to “Applicant” in this proffer statement shall include within its meaning and shall be binding upon Applicant’s successor(s) in interest and/or developer(s) of the site or any portion of the site.

42. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURES ON FOLLOWING PAGES]

Cooley Godward LLP
DRAFT
DATED: 6/13/06

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Owner of Tax Map # 49-2 ((1)) parcels 13A and 15A,

Tax Map # 49-1 ((1)) 27A, and

Tax Map # 49-1 ((13)) parcels 17A and 18A

By:

Name: _____

Title: _____

Cooley Godward LLP
DRAFT
DATED: 6/13/06

DUNN LORING METRO LLC,
a _____ limited liability company
Contract Purchaser of: Tax Map # 49-2 ((1)) parcels 13A and 15A,
Tax Map # 49-1 ((1)) 27A, and
Tax Map # 49-1 ((13)) parcels 17A and 18A

By: _____
a _____ limited liability company,
its sole member

By: _____
Name: _____
Title: _____

Cooley Godward LLP
DRAFT
DATED: 6/13/06

FINAL DEVELOPMENT PLAN CONDITIONS

FDP 2006-PR-039

October 18, 2006

If it is the intent of the Planning Commission to approve FDP 2006-PR-039 for a mixed-use development located at Tax Maps 49-1((1)) 27A, and 49-2 ((1))13A, 15A staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions:

1. Development of the property shall be in substantial conformance with the CDP/FDP entitled "Land Unit A, Dunn Loring – Merrifield Metro Station" consisting of thirty –four sheets prepared by Urban Engineering & Assoc. dated September 21, 2006 as revised through October 4, 2006.
2. Shade trees of a species to be approved by the Urban Forest Manager (UFM), shall be 3" in caliper at time of planting, and shall be planted along Main Street at a maximum interval of 25' to 30'. Any modifications to the landscape along Main Street at the time of site plan approval shall be coordinated with the Department of Planning and Zoning to ensure that the intent of the Plan is achieved.
3. The applicant shall commit to limiting the contributions to \$35 per individual residential units for the maintenance and future replacement fund for the underground stormwater management facilities.
4. The proposed streetscape along Prosperity Avenue between Main Street and Gallows Road, as depicted on Sheet 9 of the CDP/FDP shall consist of major shade trees to be spaced 25 to 30 feet on center, which shall be supplemented by an evergreen hedge, a minimum of 36 inches tall at the time of planting, designed to buffer the proposed surface parking lot.
5. Undirected uplighting for buildings/architectural features, signs, landscaping and the like shall be prohibited.
6. Stormwater Management for the subject property shall be provided in conformance with the Waiver Conditions associated with the Public Facilities Manual Waiver #0378-WPFM-001-2 as contained in Attachment A.

The above proposed conditions are staff recommendations and do not reflect the position of the Planning Commission unless and until adopted by the Planning Commission.