



SE APPLICATION FILED: July 21, 2003
APPLICATION AMENDED: August 13, 2004, January 7, 2005 and August 1, 2006
PLANNING COMMISSION: January 10, 2007
BOARD OF SUPERVISORS: January 22, 2007 @ 3:30 p.m.

County of Fairfax, Virginia

January 3, 2007

STAFF REPORT

APPLICATION SE 2003-SU-023 (concurrent with RZ/FDP 2003-SU-035)

SULLY DISTRICT

APPLICANT: Sully East LC

ZONING: PDH-16 (Planned Development Housing), SHOD and WSPOD

PARCEL(S): 34-2 ((1)) 2 pt., 3A, 10A, and 27 pt.; and a portion of Barnsfield Road, to be vacated

ACREAGE: 21.76 acres

DENSITY: 25.2 du/acre

OPEN SPACE: 24%

PLAN MAP: Office

SE CATEGORY/USE: Category 6 Increase in Building Height

PROPOSAL: SE 2003-SU-023 is a Category 6 Special Exception request to allow a increase in building height up to 60 feet for six multi-family buildings located on 21.76 acres of the site that are contained within the Sully Historic Overlay District.

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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
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STAFF RECOMMENDATIONS:

Staff recommends approval of SE 2003-SU-023, subject to the Board's approval of RZ 2003-SU-035 and subject to the proposed SE conditions found in Appendix 3 of this report.

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

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

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



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

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

DESCRIPTION OF THE APPLICATION

Proposal:

The applicant, Sully East, LC, requests approval to rezone 64.20 acres from the I-5 District (Industrial) to the PDH-16 District (Planned Development Housing), and 13.54 acres from the I-3 and I-5 Districts to the PDC District (Planned Development Commercial) to permit a mixed-use development comprised of age-restricted (55 years and older, with one building restricted to 62 years and older) multi-family and single-family attached residential uses, office uses, and neighborhood retail uses with both surface and structured parking. The applicant also requests approval of a special exception, SE 2003-SU-023, on 21.76 acres to allow an increase in building height from 35 feet to 60 feet for the portion of the site contained within the Sully Historic Overlay District. The application requests a maximum residential density of 15.6 du/ac in the PDH-16 District and a floor area ratio (FAR) of 0.25 in the PDC District. Details of the development are as follows:

	PDC PORTION	PDH-16 PORTION
Acreage	13.54	64.20
DU/acre	-	15.6
No. Dwelling Units	-	1001 units
SF	-	129
MF	-	752
Ind. Living	-	120 (all ADUs/WFH)
FAR	0.25	-
Gross Floor Area:	147,450 sq. ft.	-
Office	40,000	
Retail	16,000	
Hotel	91,450	
Parking Spaces		
Required	539	1540
Provided	543	1,839
Open Space		
Required	15%	35%
Provided	19%	36%

The applicant's draft proffers, Affidavit and Statement of Justification can be found in Appendices 1, 4 and 5, respectively. Staff's proposed FDP and SE conditions can be found in Appendices 2 and 3, respectively.

This application must also comply with a number of Zoning Ordinance Provisions, including those found in Article 6, Planned Development Districts, and Article 16, Development Plans, excerpts of which are found in Appendix 19.

Approval of this application is also contingent upon the applicant's payment of funds according to the Board of Supervisors' formula for the rezoning of commercial and industrially zoned land to residential use within the Route 28 Tax District (see Appendix 17), with such payment to be received prior to the effective date of the rezoning as set by the Board of Supervisors. Failure by the applicant to provide payment to the County prior to the effective date of this rezoning decision will mean that the change in zoning requested by the applicant will not become effective and that this rezoning decision will be void in accordance with Virginia Code Section 15.2-4608 (C).

Waivers and Modifications Requested:

- Modification of the loading space requirement for multifamily residential uses to one space per multifamily building.
- Modification of the barrier requirement along the Centreville Road frontage and the southern boundary of the property in favor of the 3 to 6 foot-high undulating, landscaped berm shown on Sheet 12 of the CDP/FDP.
- Modification of the transitional screening requirements between PDH-16 and PDC uses within a single development in favor of the landscape treatment shown on the CDP/FDP.
- Modification of the 25-foot transitional screening yard requirement along the southern property line (in areas where fire access lines are required), in favor of the detailed landscape treatment shown on the CDP/FDP.
- Waiver of the privacy yard fencing requirement for front-loaded single-family attached residential uses, in favor of that shown on the CDP/FDP.
- Waiver to permit private streets in excess of 600 linear feet to that shown on the CDP/FDP.
- Waiver of the PFM requirement to permit a wet pond in a residential area.
- Modification of the PFM requirement for a minimum 8-foot width for tree planting strips to permit lesser widths with the use of structural soils.

LOCATION AND CHARACTER

Site Description:

The 77.74-acre application property is located on the north and south sides of Barnsfield Road, between Centreville Road and Sully Road (Route 28), and on the south side of Air and Space Museum Parkway, immediately adjacent to the southeastern side of the Route 28/Air and Space Museum Parkway interchange. The site is currently vacant and has been largely cleared. The Sully Historic Site is located just south of the property, separated by an intervening parcel that is zoned I-5. Part of the site is located within the Sully Historic Overlay District.

Surrounding Area Description:

DIRECTION	USE	ZONING	PLAN
North	Office (Dulles Discovery North; RZ 2005-SU-026/ SE 2005-SU-023); under construction	I-5, WS	Mixed Use
South	St. Veronica Catholic Church and School	I-5, I-3, WS, HD	Mixed Use; Public Parks
East	Warehouse; Single-family residences (Franklin Farm); Franklin Middle School	I-5, PDH-2, WS	Mixed Use; Residential, 2-3 du/ac; Public Facilities, Governmental and Institutional
West	Route 28/Air and Space Museum Parkway interchange	R-1, WS, HD	Public Facilities, Governmental and Institutional

BACKGROUND

On November 27, 1978, RZ 78-C-024 was approved by the Board of Supervisors to permit the rezoning of the southern portion of the property from the R-1 District to the I-5 District, subject to proffers. On July 20, 1981, RZ 81-C-014 was approved by the Board of Supervisors to permit the rezoning of 20.55 acres along the northeastern boundary of the site from the R-1 District to the I-5 District, subject to proffers. At this hearing, the Board also approved the rezoning of two separate but adjoining parcels from the R-1 District to the I-5 District. These cases, RZ 81-C-007 and RZ 81-C-008, were both subject to proffers. (The generalized development plans for these applications indicate no major structures are proposed for the sites, which were proposed for storage only.) On June 28, 1982, RZ 81-C-108 was approved by the Board to rezone the 7.9 acres comprising the northeastern boundary of the property from the R-1 District to the I-5 District. The proffers associated with these approvals are included in Appendix 6.

COMPREHENSIVE PLAN PROVISIONS (See Appendix 7)

In order to permit the active-adult, mixed-use development that is being requested with the rezoning application, a Comprehensive Plan amendment was adopted by the Board of Supervisors on May 1, 2006. The text is as follows:

Plan Area: III
Planning Sector: Dulles Suburban Center; Land Unit D-4
Plan Map: Alternative Uses and Mixed Use
Plan Text:

In the Fairfax County Comprehensive Plan, Area III Volume, 2003 Edition, Dulles Suburban Center, as amended through May 15, 2006, under the heading, "Land Unit D-4, Recommendations, Land Use," beginning on page 80, the Plan states:

LAND UNIT D-4

"CHARACTER

Land Unit D-4 consists of 157 acres on the east side Route 28, across from Washington Dulles International Airport and the interchange for the Air and Space Museum Annex. The main entrance to the Udvar-Hadzy Air and Space Museum is accessed from the interchange on Route 28 which also serves via Air and Space Museum Parkway. This land unit is bounded by Wall Road to the north, Centreville Road to the east, Sully Historic Site to the southwest and some industrial uses to the south. The land unit is currently largely vacant, with the exception a church and related school, scattered industrial uses and self-storage facilities. The new interchange on Route 28 provides direct access to the land unit from this major arterial road.

Because the Sully Historic Site lies to the southwest of Land Unit D-4, this land unit contains a portion of the Sully Historic Overlay District (see map). As regulated by the Zoning Ordinance, the part of the land unit that falls within the overlay district is subject to additional regulations relating to land use and building heights.

RECOMMENDATIONS

Land Use

1. The southern portion of this land unit lies within the Sully Historic Overlay District. Within this overlay district, certain regulations and restrictions apply to protect the Sully landmark and to control development and uses that would have visual and operational impacts on the Sully complex and its environs. These restrictions and regulations include limitations on commercial and industrial uses. Other

regulations apply and are discussed in Land Unit D-5 with the complete provisions listed in Appendix 1, A1-300 of the Zoning Ordinance.

2. As regulated by the Zoning Ordinance provisions for the Sully Historic District, the portion of this land unit located south and east of the extension of Air and Space Museum Parkway is planned for high-quality, campus-style office and high-quality industrial/flex uses up to .35 FAR as its base Plan recommendation. Retail uses and support services may be appropriate only as secondary or ancillary uses to the office and industrial/flex primary uses. These ancillary service uses should not exceed 20 percent of the primary uses and should be designed to serve the employees and residents of Land Unit D-4. These ancillary and retail uses should not constitute a retail shopping center.

As an alternative to this base Plan recommendation, Parcels 34-2((1))1A, 2, 3A, 6, 7, 8, 10A, 27 and 35, which total approximately 89.5 acres, may be appropriate for age-restricted residential use and limited commercial use, provided that consolidation, at a minimum, includes Parcels 34-2((1))1A, 2, 3A, 10A, 27 and 35. If Parcels 34-2((1)) 6, 7 and 8, however, are not part of this assemblage, these parcels are planned at the base plan level of office and industrial/flex use at .35 FAR. The residential portion of the development should encompass approximately 76 acres at a density up to 15 units per acre exclusive of ADU and bonus units. Commercial use consisting of retail, hotel and office use at an intensity up to .25 FAR may be appropriate on approximately 13.5 acres. For any development proposal under this alternative, the following conditions should be met:

- Residential use is limited to housing restricted to those 55 years and older. A mix of unit types should be provided. Between 10 to 12% of the total number of units should be affordable dwelling units. These units may be integrated throughout the development or as an elderly housing component located within a single building provided that the building is integrated within the development through the use of architecture and open space. Consideration may be given to the development of some of the affordable units as work force housing;
- Retail, office, and hotel uses that will serve residents, tourists, and employees in the area should be of high visual quality that complements the Sully Historic District and the new residential development and should be oriented to both Air and Space Museum Parkway and Sully Historic Way. This retail should not be configured in such a way as to constitute a regional or community shopping center, a regional mall or a "big box" retail center;
- Development should occur in a manner that minimizes impacts on existing residential neighborhoods along the east side of Centreville Road. Building heights and building mass should be reduced in this area. Fronts of units should be oriented to Centreville Road and

landscaping and screening should be used to provide an attractive streetscape and enhance the appearance of any development along Centreville Road. No retail sales or service uses should be located within 600 feet of Centreville Road;

- Transportation improvements should include the new entrance road to Sully Plantation and an internal roadway system that provides for the circuitous connection of Air and Space Museum Parkway with Centreville Road as called for in the Transportation section of this Plan;
 - In instances where residential use under this option will be adjacent to areas zoned for industrial use, a minimum 50-foot wide landscaped buffer should be provided unless the property is committed to institutional, park and other more compatible use. In addition, disclosure regarding the proximity of these industrial properties should be provided;
 - Amenities such as a community center, trails, recreation facilities, usable open spaces and other features should be provided to create a pedestrian friendly community with public open spaces such as plazas and parks provided throughout the development;
 - Airport and roadway noise should be attenuated. Disclosure regarding the proximity to the Dulles Airport should be provided as set forth in the Policy Plan;
 - Fences along Centreville Road, if any, shall be for decorative purposes only and should provide for views into the development;
 - Low impact development techniques should be employed where feasible and stormwater management ponds or facilities should be designed to function as amenities through the use of landscaping and other features; and,
 - Parcel 34-2((1))12 is dedicated to, or acquired for, the Fairfax County Park Authority to ensure protection of Sully Historic Site resources and preservation of the original plantation boundary line.
3. The portion of this land unit located north and west of Air and Space Museum Parkway, Parcels 34-2((1))33 and 34 and Parcel 24-4((1))8 are planned for office use up to .50 FAR. Hotel and support retail use may also be considered."

ANALYSIS

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

Title of CDP/FDP: Dulles Discovery CDP/FDP
Prepared By: LandDesign, Inc.
Original and Revision Dates: March 5, 2004, as revised through
December 12, 2006

The combined CDP/FDP consists of 14 sheets.

Sheet 1 is a cover sheet, including revision dates, contact information for the project team, a vicinity map, and a sheet index.

Sheet 2 contains general notes; tabulations for both the PDH-16 and PDC portions of the site; parking, loading and bulk plane information; and, a soils map.

Sheet 3 shows the overall landscape plan. A plant list indicating tree type, species, and size at the time of planting has been included.

Sheet 4 shows the proposed layout of the site, described in greater detail below. A legend describing potential signage has also been included.

Sheet 4A is a preliminary stormwater management and best management practices plan depicting possible locations for proposed rain gardens. Five potential locations are shown in the PDC portion of the site; and seven are shown in the PDH portion.

Sheet 4B shows the stormwater management details and both a preliminary stormwater management/best management practices narrative and a preliminary outfall narrative. As shown, stormwater management and best management practices for the site will be met by a wet pond located on the western edge of the project. Additional phosphorous removal requirements will be met by supplementary low impact development (LID) devices, whose possible locations are shown on Sheet 4A of the CDP/FDP.

Sheet 5 illustrates the site's pedestrian and bicycle circulation plan. A legend and general notes have also been included.

Sheet 6 contains architectural elevations for the four-story multifamily buildings, the front- and rear-loaded villas, and the proposed clubhouse.

Sheet 7 contains architectural elevations for the retail building and front and side elevations for the office building.

Sheet 8 depicts various amenities proposed for the site. Photographs of typical streetlight fixtures, bollards, a bench, a trash receptacle, a gazebo, a pergola and a picnic table are shown.

Sheet 9 contains an enlarged depiction of the community open space located in the center of the site, east of Beale Drive, which is the north-south collector road running

through the project. At its center, a focal feature—such as a fountain, birdbath, sundial, sculpture or specimen tree—is shown encircled by shade trellises and special paving, noted as being concrete pavers or tinted and scored concrete. The larger open area is a grassy lawn, embellished with evergreen and ornamental trees and shrubs. Perennial and/or seasonal plantings are shown in various locations to provide color. Sidewalks and trails provide pedestrian access throughout the open space.

Sheet 10 contains an enlarged depiction of an almost identical community open space planned for the southwestern corner of the site, south of Turley Hall Drive, which is the east-west collector road. Large-scale depictions of the landscaped areas of the single-family and multifamily residences are also provided.

Sheet 11 is an enlargement of the stormwater pond and the open space and recreation areas surrounding it. The western side of the pond is shown as a mass of mixed deciduous and evergreen trees. Along the northwestern edge, a lawn containing benches shaded by evergreen trees is proposed. Aquatic plantings and a floating fountain are shown off the pond's shore. A 120 x 80 foot "croquet and event lawn" is shown along the northern boundary of the pond. Abutting the eastern side of the pond is the proposed clubhouse's outdoor recreation area. A tennis court and swimming pool are depicted, as are a pool deck, a waterside plaza, and various shaded seating areas. A small park, comprised of a focal feature surrounded by open lawn, is located on the southeastern edge of the pond. Proposed for this area of the pond is another floating fountain, visible from this location and an overlook further to the south. Another seating area is shown at the southernmost tip of the pond, accessible from a nearby trail.

Sheets 12 and 13 show cross-sections of the typical landscaping proposed for various transitional yards and buffer areas. Large evergreen and shade trees are depicted, as are six-foot high, undulating berms.

Sheet 14 contains enlarged illustrations depicting the transitional screening between the proposed hotel and the adjacent multifamily building, with both a cul-de-sac and with interparcel access provided to the parcel at Tax Map 34-2 ((1)) 8.

Special Exception Plat (Copy at front of staff report)

Title of SE Plat: Dulles Discovery Special Exception Plat
Prepared By: LandDesign, Inc.
Original and Revision Dates: March 14, 2004, as revised through October 3, 2006

The Special Exception Plat consists of 7 sheets.

Sheet 1 is a cover sheet, including revision dates, contact information for the project team, a vicinity map, and a sheet index.

Sheet 2 contains general notes; tabulations for the special exception portion of the site; parking, loading and bulk plane information; and a soils map.

Sheet 3 shows the areas of the site proposed for the special exception which covers nine multifamily buildings located in the central part of the PDH portion of the site.

Sheet 4 shows the results of the second floor sight line study. An aerial photograph and two cross-section illustrations demonstrating that the project would not be visible from the Historic Sully Site are included.

Sheet 5 is an existing vegetation map. Most of the site contains abandoned industrial yards with little to no vegetation; however, large portions of the site contain grasses, scrub and sparse tree cover.

Sheet 6 is a plan depicting potential rain garden locations.

Sheet 7 shows the stormwater management details and both a preliminary stormwater management/best management practices narrative and a preliminary outfall narrative. As shown, stormwater management and best management practices for the site will be met by a wet pond located on the western edge of the project. Additional phosphorous removal requirements will be met by supplementary low impact development (LID) devices, whose possible locations are shown on Sheet 6.

Overview

The site, which is generally divided into northern and southern sections according to the alignment of Historic Sully Way, is proposed to be developed with a mix of uses. The northern section is the PDC portion of the development, which is proposed for neighborhood-level retail and office uses. A hotel and an eating establishment are also proposed for this area (these uses are actually located east of Historic Sully Way, but north of an unnamed cul-de-sac that maintains the separation between the northern and southern sections of the site.) The remainder of the site, south of Historic Sully Way (and the unnamed cul-de-sac) is the PDH-16 portion of the site, which is proposed for both multifamily and single-family attached age-restricted dwellings.

The following section provides a detailed description of the proposal, in terms of access, design, architecture, open space and landscaping, among other aspects of the development.

Roads & Access

The development plan proposes two access points to the site. As depicted on the CDP/FDP, one access point is afforded along Centreville Road, which frames the eastern boundary of the site. This entrance, leading to the residential portion of the site, is at Centreville Road's intersection with the proposed Turley Hall Drive, opposite the existing Lee Corner Road (Route 645). The second entrance to the site is located at the proposed Historic Sully Way's intersection with Air and Space Museum Parkway, which frames the northern boundary of the property. This entrance takes users to the predominantly retail and office portion of the development; to the residential portion of the development, via Beale Drive; or, further south, to the Historic Sully Site, located off site. The portions of Barnsfield Road presently bisecting the site

are proposed to be vacated and/or abandoned and well largely be incorporated into the site's open space.

Uses

As depicted on the CDP/FDP, the development proposes a mix of office, commercial and residential uses. The maximum intensity proposed is 0.25 FAR for the PDC portion of the site, and a residential density of 15.6 dwelling units per acre for the PDH-16 portion of the site. As shown in the table on page one of this report, 147,450 square feet of gross floor area are proposed for the PDC portion of the site, of which 40,000 square feet are for office, 16,000 square feet are for retail, and 91,450 square feet are for hotel uses. A maximum of 1001 dwelling units are proposed for the PDH-16 portion of the site; of these units, 752 are proposed to be multifamily; 129 single-family attached; and 120 independent living units, all of which will be either ADU or WFH units.

Office Uses

Office uses would be located in the PDC portion of the development, north of the proposed Historic Sully Way, in a stand-alone building located adjacent to the Air and Space Museum Parkway/Sully Road interchange. This two-story building would provide 40,000 square feet of office space and stand 35 feet in height. (This building is the only building in the PDC portion of the site that is located within the Sully Historic Overlay District.) Surface parking for this use is shown immediately adjacent to the building.

Retail and Related Uses

Retail (and other related non-residential uses) are proposed in two buildings adjacent to the Air and Space Museum Parkway. As shown on Sheet 4 of the CDP/FDP, both retail buildings are proposed to be two stories/35 feet in height. The building east of Historic Sully Way is designated as a "restaurant" on the plan. According to the applicant, what appears to be the second story of the other retail building, located west of Historic Sully Way, will not in fact be additional square footage; it is a façade only and is being proposed to maintain a consistent height and compatibility among the adjacent structures.

Hotel

Proposed for the site is one hotel, which would be located east of Historic Sully Way, in the northeastern corner of the site, adjacent to the proposed eating establishment. The hotel would provide approximately 110 rooms in a 91,450 square-foot, six-story building. Being outside of the Historic Sully Overlay District, the structure is proposed to be 75 feet in height.

Residential Uses

All residential units will be age restricted, with at least one resident age 55 years or older, and no permanent resident less than 20 years of age. The only exception to this restriction will be for the 120 independent living rental units, which will require that at least one resident be 62 years of age or older. As stated in the proffers and as shown on the CDP/FDP tabulations, the maximum number of dwelling units may not exceed 1001 units, inclusive of ADUs. As previously stated, 129 units would be single-family attached units, or "villas;" 752 units would be multifamily, market rate units; and 120 units would be senior independent living units. The single-family attached residential units would be predominantly located in the southwestern corner of the site, south of Turley Hall Drive. A cluster of 21 additional units would be situated on the north side of Turley Hall Drive abutting these units. The remaining single-family attached units would be located along the eastern boundary of the site, abutting Centreville Road, north of Turley Hall Drive. Each of these villas is proposed to be 35 feet in height or less. The multifamily units would be located in eight buildings in the center of the site, east of Beale Drive; and in six buildings located on both the north and south sides of Turley Hall Drive, in the southeastern quadrant of the site. All of these buildings are proposed to be four-story, mid-rise structures not exceeding 60 feet in height, contingent upon approval of the special exception application, SE 2003-SU-023, to allow such an increase in building height within the Sully Historic District. If the Board does not approve the special exception application, the structures (or portions of them) located within the Historic Overlay District (i.e. the nine buildings south of Historic Sully Way and south of Turley Hall Drive affected by the SHOD) would be limited to 35 feet in height. Parking for all of the multifamily buildings is proposed to be structured and will be located beneath the residential units. Access to the buildings located in the center of the site would be provided at a northern entrance from an unnamed cul-de-sac (shown off Historic Sully Way on the CDP/FDP), Beale Drive on the west, and another unnamed road to the south (formerly a segment of Barnsfield Road) off Turley Hall Drive. Access to the buildings in the southeastern quadrant of the site would be provided from three entrances on Turley Hall Drive, an entrance on the aforementioned former segment of Barnsfield Road, and another entrance to the west, adjacent to the single-family villas.

The only multifamily building abutting Centreville Road will be the independent living facility. It will contain 120 rental units providing complete kitchen facilities, support services, and accessible design features, such as wider doorways and hallways and wheelchair accessible bathrooms. Occupancy for these units will be limited to residents aged 62 years of age or older; or couples where one spouse is 62 years of age or older. All of the 72 required affordable dwelling units for the development will be located in this one apartment building, as will 48 workforce housing units.

The PDH-16 portion of the development also proposes two clubhouses. The major clubhouse, with approximately 25,000 square feet of gross floor area, would be located in the southwest corner of the intersection of Historic Sully Way and Beale Drive. The minor clubhouse, containing 6,000 square feet of gross floor area, would

be north of Turley Hall Drive and west of the multifamily structures. These facilities would be available for use by residential unit owners only. For the renters of the independent living facility, a 1,000 square-foot area designated for exercise, reading, computer use, billiards and/or similar uses will be provided within the facility.

Parking & Garages

The CDP/FDP shows a requirement for 1,540 parking spaces for the PDH-16 portion of the site and 539 spaces for the PDC portion of the site. A total of 1,839 and 543 parking spaces, respectively have been provided.

Parking for the office and retail uses north of Historic Sully Way has been provided in surface parking lots located immediately behind and/or adjacent to the buildings. Parking for the hotel and retail uses east of Historic Sully Way has been provided in surface parking lots immediately behind the buildings they would serve.

As described in the preceding section, parking for the multifamily units will be provided primarily in parking decks located interior to the structures; for the multifamily units north of Turley Hall Drive, limited on-street parking will also be available. In addition to two-car private garages, the single-family villas will also have limited street parking.

Architecture

The proffers state that the architectural design of the buildings will be generally consistent in character and materials with the style and quality of the conceptual elevations depicted in the illustrative perspectives shown on Sheets 6 and 7 of the CDP/FDP, subject to approval by the Architectural Review Board (ARB) for those buildings within the ARB's jurisdiction (due to their location within the Sully Historic Overlay District), and as determined by DPWES.

The multifamily residential buildings shown on Sheet 6 are large, four-story colonial structures, with a horizontal character. To reduce the bulk of these structures, the facades have been articulated with architectural accents such as balconies and dormer windows. Cupolas, in an assorted variety of architectural styles, have also been incorporated into the hip rooflines of these buildings to minimize their bulk and to provide visual interest.

The single-family villas would be two stories and designed in a colonial style to complement the multifamily structures. All of the units south of Turley Hall Drive are proposed to be front-loaded, as are the six westernmost units on the north side of Turley Hall Drive. The remainder of the units have individual vehicular access to the rear. The applicant has proffered to design the villas adjacent to Centerville Road so that the fronts or sides of these units are oriented towards the roadway, with rear-loaded vehicular access. Furthermore, the proffers commit to treat the front and side façades with similar architectural furnishings, and to provide architecturally compatible noise barriers where required.

A typical retail and office building are shown on Sheet 7. The eclectic architecture of the retail building is reminiscent of a 19th-century Main Street, with varying flat and pitched roofs to soften the massing. The architecture of the office building is complementary to the retail, but has hip rooflines. The structures appear to be constructed of brick and siding, although the applicant has not committed to any particular style or materials. The applicant has proffered to architecturally finish all four sides of each of the non-residential structures proposed between Air and Space Museum Parkway and Historic Sully Way with similar materials, detailing, and features so that they present an attractive presentation towards both public roadways.

Finally, the applicant has proffered to utilize design amenities throughout the development, such as light posts, benches, trash receptacles and community mailboxes that are complementary and consistent with the quality of those shown on Sheet 8 of the CDP/FDP.

Recreation & Open Space

The CDP/FDP provides for a minimum of 36% and 19% landscaped open space for the PDH-16 and PDC portions of the development, respectively. Developed open space areas include the community park surrounded by the multifamily buildings east of Beale Drive; the community park surrounded by the single-family villas at the southern terminus of Beale Drive (which contains an existing cemetery); the croquet and event lawn; the clubhouse pool and waterside plaza; a pool/courtyard at the intersection of Turley Hall Drive and the former segment of Barnsfield Road; the various passive recreation areas bordering the pond; landscaped trails adjacent to Historic Sully Way and the other, existing cemetery on the site in the southeastern quadrant of the development; and private yards. A note on the CDP/FDP states that the development may include additional recreational facilities, such as landscaped gardens, shuffleboard courts, and/or bocce ball courts.

The community parks each include a focal feature—such as a fountain, birdbath, sundial, sculpture or specimen tree—encircled by shade trellises and special paving, such as concrete pavers or tinted and scored concrete. The remaining areas are a grassy lawn, embellished with evergreen and ornamental trees and shrubs. Perennial and/or seasonal plantings are proposed to provide color in various locations throughout. Sidewalks and trails provide pedestrian access through the areas.

Along the northwestern edge of the pond is a lawn outfitted with benches and shaded by evergreen trees. Along the northern boundary of the pond, a 120 x 80 foot croquet and event lawn is shown. Abutting the eastern side of the pond is the outdoor recreation area for the major clubhouse. A tennis court and swimming pool are shown, as are a pool deck, a brick paver or scored concrete plaza, and shaded seating areas. A small park, comprised of a focal feature surrounded by open lawn, is located on the southeastern edge of the pond. Proposed for the pond itself are two

floating fountains. At the southernmost tip of the pond, a secluded seating area is shown, only accessible from a nearby trail.

Details for these amenities are provided on Sheets 9-11 of the CDP/FDP. No detail is provided for the pool/courtyard at the intersection of Turley Hall Drive and the former segment of Barnsfield Road. Therefore, a final development plan condition has been included in Appendix 2 requiring that this area be consistent in quality and character to the pool/courtyard depicted on Sheet 11.

Offsite Parcel at Tax Map 34-2 ((1)) 12 (the "Stout Parcel")

Due to the Comprehensive Plan recommendation to protect the Historic Sully Site and preserve the original plantation's boundary line, the applicant has proffered to either acquire or pay all costs, including reasonable attorney's fees for outside counsel (if applicable), necessary to condemn the parcel adjacent to the southwestern boundary of the site, at Tax Map 34-2 ((1))-12 (referred to as the "Stout parcel"). Once condemned, the parcel will be dedicated to the Fairfax County Park Authority. (A more detailed discussion of the applicant's acquisition of this property is contained below in the Park Authority Analysis portion of this report.)

Landscaping

Due to the poor quality of the vegetation on the site, no existing vegetation is proposed for preservation. The applicant has shown an overall landscaping plan that includes a mix of evergreen and deciduous trees along the periphery of the development, in the pedestrian zones adjacent to streets, and in the community parks. Landscaping is also proposed around each of the multifamily and single-family residential buildings. The proffers commit to landscaped buffer areas along Centerville Road, the Sully Road (Route 28) exit ramp, Air and Space Museum Parkway, Historic Sully Way, Beale Drive and Turley Hall Drive, as shown on the CDP/FDP. Six-foot high landscaped berms are shown along the northeastern boundary of the property abutting the three parcels located at Tax Map numbers 34-2 ((1)) 6, 7 and 8. The applicant is requesting a modification of the 25-foot transitional screening yard requirement along the southern property line where fire access lanes are required in favor of the detailed landscape treatment shown on the CDP/FDP. The notes on the CDP/FDP state that evergreen trees in transitional screening areas will be planted in a mix of heights varying between 6, 8 and 10 feet, in order to create a staggered canopy.

Streetscape

As depicted on Sheets 3 and 12 of the CDP/FDP, shade and evergreen trees are shown along the entire length of the property's Centerville Road frontage. Large canopy trees are depicted along the streets as well as within the parking lots of the

non-residential portion of the site. The proffers state that the streetscape design will be unified throughout the development so that lighting fixtures, benches, trash receptacles and similar streetscape features will be consistent with one another.

Signage

Sheet 4 of the CDP/FDP shows possible monument sign locations at the entrance to the development at the intersection of Air and Space Museum Parkway and Historic Sully Way; and at the intersection of Historic Sully Way and Beale Drive. The proffers state that no temporary signs that are prohibited by Article 12 of the Zoning Ordinance will be placed on or off-site to assist in the sale of homes on the property. A final development plan condition has been included requiring that all signage match the buildings in terms of architectural style, color and materials and be erected in legally conforming locations, according to Article 12, irrespective of that shown on the CDP/FDP. Directional signage is proffered to be consistent throughout the development in both materials and design.

Pedestrian Connections

Sheet 5 of the CPD/FDP shows a pedestrian network of sidewalks along all street frontages. Connections have been provided among uses between the PDC and PDH-16 portions of the development, as well as off-site within the Historic Sully Way right-of-way, leading to the Sully Historic Site, subject to the granting of necessary easements. The applicant has proffered to construct alternative sidewalks to PFM standards, with major trails being eight feet in width, minor trails six feet in width, and sidewalks five feet in width.

Stormwater Management

Stormwater management (SWM), including best management practices (BMPs), is proposed to be accommodated by way of the wet pond located on the western boundary of the site, as depicted on the CDP/FDP, subject to Board approval. In order to create a natural appearance for the pond, the applicant will submit a landscaping plan that will show the restrictive planting easement for the pond and the maximum feasible amount of landscaping that will be allowed in the areas of the pond outside that restrictive planting easement, subject to the approval of the Department of Public Works and Environmental Services (DPWES) and Urban Forest Management (UFM).

If the wet pond does not receive approval, the applicant has proffered to construct a dry pond in accordance with PFM requirements. In the event that the dry pond is required in any residential portion of the property, the applicant has further proffered to provide access to the stormwater facility for maintenance by Fairfax County; and to convey the stormwater management facility to the relevant homeowners' association.

Finally, the applicant has proffered to install at least four water quality LID devices that are not required, such as Filterras, rain gardens, porous pavers or infiltration trenches. The potential locations of these devices are shown on Sheet 4A of the CDP/FDP.

Comprehensive Plan Analysis (Appendix 7)

The applicant has proposed to develop the site under the Comprehensive Plan (“the Plan”) option that allows for development with age-restricted residential use and limited commercial use, provided that several conditions are met. These conditions, and the extent to which they have been met by the application, are discussed below:

The Plan provides for an alternative to the base Plan with full consolidation of the parcels located at Tax Map 34-2((1)) 1A, 2, 3A, 6 - 8, 10A, 27 and 35. Under full consolidation, the alternative provides for development with age-restricted residential use and limited commercial use on approximately 89.5 acres. The residential portion of the development should encompass approximately 76 acres and be developed at a density of 15 du/ac, exclusive of ADU and bonus units. The commercial portion of the development should consist of retail, hotel and office at an intensity of 0.25 FAR, on up to 13.5 acres. The Plan also provides for a minimum consolidation of Parcels 34-2((1)) 1A, 2, 3A, 10A, 27 and 35, which is approximately 77 acres. The residential component is to be limited to 55 years and older; and between 10%-12% of the total number of units should be affordable dwelling units (ADUs). The application is in general conformance with these consolidation, use and intensity guidelines offered by the Plan. Proffers 5 and 6 address the age-restriction criteria, as well as the affordable units.

The Plan addresses the need to screen and buffer existing residential neighborhoods along Centreville Road from the proposed development, as well as to screen and buffer the proposed development from existing industrial properties. The development depicts the area along Centreville Road with a low, undulating, landscaped berm. This area will contain a variety of evergreen and deciduous trees to be planted on the berm, which will not exceed 6-feet in height along the roadway. The single-family villas in this area will be oriented with the front of the units towards Centreville Road, as noted in the Plan.

As required by the Plan (due to the three contiguous parcel's I-5 zoning classification) the CDP/FDP depicts a 50-foot vegetated buffer in the area along the development's northeastern boundary. This buffer will also include an undulating berm, which will be planted as part of the buffer treatment.

While not explicitly noted in the Plan text, buffering is also provided to create adequate separation from residential and commercial uses proposed with this development. As noted, the northern portion of the development will include hotel, office, restaurant and retail uses. It is envisioned that these uses will serve the proposed development and

tourists related to the Air and Space Museum, as well as provide a location for employment. The majority of the residential will be separated from the commercial uses by the proposed Historic Sully Way. Plant materials are provided on both sides of the roadway, with the use of berms, shade trees, ornamental trees, small and large conifers and shrubs and ornamental grasses providing a mixed canopy on both sides of the roadway in a manner which should adequately screen the residential uses from the commercial portions of the proposed development.

The Plan text calls for the acquisition for, or dedication to, the Fairfax County Park Authority of the Stout Parcel (Tax Map 34-2 ((1)) 12), located adjacent to the Sully Historic Site. According to the applicants, attempts to secure this property at reasonable market value have failed. While the proffers note the continuing possibility that the applicants will acquire this parcel, this has not happened to date. The continued or future use of this parcel for industrial uses would be entirely incompatible with the surrounding uses. Much of the parcel is compromised by multiple easements, making it difficult to develop under any circumstances. In order to ensure that the parcel is not developed for the industrial uses for which it is currently zoned, the proffers provide that if the applicant is unable to acquire the property, the applicant will request that the Fairfax County Park Authority initiate condemnation proceedings. As noted in the proffers, the applicants have agreed to assume all costs incurred as a result of those proceedings. This will ensure that the property becomes part of the Park Authority's landholdings for the Sully Historic Site, and will not be developed for uses which are incompatible with the proposed residential uses or with the Sully Historic Site. The applicant has also proffered to construct a new entrance road to the Sully Historic Site, per the Comprehensive Plan.

In conformance with the Plan, amenities such as two clubhouses, two swimming pools, trails, parks, open spaces and plazas have been provided throughout the development. The applicant has also proffered to construct at least four low-impact development devices (LID), such as rain gardens, porous pavers or infiltration trenches, the locations of which are shown on Sheet 4A of the CDP/FDP. No fences have been proposed along Centreville Road. Finally, the applicant has proffered to attenuate airport and roadway noise to acceptable levels through the use of building materials, and to disclose the proximity of Dulles International Airport to all potential residents.

The applicant's proposal to pursue the age-restricted development noted in the Plan option is generally consistent with the guidance noted in the Plan. The applicants have proposed commercial uses, including hotel, office, restaurant and retail, not to exceed a maximum FAR of 0.25, as required by the Plan. Retail, office and hotel uses are to be provided in the northern portion of the site, as noted in the Plan, in a manner that will serve residents, employees and tourists in the area and also to be sensitive to the proximity of Historic Sully located south of the development. Additionally, these commercial uses are massed away from Centreville Road to reduce any impacts to the existing residential development. Transition and buffering has been provided along Centreville Road to further reduce the impacts of the proposed development.

Transportation improvements have been provided in a manner consistent with Plan recommendations. (A further discussion of this element of the Plan guidance may be found in the report from the Fairfax County Department of Transportation contained in Appendix 9.) Landscaped buffers are provided where residential and industrial uses share a common boundary. A variety of amenities are noted to serve the proposed community, including several pools, trails, a community center, tennis courts, meeting rooms, bocce courts, and fitness room, as well as a number of open space areas with benches, picnic areas, and trash receptacles. As required by the Plan, the applicants have made commitments to mitigate noise, as noted in the proffers, and to disclose proximity to Dulles Airport. The applicants have also made some commitment to utilize Low Impact Development (LID) techniques to improve water quality.

The Plan text provides for consolidation of the parcels at Tax Map 34-2 ((1)) 6, 7 and 8 as the preferred option for development of these parcels, since they are zoned for industrial uses and, as such, pose a compatibility issue. Since these parcels have not been consolidated, the application should clearly demonstrate an appropriate transition between this development and these parcels. In addition to showing the landscaped buffer area, a cross-section that shows what the residential view will be to the three parcels would also be desirable. The applicant has provided cross-sections on Sheets 12 and 13 of the most recent CDP/FDP illustrating the transition between the proposed development and these parcels. The illustrations depict a 50-foot landscaped area with six-foot high maximum berms, which staff considers appropriate.

While the development plans noted potential interparcel access to Parcels 6 and 7, a commitment is not fully reflected in the proffers, which only stated that there would be interparcel access to Parcels 6 and 7. Currently Parcel 8 has access to Barnesfield Road. Although Parcels 7 and 8 are presently under the same ownership, there is no guarantee that this will remain the case. If severed, it could force another access point onto Centreville Road. The applicant has addressed this issue in the proffers by committing to interparcel access to Parcels 7 and 8. If Parcel 8 is ever severed, direct access will not be an issue as a connection could be provided from the remaining portion of Barnesfield Road.

As previously noted, a large portion of the proposed development falls within the Sully Historic Overlay District. As such, these portions of the proposed development are subject to the recommendation of the Architectural Review Board (ARB). Additionally, a portion of the site contains the now razed Turley Hall, a historic house. The applicants have agreed to document this significant heritage resource, and have completed a Phase I archeological study of the property. As noted in the proffers, they have also committed to provide a historical marker near the location of the former home and to preserve the two cemeteries located on the property.

The development plan depicts a system of trails connecting internal portions of the site, as well as providing access to Centreville Road and to the Historic Sully Site. The proposed trail system will also connect residential elements of the development with the proposed commercial uses as well as the Air and Space Museum Parkway.

Residential Development Criteria (Appendix 18)

Fairfax County expects new residential development to enhance the community by fitting into the fabric of the neighborhood, respecting the environment, addressing transportation impacts, addressing impacts on public facilities, being responsive to our historic heritage, contributing to the provision of affordable housing, and being responsive to the unique site specific considerations of the property. (For the complete Residential Development Criteria text, see Appendix 18.) The plan being proposed with the application must meet these criteria.

Site Design (Development Criterion #1)

This Criterion requires that development proposals address consolidation goals in the Plan, further the integration of adjacent parcels, and not preclude adjacent parcels from developing in accordance with the Plan. The applicant has achieved the minimum consolidation of Parcels 34-2((1)) 1A, 2, 3A, 10A, 27 and 35 and, consequently, the minimum of 76 acres, as required by the Plan. Furthermore, the applicant is proposing development at an intensity of 0.25 FAR for the PDC portion of the development and at 15.6 dwelling units per acre, which is consistent with Plan recommendations. Interparcel connection easements have been provided to two of the abutting properties to the northeast, at Tax Map Parcel 34-2 ((1)) 6 and 7. An interparcel connection is shown to Saint Veronica Catholic Church, to the south; and, subject to the granting of all necessary easements, the applicant has proffered to provide a trail connection between the proposed on-site trail to the future offsite cul-de-sac located on the Historic Sully Site.

The development should provide for a logical design with appropriate relationships within the development. Access should be provided to transit facilities where available, and utilities should be identified to the extent possible.

The proposed layout has open space amenities and single-family attached villas that are situated in the southwestern corner of the site, adjacent to what will be Park Authority parkland. Most of the villas are oriented around a large, centrally located community park that has been designed to take into consideration the historic cemetery located at the intersection of Beale Drive and Turley Hall Drive. The remaining villas, situated along Centreville Road, will be oriented to the roadway, and will have facades similar in quality and character to one another, as depicted on Sheet 6 of the CDP/FDP. Another community park, proposed east of Beale Drive, has been centrally located to serve as a focal point for the multifamily community situated north of Turley Hall Drive. All of the residential units will have access to outdoor recreational facilities, as shown on Sheets 9-11; and the applicant has proffered that these facilities, at a minimum, will include a major and a minor clubhouse, two swimming pools, a bocce court, fitness center, croquet and event lawn, and a waterside plaza. An interconnected trail network to link the neighborhoods of the community has also been proffered. The stormwater management pond has been located adjacent to the

Route 28/Air and Space Parkway interchange to provide a buffer from this roadway, and a 50-foot wide open space buffer has been provided along the northeastern boundary of the property, adjacent to the industrially-zoned properties, in accordance with the Plan language. Transitions between uses have been provided, including planter boxes along the multifamily buildings to stagger the height of the proposed landscaping and to increase its visual effectiveness. (Although staff would have preferred to see a better transition between the hotel and the adjacent multifamily building, a development condition has been included requiring the hotel to utilize the same planter boxes proposed for the multifamily buildings.) In addition, a small-scale retail center, community office building, hotel and eating establishment are located within easy walking distance for community residents and employees of the Dulles Discovery North office campus on the adjoining property to the north. Each of the buildings has access to adequate parking, with the retail centered on the main entrance to the site, at Air and Space Museum Parkway and Historic Sully Way.

Open space should be useable, accessible, and integrated with the development, and appropriate landscaping should be provided.

There is a requirement for 35% landscaped open space in the PDH-16 District and for 15% in the PDC District; the applicant has provided 36% and 19%, respectively. This landscaped open space is supplied by a mixture of private and public spaces. The private spaces include the common yards within the single-family villas; the public spaces include the two community parks, the waterside plaza, and the passive recreation areas encircling the pond.

Neighborhood Context (Development Criterion #2)

While developments are not expected to be identical to their neighbors, this criterion states that they should fit into the fabric of the area, especially at the interface between two uses. This application directly abuts single-family detached development to the east, across Centreville Road. The proposed rezoning to allow mixed-use, including residential, would be more compatible with the adjacent residential uses than the currently zoned industrial use. Per the Comprehensive Plan, the residential buildings situated along Centreville Road will be oriented towards the roadway; and as noted on the CDP/FDP, would have building setbacks along Centreville Road that vary between 50 and 75 feet, with 25 foot-wide transitional screening buffers to provide an attractive streetscape. As previously stated, a 50-foot wide open space buffer would be provided along the northeastern boundary of the property, adjacent to the industrial-zoned land abutting it. To protect the Historic Sully Site and to preserve the original plantation's boundary, the applicant has proffered to either acquire or pay all costs necessary to condemn the Stout Parcel (adjacent to the southwestern boundary of the development) and dedicate it to the Park Authority. Along the northern boundary of the property, adjacent to the Air and Space Museum Parkway, non-residential uses have been located to ensure compatibility with the other industrial/office uses to the north. Finally, the architectural elevations included in the CDP/FDP appear to be appropriate for the area.

Environment (Development Criterion #3)

This Criterion requires that development conserve natural environmental features to the extent possible, account for soil conditions, and protect current and future residents from noise and lighting impacts. Development should also minimize off-site impacts from stormwater runoff and adverse water quality impacts. No significant environmental features exist on the property. To meet stormwater management and BMPs for the proposed development, the applicant intends to utilize an on-site wet pond located on the western side of the development adjacent to Sully Road, as depicted on the CDP/FDP, subject to Board approval. If the wet pond does not receive approval, the applicant has proffered to construct a dry pond in accordance with PFM requirements. (In the event that the dry pond is required in a residential portion of the property, the applicant has further proffered to provide access to the stormwater facility for maintenance by Fairfax County and to convey the stormwater management facility to the relevant homeowners' association.) Additionally, the applicant has been encouraged to incorporate Low Impact Development (LID) measures into the proposed development to provide additional water quality benefits. The applicant has proffered to install at least four water quality LID devices that are not required, such as Filterras, rain gardens, porous pavers or infiltration trenches. (See Appendix 8 for a full environmental analysis.)

The subject property is located immediately east of Washington-Dulles International Airport and is just outside of the Airport Noise Impact Overlay District (ANIOD). The existing 60 dBA Ldn noise contour for ANIOD falls along the western side of the site in an area of existing and proposed office development. As noted in the Policy Plan, new residential development located in close proximity to the noise contours for the airport should be subject to a disclosure requirement from the developer to prospective home buyers. In response, the applicant has provided a proffer to disclose the proximity of all residential units to Washington-Dulles International Airport and the Airport Noise Impact Overlay District and to state that the present noise contours are subject to change.

A portion of the property is located immediately adjacent to Centreville Road and within close proximity to Route 28. Based on noise studies for this development, some of the proposed residential units will be impacted by noise levels exceeding 65 dBA Ldn, but there is no indication that noise levels would exceed 75 dBA Ldn. There are two small areas along the Centreville Road area of the development where noise barriers were recommended by the noise consultant in order to shield outdoor privacy areas. These barriers would be incorporated into those individual units, as the Comprehensive Plan contains explicit language prohibiting the use of noise barriers, such as walls or fences, along Centreville Road and Route 28. To address this issue, the applicant has proffered to provide interior noise mitigation measures through the use of appropriate Sound Transmission Class (STC) building materials for units impacted by noise in the 65-70 dBA Ldn range as well as the 70-75 dBA Ldn range. To achieve maximum exterior noise level of 65 dBA Ldn for the rear yards of the two villas impacted along Centreville Road, the applicant has proffered to construct noise

attenuation aprons extending from the structures, which have been identified on Sheet 4 of the CDP FDP. As an alternative, however, the applicant has proffered to optionally perform a refined acoustical analysis, subject to approval by DPZ and DPWES, to verify or amend the established noise levels and impact areas if it is determined that units may have sufficient shielding from vegetation or other structures to permit a reduction in the mitigation measures prescribed; or to determine minimum STC ratings for exterior walls, windows and doors.

The applicant will be required to demonstrate that all proposed lighting on the site will meet or exceed the standards set forth in the Zoning Ordinance for outdoor lighting at the time of site plan review, with final determination made by Department of Public Works and Environmental Services staff.

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

This criterion states that all developments should take advantage of existing quality tree cover, as preserving existing trees is highly desirable to meet the Public Facilities Manual (PFM) requirements; and that, where feasible, utility crossings should be located so as not to interfere with proposed tree save areas. No portion of the site is proposed for tree save because of the poor quality of the remaining vegetation. The applicant has proffered to generally locate utility lines so as not to interfere with the landscaping concepts shown on the CDP/FDP. The landscaping has been designed to accommodate an existing underground Colonial Pipeline petroleum conduit extending along the southwestern property boundary; a gas easement along the northeastern boundary, and a Fairfax Water easement along Centreville Road, on the eastern boundary of the property. Since these areas of landscaping have the potential to be impacted by such crossings, the applicant has proffered to substantially conform to the landscaping shown; and, if modifications must be made to accommodate utilities, to provide equivalent landscaping in an alternative location.

Transportation (Development Criterion #5) (See Appendix 9)

This criterion requires that development provide safe and adequate access to the surrounding road network, that transit and pedestrian travel be encouraged, and that the interconnection of streets be encouraged, among other things. In conformance with the relevant criteria, the applicant has provided a development plan which accesses public streets and provides pedestrian connections along the external and interior streets. In accordance with the CDP/FDP, the applicant has dedicated and conveyed in fee simple to the Board right-of-way along the Centreville Road frontage of the property consistent with VDOT's four-lane design. The applicant has also proffered to dedicate and convey in fee simple to the Board right-of-way sufficient for construction of the Air and Space Museum Parkway, and has constructed a half-section of a six-lane divided roadway on the property through its intersection with Historic Sully Way, as depicted on the CDP/FDP, beyond that portion of Air and Space Parkway already funded for construction by the Route 28 PPTA. The proffers commit to provide four bus shelters, and to construct a two-lane road beyond the proposed

traffic circle on Historic Sully Way to the property's western property line, which will serve as the entrance to the Sully Historic Site.

The following transportation issues were raised by the Department of Transportation:

Issue: Several TDM commitments were suggested to strengthen Proffer 18.

- A commitment to an on-demand shuttle service from the hotel to the Air & Space Museum and the airport has been provided. Staff believes this service should also be available to guests to commute to local businesses as well as provide shuttle service to the future Dulles Corridor Metro extension.
- Either through the hotel shuttle or by another means, on-demand shuttle service to nearby uses should be made available until, minimally, bus service is provided to the area.
- Carpool spaces for the formation of carpools traveling to offsite locations should be designated either in the retail/office or hotel/restaurant portion of the development. This should consist of a minimum of 10 spaces and be marked with signage.

Resolution: None of these issues were fully addressed in the proffers. However, a development condition has been included to require the provision of a minimum of 10 spaces for carpools, to be marked with signage.

Issue: If a website is developed for residents of the site, the applicant should commit to include information on multi-modal transportation options including links to relevant websites.

Resolution: The applicant has proffered to provide this information.

Issue: The applicant should commit in to construct an off-site trail connection between the terminus of Turley Hall Drive and the Route 28 trail to provide pedestrian access to the Sully Historic Site.

Resolution: As described in Proffer 20, subject to the granting of necessary easements from the Metropolitan Washington Area Airport Authority, the applicant has proffered to construct this trail connection. If, however, the easements are not granted, the applicant will escrow funds for the trail.

Issue: A commitment to coordinate the establishment of an easement for the proposed realignment of the major ped/bike trail detailed on Sheet 5 of the CDP/FDP should be included in Proffer 19.

Resolution: This issue was not addressed by the applicant. However, a development condition has been included requiring the applicant to coordinate the establishment of an easement before abandonment of Barnsfield Road takes place.

Issue: Staff requested a stronger commitment to interparcel easements. Staff had previously indicated that interparcel access to offsite Parcel 7 from the proposed public street was preferred. In addition to committing to this, staff requested that the applicant provide dedication and/or easements to facilitate this future connection. An access easement was also requested for access to offsite Parcels 6 and 8.

Resolution: The applicant has provided a clearer commitment to the easements for Parcels 6 and 7, as requested, in the proffers. However, the CDP/FDP still needs to be revised to delete the terminology regarding 'potential' access to Parcel 7. Because a new owner of Parcel 8, if it was ever severed, would have access to the remaining portion of Barnsfield Road, interparcel access is no longer being requested.

Issue: Because it is preferable to have bikes share the road with cars rather than share a pedestrian pathway, staff requested the applicant to consider establishing an on-street bike lane from the terminus of Turley Hall Drive to the cross street east of Beale Drive, to then connect with the proposed major off-street trail that generally follows the current alignment of Barnsfield Road. Staff also noted that the applicant's trail meanders, rather than providing a straight linear path for bicycling, which is counter-productive to a 'through' biking connection desired between 28 and Centreville Road.

Resolution: This issue was not addressed. Therefore, a development condition has been included to provide this bike lane.

Issue: The proposed mid-block crosswalks on Turley Hall Drive should be deleted and replaced with striped crosswalks at the garage entries (where pedestrians would actually use them) for the multi-family development and on the west leg of Turley Hall Drive at the townhome/multi-family entrance.

Resolution: The proposed mid-block crosswalks on Turley Hall Drive were deleted; however, they were not replaced with striped crosswalks at the requested garage entries. Therefore, development condition has been included requiring these crosswalks at the appropriate locations.

Criterion 6 states that the impacts on public facility systems (i.e., schools, parks, libraries, police, fire and rescue, stormwater management) should be offset by residential development. Impacts may be offset through the dedication of land, the construction of public facilities, the contribution of specified in-kind goods, services or cash earmarked for those uses, and/or monetary contributions to be used toward funding capital improvement projects. (Specific Public Facilities issues are discussed in detail in Appendices 10-16)

Sanitary Sewer Analysis (Appendix 10)

The property is located in the Cub Run Watershed and would be sewered into the UOSA Treatment Plant. The sewer systems surrounding the application property have sufficient capacity to accommodate the proposal.

Fairfax Water (Appendix 11)

The subject property is located within the Fairfax Water service area. Adequate domestic water service is available from existing 12-inch and 8-inch mains located at the site. The site contains a 24-foot wide Fairfax Water easement. Accordingly, the site plan must be reviewed and approved by Fairfax Water, which may require recordation of an amendment to the easement agreement at the time of site plan. A development condition has been added requiring the applicant fulfill this requirement prior to site plan approval.

Fire and Rescue (Appendix 12)

The subject property is serviced by the Fairfax County Fire and Rescue Department Station #415, Chantilly. The requested rezoning currently meets fire protection guidelines, as determined by the Fire and Rescue Department.

Fairfax County Public Schools (Appendix 13)

Due to the fact that the development will be restricted and will prohibit permanent residents less than 20 years old, there will be no impact to the County's schools.

Environmental and Site Review Division, Stormwater Management, DPWES (Appendix 14)

The applicant proposes to use a wet pond located on the eastern boundary of the site, as depicted on the CDP/FDP, to meet stormwater management and best management practices (BMPs) requirements, subject to Board approval. (In order to create a natural appearance for the pond, the applicant has proffered to submit a landscaping plan at the time of site plan for the planting areas of the pond, subject to Department of Public Works and Environmental Services (DPWES) and Urban Forest Management (UFM) approval.) The applicant has requested a waiver of the PFM requirements to permit the wet pond in a residential development, despite the fact that it is not a regional facility, due to the fact that the pond will also provide an aesthetic amenity in an age-restricted community. DPWES has given preliminary approval for the facility; however, if the wet pond does not receive final Board approval, the applicant has proffered to construct a dry pond in accordance with PFM requirements. In the event that such dry pond is required in a residential portion of the property, the applicant has further proffered to provide access to the stormwater facility for maintenance by Fairfax County, and to convey the facility to the relevant homeowners' association. Additionally, the applicant has proffered to install at least four water quality LID devices that are not required, such as Filterras, rain gardens, porous pavers or infiltration

trenches. If a dry pond cannot be provided in substantial conformance with the CDP/FDP a PCA and/or FDPA may be necessary which may result in the loss of density.

Fairfax County Park Authority (Appendix 15)

The CDP/FDP shows on-site active recreational amenities, including an outdoor pool and two sport courts, with proffers committing to an internal clubhouse and/or fitness center. To protect the Historic Sully Site, preserve the original plantation's boundary line, and remove the possibility for incompatible land uses, the applicant has proffered to either acquire or pay all costs, including reasonable attorney's fees for outside counsel (if applicable), necessary to condemn the parcel adjacent to the southwestern boundary of the site, at Tax Map 34-2 ((1)) 12. Once condemned, the parcel will be dedicated to the Fairfax County Park Authority for park purposes. However, several outstanding issues remain with respect to recreational facilities.

The Park Authority has encouraged the applicant to provide contributions to offset the cost of replacing the entrance to Sully Historic Site due to the Barnsfield Road interchange improvements, which greatly benefit the applicant's development, while requiring the Park Authority to reorient its site to the newly redesigned entrance. VDOT has provided basic entrance replacements; however, the forced reorientation of the site has burdened the Park Authority and County taxpayers with other site orientation requirements not funded by VDOT. Furthermore, the Park Authority would like to ensure an aesthetically seamless transition between the applicant's property and the Sully Historic Site, and provide the high-quality infrastructure expected from visitors. To offset the costs for the new site entrance, the Park Authority has requested a contribution from the applicant in addition to the \$955 per unit contribution required by the Zoning Ordinance.

Using the Countywide Comprehensive Policy Plan as a guide, the Park Authority typically requests a contribution of \$265 per new resident to offset impacts to park and recreation service levels. In addition, the Park Authority also asks for a contribution of \$0.27 per square foot of commercial space. These requested contributions would result in a total request of \$537,216; however, only \$450,000 is being requested due to the recognition of the applicant's significant costs in the acquisition and dedication of the Stout Parcel.

In response, the applicant has proffered a contribution of \$200 per per non-ADU unit, (which equates to approximately \$185,800.00) independent of other commitments.

Affordable Housing (Development Criterion #7)

Criterion 7 states that ensuring an adequate supply of housing for low- and moderate-income families, those with special accessibility requirements, and those with other special needs, is a goal of the County. Satisfaction of this criterion may be achieved

by the construction of units, contribution of land, or by a contribution to the Housing Trust Fund.

The Zoning Ordinance defines Affordable Dwelling Units as units that are affordable to families making less than 70% of the area median household income (MHI). The Board of Supervisors has had a long-standing policy regarding the provision of affordable housing, to be satisfied via the provision of units under the ADU program, or the contribution of funds to the Housing Trust Fund for those buildings that are exempt from the ADU program.

The Comprehensive Plan states that ADUs should account for 10-12% of the total number of residential units. A total of 1001 units are proposed with the development. The proffers and the notes on the development plan commit to providing 72 ADUs. In addition, 48 workforce housing units have also been proffered. Therefore, this criterion and the site specific Plan text have been satisfied.

Heritage Resources (Development Criterion #8) (Appendix 16)

Criterion 8 requires a development to address potential impacts on historical and/or archaeological resources through research, protection, preservation, or recordation. The application property contains two cemeteries, which will be protected during construction and ultimately enclosed by metal fencing upon completion of the project. Additionally, a historical marker will be erected to mark the area associated with the former "Turley Hall" plantation house.

As previously noted, a portion of the subject area of the rezoning application property, which coincides with the special exception application property is located within the Sully Historic Overlay District (SHOD). In accordance with the Zoning Ordinance (Historic Overlay Districts, Par.1 of Section 7-204), all rezoning and special exception applications must be referred to the ARB for its review and recommendation. At its October 12, 2006, meeting, the ARB recommended approval of SE 2003-SU-023 for an increase in building height to allow multi-family residential buildings up to 60' in height on the portion of the property within the outermost 500' perimeter of the SHOD. Regarding RZ 2003-SU-035, the ARB recommended approval of the rezoning, with the exception of an area within a 150' radius of the traffic circle at Historic Sully Way and Beale Drive, which was deferred for re-study of the design treatment and layout.

At its November 9, 2006, meeting, the ARB reviewed the conceptual plans dated October 26, 2006, and recommended approval of the concept for the area within the 150' radius of the traffic circle at Historic Sully Way, including:

- the applicant's proposal to move the buildings further away from the rotary;
- deleting the north entry drive from the clubhouse to Historic Sully Way; and
- the modified landscaping at the rotary area and inclusion of a crosswalk on the east side of rotary.

The following are the outstanding issues with respect to heritage resources:

Issue: ARB approval prior to the issuance of sign permits.

The Zoning Ordinance stipulates that ARB approval is required prior to the issuance of sign permits. Sheet 4 of the CDP/FDP dated November 16, 2006, shows potential sign locations for three types of signs; these were not included in the September 26, 2006, plans reviewed by the ARB.

Resolution: A development condition has been included stating that the final locations of the potential signs will be subject to ARB review and approval.

Issue: Phase I Archaeological Survey

The applicant had indicated that a Phase I Archaeological Survey had previously been performed, but it was not known if it included the area adjacent to and immediately surrounding the two cemeteries (to determine if all potential graves had been located).

Resolution: The archeological study that was conducted in 1996 did indeed establish the extent of the cemeteries and included the area adjacent to and immediately surrounding the two cemeteries in order to determine all potential gravesites. Therefore, this issue has been resolved.

Issue: The proffers do not adequately mention that portions of the CDP/FDP located within the Sully Historic Overlay District are subject to review by the Architectural Review Board. In particular, the proffers should acknowledge that within the Sully Historic Overlay District, new construction and development of single-family attached, multi-family residential, affordable dwelling units, and clubhouses and the design details of the construction (i.e. fenestration, materials, textures, color, architectural features, finishes, lighting, building elements and elevation) and signs, common area features, landscaping and fencing are subject to review and approval by the ARB in accordance with the provision of Par. 2 of Sect. 7-200 of the Fairfax County Zoning Ordinance (Historic Overlay Districts).

Resolution: Although the proffers do not specifically acknowledge the scope of the Architectural Review Board's authority in reviewing and approving the final plans, both the proposed proffers and plan notes on the elevations (Sheet 6 and 7) note this authority and reference Section 7-200 of the Zoning Ordinance. This issue is resolved.

Route 28 Tax District Lump Sum Payment (Appendix 17)

The applicant must provide for payment of taxes that will be lost to the Route 28 Transportation Improvement Tax District due to the rezoning of the portion of the property destined for residential use (the PDH-16 portion of the property). According to the Department of Tax Administration, the one-time payment was calculated at

\$503,278.32 on September 8, 2006. The applicant has proffered to prepay taxes for this portion of the development in accordance with the formula and provisions adopted by the Board of Supervisors within 60 days following the date on which the Applicant's requested rezoning and proffers are enacted. Failure to pay will void this rezoning per Virginia Code Section 15.2-4608(C).

ZONING ORDINANCE PROVISIONS (Appendix 19)

As previously noted, the proposal meets the design guidelines for this site found in the Comprehensive Plan text, including the treatment of buildings and landscaping along Centreville Road, buffers to adjacent industrial-zoned land, various transportation improvements, and dedication (or acquisition) of the Stout Parcel. Furthermore, parks and recreation facilities are provided as open space amenities.

The following are the applicable Zoning Ordinance provisions for the PDH and the PDC Districts, respectively:

PDH District Requirements

Section 6-107- Lot Size Requirements

Section 6-407 requires that all developments in the PDH 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 77.74 acres. The single-family attached units propose privacy yards with a minimum of 200 square feet.

Section 6-108 – Bulk Regulations

The bulk regulations require that in the PDH District:

- The building heights and yard requirements be controlled by the provisions of Article 16.

The building heights and yard requirements, as controlled by Article 16, would require the development to be generally in conformance with the R-16 regulations (discussed below under Design Standards).

Section 6-109 –Maximum Density

The residential density for a PDH-16 subdistrict is:

- 15.6 dwelling units per acre.

The proposed density is 15.6 dwelling units per acre.

Section 6-110 – Open Space

The open space regulations require that in the PDH-16 subdistrict:

- Thirty-five 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 36% landscaped open space. Proffers and the plan commit to various recreational amenities including a community clubhouse, swimming pool, tennis courts, a croquet lawn, community parks and a network of trails. Proffers commit that, credited against these amenities, any remaining balance of the total amount of \$955 per non-ADU residential unit not spent on the property would be contributed to the Park Authority.

PDC District Requirements

Section 6-207- Lot Size Requirements

Section 6-207 requires that all developments in the PDC District meet at least one of the following criteria:

- yield a minimum of 100,000 square feet of gross floor area; or
- be a logical extension of an existing P District, and yield a minimum of 40,000 square feet of gross floor area; or
- be located within an area designated as a Community Business Center in the Comprehensive Plan or within a Commercial Revitalization District.

The application property contains 147,450 square feet of gross floor area.

Section 6-208 – Bulk Regulations

The bulk regulations require that in the PDC District:

- The building heights and yard requirements be controlled by the provisions of Article 16.
- The maximum floor area ratio be 1.5, which may be increased by the Board up to a maximum of 2.5 when the submitted CDP/FDP contain certain criteria.

The building heights and yard requirements, as controlled by Article 16, would require the development to be generally in conformance with the C-6 regulations (discussed below under Design Standards). The maximum proposed FAR is 0.25.

Section 6-209 – Open Space

The open space regulations require that in the PDC subdistrict:

- 15 percent of the gross area be open space.

The CDP/FDP provides 19% landscaped open space.

Article 16, Sections 16-101 and 16-102 (PDC and PDH)

Sect. 16-101 General Standards

Par. 1 requires conformance with the Comprehensive Plan recommendations. The Comprehensive Plan states that, as an option, the area may be planned for age-restricted residential use and limited commercial use, provided that certain criteria are met (see Appendix 7). The applicant proposes to develop the property with approximately 1001 dwelling units, with a hotel, office and other commercial/retail that will serve residents, tourists, and employees, at an intensity of 0.25 FAR, which is consistent with the Plan's intensity recommendation. As previously discussed, the remaining conditions have been met.

Par. 2 requires that the proposed design achieve the stated purposes of the P-District more than would development under a conventional zoning district. The proposed design of the plan allows for a mix of uses and recreational amenity areas, such as community parks, courtyards and hardscapes, facilitated by a planned development. Parking for the multifamily uses is provided in structured decks, ensuring ample usable open space as required by the P-District.

Par. 3 requires protection and preservation of scenic assets. There is no tree preservation proposed, and no areas were identified as exceptionally outstanding since the site has previously been cleared and is composed primarily of secondary vegetation.

Par. 4 requires a design that prevents injury to the use of existing development and does not deter the development of undeveloped properties. The proposal is intended to provide an appropriate transition between the adjacent single-family residential properties to the east and the higher intensity industrial-zoned properties in the surrounding areas. The acquisition and dedication to the Park Authority of the industrially-zoned Stout parcel, per the Comprehensive Plan, will also create an appropriate transition between the development and the Sully Historic Site to the south; appropriate transitions across Centreville Road have also been provided. Therefore, the proposal meets the standard for compatibility with existing and future development.

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, the issues relating to transportation have been resolved. The applicant has dedicated and conveyed to the Board right-of-way along the Centreville Road frontage of the property and right-of-way sufficient for construction of the Air and Space Museum Parkway; and has also constructed a half-section of a six-lane divided roadway on the property through its intersection with Historic Sully Way, beyond that portion of Air and Space Parkway already funded for construction by the Route 28 PPTA. The proffers commit

to provide four bus stops, and to construct a two-lane road beyond the proposed traffic circle on Historic Sully Way to the property's western property line, which will serve as the entrance to the Sully Historic Site.

Par. 6 requires that coordinated linkages among internal facilities and services, as well as connections to major external facilities and services, be provided. The development plan depicts pedestrian sidewalks along the streets. Interparcel access has been provided to St. Veronica Church and School to the south, with easements provided to the parcels located at Tax Map 34-2 ((1)) 6 and 7 abutting the subject property's northeastern boundary.

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 to the provisions of the most comparable conventional district. In this instance, the most comparable conventional districts are the R-16 District and, due to the proposed hotel, the C-6 District, shown below.

YARD	ZONING DISTRICT REQUIREMENTS	
	R-16	C-6
Front Yard	25° ABP, min. 20' (28 feet)	45° ABP, min. 40' (35 feet for retail; 75 feet for hotel)
Side Yard	25° ABP, min. 10' (28 feet)	none
Rear Yard	25° ABP, min. 25' (28 feet)	20° ABP (13 feet for retail; 27 feet for hotel)

On the submitted CDP/FDP, although peripheral setbacks from adjacent properties along the site's boundaries meet the setback standards, internal front yard setbacks for the two multi-family buildings adjacent to Beale Drive, the westernmost multi-family building abutting Turley Hall Drive, and the easternmost building abutting the unnamed cul-de-sac extending from Historic Sully Way, appear to have front setbacks varying only between approximately 5 and 15 feet. In order to address staff's concerns about adequate transitions between uses, the applicant has provided additional landscaping in these areas, as well as the previously discussed planter boxes along these buildings facades, as shown on Sheets 13 and 14 of the CDP/FDP. All the other proposed buildings appear to exceed the setbacks for the R-16 and C-6 Districts. In staff's evaluation, the design of the streetscape, landscaping and screening provide for an appropriate edge to the type of development envisioned by the Plan. Therefore, this standard has been satisfied.

Par. 2 states that the open space, parking, loading, sign and all other similar regulations shall have application in all planned developments. This application

satisfies all of these applicable Zoning Ordinance provisions. The parking requirement is exceeded, and the landscaped open space requirement has also been met.

Par. 3 states that streets and driveways shall be designed to generally conform to the provisions of the Ordinance. The applicant has proffered that private streets associated with this development will be constructed to public street standards. The proffers state that disclosure will be made to owners in the Association's documents that they will be required to maintain all private streets. The proposed driveways also conform to the provisions of the Ordinance.

Par. 4 states that emphasis should be placed on the provision of recreational amenities and pedestrian access. The development plan includes proposed sidewalks along internal streets. The plan also includes landscaped open space, which is provided in a combination of community parks, plazas, and seating areas. Active recreation is provided for residents with the provision of two clubhouses, two swimming pools, tennis courts, a bocce court, croquet lawn and a commitment to an internal facility, such as a fitness center. The proffers indicate that any recreational funds required by the P-standards that are not used on-site will be contributed to the Park Authority.

Special Exception Requirements

The applicant is requesting approval of a Category 6 special exception to permit an increase in building heights for those multi-family structures which are proposed within the Sully Historic Overlay District. As such the special exception application is subject to the following Zoning Ordinance requirements:

- Sect. 9-006 General Special Exception Standards
- Sect. 9-607 Provisions for Approving an Increase in Building Heights

Section 9-006, General Special Exception Standards

The General Exception Standards require that the proposal be in harmony with the recommendations of the Comprehensive Plan; with the general purpose and intent of the applicable zoning ordinance provisions; that there be a determination that no significant negative impacts to the surrounding properties will result from the proposal; and that adequate vehicular and pedestrian access will be provided. As previously discussed, it is staff's determination that the application is in harmony with both the recommendations of the Comprehensive Plan and with the applicable zoning ordinance provisions. No negative impacts to the neighboring properties, including the Historic Sully site, are anticipated as the result of the requested additional height which is consistent with the remainder of the proposed development which largely surrounds it. Pedestrian and vehicular circulation have also been determined to be adequate, as previously discussed, and will be unaffected by the requested additional height. Therefore, these standards have been satisfied.

Provisions for Approving an Increase in Building Heights (Sect. 9-607)

This provision requires that an increase in height be approved only:

- where it will be harmonious with the policies in the Comprehensive Plan;
- where the resultant height will not be detrimental to the character and development of adjacent lands;
- where the remaining regulations for the zoning district can be satisfied; and
- in the Sully Historic Overlay District, a height increase up to 60 feet may be approved when located within the Historic District and within 500 feet of the Historic Overlay District perimeter boundary and when it can be demonstrated by the applicant that the proposed structures, including a rooftop structures excluded from the maximum height regulations pursuant to Section 2-506 and those portions of the roof excluded from the building height calculations in accordance with the definition, are compatible with and do not have detrimental impact on the Sully property in terms of mass, scale, color and visual impact and when such increase in height is in compliance with Federal Aviation Administration standards. Other factors to be considered when determining the impact of an increase in height may include, but not be limited to, changes to existing topography, presence of existing vegetation and the building lighting and signage. The actual building height as measured from the grade to the top of any roof or rooftop structure shall not exceed 65 feet.

The proposal meets the aforementioned criteria for an increase in building height. The applicant has submitted the results of a crane test demonstrating that the development would not have a visual impact on the Historic Sully Site. The proposal meets the criteria set forth in the Comprehensive Plan, and has received approval from the Architectural Review Board. Therefore, this standard has been satisfied.

Waivers/Modifications

- **Modification of the loading space requirement for multifamily residential uses to one space per multifamily building.** The Zoning Ordinance does not provide loading space calculations for mixed-use projects; however, when the proposed multifamily residential uses are calculated, the Ordinance would require approximately 28 loading spaces. Due to the compact nature of the proposed mixed-use buildings, and, therefore, the proximity of proposed loading spaces to one another, the applicant is requesting a reduction in the number of loading spaces to 14. Staff supports this waiver, with the imposition of a development condition stating that a minimum of one loading space will be provided for each multi-family building to ensure that they are equally distributed throughout the development.
- **Modification of the barrier requirement along the Centreville Road frontage and the southern boundary of the property in favor of the 3 to 6 foot-high undulating, landscaped berm shown on Sheet 12 of the CDP/FDP.** Staff recommends approval of this waiver. In staff's opinion, a barrier along Centreville

Road would be aesthetically undesirable and in conflict with the Plan language against a barrier on Centreville Road. Therefore, rather than the D, E or F barrier required by the Zoning Ordinance, the applicant has proposed a three to six-foot-high undulating, landscaped berm, as shown on Sheet 12 of the CDP/FDP. In staff's opinion, this treatment would provide a much more attractive landscape to passersby on this portion of Centreville Road.

- **Modification of the transitional screening requirements between PDH-16 and PDC uses within a single development in favor of the landscape treatment shown on the CDP/FDP.** Staff believes that a modification of the 35-foot wide planting strip necessitated by the Transitional Screening 2 requirement between the multifamily units and the proposed hotel and other commercial/retail uses abutting Historic Sully Way is justified with the proposed development condition requiring planter boxes along the hotel façade adjacent to the residential uses. The applicant has proposed various evergreen and deciduous trees and shrubs in a planting area at least 25 feet-wide adjacent to the multi-family units, as depicted on Sheet 13 of the CDP/FDP. The imposition of the development condition would approximately double this area and greatly increase its effectiveness. Therefore, staff recommends approval of this waiver subject to the proposed development conditions.
- **Modification of the 25-foot transitional screening yard requirement along the southern property line (in areas where fire access lines are required), in favor of the detailed landscape treatment shown on the CDP/FDP.** Instead of the required 25-foot transitional screening yard required along the southern property line abutting the multifamily buildings, the applicant is proposing a 15-foot wide strip planted with six to eight-foot tall evergreen trees and three-inch caliper deciduous trees with another row of large shade trees located on the north side of the fire lane. Staff believes the visual effect of these plantings will be equivalent to the required transitional screening and therefore, staff would support this waiver.
- **Waiver of the privacy yard fencing requirement for front-loaded single-family attached residential uses, in favor of that shown on the CDP/FDP.** The applicant is proposing a waiver of the fencing requirement for the front-loaded single-family attached residential uses in favor of clusters of trees and shrubs, as shown on Sheet 10 of the CDP/FDP, in order to create a large yard for each building rather than individual yards for each unit. Since larger yards with vegetation for privacy will ultimately be created with this design, staff supports this waiver.
- **Waiver to permit private streets in excess of 600 linear feet to that shown on the CDP/FDP.** Staff believes that this waiver is appropriate due to the fact that the development is planned to be served by internal private streets, which have been designed to accommodate on-street parallel parking. In addition, private streets will be paved to public street standards. Therefore, sufficient circulation has been

provided. According to the proffers, potential owners will be notified of their maintenance responsibilities in the community association documents.

- **Waiver of the PFM requirement to permit a wet pond in a residential area.** The applicant is proposing a waiver of the PFM requirements in order to permit a wet pond in a residential area. Staff supports the use of a wet pond in this location due to the nature of the development (age-restricted), the location of the proposed pond (isolated from any adjoining residential developments) and the aesthetic benefits both for the proposed development and the adjacent Historic Sully site.
- **Modification of the PFM requirement for a minimum 8-foot width for tree planting strips to permit lesser widths with the use of structural soils.** The applicant is proposing reduced width tree planting strips in the landscaped transition areas between the multifamily residential uses and the hotel and villas, as depicted on Sheet 13 of the CDP/FDP. With the use of structural soils to prevent sidewalk buckling and to help ensure the ability of the proposed tree plantings to thrive, staff supports this modification.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The applicant's proposal is in conformance with the use and intensity recommendations of the Comprehensive Plan as it achieves the necessary consolidation of parcels to justify the age-restricted residential use and limited commercial use on 76 acres at a density up to 15 units per acre (exclusive of ADUs) as well as the provision of both ADUs and workforce housing. The development has provided 120 affordable units (combination of ADU and WFH); minimized impacts to Centreville Road; and a 50-foot vegetated buffer has been located in the area along the development's northeastern boundary due to the three contiguous parcels' I-5 zoning classification. Additionally, the applicant has proffered to acquire (or pay the costs associated with the acquisition) the Stout Parcel and dedicate it to the Fairfax County Park Authority for the protection of the Sully Historic Site. Although the applicant has not proffered to provide the requested additional contribution to the Park Authority to offset impacts to the Sully Historic Site, amenities such as two clubhouses, two swimming pools, trails, parks, open spaces and plazas have been provided throughout the development. The applicant has also proffered to construct at least four low-impact development devices; and no fences have been proposed along Centreville Road. Finally, the applicant has proffered to attenuate airport and roadway noise to acceptable levels through the use of building materials, and to disclose the proximity of Dulles International Airport to all potential residents. In staff's evaluation, the proposal overall meets the conditions found in the Comprehensive Plan.

Staff Recommendations

Staff recommends approval of RZ 2003-SU-035, subject to the execution of proffers consistent with those found in Appendix 1 of this report.

Staff recommends approval of FDP 2003-SU-035, subject to the Board's approval of RZ 2003-SU-035 and subject to the proposed FDP conditions found in Appendix 2 of this report.

Staff recommends approval of SE 2003-SU-023, subject to the Board's approval of RZ 2003-SU-035 and subject to the proposed SE conditions found in Appendix 3 of this report.

Staff recommends approval of the modification of the loading space requirement for multifamily residential uses to one space per multifamily building.

Staff recommends approval of a modification of the barrier requirement along the Centreville Road frontage and the southern boundary of the property in favor of the 3 to 6 foot-high undulating, landscaped berm shown on Sheet 12 of the CDP/FDP.

Staff recommends approval of a modification of the transitional screening requirements between PDH-16 and PDC uses within a single development in favor of the landscape treatment shown on the CDP/FDP.

Staff recommends approval of a modification of the 25-foot transitional screening yard requirement along the southern property line (in areas where fire access lines are required), in favor of the detailed landscape treatment shown on the CDP/FDP.

Staff recommends approval of a modification of the PFM requirement for a minimum 8-foot width for tree planting strips to permit lesser widths with the use of structural soils.

Staff recommends approval of a waiver of the privacy yard fencing requirement for front-loaded single-family attached residential uses, in favor of that shown on the CDP/FDP.

Staff recommends approval of a waiver to permit private streets in excess of 600 linear feet to that shown on the CDP/FDP.

Staff recommends approval of a waiver of the PFM requirement to permit a wet pond in a residential area.

APPENDICES

1. Draft Proffers
2. Development Conditions for FDP 2003-SU-035
3. Development Conditions for SE 2003-SU-023
4. Affidavits
5. Statements of Justification
6. Proffers for Previous Zoning Cases on the Site
7. Plan Citations and Land Use Analysis
8. Environmental Analysis
9. Transportation Analysis
10. Sanitary Sewer Analysis
11. Water Service Analysis
12. Fire and Rescue Analysis
13. Schools Analysis
14. Environmental and Site Review Division, Stormwater Management (DPWES)
15. Park Authority Analysis
16. Heritage Resources Analysis
17. Route 28 Tax District Lump Sum Payment
18. Residential Development Criteria
19. Applicable Zoning Ordinance Provisions Checklist
20. Glossary of Terms

RZ 2003-SU-035
DULLES DISCOVERY
DRAFT PROFFER STATEMENT

August 21, 2006
September 15, 2006
September 28, 2006
October 13, 2006
November 16, 2006
December 12, 2006 [Revised]

Pursuant to Section 15.2-2303 (A) of the Code of Virginia, as amended, and subject to the Fairfax County Board of Supervisors' (the "Board") approval of rezoning application RZ 2003-SU-035, as proposed, from the I-3, I-5, WS and HD Districts to the PDH-16, PDC, WS, and HD Districts, Sully North Investments, L.C. (the "Applicant"), for themselves and their successors and assigns, hereby proffers that development of Tax Map Parcels 34-2-((1))-1A, 2, 3A, 10A, 27, 33 (Part) and 35 plus approximately 1.55 acres of right-of-way to be vacated (collectively known as the "Property"), totaling approximately 77.74 acres, shall be in accordance with the following proffered conditions, which shall replace any and all existing proffered conditions pertaining to the Property:

1. **Substantial Conformity.** The Property shall be developed in substantial conformance with the Conceptual Development Plan and Final Development Plan ("CDP/FDP") consisting of Sheets 1 through 14 prepared by Land Design, Inc., entitled "Dulles Discovery Conceptual Development Plan/Final Development Plan," dated June 15, 2006 and revised through December 12, 2006, and further modified by these proffered conditions.
2. **Final Development Plan Amendments.** Notwithstanding that the CDP/FDP consists of Sheets 1 through 14 and said CDP is the subject of Paragraph 1 above, it shall be understood that (i) the CDP shall consist of the entire plan relative to the general layout, points of access to the existing road network, location and types of units, uses, building heights, peripheral setbacks, the maximum number and type of units, limits of clearing and grading and the location and amount of open space on the Property; and (ii) the Applicant has the option to request Final Development Plan Amendment ("FDPA") approvals from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements.
3. **Minor Modifications.** Pursuant to Section 16-403 of the Zoning Ordinance, minor modifications from the approved CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDP/FDP provided such changes are in substantial conformance with the CDP/FDP and proffers, and do not increase the total number of units, change the unit mix, increase building heights, or decrease the minimum amount of open space or peripheral setbacks shown to be provided on the Property.

4. **Maximum Residential Density.** A maximum of 1001 residential units at a maximum density of 15.6 dwelling units per acre ("du/ac") shall be permitted on the PDH-16 portion of the Property, inclusive of Affordable Dwelling Units ("ADUs") and ADU bonus units. The Applicant reserves the right to develop fewer than the maximum number of units referenced in this paragraph without the need for a Proffered Condition Amendment ("PCA") application or CDPA/FDPA.
5. **Active-Adult Units.** All residential units (except the Independent Living Facility units referenced below) are deemed, for the purpose of this Proffer, as "active-adult" units and shall be age-restricted, as defined pursuant to the Federal Housing For Older Persons Act of 1995 (as may be amended) providing, generally, that: (i) at least one resident of each unit shall be 55 years of age or older, and (ii) no permanent resident shall be less than 20 years of age.
6. **Independent Living Facility.** The multi-family building located in the southeast corner of the Property, south of Turley Hall Drive and adjacent to Centreville Road, shall be an "Independent Living Facility" which shall consist of the following:
 - A. 120 rental apartments;
 - B. Occupancy limited to households where at least one member is 62 years of age or older and all members are at least 55 years of age or older;
 - C. All units in this facility shall provide complete kitchen facilities, support services and design features such as wider doorways and hallways, accessible bathrooms and lower light switches;
 - D. All required ADUs for the entire PDH-16 development shall be provided in this building; and
 - E. All units in this building which are not required ADUs shall be rented to persons whose incomes are no greater than the percentage of the Washington Standard Metropolitan Statistical Area Median Household Income, as published by HUD, ("MHI"), set forth in Proffer 7(B) below.
7. **Affordable Dwelling Units/Work-Force Housing Units.**
 - A. **Affordable Dwelling Units ("ADUs").**
 - i. Seventy-Two (72) ADUs shall be provided in accordance with Article 2 Part 8 of the Zoning Ordinance, subject to the following terms:
 - ii. All ADUs shall consist of multi-family units that are located within a single building (the Independent Living Facility identified in Proffer 6 above) and shall not be dispersed across the PDH-16 application property;
 - iii. All required ADUs shall consist of rental apartments;

- iv. All 72 ADUs shall be leased to tenants whose household incomes do not exceed sixty percent (60%) of the MHI; and
- v. Unless otherwise allowed by the ADU Advisory Board, RUPs shall not be issued for more than ninety percent (90%) of the total dwelling units approved for the Property until RUPs have been issued for all of the ADU units.

B. Work-Force Units.

- i. Total Number. A total of forty-eight (48) of the dwelling units within the Independent Living Facility shall be "Work-Force Units," i.e., dwelling units subject to the rental restrictions of these Proffers, but not required pursuant to Part 8 of Article 2 of the Zoning Ordinance. Said Work-Force Units shall be provided to renters whose household income (i) for twenty-four (24) of the units, is up to sixty percent (60%) of the MHI; (ii) for twelve (12) of the units, is up to ninety percent (90%) of the MHI; and (iii) for twelve (12) of the units, is up to one hundred percent (100%) of the MHI.
- ii. Timing of Provision of the Work-Force Units. RUPs shall not be issued for more than ninety percent (90%) of all of the total dwelling units approved for the Property, until RUPs have been issued for all of the Work-Force Units required pursuant to this Proffer.
- iii. Administration. It is intended that the Work-Force Units shall be administered in a fashion similar to ADU Units pursuant to specified provisions of Part 8 of Article 2 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 Work-Force Units: Sections 2-805, 2-811(3), 2-812(1)(D), 2-812(6) (only as to recording a covenant committing to a thirty year control period), 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. When these Proffers conflict with any provisions of the Zoning Ordinance, these Proffers shall control including, but not limited to, the calculation of the rental rates of Work-Force Units.
- iv. Alternative Administration. Notwithstanding Subparagraph (iii) above, the Applicant reserves the right to negotiate with the appropriate County agency, to enter into a separate binding written agreement solely as to the terms and conditions of the administration of the Work-Force Units after the approval of this rezoning. The requisite number and pricing/rents of Work-Force Units provided pursuant to these Proffers shall not be altered in any manner by such an agreement. Such an agreement shall only consider administrative issues on terms mutually acceptable to both the

Applicant and the County and may only occur after the approval of this rezoning and when the revisions have been deemed to be in substantial conformance with these Proffers. The County shall in no manner be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the Work-Force Units shall be administered in accordance with such an agreement, and Subparagraph (iii) above may become null and void.

- v. Work-Force Units – Rental Rates. The maximum monthly rental at which each Work-Force Unit may be offered shall be the rental rate for the Washington Standard Metropolitan Statistical Area published by the Virginia Housing Development Authority ("VHDA") for the respective percentage of MHI designated for such unit.

The initial MHI to determine such initial maximum monthly rent shall be determined from the date of the issuance of the first RUP for any Work-Force Unit. The MHI and the maximum monthly rent, as calculated above, may be adjusted once a year, as published by VHDA. A copy of such annual calculation shall be provided to the Fairfax County Department of Housing and Community Development ("HCD").

- vi. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction that any portion of these Proffers related to providing Work-Force Units violates any Federal, State or other local law, then the offending portion of these Proffers shall be deemed null and void and no longer in effect. All remaining conditions of these Proffers shall remain in full force and effect.

- 8. Maximum Building Height. Single-family villas shall not exceed 35 feet in height. Multi-family residential buildings within the outermost 500-feet of the Sully Historic Overlay District ("SHOD"), and as shown on the CDP/FDP, shall not exceed 60 feet in height in accordance with the Zoning Ordinance (65 feet "actual height," which shall be measured from the lowest point of grade to the highest point of the structure). Hotel use shall not exceed 75 feet and shall be located outside the SHOD boundary, as defined by the Zoning Ordinance and as shown on the CDP/FDP. All residential units located within the SHOD shall be limited to 35 feet in height unless the Board approves a Special Exception application for the Property, to allow the height increase of multi-family buildings located within the outermost 500 feet of the SHOD boundary. If approved, the height in that area shall be governed by the Special Exception approval.

- 9. Limitation on Non-Residential Uses within the PDH-16 District. Principal and secondary uses which may be established shall be limited to: single-family attached and multi-family residential; independent living facility; unmanned bank teller machines in multi-family buildings; accessory uses, accessory service uses, and home occupations in accordance with Article 10 of the Zoning Ordinance. Clubhouses may include personal service establishments, support service and retail uses, for the residents and their guests

only, such as a coffee shop, sports shop, eating establishment, hairdresser, dry cleaning pickup/delivery, and/or similar uses.

10. **Maximum PDC District FAR and Uses.** Within the approximately 13.54 acres of the Property zoned to the PDC District, up to 147,450 gross square feet at a maximum 0.25 floor area ratio ("FAR") shall be permitted. Permitted uses shall include retail, office, hotel and additional uses as listed on Sheet #2 of the CDP/FDP. No drive-through uses shall be permitted, with the exception of an unmanned bank teller and/or a pharmacy.
11. **Right-of-Way Dedication.** The Applicant shall dedicate all right-of-way ("ROW") referenced below subject to review and approval by the Virginia Department of Transportation ("VDOT") and the Fairfax County Department of Public Works and Environmental Services ("DPWES"). All road ROW dedicated in conjunction with these proffers and/or as depicted on the CDP/FDP shall be conveyed to the Board in fee simple upon demand by Fairfax County (the "County") or at the time of site plan approval for the contiguous development area, whichever occurs first, and shall be subject to the "Density Credit" proffer below regarding reservation of development intensity to the residue of the Property.
12. **Transportation Improvements.** The following ROW dedication and/or road improvements shall be provided by the Applicant, subject to and as approved by VDOT and DPWES. However, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of a respective improvement has been unreasonably delayed by others or by circumstances beyond the control of the Applicant, the Zoning Administrator may agree to a later date for the completion of each such improvement:
 - A. **Historic Sully Way.** Within the right-of-way to be dedicated by the Applicant and conveyed in fee simple to the Board, the Applicant shall construct, or cause to be constructed, a two-lane road beyond the existing traffic circle to the Property's western property line, if not previously built by others, prior to issuance of the first Residential Use Permit ("RUP").
 - B. **Turley Hall Drive and Beale Drive.** In accordance with the CDP/FDP, the Applicant shall dedicate and convey in fee simple to the Board ROW sufficient for, and shall construct on the Property, from Historic Sully Way to Centreville Road, two-lane roads and turn lanes, with parking, as development of the adjacent land area occurs. These roads shall be available for use by the public from Air and Space Museum Parkway to Centreville Road prior to issuance of the 500th RUP.
 - C. **Turn Lanes.** In accordance with those shown on the CDP/FDP, subject to and as approved by VDOT and DPWES, the Applicant shall construct the turn lanes to VDOT standards concurrent with the immediately adjacent roadway improvements.
13. **Traffic Signals.**

- A. Prior to approval of the first site plan accessing the "Air and Space Museum Parkway/Historic Sully Way" intersection, the Applicant shall submit a traffic signal warrant study to VDOT, if said signal has not been provided by others. If warrants have been met, Applicant shall install said signal prior to issuance of the first RUP in the adjoining area, (i) if not funded by the property owner of Tax Map Parcels 34-2 ((1)) 33 and 34, or (ii) if funded by said owner but not installed, in which event Applicant shall be entitled to receive all such funds so escrowed with DPWES for said signal. However, upon demonstration by the Applicant that, despite diligent efforts by the Applicant, provision of said signal has been unreasonably delayed by others or by circumstances beyond the Applicant's control, the Zoning Administrator may agree to a later date for the completion of said improvement.
 - B. Prior to approval of the first site plan that accesses the Turley Hall Drive/Centreville Road intersection, a traffic signal warrant study shall be submitted to VDOT for that intersection. If the warrants have been met and said signal has not already been provided by others, the Applicant shall design and construct a traffic signal at the Centreville/Turley Hall intersection prior to issuance of the first RUP in said site plan. If said signal has been installed by others, the Applicant shall modify the existing signal in accordance with VDOT standards to convert the then existing signal to a full, four-legged intersection signal.
 - C. Any signal installed or modified by the Applicant shall include pedestrian countdown features.
14. **Private Streets.** All private streets will be constructed with materials and depth of pavement consistent with public street standards in accordance with the Fairfax County Public Facilities Manual ("PFM"), as determined by DPWES. The above standard shall not apply to parking bays or parking lots. The Umbrella Owners' Association ("UOA"), Homeowners' Association ("HOA") and Condominium Owners Association ("COA") shall be responsible, respectively, for the maintenance of all private streets and the UOA, HOA and COA documents shall expressly so state. The Applicant, or its representatives, shall disclose to each initial prospective purchaser of a respective residential unit, prior to or at the time of contract, that the HOA/COA is responsible for the maintenance of private streets within the residential development.
 15. **Roads in Use.** All public streets shall be constructed in accordance with the PFM and/or VDOT requirements, as determined by DPWES or VDOT. Acceptance of public roads by VDOT into its roadway system shall be diligently pursued by the Applicant, and shall be accomplished prior to final bond release.
 16. **Stub Streets.** Emergency access shall be provided as approved by the Fire Marshal for the private stub streets.
 17. **Bus Shelters.** The Applicant shall provide four bus shelters for the Application Property, with the specific location and quantity to be determined by FCDOT. Bus shelter

installation shall be limited to the concrete pad, the shelter itself and a trash can. If, by the time of final bond release, FCDOT has not determined the exact quantity and location of said bus shelters, the Applicant shall escrow \$20,000 per shelter whose location has not been determined, to be used for bus shelters within the Property and adjacent streets. If installed on subject Property internal to the proposed development, the bus shelter and trash can shall be maintained by the Applicant and the UOA/HOA/COA documents shall state such maintenance requirement.

18. **Residential Transportation Demand Management ("TDM")**. Transportation Demand Management ("TDM") strategies shall be utilized to attempt to reduce residential vehicle trips during peak periods. Strategies shall include, but not be limited to, the following and be implemented by the Applicant at the time of issuance of the first Residential Use Permit ("RUP").

- A. Owners and tenants shall be advised of this TDM strategy;
- B. TDM coordination duties shall be carried-out by a designated property manager(s) or transportation management coordinator(s) (collectively "TDM Coordinator"). The TDM Coordinator position may be a part of other duties assigned to the individual(s);
- C. TDM-related materials, such as maps, schedules and other transportation information describing available transit options, car/van pooling formation, and alternative work schedules, shall be distributed to building occupants, either through posting in the common-areas of each multi-family building and the community buildings, a newsletter, or use of a website at least once a year;
- D. Broadband, high capacity data/network connections, or equivalent wireless access, provided in all dwellings to facilitate working from home;
- E. A business center containing a fax machine, copier, and at least two computers with internet access shall be provided within the active-adult community for residents' use;
- F. Provision of four bus shelters within the PDH-16 or PDC portion of the Property, pursuant to Proffer 17 above;
- G. Safe and convenient accessibility by pedestrians to the commercial portions of the planned community, including the provision of cross-walks, lighting and signage;
- H. Provision of conveniently-located bicycle storage for residents' use in each multi-family building except for the Independent Living Facility; and
- I. If a community web site is developed, it shall include information on the TDM program and on multi-modal transportation options.

19. **Trails System**. Trails and sidewalks shall be constructed to PFM standards at the time of development of the respective areas, generally as depicted on the "Pedestrian/Bicycle

Circulation Plan" included as Sheet 5 of the CDP/FDP. Trails located along public roadways shall be subject to public access easements, in standard County format, wherever they are located outside of the public ROW or public ownership. Final trail locations shall be subject to the review and approval of DPWES. As depicted on the CDP/FDP, major trails shall be eight feet in width, minor trails shall be six feet in width, and sidewalks shall be five feet in width. Notwithstanding all of the aforesaid, and with the exception of the off-site trail along Historic Sully Way referenced below, the Applicant shall have no obligation to construct off-site sidewalks or trails.

20. **Off-Site Trail Connection along Historic Sully Way.** Subject to the granting of all necessary easements, the Applicant shall construct off-site, to PFM standards, a six (6)-foot wide trail within the "Historic Sully Way" right-of-way. As depicted on Sheet 5 of the CDP/FDP, said trail shall provide a connection between the on-site trail and extend from the western property boundary to the future cul-de-sac located on the Sully Historic Site property. Applicant shall diligently and in good faith pursue the acquisition of said easements, and shall, should it fail to acquire said easements, prior to final bond release, demonstrate in writing to DPWES such efforts and escrow with DPWES the cost of constructing said off-site trail connection. Applicant's cost for said off-site trail connection shall be deducted from the off-site recreation contribution in Proffer #43 below.
21. **Vacations/Abandonments.** Prior to final approval of any site plan, and release of the record plat for recordation, for any development section which includes development on an area of ROW to be abandoned/vacated, the Applicant shall obtain vacation and/or abandonment of the relevant portion of Barnsfield Road identified on the CDP/FDP as areas to be vacated/abandoned. Prior to filing any site plan the Applicant shall initiate and diligently pursue such vacation and/or abandonment by the Board. In the event the Board does not approve the vacation and/or abandonment of these portions of public roadway and failure to obtain such approval precludes development in substantial conformance with the CDP/FDP, the Applicant shall obtain a PCA to the extent necessary to develop that portion of the Property, which may result in a loss of density. The Applicant hereby waives any right to claim or assert a taking or any other Cause of Action that otherwise may have arisen out of a Board decision to deny in whole or in part the ROW vacation and/or abandonment request.
22. **Interparcel Access Easements.** The Applicant shall provide vehicular interparcel access easements separately to Tax Map Parcel 34-2-((1))-6 and to Tax Map Parcel 34-2-((1))-7 in the locations depicted on Sheet 4 of the CDP/FDP. The Applicant shall not be responsible for any design or construction of said interparcel access to Parcel 6 or 7. An interparcel access to Tax Map Parcel 34-2 ((1)) 10B shall be provided, as depicted generally on Sheet 4 of the CDP/FDP, for which directional signage shall be provided. Said access easements shall be disclosed within the respective HOA/COA documents.
23. **Industrial Buffer and Disclosure.** A minimum 50-foot wide area of landscaping and berming, shall be provided on-site where residential units adjoin industrial uses on adjacent Tax Map Parcels 34-2 ((1)) 7 and 8, generally as depicted on Sheets 3 and 12 of the CDP/FDP. Prior to entering into a contract of sale, the initial purchasers of

residential units directly adjacent to said parcels shall be notified in writing by the Applicant that the adjacent property is zoned to permit industrial use. This disclosure shall also be set forth in the respective HOA/COA documents.

24. **Limits of Clearing and Grading.** The Applicant shall conform to the limits of clearing and grading shown on the CDP/FDP, subject to the installation of utilities and/or trails, if necessary, as approved by DPWES. All limits of clearing and grading shall be protected by temporary fencing, a minimum of four feet in height. The temporary fencing shall be installed prior to any work being conducted on the site, and signage identifying "Keep Out - Do Not Disturb" shall be provided on the temporary fence and made clearly visible to construction personnel. Any necessary disturbance beyond that shown on the CDP/FDP shall be coordinated with the Urban Forester and accomplished in the least disruptive manner reasonably possible given engineering, cost, and site design constraints as determined by the Urban Forester. Any area protected by the limits of clearing and grading that must be disturbed due to the installation of trails and/or utilities shall be replanted with a mix of native vegetation to return the area as nearly as reasonably possible to its condition prior to the disturbance, as determined by the Urban Forester.
25. **Open Space.** A minimum of thirty-six (36) percent of the PDH-16 portion of the Property and a minimum of nineteen (19) percent of the PDC portion of the Property shall be retained in open space. At the time of site plan approval for each relevant development area, the Applicant shall convey all open space parcels and all open space areas outside private lot lines to the relevant HOA/COA for ownership and maintenance.
26. **Landscaping.**
 - A. Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Plans" included as Sheets 3, 9, 10, 11, 12 and 13 of the CDP/FDP. At the time of planting, the minimum caliper for trees shall be as follows: canopy, including street trees, shall be three (3) inches, and ornamental deciduous shall be one and one-half (1 ½) inch. The minimum height for evergreen trees shall be seven (7) feet. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of the first and all subsequent submissions of site plans for each respective section, for review and approval by the Urban Forester, Department of Public Works and Environmental Services ("DPWES"). Such landscape plans shall provide tree coverage and species diversity consistent with the PFM criteria, as determined by the Urban Forester.
 - B. The streetscape, berms and associated landscaping shown on the CDP/FDP to be provided adjacent to "Historic Sully Way," between Air and Space Museum Parkway and the western property boundary, shall be installed prior to the first RUP or Non-RUP for the first building adjoining Historic Sully Way.
 - C. The landscaping and pedestrian improvements associated with the private streets shown on the CDP/FDP shall be installed at generally the same time as the private street with which they are associated. Such landscaping and pedestrian

improvements shall be maintained by the UOA/HOA/COA as respectively set forth in the UOA/HOA/COA documents.

- D. **Structural Soil.** For trees, relied upon for satisfaction of tree cover requirements, which are not planted within an 8-foot wide minimum planting area, or that do not meet the minimum planting area required by the Public Facilities Manual ("PFM"), the Applicant shall provide a minimum of 130 square feet of surface area of structural soil for Category 4 shade trees and 90 square feet of surface area of structural soil for Category 3 shade trees, as such trees are identified in the PFM. The structural soil shall have a minimum width of 8-feet and a minimum depth of 36-inches and such planting areas shall be interconnected to the extent feasible, as determined by Urban Forest Management. Geotextile fabric shall be provided between the structural soil and a layer of organic material located on top of the structural soil. At the time of site plan submission, the Applicant shall provide written documentation, including information about the composition of the structural soil, to Urban Forest Management indicating that a qualified and appropriately licensed "company" provided the structural soil. The Applicant shall provide 72-hour notice to Urban Forest Management and the Sully District Supervisor's Office, prior to installation of the soil, to allow verification of the composition of the structural soil and verification that the structural soil is the correct mix and is installed correctly. The Applicant shall provide written confirmation from a certified arborist and/or landscape architect demonstrating and verifying installation of structural soil.
27. **Buffer Treatments.** Landscaped buffers shall be provided generally as depicted on Sheets 3, 11, 12 and 13 of the CDP/FDP along Centreville Road, Route 28 Ramp, Air and Space Museum Parkway, Historic Sully Way, Beale Drive and Turley Hall Drive and in accordance with Proffer #26 above.
28. **Location of Utilities.** Utility lines shall be generally located so as to not interfere with the landscaping concepts shown on the CDP/FDP. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utility lines provided such relocated landscaping shall retain a generally equivalent number of plantings and shall continue to reflect the concepts illustrated on the CDP/FDP. For all other areas of the Property, in the event that during the process of site plan review any landscaping shown on the CDP/FDP cannot be installed in order to locate utility lines, as determined by DPWES, then an area of additional landscaping generally consistent with that displaced shall be substituted at an alternate location on the Property, subject to approval by Urban Forest Management.
29. **Recreational Facilities.** The Applicant shall comply with Paragraph 2 of Section 6-110 and with Section 16-404 of the Zoning Ordinance as follows:
- A. In the event the total cost of the on-site recreation expenses is less than the required \$955.00 per market rate unit, the Applicant shall provide a cash contribution to the Park Authority for the remainder of the recreational facility contribution ("Park Contribution"), payable at building permit issuance for the

500th residential unit, to be used solely for development of park facilities on the "Sully Historic Site."

- B. Construct, in the eastern portion of the Property, a community clubhouse on the north side of Turley Hall Drive with pool and meeting/activity rooms, as generally depicted on Sheet 4 of the CDP/FDP for use by individual residential unit owners (and their guests) within the "active adult" community.
 - C. Construct, in the western portion of the Property, a major community clubhouse and recreation facility to include an outdoor swimming pool, tennis courts, bocci court, fitness room, game rooms, meeting rooms, business center, waterside plaza, croquet and event lawn, overlook and/or similar facilities, as generally depicted on Sheet 11 of the CDP/FDP for use by individual residential unit owners (and their guests) within the "active adult" community.
 - D. Within the Independent Living Facility, construct areas totaling a minimum of one thousand square feet designated for exercise, reading, computer use, billiard, other games and/or similar uses for the use of the residents of this facility.
 - E. Provide formal community parks and informal pocket parks, generally as shown on Sheets 3, 9 and 10 of the CDP/FDP.
 - F. Construct an interconnected trail network on the Property, for use by all residents of this community and their guests, linking the neighborhoods which comprise the development, generally as shown on Sheet 5 of the CDP/FDP.
30. **County Architectural Review Board ("ARB")**. In accordance with Section 7-204 of the Zoning Ordinance, only for those portions of the Property located within the SHOD, the ARB shall review and make a recommendation on site plans, subdivision plats and grading plans. ARB approval shall be required prior to issuance of building permits and sign permits located within the SHOD boundary. Notice of the requirement for ARB approval shall be provided in accordance with Proffer 47(E) below.
31. **Design Amenities**. Development amenities shall be consistent with the design quality shown on Sheets 8, 9, 10 and 11 of the CDP/FDP, and shall consist of series of streetscapes, augmented by active recreation facilities, pocket parks, courtyards and other formal and informal open space areas, to create a built environment that is visually interesting and pedestrian-friendly. The various site details, such as entry signs, light posts, benches, community mailboxes and similar features shall be of a quality consistent with the drawings included on Sheet 8 of the CDP/FDP.
32. **Prohibition of Gates**. These shall not be gated communities.
33. **Streetscape Concepts**. Streetscape design shall be unified conceptually based upon a hierarchy of roads, landscaping and use of similar forms throughout the development, as depicted on Sheet 4 of the CDP/FDP. Lighting fixtures, benches, trash receptacles and similar site features shall be consistent with one another through-out the development. Single family "villas" adjacent to Centreville Road shall be designed so: (i) the fronts or

sides of units are oriented toward the road, with vehicular access to the rear of each unit; (ii) front and side facades contain similar architectural treatments; (iii) an attractive landscape buffer is provided generally as depicted on Sheet 3 of the CDP/FDP; and (iv) any required noise structures are architecturally compatible with the villas and are appropriately screened with landscaping.

34. **Architectural Elevations.** Building elevations of the proposed residential units and PDC non-residential buildings shall be generally consistent in character and materials, as to architectural style and quality, with the conceptual elevations depicted on Sheets 6 and 7 of the CDP/FDP, subject to approval by the ARB of those elevations within ARB jurisdiction, and as determined by DPWES. Within the SHOD, building elevations shall be reviewed and approved by the ARB pursuant to the provisions of Section 7-204 of the Zoning Ordinance.
35. **Hotel Shuttle.** The hotel shall provide an on-demand shuttle for the hotel patrons to and from Dulles Airport and the nearby Air and Space Museum.
36. **Orientation of Commercial Buildings.** Non-residential buildings located between Air & Space Museum Parkway and Sully Historic Way shall be designed to present an attractive visual orientation toward both public roadways by being architecturally finished on all four sides with similar materials, detailing and features on fronts, side and rears of buildings, in general accordance with the architectural elevations depicted on the CDP/FDP, and subject to approval of the ARB as to the office building.
37. **Energy Efficiency.** All homes constructed on the Property shall meet the thermal standards of the CABO Model Energy Program for energy efficient homes, or its equivalent, as determined by DPWES, for either electric or gas energy systems.
38. **Illegal Signs.** No temporary signs (including "popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 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 builders' direction, to assist in the initial sale and/or rental of homes on the Property. This same restriction shall apply to the marketing and/or sale of all retail establishments located on the Property. Furthermore, the Applicant, any builders and any retail tenants shall direct their respective agents and employees involved in the marketing and sale of the residential units on the Property to adhere to this Proffer.
39. **Lighting.** All lighting, including of signage, shall be provided in accordance with the requirements of Sections 14-900 and 7-200 (SHOD) of the Zoning Ordinance.
40. **Stormwater Management.** In accordance with County engineering requirements and subject to approval by DPWES of waivers and/or modifications, a stormwater management/Best Management Practice ("SWM/BMPs") facility shall be provided on-site generally in the location depicted on the CDP/FDP. The Applicant may utilize alternative measures, including innovative BMPs, as supplemental designs at time of site

plan submission, subject to the approval of DPWES and Urban Forest Management (UFM) and if in substantial conformance with the CDP/FDP.

- A. Said stormwater management facility shall be a wet pond, subject to County approval. To implement a wet pond design in a residential neighborhood, it is understood that the Applicant shall request a waiver from the County. If approved, said wet SWM/BMP pond facility shall be maintained by the UOA/HOA/COA in accordance with the County standards. The UOA/HOA/COA documents shall set forth, among other things, the maintenance responsibility for the wet SWM/BMP pond.
- B. Should the wet pond waiver(s) not be approved, the Applicant shall construct a dry pond(s) in accordance with PFM requirements. In the event that dry pond(s) are required in residential portions of the Property, the Applicant shall: (i) grant an easement to Fairfax County, in a location approved by DPWES at the time of final site plan approval, to provide access to the stormwater facility for maintenance by Fairfax County; and (ii) convey the stormwater management facilities to the relevant HOA for SWM/BMP purposes at the time of recordation of the record plat.
- C. In order to restore, as nearly as practicable, a natural appearance to the proposed SWM/BMP pond, the landscape plan submitted as part of the first and all subsequent submissions of the site plan for the SWM/BMP pond, shall show the restrictive planting easement for the pond and the maximum feasible amount of landscaping that reasonably will be allowed in the planting areas of the pond outside of that restrictive planting easement, in keeping with the planting policies of Fairfax County, as determined by UFM. The Applicant shall install said landscaping in accordance with said plan, subject to DPWES and UFM approval.
- D. Said pond shall be constructed in the general location shown on the development plan and in accordance with all applicable PFM design requirements, as determined by DPWES. An increase in the amount of clearing and/or grading for this facility from that shown on the development plan (to include clearing and grading associated with any spillways, outfall pipes, and/or maintenance roads) shall be permitted only if the following conditions are met:
 - The increase is required to meet PFM requirements as determined by DPWES;
 - The change is in substantial conformance with the development plan and proffers; and,
 - The additional area needed for the facility is accommodated without any reduction in non-stormwater management open space, tree save and/or landscaping area on the Property.

If it is determined that additional clearing and/or grading is required and such does not meet those criteria, a PCA shall be required.

41. **Low Impact Development ("LID")**. Applicant will provide low impact development features such as, but not limited to, at least four rain gardens, porous pavers and/or infiltration trenches.
42. **Off-Site Parcel 34-2((1))-12 ("Stout Parcel")**. The Applicant shall either acquire the Stout Parcel or shall pay all costs, including reasonable attorney's fees for outside counsel (if applicable), necessary to condemn the parcel. The Applicant shall use its good faith efforts to diligently pursue acquisition of said parcel and, if successful, shall dedicate the entire parcel to the FCPA upon demand. Applicant shall renew its efforts to obtain the Stout Parcel by making a good faith, fair market value offer in writing within 60 days after zoning approval, and shall diligently pursue said acquisition with reasonably repeated efforts until six months after filing of its initial site plan. If, six months subsequent to submission of the first site plan, the Applicant is unable to bring about the dedication of the Stout Parcel or acquire by purchase the Stout Parcel at fair market value, as determined by an MAI (Member of the Appraisal Institute) appraisal, then the Applicant shall demonstrate its efforts in writing to, and shall request that, the FCPA use its powers of Eminent Domain to condemn the Stout Parcel. The Applicant's request shall be forwarded, in writing, to the Manager, Land Acquisition Branch, Planning and Development Division of the FCPA accompanied by:
 - A. Plans and plats showing the necessary property to be acquired;
 - B. An independent appraisal, by an MAI appraiser who is not employed by the County, of the value of the land to be acquired and damages, if any, to the residue of the affected property;
 - C. A sixty (60) year title search certificate of the land to be acquired;
 - D. A Letter of Credit in an amount equal to the appraised value of the property to be acquired which can be drawn upon by FCPA. It is also understood that in the event the property owner of the Stout Parcel is awarded more than the Letter of Credit in a condemnation suit, said excess amount of the award shall be paid to FCPA by the Applicant within forty-five (45) days after said award has become final. It is further understood that all reasonable and documented sums expended by FCPA, as defined above, in acquiring the Stout Parcel shall be paid to FCPA by the Applicant within sixty (60) days of written demand; and
 - E. A copy of written offers and counteroffers, and evidence of owner's refusal of such offers and counteroffers.

Should the FCPA not authorize, within 180 days of Applicant's aforesaid request, acquisition of the Stout Parcel by Eminent Domain, Applicant's obligation under this Proffer 42 shall be deemed to have been satisfied and Applicant shall be released therefrom.

43. **Sully Plantation**. The Applicant shall contribute \$200 per non-ADU unit, prior to issuance of the 500th building permit, to the FCPA for improvements to the Sully Historic Site facilities.

44. **Archaeological Studies.** A "Phase I Archaeological Survey" has been performed at the Applicant's expense for the Property by a certified, professional archaeologist, and has been submitted to DPZ for review. The findings of the above-referenced survey concluded that further study of the site is not warranted. Ninety (90) days prior to the beginning of on-site development activities, the Applicant shall grant permission to the FCPA Cultural Resource Management and Protection Section Manager and her agents, at their own risk and expense, to enter the Property to perform any necessary tests or studies, to monitor the Property at the time of initial clearing and grading and to recover artifacts, provided that such testing, studies, and removal do not unreasonably interfere with or delay the Applicant's construction schedule.
45. **Historical Marker.** Prior to final bond release for the section in which it is located, the Applicant shall fund the cost and erect an historical marker in close proximity to the historically significant area associated with the former "Turley Hall" plantation house. Location, design and text of said marker shall be determined in consultation with the Sully District Supervisor.
46. **Cemeteries.** To protect, during construction activities, the two cemeteries located along the south side of Barnsfield Road, prior to the initiation of clearing and grading the Applicant shall install temporary fencing defined as follows around the perimeter of each cemetery: 4-foot tall, 14-gauge welded wire attached to 6-foot steel posts driven 18 inches into the ground in cement or concrete "foundations", and placed no further than 10 feet apart. Said temporary fencing shall remain until completion of construction in the immediate area, when the Applicant shall provide around each cemetery a 4-foot tall, decorative metal fence, landscaping around the perimeter and a historical marker commemorating each cemetery. A public access easement shall be provided to the cemeteries and the UOA/HOA/COA shall maintain them. The obligation to maintain the cemeteries shall be provided for in the UOA/HOA/COA documents.
47. **Homeowners/Condo Association.**
- A. **Umbrella Owners' Association.** Prior to the issuance of the first Non-RUP or RUP for any phase of the development of the Property the Applicant shall establish an Umbrella Owners' Association ("UOA") in accordance with Virginia Law.
 - B. **Homeowner and Condominium Owners' Associations.** Prior to the issuance of the first RUP for any residential phase of the development of the Property, the Applicant shall cause either a Homeowners' Association and/or a Condominium Owners' Association ("HOA/COA") to be formed for that phase in accordance with Virginia law.
 - C. **Membership in UOA.** At a minimum, each HOA/COA and the owners of the PDC/Non-residential buildings shall be members of the UOA.
 - D. The UOA/HOA/COA shall be responsible for the care, operation and maintenance of private streets, parking, sidewalks, pedestrian trails, common

open space areas and recreational facilities within such development areas which are not owned and/or maintained by others. Prior to entering into a Contract of Sale, the initial purchasers of each respective residential unit shall be notified in writing by the Applicant of their maintenance responsibility for the private streets, wet stormwater management ponds, cemeteries, bus shelter, recreational and open space areas. This disclosure shall also be set forth in the respective UOA/HOA/COA documents.

- E. The requirement for review and approval by the County Architectural Review Board of exterior design changes for dwellings and other buildings located within the SHOD shall be included in the respective UOA/HOA/COA documents prepared for those portions Property.

48. **Residential Noise Attenuation.** To address noise impacts from Centreville Road, Route 28, and Air and Space Museum Parkway, the Applicant shall use building materials with the following characteristics pursuant to commonly accepted industry standards to achieve a maximum interior noise level of approximately 45 dBA Ldn and a maximum exterior noise level of 65 dBA Ldn in rear yards and outdoor recreation areas as follows:

- A. All residential units located within 190 feet of the centerline of Centreville Road and all residential units located within 950 feet of the centerline of Route 28 which are impacted by highway noise levels of between the 65 and 70 dBA Ldn and not otherwise shielded by structures or topography shall have the following acoustical attributes: Exterior walls shall have a laboratory STC rating of at least 39; and doors and windows shall have a laboratory STC rating of at least 28. If glazing constitutes more than twenty percent (20%) of any façade exposed to exterior noise levels between 65 and 70 dBA Ldn and not otherwise shielded by structures or topography, such facade shall have the same laboratory STC as walls. Measures to seal and caulk between exterior wall surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.
- B. To achieve a maximum exterior noise level of (i) 65 dBA Ldn for rear yards and outdoor recreational areas exposed to noise levels in excess of 65 dBA Ldn, and not otherwise shielded by proposed buildings or topography, the Applicant shall construct noise attenuation structures generally as shown on the CDP/FDP. Said noise attenuation structures shall include acoustical walls, earthen berms and/or combinations thereof (the "Noise Structure"). The Noise Structure shall be flush to the ground and architecturally compatible with the adjacent residential units and solid from ground up with no gaps or openings. Neither the Applicant nor the UOA/HOA/COA shall be responsible for restoration, removal, relocation or reconstruction of said noise barriers if such noise barriers are removed or otherwise altered in conjunction with future roadway improvements.

- C. As an alternative to "A" or "B" above, the Applicant may elect to have a refined acoustical analysis performed, subject to approval of DPZ and DPWES, to verify or amend the noise levels and impact areas set forth above and/or to determine which units or portions thereof may have sufficient shielding from vegetation and other structures to permit a reduction in the mitigation measures prescribed above; or to determine minimum STC ratings for exterior walls, windows, and doors.
 - D. The applicant shall demonstrate to the satisfaction of DPZ and DPWES, on units located within the contours cited within Proffer A above, that based on final grade and construction of noise attenuation features, rear yards of the noise-impacted SFA units shall not be affected by noise exceeding 65 dBA.
 - E. Impacted units shall be depicted on the site plans.
49. **Avigation Easement and Airport Noise Notification.** At the time of site plan approval for each development area, Applicant shall provide an avigation easement over the respective site plan area for the benefit of, and in a form acceptable to, the Metropolitan Washington Airports Authority. The UOA/HOA/COA documents and/or leasing agreements for the residential units shall contain a notification that the site is in close proximity to Dulles International Airport, that the dwelling units may experience aircraft noise, and that noise contour lines may change in the future which could result in some increase in aircraft noise.
50. **Garages and Driveways.** The Applicant shall place a covenant on each single family residential lot prohibiting use of the garage for any purpose which would preclude motor vehicle storage. This covenant shall be recorded among the land records of Fairfax County prior to the sale of lots and shall run to the benefit of the UOA/HOA/ COA and to the Board. Prior to recordation, the covenant shall be approved by the Fairfax County Attorney's office. The HOA documents shall expressly state this use restriction. Driveways shall be a minimum eighteen (18) feet in length from the back of the sidewalk, if applicable.
51. **Route 28 Prepayment of Taxes.** The Applicant shall provide prepayment of taxes that would have been attributable to the residential (PDH-16) portion of the Property in its current non-residential zoning district, in accordance with the formula and provisions as adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District. The prepayment of taxes shall be made within ninety (90) days after the Board of Supervisors approval of this rezoning application. The Applicant recognizes that failure to provide payment to the County in the full amount determined by the Boards' formula within 90 days of the Board of Supervisors approval of this rezoning, shall mean that this rezoning shall not become effective and that this rezoning decision shall be void in accordance with Virginia Code Section 15.2-4608©.

52. **Escalation.** All monetary contributions required by these Proffers shall be adjusted for inflation, in conformance with the Consumer Price Index, occurring subsequent to the date of subject rezoning approval and up to the date of payment of the respective contribution.
53. **Density Credit.** All intensity of use attributable to land areas dedicated and/or conveyed to the Board or any other County agency at Applicant's expense pursuant to these proffers (including, without limitation, the dedications referenced above) shall be subject to the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance and is hereby reserved to the residue of the Property.
54. **Severability.** Any of the sections or individual land bays may be the subject of a PCA, CDPA and/or FDPA without joinder and/or consent of the other sections or land bays, if such PCA, CDPA and/or FDPA does not have any material adverse effect on such other section or land bays. Previously approved proffered conditions or development conditions applicable to the section(s) or land bay(s) not the subject of such a PCA, CDPA, and/or FDPA shall otherwise remain in full force and effect.
55. **Counterparts.** To facilitate execution, this Proffer Statement may be executed in as many counterparts as may be required. It shall not be necessary that the signature on behalf of all the parties to the Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.
56. **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, assigns, and/or developer(s) of the Property or any portion of the Property.

[SIGNATURES ON FOLLOWING PAGES]

SULLY EAST L.C.
Applicant and Title Owner of Parcels
34-2-((1))-1A, 2, 3A, 10A, 27, 35

57. By:

58. Name:

59. Title: Manager

SULLY NORTH INVESTMENTS L.C.
Title Owner of Parcel 34-2-((1))-33

60. By:

61. Name:

62. Title:

BOARD OF SUPERVISORS OR FAIRFAX COUNTY, VIRGINIA
Title Owner of approximately 1.5467 acres of Barnsfield Road Right-of-Way

63. By:

64. Name:

65. Title:

K. HOVNANIAN DEVELOPMENTS OF VIRGINIA, INC. (f/k/a K. Hovnanian Developments of Metro Washington, Inc.)
Contract Purchaser

66. By:

67. Name:

Title: _____

FINAL DEVELOPMENT PLAN CONDITIONS

FDP 2003-SU-035

January 3, 2007

If it is the intent of the Planning Commission to approve Final Development Plan Amendment FDP 2003-SU-035, on property located at Tax Map 34-2 ((1)) 1A, 2, 3A, 10A, 27, 33 pt. and 35, plus a portion of Barnesfield Road to be vacated, and or abandoned, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede all previously approved conditions.

1. The pool/courtyard at the intersection of Turley Hall Drive and the former segment of Barnesfield Road shall be consistent in quality and character to the pool/courtyard depicted on Sheet 11 of the CDP/FDP.
2. All signage shall be architecturally compatible with the buildings in terms of style, color and materials. The location of all signs shall comply with the provisions of Article 12 of the Zoning Ordinance, irrespective of that shown on the FDP, subject to ARB review and approval.
3. All lighting shall meet or exceed the standards set forth in the Zoning Ordinance for outdoor lighting at the time of site plan review, with final determination made by Department of Public Works and Environmental Services staff. The submission of a photometric study shall also be required for the athletic fields.
4. As requested by Fairfax Water, the recordation of an amendment to the existing waterline easement agreement shall also be required prior to site plan approval.
5. To facilitate the formation of carpools, a minimum of 10 carpool parking spaces marked with signage shall be provided in either the retail/office or hotel/restaurant portion of the development.
6. The establishment of an easement for the proposed alignment of the major pedestrian/bike trail detailed in the FDP shall be coordinated with the Fairfax County Park Authority, MWAA and VDOT before the abandonment of Barnesfield Road occurs.
7. An on-street bike lane extending from the terminus of Turley Hall Drive to the unnamed cross street east of Beale Drive, then connecting with the proposed major off-street trail that generally follows the current alignment of Barnesfield Road shall be provided subject to the approval of FDOT and VDOT.
8. Striped, mid-block crosswalks on Turley Hall Drive shall be provided at the garage entries for the multi-family development and on the west leg of Turley Hall Drive at the townhome/multi-family entrances subject to VDOT approval.

9. Planter boxes consistent with those proposed along the multifamily buildings (as depicted on Sheet 13 of the CDP/FDP) shall also be provided along the southern facade of the hotel to the extent possible, as determined by UFM to better screen the use from the adjacent multifamily building.
10. Shuttle service from the hotel to the Air & Space Museum and Dulles airport shall be available to guests. Shuttle services shall be made available to residents of the age-restricted community at a minimal cost on a space available basis.
11. A minimum of one loading space shall be provided for each multi-family building.

DEVELOPMENT CONDITIONS

SE 2003-SU-023

January 3, 2007

If it is the intent of the Board of Supervisors to approve SE 2003-SU-023 located at Tax Map 34-2 ((1)) 2 pt., 3A pt., 10A pt., and 27 pt. and a portion of Barnsfield Road, to be vacated and/or abandoned, for an increase in building height pursuant to Sect. 9-607 of the Fairfax County Zoning Ordinance, the staff recommends that the Board condition the approval by requiring conformance with the following development conditions:

1. This Special Exception is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception is granted only for the purpose(s), structure(s) and/or use(s) indicated on the Special Exception Plat approved with the application, as qualified by these development conditions.
3. This Special Exception is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this special exception shall be in substantial conformance with the approved Special Exception Plat entitled "Dulles Discovery Special Exception Plat" prepared by LandDesign, Inc. and dated October 13, 2006 and these conditions. Minor modifications to the approved special exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
4. The height of residential multifamily buildings within the outermost 500 feet of the Sully Historic Overlay District, as shown on the CDP/FDP, shall not exceed 60 feet in height.

The above proposed conditions are staff recommendations and do not reflect the position of the Board of Supervisors unless and until adopted by that Board.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, thirty (30) months after the date of approval unless the use has been established or construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.