



APPLICATION ACCEPTED: July 24, 2006, 2006
PLANNING COMMISSION: July 26, 2007
BOARD OF SUPERVISORS: not scheduled

County of Fairfax, Virginia

July 19, 2007

STAFF REPORT

PCA 87-S-039-6 and FDPA 87-S-039-10

SPRINGFIELD DISTRICT

APPLICANT: Fairfax Corner Retail LC

ZONING: PDC

PARCEL(S): 56-1 ((1)) 47G1, 47H, 47J, 47K, 47L, 47P, 47Q, 47R, 47S, 47T

ACREAGE: 30.24 acres

FAR: 0.96 (application area only)
0.49 (overall original area)

OPEN SPACE: 27%

PLAN MAP: Fairfax Center Area – Office/Mixed Use

PROPOSAL: Amend previous approvals to add 716,732 square feet of additional retail, office and residential uses to an existing mixed use development

WAIVERS & MODIFICATIONS REQUESTED: Modification of the PDC standards to permit a maximum of 1,447,062 square feet of residential uses (56%) on the entire original application area

Waiver of transitional screening and barrier requirements between the residential and non-residential uses within the original application area

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Modification of the loading space requirement for the residential uses to allow 1 loading space per residential building

STAFF RECOMMENDATIONS:

Staff recommends denial of PCA 87-S-039-6 as proposed. If it is the Board's intent to approve PCA 87-S-039-6, staff recommends that such approval be subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends denial of FDPA 87-S-039-10 as proposed. If it is the Planning Commission's intent to approve FDPA 87-S-039-10, staff recommends that such approval be subject to conditions consistent with those contained in Appendix 2.

It should be noted that it is not the intent of the 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; and that, should this application be approved, such approval does not interfere with, abrogate or annul any easements, covenants, or other agreements between parties, as they may apply to the property subject to this application

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

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



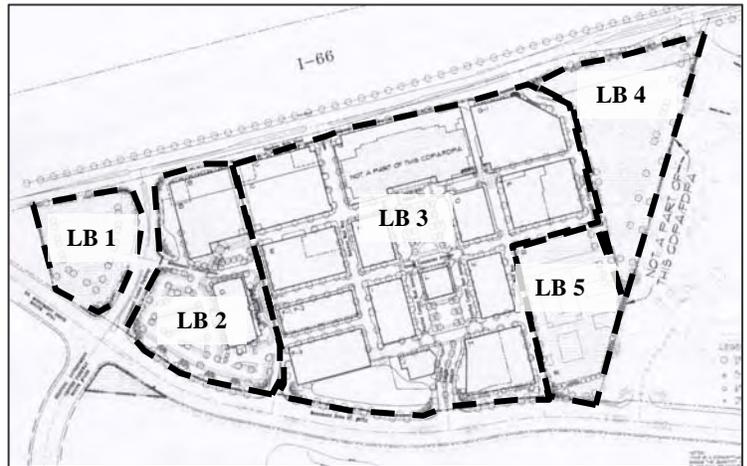
**A GLOSSARY OF TERMS FREQUENTLY
USED IN STAFF REPORTS CAN BE
FOUND AT THE BACK OF THIS REPORT**

DESCRIPTION OF THE APPLICATION

Proposal:

The applicant requests approval to amend the previously approved applications to add 716,732 square feet of additional retail, office and residential uses to the existing mixed use development known as Fairfax Corner.

The application is filed on Land Bays 2 and 3 of the development shown in the graphic to the right. The actual theater building is not included (although the land area surrounding the building is included).



The following table shows the changes between the site as currently developed, previously approved, and currently requested. *(Note that the table includes Land Bay 5 and the theater building to assist with comparison, although they are not included in the actual application.)*

		Constructed	Approved	Requested
Overall FAR (original development area)		0.29	0.35 (w/o ADU, bonus) 0.36 (w/ ADU, bonus)	0.49 (w/o ADU, bonus) 0.5 (w/ ADU, bonus)
Application Area FAR (Land Bays 2 and 3 – theater)		NA	0.41	0.96
GFA (inc theater and Land Bay 5)	Total	685,711	941,123	1,657,855 ¹
	Hotel	0	200,000	200,000
	Retail	192,260	100,000-325,000	200,000-400,000 ¹
	Theater	92,577	135,000	135,000
	Office	145,874	120,000-400,000	400,000-700,000
	Residential	255,000	260,000	655,000 ¹
# dwelling units		259 (Land Bay 5)	NA	up to 300 (new)

¹ includes Land Bay 5 (255,000 sq ft residential + approx. 21,000 sq ft first floor retail)

Additional details on the specifics of the proposal are explained in the section describing the Conceptual Development Plan / Final Development Plan.

Waivers & Modifications Requested:

- Modification of the PDC standards to permit a maximum of 1,447,062 square feet of residential uses (56%) on the entire original application area (114 acres)
- Waiver of transitional screening and barrier requirements between the residential and non-residential uses within the original application area
- Modification of the loading space requirement for the residential uses to allow 1 loading space per building

LOCATION AND CHARACTER

The application property is located in the Fairfax Center Area, south of Interstate 66 and Random Hills Road and north of Monument Drive. The property is zoned PDC, and developed with a mixed use development of primarily retail and office uses. The original rezoning encompassed 114 acres, and associated development constructed under that and other previous applications is integrated into a portion of the land area for the current application.

SURROUNDING AREA DESCRIPTION			
Direction	Use	Zoning	Plan
North	Fair Oaks Mall (across I-66)	C-7	Fairfax Center Area – Mixed Use/Retail
South	Fairfax County Government Center	PDC	Fairfax Center Area – Mixed Use/Office
East	Residential: Multi-family (some ground level retail)	PDC	Fairfax Center Area – Mixed Use/Office
West	Fairfax Corner Parking (County land leased to Fx. Crn.)	PDC	Fairfax Center Area – Mixed Use/Office

BACKGROUND

Application	Approval Date	Description
RZ 87-S-039	February 8, 1988	Rezoned 114.5 acres to PDC District for mixed-use development at 0.35 FAR (1)
PCA 87-C-S-039 FDP 87-S-039 FDP 87-S-039-2 FDP 87-S-039-3 FDP 87-S-039-4 CSP 87-S-039	September 24, 1990 September 12, 1990*	Modified portion of office area to permit a hotel and 165,000 SF retail center, Final Development Plans for office buildings, child care center, multi-family units, roads, open space and stormwater management facilities, Comprehensive sign plan approved (2)

Application	Approval Date	Description
FDPA 87-S-039-5 CSPA 87-S-039	October 24, 1990*	Final Development Plan for 67 low and moderate income handicapped units Amended comprehensive sign plan (3)
PCA 87-S-039-2 FDPA 87-S-039-6	November 16, 1998 November 5, 1998*	Modified square footage and layout for the office, hotel, retail and residential uses. Relocated Monument Drive and eliminated moderate income handicapped units (4)
PCA 87-S-039-3 FOPA 87-S-039-7	February 28 2000 February 17, 2000*	Modified previously approved configuration for mixed-use development at 0.35 FAR (5)
CSPA 87-S-039-2	March 7, 2001*	Comprehensive sign plan approved for Land Bays 1-4. (6)
PCA 87-S-039-4 FDPA 87-S-039-8	May 7, 2001 April 18, 2001*	Modified the multi-family layout to eliminate a travel way to Land Bay D (7)
PCA 87-S-039-5 FDPA 87-S-039-9	July 1, 2002 June 20, 2002*	Convert 255,000 square feet from non-residential to residential use (8)

*Date of Planning Commission approval

- (1) On February 8, 1988, the Board of Supervisors approved RZ 87-S-039 to rezone 114.5 acres from the R-1 (Residential - one dwelling unit per acre), R-5 (Residential - five dwelling units per acre), and R-12 (Residential - twelve dwelling units per acre) Districts to the PDC (Planned Development Commercial) District for a mixed-use development for two-thirds office and one-third residential at a maximum Floor Area Ratio (FAR) of 0.35 and minimum open space of 45%. The approved conceptual development plan showed a 1,163,676 square feet of commercial development and up to 585,062 square feet of secondary uses, which included 582,062 square feet of residential uses in Land Bay D, bank teller machines, health clubs, private clubs, and child care center. The proffers and conceptual development plans are on file with the Zoning Evaluation Division of the Department of Planning and Zoning (ZED).
- (2) On September 24, 1990, the Board of Supervisors approved PCA 87-S-039 for a proffered condition amendment (PCA) which amended the approved conceptual development plan and proffers for RZ 87-S-039. The application permitted a hotel and 165,000 square foot retail center in lieu of a portion of the office development. There was no change to the maximum FAR of 0.35; however, the minimum open space area was reduced to 40%. Four concurrent Final Development Plans (FDP 87-S-037-01, -02, -03, -04) were approved by the Planning Commission on September 12, 1990, for two office buildings; a 7,000 square foot child care center; 648 multi-family dwelling units; right of way; open space and stormwater management ponds. In addition, the Planning Commission approved CSP 87-S-039 for a comprehensive sign plan (CSP) for the area of the final development plans (FDP). The proffers, conceptual/final development plans, final development plan conditions and comprehensive sign plan are on file with ZED.
- (3) On October 24, 1990, the Planning Commission approved FDPA 87-S-039-5 and CSPA 87-S-039 for 67 low and moderate income handicapped units in a multi-family residential development, and a comprehensive sign plan amendment. The final development plans, comprehensive sign plan and conditions are on file with ZED.

- (4) On November 16, 1998, the Board of Supervisors approved PCA 87-S-039-2 (FDPA 87-S-039-6 was approved by the Planning Commission on November 11, 1998). The applications approved a mixed-use development for 0.35 FAR (0.36 FAR with ADU bonus) to reconfigure the development plans. The Fairfax Corner development was approved for a 120,000 square foot hotel; 165,000 square foot retail center; 879,123 square feet of office uses and 582,062 square feet for residential uses. The development plans also relocated Monument Drive and eliminated the area approved for 67 low and moderate income handicapped units approved as part of FDPA 87-S-039-5.
- (5) On February 28, 2000, the Board of Supervisors approved PCA 87-S-039-3, (the Planning Commission approved FDPA 87-S-039-7 on February 17, 2000), to permit modification to the development plans of Land Bays 1-4. The CDPA/FDPA approved Land Bay 1 (2.96 acres) for a parking structure; Land Bay 2 (6.89 acres) for two office buildings; Land Bay 3 (29.39 acres) for mix of office buildings with first floor retail option, hotel, restaurants, retail and movie theater; and Land Bay 4 (5.79 acres) for 160,000 - 210,000 square feet of multi-family residential uses. There was no change to the maximum FAR of 0.35 and minimum open space area of 40%.
- (6) On March 7, 2001, the Planning Commission approved CSPA 87-S-039-2 to amend the comprehensive sign plan for the retail, office and residential development in Land Bays 1-4. The comprehensive sign plan amendment and conditions are on file with ZED.
- (7) On May 7, 2001, the Board of Supervisors approved PCA 87-S-039-4 (Planning Commission approved FDPA 87-S-039-8 on April 18, 2001). The applications modified the layout of the multi-family residential development in Land Bay 4, and eliminated a travel way to the multi-family development to the northeast (The Reserve at Fairfax Corner) in Land Bay D. The proffers, conceptual/final development plans and development conditions are on file with ZED.
- (8) On July 1, 2002, the Board approved PCA 87-S-039-5 (Planning Commission approved FDPA 87-S-039-9 on June 20, 2002). The applications permitted 255,000 square feet of non-residential uses to be converted to residential uses in Land Bay 5; some ground floor retail was retained. With approval of the applications, the original land area of Fairfax Corner included: 699,123 square feet of non-residential uses (40%) and 1,047,062 square feet of residential uses (60%), prior to application of the ADU ordinance. Copies of the currently approved proffers, development conditions, and CDP/FDP are included in Appendix 5.

COMPREHENSIVE PLAN PROVISIONS (Appendix 6)

Plan Area: Area III
 Fairfax Center Area, Sub-Unit P2

Plan Map: Fairfax Center Area: Office/Mixed Use

Plan Text:

In the Area III volume of the Comprehensive Plan, 2007 edition, Fairfax Center Area, as amended through September 25, 2006, Land Unit Recommendations, pages 92-94, the Plan states:

[Land Unit P] is located north of Route 29, east of the Alden Glen townhouse development, south of I-66 and west of Land Unit Q. This land unit contains the Fairfax County Government Center, the Fairfax Corner development site, and several large vacant tracts. Transit improvements are proposed for the area adjacent to I-66. Potential facilities could include a rail station, express bus and kiss-and-ride facilities, or a park-and-ride lot.

RECOMMENDATIONS

Sub-unit P2

This sub-unit is planned for office mixed-use development at an intensity of .35 FAR at the overlay level. Development of this area should include a mixture of uses including office, residential, hotel, entertainment, recreation, and support retail.

In order to develop this sub-unit at the overlay level, the following conditions should be met:

- Mitigation of noise impacts from I-66;
- Office development orientation to I-66;
- Housing development orientation to the EQC;
- Potential sharing of amenities with the Fairfax County Government Center;
- Mitigation of potential negative traffic impacts on surrounding areas;
- Mitigation of impacts on the adjacent, existing residential neighborhoods;
- Provision of pedestrian access throughout the site particularly along the north side of Monument Drive;
- Primary access should be from Monument Drive;
- Linkage to the Fairfax Center core area on the north side of I-66 via Monument Drive bridge; and
- Roadway connections should be provided between Random Hills Road and Monument Drive through Sub-unit P2.

The majority of this sub-unit contains the 114.5-acre Fairfax Corner development, which is planned and approved for residential, retail, office and hotel uses up to an overall .35 FAR. The eastern portion of Sub-unit P2 is developed with multi-family residential uses at The Reserve at Fairfax Corner, which contains approximately 652 garden apartments. The western portion of the sub-unit (the approximately 36-acre core Fairfax Corner mixed-use area) is developed with office, retail and residential uses and is approved for development up to .60 FAR (255,000 SF of residential uses and 686,123 SF of non-residential uses).

As an option at the overlay level, additional mixed-use development may be appropriate for the western portion of Sub-unit P2, which has been developed as the Fairfax Corner mixed-use core area. Specifically, the 32-acre area shown in Figure 16 (bounded by Random Hills Road to the north, Government Center Parkway to the west, Monument Drive to the south, and Summit Corner Drive to the east, excluding the Camden Fairfax Corner development (Tax Map 56-1 ((1)) 47E and Tax Map 56-2 ((1)) 75A)) is planned for mixed-use development at .50 to 1.0 FAR, to encourage additional mixed-use development that will refine and enhance this core area of Fairfax Corner.

Intensity between .50 FAR and up to 1.0 FAR for this area may be appropriate provided that applicable major and minor development elements of the Fairfax Center Area are addressed, along with the following additional conditions:

- Any residential development under this option will be deemed to be the high end of the Plan density range for affordable housing calculations. The provision of workforce housing to accommodate the needs of individuals or families making from 70 to 120 percent of the County's median income is encouraged.

Design

- To accommodate additional development at Fairfax Corner it will be necessary to redevelop surface parking lots. Parking should be provided in structures and/or underground to the maximum extent possible. Ground floor uses should be incorporated into the structures where possible. Where the structures are visible, architectural treatments should be used to minimize the visual impact on the surrounding uses;
- Open space and recreation areas should be provided to help meet the recreation needs of residents and others. These may include urban parks, plazas, courtyards, athletic courts, or tot lots; and
- A high-quality pedestrian-oriented environment should be maintained, including sidewalks and trails that safely connect the land uses within the site and to the surrounding area. These pedestrian pathways should be part of an overall circulation plan and should connect to a future transit facility site along Random Hills Road.

Transportation

- Traffic impacts on the surrounding road network and existing access points should be mitigated;
- A Transportation Demand Management program should be implemented;
- A Metrorail station is planned adjacent to the site in the median of I-66, with pedestrian access to both Fairfax Corner and to the Fair Oaks Mall area. Future development under this option should be designed in a way that facilitates pedestrian, bus and vehicular connections to a future Metrorail station and other transit facilities along Random Hills Road.

Sheets 7, 8, 8a and 9 show illustrative perspectives of some of the proposed buildings on the site (note that these perspectives do not show the maximum building envelope allowed by the CDP/FDP).

Sheet 10 shows some site amenities such as lighting fixtures, and details of two proposed recreational areas (the pond overlook by Building F and the new entrance plaza to Building B).

Sheet 11 shows a detailed plan view of improvements to Monument Drive (no change from previous approval).

Sheet 12 shows details of the existing open space plazas located in front of Building D and in the “town square” area.

Sheet 13 depicts an illustrative view and a plan view of the rear of Building G-1 (along Random Hills Road), and an additional landscape detail of the front entrance of that building (labeled a “pocket park”).

Sheet 14 shows cross sections of three portions of the site.

Sheets 15 and 16 show three options for future connection to metro

Overview

The proposed new development on the site is built onto the existing grid pattern; the basic proposal adds additional residential options in three previously approved buildings (F2, I and N); replaces previously approved surface parking and parking garages with office buildings with some ground floor retail (B, C and G1), and modifies the maximum height of some of the previously approved buildings.

The application adds a total of 716,732 square feet to the “town center” portion of the Fairfax Corner development, previously approved for 941,123 square feet of development.

Roads & Access

No new roads or points of access are proposed; as noted, the application adds the proposed development within the existing grid pattern of streets. The site will continue to have three points of access onto Monument Drive, one point of access on Government Center Parkway, and two points of access on Random Hills Road.

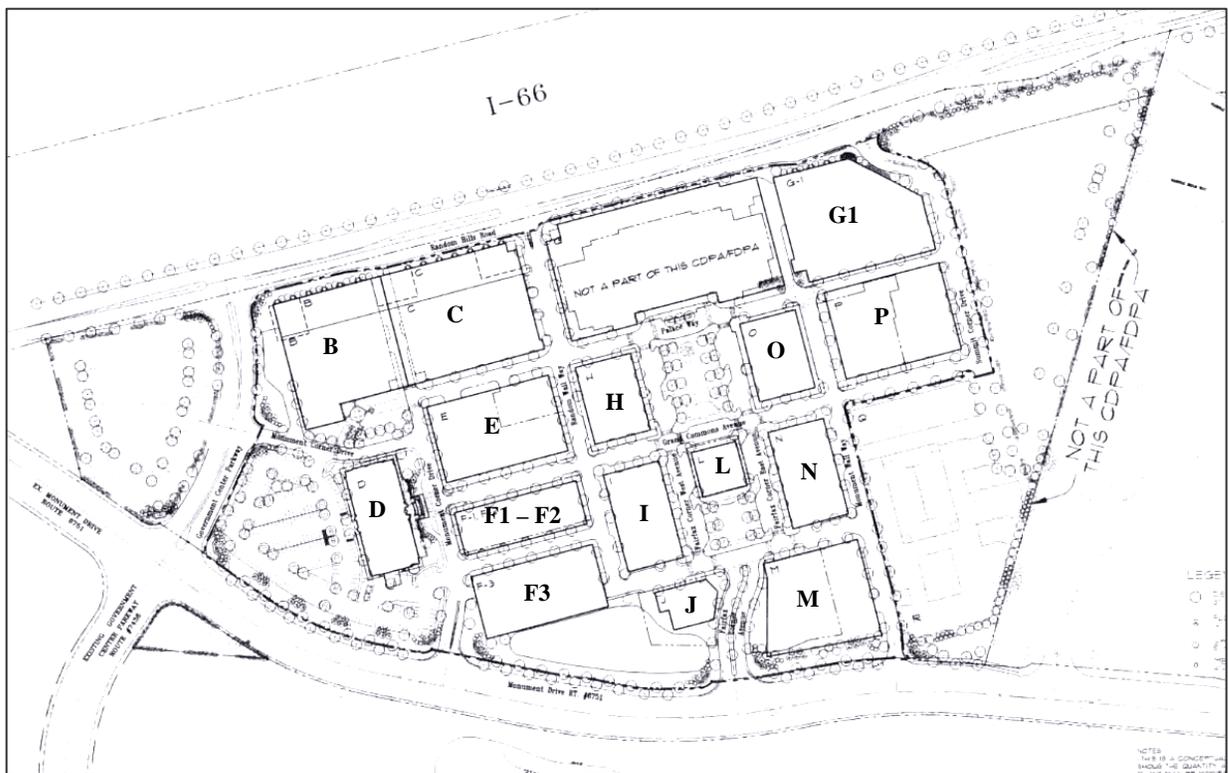
Parking

The majority of the parking, at build out, will be in structured parking below the buildings and, in some cases, behind a façade of a use. On-street parking continues to be provided on most streets, and the surface lots around Building D will remain. The applicant also reserves the right to keep the land area in surface lots until further development occurs.

Uses / Intensity

The non-residential portion of the Fairfax Corner development (Land Bays 2 and 3) is currently approved for approximately 668,000 square feet of office, retail, and other related uses, including the theater building which is not included in this application. This application seeks to add an additional 716,732 square feet of residential, office, retail, and other related uses. The proposed intensity for the application property is 0.96; the proposed intensity for Land Bays 2 and 3 with the inclusion of the theater would be 1.0.

The graphic below shows the buildings as labeled in the CDP/FDP, and referenced in the text that follows. Note that “retail” in this application allows a number of related uses, such as restaurants, which are not classified as “retail” by the Zoning Ordinance.



Building B

Current Use: surface parking lot

Approved for: hotel/office/retail and surface lot; 180 feet (4 to 12 stories)

Proposed: hotel/office/retail and surface lot; 180 feet (3 to 14 stories), 11 stories, 115 feet on Random Hills frontage

Building C

Current Use: surface parking lot

Approved for: parking deck; 60 feet (6 floors)

Proposed: hotel/office/retail and surface lot; 180 feet (3 to 14 stories), 11 stories, 115 feet on Random Hills frontage

Building D

Current Use: office, 6 stories (*Ruth Chris Steakhouse*)
Approved for: office; 90 feet (6 stories)
Proposed: office; 90 feet (6 stories)

Building E

Current Use: retail, 1 story (*REI*)
Approved for: hotel/office/retail; 140 feet (10 stories)
Proposed: hotel/office/retail; 140 feet (8 stories)

Building F1 & F2

Current Use: retail, 1 story (*Chipotle*)
Approved for: office/retail/parking deck; 60 feet (5 stories, deck 6 floors)
Proposed: office/retail; 100 feet (8 stories)

Building F3

Current Use: surface parking
Approved for: office/retail/parking deck; 60 feet (5 stories, deck 6 floors)
Proposed: residential/office/retail; 100 feet (8 stories)

Building G ***not included in application***

Current Use: theater, 1 tall story
Approved for: theater/hotel/office/retail; 100 feet (4 stories)
Proposed: theater/hotel/office/retail; 100 feet (4 stories)

Building G1

Current Use: surface parking
Approved for: parking deck; 60 feet (6 floors)
Proposed: office/retail; 115 feet (3-11 stories)

Building H

Current Use: retail/office, 2 stories (*Chicos, Red Door*)
Approved for: office/retail; 60 feet (2-4 stories)
Proposed: office/retail; 60 feet (2-4 stories)

Building I

Current Use: surface parking
Approved for: office/retail; 100 feet (2-8 stories)
Proposed: residential/office/retail; 100 feet (2-8 stories)

Building J

Current Use: eating establishment, 1 story (*PF Changs*)
Approved for: office/retail; 50 feet (3 stories)
Proposed: office/retail; 50 feet (2 stories)

Building L

Current Use: eating establishment, 1 story (*Coastal Flats*)

Approved for: office/retail; 50 feet (3 stories)

Proposed: office/retail; 50 feet (3 stories)

Building M

Current Use: eating establishment, 1 story (*Rio Grande*)

Approved for: hotel/office/retail; 60 feet (4 stories)

Proposed: office/retail; 60 feet (4 stories)

Building N

Current Use: surface parking

Approved for: hotel/office/retail; 100 feet (2-8 stories)

Proposed: residential/office/retail; 100 feet (2-8 stories)

Building O

Current Use: retail/office, 2 stories (*Potbelly, Little Gym*)

Approved for: office/retail; 60 feet (2-4 stories)

Proposed: office/retail; 60 feet (2-4 stories)

Building P

Current Use: retail, 1 story (*ex-Organized Living*)

Approved for: hotel/office/retail; 60 feet (4 stories)

Proposed: hotel/office/retail; 100 feet (8 stories)

The following chart compares the uses by square footage, showing what is currently constructed on the site, what is approved pursuant to PCA 87-S-039-5, and what is proposed with this application. For comparison, the chart includes Land Bay 5 and the theater building, neither of which are included in the application.

		Constructed	Approved	Requested
GFA (inc theater and Land Bay 5)	Total	685,711	941,123	1,657,855 ¹
	Hotel	0	200,000	200,000
	Retail	192,260	100,000-325,000	200,000-400,000 ¹
	Theater	92,577	135,000	135,000
	Office	145,874	120,000-400,000	400,000-700,000
	Residential	255,000	260,000	655,000 ¹
# dwelling units		259 (Land Bay 5)	no limitation	up to 300 (new)

¹ includes Land Bay 5 (255,000 sq ft residential + approx. 21,000 sq ft first floor retail)

Landscaping

The landscape plan included in the CDP/FDP is minimal, although it is similar to what was previously approved. The plan shows street trees along all roads with flower beds and shrubs at the entrances to the site and along Monument Drive (in the detail sheets). More detailed plans are provided for the plaza and open space areas, also showing additional flower beds and shrubs. Species are not provided; the maximum

caliper of deciduous tree proposed is 3 inches. The plat and proffers provide for 27% open space on the application property, and 39% open space on the original land area (114 acres).

Architecture

The application carries forward the proffer that, while providing no specifics, commits to “enhance the sense of identity and place established by the land plan and preserve human scale through the use of certain elements [such as] materials, textures, colors, window treatments, roof pitches, and decorative details.”

The proposed proffers commit to parking garage design for interior deck faces that would be designed to look like or blend with the surrounding buildings (essentially false fronts). Decks fronting on exterior (public) streets would include design features for “softening the visual impact of the parking structure.”

Pedestrian Access & Trails

The Pedestrian Circulation Plan in the CDP/FDP, shows sidewalks or trails along all interior blocks and exterior streets, although many of the interior sidewalks are only four feet in width. No specific street frontage designs are provided, except along Random Hills Road, where an eight foot wide trail is shown. One interior connection is shown to the existing residential units to the east (which is constructed).

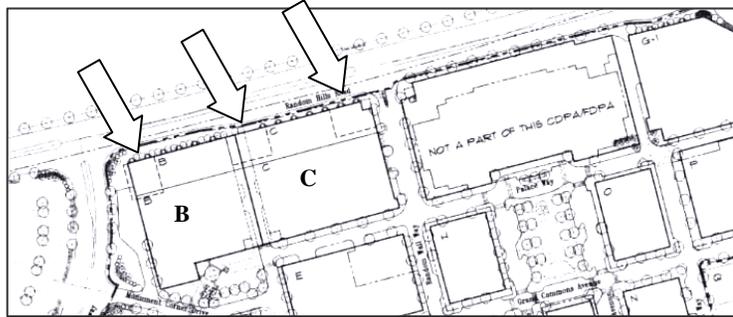
Stormwater Management

The site will be served by existing facilities, including an off-site (of the current application) regional pond built with the original rezoning, and an existing pond located on Monument Drive (next to Building F).

Access to Metro

As noted in the Comprehensive Plan, plans call for future transit facilities directly adjacent to this site. A metro station on the Orange Line Extension will be located in the center of I-66, somewhere in the vicinity of Buildings B and C. Discussions have also included, in the interim, Bus Rapid Transit along the same corridor.

The CDP/FDP shows three potential points of connection along the rear of Buildings B and C on Random Hills Road, shown in the following graphic. Option 1 is at the far western end of Building B, adjacent to Government Center Parkway. Option 2 is between Buildings B and C, and Option 3 is at the far eastern end of Building C, adjacent to the internal street, Random Wall Way (across from the theater building). As shown, only the central location appears to have any internal connection to the parking garages (and therefore to the buildings themselves).



Land Use Analysis (Appendix 6)

The application requests approval to amend an existing PDC District to allow over 700,000 square feet of additional development in the Fairfax Corner mixed-use development. The Comprehensive Plan includes an option for development in a portion of this Land Bay of up to 1.0 FAR, provided that a number of bulleted conditions are met. The proposal has an FAR of 0.96 on the application land area alone. When the theater and Land Bay 5 are included (at their maximum development potential) the entire land area covered in the Plan option would be at a 1.0 FAR. The proposed development is therefore in conformance with the basic use and intensity recommendations of the Comprehensive Plan, provided the Plan bullets are satisfied; the discussion below reviews the bullet conditions recommended by the Plan.

In addition to the Plan bullets discussed below, staff is concerned that the CDP/FDP does not contain the level of detail usually provided for a P-District, especially in a design-oriented Plan area such as the Fairfax Center Area. For example, several buildings could contain hotels, but the CDP/FDP does not show how drop-off entry areas would be provided for any of these buildings. Furthermore, the building envelopes shown are such that all of the new proposed office space could be contained in Buildings B and C, creating a development that is primarily one story retail spaces with two 14 story buildings on one corner of the site. Finally, the illustrations provided do not show the maximum building heights allowed by the CDP/FDP. The illustrations for Building I, for example, show a five story building adjacent to a one story restaurant and a small park space. If the buildings were constructed to their maximums of eight stories and three stories (respectively), the pedestrian scale would be compromised and the park over-shadowed, unless significantly larger sidewalks, setbacks, and park areas were provided.

➤ *Provision of Workforce Housing*

The Plan specifically encourages the provision of workforce housing as part of the residential component of the development. The applicant is proposing to provide, if required, 5% of the units as Affordable Dwelling Units, and an additional 3% of the residential units (a maximum of 9 units) as workforce units. If no ADUs are required, the applicant has proffered to provide the full 8% as workforce units. All workforce units would be tiered to 80%, 90% and 100% of Fairfax County's Median Household Income (MHI). Staff has several concerns with the applicant's proffer, including the use of the Fairfax County MHI rather than the standard Washington DC Metropolitan

Area MHI. Workforce units are targeted at populations (such as teachers and fire fighters) who work in the County but cannot afford to live here. The use of the higher Fairfax County MHI potentially puts even these units out of reach of these populations.

Additionally, the recommendations of the High Rise Affordability Task Force, which are scheduled for public hearings this fall, recommend that developments include 12% of the units as either workforce housing or ADUs. Staff has recommended that the applicant commit to provide a minimum of 8% of the units as either WFUs or ADUs, with a flat rate % of the metro area MHI for the workforce units (commensurate with other recent residential developments in the vicinity) or alternatively provide 12% of the units as either WFUs or ADUs, with the workforce units tiered as in the recommendations of the Task Force. Staff has also recommended that the applicant consider an optional proffer to 'opt in' to the new workforce housing regulations; this would increase the amount of affordable housing and bring the development into compliance with other provisions of the ordinance, but would benefit the applicant by allowing them to take advantage of any bonus provisions which are adopted. The applicant has not chosen to opt into the new provisions.

This Plan bullet has not been fully addressed at this time.

➤ *Parking in structures*

The Plan notes that the intensity proposed (in the Plan and the zoning application) will require primarily structured parking, and encourages ground floor uses in parking structures where possible, and façade treatments to minimize the impact of visible parking structures. The CDP/FDP shows the majority of the parking structures to be faced with retail or other uses, and the applicant has proffered to make internal garages look like buildings at the ground level where they are not so faced. Proffers further commit that lesser treatments will be provided on the visible façades of parking decks facing off-site. While staff would prefer that the face presented to the surrounding developments be treated as well as the internal face, the proffer commitments satisfy the Plan bullet at a minimal level.

➤ *Open Space & Recreation*

The Plan specifically calls for open space and recreation areas to meet the needs of residents and the public. It is reasonable to assume that this refers to open spaces over and above those already in place, to serve the additional 700,000 square feet of development. The applicant has proposed one large plaza at the entrance to Building B, a small private deck overlooking the stormwater pond for the use of residents only, and a "pocket park" consisting of special pavement, two trees and some benches at the entrance to Building G-1. Staff believes that these additional amenities are not sufficient to serve the additional commercial and residential space.

The Plaza at Building B, while well designed, has the feel of space belonging to that building, and will primarily serve the office tenants of B and C. While this could address the open space needs for those buildings, the remainder of the additional space is not so well served. The "pocket park" at the entrance to Building G-1 is no larger than any existing corner on the site today, and would more accurately be

described as “typical entryway treatment.” A doorway with two trees and a bench (see Sheet 13) can not be considered a “pocket park” or be expected to serve any real function as an open space amenity.

The need for private outdoor open space for the proposed residential tenants is especially acute. While it is true they have access to the on-site public spaces, and nearby trails on the (publicly funded and maintained) Government Center property, the only outdoor private space provided is a small deck overlooking the stormwater pond, located adjacent to the garage entrance and the street. Not only is the pond not designed as, or proposed to be, a wet pond that would serve as an amenity feature more like a private lake, but no direct access is provided from the residential buildings, even the one that is directly adjacent to the deck). The furthest buildings that could have residential units are 500 feet from this private deck. In order to utilize the grills on the deck, residents will have to carry their picnic supplies across the garage entrances and internal driveways of a large commercial development. It should be noted that all of the other residential units developed in the Fairfax Corner development (including Land Bay 5) have private outdoor space that is directly accessible from within the buildings and clearly for the use of the residents only.

Staff has provided the applicant with a number of options, any combination of which would address this issue with minimal impacts to the proposed layout. The proposed deck could be connected to a private deck/walkway along the rear of Building F3, with direct access from the building to this connection. Several areas that are currently surface lots or loading spaces (near Buildings D and E) could be converted to open space; building façades could be pulled back, especially at the corners, to create larger open space areas (that might actually function as true “pocket parks”); upper level decks or overlooks could be provided on the rooftops of the residential buildings to be coordinated with clubhouse space. Most of these options provide secondary opportunities for water quality benefits such as filter boxes or increased vegetation.

This bullet has not been adequately addressed.

➤ *Pedestrian Environment*

The Plan recommends that a high quality pedestrian environment be provided, and that this be continued to the proposed transit facility along Random Hills Road. While the CDP/FDP shows a complete pedestrian network consisting of sidewalks within the site and trails along the public street frontages, staff remains concerned that the pedestrian connections to the proposed transit center are neither sufficient to carry the expected pedestrian traffic, nor attractive and inviting enough to create the strong connection that is envisioned between a large mixed use development and an adjacent transit station. Staff recommends that wider sidewalks be provided along Random Hills Road (in lieu of the existing eight foot asphalt trail, which does not meet current standards but which the applicant is not proposing to modify), and that the pedestrian connections from within the site to the proposed transit station be improved so that they are safe, inviting, and easy to locate. The applicant has improved one of the three proposed connections (between Buildings B and C) but has not addressed all of staff’s concerns with this connection. The pedestrian connections along the street face of Building B or C have not been fully addressed, nor has the Random Hills

frontage which would bring patrons to the proposed local bus stops associated with the transit facility. Staff therefore remains concerned that, by not fully integrating pedestrian connections, the site is not capitalizing on the proposed transit connection, and is turning its back on Random Hills and the future transit.

➤ *Transportation Bullets*

These Plan recommendations are addressed in the Transportation section.

Fairfax Center Checklist Analysis (Appendix 14)

The Fairfax Center Checklist is a tool utilized by staff in evaluating a zoning application for conformance with the Comprehensive Plan for the Fairfax Center Area. The Checklist contains transportation, environmental, site design, land use, and public facilities elements.

In order to justify development at the Overlay Level, this application must satisfy all applicable basic elements; all major transportation elements; all essential elements; three-fourths of the applicable minor elements; and one-half of the applicable major elements. Based on staff's analysis as found in Appendix 14, the application satisfies 60% of the applicable basic elements; 50% of the major transportation elements; 50% of the essential elements; 75% of the applicable minor elements; and 67% of the applicable major elements. In staff's opinion, the application does not justify development at the Overlay Level.

Environmental Analysis (Appendix 6)

Issue: Water Quality / LID techniques

It is recommended that some Low Impact Development (LID) measures be incorporated into the proposed new development. While the existing facilities will meet stormwater management and Best Management Practices standards, staff feels that the request for additional density is an opportunity to further enhance water quality with the addition of LID measures, which could include measures such as filtergrass, porous pavement, or green roof areas. At this time, the applicant has not provided any additional LID features on the site.

Issue: Traffic Noise

The proffers note noise attenuation measures for a potential hotel location(s) in Buildings B, C, F-3 or P. However, the development plans also note Buildings E and G as possible hotel locations. While G is currently developed as a movie theatre complex (and the building itself is not included in the current application), it could be redeveloped at some later date as a hotel, potentially utilizing some of the surrounding land area which is subject to this application. The building should therefore be included in the noise proffers. While Building E is apparently shielded from any direct noise impacts from I-66 as a result of other proposed structures, this shielding will only occur if those structures are completed prior to Building E. Building E may still be subject to

interior noise requiring mitigation, and should also be included in the noise mitigation proffer. As the applicant has not, at this time, included E and G in the noise mitigation proffer, staff has proposed a development condition including them by reference.

The study provided by the applicant is generally thorough; however, traffic volumes on Random Hills Road were not included in the report. Additionally, it is recognized that elements such as future bus and rail traffic were unable to be included, which will undoubtedly lead to increases in noise for portions of the development. Because of this, staff is concerned that noise in the buildings proposed for hotel use may exceed levels which can be mitigated. The applicant has proffered to provide a noise mitigation study at the time of site plan approval for some of the buildings, and staff has included the remainder by reference with a development condition. The applicant has further proffered that, should noise in those locations exceed 80 dBA Ldn, no hotel will be located there, however County policy does not recommend noise sensitive uses in areas above 75 dBA Ldn. The applicant should revise the proffer to eliminate the hotel use in areas where noise levels exceed 75 dBA Ldn, and should further proffer that no hotels rooms will be constructed in areas where the applicant cannot demonstrate that mitigation will reduce the interior noise levels to 45 dBA Ldn. Staff has proposed development conditions addressing these issues. With the imposition of these conditions (or if they were incorporated into the proffers) these issues would be addressed.

Transportation Analysis (Appendix 8)

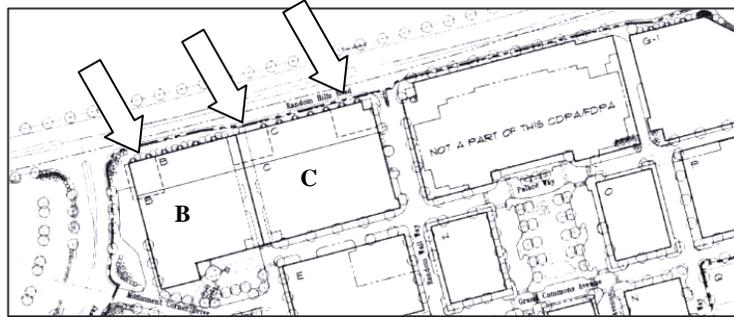
Issue: Relationship to Metro / Transit

The Comprehensive Plan includes bullets for the overlay option (under which the applicant is proposing to develop) that state:

- *A Metrorail station is planned adjacent to the site in the median of I-66, with pedestrian access to both Fairfax Corner and to the Fair Oaks Mall area. Future development under this option should be designed in a way that facilitates pedestrian, bus and vehicular connections to a future Metrorail station and other transit facilities along Random Hills Road.*
- *Improved bus service and/or bus shelters may be needed to serve the additional residential, office, retail and hotel uses.*

Additionally, the option includes specific text recommending that the pedestrian circulation plan connect to the planned transit facility site along Random Hills Road.

As noted in the plat description, the applicant has proposed three options for a connection to the planned transit facility. This connection is envisioned to include vertical integration, such that pedestrians from the transit facility in the center of I-66 could cross I-66 and Random Hills in a raised bridge, then use escalators or elevators to access the Fairfax Corner site or the pedestrian connections along Random Hills Road. The following graphic shows the applicant's three proposed locations.



The applicant's proffers state that, within 120 days (four months) of approval of the subject application, a working group would be convened to identify the favored location of this connection, and whichever of the three locations is chosen would be dedicated to the County at some point in the future. Because engineering and plans for Bus Rapid Transit (BRT) or metro service along the I-66 corridor are not currently available, staff is concerned that this short time frame does not provide the opportunity to obtain any additional information. In addition, the applicant's proffers would appear to obligate other agencies (including the County and WMATA) to participate in this working group, and to make a decision within a defined time frame. The proffers do not speak to what will occur to the metro connection if these entities choose not to participate in this working group, or cannot come to timely consensus. Staff therefore recommends that the applicant reserve the locations shown until such time as a site plan is processed for the affected building. At that time, the County could state if the location shown should be dedicated or not. As the timeframe for construction of Buildings B and C is several years out, this would allow a reasonable opportunity for additional information to be obtained to inform the decision on the best location for the metro station and the connections to it. This approach would also protect the applicant from being held up by lack of consensus in their proposed working group.

In addition to the location of the connection to metro, the Plan speaks to integration of this connection with development on the application site. The CDP/FDP shows each of these three locations apparently connected with the proposed garages for Buildings B and C; however, the proffers only speak to an actual connection for the middle location. It would appear that for either of the other two locations, an office worker using metro would have to exit the building, walk around to the metro entrance, and re-enter the building to access the metro. The lack of a direct connection to a metro stop for two large office buildings (over 550,000 square feet of office space could be located in these two buildings) is a missed opportunity to create a transit oriented development in what would otherwise simply be a suburban development which happens to be located at a metro station. It should be noted that, were the applicant carrying forward the current approvals which provided primarily for parking in the areas where a metro connection is likely, staff would be less concerned. The proposed office towers, however, are clearly long term investments. Once these are constructed, the opportunity to connect to the proposed metro, if not incorporated now, will be lost. The proffers should therefore (1) accommodate the construction of the head house (connection to metro) by dedication of the necessary construction and ancillary easements and (2) specifically provide for direct connections from the interior of the garages to the head house.

In addition to concerns about the timing of the decision and dedication, staff cannot at this time support the proposed dedication areas, because, although shown to be constructed abutting the buildings, the applicant is proposing the head house be constructed by others, but has not provided for construction easements, or any commitment that the proposed buildings will accommodate such construction (let alone the interior connections discussed in the previous paragraph). While staff does not expect the applicant to construct the head house facilities, more space must be provided to accommodate even the minimal facilities (with no design amenities). If the applicant is interested in providing the lesser space shown, and is willing to commit to basic construction, staff may be able to reevaluate the space needed based on the ability to have the facilities truly integrated.

In addition to the interior connections, staff is concerned that the proposed external pedestrian connections are not designed to encourage metro use and create a safe and pleasant pedestrian experience between the metro, the application property, and the immediately surrounding area (which includes the main Fairfax County Government Center Complex). The CDP/FDP does not propose to modify the existing eight foot wide asphalt trail along Random Hills Road to accommodate more foot traffic, or to create a better relationship to the development site. It would be appropriate to provide not only wider sidewalks, but a higher level of design such as sidewalks and streetscape that relate to the development, so a transit rider feels that they are coming off transit and into a site, not only a suburban-style, back door. In addition to serving the transit customer, these improvements would serve to provide the development with a "front door" on Random Hills Road, which is expected to carry a significantly larger proportion of the site's traffic as surrounding developments are built out.

This relates to a final point relating to the transit connection. Staff is concerned that the development is turning its "back" on the future transit site. No direct pedestrian connections are provided, no ceremonial entrances (like the boulevard style entrances on Monument Drive) are provided, and the building faces are tall, seem to provide open garages, and are not as well articulated as the interior faces. The CDP/FDP shows building setbacks as narrow as 10 feet along Random Hills Road. Setbacks of this size provide barely any room for landscaping to survive, and suggest that, for the pedestrian, the experience will be a blank wall up to 11 stories in height, much like walking in an alley in a large city. Staff recommends that setbacks be increased, and that higher quality landscaping be provided. Provision should also be made for additional amenities such as benches and art at such time as the transit connection is in place. Finally, the proffers indicate that land area for bus bays will be reserved along the rear face of Building B. While the area provided is sufficient for minimal facilities, staff would prefer to see commitments to integrate the shelters and plaza area into the rear face of the building. The applicant has proffered that an easement will be provided to allow "others" to attach a canopy / shelter to the side of the building, but no details have been provided as to how an area such as this could work. No CDP/FDP illustrations or proffer commitments are provided for specific architectural treatments, plaza areas, or access integration for this transit oriented area. While it might not be appropriate to provide these facilities today, in advance of transit, providing the space and general design should be done now or the opportunity will be lost.

Issue: Bus facilities on Monument Drive

The applicant should commit to provide bus shelters and related sidewalk connections along Monument Drive at stops which front or are opposite the site, upon request from FCDOT. The proffers commit to provide a shelter and concrete pad (but no pedestrian connections) at only one of the three existing stops, the stop located directly opposite the main entrance on Monument Drive. This issue is not fully resolved.

Issue: Sidewalk on Random Hills Road

It would be desirable if the applicant would commit to construct a sidewalk to connect the existing sidewalk on the south side of Random Hills Road from the trail stub east of Monument Drive to the Monument Drive overpass. Although this is off-site, the well-worn path indicates numerous pedestrians already walk to the application property along this route. This issue is outstanding.

Issue: Transportation Demand Management Plan (TDM Plan)

The applicant's proffers include a TDM Plan, but the proffer is somewhat lacking. Specifically, the applicant has limited the TDM Plan to a portion of the new development, and provided for a minimal trip reduction goal of 10%. Other recent developments in similar locations (suburban, not adjacent to existing transit facilities) have provided a 20% to 30% trip reduction goal. Given the mixed-use nature of the site, the internal capture of trips should provide significant trip reduction in and of itself. This issue is not fully resolved.

Public Facilities Analyses

Water Service (Appendix 9) – Adequate service is available via existing 6, 8 and 12 inch mains located on the site; no issues cited.

Sewer Service (Appendix 10) – The offsite sewer lines appear to be adequate for the proposed addition; however, the on-site sewer lines, which the developer still owns, might be in question. The applicant should perform a sewer study for the on-site sewer lines to determine their adequacy for the development. If the analysis indicates that the lines are inadequate, the applicant should proffer to correct the deficiency before or concurrent with the development. The applicant has provided the requested proffer; this issue is addressed.

Fire and Rescue (Appendix 11) – Meets fire protection guidelines, served by Station #440, Fairfax Center; no issues cited.

Stormwater Management Analysis, DPWES (Appendix 12) – No issues cited.

Fairfax County Park Authority (Appendix 13)

Issue: Contribution to off-set impacts of residential development

The \$955 per unit recreational funds required in P-Districts offset only a portion of the recreational needs of new residents. The Park Authority has therefore requested that the applicant contribute an amount of \$175,695 for the provision of recreational facilities in the vicinity of the property to offset the additional needs. The applicant has proffered to contribute \$500 per unit (\$150,000 total) for development at Patriot Park, which is quite distant from the site, approximately 4 miles away.

Issue: Contribution to off-set impacts of non-residential development

In addition to the residential development impact on recreational service and facilities, there is also an impact create by the proposed commercial development. The Comprehensive Plan for the Fairfax Center Area calls for a combination of private and public funding to contribute towards new facilities to serve both workers and residents. Recent monetary contributions have averaged 27 cents per square foot in the suburban centers. The applicant has not addressed this request.

Issue: On-site Recreational Opportunities

The Park Authority has also noted the issue of insufficient on-site recreational opportunities for the proposed new residential units, which was previously discussed in the Land Use section.

Fairfax County Public Schools (Appendix 14)

The application property is served by Eagle View Elementary, Lanier Middle, and Fairfax High Schools. Enrollment in Eagle View Elementary is currently below capacity but is projected to be above capacity by the 2011-2012 school year. Enrollment in Lanier Middle and Fairfax High is currently above capacity, but renovations at both schools will increase capacity by the 2007-2008 school year, and both schools are projected to be below capacity through the 2011-2012 school year. The proposed application is projected to generate a total of 13 elementary school students, three middle school students, and seven high school students, a total of 23 additional students over what would be projected under the current zoning (none). An appropriate contribution would be \$267,490. The applicant has proffered to contribute \$267,600 to schools in this area.

ZONING ORDINANCE PROVISIONS**Conformance with PDC District Regulations**

The applicant proposes to amend a previously approved PDC District zoning to allow the addition of 716,732 square feet of office, residential and retail and other related uses to an existing mixed-use development. The PDC District regulations set forth in Part 2 of Article 6, Planned Development Districts, of the Zoning Ordinance require the application to meet Zoning Ordinance standards such as performance standards,

site plan regulations, parking requirements, and sign regulations. The development as proposed meets these requirements.

Part 2 of Article 6 also lists allowable primary and secondary uses. The proffers and CDP/FDP indicate that the majority of the floor area on the site will be occupied by the primary uses of office, retail, and other similar uses. A smaller portion of the site is proposed for residential use. It should be noted, however, that the original rezoning case (a total area of 114 acres) would have 56% residential uses taken as a whole with the approval of this application. A modification to the PDC standards is therefore necessary to allow more than 50% (of the entire original area) to be in residential uses. This modification was previously approved, with earlier applications. As this application actually moves the development closer to meeting the standard (only 56% residential, versus the earlier approved 60%) staff does not object to the modification.

Conformance with Article 16

All development within the PDC District must conform to the standards set forth in Part 1 of Article 16.

Sect. 16-101 General Standards

The general standards set forth in Sect. 16-101 require that the development conform to the adopted comprehensive plan; that the design achieve the intent of the PDC District more than under a conventional zoning district; that the development efficiently utilize available land, and preserve to the extent possible scenic assets and natural features; that the development prevent substantial injury to surrounding developments; that the development be located in an area in which transportation, police and fire protection, other public facilities and public utilities are provided; and that the development provide coordinated linkages among internal facilities and services and to major external facilities and services.

The proposal conforms with the site specific Comprehensive Plan recommendations for use and intensity. However, as noted in the Land Use and Transportation sections, staff does not believe that the proposal fully addresses the plan bullets relating to accommodation and integration with transit, provision of recreation and open space, and provision of workforce housing. Therefore, in staff's opinion, the general standards have been not met with the current proposal.

Sect. 16-102 Design Standards

Par. 1 states that, at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform with the provisions of the most comparable conventional district. In this instance, the most comparable conventional district is the C-6 District (Community Retail Commercial), as shown in the following table.

Bulk Regulation	C-6 District	Proposed Development
Front Yard	45° Angle of Bulk Plane, not less than 40 feet (40 feet)	10 feet – Random Hills 30 feet – Gov. Center Pkwy * 35 feet – Monument Drive
Building Height	40 feet	115 feet – Random Hills 100 feet – Gov. Center Pkwy 100 feet – Monument Drive
Open Space	15%	27%

*no measurement shown; 30 feet as scaled on CDP/FDP

As demonstrated in the preceding table, the proposed development does not conform to the bulk standards of the C-6 District; however, it should be noted that the setbacks are not reduced from what was previously approved (although some of the buildings are taller).

Par. 2 states that open space, parking, loading, sign and other similar regulations shall have application in all planned developments. The application includes 27% open space, which is in excess of the open space requirement of 15% for the PDC District. While final parking requirements may change based on the final mix of uses, it appears that adequate parking will be available. The applicant is currently operating under a parking reduction to allow the use of off-site parking (on the County-owned parcel); a revised parking reduction may be required and would need to be processed at the time of site plan approval.

Par. 3 states that streets and driveways should be designed to generally conform to the provisions of the Zoning Ordinance. This standard has been satisfied.

Par. 4 states that emphasis should be placed on the provision of recreational amenities and pedestrian access. As noted in the Land Use and Park Authority Analyses, staff believes that the additional open space provided will adequately address the needs of the additional commercial space, but not the needs of the new residential units. For 300 units in three separate buildings, there is a single private deck of less than 650 square feet, with no access except from the internal street (crossing a garage entrance), and located more than 500 feet from the entrance of the furthest residential building. This standard has not been met.

Waivers and Modifications Requested

Modification of the PDC standards to permit a maximum of 1,447,062 square feet of residential uses (56%) on the entire original application area (114 acres)

The applicant requests a modification of the use limitation for a PDC District which requires secondary uses (the residential uses) to be limited to less than 50% of the gross floor area. While the application property itself meets this standard, the overall,

original development does not. As discussed in the review of the PDC standards, this application actually brings the development closer to meeting this standard than what was previously approved, and staff does not object to approval of the request.

Waiver of transitional screening and barrier requirements between the residential and non-residential uses within the original application area

Paragraph 1 of Section 13-304 allows transitional screening and barriers to be waived or modified between uses that are to be developed under a common development plan in the PDC District. The application area includes both residential and non-residential uses; and all of the adjacent residential uses that are not included in this application were developed under previous iterations of the Fairfax Corner rezoning case. As such, staff believes that compatibility has been achieved through the design of the development, and would not object to the requested waivers.

Modification of the loading space requirement for the residential uses to allow 1 loading space for each residential building.

The applicant has provided no justification for the request, so staff cannot support the modification at this time. Appropriate proffer commitments relating to scheduling of loading space use should be provided; however, it should be noted that most moves occur on weekends, which is the busiest retail time.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The applicant proposes to amend the previously approved zoning case on the application property to implement a Comprehensive Plan amendment, and add over 700,000 square feet of office, residential, retail and related uses to the existing Fairfax Corner development.

Staff has noted a number of outstanding issues, including the following:

- Orientation of the site to the planned metro stop and interim transit facilities
- Accommodation on the site of connections to the planned transit facilities
- Provision of open space and recreational amenities for new residential uses
- Transportation Demand Management Program commitments
- Provision of Workforce Housing commitments which are either comparable to other recent commitments in the area, or in accord with the new recommendations of the High Rise Affordability Task Force

Recommendations

Staff recommends denial of PCA 87-S-039-6 as proposed. If it is the Board's intent to approve PCA 87-S-039-6, staff recommends that such approval be subject to the execution of proffers consistent with those contained in Appendix 1.

Staff recommends denial of FDPA 87-S-039-10 as proposed. If it is the Planning Commission's intent to approve FDPA 87-S-039-10, staff recommends that such approval be subject to conditions consistent with those contained in Appendix 2.

It should be noted that it is not the intent of the 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; and that, should this application be approved, such approval does not interfere with, abrogate or annul any easements, covenants, or other agreements between parties, as they may apply to the property subject to this application.

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

APPENDICES

1. Draft Proffers
2. Proposed Development Conditions
3. Affidavit
4. Statement of Justification
5. Previous approvals: PCA 87-S-039-5 & FDPA 87-S-039-9
6. Plan Citations
7. Environmental Analysis
8. Transportation Analysis
9. Fairfax County Water Authority
10. Sanitary Sewer Analysis
11. Fire and Rescue
12. Stormwater Management Analysis, DPWES
13. Fairfax County Park Authority
14. Fairfax County Public Schools
15. Fairfax Center Checklist
16. Zoning Ordinance Provisions
17. Glossary of Terms

FAIRFAX CORNER RETAIL L.C.
PCA 87-S-039-6
DRAFT PROFFER STATEMENT

March 12, 2007
April 26, 2007
May 17, 2007
June 11, 2007
June 28, 2007
July 6, 2007
July 12, 2007

Pursuant to Section 15.2-2303A of the Code of Virginia, as amended, and subject to the Board of Supervisors approval of PCA 87-S-039-6, Fairfax Corner Retail L.C. (the "Applicant") owner of the approximately 30.2411 acres (known as Fairfax County Tax Map Parcels 56-1-((1))-47G1, 47H, 47J, 47K, 47L, 47P, 47Q, 47R, 47S and 47T and identified as Fairfax Corner Land Bays 2 and 3), included in this application (the "Property"), proffers for itself, its successors and assigns that development of the Property shall be in conformance with the previous proffers approved in PCA 87-S-039-5 and dated June 26, 2002, which proffers remain in full force and effect except as qualified by and subject to the following terms and conditions. In the event this application is denied, these revised proffers shall immediately be null and void and the proffers dated June 26, 2002 shall remain in full force and effect.

1. **Conceptual and Final Development Plan.** The Property shall be developed in substantial conformance with the Conceptual Development Plan Amendment and Final Development Plan Amendment ("CDPA/FDPA") prepared by Land Design, Inc. and last dated July 11, 2007 (the "Development Plan"), as further modified by these proffered conditions. Notwithstanding that the CDPA/FDPA is combined onto sixteen (16) sheets, it shall be understood that (i) the proffered portion, i.e. the CDPA portion, shall consist of the plan shown on Sheets 2 and 3 relative to the points of access, the maximum amount of square footage, the total square footage devoted to non-residential uses, the total square footage devoted to residential uses, maximum number of dwelling units, minimum and maximum building heights, location and types of uses, limits of clearing and grading, streets and major open space areas, and (ii) the Applicant has the option to request a Final Development Plan Amendment from the Planning Commission in accordance with Section 16-402 of the Zoning Ordinance with respect to the remaining elements.

2. **Paragraph 2 shall be revised to read as follows:**

Maximum Density. The maximum floor area ratio ("FAR") for the entire 114.5 acre Fairfax Corner assemblage ("Fairfax Corner") shall not exceed 0.49 FAR, prior to the application of Affordable Dwelling Unit ("ADU") density calculations. The total gross floor area on Fairfax Corner shall not exceed 2,462,947 square feet, prior to the application of the ADU density calculations. Parking structures and garages, whether freestanding, under or within buildings, shall not be counted as FAR square feet.

3. **Paragraph 3 shall be revised to read as follows:**

Principal Uses. All principal uses allowed in the PDC zoning district shall be permitted as depicted and/or listed on the CDPA/FDPA. The gross square footage of non-residential uses in Fairfax Corner shall not exceed two-thirds of the total, or 1,641,964 square feet. Of that amount, up to 700,000 gross square feet may be in office use, up to 400,000 gross square feet may be in retail use (inclusive of retail space located within Land Bay 5), up to 135,000 gross square feet may be in movie theater use, and up to 200,000 gross square feet may be in hotel/motel use. Except for the street level retail in the residential buildings and the movie theater, non-office principal and secondary non-residential uses shall be permitted only as shown on the CDPA/FDPA, located within the building enclosure of the office structures and within the retail center structures/buildings. The maximum size of any one retail establishment, except for a movie theater, grocery store or health club, shall not exceed 50,000 feet.

4. **Paragraph 4 shall be revised to read as follows:**

Residential Uses. The Applicant may develop up to 400,000 square feet of residential uses on the Property, and the total maximum residential square footage within Fairfax Corner shall not exceed 1,447,062 gross square feet plus any additional bonus density permitted under the provisions of Section 2-804 of the Affordable Dwelling Unit Ordinance. The maximum number of multi-family dwelling units constructed on the Property shall not exceed 300 units, inclusive of ADUs and Workforce Housing Units.

5. **Paragraph 5 shall be revised to read as follows:**

Open Space. No less than 27 percent of the Property shall be maintained as open space areas. A minimum of 39 percent open space shall be provided within Fairfax Corner; however, individual site plans for portions of the Fairfax Corner project may have less than 39 percent open space. The Applicant reserves the right to have utility easements, trails, sidewalks, and stormwater management facilities located within or pass through said open space areas.

6. **Paragraph 8 shall be revised to read as follows**

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, at the time of issuance of the first building permit for the final residential building, to the Fairfax County Park Authority for the remainder of the recreational facility contribution, to be used solely for recreational improvements serving the Government Center area of the Springfield District.

- B. In addition to the commons and public plazas shown on the CDPA/FDPA, the Applicant shall provide interior amenities for the residents of Buildings F-3, I and N to utilize. These amenities may include, but not be limited to, a fitness center and community room. These amenities shall be made available to all residents of Buildings F-3, I and N, and may be located in one building, or in any or all of Buildings F-3, I and N.
- C. Prior to the issuance of the first RUP for dwelling units in Buildings F-3, I or N, the Applicant shall construct the deck overlooking the stormwater facility in the southern portion of the property as generally shown on Sheet 10 the CDPA/FDPA. The Applicant shall provide amenities on this deck generally as shown on the deck exhibit. This gathering feature shall be a private facility for use by residents of Buildings F-3, I and N.
- D. Prior to the issuance of RUPs for dwelling units in Buildings F-3, I or N, the Applicant shall contribute \$500 per market rate dwelling unit approved on each applicable site plan to the Fairfax County Park Authority ("FCPA") for use at Patriot Park for master planning, park facility planning, engineering site plan and/or development.
- E. All of the facilities and monetary contributions listed in this Paragraph 6, with the exception of the contribution listed in Paragraph 6.D, shall be creditable against the contribution required by Section 16-404 of the Zoning Ordinance.

7. **Paragraph 9 shall be revised to read as follows:**

Mix of Uses. Within buildings B, C, E, G-1, H, I, J, L, M, N, O and P, at least 70% of the cumulative net floor area (excluding the area occupied by mail room(s), building management office(s) and lobby areas) of the combined ground floors of these buildings shall be occupied by hotel, retail and/or restaurant uses. A minimum of 25% of the net floor area (excluding the areas occupied by mail room(s), building management office(s) and lobby areas) of the ground floor of each building shall be occupied with hotel, retail and/or restaurant uses.

8. **Paragraph 10 shall be revised to read as follows:**

Affordable Dwelling Units/Workforce Housing Units.

A. **Affordable Dwelling Units ("ADUs").**

- 1. Depending upon the type of building construction, the Applicant shall either a) provide five percent (5%) of the total number of dwelling units approved on an individual site plan for Buildings F-3, I and/or N as Affordable Dwelling Units (ADUs) in accordance with Article 2 Part 8 of the Zoning Ordinance, or b) provide zero (0) ADUs as to the respective Buildings F-3, I and/or N if the type of construction proposed on an individual site plan for the respective Buildings F-3, I and/or N exempts the Applicant from the requirement to provide ADUs in accordance with

Article 2 Part 8 of the Zoning Ordinance as to any such Building or Buildings, but in such instance Applicant shall increase the number of Workforce Units it shall provide consistent with Proffer 10(B) below.

2. ADUs shall consist of the same unit type (rental apartments or for sale condominiums) as the market rate units contained within the building housing the ADUs.

B. **Workforce Units**. In addition to the provision of ADUs pursuant to Proffer 8(A)(1)(a) above, the Applicant also shall provide three percent (3%) of all market rate residential units approved on individual site plans for Buildings F-3, I and/or N as Workforce Units, which will be affordable to future residents who have a household income of up to 100% of the Fairfax County median household income ("MHI"). To the extent the Applicant shall be exempt from providing ADUs for any of Buildings F-3, I and/or N, as stated in Paragraph 8(A)(1)(b) above, the Applicant shall provide as Workforce Units eight percent (8%) of all market rate residential units approved on an individual site plan for respective exempt Building F-3, I and/or N. Said Workforce Units shall be provided to persons whose household income (i) for forty percent (40%) of the units, is up to eighty percent (80%) of the Fairfax County MHI; (ii) for thirty percent (30%) of the units, is up to ninety percent (90%) of the Fairfax County MHI; and for thirty percent (30%) of the units, is up to 100% of the Fairfax County MHI.

1. **Definitions**. The following terms used in these Proffered Conditions shall be defined as follows, unless specifically modified:
 - a) **Market-Rate Units**. Dwelling units approved on the Property that are not subject to either the price/rental restrictions of Section 2-800 of the Zoning Ordinance or these Proffers; and
 - b) **Workforce Units**. Dwelling units on the Property subject to the price/rental restrictions of this Proffer, but not subject to those of Proffer 7(A) and Section 2-800 of the Zoning Ordinance.
2. **Workforce Units**. Each Workforce Unit provided shall be made available by the Applicant on either a for-sale basis or rental basis to persons with a household income of up to 100% of the Fairfax County MHI in accordance with Proffer 8(B) above. The Applicant shall market the Workforce Units in a non-discriminatory basis in conformance with the Fair Housing Act and all other applicable laws and regulations.
3. **Designation on Approved Site Plan**. The approved site plan(s) for Buildings F-3, I and N shall designate the number of Workforce Units and the number of Market-Rate Units to be provided in the respective building. The Applicant shall determine the interior amenities, including the number of bedrooms, for each Workforce Unit provided. If the development of Buildings F-3, I and N is phased or developed in sections, then the approved site plan(s) for the respective Buildings shall also contain

tabulations of the total number of Workforce Units by bedroom count and the number of Market-Rate Units by bedroom count on the Property. Whenever the calculation of the required Workforce Units results in a fractional unit less than 0.5, then the number shall be rounded down to the next whole number, and any fractional unit of 0.5 or greater shall be rounded up to the next whole number.

4. Timing for Provision of the Workforce Units. RUPs shall not be issued for more than ninety percent (90%) of the total dwellings units approved on the Property until all of the RUPs have been issued for all of the Workforce Units required pursuant to this Proffer.
5. Provisions of the ADU Ordinance. The Applicant intends that the Workforce Units shall be administered in a fashion similar to ADU Units pursuant to the below-specified provisions of Section 2-800 of the Zoning Ordinance in effect at the time of the execution of these Proffers. The following specific provisions of the Zoning Ordinance shall apply to administration of the Workforce Units: Sections 2-805, 2-811(3), 2-812(1)(D), 2-812(6) (only as to recording a covenant committing to a thirty year contract 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 Proffer 8(B) provisions conflict with any provision of the Zoning Ordinance, these Proffers shall control.
6. Alternative Administration. Notwithstanding the foregoing subparagraph 5, the Applicant reserves the right to enter into a separate binding written agreement with the appropriate Fairfax County agency as to the terms and conditions of the administration of the Workforce Units following approval of this Application. Such an agreement shall be on terms mutually acceptable to both the Applicant and Fairfax County and may occur after the approval of this Application. Neither the Board of Supervisors nor Fairfax County shall be obligated to execute such an agreement. If such an agreement is executed by all applicable parties, then the Workforce Units shall be administered solely in accordance with such an agreement, and subparagraph 5 above shall become null and void. Such an agreement and any modifications thereto, shall be recorded in the land records of Fairfax County.
7. Workforce Units - Rental Rates. The maximum monthly rental at which each rental Workforce 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 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 Workforce 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") or such other agency as may be designated by this County to oversee implementation of a Workforce Housing Program.

8. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of this Proffer related to providing Workforce Units violates any Federal, State or other local law, then the offending portion of this Proffer shall be deemed null and void and no longer in effect.
9. Demonstration of Square Footage Compliance. At the time of filing of any site plan for development of the Property, the Applicant shall submit to the Department of Public Works and Environmental Services "DPWES" a running square footage tabulation which clearly presents proposed and approved square footage as follows: (i) total overall site development within Fairfax Corner; (ii) total non-residential use versus residential use and (iii) total non-residential use by category proposed and residual amount available. Said tabulations shall demonstrate compliance with the square footage limitation set forth in these proffers and with the tabulations provided on Sheet 2 of the CDPA/FDPA.
10. Transportation Demand Management. The Applicant shall implement a Transportation Demand Management ("TDM") program to reduce office employee and residential vehicle trips during peak periods. Residents and office employees shall be advised of all TDM strategies by the TDM Coordinator, as described below. TDM coordination duties shall be carried-out by a designated agent/employer or transportation management coordinator(s) (collectively "TDM Coordinator"). The TDM Coordinator position may be a part of other duties assigned to the individual(s). This TDM Program shall only apply to those 300,000 square feet of office use and 300 residential units for which approval is requested in subject PCA 87-5-039-6.
 - A. Components of the TDM Program: The TDM Program shall include the following components:
 1. TDM Goal: The TDM program shall be implemented to reduce by ten percent (10%) (the "TDM Goal") the A.M. and P.M. weekday peak hour vehicular trips, defined as the peak hour of travel between 6:00 A.M.-9:00 A.M. and 4:00 P.M.-7:00 P.M. respectively, derived from trip generation rates and/or equations applicable to office and multi-family residential uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition.
 2. TDM Program: In order to meet the TDM Goal set forth in this Proffer, the Applicant shall implement this TDM Program, which may be amended, subject to approval of FCDOT, without the necessity of a PCA. Strategies shall include, but not limited to, the following initiatives that shall be implemented by the Applicant as buildings are completed:

- a) Within three (3) months following issuance of the initial RUP for residential use in Buildings F-3, I or N, or within three (3) months following issuance of the initial Non-RUP for office use in excess of 400,000 square feet on the Property, the Applicant shall designate an individual to act as the TDM Coordinator for the Property whose responsibility shall be to implement the TDM Strategies with on-going coordination with FCDOT. The TDM Coordinator shall be responsible for coordination and communication with FCDOT and the Umbrella Owners Association for the Property. Upon designation of a TDM Coordinator, the contact information of the TDM Coordinator shall be provided to FCDOT within 10 days of such designation and updated within 10 days after changes occur in said designation;
- b) Participation in the Fairfax County Ride Share Program and other trip reduction programs sponsored by FCDOT;
- c) Dissemination of materials regarding Metrorail, Metrobus, Fairfax Connector, ride-sharing, teleworking and other relevant transit options in sale/leasing packages;
- d) Provision of information of potential carpool and vanpool options that may be available to residents, tenants and employees. Designated carpool and vanpool parking spaces shall be provided within the office building parking garages;
- e) Provision of transit maps, schedules and other relevant transit option information to residents, tenants and employees through posting in the common-areas of each residential, office and hotel building, a newsletter or use of a community website;
- f) Residential buildings shall be hardwired with broadband, high capacity data/network connections, or equivalent wireless access;
- g) Each resident of Buildings F-3, I and N shall be provided access to a common area that shall be provided with business facilities, which may include, but not be limited to a fax machine, photocopier, and desktop computers with internet access;
- h) If a community web site is developed, it shall include information on the TDM program and on multi-modal transportation options;
- i) Provision of bicycle parking in each non-residential structured parking area. Accessible shower and locker room facilities for employee usage shall be located in each building containing greater than 130,000 square feet of office space;
- j) Provision of bicycle parking in each structured parking area that serves individual residential buildings;

- k) Within 120 days of zoning approval, the Applicant shall provide bicycle parking facilities in the vicinity of the existing loading area located in the northeast corner of Building E; and
 - l) Prior to issuance of the non-RUP for Buildings B, C, F-3, G-1, I or N, whichever occurs first, the Applicant shall provide a bus shelter for the bus stop located on the south side of Monument Drive at its intersection with Fairfax Corner Avenue. The location of this bus shelter shall be subject to the approval of FCDOT. The bus shelter installation shall be limited to the concrete pad, the shelter and a trash can.
3. TDM Budget: Upon designation of the TDM Coordinator, the Applicant shall establish a TDM Account for the purpose of funding the implementation of the TDM Strategies stated in this proffer. The Applicant shall initiate the TDM fund with a \$10,000 contribution. The TDM Account shall be managed by the TDM Coordinator. A line item for further funding of the TDM Account shall be included in the respective Umbrella, Residential, and Office Owners Association documents, which shall provide that that the TDM Account will not be eliminated and that TDM funds will not be utilized for any other purpose. The TDM Account shall be funded by the Umbrella Owners Association with a minimum annual contribution of \$10,000 per year in addition to any TDM Penalty which may be contributed to the TDM Account pursuant to Proffer 10(A)(5) below.
4. Monitoring: Twelve (12) months following issuance of the initial RUP for residential use in Buildings F-3, I or N, or twelve (12) months following issuance of the initial Non-RUP for office use in excess of 400,000 square feet on the Property, the effectiveness of the TDM program shall be evaluated using surveys and/or traffic counts prepared by the TDM Coordinator in cooperation with FCDOT. The TDM Coordinator shall submit an Annual Report to FCDOT based upon said surveys or traffic counts, in order to facilitate determination by FCDOT of what trip reduction has been achieved. The Applicant shall conduct such surveys and/or traffic counts for three (3) years following the initial survey. After build-out of the 300 residential units and the additional 300,000 square feet of office approved pursuant to subject PCA, the Applicant shall then conduct traffic counts annually until it is demonstrated through two (2) consecutive annual traffic counts following build-out of the aforesaid office and residential components on the Property that the TDM Goal has been achieved.
5. TDM Penalty: In the event that the TDM Goal has not been achieved pursuant to the aforesaid two consecutive traffic counts, then the Applicant shall meet with FCDOT to review the TDM Program for the purpose of identifying additional strategies and programs that may be

implemented to assist in achieving the TDM Goal. Until the TDM Goal has been met for two consecutive annual traffic counts, the Applicant shall contribute annually to the TDM account \$50 per residential unit for which a RUP has been issued in Buildings F-3, I and N and \$0.05 per gross square feet of office use on the Property in excess of 400,000 square feet, which penalty amounts shall be utilized on additional TDM strategies as determined by FCDOT.

11. **Landscaping.**

- A. **Landscape Plan.** Landscaping shall be generally consistent with the quality, quantity and the locations shown, respectively, on the "Landscape Plan" included as Sheet 5 of the CDPA/FDPA. At the time of planting, the minimum caliper for trees shall be as follows: non-flowering deciduous trees shall be at least three (3) inch caliper, and large evergreen trees shall be at least eight (8) feet in height. Actual types and species of vegetation shall be determined pursuant to more detailed landscape plans submitted at the time of all site plans, for review and approval by Urban Forest Management ("UFM"), 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 UFM.
- B. **Location of Utilities.** Utility lines shall be generally located so as to not interfere with the landscaping concepts shown on the CDPA/FDPA. 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 CDPA/FDPA. For all other areas of the Property, in the event that during the process of site plan review any landscaping shown on the CDPA/FDPA 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 UFM.
- C. **Parking Deck Landscaping.** The Applicant shall provide planting areas on the top level of any exposed parking garage in accordance with the requirements of the PFM. Such landscaping shall be planted in adequately sized planters, as determined by UFM, with such landscaping to be irrigated.

12. **Streetscape Concepts.** Streetscape elements (lighting fixtures, benches, trash receptacles and similar site features) shall be unified conceptually throughout the development, both in terms of materials and color.

13. **Signage.** Signage shall be provided in conformance with the Comprehensive Sign Plan for Fairfax Corner, as may be amended.

14. **Public School Contribution.** Prior to the issuance of the building permit for each respective residential building, the Applicant shall contribute \$892 per market rate dwelling unit (based upon a projected student yield of 23 students from 300 multi-family units, at \$11,630 per student) for each dwelling unit approved on the final site plan for that respective building to the Board of Supervisors for capital improvements to schools serving the Property.
15. **Energy Efficiency.** All dwelling units 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.
16. **Parking.** Parking shall be provided in accordance with the requirements of Article 11 Part 1 of the Zoning Ordinance and the Fairfax Corner Parking Reduction Agreement as it may be amended. The Applicant reserves the right to provide more parking spaces than required by the Zoning Ordinance. Fewer parking spaces than required by the Zoning Ordinance may be provided subject to an approved amendment of the Parking Reduction Agreement.
17. **Parking Structure Design.**
 - A. **Private Street Frontage.** The parking structure elevations fronting on Palace Way and Summit Corner Drive shall be treated with individual design elements that may include, but not to be limited to, storefront appearance, false fenestration, glass, colored concrete panels, stamped concrete panels, or any combination thereof, or other architectural treatment for the purpose of blending the parking structure architecture with that of nearby buildings. This commitment shall apply to the first thirty-five (35) feet of the structure measured from the finished grade. As some of the garages may be constructed in phases, no parking structure elevation fronting on Palace Way or Summit Corner Drive shall remain devoid of architectural treatment, as described above, for a period greater than two years from the date of issuance of the initial Non-RUP for the parking structure.
 - B. **Public Street Frontage.** The parking structure elevations fronting on Random Hills Road and Monument Drive for Buildings B, C, F-3 and G-1 shall be treated with individual design elements that may include, but not to be limited to, colored concrete panels, stamped concrete panels, glass, or other architectural treatment for the purpose of softening the visual impact of the parking structure from view from Random Hills Road, Interstate 66 and Monument Drive.
 - C. **Lighting.** The Applicant shall utilize full cut-off, low-intensity or recessed lighting directionally shielded to mitigate the potential impact of light glare emanating from any of the parking structures beyond the limits of the property. Such lighting shall meet the requirements of Article 14 of the Zoning Ordinance.
18. **Rooftop Screening.** All rooftop mechanical equipment shall be so located, or if necessary, screened to limit the visibility of such mechanical equipment from street level. Such screening elements shall be compatible and/or complimentary with the façade of the building.

19. **Minimum Building Heights.** The Applicant shall construct Buildings B, C and G-1 at a minimum height of three stories above the Palace Way finished grade.
20. **Trash Receptacles.** The Applicant shall relocate the trash receptacles for Building E into an enclosed facility within 120 days of the issuance of the initial Non-RUP for Building C.
21. **Right-of Way Reservation.** Prior to site plan approval for Building B or C, whichever comes first, an additional 15 feet of land along Government Center Parkway between Monument Corner Drive and Random Hills Road, and an additional 12 feet of land along Random Hills Road between Government Center Parkway and the right turn deceleration lane onto Random Wall Way, shall be reserved by the Applicant for future dedication in fee simple to the Board of Supervisors for future transit use. The Applicant shall dedicate said lands, in fee simple, to the Board of Supervisors upon execution of a Full Funding Grant Agreement, or other similar or equivalent funding mechanism, to finance an extension of Metro beyond the Vienna/Fairfax-GMU Metro station that includes a Metro train station and platform located within the Interstate 66 median adjacent to the Property, or upon a similar or equivalent funding mechanism to provide a Bus Rapid Transit (“BRT”) system with service to the Property and an approved plan that includes the use of said area for transit or transportation needs. Prior to dedication, the Applicant shall be permitted to locate landscaping and signage within said lands until construction, by others, of transit facilities within said lands. Should an executed Full Funding Grant Agreement, or other similar or equivalent funding mechanisms for the extension of Metro or initiation of a BRT not include the requirement for said lands reserved by the Applicant, then the reservation shall be vacated and the requirements of this Paragraph shall become null and void.
22. **Bus Service Improvements.** If a Full Funding Grant Agreement, or other similar or equivalent funding mechanisms for the extension of Metro beyond the Vienna/Fairfax-GMU Metro station or initiation of a BRT with service to the Property and an approved plan that includes the use of the reservation areas referenced in Paragraph 21 for transit or transportation needs has been executed prior to site plan approval for Building B, then the Applicant shall dedicate said rights-of-way, subject to Paragraph 21, and shall (i) construct bus pull-off lanes and up to three (3) bus shelters within said dedication areas adjacent to Building B to provide convenient bus access to the Metro station, BRT transit facility and/or the Property; and (ii) relocate the trail to the south side of the bus pull-off lanes. The Applicant shall construct bus pull-off lanes, bus shelters and the trail relocation to the satisfaction of DPWES and FCDOT. Should a Full Funding Grant Agreement, or other similar or equivalent funding mechanisms for the extension of Metro or initiation of a BRT not be executed prior to site plan approval for Building B, then the requirements of this Paragraph shall become null and void.
23. **Bus Canopy Easement.** The Applicant shall grant an easement to the Board of Supervisors to accommodate construction, by others, of a canopy attached to the north elevation of Building B to provide cover for the future bus pull-off lanes on Random Hills Road provided pursuant to Proffer 22 above.

24. **Metro Head House.** Within 120 days of zoning approval, the Applicant shall coordinate a study group consisting of representatives from FCDOT, Washington Metropolitan Area Transit Authority (“WMATA”), VDOT, Fairfax County Department of Planning and Zoning (“FCDPZ”), and the Applicant. The purpose of the study group shall be to determine the appropriate location of the Metro Head House on the Property. The study group shall determine which potential Metro Head House depicted on the CDPA/FDPA is best suited for a Metro Head House connection to a future Metro station located within the Interstate 66 median adjacent to the Property. The study group shall select one of the three Metro Head House locations depicted on the CDPA/FDPA within eighteen months of the establishment of the study group. The Metro Head House location selected by the study group shall not exceed 5,600 square feet, and shall be reserved by the Applicant for future construction of the Metro Head House in the selected location by others. The area shall be dedicated to the appropriate public agency upon the execution of a Full Funding Grant Agreement, or other similar or equivalent funding mechanisms for the extension of Metro beyond the Vienna/Fairfax-GMU Metro station. The Applicant reserves the right to build, at its sole cost and expense, levels of parking and/or office space above the said Head House, which shall be constructed by others.
25. **Pedestrian Access Amenities.** If potential Metro Head House location B is selected by the study group pursuant to Proffer 24 above, prior to issuance of the initial Non-RUP for Buildings B or C, whichever includes the pedestrian access, the Applicant shall construct the pedestrian access between Buildings B and C as shown on Sheet 15 of the CDPA/FDPA. The pedestrian access shall be provided with amenities that shall include, but not be limited to the following:
- A. Decorative pavement treatment of pedestrian crosswalks;
 - B. Railings, bollards, raised walkways with curb, or other similar barriers to provide separation between pedestrian pathways and the vehicular drive aisle;
 - C. Lighting sufficient to provide a safe pedestrian environment; and
 - D. Public art, murals, glass enclosed storefronts, graphic displays or other façade treatments of walls within the pedestrian access to provide a pleasant pedestrian environment.
26. **Government Center Parkway.** Prior to the issuance of a Non-RUP for Building B or Building C, whichever comes first, and subject to approval by VDOT and DPWES, the Applicant shall construct a left turn lane on southbound Government Center Parkway at its intersection with Monument Corner Drive, and shall improve the median break to VDOT standards.
27. **Random Wall Way.** Prior to issuance of a Non-RUP for Building B or Building C, whichever comes first, and subject to approval by DPWES, the Applicant shall improve Random Wall Way between Buildings C and G as shown on the CDPA/FDPA. The improvements shall consist of two north bound lanes permitting left and right turn movements onto Random Hills Road, one south bound lane onto Random Wall Way, parallel parking spaces adjacent to Building C, a ten foot wide sidewalk adjacent to

Building C, architectural features at the northeast corner of Building C and northwest corner of Building G, and a landscaped median entry feature, as shown on the CDPA/FDPA.

28. **Fairfax Center Area Road Fund Contribution.** The Applicant shall contribute to the Fairfax Center Area Road Fund in accordance with the "Procedural Guidelines" adopted by the Board of Supervisors on November 22, 1982, as amended as of the time of each such payment, subject to credits for all creditable expenses, as determined by FCDOT and DPWES.
29. **Plaza Improvements.** The Applicant shall provide the following plaza improvements:
 - A. Prior to issuance of the first RUP for dwelling units in Buildings F-3, I or N, the Applicant shall improve the "Fountain Square" plaza located between Buildings H and O, as well as the plaza in front of Building D as shown on Sheet 12 of the CDPA/FDPA;
 - B. Prior to the issuance of the initial Non-RUP for Building B, the Applicant shall construct the "Corner Plaza" as shown on Sheet 10 of the CDPA/FDPA; and
 - C. Prior to issuance of the initial Non-RUP for Building G-1, the Applicant shall construct the "G-1 Pocket Park" and paved crosswalk as shown on Sheet 13 of the CDPA/FDPA.
 - D. Whichever Metro Head House location is chosen by the study group pursuant to Proffer 24 above may be utilized by the Applicant as an interim plaza or decorative feature until the area is dedicated to the appropriate public agency pursuant to these proffers.
30. **Movable Carts.** The Applicant shall be permitted to operate movable carts in plaza areas on the Property. Movable carts shall be defined as transportable kiosks that serve a retail purpose, but shall not be counted towards the maximum amount of retail or non-residential FAR permitted on the Property, and are provided on an impermanent basis. The location of movable carts shall be provided in a manner that will not interfere with pedestrian movements or safety. No more than five (5) movable carts shall be located on the Property at any one time, though the Applicant shall be permitted to locate up to fifteen (15) movable carts on the Property in association with Special Events. In no case shall more than five (5) movable carts be located on the Property in association with a Special Event for a time period to exceed 72 hours.
31. **ATMs.** The Applicant shall be permitted to install Automated Teller Machines ("ATMs") on the Property, which shall not be counted towards the maximum amount of retail or non-residential FAR permitted on the Property. ATMs shall be located in kiosks or building façades in a manner that does not interfere with pedestrian movements or safety.
32. **Hotel Noise Attenuation.** In the event that hotel is developed in Buildings, B, C, F-3 or P, the following shall be applicable:

- A. In order to reduce interior noise to a level of no more than 45 dBA Ldn, for hotel rooms that are demonstrated by an acoustical analysis as described in Paragraph B below, to be impacted by highway noise from Interstate 66 having levels projected to be above 65 dBA Ldn, these rooms shall be constructed with the following acoustical measures:
1. Exterior walls should have a laboratory sound transmission class ("STC") rating of at least 39.
 2. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 65 dBA Ldn or above.
 3. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
 4. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials ("ASTM") to minimize sound transmission.
- B. The Applicant shall submit an acoustical analysis prior to the submission of building plans for hotel use in Buildings B, C, F-3 or P in order to determine the affected rooms (if any), and appropriate interior noise attenuation measures necessary based on the noise impact from Interstate 66 on such building. Such analysis shall be submitted to and approved by DPZ, and shall be based on the accepted methodology contained in said refined analysis. Any changes to the hotel use premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDPA/FDPA and these proffers, as determined by the Zoning Administrator.
- C. Building plans for any hotel building shall depict the final noise contours and all locations of the respective building/rooms, if any, that are subject to noise mitigation as provided herein.
- D. No hotel building shall be constructed if an acoustical analysis demonstrates that exterior noise levels will be in excess of 80 dBA Ldn.
33. **Sanitary Sewer.** The Applicant shall submit to DPWES a sewer study with the initial submission of each site plan for development of the Property to determine the adequacy of the existing sewer lines located on site. If the sewer study concludes that the existing sewer lines located on site are inadequate to accommodate the proposed development in the respective site plan, and if required by DPWES at the time of construction of each respective building, the Applicant shall upgrade the existing sewer lines on site necessary to serve each respective building to the satisfaction of DPWES to accommodate the additional development depicted on the respective approved site plan.

34. **Density Credit.** All intensity of use attributable to land areas dedicated and conveyed to the Board of Supervisors at the Applicant's expense pursuant to these proffers 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 subject Property.
35. **Successors and Assigns.** Each reference to "Applicant" in this proffer statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or the developer(s) of the site or any portion of the site.
36. **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 this Proffer Statement appear on each counterpart of this Proffer Statement. All counterparts of this Proffer Statement shall collectively constitute a single instrument.
37. **Severability.** Any of the sections or individual land bays may be subject to a Proffered Condition Amendment ("PCA"), CDPA, or FDPA without joinder and/or consent of the other sections or land bays, if such PCA or FDPA does not affect any other sections 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, or FDPA shall otherwise remain in full force and effect.

[SIGNATURE ON FOLLOWING PAGE]

FAIRFAX CORNER RETAIL L.C.

Applicant and Title Owner

By: _____

Name: _____

Title: _____

FINAL DEVELOPMENT PLAN CONDITIONS

FDPA 87-S-039-10

July 19, 2007

If it is the intent of the Planning Commission to approve Final Development Plan FDPA 87-S-039-10, to permit mixed use development, on property located at Tax Map 56-1 ((1)) 47G1, 47H, 47J, 47K, 47L, 47P, 47Q, 47R, 47S, 47T, staff recommends that the Planning Commission condition the approval by requiring conformance with the following development conditions, which supersede any previous conditions on the subject property. An asterisk (*) denotes a condition carried forward from the previous approval.

1. This Final Development Plan Amendment 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 FDPA shall be in substantial conformance with the approved FDPA entitled "Fairfax Corner" consisting of 17 sheets, prepared by Land Design, dated July 10, 2006 as revised through July 11, 2007. Minor modifications to the approved FDPA may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.
2. In order to ensure that drainage from the property will not create or aggravate erosion problems in the stream flowing to the south of, and through, the southeastern portion of the Fairfax Corner development, the applicant shall demonstrate, to the satisfaction of DPWES, adequate outfall for this stream between the upstream point of discharge from the property into this stream to the stream's confluence with the main stem of Difficult Run (in the central portion of Land Bay E). Adequate outfall shall be accomplished, as determined by DPWES. Through the provision of one or more stormwater detention facilities on the property, the applicant shall ensure that the post-development two-year peak flow within the stream in the adequate outfall study area will not exceed the predevelopment two-year peak flow, as determined by DPWES.*
3. Swimming pool discharge water shall be routed into the stormwater management system. The discharge process shall follow the guidelines below in order to ensure that pool water is properly neutralized prior to being discharged:
 - a) In order to ensure that high levels of chlorine are not discharged into the surface water system, pool water shall not be chlorinated prior to backwashing and/or discharging.
 - b) All waste water resulting from the cleaning and draining of the pool shall meet the appropriate level of water quality prior to discharge.

- c) If the water being discharged from the pool is discolored or contains a high level of suspended solids that could affect the clarity of the receiving stream, it shall be allowed to stand so that most of the solids settle out prior to being discharged.*
4. Irrespective of Note #29 on the CDPA/FDPA, the following secondary uses shall require the approval of either a Final Development Plan Amendment or Special Exception:
 - a) Child care center or nursery school*
5. Street trees shall be planted along the north and south sides of Monument Drive, consistent with that shown on Sheet 5 of the CDPA/FDPA, as determined by Urban Forest Management.*
6. All dumpsters shall be fully screened from view through the use of solid, opaque enclosures.*
7. In order to ensure conformance with the CDPA/FDPA, conceptual architectural design in the form of building elevations shall be presented to the Planning Commission for administrative review and comment for each phase of the development prior to plan approval by the County and detailed landscape plans shall be provided to the Planning Commission for administrative review and comment prior to site plan approval.*
8. Prior to approval of the first residential use permit or non-residential use permit on the property, the applicant shall submit a study that demonstrates to the satisfaction of the Office of Site Development Services in consultation with the Stormwater Management Branch, UP&DD of DPWES that during the two (2) and ten (10) year storm events, stormwater runoff from the property will not, for any phase of the development and for all phases considered cumulatively, exacerbate the existing drainage problem at the Valley Road crossing of Difficult Run.
9. The applicant shall implement and/or modify stormwater management controls as may be needed to ensure that this drainage problem is not exacerbated, as determined by the Office of Site Development Services in consultation with the Stormwater Management Branch. *
10. The number of hotel rooms that may be constructed on site shall be limited to a maximum of three-hundred (300).*
11. A minimum building height of three (3) stories shall be required for any structure where the ground floor consists of greater than 75% office or hotel uses, as determined by DPWES.*

12. In the event that hotel is developed in Buildings, B, C, E, F-3, G or P, the following shall be applicable:
- a) In order to reduce interior noise to a level of no more than 45 dBA Ldn, for hotel rooms that are demonstrated by an acoustical analysis as described in Paragraph B below, to be impacted by highway noise from Interstate 66 having levels projected to be above 65 dBA Ldn, these rooms shall be constructed with the following acoustical measures:
 - i. Exterior walls should have a laboratory sound transmission class (“STC”) rating of at least 39.
 - ii. Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of 65 dBA Ldn or above.
 - iii. If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
 - iv. All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (“ASTM”) to minimize sound transmission.
 - b) An acoustical analysis shall be submitted prior to the submission of building plans for hotel use in Buildings B, C, E, F-3, G or P in order to determine the affected rooms (if any), and appropriate interior noise attenuation measures necessary based on the noise impact from Interstate 66 on such building. Such analysis shall be submitted to and approved by DPZ, and shall be based on the accepted methodology contained in said refined analysis. Any changes to the hotel use premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDPA/FDPA and these proffers, as determined by the Zoning Administrator.
 - c) Building plans for any hotel building shall depict the final noise contours and all locations of the respective building/rooms, if any, that are subject to noise mitigation as provided herein.
 - d) No hotel building shall be constructed in any location where the acoustical analysis demonstrates that exterior noise levels will be in excess of 75 dBA Ldn.
 - e) No hotel rooms shall be located in any area unless it can be demonstrated that interior noise levels can be mitigated to no more than 45 dBA Ldn, as stated in a).